

THANULUX

PUBLIC COMPANY LIMITED



ANNUAL
REPORT
2012



เมื่อวันที่ 29 พฤศจิกายน 2555 คุณบุญยสิทธิ์ โชควัฒนา ประธานเครือสหพัฒน์ได้รับพระราชทานปริญญาวิทยาศาสตรดุษฎีบัณฑิตกิตติมศักดิ์ (สิ่งทอและเครื่องนุ่งห่ม) ของมหาวิทยาลัยเทคโนโลยีราชมงคลกรุงเทพ จากสมเด็จพระเทพรัตนราชสุดาฯ สยามบรมราชกุมารี

ด้วยคุณบุญยสิทธิ์ โชควัฒนา ประสบความสำเร็จในธุรกิจสิ่งทอและเครื่องนุ่งห่ม ตั้งแต่ต้นน้ำถึงปลายน้ำ ประกอบด้วยโรงงานผลิตเส้นใย เส้นด้าย ทอผ้า และฟอกย้อมตกแต่งสิ่งทอ ตลอดจนการผลิตสินค้าเครื่องนุ่งห่มภายใต้ตราสินค้าที่มีชื่อเสียงเป็นที่รู้จักอย่างกว้างขวางทั้งในประเทศและต่างประเทศ รวมทั้งการบริหารจัดการในธุรกิจสินค้าอุปโภคและบริโภคอื่น

On 29 November 2012, Mr. Boonsithi Chokwatana, Chairman of the Saha Group, was conferred an Honorary Degree of Doctor of Science (Textiles and Garment) from Rajamangala University of Technology Krungthep in a ceremony presided by Her Royal Highness Princess Maha Chakri Sirindhorn.

The degree was awarded in recognition of Mr. Boonsithi Chokwatana's achievements in the textile and garment industry which encompasses upstream and downstream operations consisting of plants for the manufacture of fibre, thread, textile weaving and dyeing, as well as the manufacture of garment products under brands renowned domestically and internationally. His achievements also extend to businesses related to consumable and household goods.

วิสัยทัศน์

ธัญลักษณ์จะเป็นผู้นำในอุตสาหกรรมแฟชั่นของประเทศและภูมิภาค

พันธกิจ

สร้างความพึงพอใจให้กับลูกค้าด้วยคุณภาพสินค้าที่เป็นเลิศโดยผ่านนวัตกรรมและบริการเหนือความคาดหมาย

สร้างความพึงพอใจให้กับผู้ถือหุ้นด้วยความมุ่งมั่นในการเพิ่มคุณค่าให้แก่ผู้ถือหุ้น

สร้างความพึงพอใจให้กับพนักงานด้วยการให้โอกาสในการเรียนรู้และพัฒนาตนเอง รวมทั้งให้ความมั่นคงและผลตอบแทนที่ดี

ส่งเสริมให้บริษัทมีการกำกับดูแลกิจการที่ดี มีคุณธรรมและจริยธรรมในการดำเนินงาน

ดำเนินธุรกิจโดยคำนึงถึงผลกระทบต่อทรัพยากรธรรมชาติ และสิ่งแวดล้อม ปฏิบัติงานด้วยความรับผิดชอบต่อสังคม ชุมชน ให้เกิดขึ้นในบริษัทอย่างต่อเนื่อง รวมถึงการสนับสนุนกิจกรรมอันเป็นสาธารณประโยชน์

VISION

“THANULUX” will be the leader of fashion industry in Thailand and The region

OUR MISSION

To satisfy customers with excellent qualities through innovation along with highly impressive service.

To satisfy shareholders with a strong intention to increase wealth for the shareholders.

To satisfy employees with learning opportunities, personal development, professional stability and well remuneration.

To enhance good corporate governance reflected in work ethic and moral.

To establish principles on environmentally friendly practices in business operation, instill continuous conscience of employees towards social responsibility and support of activities pertaining to the public benefits.

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Company 's Product



Thanulux's licensed brands and original brands include -

Licensed Brands



GETAWAY

Guy Laroche
PARIS

GUY
Guy Laroche

Guy Laroche
STUDIO



JEAN-LOUIS SCHERRER
PARIS

DAKS
LONDON

ELLE
HOMME

MORGAN
MORGAN DE TOIT

Original Brands

LOUIS FONTAINE



MIX - SELF



bsc



iCON



itch



cami cetta

Men's wear



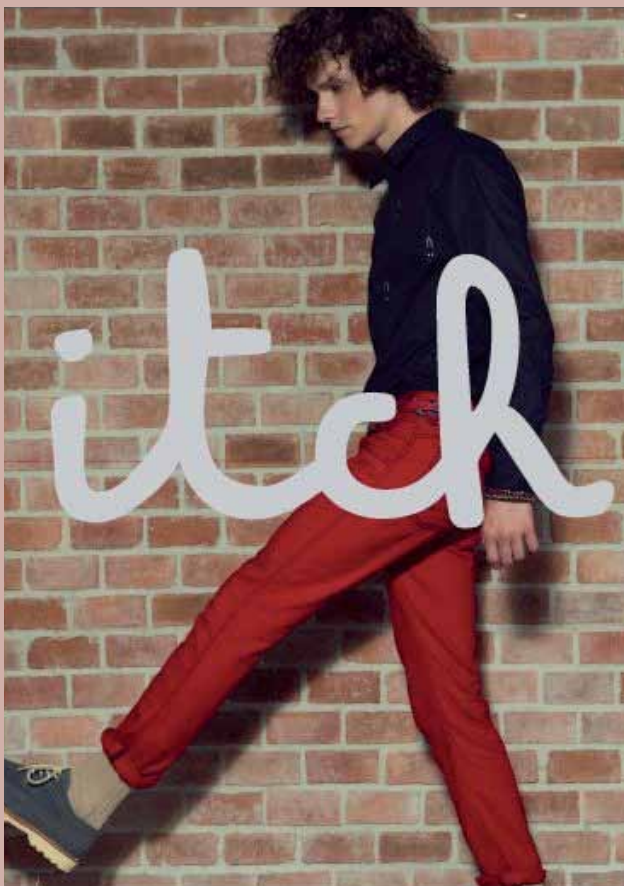
Company's Product



Men's wear



Company's Product



Women's wear

Company's Product



Guy Laroche

JEAN-LOUIS SCHERRER
PARIS



Company 's Product



Leathergoods

Company's Product



Board of Directors

คณะกรรมการบริษัท



นายบุญยสิทธิ์ โชควัฒนา

กรรมการที่ปรึกษา

Mr. Boonsithi Chokwatana

Advising Director



นางวารินทร์ ลีลานุวัฒน์

ประธานกรรมการ และ CEO

Mrs. Varindr Leelanuwatana

Chairman and CEO



นายมนู ลีลานุวัฒน์
กรรมการ
Mr. Manu Leelanuwatana
Director



นายสุพจน์ ภาควรวุฒิ
กรรมการผู้จัดการ
Mr. Supotch Pakaworawuth
Managing Director



นางสาวดุษฎี สุนทรธำรง
กรรมการรองผู้จัดการ และ CFO
Ms. Dusadee Soontrontumrong
Deputy Managing Director and
CFO



นายวิชัย สุธิตวานิช
กรรมการ
Mr. Wichai Suthitivanich
Director

Independent Director

กรรมการอิสระ



นายพดุง เตชะศรีนทร์
กรรมการอิสระและ
ประธานกรรมการตรวจสอบ
Mr. Padoong Techasarintr
Independent Director and
Chairman of Audit Committee



นายวันชัย อัมพ์อาดมัม
กรรมการอิสระและ
กรรมการตรวจสอบ
Mr. Wanchai Umpungart
Independent Director and
Audit Committee Member



รศ.นเรศร์ เกษะประกร
กรรมการอิสระและ
กรรมการตรวจสอบ
Assoc.Prof. Nares Kesaparakorn
Independent Director and
Audit Committee Member



นายกฤษ ฟอลเล็ท
กรรมการอิสระและ
กรรมการตรวจสอบ
Mr. Krish Follett
Independent Director and
Audit Committee Member

บริษัท ธนูลักษณ์ จำกัด (มหาชน) ได้รับรางวัล Investors' Choice Award จากสมาคมส่งเสริมผู้ลงทุนไทย



บริษัท ธนูลักษณ์ จำกัด (มหาชน) ได้รับรางวัล Investors' Choice Award จากสมาคมส่งเสริมผู้ลงทุนไทย ในโครงการอาสาพิทักษ์สิทธิ เมื่อวันที่ 15 ตุลาคม 2555 ณ อาคารตลาดหลักทรัพย์แห่งประเทศไทย ซึ่งสมาคมส่งเสริมผู้ลงทุนไทย ร่วมกับสำนักงานคณะกรรมการกำกับหลักทรัพย์และตลาดหลักทรัพย์ และตลาดหลักทรัพย์แห่งประเทศไทย ได้จัดงานมอบรางวัล Investors' Choice Award เป็นปีแรก เพื่อมอบรางวัลให้แก่บริษัทจดทะเบียน จำนวน 17 บริษัท ที่ได้คะแนนการประเมินผลการจัดประชุมใหญ่สามัญผู้ถือหุ้นประจำปี (AGM) เต็ม 100% ต่อเนื่องกัน 4 ปีซ้อน (2552-2555)

Thanulux Public Company Limited was presented the Investors' Choice Award by the Thai Investors Association

Thanulux Public Company Limited received the Investors' Choice Award from the Thai Investors Association for its participation in the Rights Protection Volunteer Scheme on 15 October 2012 at the Stock Exchange of Thailand. The Thai Investors Association, in collaboration with Securities and Exchange Commission and the Stock Exchange of Thailand, organised the first ever awards presentation ceremony for the Investors' Choice Award, in which awards were given to 17 listed companies that have achieved 100% assessment scores at the annual general meetings in 4 consecutive years (2009-2012).

Social, Community and Environmental Activities

Thanulux Public Company Limited operates businesses pursuant to the principles of good governance and responsibility to the society, communities and the environment, which would in turn lead to the sustainable development of its businesses. The following principles, in particular, have been adhered to:

1. Business operations with due regard to the impact on natural resources and the environment.
2. Continually instilling a conscience of responsibility towards the society and communities within the Company.
3. Promotion of activities which are of common benefit to the society and communities.

Social and Community Activities

The Company, being aware that medical advancements have raised the standards of public health services for all patient groups in the country to international levels, have contributed to the following projects:

Funds were donated to the Sirikit Medical Center, Ramathibodi Hospital as a contribution towards the Organ Transplantation Project, i.e. Heart Center, Stem Cell Transplantation Center, and Liver and Kidney Transplantation Center. These contributions have helped revitalized patients who can carry on living. The contributed sum was Baht 1,000,000.



Funds were donated to the Thai Red Cross Society as a contribution for the construction of the Bhumisirimangalanusorn Building, Chulalongkorn Memorial Hospital, which is a general medical building in celebration of His Majesty, and a center of medical excellence. Medical equipments were also contributed to His Majesty the King as merits on the occasion of the 80th anniversary. The contribution amounted to a total of Baht 1,000,000 and was made for the fourth consecutive year.



Fifty used computers in good condition were donated to Wat Suan Kaew, Nonthaburi Province, for utilization.



A field trip was organized for community leaders and accompanying persons from communities having good relations with the Company and other communities in the vicinity. The party consisted of 53 members from 11 communities. The trip was also joined by academics and students from various educational institutions. The group visited exhibitions of goods and innovations of Thanulux Public Company Limited and companies of the Saha Group in the 16th Saha Group Fair held between 27 June - 1 July 2012 at Sirikit Convention Center. The Company has held this activity for the second year after a good response from the previous year.

Public benefit activities were sponsored, such as aid to underprivileged persons, victims of various events, as well as educational scholarships. The total donations of Baht 200,000 were given through the Dr. Thiam Chokwatana Foundation.

The Company participated in social and community activities in order to foster good relations. Examples included children's day activities in the surrounding communities and sporting events held with Saha Group companies.

Environmental Activities

The Company realizes the need to preserve ecological balance, mitigate global warming and restore qualities of lives and happiness to the society in a sustainable manner. Adhering to the Royal Initiative of His Majesty the King and Her Majesty the Queen on the management of forestry resources, as well as the Royal Initiative of Her Royal Highness Princess Sirindhorn relating to the conservation of Bang Kra Jao area, Prapadaeng District, Samut Prakarn Province as a “Green Zone”, or “Lung”, for Bangkok Metropolis and Samut Prakarn Province, the Company undertook the “Reforestation to Reduce Global Warming and Tree Preservation at the 80th Anniversary Park, Wat Jak Daeng,



Prapadaeng District, Samut Prakarn Province” Project for the fifth consecutive year. To date, the Board of Directors, executive officers and employees of Thanulux Public Company Limited are proud to be a part of developing such area, a metropolitan park, into a green zone, by planting trees and maintaining the forest area.

At the same time, the Company has continually taken action to reduce environmental impact by communicating to employees in the organisation and cooperating in the preservation of the environment. As a consequence of such actions, the Company was awarded with a Level 1 Green Factory Certificate of the Green Industry Category from the Ministry of Industry.

Religious Activities



On the occasion of the 2,600th anniversary of the enlightenment of Lord Buddha, the Company held commemorative activities by organizing knowledge fairs. The project “meditation, mind ordination, soul cleansing and knowledge learning” was launched in order to enable employees to spend the period after their break to practice meditation. The Company also invited executive officers and employees to donate essentials to make merit on important occasions. On Visakha Bucha Day, for instance, nine monks from nine temples were invited to the Company where executive officers and employees could participate in merit making. 27 pairs of lent candles, rain cloths and light bulbs were donated to temples surrounding the Company and temples in remote places. The Company also hosted ceremonies to present robes to monks at various temples.



The Company participated in giving donations under the project “Mercifully Sustaining of the World”. His Lordship Alongkot Tikkhapanyo (Phra Udom Prachatorn), the Abbot of Wat Prabatnampu, in the amount of Baht 100,000 to support AIDS patients and orphans under the care of the project. On this occasion, the Company invited His Lordship to collect sustenance and other items, whilst acting as a “merit bridge”, for employees, the Company and surrounding communities to participate in the project at Thanulux Public Company Limited.



In celebration of the 85th anniversary of His Majesty King Bhumipol Adulyadej and in order to devote merits to the Former Chairman Dr. Thiam Chokwatana, founder and creator of foundation for businesses in the Saha Group, on the occasion of the 21st anniversary of this death, the Company prepared and donated robe sets and offerings to 9 monks at Wat Pariwasrachsongkram, Yannawa District, Bangkok.

Educational Activities

“Education is a vital tool for the development of knowledge, thinking, behaviour and morals, which would lead to quality self-development and confer benefits on society and the nation as a whole.” In pursuance thereof, the Company has attached importance to education by carrying out the following activities:

An educational fund was established and support given to operations of the Phra Dabos Foundation, a project undertaken in pursuance of the Royal Initiative of His Majesty the King. A donation was made in the name of the “Educational Fund for Disciples of Phra Dabos in Celebration of the 84th Anniversary” in the amount of Baht 200,000. It is anticipated that continual contributions will be made to the foundation.



Three educational scholarships were granted for undergraduate studies to students of Rajamangala University of Technology Krungthep for the second consecutive year, Faculty of Textile Industry in the amount of Baht 308,000 and Faculty of Home Economics Technology in the amount of Baht 76,800. The total amount of Baht 384,800 in support of and to promote educational activities for good performing students who lack financial means.

Three educational scholarships were granted for fashion design studies in the “Fashion Creation & Fashion Professional” course at Bunka Institute for the third consecutive year in the amount of Baht 768,000 to enhance the competencies of employees and build upon prior knowledge.



Educational scholarships were granted to Saimitr Panichayakarn School, Kabinburi District, Prachinburi Province, in the amount of Baht 10,000 on an annual basis.

Quality of Life Development Activities

In order to promote the good quality of lives of employees, the Company organised a project called “Meditation, Mind Ordination, Soul Cleansing and Knowledge Learning” during the lent period. Employees were given an opportunity to find peace of mind, calmness and morals.

The Company has also taken due regard for the health of employees and held health promotion activities, e.g. education on various diseases, preliminary screening for diseases, as well as entertainment activities for employees in various forms on festivals and important dates.



จุดเด่นในรอบปี / Highlights of the year

บริษัท ทรูลักซ์ จำกัด (มหาชน) และบริษัทย่อย

Thanulux Public Company Limited and Subsidiaries

ข้อมูลสำคัญ	SELECTED DATA	2012	2011	2010
ฐานะการเงินและผลการดำเนินงาน (หน่วย: ล้านบาท)	FINANCIAL POSITION AND OPERATING RESULTS (Million Baht)			
สินทรัพย์รวม	Total Assets	3,889	3,437	3,116
หนี้สินรวม	Total Liabilities	489	450	345
ส่วนของผู้ถือหุ้นบริษัทใหญ่	Equity Attributable to Parent Company	3,381	2,966	2,750
รายได้จากการขาย	Sales	2,646	2,456	2,079
รายได้รวม	Total Revenues	2,807	2,613	2,226
กำไรขั้นต้น	Gross Profit	818	747	589
กำไรส่วนที่เป็นของบริษัทใหญ่	Profit Attributable to Owners of The Parent Company	289	280	186
ข้อมูลต่อหุ้น (บาท)	Per Share Data (Baht)			
มูลค่าที่ตราไว้	Par Value	1.00	1.00	1.00
มูลค่าหุ้นตามบัญชี	Book Value	28.18	24.72	22.92
กำไรสุทธิ	Net Earnings	2.41	2.33	1.55
ราคาตลาด	Market Price	25.00	19.10	18.00
เงินปันผล	Dividend	**1.20	1.10	0.85
อัตราส่วนทางการเงิน	Financial Ratios			
ความสามารถในการทำกำไร (%)	Profitability Ratios (%)			
อัตรากำไรสุทธิ	Percentage of Net Profit	10.31	10.71	8.34
อัตราผลตอบแทนผู้ถือหุ้น	Return on Equity	9.12	9.80	6.86
ความเจริญเติบโตของกิจการ (%)	Growth Rates (%)			
อัตราการเพิ่ม (ลด) ของยอดขายสุทธิ	Percentage Increase (Decrease) of Sales	7.68	18.16	13.47
อัตราการเพิ่ม (ลด) ของกำไรสุทธิ	Percentage Increase (Decrease) of Net Profit	3.40	50.70	20.91
อัตราการเพิ่ม (ลด) ของสินทรัพย์รวม	Percentage Increase (Decrease) of Total Assets	13.17	10.27	5.88
อัตราการเพิ่ม (ลด) ของส่วนของผู้ถือหุ้นบริษัทใหญ่	Percentage Increase (Decrease) of Equity- Attributable to The Parent Company	13.99	7.84	3.32
สภาพคล่อง (เท่า)	Liquidity Ratios (Times)			
อัตราส่วนสภาพคล่อง	Current Ratio	4.86	4.04	3.97
อัตราส่วนสภาพคล่องหมุนเร็ว	Quick Ratio	3.06	2.30	2.34
อัตราส่วนสภาพคล่องกระแสเงินสด	Liquidity of Cash Flow from Operation	0.69	0.66	0.57
ประสิทธิภาพในการดำเนินงาน (%)	Efficiency Ratios (%)			
อัตราผลตอบแทนจากสินทรัพย์	Return on Total Assets	7.90	8.54	6.13
อัตราผลตอบแทนจากสินทรัพย์ถาวร	Return on Fix Assets	68.90	75.69	64.52
วิเคราะห์นโยบายทางการเงิน (เท่า)	Financial Policy Ratios (Times)			
อัตราส่วนหนี้สินต่อส่วนของผู้ถือหุ้น	Debt-Equity Ratio	0.14	0.15	0.12
อัตราส่วนความสามารถชำระดอกเบี้ย	Time Interest Earned	19,654.35	4,392.06	810.33
อัตราส่วนความสามารถชำระภาระผูกพัน	Leverage Ratio	1.06	0.63	0.32
อัตราการจ่ายเงินปันผล (%)	Payout Ratio (%)	49.74	47.15	54.90

** ที่ประชุมคณะกรรมการบริษัท ครั้งที่ 1/2556 มีมติให้นำเสนอต่อที่ประชุมสามัญผู้ถือหุ้น ซึ่งกำหนดให้มีขึ้นในวันที่ 23 เมษายน 2556 เพื่ออนุมัติการจ่ายเงินปันผลหุ้นละ 1.20 บาท

** The Board of Directors' Meeting No. 1/2556 has resolved to submit the agenda of dividend payment Baht 1.20 per share for approval at the General Shareholders' Meeting to be held on April 23, 2013.

ข้อมูลปี 2553 ที่นำมาเปรียบเทียบได้มีการจัดประเภทรายการบัญชีใหม่ เพื่อให้สอดคล้องกับปี 2554-2555

The information for 2010 that has been presented for comparison has been re-itemized so as to correspond to - the accounting items for the years 2011-2012.

Report of the Board of Directors



The Thai economy enjoyed continual expansion in the previous year. Growth was driven by domestic demands attributable to private consumptions and investments as well as public economic stimulus policies which led to an increase of working capital in the economy. At the same time, however, the global economy was rather sluggish due to concerns over the European and US economies which affected Thai exports.

The consolidated performances of the Company and its subsidiaries in 2012 showed a total of Baht 2,807.13 million in revenues, an increase Baht 193.77 million or 7.41 percent. Profits were at Baht 289.48 million, an increase of Baht 9.51 million or 3.40 percent. This performance reflects the management's commitment to achieve targets by closely monitoring business factors by way of a rigorous risk management scheme. The results are deemed satisfactory when compared to 2011 and operators in the same industry. The Company is determined to achieve good performance results while adhering to good corporate governance principles, and after having regard to the society, communities, the environment and all stakeholders.

Integration of ASEAN Economic Community which will be realized in 2015 has been a major issue for Thailand's public and private sectors. The Company has undertaken preparations for advancing into ASEAN by accelerating the development of labour skills to competitive levels, promotion of mobile quality control units, production efficiency enhancements, promotion of research and development and market surveys to enable the creation of products with innovations in line with customer needs and the preparation of personnel in various professional fields in sufficient numbers to support business expansion.

On final note, the Board of Directors would like to thank all shareholders and stakeholders for their continual support of the Company's business operations, including executive officers and employees who have devoted their intellect, physical exertions and mental strength to lead the Company to success. The Company is hopeful that this support will continue indefinitely.

Audit Committee Report

The Audit Committee of Thanulux Public Company Limited consists of four independent directors having the appropriate qualifications as required by the Stock Exchange of Thailand.

The Audit Committee has fulfilled its functions, duties and responsibilities as assigned by the Board of Directors and consistent with the Notification of the Stock Exchange of Thailand. In 2012, the Audit Committee held a total of 12 meetings. 10 meetings were attended by all members of the Audit Committee. In 2 meetings, 1 member was absent due to an urgent necessity. In addition, 4 joint quarterly meetings were held with the Executive Committee to discuss and exchange views relating to the Company's business operations.

The Audit Committee has reported its performance together with observations and suggestions to the Board of Directors every quarter. The essence of the Audit Committee's operations may be summarised as follows.

Review of Financial Statements

The quarterly and annual financial statements of the Company and subsidiaries, including the consolidated financial statements, have been reviewed to ensure that the process for preparing financial accounts are fully in compliance with currently applicable accounting standards published by the Federation of Accounting Professions.

The Audit Committee is of the opinion that the financial statements for 2012 are sufficiently accurate in accordance with generally accepted accounting principles. Key data have been fully and timely disclosed to the benefit of the shareholders and other interested persons.

Review of Internal Control Systems

The Audit Committee has reviewed and assessed the sufficiency of internal control systems. In particular, the internal audit report and Auditor's opinion were examined in regard to key operational procedures and systems. No significant issues of concern were found. The Company remains committed to improving operational systems and consolidating working regulations to allow flexibility. The internal audit plan for 2012 which was considered and approved also incorporated subsidiary companies.

On the whole, the operational system has been able to secure reasonable confidence that the Company has sufficient and effective internal controls.

Good Governance

The Company appreciates the significance of good governance principles in accordance with the guidelines given by the Stock Exchange of Thailand. Manuals on good governance, business ethics and code of conduct have been prepared to promote the confidence of shareholders and stakeholders.

Compliance with the Securities and Exchange Act and Other Relevant Laws

A review of compliance with the law on securities and exchange as well as other laws, rules and regulations related to the Company's business has been undertaken. The Audit Committee, in 2012, found no significant concerns in regard to any violation of official regulations or laws. In addition, the management has given priority and applied measures of good governance in accordance with the principles of the Stock Exchange of Thailand.

Review of Risk Management

The Board of Directors and executives have attached significance to the management of risks. Policies and practices have been determined for the assessment of risks in various operational systems, both for the present and the future. Measures have also been considered for the reduction of risks in the Company's business operations to acceptable levels. The risk management report was reviewed and comments were made to the Risk Management Committee at every joint consultation. The Audit Committee finds that the Company has sufficient and proper risk administration and management systems. Information on risks in various operational systems as well as risk management and internal control systems have already been included in the Annual Report.

Transactions Which Could Result in a Conflict of Interest

Transactions and disclosures of information on persons having a potential conflict of interest were reviewed throughout the year 2012. It was found that those transactions and disclosures were accurate, proper and in accordance with principles prescribed by the Capital Market Supervisory Board.

Appointment of Auditor

The Audit Committee has selected and appointed an Auditor for 2013 after taking into consideration the review and audit performances in the previous year, independence, knowledge and competence, as well as the reasonableness of the audit fee. Opinions of the management were also taken into account. The Audit Committee resolved unanimously to seek the Board of Director's approval for proposing to the shareholders' meeting to appoint Mr. Anusorn Kiatgungwalgri or Ms. Kwunjai Kiatgungwalgri of ASV & Associates Limited as the external auditor for the year 2013 at the fee of Baht 881,500 which was the same as last year.

In summary, the Audit Committee finds that the Board of Directors and Company executives have performed their duties diligently to meet the targets. Financial reporting has been in compliance with generally accepted accounting principles. Internal controls, risk management and internal audit are sufficient and proper. Laws, rules and regulations have also been complied with, and as a consequence the overall risk level remains at acceptable levels. No significant issues of concern were found.

13 February 2013

On behalf of the Audit Committee,



(Padoong Techasarintr)

Chairman of the Audit Committee

Thanulux History

Thanulux Public Company Limited registered its incorporation as a company on 23 June (1975) with a registered capital of Baht 3 million. At present, the Company carries out the business of manufacturing finished garments and leather products and has a paid-up capital in the amount of Baht 120 million. The Company was listed in the Stock Exchange of Thailand on 21 July 1987 and registered its conversion into a public limited company on 9 May 1994.

Company Developments

- 1975: Company registration on 23 June 1975 in pursuit of Chairman Mr. Boonsithi Chokwatana's intention to develop Thai men's fashion. Exclusive rights in relation to the production and distribution of products carrying the "ARROW" trademark in Thailand were granted by Cluett Peabody Inc. of the United States. The Company commenced its operations with only 75 employees and its place of business was situated in the vicinity of Wat Dok Mai.
- 1977: - Products were exported to European and Asian markets.
- The product range was expanded to include slacks, knitted shirts and nightwear under the "ARROW" trademark.
- 1982: - Bangkok celebrated its 200th anniversary this year, an auspicious time for the Company to relocate its office to a plot of land on Chongnonthri Road, initially an area of 7 rai and subsequently expanded to the present day site which exceeds 20 rai.
- 1983: - Production of leather goods under the trademark "ARROW".
- 1984: - Acquired a license to produce and distribute menswear fashion products under the trademark "Guy Laroche" and children's wear fashion products under the trademark "absorba" from France.
- 1986: - Production of maternity wear fashion products under the trademark "la femme".
- 1987: - Production of ladies wear fashion products under the trademark "MIX-SELF".
- 1988: - Production of swimwear, underwear and slacks under the trademark "Guy Laroche".
- 1989: - Secured the confidence of foreign investors in establishing a group of companies with a production facilities based in Saha Group Industrial Park - Sriracha.
- 1990: - Acquired a license to produce and distribute menswear products under the trademark "Zazch".
- 1993: - Expansion of production base at the Saha Group Industrial Park in Lamphun Province and Prachinburi Province in order to produce leather products and garments respectively. BOI promotion was granted for these investments.
- 1994: - Conversion from a limited company to a public limited company.
- 1995: - Acquired a license to produce and distribute premium quality ladies wear and leather goods under the trademark "JEAN LOUIS SCHERRER" from France.
- 1997: - Acquired a license to produce and distribute premium quality menswear and ladies wear fashion products under the trademark "DAKS" from England and fashion products under the trademark "St. Andrews".
- 1999: - Acquired a license to produce and distribute menswear fashion products under the trademark "BSC", which is a Total Coordinated Brand, as well as a license to produce and distribute men's underwear under the trademark "ELLE HOMME" from France.
- 2000: - Manufacture of children's wear fashion products under the trademark "CADEAU".
- 2001: - Undertaken studies, discoveries, researches and development of raw materials under the trademark "Cottazilk", which is an innovation of textile fibers incorporating a mix between silk and cotton fibers.
- 2002: - Accredited international standard, ISO 9001:2000, by the quality accreditation institute, BVQI (Bureau Veritas Quality).
- 2004: - Formal opening of Cottazilk products in an exhibition entitled "A World Novel Phenomenon Created by Thai Local Wisdom through the Invention of Cottazilk, a New Breed of Thai Silk".

- 2006: - Rebranding of “Zazch” to “HORNBILL” in order to appeal to a wider customer group.
- Manufacture of menswear fashion products under the trademark “Itch”.
- 2007: - Received an Outstanding Product Innovation Award for “Cottazilk” in the Saha Innovation Award 2007. This innovation was realized through the integration of cotton and Thai silk fibers, in which the Company had played a collaborative role from its development in upstream industries, i.e. silk spinning, weaving and adornment into textiles, and finishing into garments.
- 2010: - Production of goods carrying the brand “SIDA”, a product which focuses on environmental friendliness by the use of natural cotton fibres synthesized with fibres processed from used PET (Polyethylene Terephthalate) bottles. This is a truly modern technological innovation in the production process.
- 2011: - Production of ladies wear fashion products under the trademark “cami cetta”.
- 2012: - Opening of a second factory building at the Lamphun Branch to expand manufacturing capacity for leather goods.
- Opening of Thanulux Public Company Limited, Bang Phli Branch, Samut Prakarn Province, along with investments in modern machinery to expand the laundry business.
- Registration of change of trademark from “SIDA” to “SRIDA”.
- Manufacture of ladies fashion clothing under the trademark “BARONESS”.
- Promotion of new innovations through the sponsorship of an innovations contest under the name “Thanulux Innovation Awards” (TIA) for the sixth consecutive year. Outstanding works have been selected and nominated for the Saha Group Innovations Contest, the Chairman Awards. This year, the “Easy Clean” product, an innovation applied to fabric decorations to aid cleaning and facilitate the removal of dirt whilst being environmentally friendly, was given 3rd place under the outstanding products category.

Change of Registered Capital and Par Value

- 1975: - Company incorporation with a registered capital of Baht 3 million.
- 1983: - Registered share capital increased to Baht 6 million.
- 1984: - Registered share capital increased to Baht 12 million.
- 1987: - Registered share capital increased to Baht 24 million and Baht 30 million respectively.
- 1988: - Registered share capital increased to Baht 45 million and issued shares were revalued to Baht 10 per share.
- 1989: - Registered share capital increased to Baht 60 million.
- 1996: - Registered share capital increased to Baht 120 million.
- 2003: - The par value was changed from Baht 10 per share to Baht 1 per share on 9 May 2003.

Issue of Debentures

- 1999: - The Company issued unsecured, unsubordinated and unrepresented debentures with the holder’s name having a maturity period of 3 years. The debentures were offered in a private placement in the amount of 300,000 units, at Baht 1,000 per unit, or a total sum of Baht 300.0 million.

Social Awards

- 2000: - Awarded a certificate for participation in the project for protection of women and child labour in order to promote exports and practices in compliance with women and child labour protection standards from the Ministry of Labour and Social Welfare.
- 2001: - Awarded a distinction for the “White Factory Project” from Department of Social Welfare and Labour Protection, Ministry of Labour.
- Awarded a distinction for “Promotion of Advisors for Women Labour at the Workplace” from the Department of Social Welfare and Labour Protection, Ministry of Labour.



- 2002: - Accredited Thai labour standards, Mor Ror Thor 8001, by the Department of Social Welfare and Labour Protection, Ministry of Labour.
- 2003: - Awarded a distinction as a workplace which has cooperated in the appointment and training of women labour advisors at the workplace from the Ministry of Labour.
 - Awarded a certificate of distinction as a “Strong Workplace” for its strict compliance with anti-drug policies from the Bangkok Metropolitan Administration.
- 2004: - Awarded a certificate of distinction for “Clean, Safe and Pollution-Free Workplace” from the Bangkok Metropolitan Administration.
 - Awarded a trophy of outstanding distinction for women labour on the occasion of the international women's day of 2004 from the Ministry of Labour.
 - Awarded a distinction for “Outstanding Workplace for Women Labour” from the Ministry of Labour.
- 2005: - Awarded a distinction for health promotion activities at the workplace from the Social Security Office, Ministry of Labour.
 - Awarded a distinction trophy for the promotion of publicly beneficial activities from the senior citizen's club, Yannawa District.
- 2006: - Awarded a distinction for “Hospitable Factory in Harmonious Tribute to His Majesty” in modifying the factory's landscape to enhance habitability and friendliness to the environment on the occasion of the 60th Anniversary Celebration of His Majesty's Accession from the Ministry of Industry.
- 2007: - Certified Silver Standard for Management of AIDS at workplace from the Department of Labour Welfare and Protection, Ministry of Labour and the Department of Disease Control, Ministry of Public Health.
- 2008: - Received a commendation for “Passing the Criteria of Workplace Status Systemization for the Maintenance of Strength in Narcotic Drugs Prevention and Remedy” from the Prachinburi Provincial Office of Labour Protection and Welfare in collaboration with the Operational Center for Combat against Narcotic Drugs, Prachinburi Province.
 - Awarded a Certificate of Thai Labour Standard (TLS 8001-2003), Completion Level, from the Ministry of Labour.
- 2009: - Awarded an ASO-T Thailand Platinum and ASO Thailand standards certificate for management and administration of AIDS and tuberculosis at the workplace for Kabinbure branch from the Department of Labour Protection and Welfare, Ministry of Labour, and the Department of Disease Control, Ministry of Public Health.
 - Certified as a breast-feeding workplace.
 - Awarded with an accreditation and symbol (flag) by the Workplace Safety Center Area 1 and Area 4 for the year 2009 for undertaking a campaign to reduce accident statistics at the workplace where risks are prevalent in the operations.
- 2010: - Received a “Platinum Level” ASO-T Thailand Award for management of AIDS and Tuberculosis at the workplace for the Company's Head Office from the Department of Labour Protection and Welfare, Ministry of Labour, and Department of Disease Control, Ministry of Public Health.
- 2011: - Received a certificate of distinction for “White Factory” award (Thanulux Pcl. Kabinburi Branch) from the Department of Labour Protection and Welfare as a consequence of actions taken to prevent and tackle narcotic drug problems in collaboration with other companies in the Saha Group Industrial Park (Kabinburi). The award was presented by the Governor of Prachinburi Province.
- 2012: - The Lamphun Branch of Thanulux Public Company Limited was certified by the Ministry of Industry as a Green Factory, First Level Green Industry, after committed efforts to minimize environmental impact and ensure comprehensive communications within the organization.
 - The Lamphun Branch of Thanulux Public Company Limited also received recognition from the Department of Labour Protection and Welfare and Lamphun Province under the “White Factory Scheme” for actions to prevent and combat problems pertaining to the use of narcotic drugs at the workplace.

Safety, Occupational Hygiene and Working Environment Policies

Thanulux Public Company Limited has adopted policies on safety, occupational hygiene and working environment which is in accordance with the requirements in the safety law announced by government agencies as well as the standards set by the company, as guidelines for employees, customers and visitors for the purpose of the same practices to prevent accidents and disasters. These policies promote the welfare of life, property and environmental preservation. Supervisors in charge of their respective lines of work would be officers responsible for the implementation of these policies on a continual and efficient basis.

In 2012, the Company has promoted and sponsored the following activities:

Safety Policy

1. Basic Firefighting Training: to build the confidence of employees in regard to safety in the event of fire and to prevent possible losses of lives or properties resulting from fire.



2. Fire Drill: to prepare readiness for an emergency which could occur at any time, in line with regulations prescribed by the Ministry of Interior



3. First aid training to enable employees to help themselves and others in the event of injury. Training has been conducted on basic first aid procedures, Cardiopulmonary Resuscitation (CPR), staunching, wound dressing, patient transport, heart pumping, accidents, etc.



Occupational Hygiene Policies

1. Provision of personal protective equipment (PPE) for all employees to wear during operations



2. Annual medical examination



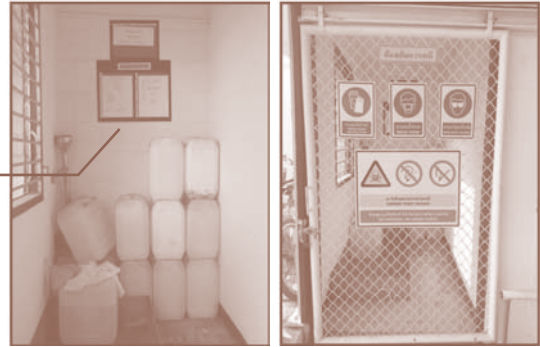
3. Medical examination according to specific work risks, e.g. liver examination, test to determine toluene level, blood test to determine lead levels, hearing tests, lung tests. These tests are carried out to identify any physiological abnormalities that may have been caused by risky operations in such workplace.



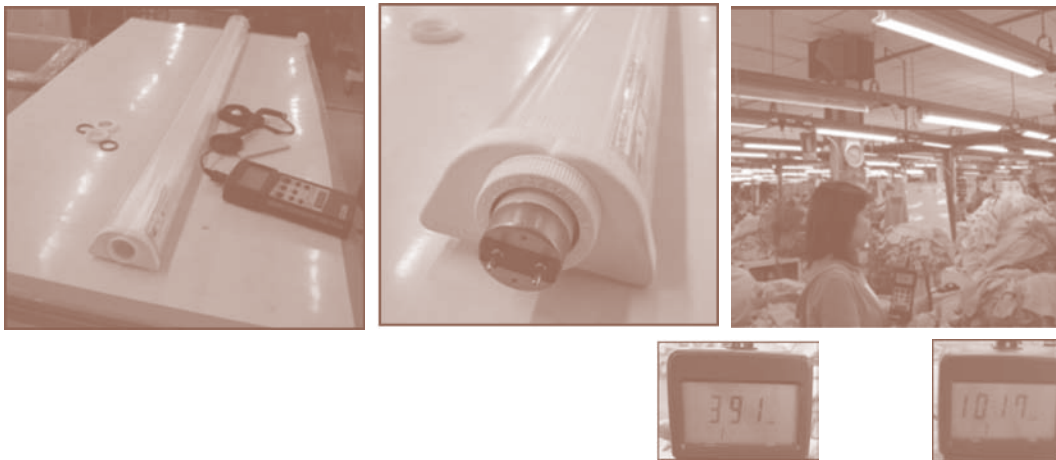
Working Environment Policies

1. Posting of MSDS for chemicals in the chemical storage room as well as proper labels

MSDS



2. Insufficient lighting due to aged light bulbs which have turned yellow was replaced and reflex lenses were installed to improve illumination.



Before the setup, watts
measured 391 Lux

After the setup, watts
measured 1,017 Lux

3. The Emergency Light in Building No. 1, previously a single light, was replaced by LED lighting due to high battery maintenance costs and inefficiencies, as well as to promote energy savings.



4. Inspections were carried out on the working environment in the manufacturing plants, in particular on lighting, heat, sound, dust, chemicals, ventilation shafts for the Boiler, to ensure compliance with safety standards and the prevention of any harm to the operational staff.



Energy Conservation Policy

Due to current circumstances where issues pertaining to energy consumption have acquired a place in the national agenda, with the country importing substantial amounts of energy annually, the Company has come to realize the importance and value of energy. In consequence, the Company has carried out internal management of energy on a continual basis. The Company appointed an Energy Management Working Group consisting of representatives from various work units to collaborate in works relating to energy conservation in order to realize the following policies and objectives.

Energy Conservation Policy:

1. The Company shall implement and develop a suitable energy management system. Energy conservation shall be designated as part of the Company's operations in line with laws and other relevant prescriptions.
2. The Company undertakes to enhance the utilization of energy resources of the organization on a continued basis and in a manner suitable to the business, use of technology and good practices.
3. The Company shall develop plans and targets for energy conservation every year and communicate the same to all employees for a proper understanding and compliance.
4. The Company deems energy conservation as the duty and responsibility of executive officers and employees of all levels in the Company, and cooperation with respect to compliance with the adopted measures is expected. In this regard, monitoring and inspection reports shall be filed with the Energy Management Working Group.
5. The Company undertakes to give necessary support, including human resources, budget, time, training and participation in the presentation of opinions for energy development.
6. Executive officers and the Energy Management Working Group shall review and revise energy policies, targets and working plans every year.

The Working Group shall perform the functions of overseeing and undertaking responsibility for the management of energy in accordance with the Company's energy conservation policy. In this regard, the Working Group will coordinate with all relevant parties, including the organization of training or activities on energy conservation as appropriate for employees in each work unit. In any event, energy conservation and energy management policies are regularly reviewed, and suggestions pertaining to policies and procedures for managing energy are collected and submitted to senior executive officers for consideration.

Energy Conservation Operations in Manufacturing Plans for 2012

Bangkok-Head Office

1. Implementation of inspection measures to detect air leaks in the compression system at 3-month intervals in order to reduce loss of air pressure at joints and various air equipments. The percentage of air leaks in the compression system is 3.00%
2. Replacement of damaged insulation coating of air-conditioning pipes in the shirt manufacturing plant with material which can endure the climate and an extended working life. This replacement has enabled cost savings of Baht 100,000 per year.
3. Experts on energy conservation from the Energy Conservation Centre were invited to give lectures on compliance with the Energy Conservation Promotion Act.

Kabinburi Branch

New insulation coatings were installed on air-conditioner tubes to replace old and damaged insulation in shirt and children's wear manufacturing plants. The new materials used are more durable to climate conditions and have a longer lifespan, enabling savings of Baht 116,000.00 per year.

Lamphun Branch

Installation of ventilation fans in Factory Building to draw external air into the factory in order to reduce the operational time of air-conditioners by 2 hours in the morning, which has enabled cost savings of Baht 519,000.00 per year.

Personnel Development Policies

In pursuance of an intent to continually promote the knowledge, skills and quality of lives of employees in accordance with the principles of good governance, the Company has formulated personnel development policies to ensure that employees are equipped with the requisite competencies and readiness in the face of competition, which would aid the sustained advancement and strengthening of the Company. The aim is to encourage and give opportunities for self-development and the realization of one's full potential along with the creation of a proactive working environment focused on skills training and knowledge building. These developments would improve confidence and readiness for change and challenges arising from the increasingly intensive business competition. In this regard, the Company has implemented six major personnel development schemes incorporating all levels. Details of the schemes are stated below.

1. High Potential Development

The Company has formulated an approach to creating and preparing key personnel for the Company's future. Employees having the proper qualifications have been selected to participate in the High Potential Development Programme since 2009. At present, the Company has accomplished four classes. Those who were selected were given an opportunity to learn and develop their competencies. The Company has also encouraged employees to express their potentials in the appropriate forum by assigning especially challenging projects to their responsibilities. This provides an opportunity for the selected employees to achieve recognition for their performances in line with the organisation's direction.

2. Key Person Development

The Company attaches importance to the development and preparation of key personnel for each work unit. Personnel possessing knowledge, skills, determination, motivation and responsibility have been selected, and the Human Resource Department has collaborated with supervising work units in drawing up an Individual Development Plan (IDP) for each selected person after conducting analyses of knowledge, skills and potentials, wherein clear development targets are set. A variety of development tools have been employed, such as internal and external training, mentoring and assignment of more challenging tasks. These undertakings seek to develop the employee's working competency and play a greater supporting role for supervisors as well as present an opportunity for promotion to higher positions.

3. Improvement Project

In pursuance of the mission to foster customer satisfaction for excellent goods, the Company has appreciated and attached significance to the improvement of the production line in order to develop standardized goods. This has been achieved through lectures delivered by experts in production upgrades and developments as well as knowledge-sharing with persons having expertise. Production personnel have also been assigned to special projects to analyse, research and suggest operational improvements or innovative solutions to enhance efficiency, which in turn leads to a reduction of operational costs and greater production efficiency. Customer needs would thereby be met in a timely manner, fostering greater customer satisfaction. The projects focus on analyses and suggestions for development with the aim of reducing production costs and manifest efficiency enhancement.

The Company has also invited lecturers possessing knowledge, skills and experience in the field of production upgrades to give advice in a workshop setting. A total of 13 workshops were held, initiating at the shirt production facilities and later expanding to other facilities. The aim is to upgrade quality in the goods production process to promote a genuine response to customer needs, and to build long-term competitiveness.

4. Merchandiser & Designer Development Scheme

In order to respond to customer demand and ensure customer satisfaction for excellent quality goods, designers and merchandisers are given key roles in creating products that would be successfully marketed in accordance with the set goals. The Company is committed to developing skills by educating these employees. Personnel development plans have been drawn up for such employees in line with the business growth strategies. Additional knowledge on international fashion trends, raw materials and products, colour theories and goods quality have been provided. The primary forms of training were lectures and practice workshops, which promoted efficient learning. Personality trainings have also been provided to improve customer impression. In this regard, an individual development plan has been drawn up for the enhancement of each person's potential, followed by monitors, assessments and appropriate adjustments to the plan.

5. Pattern Technician Development Scheme

Due to the rapid business expansion at present, businesses have to accelerate the development of their competitiveness in order to keep pace with growth. The Company has therefore realized the importance of developing technician and pattern personnel, who constitute key persons in the production of quality products, by organizing skills training to equip them with the necessary skills and expertise for operations, e.g. knowledge of English relating to production, knowledge on raw



materials and cost reduction techniques. It is hoped that those employees will be able to apply their knowledge to the operations and improve the efficiency of production in response to customer expectations.

6. Sensei

Over a business operation period of more than 37 years, the Company has realized the importance of developing personnel knowledge and expertise in the production process to ensure the production of quality products and a competitive advantage over competitors. In pursuance thereof, the Company has prepared key personnel in work units to act as Sensei (trainers). Employees experienced in production are selected for high-level training on production techniques and processes from Japanese Sensei. Additional skills and knowledge training have also been provided, such as raw materials knowledge, effective communication, team building and management, persuasion psychology, as well as mentor training. The aim is to create good trainers to assume the essential role of “training” and “mentoring” employees in order to produce better quality goods. In this connection, the Company has also established a monitoring and assessment plan to obtain data for determining approaches for developing the competencies of “trainers” and to ensure their continual readiness as good trainers.

Working Skills Development

Upon a realization and emphasis on the importance of developing employees at all levels, who are key players in the continued success of the organization, the Company has formulated personnel development policies to incorporate production staff. A staff development plan has been devised to equip employees with knowledge and skills in the work processes of their respective responsibilities pursuant to the Work Instruction. Knowledge is transmitted from the supervisors to subordinates to build an understanding on techniques and work procedures, and progress is continually monitored. This has enabled employees to apply their knowledge to the greatest benefit in the operations. Personnel have been able to develop their skills and persistently deliver satisfactory quality work results. These personnel have been rewarded in accordance with their achievements.

Training and Development

Personnel training and development are regarded as essential tools for promoting knowledge, skills and competencies of personnel of all levels to ensure readiness for driving the organisation forward and leading the business to sustained successes. The Company has promoted opportunities for employees to learn, train and develop into quality personnel who are equipped with knowledge, skills, competencies and experience in line with organisational growth. This has been achieved through internal and external training. In all events, the Company has also attached significance to monitoring and assessing learning results and the ability to apply knowledge to operations, as well as the ability to transmit knowledge to team members and relevant work units. Examples of training include “Quality: The Business Strategy”, communication and negotiation techniques for modern excellence, planning and strategies for modern markets and online marketing. These training have been conducted for the benefit of developments and upgrades to keep up with the pace of continual change.

Grant of Scholarships to Employees and Their Offspring

In view of the Company’s realization of the importance of developing employees, a policy has been implemented to promote and grant educational scholarships in order to offer opportunities for the development of personnel competencies in regard to fashion goods. This policy is consistent with business operations and accommodates the Company’s future sustained growth. In this regard, Saha Group has also collaborated with Bunka Fashion College, Japan, in establishing a Bunka Fashion Institute in Thailand, with the objective of laying down a foundation for fashion education in Thailand as well as to act as a medium for exchange of knowledge and fashion development between Thailand and other countries.

The Company has granted 3 full-scholarships to employees to enroll in the Fashion & Textile Development Program, amounting to a total sum of Baht 768,000. It is hoped that employees would acquire valuable knowledge which can be applied to essential operations. In addition, the Company has also granted 3 educational scholarships to students of Rajamangala University of Technology Krungthep in a total sum of Baht 384,800.

Corporate Governance

The Board of Directors appreciates the importance of good governance and has applied the Stock Exchange of Thailand's good governance principles for listed companies as well as regulations of the Securities and Exchange Commission as guidelines for governance. The emphasis is on securing an efficient, transparent, faithful and honest business administration system, where personnel are responsible for performances. Also considered are fairness and due regard to the rights of all stakeholders. This approach is consistent with the foundations of sufficiency economy, i.e. balance and readiness to respond to dynamic changes and immunity, in reliance of knowledge, care, prudence and regard for merits in operations.

The Company's good governance principles were approved by the Board of Directors in meeting number 7/2545 on 11 November 2002. The principles consist of governance policies, business ethics and an employees' code of conduct. These principles have been reviewed regularly and are found to be suitable to the current situation. The Company has distributed the principles to the Board of Directors, executive officers, employees, and has also published on the Company website (<http://www.thanulux.com>) as a guide for business operations and governing working principles. The principles cover 5 chapters, as follows.

First Constituent : Shareholders' Rights

The Board of Directors appreciates and attaches importance to the rights of shareholders. The basic rights enjoyed equally by all shareholders as prescribed in the articles of the Company and relevant laws are inter alia the rights to trade or transfer shares, the right to attend meeting of shareholders, the right to grant proxies to other persons to attend meetings and cast votes on their behalf, the right to vote and participate in decision-making on significant issues of the Company, the right to cast votes to appoint or remove an individual director and determine remuneration, the right to cast votes to appoint the auditors and determine the amount of audit fee and the approval of other issues as required by law, the right to receive dividends, the right to express opinions or pose questions in meetings of shareholders, the right to receive sufficient and timely information and the right to be treated equally in share repurchases.

In order to facilitate and promote the exercise of the abovementioned fundamental rights of shareholders, the Company has attached importance to the disclosure of accurate, complete, timely and transparent information to shareholders. This enables all shareholders to exercise rights properly and fully. Significant information has been disclosed on the Company's website in both Thai and English so as to ensure that all shareholders are properly informed. In 2012, the Company has undertaken the following key matters:

1.1 The right to receive information. Shareholders have equal rights to receive information, so the company disclosed all information both in Thai and English through the website of the Stock Exchange of Thailand (www.set.or.th) and on company website (www.thanulux.com). To enable shareholders to acquire the company more information such as the operation, related transaction, significant asset trading, a list of the 10 major shareholders of the company at the closing date of share register prior to the annual general meeting of shareholders and other important information for shareholder for the decision making in the General Meeting of Shareholders and also disclosed minutes of shareholders' meeting within 14 days of the meeting date.

1.2 The right to propose a matter for inclusion in the meeting agenda and/or nominate persons for election as Company Directors. The Company grants shareholders with the right to propose matters for inclusion in the meeting agenda and/or nominate persons for election as Company Directors in advance prior to the 38th Ordinary Meeting of Shareholders for 2012 on 1-30 December 2011. This right promotes participation of minority shareholders in the operation and oversight of the Company. The Company has been prescribed rules and procedures are disclosed on the Company's website on 11 November 2011. and notified the shareholders of the availability of such right through the information system of the Stock Exchange of Thailand, however, no shareholder proposed any item for inclusion in the agenda and/or nominated persons for appointment as Company Directors, prior notice of which was already given by the Company in the invitation to the 38th Ordinary Meeting of Shareholders.

1.3 The right to attend a shareholders' meeting. The Company holds an ordinary meeting of shareholders every year within 4 months from the end of Company's accounting period, in 2012 the Company held the 38th Annual General Meeting of Shareholders on Tuesday, 24 April 2012, at 11.00 hours. at Montien Riverside Hotel, no. 372, Rama 3 Road,



Bangkhlo Sub-District, BangKhorlaem District, Bangkok, which was the same venue as in previous years to prevent confusion amongst shareholders. On this occasion, an appropriate reception cocktail was also arranged for the shareholders attending the meeting.

Proceedings Prior to the Shareholders' Meeting Day

The Company gave notice of the ordinary meeting of shareholders both in Thai and English through the website of the Stock Exchange of Thailand since 23 February 2012 as a 2-month advance notice for shareholders, and also published on the Company's website too.

The Company has disseminated a notice of invitation to the meeting together with meeting documents to shareholders, in which the agenda together with facts and reasons as well as opinions of the Board of Directors on every agenda were stated. Meeting documents include the Annual Report, financial statements, curriculum vitae of persons nominated for appointment as Company Directors, definition of Independent Director, information on Audit Committee members suggested for acting as proxies, Company Articles in relation to the ordinary meeting of shareholders, documents and evidence which must be presented by persons attending the meeting, procedures for attending the ordinary meeting of shareholders, proxy form B and map of the meeting place. All such information were prepared in Thai and English on the Company's website (www.thanulux.com) on 22 March 2012 (30 days prior to the meeting date) in order to give shareholders convenient and quick access to information thus allowing greater time for consideration.

The Company has entrusted the Thailand Securities Depository Company Limited, acting as the Company's registrar, to send notices of invitation to the meeting and all meeting documents, in both Thai and English, to all shareholders on 5 April 2012 (19 days prior to the meeting date). The information sent resembles the information stated on the Company's website. The notice period exceeds the period required by law, allowing more time for consideration by the shareholders. A notice of invitation to the ordinary shareholders' meeting was also published in Thai daily newspapers for 3 consecutive days from 10 April 2012, and 7 days prior to the meeting date, to give more preparation time for shareholders attending the meeting.

Moreover, shareholders are able to download 3 types of proxy forms, as prescribed by Notification of the Ministry of Commerce, i.e. Form A, Form B and Form C, from the Company's website (www.thanulux.com). Only one of those three forms may be used.

The Company has given an opportunity for shareholders who had granted proxies to other persons to attend the meeting on their behalf to submit proxy forms in advance by 1 working day in order to facilitate the expedition of the inspection of documents prior to the meeting.

Proceedings on the Shareholders' Meeting Day

The Board of Directors is accountable to shareholders and gives significance to the meeting of shareholders. Attendance of all meetings is regarded as a duty and provides an opportunity for shareholders to inquire information on the Company. In the 38th General Meeting of Shareholders for 2012, held on 24 April 2012, the Chairman and all Board of Directors total 10 member, Chairmen and members of all 5 Sub-Committees, namely the Audit Committee, Nominating Committee, Remuneration Committee, The Risk management Committee and Executive Committee, as well as the Chief Financial Officer attended the meeting. The meeting was attended by the Company's Auditor who witnessed the vote count. The names of Company Directors, Company Committee members, executive officers and Auditor in attendance of the shareholders' meeting were recorded in the minutes of the 38th Ordinary Meeting of Shareholders published on the Company website (www.thanulux.com).

The Company provided an appropriate number of staff for welcoming and registration. Information systems were employed for registration to ensure convenience and speed. Registration was open 2 hours prior to the meeting and remained open until the conclusion of the meeting. The Company distributed voting placards and ballot papers to all shareholders for casting votes. Shareholders who were unable to attend the meeting in person were able to appoint any person or any one of the Audit Committee member who was an Independent Director to act as a proxy to reserve their rights in the meeting. Shareholders were also facilitated by the provision of duty stamps for affixing on proxy forms as well as refreshment services

Before the commencement of the shareholders' meeting, the Company Secretary informed the meeting of the number and proportions of shareholders present. Thereafter, the Chairman declared the opening of the meeting and introduced the Company Directors. The Managing Director was entrusted to conduct the proceedings in accordance with the agenda. The Managing Director then introduced the Company Secretary, executive officers, Auditor. The Secretary gave notice of the essential items before the start of the meeting, as follows:

1. The Board of Directors passed a resolution to approve the payment of interim dividends for the first 6-month operating results of the year 2011 at the rate of Baht 0.4638 per share, or Baht 55.656 million, from BOI activities, on 7 September 2011.
2. The Company provided an opportunity for shareholders to propose items to be included in the agenda of the ordinary meeting of shareholders and/or nominate persons for election to become Directors prior to the determination of the meeting agenda, between 1 December and 30 December 2011. However, no shareholder made any agenda proposal and/or nomination for election of Director.
3. Explanation of the voting procedures and vote-counting procedures. Votes would be cast openly. Information technology was used for counting votes in order to ensure convenience, speed and transparency. Ballot papers were provided for shareholders/proxies for all agendas. Only the ballot papers of non-approval and/or abstentions votes were collected, except for the election of Company Directors which was conducted on an individual basis where the ballot papers of all shareholders/proxies were collected. When counting votes, only the non-approval and/or abstention votes were counted and then later deducted from the total number of votes in attendance. The remaining number was then deemed to be the number of approval votes for the respective agenda. In 2012, the voting record of shareholders in each agenda may be inspected from the minutes of the 38th Ordinary Meeting of Shareholders published on the Company website.

During the shareholders' general meeting. The Managing Director, in the capacity of the meeting's conductor, carried out the meeting in accordance with the order of agenda in the notice given to shareholders, no re-ordering of the agenda. No other agenda were added or changed the important information without the prior notice. All shareholders were granted equal rights to express opinions and pose questions in every agenda. As for shareholders attending the meeting subsequent to its commencement, the Company allowed votes to be cast in the remaining agenda where such shareholders would constitute the meeting quorum as from the agenda which votes were cast.

As for the meeting time, appropriate and sufficient time was allocated for proposals on various matters in each agenda before votes were cast. In summarizing the votes in each agenda, the Company employed a barcode system for vote-counting. Voting results were displayed on a screen for all shareholders to witness, showing votes of approval, disapproval and abstentions. The Company also invited its Auditor to observe the vote counts in the shareholders' meeting in order to ensure transparency.

In 2012, no shareholder requested to add any item to the meeting agenda. A question was, however, posed for the agenda no. 3, the approval of financial statements. The Chairman, Managing Director and Deputy Managing Director and CFO gave a reply and explanation to the shareholder. Also, additional questions were posed by shareholders in agenda no. 7. The Chairman gave detailed replies and explanations to all shareholders. More information may be found in the minutes of the ordinary meeting of shareholders published on the Company website.

Important agenda in the meeting of shareholders consisted of the following:

- (1) **Dividend Payout :** The Company had provided details on the appropriation of earnings and payment of dividends which were in accordance with the payout policies of the Company. A comparison between the dividend payout of the current year and preceding year was also specified of Record date for the shareholders who are entitled to receive dividends and the closing date of the share transfer registration.
- (2) **Appointment of Directors :** The Company provided an opportunity for shareholders to elect directors individually. Preliminary information on each person nominated for election as director, together with a specification of positions held in other businesses of the nominees, clearly stating whether the nature of such companies' were identical to or in competition with the businesses of the Company, Shareholding in the Company, Meeting attendance record (In case reappointed at the expiration of term), Type of Directorial Position Nominated and Nominations were made after screening by the Nominating Committee.



(3) **Directors' Remuneration:** The Company had provided details on the amount of remuneration proposed, which was in accordance with the policies and conditions relating to the remunerations of directors subsequent to review by the remuneration committee. The Company proposed remuneration limits for approval by the meeting of shareholders on an annual basis and disclosed remunerations of the Company Board of Directors and remuneration of other sub committees in Form 56-1 as well as in the Annual Report.

(4) **Appointment of Auditor and Determination of Audit Fee:** The Company had provided details on the names of auditors, along with their audit office, independence, relationship with the Company, number of years of performing duties, reasons for change of auditor (if any), and comparative data on the audit fees for the current and preceding year. This information had been reviewed by the Audit Committee. Other fees for services rendered by the audit office to which the auditor was affiliated with respect to both the Company and its subsidiaries were also disclosed.

Proceedings after the Shareholders' Meeting Day

The Company Secretary prepared a clear, accurate and complete record of the minutes of the shareholders' meeting, showing the number of votes received in each agenda, i.e. approval, disapproval and abstention, and a record of questions and answers (if any). Such minutes were sent to the Stock Exchange of Thailand and relevant authorities within 14 days as from the date of shareholders' meeting and also published in the Company website. For shareholders who did not attend the meeting, company had the VDO presentation on the Company website so as to inform the shareholders of the meeting details.

As a consequence of the efforts exerted in the organisation of shareholders' meeting, the Company was assessed for the quality of ordinary shareholders' meeting for 2012 at the level **"Excellent + Exemplary" for the 4th consecutive year by the Thai Investors Association.**

Second constituent : Equitable Treatment of Shareholders

The Company respects the ownership rights of shareholders by treating all shareholders equally by undertaking the following:

2.1 Meeting of shareholders

(1) In the case of a foreign shareholder, the notice of meeting as well as supplemental documents for the meeting and minutes of meetings have been translated by the Company into English and sent together with the Thai texts. Alternatively, the shareholder may also visit the Company's website which contains those documents in both Thai and English.

(2) In order to enable all shareholders to participate in the deliberations and cast votes on various businesses of the Company pursuant to the meeting agenda, if a shareholder is unable to attend a meeting, he/she is able to grant a proxy to another person or grant a proxy to a member of the Audit Committee, which is comprised of independent directors, who would attend the meeting in a representative capacity to safeguard the shareholder's interests. The Company has provided the names, addresses and interests in matters considered in the meeting agenda of all 4 Audit Committee members in the notice of meeting as reference for the shareholders.

The Company has elected to use Proxy Form B, which were attached to the notices of meeting, in order to encourage shareholder to use the proxy that enable him/her to determine the direction of votes. In addition, the shareholder may download proxy forms which comply with the notification of the Ministry of Commerce, from the company website, there being 3 forms, i.e. Form A, Form B and Form C (Form C is only available for a shareholder who is a foreign investor that has appointed a custodian in Thailand to act as a depositary and caretaker of the shares). A shareholder has the option of electing one of these forms.

(3) The determination of right to vote in a meeting is in accordance with the number of shares held by the shareholder whereby 1 share equals 1 vote.

(4) The Company carried out the meeting in accordance with the order in the meeting agenda as stated in the notice of meeting. No additions or alterations of essential information were made to the meeting agenda without giving prior notice to shareholders.

- (5) Voting in each agenda is carried out openly. Ballot papers are provided for every agenda along with voting placards. In order to carry out the vote counting efficiently and expeditiously, the Company would only count the number of disapproval votes and/or abstentions, which would be deducted from the total number of votes attending the meeting. The remainder would be deemed as the votes of approval. Therefore, if in any agenda a shareholder does not approve or abstain, such shareholder would sign the ballot paper and raise his/her placard received at the time of registration. Such placard would state the name of attendee, number of shares held or granted by proxy and a barcode. A member of staff would record the votes and keep the ballot paper as evidence for transparency and later inspection. As for the agenda on election of Directors, the company would hold the election of each director individually to entitle shareholders freely voted on the election of each director. The Company would keep the ballot papers of all shareholders and proxy holders attending the meeting as evidence. From which the barcode system would count the votes and show the voting results on the screen in the meeting room immediately. Apart from the auditors acting as witnesses in the counting of votes, all shareholders would also be simultaneously informed of the voting results in each agenda, including the number of approvals, disapprovals and abstentions.

Summary of Number of Shareholders Attending the 38th Ordinary Meeting of Shareholders on 24 April 2012

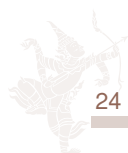
	Number of Persons	Shares	%
Registered Shareholders	665	120,000,000	100
Shareholders and proxies attending the meeting in agenda no. 1 to 6	134	109,624,887	91.35

Voting Summary of Shareholders in Each Agenda

Agendum	Approval			Disapproval			Abstention		
	shareholders	shares	%	shareholders	shares	%	shareholders	shares	%
1-6	134	109,624,887	100	-	-	-	-	-	-

2.2 Oversight of the use of inside information. The Company has measures on the use of inside information, as provided in the business ethics on treatment of the Company and shareholders, as well as the employees' code of conduct, so that Directors, executive officers and employees could perform their duties in a faithful, responsible, disciplined and conscientious manner towards oneself and the common interest, and that those persons do not wrongfully discharging their functions for personal gains or for others. Such persons should safeguard the interests and assets of the Company by not exploiting the Company's information and assets for their own interests or the interests of others. Such persons are also prohibited from committing acts that would assist other businesses in competition with the Company. In this regard, the Company has disseminated the said handbooks to Directors, executive officers and employees as guidelines for personal conduct in the business and as governing principles in the discharge of their functions. In any event, the Company has disseminated the said information on its website and has not encountered any such problems in the past.

2.3 Trading in the Company's Securities. The Company has laid down certain rules in relation to the sales and purchase of the Company's securities in the code of conduct. Directors, executives and employees attached to a work unit which acquires knowledge of inside information are prohibited from trading in the Company's securities during 1-month period prior to the publication of financial statements to the public. Warning letters are issued to directors, executives and other relevant persons every quarter. Moreover, directors and executives (including the spouses and children who are still minors thereof) who are under a duty to report securities holdings, if there is trade in the Company's shares, are required to make a filing with the Office of the Securities and Exchange Commission and submit a copy of the filing to the Company Secretary for further submission to the Board of Directors in its subsequent meeting. In every meeting of the Board of Directors, there will be an agenda on holding of Company securities by directors, executives as well as the spouses and minor children thereof, being a regular agenda in such meetings.



During the preceding year, directors, executives and employees of the Company have strictly complied with these rules. There did not appear to be any trade in shares during the prohibition period.

2.4 Dealing with conflict of interests. The Company has dealt with conflicts of interests and connected transactions in a prudent and reasonable manner with due regard to the greatest benefits of the Company. Prices are determined in accordance with fair trade conditions as in transactions with third parties generally. A protocol on such matter ensures transparency and compliance with notifications of the Capital Market Supervisory Board. The issue constitutes one of the policies of good governance, as well as an ethical consideration on treatment of the Company and shareholders, so as to provide equal access of information.

(1) A report on the interests of Directors, executive officers and connected persons has been prepared. The Company requires Directors and executive officers to report their interests and the interests of connected persons to the Company Secretary. A copy of the report would then be forwarded to the Chairman of the Board of Directors and Chairman of the Audit Committee in accordance with the rules prescribed under the Securities and Exchange Act. Any changes would also be reported. In 2012, the Company Directors and executive officers have complied with the prescribed rules.

(2) The Company has provided an agenda for the approval of principles pertaining to general trade agreements when entering into transactions between the Company and a Director, executive officer or connected person. Deliberations are carried out in May every year following the general meeting of shareholders so as to inform the new Directors of such matters. A quarterly report of such transactions is also required so as to keep the Board of Directors informed at all times.

(3) When entering into a connected transaction which requires authorization of the Board of Directors, the Company Secretary would submit the matter to the Audit Committee for review before referring the matter to the meeting of the Board of Directors. During the meeting, the interested Director in any agenda would be required to exit the meeting room and not cast a vote on such agenda. This allows the non-interested Directors to express their opinions openly and cast votes freely. The Company Secretary would notify the meeting of any interested Directors who are required to exit the meeting room. Upon conclusion of the meeting, the Company would publish the meeting resolutions via the Stock Exchange of Thailand's information system and the Company's website both in Thai and English so as to give the shareholders due notice. The names and relationship of connected persons, price fixing policies, value of transaction, transaction cause and other relevant details, including the Board of Directors' opinion on such transaction, would be disclosed. In addition, the Company recorded minutes of the meeting which may be inspected.

The company disclosed connected transaction of the year 2012 in Form 56-1 as well as in this Annual Report. In 2012, the Company did not execute any connected transaction or trade of property which violated or failed to comply with rules of the Office of Securities and Exchange Commission and the Stock Exchange of Thailand.

Third constituent : The Role of Stakeholders

The Company is committed to its responsibilities and respect for the rights of all stake holders within and outside of the organisation, namely shareholders, customers, employees, trading partners, creditors, communities, the society and environment where the Company is situated, including trade competitors. The Company is determined to operate its business responsibly to ensure mutual business advancement and mutual benefits for a sustainable business growth.

Business Ethics and Employee Code of Conduct

The Company has drawn up business ethics and employee code of conduct to promote confidence that the legal rights of all stakeholders are fairly looked after. These codes have been stated in writing and distributed to Directors, executive officers and all levels of employees, and also distributed on the intranet and Company website. The codes are strictly adhered to when treating all stakeholders since a business can survive only when good ethics and morals are practiced.

Shareholders

The Company respects the rights of both major and minority shareholders as required various laws and regulations. All shareholders are treated equally. The Company strives to satisfactorily represent the shareholders in advancing the businesses as well as generating a fair return in accordance with the dividend policies of the Company. In addition, the

Company has mechanisms for ensuring the trust of shareholders in obtaining accurate information, controlling connected transactions, and having measures for preventing conflicts of interests. Measures have also been in place to prevent the exploitation of insiders' information for personal benefits, including the use of such information for the trade of the Company's securities, especially in the 1 month period prior to the disclosure of financial statements to the public, which is stipulated in the code of conduct for employees.

The Company invited all shareholders to the annual general meeting. Shareholders were given the right to vote on all agenda. Shareholders also have the right to acquire important information, such as the Company's quarterly operating results, investment disclosures and connected transactions. The Company has disclosed these data through channels of the Stock Exchange of Thailand and the Company website (www.thanulux.com).

In 2012, the Company paid dividends for 2011 operations at the rate of Baht1.10 per share, equivalent to a dividend payout 48.93 percent of the net profits of the separate financial statements. Interim dividends were paid at the rate of Baht 0.4638 per share on 7 September 2011. The remaining dividends of Baht 0.6362 per share were paid on 18 May 2012. This dividend payout exceeds the prescribed dividend policy of Baht 0.20 per share. The payments reflected a continuous payout of dividends to the Company's shareholders, thereby genuinely building long-term wealth to the shareholders.

Customers

The Company operates its businesses by adhering to the principles of loyalty, justice and providing accurate information to customers. Customers' complaints are handled with priority and processed with all due fairness in order to promote an expeditious response to customers' needs as well as to develop products and services which meet the requirements of customers. Constant innovations are undertaken in order to add value to products and services., according to the quality accreditation ISO9001 on design and manufacture of garments and leather goods. Customers' trade secrets are also protected. Under a customer satisfaction survey on the quality, services and delivery of goods, the Company received a satisfaction score of more than 85%.

In this regard, the Company has a customer relations centre which serves as a central medium for receiving comments and suggestions from customers. The centre may be call at 0-2295-0911-9, 0-2295-4171-80, 0-2681-3441-50 press 101.

Employees

The Company realizes that employees are the most valuable resources and constitute the heart and main driving force of the organisation to success. The Company has therefore treated its employees in accordance with good governance principles. Human dignity, human rights and ethics are respected and promotion, support, practice, training and knowledge development of employees are provided comprehensively for employees. Employees are given opportunities to express their potential. They are also encouraged to participate in determining the development and operational directions of the Company. In order to secure career path security, the Company offers fair remuneration for employees as appropriate for the knowledge, skills, responsibilities and performances of each employee. (For further details on the promotion and development of employee knowledge, please refer to the heading on "Personnel Development Policy".)

Moreover, the Company has looked after the working environment by having due regard to the safety of life, health and properties of employees. Security personnel are on duty 24 hours a day. Alarm systems have been installed in buildings. Safety equipment and fire engines have been provided. Basic firefighting training and drills have been held as well as evacuation drills and the use of personal protective equipment. These training and drills were held to promote the employees' understanding of the proper practices according to standard systems on safety and the environment. Various welfare benefits have also been provided for employees to raise the quality of lives and standard of living, e.g.

- Provision of a clinic attended by a medical doctor twice weekly and a nurse every day.
- Annual medical examination
- Employee uniforms
- Welfare sale of goods at special prices as sustenance aid for employees
- Collaboration with the Government Housing Bank in providing low-interest housing loans
- Accommodation for employees assigned to perform tasks in other provinces
- Additional payments to employees in proportion to their work performances
- Provident fund for future savings
- Retirement benefits



- Financial assistance in the event of death of an employee, employee's parent and spouse.
- Financial assistance in the event of an employee being a victim of fire or a natural disaster, such as flooding or storms.
- Internal and external training for employees to promote and develop knowledge and skills
- Cash rewards for employees completing 10, 20, 30 years of employment

In addition, the Company has established a Welfare Committee in order to offer an opportunity for employees to participate in the administration of welfare benefits and to act as a centre for the comprehensive distribution of welfare aid to employees, as well as to act as a channel for communications, suggestions or voicing grievances on various matters pertaining to work.

Trading Partners

The Company has complied treatment of trading partners with trade agreements and disclosed accurate data, thereby fostering good relations and understandings with trading partners. The Company and its trading partners have also exchanged knowledge and collaborated in the development of products and services in order to add value to its goods and services. In no event did the Company requested, received or consent to accept properties or other benefits outside the trade agreements. In 2012 there has been no evidence of failure to honor the contract we have with the trading partners.

Creditors

The Company has treated its creditors fairly, responsibly and transparently in compliance with contractual terms and conditions. During the past year, the Company made payments to trading creditors pursuant to the credit terms agreed in advance without any default.

Communities, Society and Environment

The Company operates businesses with due regard to the impact on communities, the society, natural resources and the environment. Responsibilities are continually instilled into all employees of the Company. Activities which are beneficial to communities and the society as a whole are encouraged. Undertakings have taken into consideration the impact on natural resources and the environment, such as the development of Easy Clean & Care shirts to reduce the use of tap water.

The company disclosed Social, Community and Environmental activities of the year 2012 in this Annual Report.

Trade Competitors

The Company has carried out its businesses in good faith and fairness in strict compliance with trade competition rules within the legal framework. Throughout the past, the Company has never encountered any disputes relating to trade competition.

Intellectual Property, Copyright, Anti-Corruption and Ban of Bribery Policies

The Company has a policy of operating a transparent, ethical and fair business. The Company does not use intellectual property or any trademark without licence. Employees are encouraged to discover new innovations in order to create value for products and to develop work results and system efficiency. Innovation contests have been organised continuously since 2007 until the present, which is the 6th year, to select products for contesting in the Saha Innovations Contest held in the Saha Group Export & Trade Exhibition every year. In 2012, the Company received awards of excellence for 3 product types under the "easy clean" innovation.

As regards trademarks, the Company has been licensed to distribute goods under several trademarks, such as ARROW and Guy Laroche. The Company has strictly adhered to all terms and conditions of the agreement. There has been no licence infringement whatsoever. Employees have been encouraged to abstain from using imitation products.

In accordance with the working philosophy of Dr. Thiam Chokwatana, founder of the Saha Group, which emphasizes honesty and fairness at work, instilled as values of the Company, discouraging employees and executive officers from corrupt practices, giving or accepting bribes in order to acquire benefits for the Company. Such values have been recorded in the business ethics and employee code of conduct.

In 2012, the Company did not commit any infringement of intellectual property or trademark, and did not give any bribes.

Channels for Stakeholder Participation

The Company provides channels for all stakeholders to report or file complaint on matters which could be detrimental to the Company, such as inconsistencies in financial statements, defects in the internal control system or infringements of

the law and code of conduct. Shareholders and other stakeholders may contact Mr. Supachoke Sirichantaradilok, Company Secretary and Investor Relations Officer, by telephone at 02-284-0062, facsimile at 02-294-5101, email: supachoke@thanulux.com or contact Mr. Woradej Puengsiricharoen, Vice-President for Internal Audit, who also reports directly to the Audit Committee, by telephone at 02-295-4171-9 ext. 168, facsimile at 02-294-5101, or email: audit@thanulux.com. Investigation outcomes would be reported to the Board of Directors. Details on informants and complaints will be kept secret. In 2012, there were no complaints filed by shareholders and stakeholders

Fourth constituent : information disclosure and transparency

The Company has stressed the importance of a good corporate governance system in regard to the disclosure of information which has or could have an effect on the price of Company securities, the decision of investors, or the benefits of the shareholders, are disclosed. This has enabled shareholders and interested investors to receive notice of key news in a timely manner, on an equal basis and under a uniform standard. Disclosures may be categorized into the following:

1. information reported pursuant to the accounting period, i.e. financial statements, annual disclosure form (Form 56-1) and the annual report (Form 56-2);
2. information reported upon the occurrence of specific events, i.e. acquisition and disposal of assets, connected transactions, joint ventures, payment/non-payment of dividends, financial assistance, etc.

The Company has transmitted such information through the information dissemination system of the Stock Exchange of Thailand within the time limit for dissemination to the investors and the general public. Moreover, the Company has added new dissemination channels by publishing the information on the Company's website (www.thanulux.com) in both Thai and English and regularly updating such information.

The information disclosed in the annual reporting form and annual report include not only financial statements, but also information on various matters which are demonstrative of business transparency, as follows:

1. Business description: a disclosure of the Company's business operations, industrial and competitive trends.
2. Corporate governance: Company carried out its business in accordance with the good corporate governance principles for listed companies 2006 prescribed by the Stock Exchange of Thailand in 5 constituents as Shareholders' Rights, Equitable Treatment of Shareholders, role of stakeholders, information disclosure and transparency and responsibilities of the Board of Directors.
3. Social and environmental responsibility: the Company upholds this consideration as a policy factor in its business operations, which is included in the corporate governance policies. The Company pays due regard to natural resources and environment through an appreciation of the responsibilities owed towards communities and the society. A conscience of responsibilities owed to communities and the society has been continually instilled in the Company, and support has been given to activities which are of common benefit to the communities and the society.
4. Shareholding structure: a disclosure of the 10 largest shareholders of the Company at the closing date of the shareholders' register for the annual general meeting, prior to the meeting date on the company website (www.thanulux.com).
5. Internal controls and internal audit: a disclosure of the audit committee report, as well as a disclosure of the evaluation results of the Board of Directors on various aspects of the Company's internal control systems in 5 parts; namely
 - (1) Good control environment
 - (2) Good risk appraisal methods
 - (3) Good internal control activities
 - (4) Good information and communication system
 - (5) Good monitoring and assessment system
6. Report of the Board of Directors. The Board of Directors appreciates the importance of accurate and complete financial reporting in compliance with accounting standards. Disclosure of such information had been audited



by an independent auditor and approved by the Audit Committee and the Board of Directors before dissemination to shareholders. Also, in order to secure greater confidence, the Board of Directors had prepared report on the responsibilities of the Board of Directors to the financial statements signed by the Chairman of the Board and the Managing Director and disclosed in the annual report and Form 56-1 alongside the auditor's report.

7. Management structure: a disclosure of the roles and functions of the Board of Directors and other committees, the number of meetings held, the number of meetings attended by each director in the previous year, and securities holdings as well as training histories of directors. These details have been disclosed in Form 56-1 under the heading 8 on management, and in the annual report under the heading on shareholding and management structures.
8. Evaluation of the Board of Directors: a disclosure of the evaluation by individual director the performance of the entire Board of Directors.
9. Remuneration of directors and executives: a disclosure of the policy on remuneration payments to directors and executives, including the forms, types and amount of remuneration received by director and sub-committees, these details have been disclosed in Form 56-1 and in the annual report under the heading on executive remuneration.
10. Investor relations: the company has stressed the importance of disclosing transparent and comprehensive information. Various news have been disseminated to investors and related persons in a timely manner and on an equal basis through channels and media of the Stock Exchange of Thailand, and via the Company's website at www.thanulux.com. In addition, the Company has designated a person who can provide information and news as required by investors or related persons. Mr. Supachoke Sirichantaradilok, Company secretary and Investor relations, may be contacted by telephone at 0-2295-0911-19, 0-2295-4171-80, extension 323, by facsimile at 0-2294-5101, or by email at supachoke@thanulux.com.

In 2012, the Company and companies in the Saha Group, comprising a total of 14 companies, in collaboration with the Stock Exchange of Thailand, held the "4th Analysts and Investors Meet Saha Group" event. This event was held for the 4th consecutive year at Queen Sirikit Convention Center on 29 June 2012 within the 16th Saha Group Fair. Mr. Supotch Pakaworawuth, the Managing Director, participated in a panel on vision and growth prospects of the Company. In addition, the Company and other companies in Saha Group jointly prepared a summary fact book on all 14 companies of the Saha Group. The fact books were distributed to analysts and investors attending the event. Interested persons who did not attend the event may watch a video recording of the event through channels of the Stock Exchange of Thailand and the Company website.



Fifth constituent : responsibilities of the Board of Directors

The Board of Directors plays an important role in governing the Company and ensuring that operations are run efficiently. The Board of Directors must therefore act responsibly, prudently and honestly in applying their knowledge and skills to determine the Company's vision and mission so as to promote the Company's growth and supervise operations of executive officers and employees in accordance with such guidelines thereby leading the Company to a successful achievement of its objectives.

1. Company Board Structure

Balance of directors who are not executives.

The Company has set up the member of the Board of Directors not less than 5 persons (pursuant to the Public Limited Companies Act). Directors must be a natural person and possess the following qualifications:

1. being sui juris;
2. not being bankrupt, incompetent or quasi-incompetent;
3. not having been imprisoned by a final judgment of imprisonment for an offence relating to the dishonest dealings with property;
4. not having been expelled or dismissed from government service or an organization or agency of the State due to misfeasance in office.

The Board of Directors is comprised of 10 Directors, as follows

- Non-Executive Directors	2	persons constituting	20 %
- Executive Directors	4	persons constituting	40 %
- Independent Directors	4	persons constituting	40 %

Qualifications of Independent Directors

An Independent Director must possess all the qualifications and independence as prescribed by the Capital Market Supervisory Board. Such qualifications have been stated in the heading on shareholding and management structure.

The Company has a selection committee to select Directors from qualified persons possessing knowledge and skills from a variety of professions. The selected persons should have vision, ethics and an unblemished working history. He/she must be able to express views independently. The Board of Directors has prescribed clear duties and responsibilities for all Company Committees. A Chairman of the Executive Committee has been appointed by the Board of Directors to perform the duty of supervising the performance of the Managing Director in the business operations, managing the Company operations to achieve the objectives and targets in accordance with the policies set by the Board of Directors.

Director's Term of Office

The Board of Directors is appointed at every ordinary general meeting. Each Director has a 3-year term in office pursuant to the Company Articles. Upon the completion of term, the Directors may be reappointed. The Company has not set an age limit and number of terms for Directors nominated for re-election as it is believed that experience, knowledge, expertise and business skills are essential factors in the governance of a business, which the director who serving consecutive terms will be able to take benefits in such regard.

Number of Companies Served by Directors

The Company has disclosed information on the directorial offices held by each Director in other companies in Form 56-1 under the heading "Offices of Directors and Executive Directors in Subsidiaries or Related Companies." The Company has not imposed a limit on the number of companies in which directorial offices can be held as it was apparent from the past performance of all Directors they have been able to maintain regular attendance at meetings and utilized knowledge and skills as well as give full devotion of time for the management of the Company without any deficiencies.

Company Directors and Executives Assuming Directorial Positions in Other Companies

The policies and procedures for assuming directorial positions in other companies of directors and executives of the Company are as follows. Senior executives of the Company would determine the nature of the other company's business and whether or not there is need to assign a Company director or executive to represent the Group in the capacity of a joint investor or pursuant to a joint venture contract. If there was such a need, consideration would be undertaken to determine the Company director or executive who possessed the knowledge, competency and expertise in such business.

Merger or Separation of Positions

The Chairman has performed his functions with full devotion and accountability. There is a clear separation of functions between the Chairman and the Managing Director in order to delineate administrative functions and secure mutual independence and checks and balances. A balance of operational powers is thereby achieved. The Company has clearly defined the scope of functions of each committee and the management in the rules and directives prescribed by the Board of Directors which are open for inspection so as to ensure transparency of management.



Company Secretary

The Company has appointed Mr. Supachoke Sirichantaradilok, Financial Division, as the Company Secretary after having account of his knowledge, competency and experience. The Company Secretary has the duties and responsibilities prescribed by law and by the Company, as follows.

1. To provide preliminary advice to the directors on laws, regulations and articles of the Company, and to monitor proper and regular compliance, as well as to report substantive changes to the directors.
2. To coordinate between the Company directors and the management, to supervise and coordinate matters pertaining to the relevant laws and regulations, including proceedings to ensure compliance with resolutions of the Board of Directors.
3. To organize meetings of shareholders and meetings of the Board of Directors in accordance with laws, Company Articles and other directives.
4. To record minutes of meetings of shareholders and meetings of the Board of Directors as well as to monitor compliance with resolutions of meetings of shareholders and meetings of the Board of Directors.
5. To oversee the disclosure of information and file the relevant reports under the rules and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand.
6. To prepare and archive the following documents:
 - (a) Directors' Register;
 - (b) notice of Board of Directors meeting, minutes of Board of Directors meeting and Annual Report of the Company;
 - (c) notice of shareholders meeting and minutes of shareholders meeting.
7. To maintain reports of interest reports filed by directors or executives.
8. To carry out other proceedings as prescribed by the Capital Market Supervisory Board.

2. Roles, duties and responsibilities of the Board of Directors.

Leadership and Vision

The Board of Directors consists of persons having diverse knowledge, competency and expertise as well as specializations in areas beneficial to the company. The Board would grant its approval to visions, tasks, strategies and authorize important issues pertaining to policies, strategies, plans and annual targets for the executive, as well as oversee that the administration carried out by the management is effective and consistent with the policies and prescribed business plans.

Moreover, the Board of Directors has designated an Audit Committee to oversee the undertakings of the internal audit division as well as to ensure the sufficiency of internal control systems for the operations and the sufficiency of risk management so as to obtain the greatest benefits from the business operations. The principles of good corporate governance are utilized as management tools in order to add value to the business and shareholders

Internal Controls and Audits and Risk Management Systems

The Board of Directors has stressed the importance of internal controls over administration, finance, operations and supervision. An internal audit unit has been established in order to perform the duties of inspecting the operations of such systems, including a computer system, and to give advice in order to create confidence in the operations in accordance with the prescribed guidelines, thus promoting effectiveness and independence in the performance of duties which are fully subject to check and balances. The internal audit unit has reported the audit result directly and consulted the audit approaches with the Audit Committee regularly.

Every quarter, the Audit Committee reports performance results along with observations and suggestions to the Board of Directors. At the Board of Directors meeting number 1/2556 on 18 February 2013, which was also attended by the Audit Committee, the assessment of internal control sufficiency in the Company and subsidiaries in 5 areas were considered, namely, organisation and environment, risk management, controlled of executives operation, information and communication systems including monitoring systems. It was found that the systems were appropriate and effective.

The Company has appointed a Risk Management Committee to manage risks in the drawing up of working plans and clear working procedures. Risks are classified, risk factors identified and opportunities and impacts assessed in order to prepare a risk management plan. The objective was to reduce or eliminate risks under a systematic and continually efficient supervision, monitor and management. The management of each risk factor has also been assessed to maintain within acceptable levels. A scope has been set for this committee to conduct reviews, monitors, give advice on risk factors

as well as remedies or preventive measures for the systematic and continual reduction of such risks, and report to the Board of Directors regularly every quarter with a view to achieving the objective of risk management incorporating all work areas of the Company.

3. Board of Directors Meetings

The Company determines the dates and times of meetings for the entire year, scheduling at least one meeting each quarter, except in the event of a special agenda where additional meetings may be called as necessary. In each meeting, the Company Secretary would send notices of the meeting together with the meeting agenda and supporting documents at least 7 days in advance in order to enable the directors to sufficiently consider and study those documents prior to attending the meeting.

The Board of Directors has given importance to the attendance of meetings and upholds as a duty to attend all Board of Directors meetings in order to acknowledge and participate in the decisions of the Company. In the first quarter of each year, the Board of Directors would invite senior executives to attend the Board of Directors meeting in order to directly provide additional information and details on the standings of problems, as well as to propose operational plans, strategies and targets for annual operations.

In every meeting, the Chairman would give an opportunity to all directors to debate and express opinions independently. A director who had an interest in the matter considered would not attend the meeting and have no right to vote. At the end of the meeting, the Company Secretary, as a recorder of the meeting, would prepare the meeting minutes and send the minutes to the Chairman within 7 days for consideration and signature as verification. In any event, directors are able to express opinions, request amendments or additions to the minutes for greater accuracy.

Minutes that have been approved by the meeting and signed by the Chairman would be archived systematically at the Company office in order to enable searches, references and inspections by the Board of Directors and related persons.

In 2012, 4 Board Meetings were held. The attendance of each director has already been stated in form 56-1 and the Annual Report.

4. Evaluation of the Board of Directors

The Board of Directors realizes the importance of its functions and the responsibilities entailed from the performance of their functions. In order to achieve the greatest benefits for the Company and all stakeholders, and promote greater efficiency and effectiveness in the performance of functions by the Board of Directors, an evaluation form on the performance of the Board of Directors as a whole has prescribed. The Company emphasizes the application of evaluation results to improve the effectiveness of the Board of Directors' performance of functions. The evaluation form used is derived from the evaluation form of the Stock Exchange of Thailand.

In brief, the evaluation results of the entire Board of Directors for the year 2012 is as follows: the Board of Directors is of the opinion that the overall performance of the Board of Directors represented a complete performance at a "very good".

5. Directors and Executives Remuneration

The remuneration committee determines the appropriate limits of directors' remunerations, propose to the Board of Directors for consideration and presentation to the meeting of shareholders for approval of such remunerations limit.

In this regard, the 38th General Meeting of Shareholders for 2012 on Tuesday 24 April 2012 approved a remunerations limit for directors of not exceeding Baht 9 million per annum. Payment will be arranged as meeting allowances at the rate approved by the meeting of shareholders and paid only to the members present at the meeting. The annual fee is paid to all Directors and the Remunerations Committee is given the task of making allocations.

The payment of executive remuneration has been in accordance with the principles and policies prescribed by the company, considered according to the Company's performance and individual performance of each executive officer. Such payments of remuneration to directors and executives in 2012 have been disclosed in Form 56-1 and the annual report under the heading directors and executive remuneration.

6. Sub Committees

In order to secure shareholders confidence that the Company's operations have been carried out transparently, with proper screening, verifications and advice, the Board of Directors has appointed various subcommittees to perform



such duties and report to the Board of Directors. At present, there are 5 subcommittees comprising the audit committee, nominating committee, remuneration committee, risk management committee and executive committee. The scope of functions and responsibilities of each committee are independent of each other so as to assist in the supervision of the Company's businesses.

7. Development of Directors and Executives

The Company has attached importance and promoted opportunities for all directors and executives to develop their knowledge. Thus, all directors are given support to receive training in courses that are beneficial to the performance of directorial functions. In this regard, directors have enrolled in the directors' course of the Thai Institute of Directors Association (IOD), in the Director Accreditation Program (DAP) and Director Certification Program (DCP), being courses which the Office of the SEC requires directors of listed companies to complete at least one of the courses. Apart from those prescribed courses, the Board of Directors have also attached importance to the completion of other courses of the Thai Institute of Directors Association (IOD), such as the Audit Committee Program (ACP), Understanding the Fundamental of Financial Statements (UFS), and Finance for Non-Finance Director (FND), and the Role of Chairman (RCM), in order to enhance professional leadership potentials, a genuine understanding of the roles and to become models in driving the organization towards good governance. This extends to short course seminars which are beneficial to the performance of functions of the Board of Directors, including various courses which the IOD will organize in the future.

The Company provides support for all directors. Directors have attended training courses pertinent to the functions of a listed company director held by the Thai Institute of Directors. At present, all 10 Company Directors have completed IOD training. Details of the participation and the directorial roles of each person have been disclosed in the Annual Report and Form 56-1 under the heading Curriculum Vitae of Company Directors.

The Company conducts an induction for new directors, providing information on the Company's business policies as well as other relevant information, e.g. the Company's principal business, performance results, organizational structure and shareholders. This information would be beneficial for the performance of duties by new directors. A "Handbook for Listed Company Directors" has also been distributed to all Directors. The Handbook contains the following details:

1. Summary of the comparison between the Company Articles, Securities and Exchange Act and Public Limited Companies Act.
2. Charters of the Board of Directors and Sub-Committees
3. Corporate Governance Policies

8. Succession Plan

The Company has a continuing personnel development policy in view of strengthening the organization. The Company's goals are to propel and open up opportunities for self-development and the optimum utilization of competencies. The Company has developed a project with the selection, Analyze and Evaluate potential employees for the individual development plans. This ensures preparedness for advancement to managerial positions and to act as a driving force for the organization. In addition, the Company has also granted scholarships to employees for studies at bachelor's degree and master's degree levels both domestically and overseas. It is intended that employees should receive education which would be beneficial to their functions, which includes the promotion of work visits within and outside of the country.

As a result of the importance given to and the continual development of good governance by the Board of Directors, executive officers and employees of the Company, in 2012, the Company received a "very good" score for the 3rd consecutive year in the assessment of governance in listed company by the Thai Institute of Directors sponsored by the Securities and Exchange Commission and the Stock Exchange of Thailand.

Internal Controls

The Company has continually attached importance to the internal controls. In this regard, the Audit Committee has been entrusted with the task of reviewing the assessment of internal control systems to ensure sufficiency and suitability to current business operations. Internal control guidelines consistent with international standards on internal environments have been applied along with the prescription of objectives, specification of events, risk assessments, responses to risks, control activities, information and communication and monitors.

The Board of Directors and Audit Committee find that, in 2012, the Company and its subsidiaries had appropriate and effective internal controls.

Connected Transactions

The following disclosures on connected transactions have been made:

In 2012, the Company and subsidiaries conducted accounting transactions in connected businesses, i.e. co-shareholding or partially common executive officers or directors, as stated in note 5 to the financial statements. Those transactions followed general commercial terms and prices were determined in accordance with the market or as agreed in the case where there was no reference market price.

Connected Transactions in 2012

1. Meeting No. 4/2554 of Thanulux Public Company Limited Board of Directors, on 10 November 2011, and meeting no. 1/2555 on 23 February 2012, passed a resolution to approve certain types of transactions with connected persons comprising a total of 15 counterparties. These transactions were part of the routine operations of the Company's businesses for the year 2012 and served to mutually promote and develop the parties' respective businesses, enhance competitiveness in a way which was beneficial to the Company, as well as showed reasonableness in terms of prices and other relevant conditions. Details are stated below.

Connected Persons and Nature of Relationship

No.	Connected Person	Nature of Relationship
1	Ramasorn Thaveekarn Company Limited	major shareholder
2	S. Apparel Company Limited	joint major shareholders - SPI
3	PTK Multi-Service Company Limited	joint major shareholders - SPI
4	Wise Winner Company Limited	joint major shareholders - RST
5	Morgan De Toi (Thailand) Company Limited	joint major shareholders - SPI and ICC
6	Total Way Image Company Limited	joint major shareholders - SPI, ICC and RST
7	International Leather Fashion Company Limited	joint major shareholders - SPI, ICC and RST
8	Thai Monster Company Limited	joint major shareholders - SPI and RST
9	Thai Takaya Company Limited	joint major shareholders - SPI and ICC
10	SSDC (Tigertex) Company Limited	joint major shareholders - SPI and ICC
11	Thai Itokin Company Limited	joint major shareholders - SPI, ICC and IDF
12	Thai secom Pitakkij Company Limited	joint major shareholders - SPI and ICC
13	Eastern Thai Consulting 1992 Company Limited	joint major shareholders - SPI
14	Thai Gunze Company Limited	joint major shareholders - SPI and ICC
15	Pelletteria TNL S.R.L.	joint major shareholders - RST

Note: SPI = Saha Pathana Inter Holding Public Company Limited
 IDF = I.D.F. Company Limited
 RST = Ramasorn Taveekarn Company Limited
 ICC = I.C.C. International Public Company Limited

Transaction Details

Transactions generally do not exceed 3% of NTA as at 30 June 2011 which was valued at Baht 83.65 million.

Transaction	Revenue/ Expenditure	Example of Transaction	Value of Approved Transaction	Value of Actual Transaction in 2012
Regular business support	Revenue	- Business consultancy fee	Not exceeding Baht 8 million	Baht 5.35 million
Short-term lease of immovable properties for a period not exceeding 3 years	Revenue	- Rent of immovable property	Not exceeding Baht 30 million	Baht 7.84 million
Transaction related to assets or services	Revenue	- Central processing fees	Not exceeding Baht 5 million	Baht 2.09 million
	Expenditure	- Security fees	Not exceeding Baht 8 million	Baht 5.24 million
Financial assistance transactions		- Loans - Guarantees	Not exceeding Baht 60 million	Baht 55.60 million

Criteria for Determining Returns

Lease of immovable properties: market price on the basis of location, condition and asset utilization.

Central processing fees: cost plus appropriate profit and level of asset utilization.

Business consultancy fee received: costs plus appropriate profit which accounts for the difficulty and scope of services.

Warning equipment lease: type of equipment used in risk areas.

Security fees: number of security personnel in each shift

Loans: average deposit interest rates of five major commercial banks plus 0.5% per annum

Guarantees: fee of 1% of guaranteed sum

Interested director: does not attend a meeting nor has a vote

Differing opinion of the Audit Committee/Board of Directors: none

Size of transaction

The above transactions executed between the Company and connected companies constituted connected transactions under the Notification of the Board of Governors of the Stock Exchange of Thailand.

Class 2: regular business support

Class 3: short-term lease of immovable property

Class 4: transaction related to a property or service

Class 5: financial assistance

Pursuant to the Notification of the Board of Governors of the Stock Exchange of Thailand on Disclosure of Information and Practices of Listed Companies in Connected Transactions B.E. 2546 (2003), disclosure is required for classes 2, 3 and 4 transactions with a value of over Baht 1 million but not more than Baht 20 million, or over 0.03% but not more than 3% of NTA, whichever is the greater value, and class 5 transactions with a value of less than 3% of NTA or Baht 100 million (minimum value). 3% of NTA according to the Company's consolidated financial statements as at 30 June 2011 was equivalent to Baht 83.65 million. Having regard to the value of the aforementioned transactions, the Company therefore sought the approval of the Board of Directors and disclosed information to the Stock Exchange of Thailand without having to seek the approval of a shareholders' meeting.

2. Meeting No. 1/2555 of Thanulux Public Company Limited Board of Directors, on 23 February 2012, and No. 3/2555, on 9 August 2012, passed a resolution to approve the Company's execution of contracts for exterior constructions with Pitakkij Company Limited and for landscape renovations around the building with PTK Multi Service Company Limited, both being connected persons. Those works were extensions to the construction works of a new building situated at number 99/3, Moo 5, Saha Group Industrial Park, Pasang Road, Muang District, Lamphun Province, a BOI project under promotion certificate no. 1628(2)/2554 and the contractors were experienced in their respective fields. Prices and other conditions were also reasonable. Details are as follows:

Connected persons and nature of relationships: Thanulux Public Company Limited and Pitakkij Company Limited have common major shareholders, namely Saha Pathana Inter Holding Public Company Limited and I.D.F. Company Limited;

Thanulux Public Company Limited and PTK Multi Service Company Limited have a common major shareholder, namely Saha Pathana Inter Holding Public Company Limited.

<u>Total value of transaction:</u>	exterior constructions	approximately Baht 4.48 million
	landscape renovations around the building	approximately Baht 4.00 million
	total value of 2 projects	approximately Baht 8.48 million

Interested directors none

Differing opinion of the Audit Committee/Board of Directors: none

General characteristics of the transaction

This connected transaction had a value which was within the scope of a connected transaction of a listed company under the Notification of the Capital Market Supervisory Board on Rules for Connected Transactions. The transaction was classified as a transaction relating to assets or services of a value exceeding Baht 1 million, but less than Baht 20 million, or exceeding 0.03% but less than 3% of the Company's net tangible assets (NTA), whichever was greater. In this instance, the transaction value was Baht 8.48 million, which after adding to the Baht 34.72 million approved by resolution of the Board of Directors Meeting No. 2/2554 on 12 May 2011, constituted a total of Baht 43.20 million, i.e. less than 3% of NTA calculated from the Company's consolidated financial statements as of 30 September 2011 valued at Baht 86.19 million, and as at 31 March 2012 valued at Baht 93.42 million. Therefore, after having regard to the above transaction value, the Company had to seek the approval of the Board of Directors and disclose information to the Stock Exchange of Thailand without having to seek the approval of a shareholders' meeting.

This transaction was classified as an acquisition/disposal of assets having a value which did not meet the threshold for a substantial acquisition or disposal of asset under the Notification of the Capital Market Supervisory Board on Rules for Substantial Transactions Involving the Acquisition or Disposal of Assets.

Necessities and Rationality of the Transaction Executed with a Person having a Potential Conflict of Interests

The operation of a business in a highly competitive environment requires business allies or networks, both upstream and downstream, so as to enable greater maneuverability in business activities. This in turn leads to a more sustainable development and growth. These persons who potentially have conflicts of interests constitute supply chain business allies of the Company. It is therefore necessary to conduct transactions with those persons for the ultimate benefits of the Company and shareholders. Sale prices have been consistent with market prices or otherwise as agreed in the event that there was no reference market price.

Measures or Procedures for Approving a Connected Transaction

1. As regards connected transactions which are part of the routine operations between the Company and a director, executive officer or connected person under general commercial terms as would be concluded by reasonable persons under the same circumstances, negotiated at arm's length without the exercise of any influence derived from the status of a director, executive officer or connected person, the management has sought approval from the Board of Directors

on an annual basis, in the first Board of Directors meeting subsequent to the annual general meeting of shareholders. This is to give the new Board of Directors notice of such matter. The management is also required to report all transactions made under those conditions to the Board of Directors every quarter.

2. Non-routine connected transactions. If the transaction value does not exceed the threshold to require approval of the shareholders' meeting pursuant to the regulations of the Stock Exchange of Thailand, the matter must first be considered by the Executive Committee. If the transaction value is within the Executive Committee authorization limit, approval of the connected transaction will be concluded at this stage. An interested person shall neither attend the meeting nor cast a vote. However, if the transaction value exceeds the authorization limit of the Executive Committee, the Executive Committee will submit its resolution to the Board of Directors. The Board of Directors, in the presence of the Audit Committee, will consider the approval of the said transaction. An interested person shall, again, neither attend the meeting nor cast a vote.

Criteria for Approval

1. Regard to the benefits to the Company and subsidiaries in the Group in the present and future, e.g.
 - returns on investment, such as interests and dividends;
 - business opportunities of the Company
2. Securities which should be received by the Company in the transaction
 - performance bonds for the transaction;
 - status of the connected company and capabilities of the management.

Policies and Future Trends of Connected Transactions

There will continue to be connected transactions. The increase or decrease of these transactions depends on economic conditions as the persons having potential conflict of interests constitute the Company's supply chain. The flexibility and maneuverability of supply chain confers benefits to business competitiveness and ultimately to the shareholders. The Company is conscious of its accountability to the shareholders, employees and all relevant persons under the principles of good corporate governance.

Shareholding and Management Structures

Shareholders

Ten Major shareholders as of May 4th , 2012

Name of shareholder	Proportion of shareholding	
	Number of shares	%
1. Saha Pathana Inter-Holding Plc.	28,220,820	23.517
2. I.D.F. Co., Ltd.	16,000,000	13.333
3. Ramasorn Thaveekarn Co., Ltd.	14,053,960	11.712
4. Mr. Samreng Manoonpol	13,592,680	11.327
5. I.C.C. International Plc.	12,307,040	10.256
6. Mr. Boonsithi Chokwatana	4,655,220	3.879
7. Watsadoramai Co., Ltd.	2,800,000	2.333
8. Miss Sirikul Dhanasarnsilp	2,233,480	1.861
9. Mrs. Sirina Pavarolarvidya	1,837,820	1.532
10. Universe Beauty Co., Ltd.	1,738,000	1.448
Total Ten Major Shareholders	97,439,020	81.198
Total Shareholders	120,000,000	100.000

Investor can find the name list of the shareholders on the closing date of the share registration book for Annual General Meeting at the Company's website (www.thanulux.com category Investor Relations : Shareholding Structure) before commencement of 39th Annual General Meeting of shareholders.

Shareholders structure.

Shareholding distribution classified according to the type of shareholding party

Type of Shareholders	No. of Shareholders	No. of Shares	%
Legal entity			
Thai nationality	32	78,658,560	65.55
Foreign nationality	1	10	0.00
Total legal entity	33	78,658,570	65.55
Ordinary person			
Thai nationality	628	41,269,770	34.39
Foreign nationality	5	71,660	0.06
Total ordinary person	633	41,341,430	34.45
Grand Total	666	120,000,000	100.00



Dividend policy

The company set the policy for dividend payment at the rate of Baht 0.20 per share (20% of Par Value). However, it would be made according to the company performance and the economic situation of each year.

Whereas the company allocated its dividend payment by calculated from the net profits appearing in the separate financial statement, which details are as follows.

Thanulux Plc.	2012	2011	2010
Dividend per share (Baht)	**1.20	1.10	0.85
Payout ratio (%)	47.35	48.93	54.63

Note **The Board of Directors' Meeting no. 1/2013 has resolved to submit the agenda of dividend payment Baht 1.20 per share for approval at the Shareholders' General Meeting to be held on April 23, 2013.

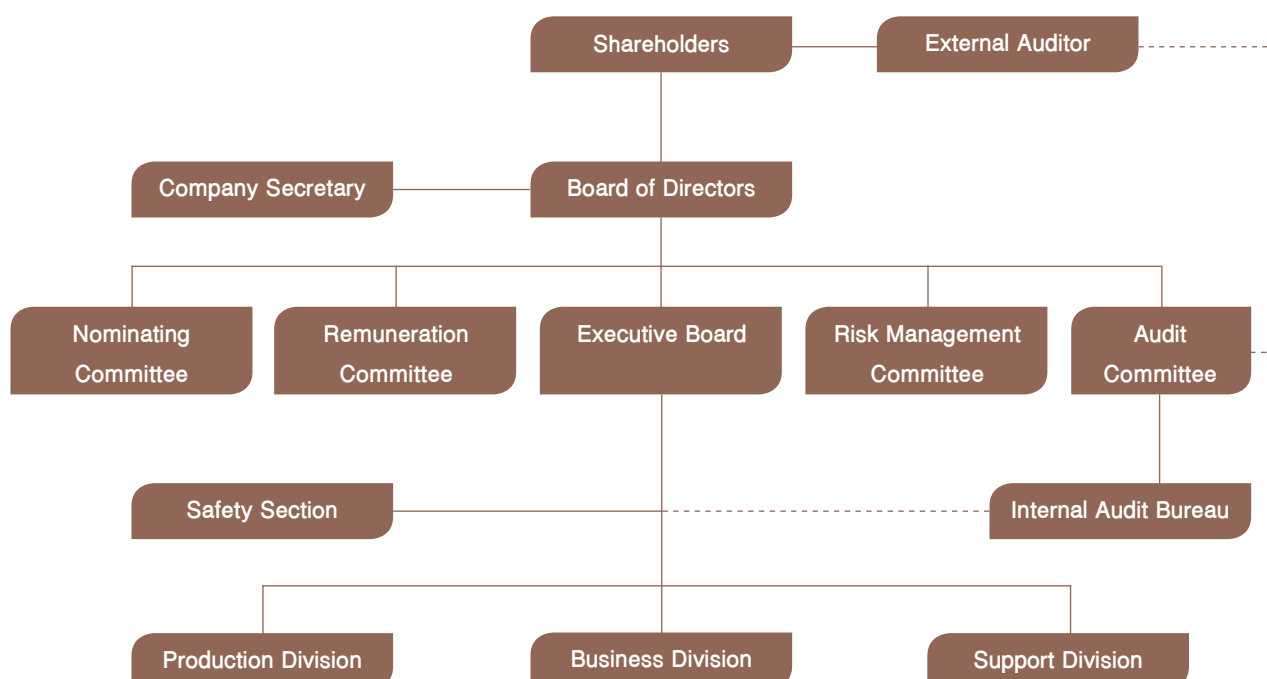
The subsidiary has the dividend policy Baht 8 per share (par value per share Baht 100). However, it would be made according to the company performance and the economic situation of each year.

S. Apparel Co., Ltd.	2012**	2011	2010
Dividend per share (Baht)		12.00	9.00
Payout ratio (%)		40.13	80.50

Note ** Dividend 2012 is waiting for approval from the shareholders' meeting.

T Chamber Co., Ltd. and Celebrate Wealth Co., Ltd. another subsidiary just start the business, then still does not have the dividend policy.

ORGANIZATION CHART



1. Management structure

Under the Company's management structure, the Board of Directors appoints 5 company committees, namely the Audit Committee, Nominating Committee, Remuneration Committee, Risk Management Committee and Executive Committee, to screen matters of significance. The Managing Director has been appointed to the Executive Committee and is responsible for the administration of the Company's operations. The powers and duties of each company committee and the Managing Director have been clearly defined by a written charter.

1. Board of Directors

There are 10 members of the board of directors who named in the certificate letter of Ministry of Commerce as follows;

- 6 non-executive directors (including 4 independent directors)
- 4 executive directors

Detail as follows;

	Name	Position
1.	Mr. Boonsithi Chokwatana	Advising Director
2.	Mrs.Varindr Leelanuwatana	Chairman
3.	Mr. Manu Leelanuwatana	Director
4.	Mr. Supotch Pakaworawuth	Director
5.	Ms. Dusadee Soontrontumrong	Director
6.	Mr. Wichai Suthitivanich	Director
7.	Mr. Padoong Techasarintr	Independent Director
8.	Mr. Wanchai Umpungart	Independent Director
9.	Assoc.Prof. Nares Kesaparakorn	Independent Director
10.	Mr.Krish Follett	Independent Director

Mr. Supachoke Sirichantaradilok has held the position of Company Secretary since May 10, 2012.

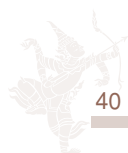
Directors representing the Company

Representing the Company, 2 directors out of the following 6 directors must jointly sign their names, together with the affixing of Company seal, namely:

- | | | |
|----------------------------|-------------------------------|----------------------------|
| 1. Mr.Boonsithi Chokwatana | 2. Mrs.Varindr Leelanuwatana | 3. Mr.Manu Leelanuwatana |
| 4. Mr.Supotch Pakaworawuth | 5. Ms.Dusadee Soontrontumrong | 6. Mr.Wichai Suthitivanich |

Powers of the Board of Directors

1. To appoint, remove and delegate powers and duties to the advisors of the Board of Directors, various committees and managing director for implementation.
2. To consult specialists or advisors of the Company (if any) or hire external advisors or specialists where necessary at the expense of the Company.
3. To approve the grant of or cancellation of credit lines in excess of the Executive Committee's authorized limit.
4. To approve the grant of loans to companies having business relationships with the Company as shareholders or companies engaged in trade with the Company or other companies in excess of the Executive Committee's authorized limit.
5. To approve the credit limit guarantees for companies having business relationships with the Company as shareholders or companies engaged in trade with the Company or other companies in excess of the Executive Committee's authorized limit.
6. To approve the incorporation, merger or termination of subsidiary companies.
7. To approve investments and sales of investments in ordinary shares and/or debt securities in excess of the Executive Committee's authorized limit.



8. To approve procurements and investments in fixed assets in excess of the Executive Committee's authorized limit.
9. To approve the modification, demolition and writing off of fixed assets and intangible assets which are decommissioned, out of order, lost, damaged, deteriorated or outdated and no longer usable, with book values exceeding the Executive Committee's authorized limit.
10. To approve a settlement, dispute settlement by arbitration, filing of complaint, lawsuit and/or to participate in any legal proceedings on behalf of the Company pertaining to matters which are not within the normal trade of the Company and/or which are within the normal trade in relation to a disputed sum that exceeds the Executive Committee's authority.
11. To approve transactions not part of the normal business in the amounts which exceed the Executive Committee's authority.
12. To propose an increase or reduction in capital or change of share value, and the amendment or alteration of the Memorandum of Association, Articles and/or objects of the Company to the shareholders.
13. To delegate authority to the management, executive-level employees of the Company, or any other person to act on its behalf, under the regulations prescribed by the Board of Directors.
14. To summon the management and relevant employees of the Company for an explanation, opinion, participation in a meeting, or for the submission of documents deemed as relevant and necessary.
15. To appoint and remove the Company Secretary.
16. All powers of the Board of Directors stated above which involve the acquisition or disposal of assets and connected transactions shall be exercised in accordance with Notifications of the Capital Markets Supervision Committee.

Duties and Responsibilities of the Board of Directors

1. To determine the direction, goals and policies of the Company's business.
2. To approve the annual operational plan and budget, as well as to carry out the supervision of management so as to ensure efficient and effective compliance with laws and prescribed policies and operational plans.
3. To promote the formulation of written business policies for governance, ethics and codes of conduct as practice guidelines for the Board of Directors, executive officers and employees, and to monitor their strict compliance.
4. To provide sufficient and suitable internal controls so as to engender confidence that all transactions have been approved by the authorized person, and the carry out the preparation and reviews of accurate accounts, as well as various systems that could prevent the improper use of Company properties.
5. The execution of transactions potentially containing a conflict of interests must be carefully considered under clear guidelines and be in the interest of the Company and shareholders. The interested party shall not participate in the decision-making process and the rules of procedures and disclosure of information on transactions potentially containing a conflict of interests must be properly complied with.
6. To approve financial statements audited and/or reviewed by the auditor and approved by the Audit Committee.
7. To be equally accountable to all shareholders and carry out the accurate disclosure of information to shareholders and investors under the proper standards and transparency.
8. To acknowledge business management reports from the Executive Committee.
9. To call a meeting of shareholders, determining the date, time, place and agenda of the meeting of shareholders, as well as to determine the dividend yield (if any), and to state the opinion of the Board of Directors on matters proposed to the shareholders. During the period of 21 days prior to each date of meeting of shareholders, the Company may suspend the registration of share transfers, in which case the shareholders shall be informed by notice at the Head Office and Branch Offices of the Company at least 14 days in advance of the suspension date of share transfer registration; a Record Date (RD) may also be determined not over 2 months prior to the meeting of shareholders and the share transfer register shall be closed 1 day in the working day after record Date for collecting the shareholders name following the Record Date pursuant to section 225 of the Securities and Exchange Act B.E. 2535 (1992); such proceedings shall be carried out for the benefit of determining the rights to attend meetings of shareholders and the right to receive dividend payments.

10. To prepare a report “Responsibilities of the Board of Directors for the Financial Statements”, which is disclosed in the Company’s Annual Report (Form 56-2) and the Annual Disclosure (Form 56-1).
11. To monitor documents filed with the relevant supervising authorities so as to ensure that the data or items disclosed or entered are accurate according to information in the account books, registers or other documents of the Company.
12. To endorse the Charter of the Board of Directors and/or other committees.
13. To carry out other functions which exceed the powers of the Executive Committee or as deemed appropriate by the Board of Directors.

Independent Director

Board of Directors resolved to adopt the qualifications of Independent directors of the Company in accordance with the requirement of the Rules of the Capital Market Supervisory Board. In the event that the Capital Market Supervisory Board announces any change to the qualifications of independent directors, the qualifications of independent directors of the Company must comply with all the announced changes.

Qualifications of Independent directors of the Company must be follow the requirement of the Rules of the Capital Market Supervisory Board No. TOR CHOR 4/2009 title Application for and Approval of Offer for Sale of Newly Issued Shares which was announced on February 20, 2009

1. Holding not more than 1 percent of total voting shares of company or its parent company, its subsidiary company, its associate companies, its major shareholder or controlling person of the company. Including stocks held by connected persons of the Independent directors.
2. Not being or never been board member who participated in management, employee, staff, advisor who receives regular salary or a controlling person of the company, its parent company, its subsidiaries, its associated companies, same-level subsidiaries, major shareholders or controlling person of the company, except where such factor had lapsed for a period of not less than two years prior to the date of appointment as an independent director, excluding independent director who ever be government official or advisor for government service which is major shareholder or controlling person of the company.
3. Not being a person related by blood or legal registration, such as father, mother, spouse, sibling and child, including spouse of the children, management, major shareholders, controlling person, or persons to be nominated as management or controlling person of company or its subsidiaries.
4. Not having or never had a business relationship with company, its parent company, its subsidiaries company, its associated companies, its major shareholder or controlling person, in the manner that may interfere with his independent judgment, or is not or has not ever been substantial shareholder, a controlling person of any person having business relationship with company, its parent company, its subsidiaries, its associated companies, major shareholder or a controlling person of the company except the foregoing relationship has ended for more than 2 years prior to the appointment as an independent director.

The term “business relationship” aforementioned under paragraph one includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the applicant or his counterparty being subject to indebtedness payable to the other party in the amount of 3 percent or more of the net tangible assets of the company or Baht 20 million or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transactions under the Notification of capital market supervisory board Re. Disclosure of Information and Act of Listed Companies concerning the Connected Transactions mutatis mutandis. The combination of such indebtedness shall include indebtedness taking place during the course of a year prior to the date on which the business relationship with the person commences;

5. Not being or never been an auditor of the Company, its parent company, its subsidiaries, its associated companies, major shareholder or a controlling person of company and not being a substantial shareholder, a controlling person or managing partner of an audit office which employs auditors of the company, its parent company, its subsidiaries, its associated companies, major shareholder or a controlling person of the company, except where such factor had lapsed for a period not less than two years prior to the appointment as an independent director.
6. Not being or never been any professional advisor including legal or financial advisor who receives an annual service fee exceeding Baht 2 million from company, its parent company, its subsidiaries, its associated companies, major shareholder or a controlling person of the company and not being a substantial shareholder, a controlling person or partner of the professional advisor unless the foregoing relationship has ended for more than 2 years, prior to the appointment as an independent director.
7. Not being a representative of company director or its major shareholder or a shareholder who is related to company's major shareholder.
8. Not operate business had identical character and compete with the company or its subsidiaries, or not being a significant partnership or an executive director, employee, staff, advisor who receives regular salary, or not holding share more than 1 percent of total voting shares of the company which operate business had identical character and compete with the company or its subsidiaries.
9. Not having characteristic which lead to incapable of expressing independent opinions regarding company's business.

After appointed to be independent director who qualifies as stated above, such independent director may be assigned by the Board of Directors for taking part in the business decisions of the Company, its parent company, its subsidiaries, its associated companies, same level subsidiaries, major shareholder or controlling person of the company on the condition that such decision must be a collective one.

2. Subcommittees and Managing Director

Audit Committee

The Audit Committee comprised of 4 members was established to perform the functions of supporting the Board of Directors in implementing good governance, especially with respect to financial reporting procedures, internal controls, audit systems and compliance with the relevant laws and regulations.

Board of Directors Meeting No. 2/2555, held on May 10, 2012, approved the appointment of the 4 independent directors to the members of Audit Committee, as follows:

List of Audit Committee Members

	Name		Position
1.	Mr. Padoong	Techasarintr	Chairman of the Audit Committee
2.	Mr. Wanchai	Umpungart	Audit Committee Member
3.	Assoc.Prof. Nares	Kesaparakorn	Audit Committee Member
4.	Mr. Krish	Follett	Audit Committee Member

The Audit Committee holds office for a term of 1 year, between May 2012-May 2013. Mr.Padoong Techasarintr is well-informed and experienced in undertaking the review of the Company's financial standing. (See the details on his education and career background under the heading "Personal information of company directors and management members")

All members of the Audit Committee were not the company shareholders, not engages in business relationship or provided any professional service to the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest. Furthermore, they also did not serve as audit committee in its parent company, subsidiary, or same-level subsidiary.

Powers of the Audit Committee

1. To lay down collaborative measures with a view to achieving a harmonized understanding between the auditors, board of directors and internal audit units.
2. To consult specialists or advisors of the Company (if any), or to hire external advisors or specialists where necessary at the expense of the Company.
3. To have the power to call upon executive officers, the management or relevant employees of the Company to give statements or opinions as well as to attend meetings or send documents which are deemed as relevant, and also to have access to data at every organizational level.
4. To have the power to conduct an examination of relevant persons or relevant matters within the scope of powers and duties of the Audit Committee.

Duties and Responsibilities of the Audit Committee

1. To conduct reviews in order to ensure that the Company's financial reports are accurate and sufficient.
2. To conduct reviews in order to ensure that the Company has appropriate and effective internal control and internal audit systems.
3. To consider the independence of internal audit units as well as to give approvals for appointments, transfers or terminations of heads of internal audit units or other units responsible for internal audits.
4. To review the Company's compliance with the law on securities and exchange, regulations of the Stock Exchange of Thailand and laws relating to the Company's businesses.
5. To consider, select and nominate independent persons for appointment as the Company's auditors and propose the remuneration for such persons, and also to attend meetings with the auditors without the presence of the management which must be held at least once a year.
6. To scrutinize connected transactions or transactions which may contain conflicts of interests in order to ensure compliance with the law and regulations of the Stock Exchange of Thailand, as well as to ensure that such transactions are entered into reasonably and are in the best interests of the Company.
7. To prepare an Audit Committee Report which must be disclosed in the Company Annual Report. Such report must be signed by the Chairman of the Audit Committee and consist of at least the following information:
 - (a) opinion pertaining to the accuracy, completeness and reliability of the Company's financial statements;
 - (b) opinion pertaining to the sufficiency of internal controls in the Company;
 - (c) opinion pertaining to compliance with the law on securities and exchange, regulations of the Stock Exchange of Thailand or laws relating to the Company's businesses;
 - (d) opinion pertaining to the suitability of the auditor;
 - (e) opinion pertaining to transactions that could potentially give rise to conflicts of interests;
 - (f) the number of Audit Committee meetings and the meeting attendance of each Audit Committee member;
 - (g) general opinion or observation expressed by the Audit Committee in relation to the performance of functions under this Charter;
 - (h) other items deemed as necessary information for shareholders and investors generally within the scope of duties and responsibilities as assigned by the Board of Directors.
8. In the discharge of its duties, if the Audit Committee finds or is under a suspicion that the following transaction or act has been committed, which may have a substantial impact on the financial standing and operating results of the Company, the Audit Committee shall file a report to the Board of Directors in order to effect remedial actions within the period as deemed appropriate by the Audit Committee:
 - (a) transaction giving rise to a conflict of interests;
 - (b) fraud or irregularity or a significant deficiency in the internal control system;
 - (c) violation of the law on securities and exchange, regulations of the Stock Exchange of Thailand or laws relating to the Company's businesses.

If the Board of Directors or executive officers fail to carry out the remedies within the prescribed period, any



Audit Committee member may report such transaction or action to the Office of the Securities and Exchange Commission or Stock Exchange of Thailand.

9. To support and monitor the Company's implementation of an efficient risk management system.
10. To revise and amend the Charter of the Audit Committee and propose such revision or amendment to the Board of Directors for approval.
11. To perform other acts as assigned by the Board of Directors with the approval of the Audit Committee pursuant to powers under the Company Articles and the law.

In performing the above duties, the Audit Committee is directly accountable to the Board of Directors and the Board of Directors remains responsible for the Company's operations with respect to third parties.

Nominating Committee

The Nominating Committee comprised of 3 members was established to perform the functions of supporting the Board of Directors in implementing good governance with respect to the Nominating and sifting of persons with suitable qualifications to hold the position of Company Directors so as to ensure transparency in the Company's procedures in selecting such persons.

Board of Directors Meeting No. 2/2555, held on May 10, 2012, passed a resolution to appoint the members of Nominating Committee as follows:

	Name		Position
1.	Mr. Manu	Leelanuwatana	Chairman of the nominating Committee
2.	Mr. Boonsithi	Chokwatana	Nominating Committee Member
3.	Mrs.Varindr	Leelanuwatana	Nominating Committee Member

The Nominating Committee holds office for a term of 1 year, in the period May 2012-May 2013.

Powers of the Nominating Committee

1. To consult specialists or advisors of the Company (if any), or to hire external advisors or specialists where necessary at the expense of the Company.
2. To have the power to summon executive officers and relevant employees of the Company for an explanation, opinion, participation in a meeting, or the submission of documents deemed as relevant and necessary.

Duties and Responsibilities of the Nominating Committee

1. To determine rules and procedures for the Nominating of Company Directors.
2. To examine the biography and other information of persons nominated for appointment as Company Directors, taking into consideration such persons' knowledge, skills, experience and diversity of professional expertise, in order to obtaining the most qualified persons in accordance with the Nominating rules, Articles of the Company and relevant laws.
3. To consider the Nominating of persons having suitable qualifications for a Company Director for nomination to the meeting of the Board of Directors for approval, except in the event of the retirement of Company Directors at the expiration of term where a submission is made to the meeting of shareholders for approval.
4. To prepare opinions or suggestions on various matters for consideration.
5. To revise and amend the Charter of the Nominating Committee and to submit such revisions or amendments to the Board of Directors for approval.
6. To carry out any other acts as assigned by the Board of Directors.

Remuneration Committee

The Remuneration Committee comprised of 3 members was established to perform the functions of supporting the Board of Directors in the implementation of good governance with respect to considering the rules for payment and forms of remuneration for the Board of Directors so as to ensure that the Company's consideration of remuneration was carried out transparently and fairly.

Board of Directors Meeting No. 2/2555, held on May 10, 2012, passed a resolution to appoint the 3 members of Remuneration Committee as follows:

List of Remuneration Committee Members

	Name		Position
1.	Mr. Boonsithi	Chokwatana	Chairman of the Remuneration Committee
2.	Mrs. Varindr	Leelanuwatana	Remuneration Committee Member
3.	Ms. Dusadee	Soontrontumrong	Remuneration Committee Member

The Remuneration Committee holds office for a term of 1 year, in the period of May 2012-May 2013.

Powers of the Remuneration Committee

1. To consult specialists or advisors of the Company (if any), or to hire external advisors or specialists where necessary at the expense of the Company.
2. To have the power to summon executive officers and relevant employees of the Company for an explanation, opinion, participation in a meeting, or the submission of documents deemed as relevant and necessary.

Duties and Responsibilities of the Remuneration Committee

1. To determine the criteria for payment of remunerations of the Board of Directors and to submit opinions or propose amendments to such criteria to the Board of Directors with a view to achieving an appropriate distribution of remunerations.
2. To determine the remuneration limit for Company Directors, by consideration other companies in the same industry, the growth and performance of the Company, and the remuneration limit approved by the meeting of shareholders and remunerations paid in the preceding year, in order to make a proposal to the Board of Directors for consideration and submission to the meeting of shareholders for approval.
3. To consider the distribution of remuneration of Company Directors, Audit Committee members, Nominating Committee members, Remuneration Committee members and Risk Management Committee members, taking into consideration the functions, responsibilities and performance of such committees, within the limit approved by the meeting of shareholders, and making such proposals to the Board of Directors for approval.
4. To consider the remuneration of Nominating Committee members, Remuneration Committee members and Risk management Committee members (who are not Company Directors), taking into consideration the functions, responsibilities and performance of such committees, and making such proposals to the Board of Directors for approval.
5. To revise and amend the Charter of the Remuneration Committee and to submit such revisions or amendments to the Board of Directors for approval.
6. To carry out any other acts as assigned by the Board of Directors.

The Risk management Committee

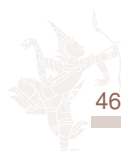
The Risk Management Committee consists of 4 members. The committee is chaired by the Independent Director. Meetings are held on a quarterly basis. A Risk Management Subcommittee has also been appointed. The Risk Management Subcommittee held meetings every month, in which deliberations were conducted on risks factors encompassing the entire organization, risk ratings, risk management approaches, and also the assignment of persons in charge of arranging for control measures and the management of risks within tolerable levels.

Board of Directors Meeting No. 2/2555, held on May 10, 2012, passed a resolution to appoint the Risk management Committee as follows:

List of Risk Management Committee Members

	Name		Position
1.	Mr. Wanchai	Umpungart	Chairman of the Risk Management Committee
2.	Mr. Supotch	Pakaworawuth	Risk Management Committee Member
3.	Mr. Suchart	Layluxsiri	Risk Management Committee Member
4.	Ms. Sunee	Kongsong	Risk Management Committee Member and Secretary

The Risk Management Committee holds office for a term of 1 year, in the period of May 2012-May 2013.



Powers of the Risk Management Committee

1. The power to invite relevant employees of the Company to provide an explanation, present an opinion, participate in a meeting or submit documents deemed as necessary and relevant.
2. To consult experts or advisors of the Company (if any) or hire external advisors or experts where necessary under the Company's expense.
3. To have the power to appoint a working group to assess and monitor risks in the entire organization.

Duties and Responsibilities

1. To determine policies, targets and plans as well as to set up a clear and continuous risk management system for the management of significant risks, and to report to the Board of Directors and communicate to the Audit Committee for acknowledgment.
2. To promote collaboration in the management of risks at all levels in the organization.
3. To oversee that the Company's risk management system is appropriate and efficient, giving significance to early warning signs and reports of irregularities.
4. To develop the entire organization's risk management system in order to ensure continual efficiency.
5. To revise and amend the Risk Management Committee Charter which would be submitted to the Board of Directors for approval.
6. To perform other tasks as assigned by the Board of Directors.

The Executive Committee

The Executive Committee, as the management, was established to perform the functions of managing the Company's businesses as assigned by the Board of Directors. It is under a duty to carry out its functions accountability, prudently, honestly and as expected of a competent person engaging in such business under the same circumstances possessing bargaining powers free from influence from the capacity of being an Executive Committee Member. The Executive Committee comprise of 9 persons appointed by the Board of Directors in the month of May after the annual general meeting of shareholders. All executive committee holds office for a term of 1 year.

Board of Directors Meeting No. 2/2555, held on May 10, 2012, passed a resolution to appoint the Executive Committee as follows:

List of Executive Committee Members

	Name		Position
1.	Mrs. Varindr	Leelanuwatana	Chief Executive Officer
2.	Mr. Supotch	Pakaworawuth	Managing Director
3.	Ms. Dusadee	Soontrontumrong	Deputy Managing Director and CFO
4.	Mr. Wichai	Suthitivanich	Advisory Director on Foreign Affairs
5.	Mr. Somphol	Chaisiriroj	Senior Vice president of Men's Wear department A
	Name		Position
6.	Mr. Suchart	Layluxsiri	Deputy Vice president of Men's Wear department B
7.	Ms. Kochakorn	Peungsiricharoen	Deputy Vice president Export and Leather Goods
8.	Ms. Siriporn	Hanudomlap	Deputy Vice president of Human Resource
9.	M.L.Sirapirom	Teeraprasert	Deputy Vice president of Organizational Strategy

Note: The Company's executive officers in the 5th and 9th order are executive officers pursuant to the definition prescribed by the Office of the Securities and Exchange Commission.

There are 2 advisors to the Executive Committee, namely Mr. Somchai Songsakdecha and Mr. Kriangsak Sripaisal. The Executive Committee holds office for a term of 1 year, in the period of May 2012-May 2013.

Powers of the Executive Committee

1. To appoint, remove, transfer, evaluate as well as to determine the remuneration and welfare benefits of employees at every levels.
2. To appoint and remove any other working committee to carry out any activity with respect to the management of the Company.
3. To consult specialists or advisors of the Company (if any), or to hire external advisors or specialists where necessary at the expense of the Company.
4. To issue rules and notifications on the performance of work, and to have the ability to delegate powers to an Executive Committee member and/or an executive-level employee as the authorized signatory for giving approval to disposals of the Company's assets.
5. To approve the acceptance or cancellation of the credit lines.
6. To approve the grant of loans to companies having business relationships with the Company as shareholders or companies engaged in trade with the Company or other companies.
7. To approve the guarantees of credit lines for companies having business relationships with the Company as shareholders or companies engaged in trade with the Company or other companies.
8. To approve investments and sales of investments in capital instruments and/or debt instruments.
9. To approve procurements and investments in fixed assets.
10. To approve the modification, demolition and writing off of fixed assets and/or intangible assets which are decommissioned, out of order, lost, damaged, deteriorated or outdated and no longer usable.
11. To approve the adjustment of price and destruction of raw materials and/or outstanding stocks that have deteriorated or become outdated, which could have an effect in reducing the book value as actually occurred.
12. To approve a settlement, dispute settlement by arbitration, filing of complaint, lawsuit and/or to participate in any legal proceedings on behalf of the Company.
13. To approve the dispatch of employees to foreign countries for work or study visits.
14. To approve transactions not part of the normal business.
15. To delegate authority to the executive-level employees of the Company or any other person to act on its behalf.
16. To have the power to summon executive officers and relevant employees of the Company for an explanation, opinion, participation in a meeting, or the submission of documents deemed as relevant and necessary.
17. To issue any other work regulations as deemed appropriate.
18. All powers of the Executive Committee stated above which involve the acquisition or disposal of assets and connected transactions shall be exercised in accordance with Notifications of the Capital Market Supervisory board.

Duties and Responsibilities of the Executive Committee

1. To propose the goals, policies, plan and annual budget to the Board of Directors.
2. To take responsibility for the management of the Company in accordance with the direction, goals and business policies of the Company.
3. To take charge in enhancing the competitiveness of the Company and to promote continual innovations.
4. To supervise the operations of the Company in accordance with the laws, objects, Articles of the Company, resolutions of the meeting of shareholders, resolutions of the Board of Directors, as well as relevant rules and regulations.
5. To supervise the preparation of financial statements, which shall be submitted to the auditor for audit and/or review prior to submission to the Audit Committee and Board of Directors respectively.
6. To consider matters submitted to the Board of Directors for approval or endorsement.
7. Executive Committee members may divide the works and responsibilities amongst themselves, in which case reports on the activities within each member's supervision must be submitted to the meeting of the Executive Committee for acknowledgement.



8. To revise and amend the Charter of the Executive Committee and to submit such revision or amendment to the Board of Directors for approval.
9. To carry out any other acts as assigned by the Board of Directors.

Managing Director

The Board of Directors, in meeting number 2/2555 on 10 May 2012, not only appointed company committees, but also appointed Mr. Supotch Pakaworawuth as Managing Director. Powers, duties and responsibilities of the Managing Director are as defined by the charter, as follows:

1. To have the power to administer the operations of the Company pursuant to policies, laws, objectives, Articles of the Company, resolutions of the meeting of shareholders, resolutions of the Board of Directors, resolutions of the Executive Committee, as well as relevant regulations and procedures.
2. To have the power to issue orders and carry out any act as necessary and appropriate in order to satisfactorily carry out the functions under article 1., and in the case of an important matter, a report shall be made and/or notice shall be given to the Board of Directors and/or the Executive Committee.
3. To have the power to issue regulations on the Company's operations, such regulations not being inconsistent with or contrary to the policies, articles, regulations, rules, orders and resolutions of the Board of Directors and/or Executive Committee.
4. To grant and/or delegate powers to other persons to perform specific tasks on behalf of the Managing Director.
5. To promote and develop adherence to good conduct, legal compliance, ethics and culture in the Company's business operations while observing good governance principles.
6. To carry out any other act as entrusted by the Board of Directors and/or Executive Committee.
7. The above powers of the Managing Director shall not be exercised in the event of the Managing Director's having a potential personal interest in or a conflict of interests of any character with the Company.

Report on the company shareholding of the Directors and Executives in Thanulux Plc. as of Dec. 31.

Name			Number of shares			
			<u>As at Dec.31,11</u>	<u>As at Dec.31,12</u>	<u>Increase (Decrease)</u>	<u>% of shares hold</u>
1	Mr. Boonsithi	Chokwatana	4,655,220	4,655,220	-	3.879
2	Mrs.Varindr	Leelanuwatana	561,760	561,760	-	0.468
3	Mr. Manu	Leelanuwatana	406,240	406,240	-	0.338
4	Mr. Supotch	Pakaworawuth	13,420	13,420	-	0.011
5	Ms. Dusadee	Soontrontumrong	433,240	433,240	-	0.361
6	Mr. Wichai	Suthitivanich	88,940	88,940	-	0.074
7	Mr. Padoong	Techasarintr	-	-	-	-
8	Mr. Wanchai	Umpungart	-	-	-	-
9	Assoc.Prof. Nares	Kesaprakorn	-	-	-	-
10	Mr. Krish	Follett	-	-	-	-
11	Mr. Somphol	Chaisiroj	70,660	70,660	-	0.059
12	Mr. Suchart	Layluxsiri	5,000	5,000	-	0.004
13	Ms.Kochakorn	Peungsiricharoen	4,000	4,000	-	0.003
14	Ms.Siriporn	Hanudomlap	55,520	55,520	-	0.046
15	M.L.Sirapirom	Teeraprasert	8,000	8,000	-	0.007
Total			6,302,000	6,302,000	-	5.252

Note: Included spouse but not included children due to becoming maturity

In 2012, the Board of Directors and executive officers, including their spouses and children who had not yet attained legal age, held shares in an aggregate proportion of 5.252%, which did not exceed the 25% threshold of the Company's issued shares. The proportion of free float shareholders was 18.42%, which was more than 15% of the total amount of issued shares.

List of Directors of Subsidiary companies :

S. Apparel Company Limited

	<u>List of Directors</u>		<u>Position</u>
1.	Mrs. Varindr	Leelanuwatana	Chairman
2.	Ms. Siriluk	Dhanasarnsilp	Managing Director
3.	Mr. Supotch	Pakaworawuth	Director
4.	Ms. Dusadee	Soontrontumrong	Director
5.	Mr. Kanokchai	Mingquanpiyakul	Director

Celebrate Wealth Company Limited

	<u>List of Directors</u>		<u>Position</u>
1.	Mr. Amnuay	Bumroongwongtong	Chairman and Managing Director
2.	Ms. Marin	Leelanuwatana	Deputy Managing Director
3.	Mrs. Varindr	Leelanuwatana	Director
4.	Ms. Dusadee	Soontrontumrong	Director
5.	Mr. Suchart	Layluxsiri	Director
6.	Mr. Supotch	Pakaworawuth	Director
7.	Ms. Yupaporn	Jearrakul	Director

T-Chamber Company Limited

	<u>List of Directors</u>		<u>Position</u>
1.	Ms. Dusadee	Soontrontumrong	Chairman
2.	Mr. Thani	Mitphan	Managing Director
3.	Mr. Supachoke	Sirichantaradilok	Director
4.	Ms. Supha	Nokmuang	Director
5.	M.L. Sirapirom	Teeraprasert	Director

3. Board and Committee Meetings

The Board of Directors, Audit Committee, Nominating Committee, Remuneration Committee, Risk Management Committee and Executive Committee have arranged a schedule of regular meetings for each respective committee one year in advance. Additional notices may be issued for special meetings, as required. Each meeting is accompanied by a clear agenda which separates items for acknowledgement and items for consideration, as well as a regular report on the Company operations. The secretary of each committee would send out notices of meetings together with the agenda and supplemental meeting documents to the directors for acknowledgement in advance in order to enable the directors to carry out adequate studies of the information prior to the meeting. In each meeting, the chairman would give opportunities to all directors to fully debate and express opinions, and to the executives to give explanations and responses to questions. Minute are recorded in writing. Minutes which have been approved by the committees are systematically archived as evidence for references and ready for inspection.

Number of meetings held in 2012:	- Shareholders meeting	total	1	time
	- Board of directors meeting	total	4	times
	- Audit committee meeting	total	12	times
	- Nominating committee meeting	total	2	times
	- Remuneration committee meeting	total	2	times
	- The Risk management committee	total	4	times
	- Executive committee meeting	total	12	times

Records of directors attending the meeting

During 2012, the Board of Directors and other committees held their meetings, whose attendance details as follows:

(Unit : Time/Year)

List of Directors		Attendance						
		General Meeting of Shareholders No.38	Directors	Audit Committee Member	Nominating Committee Member	Remuneration Committee Member	Risk Management Committee Member	Executive Committee Member
1. Mr. Boonsithi Chokwatana		1/1	4/4		2/2	2/2		
2. Mrs. Varindr Leelanuwatana		1/1	4/4		2/2	2/2		12/12
3. Mr. Manu Leelanuwatana		1/1	4/4		2/2			
4. Mr. Supotch Pakaworawuth		1/1	4/4				4/4	12/12
5. Ms. Dusadee Soontrontumrong		1/1	4/4			2/2		12/12
6. Mr. Wichai Suthitivanich		1/1	4/4					12/12
7. Mr. Padoong Techasarintr		1/1	4/4	12/12				
8. Mr. Wanchai Umpungart		1/1	4/4	12/12			**3/3	
9. Assoc.Prof. Nares Kesaparakorn		1/1	4/4	12/12				
10. Mr.Krish Follett		1/1	4/4	*10/12				
11. Mr. Somphol Chaisiroj		1/1						***9/12
12. Mr.Sopon Narongkananukul		1/1						****3/3
13. Mr.Suchart Layluxsiri		1/1					4/4	*11/12
14. Kochakorn Peungsiricharoen		1/1						*11/12
15. Ms.Siriporn Hanudomlap		1/1						12/12
16. M.L.Sirapirom Teeraprasert		1/1						12/12
17.Mr.Supachoke Sirichantaradilok		1/1	4/4					12/12
18.Ms.Sunee Kongsong							4/4	

Notes:

* On leave

** Mr. Wanchai Umpungart was appointed as Chairman of the Risk Management Committee on 10 May 2012.

*** On leave and held up by an important business

****Mr. Sopon Narongkananukul resigned from the Executive Committee on 31 March 2012. He was subsequently appointed as Advisor to the Children's Wear Department on 1 April 2012.

4. Control person

- none -

5. Details of transactions pertaining to business connections or providing of professional services between Independent Directors and the Company, parent company, subsidiary company, associate company or other juristic person which could result in a conflict of interests which the value exceeding the amount prescribed in the Notification on Application Filing and Permission to Offer New Shares

- none -

6. Historical background of the director

See the details under the heading "Personal information of company directors and management members"

7. Record of illegal activities

No director or member of the executive staff of the Company has ever been discharged, removed, retired or subject to legal proceedings as a result of fraud, bankruptcy charges, fraudulent misappropriation of property, an offence under the law on securities and securities exchange, a criminal conviction, dispute or pending a court decision on charges or lawsuits over the past 10 years.

2. The selection of the directors and executive members

Selection of the directors

The Nominating Committee will select persons having suitable qualifications by consider their qualifications and expertise in various professions, while also taking into account other qualities such as leadership, vision, morality and ethics, accompanies by transparent, accountable career records. They shall also be required not to possess any forbidden aspect specified by laws and Articles of association. The suitable persons will be nominated as company directors for reconsideration by the Board of Directors prior to submitting to the meeting of shareholders for election by the majority vote of eligible shareholders attending the meeting.

In the case where the retirement took place prior to term completion with the remaining term being not less than two months, the Board of Directors shall then be authorized to select the persons from the candidates proposed by the Nominating Committee, for further appointment as company directors, by the majority votes not less than three-fourth of the existing number of Directors. In such case, the newly-appointed directors shall hold office for the remaining term of their predecessors.

Selection of the Independent directors

With regards to the selection of persons to be appointed independent directors, the Nominating Committee shall select persons having qualifications required for independent directors prescribed by company which in accordance with the Notification by the Capital Market Supervisory Board, in addition to basic qualification requirement above.

Minority shareholders' rights

The company provided the opportunity for minority shareholder to nominate candidates to be appointed company directors, prior to the holding of shareholders' meeting, according to the criteria set forth by the company. Shareholder can find detail document at the company's website (www.thanulux.com)

Procedure to appoint Company's Directors

1. Shareholder shall have one vote for one share.
2. Each shareholder must use all of the votes he or she has under 1. to elect one or several persons to be director and must not allot his or her votes to any person in any number.



3. The persons having the highest number of vote to the lower one shall be elected as the directors equal to the number of directors elected by the shareholders' meeting. The president shall have a casting vote in case of elected director having descended scores is more than the number of wanted director.

Selection of the Executive Officers

1. The management carries out the duty of selecting persons with suitable qualifications for proposal to the Board of Directors for approval of their appointment as executive officers in the Executive Committee.
2. The appointment of other executive officers not also being members of the Executive Committee shall be carried out jointly by the executive officer in the relevant line of operation and the Personnel Department submitting nominations for appointment by the Managing Director or Chairman of the Executive Committee.

Number of Directors Appointed from Major Shareholders in Each Group

- none -

3. Remuneration of Directors and Executive Officers

Monetary Remuneration

Directors Remuneration

The Remuneration Committee performs the duties of determining the limit and criteria for determination of remunerations for Directors after taking into account other companies in the same industry, business expansion and growth of the Company's operations, as well as the powers, duties, responsibilities and performance of Directors. Remunerations are fixed as meeting allowances and annual fee. The determinations are then proposed to the Board of Directors for consideration before submission to the general shareholders' meeting for final approval of the remunerations limit. The 38th Ordinary Meeting of Shareholders on 24 April 2012 approved Directors' remuneration limit in the amount not exceeding Baht 9 million per year, as follows:

1. Performance of Directorial duties
 - 1.1 Meeting Allowance paid to attending directors for Chairman at Baht 10,000 per meeting , Director at Baht 8,000 each per meeting.
 - 1.2 Annual Remuneration (Gratuity) paid to every director
2. Performance of Audit Committee duties
 - 2.1 Monthly meeting allowance paid to attending directors for Chairman at Baht 10,000 per meeting, Director at Baht 8,000 each per meeting.
 - 2.2 Quarterly meeting allowance paid to attending directors for Chairman at Baht 60,000 per meeting, Director at Baht 30,000 each per meeting.
3. Performance of Nominating Committee and Remuneration Committee allowance shall be paid to attending directors for Chairman at Baht 10,000 each per meeting, Director at Baht 8,000 each per meeting.
4. Performance of Risk Management Committee allowance shall be paid to attending directors for Chairman at Baht 6,000 per meeting, Director at Baht 5,000 each per meeting.

The determination was effective as from the date of approval by the ordinary shareholders' meeting until further change. The amount of remunerations paid must not exceed the limit approved by the ordinary meeting of shareholders.

In 2012, the Company paid the amount of Baht 1,327,000 in meeting allowances and Baht 6,850,000 as annual fees, or a total of Baht 8,177,000.

Monetary remuneration detail for Board of Directors and Sub-Committee in 2012-2011

(Unit: Baht)

Detail	2012		2011	
	Meeting allowance	Annual Remuneration	Meeting allowance	Annual Remuneration
Board of Directors	328,000.00	6,850,000.00	320,000.00	5,600,000.00
The Audit Committee	856,000.00	-	788,000.00	-
Nominating Committee	52,000.00	-	52,000.00	-
Remuneration Committee	52,000.00	-	52,000.00	-
Risk Management Committee	39,000.00	-	6,000.00	-
Total	1,327,000.00	6,850,000.00	1,218,000.00	5,600,000.00

Monetary remuneration of Subsidiary companies in 2012-2011

Subsidiary companies	Remuneration	
	2012	2011
S. Apparel Company Limited	150,000.00	120,000.00
Celebrate Wealth Company Limited	-	-
T-Chamber Company Limited	-	-

Executive Remuneration

Executive remuneration is determined by the Board of Directors in accordance with the rules and policies of the Company. Account is taken of the Company's performance results, individual responsibilities and performances. Remunerations are paid in the form of salaries, meeting allowances, bonuses and retirement benefits, as follows:

Remunerations	2012		2011	
	Persons	Amount (Baht)	Persons	Amount (Baht)
Salaries and others except Meeting allowance	9	34,454,197.00	6	31,309,391.00
Meeting allowance	9	530,000.00	6	330,000.00
Total		34,984,197.00		31,639,391.00

Other Remuneration

The Company does not have a policy of paying remuneration other than contributions to the registered provident fund. An executive officer who is a subscriber to the fund receives a monthly contribution to the fund at the rate of 3 - 5 percent of wages. The subscriber also deposits savings at the same rate. Upon the expiration of the subscription, the subscriber will receive the savings and contribution as well as the net average return in accordance with the fund's terms and conditions.

Executive directors and first four executive officers who are subordinate to the manager and all executive officers of an equivalent level to the fourth officer receive remuneration in the form of contributions to the provident fund.

In 2012	9 persons	amount Baht	0.22	Million
In 2011	6 persons	amount Baht	0.13	Million

4. Supervision the use of inside information

The policy of inside information use

The Company has set up a specific obligation to prevent Executives and officers who have access to inside information are required to report the acquisition and disposal of Company securities and are prohibited from exploiting personal interest from inside information prior to public disclosure of such information.

The Prevention Approach.

In the 1 month period prior to financial disclosure, the Company prohibits executives/employees who have access to inside information from disposing or acquiring Company securities.

The Punishment.

Executives and officers who have access to inside information. If any violate will be treated as a disciplinary offence under the work regulations of the Company.

5. Personnel

Total employees of the Company as of December 31,

	2012			2011		
	Administration Department	Production Department	Total	Administration Department	Production Department	Total
Bangkok-Head Office	374	939	1,313	355	862	1,217
Bangplee	27	-	27	-	-	-
Lamphun	24	1,030	1,054	21	788	809
Kabinburi	23	828	851	20	908	928
Total	448	2,797	3,245	396	2,558	2,954

Labour disputes over the previous 3 year period: none.

Overall remuneration for employees.

the overall remuneration respectively, comprising of salaries, Over time, Allowance, bonuses, contributions to the mutual fund, retirement expense and other revenue.

In 2012 Baht 628.07 million

In 2011 Baht 565.77 million

Information on the Board of Directors and Executive

Thanulux Public Company limited has 10 members of the Board of Directors (No. 1 to No.10) and has 5 Executive (No.11 to No.15) as follows:

Shareholders structure.

1. Mr. Boonsithi Chokwatana (Age 75 years)

Advising Director	(Authorized Director)										
% Share hold	3.88%										
Family relationship between directors	None										
Education	Honoraris Doctor Degrees Business Administration <ul style="list-style-type: none"> - Burapha University - Thammasat University - National Institute of Development Administration - University of the Thai Chamber of Commerce Engineering - Khon kaen University Law - Waseda University Science(Textiles and Garment) - Rajamangala University of Technology Krungthep										
Experiences											
Listed Companies	<table> <tr> <td>May 2010 - Present</td><td>Honorary Chairman Saha Pathanapibul Plc.</td></tr> <tr> <td>1972 - Present</td><td>Chairman Thai President Foods Plc.</td></tr> <tr> <td>1973 - Present</td><td>Director Saha Pathana Inter-Holding Plc.</td></tr> <tr> <td>1991 - Present</td><td>Vice Chairman I.C.C. International Plc.</td></tr> <tr> <td>2002 - Present</td><td>Director Sahacogen (Chonburi) Plc.</td></tr> </table>	May 2010 - Present	Honorary Chairman Saha Pathanapibul Plc.	1972 - Present	Chairman Thai President Foods Plc.	1973 - Present	Director Saha Pathana Inter-Holding Plc.	1991 - Present	Vice Chairman I.C.C. International Plc.	2002 - Present	Director Sahacogen (Chonburi) Plc.
May 2010 - Present	Honorary Chairman Saha Pathanapibul Plc.										
1972 - Present	Chairman Thai President Foods Plc.										
1973 - Present	Director Saha Pathana Inter-Holding Plc.										
1991 - Present	Vice Chairman I.C.C. International Plc.										
2002 - Present	Director Sahacogen (Chonburi) Plc.										
Non Listed Companies	Being director of 34 companies										
Competitive Business related to Company's Business	None										
Course training of Thai Institute of Directors Association (IOD)	<ul style="list-style-type: none"> - Director Accreditation Program (DAP) 3/2003 - Director Certification Program (DCP) 68/2005 										



2. Mrs.Varindr Leelanuwatana (Age 66 years)

Chairman and Chief Executive Officer	(Authorized Director)
% Share hold	0.47%
Family relationship between directors	Mr.Manu Leelanuwatana's wife
Education	Bachelor of Economics-Money and Banking, Thammasat University
Experiences	
Listed Companies	At the moment, not being director of any other listed companies
Non Listed Companies	Being director of 10 companies
Competitive Business related to Company's Business	
	Thai Monster Co.,Ltd. : Garment manufacturing
	Thai Takaya Co.,Ltd. : Garment manufacturing
	Champ Ace Co.,Ltd. : Garment manufacturing
	Total Way Image Co.,Ltd. : Leatherware manufacturing
Course training of Thai Institute of Directors Association (IOD)	
	- Director Accreditation Program (DAP) 3/2003
	- Director Certification Program (DCP) 68/2005
	- Board and CEO Assessment 2/2003

3. Mr. Manu Leelanuwatana (Age 67 years)

Director	(Authorized Director)
% Share hold	0.34%
Family relationship between directors	Mrs.Varindr Leelanuwatana's husband
Education	Bachelor of Mechanical Engineering, Chiba University, Japan
Experiences	
Listed Companies	
	1973 - Present Chairman Thai Wacoal Plc.
	1976 - Present Chairman Textile Prestige Plc.
	1987 - Present Director O.C.C. Plc.
	2004 - Present Director I.C.C. International Plc.
	2007 - Present Director Saha Pathana Inter-Holding Plc.
Non Listed Companies	Being Director of 28 Companies
Competitive Business related to Company's Business	
	Thai Takaya Co.,Ltd. : Garment manufacturing
	Thai Gunze Co.,Ltd. : Garment manufacturing
Course training of Thai Institute of Directors Association (IOD)	
	- Director Accreditation Program (DAP) 3/2003
	- Director Certification Program (DCP) 68/2005

4. Mr. Supotch Pakaworawuth (Age 55 years)

Managing Director	(Authorized Director)
% Share hold	0.01%
Family relationship between directors	None
Education	Master of Business Administration, National Institute of Development Administration
Experiences	
Listed Companies	At the moment, not being director of any other listed companies
Non Listed Companies	Being director of 4 companies
Competitive Business related to Company's Business	Thai Takaya Co.,Ltd. : Garment manufacturing
Course training of Thai Institute of Directors Association (IOD)	- Director Accreditation Program (DAP) 3/2003 - Director Certification Program (DCP) 46/2004 - Finance for Non-Finance Directors 12/2004

5. Ms. Dusadee Soontrontumrong (Age 64 years)

Deputy Managing Director and CFO	(Authorized Director)
% Share hold	0.36%
Family relationship between directors	None
Education	- Higher Education Certificate in Accounting Kerk College - Mini MBA of Economic, Chulalongkorn University
Experiences	
Listed Companies	At the moment, not being Director of any other listed companies
Non Listed Companies	Being director of 6 companies
Competitive Business related to Company's Business	Total Way Image Co.,Ltd. : Leatherware manufacturing
Course training of Thai Institute of Directors Association (IOD)	- Director Accreditation Program (DAP) 8/2004 - Director Certification Program (DCP) 42/2004

6. Mr. Wichai Suthitivanich (Age 61 years)

Advisory Director on Foreign Affairs	(Authorized Director)
% Share hold	0.07%
Family relationship between directors	None
Education	Master of Business Administration, Conferred University of West Los Angeles School of Business, U.S.A.
Experiences	
Listed Companies	At the moment, not being director of any other listed companies
Non Listed Companies	Being director of 2 companies
Competitive Business related to Company's Business	Total Way Image Co.,Ltd. : Leatherware manufacturing
Course training of Thai Institute of Directors Association (IOD)	- Director Accreditation Program (DAP) 8/2004 - Director Certification Program (DCP) 42/2004



7. Mr. Padoong Techasarintr (Age 72 years)

Independent Director and Chairman of Audit Committee

% Share hold	None
Family relationship between directors	None
Education	B.A. (Accounting), B.A. (Commerce), Thammasat University
Experiences	
Listed Companies	<p>1991 - Present Independent Director and Audit Committee Member Thai Nam Plastic Plc.</p> <p>1999 - Present Independent Director and Chairman of Audit Committee Textile Prestige Plc.</p> <p>1999 - Present Independent Director and Audit Committee Member CP All Plc.</p> <p>2003 - Present Independent Director and Audit Committee Member Kulthorn Kirby Plc.</p> <p>2006 - Present Independent Director and Chairman of Audit Committee Lanna Resources Plc.</p>
Non Listed Companies	Being director of 2 companies
Competitive Business related to Company's Business	None
Course training of Thai Institute of Directors Association (IOD)	<p>- Director Accreditation Program (DAP) 4/2003</p> <p>- Director Certification Program (DCP) 55/2005</p> <p>- The Role of Chairman Program (RCP) 6/2001</p> <p>- Audit Committee Program (ACP) 22/2008</p>

8. Mr. Wanchai Umpungart (Age 65 years)

Independent Director and Audit Committee Member

% Share hold	None
Family relationship between directors	None
Education	Master of Management Sasin Graduate Institute of Business, Administration of Chulalongkorn University
Experiences	
Listed Companies	<p>2002 - Present Independent Director and Audit Committee Member Muramoto Electron (Thailand) Plc.</p> <p>2005 - Present Independent Director and Chairman of Audit Committee Lohakit Metal Plc.</p> <p>2005 - Present Independent Director and Chairman of Audit Committee Saha Pathana Inter-holding Plc.</p>
Non Listed Companies	Being director of 1 company
Competitive Business related to Company's Business	None
Course training of Thai Institute of Directors Association (IOD)	<p>- Director Accreditation Program (DAP) 35/2005</p> <p>- Director Certification Program (DCP) 102/2008</p>

9. Assoc.Prof. Nares Kesaparakorn (Age 54 years)
Independent Director and Audit Committee Member

% Share hold	None
Family relationship between directors	None
Education	Master of Laws, majoring in Securities Law, University of Georgia, U.S.A.
Experiences	Present : Associate Dean for Planning and Development School of Law, National Institute of Development Administration
Listed Companies	2006 - Present Independent Director Thai Wacoal Plc.
Non Listed Companies	Being Audit Committee Member of 1 company
Competitive Business related to Company's Business	None
Course training of Thai Institute of Directors Association (IOD)	- Director Accreditation Program (DAP) 52/2006 - Director Certification Program (DCP) 77/2006 - Audit Committee Program (ACP) 12/2006 - Understanding the Fundamental of Financial Statements (UFS) 1/2006 - Finance for Non-Finance Director 28/2006 - Monitoring the system of Internal Control and Risk Management (MIR) 5/2009 - Chartered Director Class (CDC) 5/2009 - The Board's Role on Fraud Prevention and Detection 1/2010

10. Mr. Krish Follett (Age 63 years)
Independent Director and Audit Committee Member

% Share hold	None
Family relationship between directors	None
Education	- Master of Commerce (Business Administration), Thammasat University - Advanced Management Program, Harvard Business School BOSTON, USA.
Experiences	2008 - 2009 Assistant Governor, Bank of Thailand 2004 - 2008 Senior Director, Internal Audit Department, Bank of Thailand
Listed Companies	2010 - Present Independent Director and Chairman of Audit Committee Property Perfect Plc. 2012 - Present Independent Director and Chairman of Risk management Committee, Thai Wacoal Plc. 2012 - Present Independent Director and Chairman of Audit Committee Thoresen Thai Agencies Plc.
Non Listed Companies	At the moment, not being director of any other non listed companies
Competitive Business related to Company's Business	None
Course training of Thai Institute of Directors Association (IOD)	- Director Certification Program (DCP) 149/2011



11. Mr. Somphol Chaisiriroj (Age 55 years)

Executive committee member and Senior Vice president of Men's Wear department A

% Share hold	0.06%
Family relationship between directors	None
Education	Master of art, Ohio University, U.S.A.
Experiences	
Listed Companies	2009 - Present Director and Vice President Division C I.C.C.International Plc.
Non Listed Companies	Being director of 6 companies
Competitive Business related to Company's Business	None
Course training of Thai Institute of Directors Association (IOD)	- Director Accreditation Program (DAP) 3/2003 - Director Certification Program (DCP) 68/2005

12. Mr. Suchart Layluxsiri (Age 47 years)

Executive committee member and Deputy Vice president of Men's Wear department B

% Share hold	0.004%
Family relationship between directors	None
Education	Master of Business Administration , Bangkok University
Experiences	
Listed Companies	At the moment, not being director of any other listed companies
Non Listed Companies	Being director of 1 company
Competitive Business related to Company's Business	None
Course training of Thai Institute of Directors Association (IOD)	- Director Certification Program (DCP) 154/2011

13. Ms. Kochakorn Peungsiricharoen (Age 60 years)

Executive committee member and Deputy Vice president Export and Leather Goods

% Share hold	0.003%
Family relationship between directors	None
Education	Bachelor of Education, Ramkhamhaeng University
Experiences	
Listed Companies	At the moment, not being director of any other listed companies
Non Listed Companies	Being director of 1 company
Competitive Business related to Company's Business	Total Way Image Co.,Ltd. : Leatherware manufacturing
Course training of Thai Institute of Directors Association (IOD)	None

14. Ms. Siriporn Hanudomlap (Age 59 years)

Executive committee member and Deputy Vice president of Human Resource

% Share hold	0.046%
Family relationship between directors	None
Education	Master of Public and Private Management, National Institute of Development Administration
Experiences	
Listed Companies	At the moment, not being director of any other listed companies
Non Listed Companies	Being director of 2 companies
Competitive Business related to Company's Business	
	Thai Gunze Co., Ltd. : Garment manufacturing
Course training of Thai Institute of Directors Association (IOD)	
	- Director Certification Program (DCP) 154/2011

15. M.L.Sirapirom Teeraprasert (Age 49 years)

Executive committee member and Deputy Vice president of Organizational Strategy

% Share hold	0.006%
Family relationship between directors	None
Education	Doctor of business administration, Ramkhamhaeng University
Experiences	
Listed Companies	At the moment, not being director of any other listed companies
Non Listed Companies	Being director of 1 company
Competitive Business related to Company's Business	None
Course training of Thai Institute of Directors Association (IOD)	
	- Director Certification Program (DCP) 150/2011



Business Description

Background

The Company was founded on June 23, 1975 under the intent of Chairman Mr. Boonsithi Chokwatana to develop clothing for Thai men. Initially, the registered capital was Baht 3.0 million, and there were only 75 employees at the time. All founders and shareholders were Thai. The business undertaken was the manufacture of finished garments under the trademark "ARROW" for distribution in department stores via a distributor company. The Company's distribution channel was subsequently expanded to foreign markets. The diversity of menswear products was increased, including products such as stretched shirts, trousers, nightwear and leather products. The Company's product line was later extended to children's and ladies' fashion products under licensed international trademarks such as Guy Laroche, absorba and Daks and Company own-brands such as MIX-SELF, la femme and LOUIS FONTAINE

On July 21, 1987, the Company's securities were listed in the Stock Exchange of Thailand with the original shareholders diluting their shareholding for distribution to the public. On 9 May 1994, the Company was converted to a public limited company. At present, the Company has a registered capital of Baht 120 million at a par value of Baht 1 per share.

Business Overview

The Company is a producer and distributes of finished garments and leather products under licensed international trademarks and Company own-brands. The proportion of domestic to foreign distributions is 70:30.

Domestic distribution is undertaken through I.C.C. International Public Company Limited, being the major distributor, while international distributions are achieved through direct sales to customers overseas, such as in the United States of America, Europe, Asia and Japan.

The Company has 3 subsidiaries, namely

1. S. Apparel Company Limited
 - Undertakes the business of producing finished garments under customer' trademarks for export, to Japan, United States of America and Europe.
 - The office and factory are situated at no. 4/2, Moo 8, Bangna-Trad Road, Km.18, Tambon Bangchalong, Amphoe Bangplee, Samut Prakarn Province.
2. Celebrate Wealth Company Limited
 - Undertakes the business of distributing fashion goods, manufactured by Thanulux Public Company Limited ,such as leather goods "lollipops" men's wear "Itch" children wear "CADEAU" men's wear "Erawon" ladies wear "cami cetta" , "BARONESS" and Green Living Products "SRIDA" In addition, "Cache Cache" women's clothing and accessories are also imported.
 - The office is situated at no. 129/1, Chongnonthri Road, Chongnonthri Sub-district, yannawa district, Bangkok.
3. T-Chamber Company Limited
 - Undertakes the business of distributing the religious robe "Thammarat" and dharma practice kit "Thammasorn", manufactured by Thanulux Public Company Limited.
 - The office is situated at no. 129/1, Chongnonthri Road, Chongnonthri Sub-district, yannawa district, Bangkok.

The Policies of Operations for companies within the Group

Thanulux Public Company Limited receives purchase orders from foreign customers before hiring S.Apparel Company Limited to supply goods which are subsequently exported by Thanulux Public Company Limited directly.

Thanulux Public Company Limited is the manufacturer and supplier of goods to distributors, namely Celebrate Wealth Company Limited and T-Chamber Company Limited, for distribution to departmental stores and other distribution channels.

Shareholding structure of Company's group

	Subsidiary Companies	% of Shareholding	Type of business
1	S. Apparel Co. Ltd.	80.00	Garment Manufacturing
2	Celebrate wealth Co. Ltd.	86.00	Distributing Fashion Goods
3	T-Chamber Co. Ltd.	99.99	Distributing religious robe and dharma practice kit

Cross-Shareholding

The Company has a cross-shareholding structure but such cross-shareholding does not create any conflict or inconsistency with the rules provided under the Notification of the Capital Market Supervisory Board No. TorChor 28/2551 Re: “Application for and Approval of Offer for Sale of Newly Issued Shares”, clause 14.

Cross-Shareholding as at December 31, 2012

Name of Company	Proportion of Shareholding (%)	
	Company's Shareholding in Other Company	Other Company's Shareholding in the Company
1. Shareholdings exceeding 50%		
(a) Other company holding more than 50% of the Company's shares; the Company must not have cross-shareholding in the other company.	-	-
(b) The Company holding more than 50% of shares in other companies; the other company must not have cross-shareholding in the Company.	-	-
(c) The Company holding more than 50% of shares in 2 or more other companies; such other companies must not have cross-shareholdings amongst themselves.		
1. S. Apparel Company Limited	80.00	-
2. Celebrate Wealth Co., Ltd.	86.00	-
3. T-Chamber Company Limited	99.99	-
All companies are subsidiary companies, and the three subsidiary companies do not have cross-shareholding amongst themselves.		
2. Shareholdings exceeding 25% but not exceeding 50%		
(a) Other company holding more than 25% but not more than 50% of the Company's shares; the Company's cross-shareholding in the other company must not exceed 10%.	-	-
(b) The Company holding more than 25% but not more 50% of other company's shares; the other company's cross-shareholding in the Company must not exceed 10%.	-	-
3. Shareholdings not exceeding 25% *		
(a) Other company holding not more than 25% of the Company's shares; the Company's cross-shareholding in the other company must not exceed 25%.		
* 1. Saha Pathana Inter-Holding Public Company Limited	0.68	23.517
2. I.C.C. International Public Company Limited	3.44	10.256
(b) The Company holding not more than 25% of other company's shares; the other company's cross-shareholding in the Company must not exceed 25%.		
* 1. Thai Monster Company Limited	19.00	0.03

Remark: * Data only shown for companies with cross-shareholding.

Revenue Structure

Divided by the Company and Subsidiary Companies							(Unit: Baht million)	
Product	Operated By	% of Shareholding	2012	%	2011	%	2010	%
Fashion Goods	Thanulux Pcl.	-	2,324.66	87.86	2,109.58	85.86	1,808.49	86.97
Fashion Goods	S. Apparel Co. Ltd.	80.00	134.33	5.08	238.77	9.72	201.66	9.70
Fashion Goods	Celebrate wealth Co. Ltd.	86.00	154.62	5.85	97.11	3.95	63.79	3.07
Fashion Goods	T-Chamber Co. Ltd.	99.99	32.14	1.21	11.53	0.47	5.50	0.26
Total Sales Revenue			2,645.75	100.00	2,456.99	100.00	2,079.44	100.00

Divided into Sources of Revenue							(Unit: Baht million)	
Product	Sales Revenue		2012	%	2011	%	2010	%
Fashion Goods	Domestic		1,807.33	68.31	1,542.15	62.77	1,291.87	62.13
Fashion Goods	Export		838.42	31.69	914.84	37.23	787.57	37.87
Total Sales Revenue			2,645.75	100.00	2,456.99	100.00	2,079.44	100.00

Product Description

The Company's products may be divided into 2 categories, as follows:

Finished Garments

The finished garment products of the Company feature customer groups comprising of men, ladies and children. The products consist of shirts, knits, trousers, jeans, suits, jackets, nightwear, underwear, neckties, handkerchiefs, scarves, maternity wear, swimwear, sportswear and socks carrying the trademarks ARROW, EXCELLENCY, GETAWAY, COOL, Guy Laroche, Guy Guy Laroche, DAKS, ELLE HOMME, bsc ex, HORNBILL, ICON, itch, POSITIF, MIX-SELF, la femme, MORGAN, cami cetta and BARONESS for men and ladies. As for children's products, the Company manufactures and distributes garments for newborn infants to 8 year-olds. In addition, there are also diapers, bedding, shoes, socks, dolls and accessories for infants carrying the trademarks absorba and CADEAU.

Leather Goods

This category consists of goods for men and ladies, comprising of wallets, handbags and belts carrying the trademarks ARROW, EXCELLENCY, GETAWAY, Guy Laroche, Guy Guy Laroche, JEAN LOUIS SCHERRER, DAKS, LOUIS FONTAINE, bsc, MORGAN and lollipops.

Apart from the manufacture and distribution of products carrying the above trademarks, the Company also manufactures various products carrying trademarks of foreign customers for export, as well as the manufacture of uniforms, the religious robe "Thammarat", the "Thammasorn" meditation attire, and Green Living Products "SRIDA"

Company Revenue Structure

Thanulux Public Company Limited						(Unit : Million Baht)	
Sales Revenue	2012	%	2011	%	2010	%	
- Finished garments	1,536.78	64.16	1,339.42	62.26	1,183.70	64.41	
- Leather goods	858.55	35.84	812.03	37.74	654.10	35.59	
Total	2,395.33	100.00	2,151.45	100.00	1,837.80	100.00	

Significant Changes and Activities in the Previous Annual Period

Product Research and Development

Free Stain Release

Men's underwear innovation under the Guy Laroche brand

Innovative fabric conditioners are used to “prevents stains from embedding in fabric fibers” thereby allowing ease of washing whilst also extending the fabric life and adding a fresh and gentle feel.

Fabric conditioners are environmentally friendly and do not leave any residue. They are safe and do not cause any skin irritation to the wearer.



Silky Plus

Children's Wear Innovation Under absorba Brand

The innovative Cotton Pima thread is the best cotton available and a world class product. The thread's properties include greater length, resilience and elaborateness when compared to other cottons generally. Fibers are spun into threads and specially processed using the most modern technology resulting in naturally smooth and shine without the need to apply any chemicals. The fabric produced from these threads therefore also boasts smoothness and shine regardless of the number of times used.



Ultimate Cotton

DAKS has invented the innovation “Ultimate Cotton” to satisfy the yearnings of high-end consumers. This innovation is produced domestically and has created added-value to goods.

Ultimate Cotton has been developed through a selection of high quality cotton fibers which are spun into exceptionally thin and elaborate threads. The threads are woven into fabric for the production of premium quality shirts. As a result of the collaborations between plants in the Supply Chain Group (Saha Content), we were able to achieve outstanding quality, detailed, smooth, light and fresh fabric with perceptible comfort and aesthetics characteristic of this high quality fabric.

Marketing and Competition

Domestic Market

Industrial and Competitive Trends

Competition will intensify as we enter the ASEAN Economic Community in 2015. There will be an increase in imports of branded goods and medium to low end goods for distribution in the country, raising a battle for market share. The Company is focused on surveying consumer behaviors and needs in the search for business opportunities, and the creation of innovations ranging from raw materials to finished products which are differentiable from other competitors. These undertakings are essential for competition, along with improvements in production efficiency to enhance competitiveness.

Marketing Strategy

The Company employs a marketing strategy which focuses on creating satisfaction for target customer groups, as follows:

1. Product Strategy In regard to the products, emphasis has been given to research and development on the quality of products. The process begins from the selection of raw materials, product design and intricate and standardized sewing which creates satisfaction and optimally meets the demands of customers measured through regular market tests and consumer research. In the preceding year, a new innovative product was introduced,

- Easy Clean & Easy Care shirts
- Knit on Shirt, the use of stretched fabric tailored in the form of shirts under the trademark "Guy Laroche"
- Jacket 2 in 1 Reversible, a jacket which can be worn reversibly under the trademark "Guy Laroche",

"Guy Guy Laroche" and "DAKS".

- Function & Fashion, shirts which may be worn as suit & jacket, an added function for a fashionable garment.
- Two Face, shirts having different patterns on two sides, a differentiating characteristic for the product under

the trademark "ARROW"

- LIGHT SHIRT & LIGHT JACKET and NON IRON SHIRT are COOL BIZ products conceived under the concept of energy conservation and reduction of greenhouse emissions where thin fabric is used as the raw material to promote better ventilation and ease of ironing or eliminating the need to iron; this product carries the trademark "ARROW" and "Guy Laroche"

- SILKY YARN uses the Cotton Prima fibers which are longer and more resilient than cotton generally spun into threads without chemical conditioning. When used in production, the fabric obtained would have shine and smoothness, giving a gentle and soft touch even after several washes. The material is thus applied to children's wear under the trademark "absorba".

- Laser is used in the design of pattern on leather and manufactured into goods. This technique creates a uniqueness under the trademark Guy Laroche.

- Pattern on leather are designed by a mini roller under the trademark Guy Laroche.

2. Pricing Strategy The Company applies a pricing strategy consistent with the quality and value of its products, as well as the expansion of product pricing to incorporate a wide range of target customer groups. Prices have been set at premium levels for International Brands and extend to mid and low levels for House or Private Label Brands so as to ensure customer satisfaction in products and services that are commensurate with the prices paid.

3. Distribution Strategy The Company and distributors have collaborated in enhancing knowledge on both products and services to sales assistants to ensure customer satisfaction in recommendations made by sales assistants. Visual Merchandising Display is also applied to display the artistic value of products and effectively communicate the conceptual thinking behind products to customers. In addition, the Company applies the Quick Response Marketing/Merchandising System (QRMS) to its market planning of products in order to respond to consumer needs.

4. Sales Promotion Strategy As regards sales promotion, focus has been given to advertising to enhance the brand image of products and to introduce new products through various media, such as advertisements on television, magazine, newspapers, internet, catalogue, brochure and fashion shows. In addition, the Company also joined the distributor in launching marketing campaigns, for example

- Brand ARROW launched the campaign "ARROW Handsome 2012" in the search for a Brand Presenter
- Brand Guy Laroche launched the campaign "Luck Over the Horizon Season 3, Episode: Paris Memories by Guy Laroche". Lucky winners consisting of 5 couples were flown to Paris, France
- Brand Guy Laroche launched a contest for talented women under the project "Guy Laroche Model Search 2012"
- Brand Guy Guy Laroche launched the campaign U-Guy Season 3 to select an undergraduate student having good personalities and living a Guy Guy Laroche lifestyle to assume the role of Presenter Brand Guy Guy Laroche

- Brand absorba launched the "Star talent 2012 let 's party" to provide an opportunity for children to express their potentials and to encourage family activities.
- Brand DAKS organised an Exclusive Trip to DAKS London Fashion Week Spring/Summer 2013. Participants consist of members of the media who were brought to a fashion show in London, England, the birthplace of DAKS brand, as a way of conferring complete knowledge on DAKS goods.

Target Customer Groups The Company manufactures products for several consumer groups. The product concepts of many brands have been distinctively designed for each consumer group, such as business group, teenage group, etc.

Distribution and Distribution Channels

1. The Company appoints distributors for the dissemination of goods to department stores, or Modern Trade.
2. Goods are distributed through Factory Outlets.
3. Direct sales to customers are made through hire contracts for the production of uniforms for private companies, financial institutions, government agencies and state agencies.

Foreign Markets

Industrial and Competitive Trends

In 2012, the clothing manufacturing industry (finished garments) contracted from 2011 by 9.20 percent due to a multitude of risk factors, ranging from the economic slowdown in principal export markets such as the United States of America and the European Union, together with fluctuations in cotton prices, which are the main raw materials used for manufacture, and appreciation of the Thai Baht in the latter half of the year as against the US dollar. These factors have affected purchase orders for textiles and garments.

Predictions for manufacturing in exports for 2013 are expected to be stable after having regard of negative factors such as uncertainties in the global economy as well as the debt crisis in the European Union, which are factors affecting the confidence of the business sector and consumers. Positive factors taken into account include the ASEAN market, which is expected to grow at a satisfactory rate, and emerging markets in BRIC (Brazil, Russia, India and China), which are key markets driving world economic growth.

Marketing Strategy

1. Product Strategy The emphasis is on high quality products and the development of product design with admirable aesthetic qualities and keeping in trend with the ever dynamic fashion movements to meet customer demands. In the previous year, as a way of targeting additional customers in the ASEAN market, the Company held an "IN HOUSE EXHIBITION" to give customers in the said group an opportunity to visit and admire products offered by company.

2. Pricing Strategy The Company applies a pricing policy to enhance competitiveness in markets of the same level.

3. Sales Promotion Strategy The Company employs a proactive marketing strategy in cooperation with other companies in the Saha Group. The Saha Group Trade Fair has been organized every year, with an especially large turnout of trading partners, both domestic and foreign, in the previous year. In addition, the Company also participated in a trade fair organized by the Department of Export Promotion, such as the Mipel Fair in Milan, Italy, APLF (Asia Pacific Leather Fair) in Hongkong, China, and Biff+Bill (Bangkok International Fashion Fair + Bangkok International Leather Fair) as well as foreign trips to explore new markets, meet customers and acquire new customers.

Customer Description The Company's customers comprise of distributors and trademark owners from various countries, such as the United States of America, Europe, Japan, Singapore and Malaysia.

Competitiveness

The Company is confident of its ability to maintain competitiveness after having regard to the following factors.

1. The Company has distributors who show strength in sales and marketing as well as good relationship with department stores.
2. The Company has Leader Brand products, both domestic and international, such as ARROW, Guy Laroche, DAKS, ELLE HOMME and absorba.
3. The Company has domestic and foreign trade allies who support the Company's principal businesses in terms of raw materials, techniques and production technology, as well as news and information and changing fashion trends.
4. The Company has raw material and product research and development units which regularly develop modern forms of raw materials and products characterizing superior quality according to market demands.
5. The Company has installed the international quality standard control system ISO9001, operating alongside an internal monitoring working group which conducts continual checks to secure confidence in the quality of the Company's product.
6. The Company has complied with Thai Labor Standards which has resulted in the excellent morale and motivation of employees.



Risk Factors

Risk management is an important factor which will assist an organisation in achieving its objectives and goals and thereby creating sustainable value for the organisation, shareholders and stakeholders.

The Company has attached significance to risk management of the organisation. The Board of Directors has therefore applied risk management procedures as tools for managing various risk factors which may affect the organisation's goals. A risk management committee has been appointed, consisting of 4 members chaired by an audit committee member, meeting on a quarterly basis. A Risk management subcommittee has also been appointed to consider all risks concerning the organisation, prioritize risks, determine approaches to risk management as well as designate persons responsible for providing measures to control and maintain risks at acceptable levels. The subcommittee holds monthly meetings. The significant risks may be summarised as follows.

Market and Competition Risks

1. Risks stemming from the economic crises in Europe and the United States of America. The Company has mitigated these risks by designating a person responsible for continually monitoring and assessing the situation, including finding new customers in the ASEAN region and Japan.

2. Risks from having a limited number of foreign major customers. The Company has mitigated these risks by expanding its customer base to include a larger proportion of mid-sized and small customers as well as by finding new customers. At the same time, good relations have been maintained with major customers.

3. Risks from increasing amounts of competitors' products in department stores. The Company has undertaken market surveys, studies and analyses of consumer behavior as guidelines for improving products in line with customer needs. The Company has also undertaken innovative developments of raw materials and design in order to differentiate its products.

Production Costs

Risks stemming from the government's increase of minimum wage. The Company has measures for reducing the impact on production costs by increasing efficiency through the procurement of work process enhancing equipment, KAIZEN, machinery upgrades in technical processes and payment of attractive wages. At the same time, the Company also develops raw materials to obtain competitive product costs.

Personnel Risks

Personnel constitute an important resource for the operations of the Company's businesses. The Company has therefore attached importance to the development of personnel at all levels to keep up with the growth and expansion of the organisation. Personnel development plans have been prepared for individual personnel in all work divisions, especially "Key Persons", "Successors" and "Stars". The Company has also recruited personnel who possess experience, knowledge and capabilities as part of the preparations for business expansion in to the ASEAN Economic Community.

Financial Risks

Risks pertaining to foreign exchange rate fluctuations. The Company has pursued the following policies for managing foreign exchange fluctuation risks:

1. When conducting international businesses, the Company uses several foreign currencies to diversify its risks. As the Company purchases raw materials from and sells goods to foreign countries under the same currency, a balance of incomes and expenditures can be managed and thereby forming a natural hedge.

2. The Company has entered into forward contracts on foreign currencies as appropriate for any particular time period.

Statement of the Board of Directors' Responsibilities for the Financial Statements

The financial statements of Thanulux Public Company Limited have been prepared in accordance with the Company's Board of Directors' policies which are in compliance with the generally accepted accounting principles (GAAP). The company's accounting statements were carefully recorded and due discretion was exercised in the preparation of the financial statements in order to accurately present the company's actual financial position and performance results.

The Board of Directors recognizes the importance of the quality of the financial statements by arranging for the verification of financial data. Additional significant information were sufficiently disclosed in the Notes to the Financial Statements, accompanied by explanations and analysis for the interest of shareholders and general investors who seek access to the financial statements.

In this connection, the Board of Directors has appointed the Audit Committee, comprising independent and non-executive members to directly oversee the quality of financial statements. Opinions of the Audit Committee are shown in the Audit Committee's Report which has already been included in this Annual Report.

The company efficient management structure, internal control system, and audit results of the certified public accountant convinced the Board of Directors that Thanulux Plc.'s financial statements as at December 31, 2012 have according to reflected accurately picture of its financial position, performance and cash flow statements, the generally accepted accounting principles.



(Mrs. Varindr Leelanuwatana)
Chairman



(Mr.Supotch Pakaworawuth)
Managing Director

REPORT OF THE INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

THE SHAREHOLDERS AND BOARD OF DIRECTORS THANULUX PUBLIC COMPANY LIMITED

I have audited the accompanying consolidated financial statements of Thanulux Public Company Limited and its subsidiaries, which comprise the consolidated statement of financial position as of 31 December 2012, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information, and have also audited the separate financial statements of Thanulux Public Company Limited for the same period.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

My responsibility is to express an opinion on these financial statements based on my audit. I conducted my audit in accordance with Thai Standards on Auditing. Those standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

Opinion

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Thanulux Public Company Limited and its subsidiaries and of Thanulux Public Company Limited as of 31 December 2012, and their financial performance and cash flows for the year then ended, in accordance with Thai Financial Reporting Standards.



Ms.Kwunjai Kiatgungwalgri
Certified Public Accountant No. 5875
ASV & ASSOCIATES LIMITED

Bangkok
18 February 2013

THANULUX PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF FINANCIAL POSITION
AS OF 31 DECEMBER 2012

(UNIT : BAHT)

		Consolidated Financial Statements		Separate Financial Statements	
	Notes	2012	2011	2012	2011
ASSETS					
CURRENT ASSETS					
Cash and cash equivalents	6	149,637,696	91,690,817	124,594,052	60,838,087
Short-term investments	7	438,045,950	277,458,469	417,433,950	254,342,174
Trade and other receivables	8	449,391,339	355,538,180	453,212,563	348,982,379
Short-term loans to related companies	9	125,610,088	115,000,000	132,610,088	124,000,000
Inventories - net	10	421,703,922	400,996,017	359,778,908	341,892,929
Other current assets		9,619,564	6,201,634	2,747,286	2,098,184
TOTAL CURRENT ASSETS		1,594,008,559	1,271,104,055	1,490,376,847	1,151,370,618
NON-CURRENT ASSETS					
Investments in subsidiaries - net	11	-	-	51,761,790	47,044,644
Long-term investments					
Available - for - sale securities - net	12	1,349,305,422	1,156,888,841	1,349,305,422	1,156,888,841
General investments - net	13	309,143,542	318,742,812	309,143,542	318,742,812
Investments in debt securities					
held to maturity - net	14	89,000,000	142,000,000	89,000,000	142,000,000
Other long - term investment - net	15	8,500,000	20,000,000	8,500,000	20,000,000
Investment property - net	16	31,027,200	31,035,760	31,027,200	31,035,760
Property, plant and equipment - net	17	481,103,426	470,924,665	448,231,467	437,500,643
Intangible assets - net	18	13,121,178	11,017,095	13,002,348	10,792,839
Leasehold right - net	19	8,408,826	9,416,462	8,408,826	9,416,462
Other non - current assets		5,792,745	5,597,342	1,948,935	1,553,558
TOTAL NON - CURRENT ASSETS		2,295,402,339	2,165,622,977	2,310,329,530	2,174,975,559
TOTAL ASSETS		3,889,410,898	3,436,727,032	3,800,706,377	3,326,346,177

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



THANULUX PUBLIC COMPANY LIMITED AND SUBSIDIARIES
 STATEMENTS OF FINANCIAL POSITION (CONTINUED)
 AS OF 31 DECEMBER 2012

(UNIT : BAHT)

		Consolidated Financial Statements		Separate Financial Statements	
LIABILITIES AND	Notes	2012	2011	2012	2011
SHAREHOLDERS' EQUITY					
CURRENT LIABILITIES					
Bank overdrafts	20	474,040	-	-	-
Trade and other payables	21	294,955,946	278,563,905	263,806,955	239,108,769
Accrued corporate income tax		20,362,365	26,685,869	20,362,364	22,764,272
Other current liabilities		12,445,130	9,334,804	11,068,959	9,384,740
TOTAL CURRENT LIABILITIES		328,237,481	314,584,578	295,238,278	271,257,781
NON - CURRENT LIABILITIES					
Retirement benefit obligation	22	160,462,337	134,963,180	146,734,195	122,254,721
Other non - current liabilities		632,708	692,555	114,317	185,995
TOTAL NON - CURRENT LIABILITIES		161,095,045	135,655,735	146,848,512	122,440,716
TOTAL LIABILITIES		489,332,526	450,240,313	442,086,790	393,698,497
SHAREHOLDERS' EQUITY					
Share capital					
Registered share capital					
120,000,000 ordinary shares of Baht 1 each		120,000,000	120,000,000	120,000,000	120,000,000
Issued and paid-up share capital					
120,000,000 ordinary shares of Baht 1 each		120,000,000	120,000,000	120,000,000	120,000,000
Premium on ordinary shares		181,125,000	181,125,000	181,125,000	181,125,000
Other components of equity		900,313,757	698,510,061	901,881,476	700,077,780
Retained earnings					
Appropriated					
Legal reserve	23	12,000,000	12,000,000	12,000,000	12,000,000
General reserve	24, 32	150,200,000	137,200,000	150,200,000	137,200,000
Unappropriated		2,017,383,621	1,817,245,033	1,993,413,111	1,782,244,900
EQUITY ATTRIBUTABLE TO PARENT COMPANY		3,381,022,378	2,966,080,094	3,358,619,587	2,932,647,680
Non-controlling interests		19,055,994	20,406,625	-	-
TOTAL SHAREHOLDERS' EQUITY		3,400,078,372	2,986,486,719	3,358,619,587	2,932,647,680
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		3,889,410,898	3,436,727,032	3,800,706,377	3,326,346,177

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

THANULUX PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2012

(UNIT : BAHT)

		Consolidated Financial Statements		Separate Financial Statements	
CONTINUING OPERATIONS	Notes	2012	2011	2012	2011
Revenue from sales	26	2,636,479,497	2,456,996,059	2,386,057,518	2,151,452,707
Add Allowance for goods returned no longer required	8	9,276,000	-	9,276,000	-
Net sales	27	2,645,755,497	2,456,996,059	2,395,333,518	2,151,452,707
Cost of sales		(1,827,387,302)	(1,709,674,683)	(1,646,475,260)	(1,472,183,210)
GROSS PROFIT		818,368,195	747,321,376	748,858,258	679,269,497
Other incomes					
Consultancy income		4,634,000	5,312,500	6,866,000	7,544,500
Dividend income		47,988,159	47,323,745	51,444,099	49,915,700
Royalty income		30,017,714	31,167,394	30,017,714	31,167,394
Gain on exchanges		6,733,569	7,184,074	4,665,696	5,739,816
Interest income		30,164,167	25,351,520	29,113,050	24,816,176
Rental income		9,184,692	10,950,465	11,299,325	12,100,223
Rental income from investment property		3,659,904	3,659,904	3,659,904	3,659,904
Others		28,992,914	25,417,929	30,624,388	22,359,149
PROFIT BEFORE EXPENSES		979,743,314	903,688,907	916,548,434	836,572,359
Selling expenses		(78,873,736)	(69,819,004)	(45,426,130)	(43,568,845)
Administrative expenses		(420,152,441)	(379,274,290)	(384,586,079)	(348,815,300)
Royalty expenses		(129,122,883)	(117,252,421)	(128,375,170)	(116,832,218)
Loss on impairment of investment		(14,157,050)	(236,695)	(9,439,904)	(7,998,223)
Directors' remuneration		(8,177,000)	(6,938,000)	(8,177,000)	(6,818,000)
Finance costs		(13,600)	(52,496)	-	-
PROFIT BEFORE CORPORATE INCOME TAX		329,246,604	330,116,001	340,544,151	312,539,773
Corporate income tax	29	(40,250,587)	(47,888,524)	(40,031,940)	(42,750,617)
NET PROFIT FOR THE YEAR		288,996,017	282,227,477	300,512,211	269,789,156

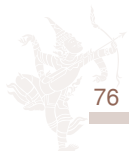
The accompanying notes are an integral part of the financial statements.

THANULUX PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF COMPREHENSIVE INCOME (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2012

(UNIT : BAHT)

	Consolidated Financial Statements		Separate Financial Statements	
	2012	2011	2012	2011
NET PROFIT FOR THE PERIOD	288,996,017	282,227,477	300,512,211	269,789,156
Other comprehensive income:-				
Unrealized gain on revaluation of available-for-sale investment	201,803,696	99,456,349	201,803,696	99,456,349
OTHER COMPREHENSIVE INCOME FOR THE PERIOD	201,803,696	99,456,349	201,803,696	99,456,349
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	490,799,713	381,683,826	502,315,907	369,245,505
PROFIT ATTRIBUTABLE TO:-				
Owners of the parent company	289,482,588	279,970,686	300,512,211	269,789,156
Non-controlling interests	(486,571)	2,256,791	-	-
	288,996,017	282,227,477	300,512,211	269,789,156
TOTAL COMPREHENSIVE INCOME				
ATTRIBUTABLE TO:-				
Owners of the parent company	491,286,284	379,427,035	502,315,907	369,245,505
Non-controlling interests	(486,571)	2,256,791	-	-
	490,799,713	381,683,826	502,315,907	369,245,505
BASIC EARNINGS PER SHARE				
Owners of the parent company (Unit : Baht)	2.41	2.33	2.50	2.25
Weighted average number of ordinary shares (Unit : shares)	120,000,000	120,000,000	120,000,000	120,000,000

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



THANULUX PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2012

THANULUX PUBLIC COMPANY LIMITED

(UNIT: BAHT)

CONSOLIDATED FINANCIAL STATEMENTS

	Retained earnings					Other components of shareholders' equity							
	Notes	Issued and paid - up share capital	Premium on ordinary shares	Appropriated			Unappropriated	Unrealized gain (loss) on revaluation of available for-sale investments	Difference from change in shareholding ratio in subsidiary company	Total	Total equity of parent company	Non-controlling interests	Total shareholders' equity
				Legal Reserve	General Reserve								
Beginning Balance as of 1 January 2011		120,000,000	181,125,000	12,000,000	128,200,000	1,710,137,882	600,621,431	(1,567,719)	599,053,712	2,750,516,594	20,515,223	2,771,031,817	
Cumulative effect of change in accounting policy													
- retirement benefit obligation		-	-	-	-	(71,007,535)	-	-	-	(71,007,535)	(1,717,344)	(72,724,879)	
General reserve	24,32	-	-	-	9,000,000	(9,000,000)	-	-	-	-	-	-	-
Dividend payment	32	-	-	-	-	(92,856,000)	-	-	-	(92,856,000)	-	(92,856,000)	
Total comprehensive income for the year		-	-	-	-	279,970,686	99,456,349	-	99,456,349	379,427,035	2,256,791	381,683,826	
Subsidiary's dividend paid to non-controlling interest		-	-	-	-	-	-	-	-	-	(648,045)	(648,045)	
Ending Balance as of 31 December 2011		120,000,000	181,125,000	12,000,000	137,200,000	1,817,245,033	700,077,780	(1,567,719)	698,510,061	2,966,080,094	20,406,625	2,986,486,719	
General reserve	24,32	-	-	-	13,000,000	(13,000,000)	-	-	-	-	-	-	-
Dividend payment	32	-	-	-	-	(76,344,000)	-	-	-	(76,344,000)	-	(76,344,000)	
Total comprehensive income for the year		-	-	-	-	289,482,588	201,803,696	-	201,803,696	491,286,284	(486,571)	490,799,713	
Subsidiary's dividend paid to non-controlling interest		-	-	-	-	-	-	-	-	-	(864,060)	(864,060)	
Ending Balance as of 31 December 2012		120,000,000	181,125,000	12,000,000	150,200,000	2,017,383,621	901,881,476	(1,567,719)	900,313,757	3,381,022,378	19,055,994	3,400,078,372	

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

THANULUX PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2012

(UNIT : BAHT)

SEPARATE FINANCIAL STATEMENTS

	Notes	Retained earnings					Other components of equity		
		Issued and paid - up share capital	Premium on ordinary shares	Appropriated			Unappropriated	Unrealized gain (loss) on revaluation of available for-sale investments	Total shareholders' equity
				Legal Reserve	General Reserve				
Beginning Balance as of 1 January 2011		120,000,000	181,125,000	12,000,000	128,200,000	1,678,311,793	600,621,431	2,720,258,224	
Cumulative effect of change in accounting policy									
- retirement benefit obligation		-	-	-	-	(64,000,049)	-	(64,000,049)	
General reserve	24,32	-	-	-	9,000,000	(9,000,000)	-	-	
Dividend payment	32	-	-	-	-	(92,856,000)	-	(92,856,000)	
Total comprehensive income for the year		-	-	-	-	269,789,156	99,456,349	369,245,505	
Ending Balance as of 31 December 2011		120,000,000	181,125,000	12,000,000	137,200,000	1,782,244,900	700,077,780	2,932,647,680	
General reserve	24,32	-	-	-	13,000,000	(13,000,000)	-	-	
Dividend payment	32	-	-	-	-	(76,344,000)	-	(76,344,000)	
Total comprehensive income for the year		-	-	-	-	300,512,211	201,803,696	502,315,907	
Ending Balance as of 31 December 2012		120,000,000	181,125,000	12,000,000	150,200,000	1,993,413,111	901,881,476	3,358,619,587	

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

THANULUX PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2012

(UNIT : BAHT)

	Consolidated Financial Statements		Separate Financial Statements	
	2012	2011	2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES				
Net profit before corporate income tax	329,246,604	330,116,001	340,544,151	312,539,773
Adjustments : -				
Reversal of allowance for doubtful accounts				
- short-term loan and accrued interests	-	(3,785,000)	-	(2,070,000)
Increase (decrease) in allowance for doubtful accounts	200,283	(123,415)	200,283	(123,415)
Increase (decrease) in allowance for goods returned	(9,276,000)	-	(9,276,000)	-
Dividend income	(47,988,159)	(47,323,745)	(51,444,099)	(49,915,700)
Depreciation and amortization	52,944,433	42,310,161	48,734,975	37,853,953
(Gain) loss on disposal of investments	4,089	(106,600)	4,089	(106,600)
Unrealized gain on revaluation of mutual fund	(2,647,712)	(309,172)	(2,773,626)	(183,258)
Loss on impairment of investment	14,157,050	236,695	9,439,904	7,998,223
Loss from retirement of fixed assets	16,097	166,426	15,833	111,557
Gain on disposal of fixed assets	(969,775)	(123,223)	(970,677)	(123,223)
(Gain) loss on exchanges	(159,674)	(491,620)	65,512	(397,095)
Interest expenses	13,600	52,496	-	-
Interest income	(30,164,167)	(25,351,520)	(29,113,050)	(24,816,176)
PROFIT FROM OPERATION BEFORE CHANGES				
IN OPERATING ASSETS AND LIABILITIES				
Operating assets (increase) decrease				
Trade and other receivables	(58,888,367)	(12,552,953)	(74,385,929)	(22,720,759)
Inventories	(20,707,905)	(69,103,836)	(17,885,979)	(74,398,822)
Other current assets	(3,417,930)	3,438,068	(649,102)	4,252,446
Other non-current assets	(195,403)	276,360	(395,377)	674,220
Operating liabilities increase (decrease)				
Trade and other payables	16,582,515	1,403,893	24,665,643	7,844,239
Other current liabilities	3,110,326	1,124,321	1,684,219	796,569
Retirement benefit obligations	25,499,157	10,511,574	24,479,474	8,658,201
Other non-current liabilities	(59,847)	200,544	(71,678)	(87,705)
CASH PROVIDED FROM OPERATING ACTIVITIES				
Interest paid	(13,600)	(52,496)	-	-
Corporate income tax paid	(46,574,091)	(29,080,212)	(42,433,848)	(26,667,270)
NET CASH RECEIVED FROM OPERATING ACTIVITIES				
	220,711,524	201,432,747	220,434,718	179,119,158

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



THANULUX PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENT OF CASH FLOWS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2012

(UNIT : BAHT)

	Consolidated Financial Statements		Separate Financial Statements	
	2012	2011	2012	2011
CASH FLOW FROM INVESTING ACTIVITIES				
Dividend received	47,988,159	47,323,745	51,444,099	49,915,700
Interest received	28,463,230	23,812,418	27,528,408	23,233,111
Increase in fixed deposits, certificate of deposits and bill of exchanges	(123,421,662)	(6,930,407)	(120,800,043)	(1,100,026)
Proceeds from redemption of investments in mutual funds	5,018,184	40,182,746	18,184	40,182,746
Cash paid for investment in mutual funds	(7,536,291)	(20,182,747)	(7,536,291)	(20,182,747)
Settlement of short-term loans to related parties	-	31,662,199	5,000,000	32,010,692
Cash paid for short - term loans to related parties	(10,610,088)	(30,600,000)	(13,610,088)	(36,600,000)
Increase in investments in available-for-sale securities - marketable equity securities	(15,854,805)	-	(15,854,805)	-
Decrease in investments in available-for-sale securities - debt securities	25,241,919	5,017,819	25,241,919	5,017,819
Acquisition of debt securities held to maturity	(39,000,000)	(20,000,000)	(39,000,000)	(20,000,000)
Cash received from redemption of debt securities held to maturity	55,000,000	30,000,000	55,000,000	30,000,000
Cash paid for general investments	(4,632,600)	(2,480,000)	(4,632,600)	(2,480,000)
Proceeds from disposal of general investments	70,731	263,000	70,731	263,000
Acquisition of other long - term investment - fixed deposits	(8,500,000)	(45,000,000)	(8,500,000)	(45,000,000)
Cash received from other long term - fixed deposits	25,000,000	-	25,000,000	-
Acquisition of fixed assets	(60,900,745)	(172,192,294)	(57,376,543)	(168,063,084)
Acquisition of intangible assets	(3,642,624)	(4,271,908)	(3,613,224)	(4,255,107)
Proceeds from disposal of fixed assets	1,285,967	2,964,035	1,285,500	2,964,035
NET CASH USED IN INVESTING ACTIVITIES	(86,030,625)	(120,431,394)	(80,334,753)	(114,093,861)

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

THANULUX PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENT OF CASH FLOWS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2012

(UNIT : BAHT)

	Consolidated Financial Statements		Separate Financial Statements	
	2012	2011	2012	2011
CASH FLOW FROM FINANCING ACTIVITIES				
Increase in bank overdrafts	474,040	-	-	-
Dividend payment	(76,344,000)	(92,874,085)	(76,344,000)	(92,874,085)
Cash received from short - term loans from related parties	-	7,500,000	-	-
Repayment of short - term loans from related parties	-	(7,500,000)	-	-
Subsidiary's dividend paid to non-controlling interest	(864,060)	(648,045)	-	-
Repayment of financial lease	-	(106,460)	-	-
NET CASH USED IN FINANCING ACTIVITIES	(76,734,020)	(93,628,590)	(76,344,000)	(92,874,085)
CASH AND CASH EQUIVALENT				
INCREASE (DECREASE) - NET	57,946,879	(12,627,237)	63,755,965	(27,848,788)
Cash and cash equivalent - beginning of the year	91,690,817	104,318,054	60,838,087	88,686,875
CASH AND CASH EQUIVALENT - 31 DECEMBER	149,637,696	91,690,817	124,594,052	60,838,087
ADDITIONAL DISCLOSURE ITEMS TO				
CASH FLOWS STATEMENTS:-				
Significant non-cash items consist of				
- Unrealized gain on revaluation				
of available - for - sale securities	201,803,696	99,456,349	201,803,696	99,456,349
- Adjustment of retained earnings on retirement				
benefit obligation	-	(72,724,879)	-	(64,000,049)

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

THANULUX PUBLIC COMPANY LIMITED AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2012

1. GENERAL INFORMATION

- 1.1 Registration Thanulux Public Company Limited ("The Company") is incorporated in Thailand. The Company was listed on the Stock Exchange of Thailand on 21 July 1987.
- 1.2 Office location Head office and its factory is located at 129/1, Chongnonthri Road, Chongnonthri, Yannawa, Bangkok, Thailand.
Factory branch (Saha Group Industrial Park - Lamphun Project) is located at 99/3 Moo 5, Paa-Sak, Muang Lamphun, Lamphun, Thailand.
Factory branch (Saha Group Industrial Park - Kabinburi Project) is located at 125 Moo 5, Nonthri, Kabinburi, Prachinburi, Thailand.
- 1.3 Main activities Manufacturing and distributing ready-made clothes and leatherware. The subsidiaries' main activities are discussed in Note 4.1
- 1.4 The first five major shareholders ranged by their shareholding as of 31 December 2012 and 2011 are as follows:-

	% of issued and paid-up share capital	
	31 December 2012	31 December 2011
Saha Pathana Inter-Holding Plc.	23.52	23.52
I.D.F. Co., Ltd.	13.33	13.33
Ramasorn Thaveekarn Co., Ltd.	11.68	11.68
Mr. Samrerng Manoonpon	11.27	11.32
I.C.C. International Plc.	10.26	10.26

2. BASIS FOR PRESENTATION OF THE FINANCIAL STATEMENTS

- 2.1 The financial statements are prepared in accordance with Thai Accounting Standards ("TAS") and Thai Financial Reporting Standards ("TFRS") including related interpretations and guidelines promulgated by the Federation of Accounting Professions ("FAP") and the presentation of the financial statements has been made in compliance with the stipulations of the Notification of the Department of Business Development dated 28 September 2011 under the Accounting Act B.E. 2543, being those Thai Financial Reporting Standards issued under the Accounting Professions Act B.E. 2547, and the financial reporting requirements of the Securities and Exchange Commission (SEC).
- 2.2 The financial statements have been prepared on the historical cost basis except where otherwise disclosed in the accounting policies.
- 2.3 Using of accounting estimates
The preparation of financial statements in conformity with TAS and TFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. Actual results may differ from estimates.
Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.
- 2.4 For the convenience of the users, English version of the financial statements has been translated from the financial statements issued in Thai language.

3. ADOPTION OF NEW ACCOUNTING STANDARDS

- 3.1 The new and revised financial reporting standards as announced by the FAP, which are mandatory for the financial year beginning on or after 1 January 2013, are as follows:-

Accounting standards

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

Thai Financial Reporting Standards

TFRS 8	Operating Segments
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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

FAP Announcements

No. 34/2555	Accounting Treatment Guidance for Transfers of Financial Assets
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The Company's management has assessed the effect of the accounting standards, Thai financial reporting standards, accounting standard interpretations, and FAP announcements and believes that these standards will not have significant impact on the financial statements for the year in which they are effective.

However, for TAS 12 "Income Taxes" the Company's management has evaluated the effect of this accounting standard and has not been able to reach a conclusion as to its' effect to the financial statements for the year in which it is effective.

- 3.2 The new and revised financial reporting standards as announced by the FAP, which are mandatory for the financial year beginning on or after 1 January 2014, are as follows:-

Accounting Standard Interpretations

SIC 29	Service Concession Arrangements: Disclosures
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Financial Reporting Standard Interpretations

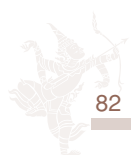
TFRIC 4	Determining whether an Arrangement contains a Lease
TFRIC 12	Service Concession Arrangements
TFRIC 13	Customer Loyalty Programmes

The Company's management has assessed the effect of the accounting standard interpretations and financial reporting standard interpretations and believes that these standards will not have significant impact on the financial statements for the year in which they are effective.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

4.1 Basis of the consolidation of financial statements

As of 31 December 2012 and 2011, the consolidated financial statements include the financial statements of Thanulux Public Company Limited and its subsidiaries together referred to as the "Group" as follows:-



	% of Shareholding	Incorporated in	Location	Main activities
S. Apparel Co.,Ltd.	80.00	Thailand	4/2 Moo 8, Bangna- Trad Road, KM. 18 Bangchalong, Bangplee, Samutprakarn.	Manufacturing, subcontracting and distributing ready-made clothes.
T-CHAMBER CO.,LTD.	99.99	Thailand	129/1, Chongnonthri Road, Chongnonthri, Yannawa, Bangkok.	Distributing ready- made clothes.
Celebrate Wealth Co.,Ltd.	86.00	Thailand	129/1, Chongnonthri Road, Chongnonthri, Yannawa, Bangkok.	Distributing ready- made clothes.

- Subsidiaries are entities controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities.
- Subsidiaries' financial statements are fully consolidated as from the date of acquisition, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
- The subsidiaries' financial statements are prepared on the same reporting period as the Company's, using consistent significant accounting policies.
- Material balances and transactions between the Company and its subsidiaries have been eliminated from the consolidated financial statements.
- Non-controlling interest represents the portion of net income or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated statements of comprehensive income and in the shareholders' equity in the consolidated statements of financial position.

4.2 Sales of goods

Sale of goods is recognized in the statements of comprehensive income when the significant risks and rewards of ownership have been transferred to the customers. No revenue is recognized if there is continuing management involvement with the goods or there are significant uncertainties regarding recovery of the consideration due, associated costs or the probable return of goods.

Sale of goods is the invoice value, excluding value added tax, of goods supplied after deducting discounts and allowances.

4.3 Dividend income

Dividend income is recognised when the right to receive the dividend is established.

4.4 Other revenues and expenses

Other revenues and expenses are recognised on an accrual basis.

4.5 Cash and cash equivalents

Cash and cash equivalents comprise cash balances, call deposits and highly liquid short-term investments with an original maturity of three months or less and not subject to restrictions.

4.6 Accounts receivable - trade

Accounts receivable - trade are stated at the net realisable value. Allowance for doubtful accounts is provided

for the estimated losses that may be incurred in the collection of receivables. The allowance is generally based on collection experiences and analysis of debt aging.

Allowance for goods returned has been provided up by assessment of past experiences.

4.7 Inventories

Inventories are valued at the lower of cost (weighted average) or net realizable value.

Cost of inventories is comprised of all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. In case of finished goods and work in progress, cost includes an appropriate share of overheads.

Net realizable value is estimated selling price in the ordinary course of business less estimated costs to complete and to make the sale.

Allowance is made for all deteriorated, damaged, obsolete and certain slow-moving inventories.

4.8 Investments

- Investments in securities held for trading are stated at fair value. Gains or losses arising from changes in the carrying amounts of the securities are included in the statements of comprehensive income.
- Investments in available-for-sale securities mean investments in listed securities stated at fair value, with the objective for long-term investments. Changes in the carrying amounts of securities are recorded as separate item in the other comprehensive income until the securities are sold, and the changes are then included in the statements of comprehensive income.
- 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 by the effective rate method with the amortised amount presented as an adjustment to interest income.
- Investments in non-marketable equity securities, which the Company classifies as general investments, are stated at cost net of allowance for loss on diminution in value (if any).

Investments in related companies mean those companies in which the Group has holding interest less than 20% and/or the companies which directly or indirectly have some common management, major shareholders or such related persons.

Investments in other companies are those companies in which the Group has holding interest but has no power to govern or participate in any policy.

- Investments in subsidiaries are accounted for in the separate financial statements using cost method.

The fair value of marketable securities is based on the latest bid price of the last working day of the year quoted on the Stock Exchange of Thailand. The fair value of unit trusts is determined from their net asset value.

Weighted average method is used for the computation of cost of investments.

4.9 Investment property

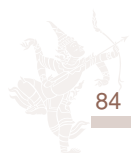
Investment property is stated at cost less accumulated depreciation and loss on impairment of assets (if any). Cost of investment property includes purchase price and other direct costs relating to the acquisition of such asset item.

Depreciation is charged to the statement of comprehensive income on a straight-line basis over the estimated useful lives of each part of an item of assets which are as follows:-

Building	20 Years
Land	Not depreciated

4.10 Property, plant and equipment

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).



Cost of property, plant and equipment include purchase price and other direct costs relating to the acquisition of such asset item.

Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred.

Depreciation is charged to the statements of comprehensive income on a straight-line basis over the estimated useful lives of each part of an item of plant and equipment which are as follows:-

Land improvement	5	years
Building and structures	20,25, 35 and 40	years
Machinery	5-10	years
Office equipment	3-5	years
Furniture and fixtures	5	years
Vehicles	5	years

Land and assets under construction and installation are not depreciated.

The Group has reviewed useful life and residual value at least at each financial year-end. In case that the residual value or estimated useful lives differs from those originally estimated, such changes are considered changes in accounting estimates.

4.11 Intangible assets

Intangible assets are stated at cost less accumulated amortisation and impairment losses (if any).

Intangible assets with finite lives are amortised on a systematic basis over the economic useful life. The amortisation expense is charged to the comprehensive income statements.

Intangible assets with finite useful lives comprise of computer software having useful lives of 5 - 10 years.

4.12 Leasehold right

Leasehold right is stated at cost less accumulated amortisation. Amortisation is calculated by reference to cost on the straight-line basis over the leasehold period of 17 - 25 years.

Amortisation is charged to the comprehensive income statements.

4.13 Impairment of assets

Impairment of assets, the Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, the Group makes an estimate of the asset's recoverable amount. Where the carrying amount of the asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Impairment loss is recognized in the comprehensive income statements. (An asset's recoverable amount is the higher of fair value less costs to sell and value in use).

4.14 Related party transactions

Related parties and related companies with the Group means the parties or the companies that have the controlling power to the Group, controlled by the Group either directly or indirectly, or under the same control with the Group. Furthermore, the related parties and related companies also means the associated companies and the parties who have holding interest with voting rights, either directly or indirectly, and have significant influence to the Company, important management, being directors or employees of the Group who have the power to manage and control the Company's operations and subsidiary companies including the family members close to the said persons which could persuade or to act in compliance with the said persons and businesses that the said persons have controlling power or significant influence, either directly or indirectly.

4.15 Foreign currency transactions

Foreign currency transactions are translated into Baht at the rates ruling on the occurrence dates.

Assets and liabilities in foreign currency outstanding on the statement of financial position date are translated into Baht at the reference exchange rates as determined by the Bank of Thailand on the statement of financial position date, except the transactions of forward exchange contracted with the banks will be recognised at fair value.

Exchange gains or losses are included as incomes or expenses in the statements of comprehensive income.

4.16 Employee benefits

- **Short-term employee benefits**

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

- **Defined contribution plans**

The Company and its subsidiaries operate a provident fund, being a defined contribution plan, the assets for which are held in a separate trust fund and managed by a fund manager. The provident fund is contributed by payments from employees and by the Group. The Group's contributions to the provident fund are charged to the statement of comprehensive income in the years to which they relate.

- **Defined benefit plans**

- Termination and retirement benefits

Under Labor Laws applicable in Thailand and Group's employment policy, all employees completing 120 days of service are entitled to severance pay on termination or retrenchment without cause or upon retirement age of 55 and 58. The severance pay will be at the rate according to number of years of service as stipulated in the Labor Law which is currently at a maximum rate of 300 days of final salary. And employees who have provided the services to the Group more than 20 years, the special severance pay on termination or retrenchment without cause will be compensated at the rate specified.

- Other long-term benefits

The Group has a policy to reward employees upon 10, 20 and 30 years of services at specified lump-sum amounts.

The Company also has a policy to provide compensation to retired directors by reference to service years as the Company's director multiplied by a specified rate.

The Group provides provision regarding the employee benefits under defined benefits plan by using the actuarial technique. The present value of the defined benefits obligation is determined by discounting estimated future cash flows using yields on the government bonds which have terms to maturity approximating the terms of related liability. The estimated future cash flows shall reflect employee salaries, turnover rate, length of service and other. The costs associated with providing these benefits are charged to the statement of comprehensive income so as to spread the cost over the employment period during which the entitlement to benefits is earned.

Actuarial gains and losses arising from post-employment benefits are recognised immediately in the statement of comprehensive income.

4.17 Financial lease

The Group regards a lease that transfers substantially all the risks and rewards of ownership as financial lease whereby the fair value of the leased properties is recorded as assets and the commitment of the future rental (deducted interest portion) is recorded as liabilities.

Interest expense of the financial lease is included in determining earnings according to the remaining balance of the liabilities.



4.18 Operating lease

Lease in which substantially all the risks and rewards of ownership of assets remain with the lessor is accounted for as operating lease. Rentals applicable to such operating leases are charged to the statements of comprehensive income over the lease terms.

4.19 Provision

A provision is recognised in the statement of financial position when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Group expects a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain.

Presentation for a provision in the statements of comprehensive income is the net amount which can be reimbursed.

4.20 Corporate income tax

Corporate income tax is provided in the accounts based on the taxable profits determined in accordance with tax legislation.

4.21 Fundamental earnings per share

Fundamental earnings per share are calculated by dividing net income by the number of ordinary shares outstanding at the end of the year. In case of a capital increase, the number of ordinary shares is weighted according to time of subscription received.

5. TRANSACTIONS BETWEEN THE COMPANY AND RELATED PARTIES

The Company had transactions with its subsidiaries and related companies, given that those companies having the same group of shareholders or mutual directors. Significant inter-company transactions and outstanding balances as of 31 December 2012 and 2011 are summarized below:-

5.1 NATURE OF RELATIONSHIPS

RELATED PARTIES	TYPES OF BUSINESS	RELATIONSHIP
1. S. Apparel Co., Ltd.	Manufacturing, subcontracting and distributing ready-made clothes	Co-directors, Co-shareholders and being subsidiary
2. T-CHAMBER Co., Ltd.	Distributing ready-made clothes	Co-directors, Co-shareholders and being subsidiary
3. Celebrate Wealth Co., Ltd.	Distributing import fashion goods	Co-directors, Co-shareholders and being subsidiary
4. People's Garment Plc.	Garment manufacturing	Co-shareholders
5. I.C.C. International Plc.	Consumer goods distributing	Co-directors, Co-shareholders
6. Sahacogen (Chonburi) Plc.	Electricity generating and distributing	Co-directors, Co-shareholders
7. Thai Wacoal Plc.	Ladies' lingerie manufacturing	Co-directors, Co-shareholders
8. Textile Prestige Plc.	Embroidery fabric manufacturing	Co-directors, Co-shareholders
9. Saha Pathana Inter- Holding Plc.	Holding company	Co-directors, Co-shareholders
10. Far East DDB Plc.	Advertising	Co-shareholders
11. O.C.C. Plc.	Distributing cosmetics and garment	Co-directors, Co-shareholders

RELATED PARTIES	TYPES OF BUSINESS	RELATIONSHIP
12. Saha Pathanapibul Plc.	Consumer goods distributing	Co-directors, Co-shareholders
13. Thai Monster Co., Ltd.	Garment manufacturing	Co-directors, Co-shareholders
14. Total Way Image Co., Ltd.	Leatherware manufacturing	Co-directors, Co-shareholders
15. Thai Naxis Co., Ltd.	Label manufacturing	Co-directors, Co-shareholders
16. SSDC (Tigertex) Co., Ltd.	Bleaching, dyeing fabric and yarn	Co-directors, Co-shareholders
17. International Commercial Coordination (Hong Kong) Ltd.	Apparel distributing	Co-directors, Co-shareholders
18. International Leather Fashion Corp., Ltd.	Leatherware manufacturing	Co-directors, Co-shareholders
19. Wise Winner Co., Ltd.	Distributing garment and sport equipment	Co-shareholders
20. Five Stars Plus Co., Ltd.	Garment manufacturing	Co-shareholders
21. Morgan De Toi (Thailand) Ltd.	Garment distributing	Co-directors, Co-shareholders
22. Champ Ace Co., Ltd.	Garment manufacturing	Co-directors, Co-shareholders
23. Pak Numpo Wattana Co., Ltd.	Apparel distributing	Co-directors, Co-shareholders
24. S.T.G.C. Co., Ltd.	Research and develop business	Co-shareholders
25. Grand Star Industry Co., Ltd.	Fabric manufacturing	Co-directors, Co-shareholders
26. Intanin Chiangmai Co., Ltd.	Apparel distributing	Co-shareholders
27. Koraj Wattana Co., Ltd.	Apparel distributing	Co-directors, Co-shareholders
28. Sun & Sand Co., Ltd.	Apparel distributing	Co-directors, Co-shareholders
29. Eastern I.C.C. Co., Ltd.	Apparel distributing	Co-directors, Co-shareholders
30. Maharachapreuk Co., Ltd.	Apparel distributing	Co-directors, Co-shareholders
31. Belle Maison (Thailand) Co., Ltd.	Catalog sale	Co-directors, Co-shareholders
32. Thai Takaya Co., Ltd.	Jeans manufacturing	Co-directors, Co-shareholders
33. Thai Gunze Co., Ltd.	Garment manufacturing	Co-directors, Co-shareholders
34. Waseda Education (Thailand) Co., Ltd.	Education institution	Co-directors, Co-shareholders
35. Thai Bunka Fashion Co., Ltd.	Fashion institution	Co-directors, Co-shareholders
36. Mit Pathana Homeshopping Co., Ltd.	Television direct sale	Co-directors, Co-shareholders
37. Sriracha Aviation Co., Ltd.	Machinery and plane maintenance	Co-directors, Co-shareholders
38. Sunrise Garment Co., Ltd.	Garment manufacturing	Co-shareholders
39. K. Commercial and Construction Co., Ltd.	Construction contractor	Co-directors, Co-shareholders
40. H & B Intertext Co., Ltd.	Fabric doll manufacturing	Co-shareholders
41. Sriracha BSC Bowling Co., Ltd.	Bowling alley	Co-directors, Co-shareholders
42. Thai Shikibo Co., Ltd.	Cotton yarn manufacturing	Co-directors, Co-shareholders



RELATED PARTIES	TYPES OF BUSINESS	RELATIONSHIP
43. Thai Staflex Co., Ltd.	Fabric products	Co-directors, Co-shareholders
44. Treasure Hill Co., Ltd.	Golf course	Co-shareholders
45. BSC Entertainment Co., Ltd.	Bowling alley	Co-directors, Co-shareholders
46. Thai Asahi Kazei Spandex Co., Ltd.	Manufacturing and distributing spandex	Co-shareholders
47. Value Added Textile Co., Ltd.	Fabric embroidering and printing	Co-shareholders
48. Panland Co., Ltd.	Property development	Co-directors, Co-shareholders
49. Wien International Co., Ltd.	Direct sale	Co-directors, Co-shareholders
50. Sahapat Real Estate Co., Ltd.	Real estate development	Co-directors, Co-shareholders
51. Janome (Thailand) Co., Ltd.	Sewing machines	Co-directors, Co-shareholders
52. Sahapat Properties Co., Ltd.	Property development	Co-shareholders
53. Thai Itokin Co., Ltd.	Garment manufacturing	Co-shareholders
54. Racha Uchino Co., Ltd.	Household textile	Co-directors, Co-shareholders
55. Erawan Textile Co., Ltd.	Spun yarn and fabrics manufacturing	Co-directors, Co-shareholders
56. Pattaya Manufacturing Co., Ltd.	Garment manufacturing	Co-directors, Co-shareholders
57. Ramasorn Thaveekarn Co., Ltd.	Investment	Shareholder
58. Deluxe Bijou Societe Anonyme Co., Ltd.	Manufacturing and distributing ornament	Co-directors, Co-shareholders
59. PTK Multi Services Co., Ltd.	Security service	Co-shareholders
60. I.D.F. Co., Ltd.	Investment	Co-shareholders
61. Bangkok Tokyo Socks Co., Ltd.	Manufacturing and distributing socks	Co-directors, Co-shareholders
62. PELLETERIA TNL - S.R.L.	Leatherware manufacturing	Co-directors, Co-shareholders

Pricing policies of related party transactions are as follows:-

Transactions	Pricing policies
Sale of goods	Cost plus margin
Purchase of goods	Agreed-upon price/ market price
Selling and administrative expenses	Contractually-agreed prices
Interest income	At 3.75%- 6.00% per annum.
Directors' remunerations (directors' fee, annual compensation)	Rates approved by shareholders
Purchase of immovable property	Market price (based on value of property assessed by an independent valuer)
Fixed assets construction service	Contractually-agreed prices

5.2 RELATED PARTY REVENUE AND EXPENSES

The revenue, expenses and other transaction for the years ended 31 December 2012 and 2011 are as follows:-.

	(UNIT: THOUSAND BAHT)			
	Consolidated Financial Statements		Separate Financial Statements	
	2012	2011	2012	2011
Sales				
- I.C.C. International Plc.	1,414,911	1,230,076	1,414,219	1,228,262
- Other companies	72,924	48,684	143,092	82,781
Total	1,487,835	1,278,760	1,557,311	1,311,043
Dividend income (Notes 11,12 and 13)	46,437	45,932	49,893	48,524
Other income	77,303	77,542	82,933	81,429
Disposal of fixed assets	-	245	-	245
Purchase of goods and raw materials	272,197	168,058	240,031	142,538
Selling and administrative expenses	79,493	65,439	89,373	71,204
Purchase of fixed assets	-	44,664	-	44,664
Fixed assets construction service	7,750	33,954	7,750	33,954

Management benefit expenses

Management benefit expenses represent benefits paid to the Company's management such as salaries and related benefits including benefits paid by other means. The Company's management is the persons defined under the Securities and Exchange Act.

Management benefit expenses for the years ended 31 December 2012 and 2011 are as follows:-.

	(UNIT: BAHT)	
	Consolidated and Separate financial statements	
	2012	2011
Short-term employee benefits	32,847,265	27,070,300
Post-employment benefits	2,136,932	4,711,541
Total	34,984,197	31,781,841

5.3 INTER-COMPANY BALANCES OF ASSETS AND LIABILITIES

As of 31 December 2012 and 2011, inter-company balances are as follows:-

	(UNIT: THOUSAND BAHT)			
	Consolidated Financial Statements		Separate Financial Statements	
	2012	2011	2012	2011
Accounts receivable - trade				
- I.C.C. International Plc.	257,956	235,058	257,894	234,678
- Others	29,373	18,123	80,784	45,896
Total (Note 8)	287,329	253,181	338,678	280,574
Short-term loans (Note 9)	125,610	115,000	132,610	124,000
Accrued income	5,371	3,421	5,725	3,536
Investments - net (Notes 11,12 and 13)	1,461,643	1,293,244	1,513,404	1,340,289
Accounts payable - trade (Note 21)	31,468	29,122	22,153	11,275
Accrued expenses	12,065	10,084	13,219	13,143

Movements of loans to related parties for the years ended 31 December 2012 and 2011 are as follows:-

	(UNIT: THOUSAND BAHT)					
	Consolidated financial statements		Separate financial statements		Interest per annum (per cent)	
	2012	2011	2012	2011	2012	2011
SSDC (Tigertex) Co., Ltd.						
Beginning balance	45,000	40,000	45,000	40,000		
<u>Add</u> increase during the year	-	30,000	-	30,000		
<u>Less</u> repayment during the year	-	(25,000)	-	(25,000)		
Ending balance	45,000	45,000	45,000	45,000	4.00	4.50
Thai Itokin Co., Ltd.						
Beginning balance	-	2,400	-	2,400		
<u>Add</u> increase during the year	-	600	-	600		
<u>Less</u> repayment during the year	-	(3,000)	-	(3,000)		
Ending balance	-	-	-	-	-	4.00
Five Stars Plus Co., Ltd. (*)						
Beginning balance	-	5,300	-	2,900		
<u>Less</u> allowance for doubtful accounts	-	(5,300)	-	(2,900)		
Beginning balance - net	-	-	-	-		
<u>Add</u> increase during the year	-	-	-	-		
<u>Less</u> repayment during the year	-	(3,662)	-	(2,011)		
Written off to bad debt	-	(1,638)	-	(889)		
Allowance for doubtful accounts no longer required	-	5,300	-	2,900		
Ending balance	-	-	-	-	-	-

(UNIT: THOUSAND BAHT)

	Consolidated financial statements		Separate financial statements		Interest per annum (per cent)	
	2012	2011	2012	2011	2012	2011
Erawan Textile Co., Ltd.						
Beginning balance	70,000	70,000	70,000	70,000		
Add increase during the year	-	-	-	-		
Less repayment during the year	-	-	-	-		
Ending balance	70,000	70,000	70,000	70,000	4.50	3.50
T-CHAMBER Co., Ltd.						
Beginning balance	-	-	5,000	5,000		
Add increase during the year	-	-	-	-		
Less repayment during the year	-	-	(5,000)	-		
Ending balance	-	-	-	5,000	-	4.00
Celebrate Wealth Co., Ltd.						
Beginning balance	-	-	4,000	-		
Add increase during the year	-	-	3,000	6,000		
Less repayment during the year	-	-	-	(2,000)		
Ending balance	-	-	7,000	4,000	3.75	4.00
Morgan De Toi (Thailand) Ltd.						
Beginning balance	-	-	-	-		
Add increase during the year	9,000	-	9,000	-		
Less repayment during the year	-	-	-	-		
Ending balance	9,000	-	9,000	-	4.00	-
PELLETTERIA TNL - S.R.L.						
Beginning balance	-	-	-	-		
Add increase during the year	1,610	-	1,610	-		
Less repayment during the year	-	-	-	-		
Ending balance	1,610	-	1,610	-	6.00	-
Total short-term loans - net	125,610	115,000	132,610	124,000		

(*) In March 2011, the Company and one subsidiary company received loan repayment of Baht 2.01 million and Baht 1.64 million, respectively, from a liquidator of Five Stars Plus Company Limited, the Company whose operations were ceased and currently under the liquidation process.

Movements of short-term loans from related parties of one subsidiary for the years ended 31 December 2012 and 2011 are as follows:-

(UNIT: THOUSAND BAHT)					
	Consolidated financial statements		Separate financial statements		Interest per annum (per cent)
	2012	2011	2012	2011	2012 2011
Ramasorn Thaveekarn Co., Ltd.					
Beginning balance	-	-	-	-	
Add increase during the year	-	6,000	-	-	3.50
Less repayment during the year	-	(6,000)	-	-	
Ending balance	-	-	-	-	-
Deluxe Bijou Societe Anonyme Co., Ltd					
Beginning balance	-	-	-	-	
Add increase during the year	-	1,500	-	-	3.50
Less repayment during the year	-	(1,500)	-	-	
Ending balance	-	-	-	-	-
Total short-term loans from related companies	-	-	-	-	

6. CASH AND CASH EQUIVALENTS

(UNIT: BAHT)			
	Consolidated financial statements		Separate financial statements
	2012	2011	2012 2011
Cash on hand	602,356	426,925	395,132 220,587
Deposits - saving accounts	27,686,551	40,245,864	18,188,577 29,607,338
Fixed deposits and bill of exchanges	121,348,789	51,018,028	106,010,343 31,010,162
Total	149,637,696	91,690,817	124,594,052 60,838,087

7. SHORT-TERM INVESTMENTS

(UNIT: BAHT)

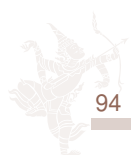
	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
1) Fixed deposits & certificate of deposits(*)	294,902,074	174,102,031	294,902,074	174,102,031
2) Bill of exchanges & promissory notes(**)	20,612,000	17,990,381	-	-
3) Trading securities				
- Mutual funds	7,747,077	5,228,970	7,747,077	228,970
Unrealized gain on revaluation of investment	2,784,799	137,087	2,784,799	11,173
Net	10,531,876	5,366,057	10,531,876	240,143
4) Held-to-maturity debt securities - due within 1 year				
- Debentures (note 14)	92,000,000	55,000,000	92,000,000	55,000,000
- Fixed deposits (note 15)	20,000,000	25,000,000	20,000,000	25,000,000
Total	438,045,950	277,458,469	417,433,950	254,342,174

(*) Fixed deposit and certificate of deposits are subject to the interest at 1.75 - 3.90 percent per annum.
(2011: 1.87 - 4.10 percent per annum)

(**) Bill of exchanges and promissory notes are subject to the interest at 2.50 - 3.45 percent per annum.
(2011: 3.40 - 4.40 percent per annum)

Movements of investments in mutual funds for the years ended 31 December 2012 and 2011 are as follows:-

	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
Beginning balance - fair value	5,366,057	25,056,885	240,143	20,056,885
Acquisition	7,536,291	20,182,746	7,536,291	20,182,746
Redemption	(5,018,184)	(40,182,746)	(18,184)	(40,182,746)
Changes in unrealized gain on revaluation of investment	2,647,712	309,172	2,773,626	183,258
Ending balance - fair value	10,531,876	5,366,057	10,531,876	240,143



8. TRADE AND OTHER RECEIVABLES

(UNIT: BAHT)

	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
Account receivables - trade				
Related companies (Note 5.3)	287,329,476	253,180,566	338,677,821	280,574,251
Others	159,921,826	140,834,149	117,528,684	106,884,663
Total	447,251,302	394,014,715	456,206,505	387,458,914
<u>Less</u> Allowance for doubtful accounts	(676,818)	(476,535)	(676,818)	(476,535)
Allowance for goods returned	(28,724,000)	(38,000,000)	(28,724,000)	(38,000,000)
Account receivables - trade - net	417,850,484	355,538,180	426,805,687	348,982,379
Other receivables				
Accrued income	10,799,197	7,615,433	9,098,649	5,905,541
Accrued interest	6,433,634	4,732,699	6,330,930	4,746,288
Advance payment for goods	2,477,484	2,472,685	2,477,484	2,425,736
Others	11,830,540	9,398,121	8,499,813	6,139,300
Total trade and other receivables	449,391,339	379,757,118	453,212,563	368,199,244

The aging of trade accounts receivable are as follows:

(UNIT: BAHT)

	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
Related companies				
Trade notes receivable - current	2,213,473	1,461,002	2,180,990	1,461,002
Accounts receivable - trade				
Current	268,812,552	248,515,967	320,220,373	272,036,449
Overdue within 3 months	15,904,112	3,186,047	15,877,119	7,059,250
Over 3 to 6 months	399,339	17,550	399,339	17,550
Total	287,329,476	253,180,566	338,677,821	280,574,251
<u>Less</u> Allowance for goods returned	(28,724,000)	(38,000,000)	(28,724,000)	(38,000,000)
Net	258,605,476	215,180,566	309,953,821	242,574,251

(UNIT: BAHT)

	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
Other companies				
Trade notes receivable – current	2,983,754	46,719	-	46,719
Accounts receivable – trade				
Current	129,650,167	105,066,478	91,256,749	84,627,277
Overdue within 3 months	25,818,813	33,949,874	25,296,347	21,009,942
Over 3 to 6 months	792,274	1,294,543	298,770	724,190
Over 6 to 12 months	676,818	257,716	676,818	257,716
Over 12 months	-	218,819	-	218,819
Total	159,921,826	140,834,149	117,528,684	106,884,663
<u>Less</u> Allowance for doubtful accounts	(676,818)	(476,535)	(676,818)	(476,535)
Net	159,245,008	140,357,614	116,851,866	106,408,128
Total	417,850,484	355,538,180	426,805,687	348,982,379

Movements of allowance for goods returned for the years ended 31 December 2012 and 2011 are as follows:-

(UNIT: BAHT)

	Consolidated and Separate financial statements	
	2012	2011
Beginning balance	38,000,000	38,000,000
Decrease (included in revenue from sales in the statement of income)	(9,276,000)	-
Ending balance	28,724,000	38,000,000

9. SHORT-TERM LOANS TO RELATED COMPANIES

The loans represent promissory notes which are unsecured and repayable at call with the repayment period within 1 month, renewable, and subject to the interest at 3.75 – 6.00 percent per annum. (31 December 2011: 4.00 – 5.00 percent per annum) (Note 5.3)

10. INVENTORIES – NET

(UNIT: BAHT)

	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
Finished goods	198,183,787	152,375,031	149,617,594	117,202,098
Work in process	86,875,404	93,685,494	86,187,207	86,015,641
Raw material	128,602,784	147,725,447	116,918,873	132,251,764
Supplies	2,060,916	2,231,626	1,421,980	1,578,889
Goods in transit	6,242,919	5,240,307	5,633,254	4,844,537
Total	421,965,810	401,257,905	359,778,908	341,892,929
<u>Less</u> Allowance for slow-moving stock	(261,888)	(261,888)	-	-
Net	421,703,922	400,996,017	359,778,908	341,892,929



11. INVESTMENTS IN SUBSIDIARIES - NET

(UNIT: THOUSAND BAHT)

	Separate financial statements							
	Paid - up share capital		Percentage of shareholding		Cost method		Dividend for the years ended	
	2012	2011	2012	2011	2012	2011	2012	2011
Subsidiary companies								
S. Apparel Co., Ltd.	36,000	36,000	80.00	80.00	27,729	27,729	3,456	2,592
T-CHAMBER Co., Ltd	10,000	10,000	99.99	99.99	9,999	9,999	-	-
Celebrate Wealth Co.,Ltd.	40,000	40,000	86.00	86.00	29,036	29,036	-	-
					66,764	66,764	3,456	2,592
<u>Less</u> Allowance for impairment					(15,003)	(19,719)	-	-
Net					51,761	47,045	3,456	2,592

Movements of allowance for impairment for the years ended 31 December 2012 and 2011 are as follows:-

	Separate financial statements	
	2012	2011
Beginning balance	19,719	11,958
Increase(decrease) (included in loss on impairment of investment)	(4,716)	7,761
Ending balance	15,003	19,719

12. INVESTMENTS IN AVAILABLE-FOR-SALE SECURITIES - NET

(UNIT: THOUSAND BAHT)

	Consolidated and separate financial statements			
	Investment		Dividend for the years ended	
	2012	2011	2012	2011
Marketable equity securities				
Related companies	295,683	292,013	31,195	30,043
Others	47,833	35,649	1,657	1,192
Total cost	343,516	327,662	32,852	31,235
<u>Add</u> Unrealized gain on investment revaluation	901,639	700,585	-	-
Total fair value	1,245,155	1,028,247	32,852	31,235
Debt securities				
Government bonds	40,017	7,861	-	-
The Bank of Thailand's bonds	11,192	28,300	-	-
Promissory notes and oversea bank bond	11,101	2,320	-	-
Debentures	41,597	90,668	-	-
Total cost	103,907	129,149	-	-
<u>Add(Less)</u> Unrealized gain (loss) on investment revaluation	243	(508)	-	-
Total fair value	104,150	128,641	-	-
Total fair value of investments	1,349,305	1,156,888	32,852	31,235

Unrealized gain (loss) on investment revaluation movements for the years ended 31 December 2012 and 2011 are as follows:-

Consolidated and separate financial statements			
2012			
	Equity securities	Debt securities	Total
Beginning balance	700,585	(508)	700,077
Increase during the year - net	201,054	751	201,805
Ending balance	901,639	243	901,882
2011			
	Equity securities	Debt securities	Total
Beginning balance	601,540	(919)	600,621
Increase during the year - net	99,045	411	99,456
Ending balance	700,585	(508)	700,077

As of 31 December 2012 and 2011, investments in marketable equity securities consist of:-

(UNIT: THOUSAND BAHT)

	Paid - up capital	Percentage of shareholding		Investment		Dividend for the years ended	
		2012	2011	2012	2011	2012	2011
Related companies							
1. People's Garment Plc.	96,000	14.05	14.05	52,684	52,684	8,090	8,090
2. I.C.C. International Plc.	290,634	3.44	3.44	125,562	125,562	11,007	10,644
3. Sahacogen (Chonburi) Plc.	955,000	1.77	1.77	32,759	32,759	2,540	3,048
4. Thai Wacoal Plc.	120,000	1.39	1.39	22,476	22,476	3,507	3,340
5. Textile Prestige Plc.	108,000	0.96	0.96	10,185	10,185	414	362
6. Saha Pathana Inter-Holding Plc.	494,034	0.68	0.64	36,976	33,306	773	695
7. Far East DDB Plc.	75,000	0.35	0.35	505	505	233	207
8. O.C.C. Plc.	60,000	0.13	0.13	41	41	56	48
9. Saha Pathanapibul Plc.	318,422	0.07	0.07	995	995	210	175
10. President Bakery Plc.	450,000	1.00	1.00	13,500	13,500	4,365	3,434
Total				295,683	292,013	31,195	30,043
Add Unrealized gain on investment revaluation				865,663	690,643	-	-
Net				1,161,346	982,656	31,195	30,043

(UNIT: THOUSAND BAHT)

	Paid - up capital	Percentage of shareholding		Investment		Dividend for the years ended	
		2012	2011	2012	2011	2012	2011
Others							
1. Thai Toray Textile Mill Plc.				265	265	45	90
2. Nation Multimedia Group Plc.				8,608	8,608	-	-
3. Bangkok Bank Plc.				11,224	10,002	760	696
4. Kasikorn Bank Plc.				654	654	38	38
5. The Siam Cement Plc.				5,215	4,542	230	270
6. PTT Plc.				2,004	832	60	57
7. Thoresen Thai Agencies Plc.				75	75	46	2
8. Thai Oil Plc.				368	368	15	16
9. PTT Global Chemical Plc.				450	450	15	23
10. Regal Corporation				9,853	9,853	168	-
11. Others				9,117	-	280	-
Total				47,833	35,649	1,657	1,192
Add Unrealized gain on investment revaluation				35,976	9,942	-	-
Net				83,809	45,591	1,657	1,192
Total				1,245,155	1,028,247	32,852	31,235

13. GENERAL INVESTMENTS - NET

(UNIT: THOUSAND BAHT)

	Consolidated financial statements		Separate financial statements		Dividend for the years ended	
	2012	2011	2012	2011	2012	2011
Related companies	345,005	349,801	341,005	345,801	15,242	15,889
Others	12,283	11,613	12,283	11,613	175	200
Total	357,288	361,414	353,288	357,414	15,417	16,089
Less Allowance for impairment	(48,144)	(42,671)	(44,144)	(38,671)	-	-
Net	309,144	318,743	309,144	318,743	15,417	16,089

Movements of general investments for the years ended 31 December 2012 and 2011 are as follows:-

	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
Beginning balance	361,414	371,434	357,414	367,434
Increase during the year	4,633	2,480	4,633	2,480
Decrease during the year	(8,759)	(12,500)	(8,759)	(12,500)
Ending balance	357,288	361,414	353,288	357,414

Movements of allowance for impairment for the years ended 31 December 2012 and 2011 are as follows:-

	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
Beginning balance	42,671	54,778	38,671	50,778
Increase during the year (included in loss on impairment of investment)	14,157	237	14,157	237
Decrease during the year	(8,684)	(12,344)	(8,684)	(12,344)
Ending balance	48,144	42,671	44,144	38,671

Significant movements of general investments for the years ended 31 December 2012 and 2011 are as follows:-

- In August 2012, the Company invested additionally in 30,000 ordinary shares of Thai staflex Co., Ltd. amounting to Baht 3,962,700.
- In October 2011, the Company invested in shares of the increased shares capital of Bangkok Tokyo Socks Co., Ltd. at Baht 2,000,000. The company had already registered the shares increase with the Ministry of Commerce.
- During the year 2011, the Company wrote off the full amount of investment because its operations were ceased and has already been liquidated (previously, the allowance for impairment was fully provided of Baht 1.5 million).

As of 31 December 2012 and 2011, general investments consist of:-

(UNIT: THOUSAND BAHT)

Consolidated and separate financial statements							
	Paid - up capital (Thousand)	Percentage of shareholding		Investment		Dividend for the years ended	
		2012	2011	2012	2011	2012	2011
Separate financial statements							
- Related companies							
1.Thai Monster Co., Ltd.	20,000	19.00	19.00	* 5,549	5,549	-	-
2.Total Way Image Co., Ltd.	20,000	19.00	19.00	7,132	7,132	1,520	456
3.Thai Naxis Co., Ltd.	20,000	19.00	19.00	4,700	4,700	228	418
4.SSDC (Tigertex) Co., Ltd.	324,000	18.96	18.96	68,635	68,635	1,843	2,458
5.International Commercial Coordination (Hong Kong) Ltd.	HKD 2,000	18.00	18.00	* 2,291	* 2,291	-	-
6.International Leather Fashion Corp., Ltd.	50,000	18.00	18.00	8,810	8,810	1,980	1,620
7.Wise Winner Co., Ltd.	10,000	18.00	18.00	* 1,800	* 1,800	-	-
8. Five Stars Plus Co., Ltd.	50,000	17.00	17.00	* 8,500	* 8,500	-	-
9.Morgan De Toi (Thailand) Ltd.	25,000	15.99	15.99	3,999	3,999	400	320
10.Champ Ace Co., Ltd.	40,000	15.00	15.00	6,000	6,000	1,500	1,200
11.Pak Numpo Wattana Co., Ltd.	1,000	14.00	14.00	1,037	1,037	14	-

(UNIT: THOUSAND BAHT)

Consolidated and separate financial statements

	Paid - up capital (Thousand)	Percentage of shareholding		Investment		Dividend for the years ended	
		2012	2011	2012	2011	2012	2011
12.S.T.G.C. Co., Ltd.	2,500	13.00	13.00	* 325	* 325	-	-
13.Erawan Textile Co., Ltd.	181,832	15.18	15.18	63,854	63,854	828	828
14.Grand Star Industry Co., Ltd.	20,000	12.50	12.50	4,992	4,992	1,250	250
15.Intanin Chiangmai Co., Ltd.	5,000	12.50	12.50	2,781	2,781	125	-
16.Koraj Wattana Co., Ltd.	1,000	12.50	12.50	1,528	1,528	13	-
17.Sun & sand Co., Ltd.	1,000	12.50	12.50	1,499	1,499	-	-
18.Eastern I.C.C. Co., Ltd.	1,000	12.50	12.50	2,938	2,938	25	-
19.Maharachapruet Co., Ltd.	1,000	12.00	12.00	415	415	12	-
20.Thai Takaya Co., Ltd.	30,000	11.00	11.00	3,300	3,300	198	-
21.Thai Gunze Co., Ltd.	180,000	8.00	8.00	* 17,280	17,280	-	-
22.Wazeda Education (Thailand)	56,000	7.14	7.14	4,000	4,000	-	-
23.Thai Bunka Fashion Co., Ltd.	25,000	8.00	8.00	* 2,000	* 2,000	-	-
24.Sriracha Aviation Co., Ltd.	33,000	6.06	6.06	* 2,000	* 2,000	-	-
25.Sunrise Garment Co., Ltd.	10,000	5.00	5.00	1,966	1,966	110	80
26.K. Commercial and Construction Co., Ltd.	50,000	5.00	5.00	6,694	6,694	250	250
27.H & B Intertext Co., Ltd.	40,000	5.00	5.00	2	2	200	100
28.Bangkok Tokyo Socks Co., Ltd.	143,220	4.89	4.89	5,755	5,755	350	250
29.Sriracha BSC Bowling Co., Ltd.	47,000	4.26	4.26	* 2,000	* 2,000	-	-
30.Thai Shikibo Co., Ltd.	237,500	4.81	4.81	11,425	11,425	2,056	914
31.Thai Staflex Co., Ltd.	60,000	9.00	4.00	6,363	2,400	288	216
32.Treasure Hill Co., Ltd.	200,000	4.00	4.00	* 6,300	* 6,300	-	-
33. BSC Entertainment Co., Ltd.	187,050	-	4.00	-	* 8,759	-	-
34. Thai Asahi Kasei Spandex Co., Ltd.	1,350,000	4.00	4.00	54,000	54,000	1,115	5,664
35.Value Added Textile Co., Ltd.	16,500	3.00	3.00	67	67	30	49
36.Panland Co., Ltd.	300,000	3.00	3.00	* 9,000	9,000	-	-
37.Wien International Co., Ltd.	30,000	2.40	2.40	1,547	1,547	144	72
38.Sahapat Real Estate Co., Ltd.	250,000	2.40	2.40	6,165	6,165	180	180
39.Janome (Thailand) Co., Ltd.	88,000	2.00	2.00	1,760	1,760	440	440
40.Sahapat Properties Co., Ltd.	20,000	1.00	1.00	200	200	-	-
41.Thai Itokin Co., Ltd.	100,000	1.00	1.00	* 1,411	* 1,411	-	-
42.Racha Uchino Co., Ltd.	81,000	0.49	0.49	163	163	98	79
43.Pattaya Manufacturing Co., Ltd.	30,000	0.33	0.33	741	741	45	45
44.PELLETERIA TNL - S.R.L.	EUR 10	19.00	19.00	81	81	-	-

(UNIT: THOUSAND BAHT)

	Paid - up capital (Thousand)	Percentage of shareholding		Investment		Dividend for the years ended	
		2012	2011	2012	2011	2012	2011
Total				341,005	345,801	15,242	15,889
<u>Less</u> Allowance for impairment (*)				(40,708)	(35,213)	-	-
Total general investments stated in the separate financial statements-net				300,297	310,588	15,242	15,889
General investment subsidiary company							
45. Treasure Hill Co., Ltd.				4,000	4,000	-	-
<u>Less</u> Allowance for impairment				(4,000)	(4,000)	-	-
Total general investments (related companies) stated in the consolidated financial statements-net				300,297	310,588	15,242	15,889
- Other companies							
1.Miwaki SDN. BHD.	RM 500	19.00	19.00	2,481	2,481	-	-
2.Miwaki Philippines Inc.	USD 400	19.00	19.00	* 3,317	* 3,317	-	-
3.Intersouth Co., Ltd.	1,000	12.50	12.50	4,286	4,286	100	-
4.Builton (Thailand) Co., Ltd.	4,000	10.00	10.00	250	250	-	-
5.Sunlots Enterprise Co., Ltd.	130,000	2.69	2.69	* 4	* 4	-	-
6.Khonkaen Vithes Suksa Co., Ltd.	60,000	1.67	1.67	1,000	1,000	75	200
7.Sigma Holding Co., Ltd.	46,364	0.26	0.26	120	120	-	-
8.Osoth Inter Laboratories Co., Ltd.	150,000	0.15	0.15	* 825	* 155	-	-
Total				12,283	11,613	175	200
<u>Less</u> Allowance for impairment (*)				(3,436)	(3,458)	-	-
Total general investments - other companies - net				8,847	8,155	175	200
Total general investments - net				309,144	318,743	15,417	16,089

14. INVESTMENTS IN DEBT SECURITIES HELD TO MATURITY - NET

As of 31 December 2012 and 2011, investments in debt securities held to maturity are as follows:-

(UNIT: BAHT)

	Consolidated and Separate financial statements	
	2012	2011
Debentures	181,000,000	197,000,000
<u>Less</u> current portion of debentures with redemption within		
1 year (Shown in short-term investments - Note 7)	(92,000,000)	(55,000,000)
Net (Redemption within 2 - 4 years)	89,000,000	142,000,000

Movements of investments in debt securities for the years ended 31 December 2012 and 2011 are as follows:-

	Consolidated and Separate financial statements	
	2012	2011
Beginning balance - net book value	197,000,000	207,000,000
Acquisition	39,000,000	20,000,000
Redemption	(55,000,000)	(30,000,000)
Ending balance - net book value	181,000,000	197,000,000

As of 31 December 2012 and 2011, investments in debt securities are as follows:-

	(UNIT: BAHT)	
	Consolidated and Separate financial statements	
	2012	2011
The Siam Cement PCL.	44,000,000	44,000,000
CH. Karnchang PCL.	7,000,000	7,000,000
Charoen Pokphand Foods PCL.	5,000,000	5,000,000
Thai Airways International PCL.	-	6,000,000
PTT Global Chemical PCL.	10,000,000	10,000,000
Advanced Info Service PCL.	10,000,000	10,000,000
PTT Exploration and Production PCL.	-	20,000,000
Quality Houses PCL.	20,000,000	30,000,000
Easy Buy PCL.	-	10,000,000
Thanachart Capital PCL.	5,000,000	5,000,000
Toyota Leasing (Thailand) Co., Ltd. (*)	30,000,000	30,000,000
TICON Industrial Connection PCL.	10,000,000	10,000,000
Prukha Real Estate PCL.	10,000,000	10,000,000
Bank of Ayudhya PCL.	20,000,000	-
TISCO Bank PCL.	10,000,000	-
Total	181,000,000	197,000,000
Fair value - ending balance	182,254,117	197,740,573

All the debentures are unsecured and unsubordinated (except* debentures of Baht 30 million issued by Toyota Leasing (Thailand) Co., Ltd. which is secured and unsubordinated) which bear interests at the rates at 3.08 to 6.20 percent per annum (2011: 3.08 to 6.20 percent per annum).

Interests are payable every 3 and 6 months as from the issuance dates of the debentures.

15. OTHER LONG-TERM INVESTMENT - NET

(UNIT: BAHT)

	Consolidated and Separate financial statements	
	2012	2011
Fixed deposits	28,500,000	45,000,000
Less current portion of investment with redemption within 1 year (Shown in short-term investments - Note 7)	(20,000,000)	(25,000,000)
Net	8,500,000	20,000,000

Movements of other long-term investment in fixed deposits for the years ended 31 December 2012 and 2011 are as follows:-

(UNIT: BAHT)

	Consolidated and Separate financial statements	
	2012	2011
Beginning balance - net book value	45,000,000	-
Acquisition	8,500,000	45,000,000
Redemption	(25,000,000)	-
Ending balance - net book value	28,500,000	45,000,000

As of 31 December 2012 and 2011, other long - term investment represents fixed deposits with maturity of 18 months with local financial institutions which bear interests at the rates at 4.00 and 4.30 per cent per annum. (2011: 3.60 - 4.30 percent per annum)

16. INVESTMENT PROPERTY - NET

(UNIT: BAHT)

	Consolidated and separate financial statements			
	Land	Land improvement	Building	Total
Cost:-				
31 December 2011	30,933,750	5,925,997	171,200	37,030,947
Acquisition	-	-	-	-
Disposal	-	-	-	-
31 December 2012	30,933,750	5,925,997	171,200	37,030,947
Accumulated depreciation :-				
31 December 2011	-	5,925,980	69,207	5,995,187
Depreciation for the year	-	-	8,560	8,560
Disposal	-	-	-	-
31 December 2012	-	5,925,980	77,767	6,003,747
Net book value				
31 December 2012	30,933,750	17	93,433	31,027,200
31 December 2011	30,933,750	17	101,993	31,035,760
Appraised value (*)	38,830,000	-	2,008,444	40,838,444

(*) The appraised value was determined by an independent appraiser on 5 August 2011.



17. PROPERTY, PLANT AND EQUIPMENT - NET

(UNIT: BAHT)

Consolidated financial statements

	Land	Land improvement	Building	Machinery	Office equipment	Vehicles	Furniture and fixtures	Assets under installation	Total
Cost:-									
31 December 2011	199,725,040	8,956,981	356,521,202	397,427,201	152,419,226	37,790,487	193,490,834	54,625,409	1,400,956,380
Acquisition	-	1,308,221	-	3,007,328	15,965,678	3,147,882	1,499,558	35,972,078	60,900,745
Transferred in	2,280,648	12,207,639	24,588,758	21,971,261	1,794,894	-	27,110,736	-	89,953,936
Disposal	-	-	-	(7,129,856)	(1,415,474)	(1,240,000)	(9,743,328)	-	(19,528,658)
Written off	-	-	-	-	(2,157,720)	-	(230,000)	-	(2,387,720)
Transferred out	-	-	-	-	-	-	-	(89,953,936)	(89,953,936)
31 December 2012	202,005,688	22,472,841	381,109,960	415,275,934	166,606,604	39,698,369	212,127,800	643,551	1,439,940,747
Accumulated depreciation :-									
31 December 2011	-	8,341,485	244,868,033	338,438,293	133,802,438	23,996,094	180,585,372	-	930,031,715
Depreciation for the year	-	1,625,566	9,794,890	19,035,915	8,682,575	4,206,181	7,044,569	-	50,389,696
Written off	-	-	-	(7,122,609)	(1,410,099)	(936,437)	(9,743,321)	-	(19,212,466)
Disposal	-	-	-	-	(2,141,625)	-	(229,999)	-	(2,371,624)
31 December 2012	-	9,967,051	254,662,923	350,351,599	138,933,289	27,265,838	177,656,621	-	958,837,321
Net book value									
31 December 2012	202,005,688	12,505,790	126,447,037	64,924,335	27,673,315	12,432,531	34,471,179	643,551	481,103,426
31 December 2011	199,725,040	615,496	111,653,169	58,988,908	18,616,788	13,794,393	12,905,462	54,625,409	470,924,665

As of 31 December 2012 and 2011, the Company and its subsidiaries have fully depreciated fixed assets, but are still in use at cost of Baht 725.77 million and Baht 691.69 million, respectively.

(UNIT: BAHT)

Separate financial statements

	Land	Land improvement	Building	Machinery	Office equipment	Vehicles	Furniture and fixtures	Assets under installation	Total
Cost:-									
31 December 2011	183,795,095	8,956,981	309,859,572	331,754,390	136,439,701	35,061,206	159,169,407	54,527,454	1,219,563,806
Acquisition	-	1,308,221	-	-	15,489,283	3,147,882	1,499,558	35,931,599	57,376,543
Transferred in	2,280,648	12,207,639	24,588,758	21,971,261	1,794,894	-	27,110,736	-	89,953,936
Disposal	-	-	-	(7,129,856)	(1,413,874)	(1,240,000)	(9,743,328)	-	(19,527,058)
Written off	-	-	-	-	(2,156,318)	-	(230,000)	-	(2,386,318)
Transferred out	-	-	-	-	-	-	-	(89,953,936)	(89,953,936)
31 December 2012	186,075,743	22,472,841	334,448,330	346,595,795	150,153,686	36,969,088	177,806,373	505,117	1,255,026,973
Accumulated depreciation :-									
31 December 2011	-	8,341,485	207,279,722	275,055,712	121,132,195	21,662,276	148,591,773	-	782,063,163
Depreciation for the year	-	1,625,566	8,754,839	18,073,733	7,614,967	3,890,978	6,354,981	-	46,315,064
Written off	-	-	-	(7,122,609)	(1,409,869)	(936,437)	(9,743,321)	-	(19,212,236)
Disposal	-	-	-	-	(2,140,486)	-	(229,999)	-	(2,370,485)
31 December 2012	-	9,967,051	216,034,561	286,006,836	125,196,807	24,616,817	144,973,434	-	806,795,506
Net book value									
31 December 2012	186,075,743	12,505,790	118,413,769	60,588,959	24,956,879	12,352,271	32,832,939	505,117	448,231,467
31 December 2011	183,795,095	615,496	102,579,850	56,698,678	15,307,506	13,398,930	10,577,634	54,527,454	437,500,643

As at 31 December 2012 and 2011, the Company has fully depreciated fixed assets, but are still in use at cost of Baht 631.85 million and Baht 601.12 million, respectively.

18. INTANGIBLE ASSETS - NET

As of 31 December 2012 and 2011, computer software consist of :-

		(UNIT: BAHT)			
		Consolidated financial statements		Separate financial statements	
		2012	2011	2012	2011
Cost					
31 December 2011		31,563,385	27,291,477	30,467,432	26,212,325
Acquisition		3,317,874	4,271,908	3,288,474	4,255,107
Disposal/written off		-	-	-	-
31 December 2012		34,881,259	31,563,385	33,755,906	30,467,432
Accumulated amortization					
31 December 2011		22,022,379	20,693,667	21,150,682	20,136,749
Amortization expenses for the year		1,538,541	1,328,712	1,403,715	1,013,933
Disposal/written off		-	-	-	-
31 December 2012		23,560,920	22,022,379	22,554,397	21,150,682
Net		11,320,339	9,541,006	11,201,509	9,316,750
Computer software under installation					
31 December 2011		1,476,089	1,476,089	1,476,089	1,476,089
Increase/(transferred out)		324,750	-	324,750	-
31 December 2012		1,800,839	1,476,089	1,800,839	1,476,089
Net		13,121,178	11,017,095	13,002,348	10,792,839

As of 31 December 2012 and 2011, the consolidated financial statements and the separate financial statements show fully depreciated intangible assets but are still in use at cost of Baht 17.87 million.

19. LEASEHOLD RIGHT - NET

		(UNIT: BAHT)	
		Consolidated and Separate financial statements	
		2012	2011
Cost :-			
31 December 2011		23,446,576	23,446,576
Increases		-	-
31 December 2012		23,446,576	23,446,576
Accumulated amortization :-			
31 December 2011		14,030,114	13,022,478
Amortization expenses for the year		1,007,636	1,007,636
31 December 2012		15,037,750	14,030,114
Net		8,408,826	9,416,462

20. BANK OVERDRAFTS

The subsidiary companies have bank overdrafts from the financial institutions as follows.

Bank overdraft lines			
Subsidiaries	(Million Baht)	Interest rates per annum	Guaranteed by
Celebrate Wealth Co., Ltd.	2.00	MOR	Parent company
S. Apparel Co., Ltd.	15.00	MOR	-

21. TRADE AND OTHER PAYABLES

(UNIT: BAHT)

	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
Accounts payables - trade				
Related companies (Note 5.3)	31,468,360	29,121,517	22,153,335	11,274,879
Others	118,434,256	100,842,143	102,763,615	84,932,916
Total accounts payables - trade	149,902,616	129,963,660	124,916,950	96,207,795
Other payables				
Accrued bonus	74,623,993	77,538,805	73,813,353	74,168,358
Accrued expenses	35,020,589	28,202,549	31,478,276	26,307,234
Accrued royalties	26,949,517	25,371,099	26,486,655	25,153,298
Others	8,459,231	17,487,792	7,111,721	17,272,084
Total trade and other payables	294,955,946	278,563,905	263,806,955	239,108,769

22. RETIREMENT BENEFIT OBLIGATION

Movement of retirement benefit obligation for the years ended 31 December 2012 and 2011 are as follows:-

(UNIT: BAHT)

	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
Retirement benefit obligation				
- beginning balance - 1 January	134,963,180	124,451,606	122,254,721	113,596,519
Employee benefit expenses for the year	31,646,233	18,346,311	29,648,150	16,086,131
Employee benefit paid during the year	(6,147,076)	(7,834,737)	(5,168,676)	(7,427,929)
Retirement benefit obligation				
- ending balance - 31 December	160,462,337	134,963,180	146,734,195	122,254,721



Employee benefit expenses were recognized in statements of income for the years ended 31 December 2012 and 2011 are as follows:-

	(UNIT: BAHT)			
	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
Current service costs	18,639,724	13,401,763	16,855,456	11,542,270
Interest costs	5,340,179	4,944,548	4,873,024	4,543,861
Actuarial losses	7,666,330	-	7,919,670	-
Total	31,646,233	18,346,311	29,648,150	16,086,131

The principle actuarial assumption used to calculate the defined benefit obligation is as follows:-

	(UNIT: BAHT)	
	Consolidated and Separate financial statements	
	2012	2011
The principle actuarial assumptions:-		
Discount rate	3.25% - 3.56%	3.64% - 4.28%
Disability rate	5.00% (TMO 2008)	5.00% (TMO 1997)
Salary increase rate	2.30% - 5.00%	3.00% - 5.00%
Turnover rate	Age-related scale	Age-related scale

23. LEGAL RESERVE

Under the Public Limited Companies Act B.E. 2535 the Company is required to allocate not less than 5 percent of its annual net profit, less any accumulated losses brought forward (if any), as legal reserve until this account reaches an amount not less than 10 per cent of the registered capital. The legal reserve is not available for dividend distribution.

24. GENERAL RESERVE

The Company has appropriated part of its net profit for general reserves with no specific objective.

25. EXPENSES CLASSIFIED BY NATURE OF EXPENSES

For the years ended 31 December 2012 and 2011 expenses classified by their nature are as follows:-

	(UNIT: BAHT)			
	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
Changes in finished goods and work-				
in process (increase) decrease	(38,998,666)	(50,714,132)	(32,587,062)	(49,913,630)
Purchases of finished goods	269,432,623	216,284,998	207,334,837	176,421,913
Raw material and supplies used	939,334,350	954,500,573	874,757,412	858,920,054
Management benefit expenses	34,984,197	31,781,841	34,984,197	31,781,841
Employee benefit expenses	743,842,144	646,313,790	639,848,524	560,588,720
Depreciation and amortization expenses	52,944,433	42,370,161	48,734,975	37,853,953
Royalty expenses	129,122,883	117,252,421	128,375,170	116,832,218

26. PROMOTIONAL PRIVILEGES

By virtue of the Investment Promotion Act, B.E. 2520, the Company has been granted some promotional privileges from the Board of Investment (BOI) as follows:-

1. Promotional certificates No.	1396/2543	1329(1)/2544	1604(2)/2550	1627(2)/2554	1628(2)/2554
2. Dates of promotional certificates	24/7/00	2/5/01	18/6/07	31/5/11	31/5/11
3. The first receiving revenues dates	1/8/00	1/2/03	1/10/07	4/5/11	2/9/11
4. The type of business promoted	Leather products or artificial leather	Textile or fragment	Leather products or artificial leather	Textile or fragment	Leather products or artificial leather
5. Important privileges which are granted:-					
5.1 Exemption from corporate income tax on net profit from promotional operations, commencing from the first receiving revenue date.	8 years (Expired on 31/7/08)	8 years (Expired on 31/1/11)	8 years	8 years	8 years
5.2 Exemption from income tax on dividends from promoted business which was exempted from income tax in 5.1.	8 years (Expired on 31/7/08)	8 years (Expired on 31/1/11)	8 years	8 years	8 years
5.3 Reduction of the corporate income tax on net profit from promoted business at 50% of normal rate after the end of exemption period.	5 years	5 years	5 years	5 years	5 years
5.4 Double deduction of expenses for utilities (electricity, water and transportation) for the year.	10 years (Expired on 31/7/10)	10 years	10 years	10 years	10 years
5.5 Exemption from corporate income tax for amounts not exceeding (Adjustable to capital investment amount excluding cost of land and working capital).	-	-	Baht 25.85 million	Baht 40.98 million	Baht 67.60 million

As a promoted entity, the Company must strictly comply with certain terms and conditions stipulated in the promotional certificates.

Income derived from BOI and non-BOI activities are summarized as follows :-

(UNIT : MILLION BAHT)

	Consolidated financial statements					
	2012			2011		
	Local	Export	Total	Local	Export	Total
BOI promoted business	592.59	341.43	934.02	554.03	345.60	899.63
Non - BOI promoted business	1,207.18	495.28	1,702.46	988.12	569.24	1,557.36
Total	1,799.77	836.71	2,636.48	1,542.15	914.84	2,456.99
	Consolidated financial statements					
	2012			2011		
	Local	Export	Total	Local	Export	Total
BOI promoted business	592.59	341.43	934.02	554.03	345.60	899.63
Non - BOI promoted business	1,070.83	381.21	1,452.04	893.44	358.38	1,251.82
Total	1,663.42	722.64	2,386.06	1,447.47	703.98	2,151.45

27. FINANCIAL INFORMATION BY SEGMENT

The Group operates in core business segment including ready-made clothes and leather product industry with geographical segments of both local and export sales. The segment reporting for the years ended 31 December 2012 and 2011 are as follows:-

(UNIT : MILLION BAHT)

Consolidated financial statements	2012			2011		
	Local	Export	Total	Local	Export	Total
Revenue from sales - net	1,807.33	838.42	2,645.75	1,542.15	914.84	2,456.99
Results of operation by segment	297.26	118.22	415.48	232.21	150.25	382.46
Unallocated expenses			(248.13)			(208.75)
Other income			161.91			156.46
Finance costs			(0.01)			(0.05)
Corporate income tax			(40.25)			(47.89)
Profit attributable to non-controlling interests			0.48			(2.26)
Profit attributable to parent company			289.48			279.97
Unrealized gain on revaluation of available-for-sale investment			201.80			99.46
Total comprehensive income attributable to parent company			491.28			379.43

28. PROVIDENT FUND

The Company and its subsidiaries have set up a provident fund for their employees under the Provident Fund Act B.E. 2530 (1987) for the staff's welfare as well as security upon their resignation or retirement as defined by the Company's regulations, which is contributed by its employees and by the Company at the rate of 3-5% of salary. The Company has appointed the BT Asset Management Company Limited to act as the fund manager.

The Company and subsidiaries' contributions to the employee provident fund were recorded as expenses in the statements of comprehensive income for the years ended 31 December 2012 and 2011 as follows:-

(UNIT: MILLION BAHT)

	Consolidated		Separate financial statements	
	2012	2011	2012	2011
Thanulux Public Company Limited	9.53	8.47	9.53	8.47
S. Apparel Co.,Ltd.	0.86	0.76	-	-
T- CHAMBER Co.,Ltd.	0.04	0.04	-	-
Celebrate Wealth Co.,Ltd.	0.17	0.10	-	-
Total	10.60	9.37	9.53	8.47

29. CORPORATE INCOME TAX

Corporate income tax of the Group for the years ended 31 December 2012 and 2011 are calculated from the accounting profit and adjusted with revenues and expenses which are exempted from income tax or expenses not allowed by tax law.

Non - BOI business operations are subjected to corporate income tax at the rate of 23 per cent (2011: 30 per cent).

BOI business operations are subjected to income tax according to the privileges which are granted (Note 26).

Corporate income taxes of the subsidiaries are calculated at the rate of 23 per cent of taxable profit (2011: 30 per cent).

30. CAPITAL MANAGEMENT

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board monitors the return on capital, which the Group defines as result from operating activities divided by total equity, excluding non-controlling interests and also monitors the level of dividends to ordinary shareholders.

31. COMMITMENT AND CONTINGENT LIABILITIES

31.1 As of 31 December 2012 and 2011 the Group has commitments and contingent liabilities as follows

(UNIT: MILLION)

	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
Commitments and contingent liabilities				
Letters of credit				
- EUR	-	0.79	-	0.79
- USD	-	1.73	-	1.73
Bank guarantee with Customs Department (Baht)	11.83	12.85	11.00	11.58
Bank guarantee for electricity (Baht)	5.67	5.41	5.01	4.75
Bank guarantee for business operations (Baht)	0.59	0.06	0.59	0.06
Loan guarantee for related companies (Baht)	5.31	5.31	5.31	5.31

31.2 The Company has entered into 8 trademark contracts with respective owners for the manufacturing and distribution of garments and leather products under their trademarks. Both parties have mutual obligations to fulfill under these contracts whereby the Company must pay the royalty fees at the rate of 3.5 - 7.5 % of total sales (under the agreed contracts).

One subsidiary company has entered into 1 trademark contract with respective owner whereby it must pay the royalty fee at the rate of 7 % of total sales (under the agreed contracts).



31.3 The Company has commitments relating to land and building lease agreements, whereby the Company must pay the monthly rentals in respect of the said contracts as follows :-

	(UNIT: BAHT)		
	Period	Lease term (years)	Monthly rental
Land lease right	2008 - 2018	10	45,000
Building lease right	2004 - 2021	17	5,248

31.4 As of 31 December 2011, the Company has commitment relating to fixed assets construction agreement of Baht 5.96 million (2012: nil).

31.5 As of 31 December 2012, the Company has commitment relating to software implement agreement of Baht 0.32 million (2011: Baht 0.65 million).

31.6 As of 31 December 2012 and 2011, a subsidiary company has commitment relating to building lease agreement, whereby the subsidiary company must pay the rentals as follows:-

	(UNIT: MILLION BAHT)	
	2012	2011
Within 1 year	1.64	4.83
Second year	-	1.64

32. DIVIDEND PAYMENT, GENERAL RESERVE AND DIRECTORS' REMUNERATION

32.1 On 24 April 2012, the Company's Annual General Meeting of shareholders approved the following resolutions:-

- To pay dividends from BOI business operation of Baht 1.10 per share, to the existing shareholders of 120 million shares. The interim dividend was paid on 7 September 2011, at Baht 0.4638 per share. The remaining dividend at Baht 0.6362 per share, totaling Baht 76.344 million was paid on 18 May 2012 as follows:-
 - To pay dividends from BOI business operations of Kabinburi Project 4 according to the Promotional Certificate No. 1627(2)/2554 at Baht 0.0592 per share (120 million shares) totaling Baht 7.104 million.
 - To pay dividends from BOI business operations of Lamphun Project 4 according to the Promotional Certificate No. 1628(2)/2554 at Baht 0.0887 per share (120 million shares) totaling Baht 10.644 million.
 - To pay dividends from Non - BOI business operations at Baht 0.4883 per share (120 million shares) totaling Baht 58.596 million.
- To pay the directors' remuneration not more than Baht 9 million.
- To appropriate net profit for general reserve in the amount of Baht 13 million.

32.2 On 8 August 2011, the Board of Directors' meeting no. 3/2554 approved to pay interim dividend for the results of its operations of the six-month period ended 30 June 2011 from BOI promoted activities of Lamphun Project 3, certificate no. 1604(2)/2550 to shareholders for 120 million shares at the rate of Baht 0.4638 per share totaling Baht 55.66 million. The dividend was paid on 7 September 2011.

32.3 On 26 April 2011, the Company's Annual General Meeting of shareholders approved the following resolutions :-

- To pay dividends from BOI business operation of Baht 0.85 per share, to the existing shareholders of 120 million shares. The interim dividend was paid on 9 December 2010, at Baht 0.54 per share, and the remaining dividend is paid at Baht 0.31 per share totaling Baht 37.20 million from BOI business operations of Lamphun Project 3 according to the Promotional Certificate No. 1604(2)/2550. The dividend payment was paid on 23 May 2011.

- To pay the directors' remuneration not more than Baht 9 million.
- To appropriate net profit for general reserve in the amount of Baht 9 million.

33. FINANCIAL INSTRUMENTS

The Group is exposed to normal business risks from changes in market interest rates and currency exchange rates and from non-performance of contractual obligations by counterparties. The Group does not hold or issue derivative financial instruments for speculative or trading purposes.

33.1 Accounting policies and procedure

See Note 4.

33.2 Credit risk

Credit risk refers to the risk that accounts receivable will default on its contractual obligations resulting in a financial loss to the Company.

The Company has concentration of risks as most of trade accounts receivable are related companies (note 5.2). However, the said customers have been associated continuously for many years and maintained good payment capability.

For other customers, the management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount. As at the statements of financial position date there was no other significant credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statements of financial position

33.3 Interest rate risk

Interest rate risk arises from the potential of a change in interest rates to have an effect on the operation of the Company in the current reporting period and in future years. The Group is confident that the risk can be managed because the Group has maintained plans and monitor the market situation closely.

Furthermore the Group has invested in debt securities, interest risk are depended on the fluctuation of prices of the debt securities due to the changes of interest rates. If the interest rate increased, the price of debt securities will be decreased and if the market interest rate decreased, the price of debt securities will increase.

33.4 Risk from currency exchange

The Group's risk from the fluctuation of foreign exchange rates, due to some debtors and creditors arisen from the trading in foreign currencies. The Group will make the forward exchange contract, in case the Baht currency is highly fluctuated and it is considered appropriate.

33.4.1 Selling forward exchange contracts

The Group has entered into exchange forward contracts with a local commercial bank to hedge against risk in exchange rate fluctuation which might affect the Baht currency receivable from export trade accounts receivable which having the term not over one year.

As of 31 December 2012:-

Foreign currency	Consolidated financial statements			Separate financial statements		
	Amount (Million)	Delivery will be made during	Exchange rates on delivery date (Currencies exchange to Baht)	Amount (Million)	Delivery will be made during	Exchange rates on delivery date (Currencies exchange to Baht)
USD	0.24	Apr. 13 - May. 13	30.67 - 30.82	0.23	May. 13	30.73 - 30.76
EUR	1.06	Mar. 13 - Jun. 13	37.38 - 40.45	1.06	Mar. 13 - Jun. 13	39.38 - 40.45

As of 31 December 2011:-

Foreign currency	Consolidated financial statements			Separate financial statements		
	Amount (Million)	Delivery will be made during	Exchange rates on delivery date (Currencies exchange to Baht)	Amount (Million)	Delivery will be made during	Exchange rates on delivery date (Currencies exchange to Baht)
USD	2.18	Feb. 12 - Jun. 12	29.90 - 31.50	1.68	Feb. 12 - Jun. 12	29.90 - 31.50
JPY	38.11	Jan. 12 - Jun. 12	0.37 - 0.40	5.00	Feb. 12	0.40
EUR	0.44	Apr. 12 - Jun. 12	41.05 - 42.20	0.44	Apr. 12 - Jun. 12	41.05 - 42.20

33.4.2 Uncovered transactions

As of 31 December 2012 and 2011, the Group has outstanding assets and liabilities denominated in foreign currencies which are not covered by any hedging transaction as follows:-

(UNIT : MILLION)

	Consolidated financial statements				Separate financial statements			
	Foreign currencies		Converted to Baht		Foreign currencies		Converted to Baht	
	2012	2011	2012	2011	2012	2011	2012	2011
Assets								
USD	2.24	0.02	68.14	0.48	2.23	0.02	67.98	0.48
EUR	0.04	0.36	1.80	14.85	0.04	0.36	1.80	14.85
JPY	26.47	11.73	9.27	4.74	2.66	11.73	0.93	4.74
Total			79.21	20.07			70.71	20.07
Liabilities								
USD	0.51	0.25	15.55	8.02	0.31	0.21	9.65	6.62
EUR	0.13	0.24	5.31	10.08	0.12	0.24	4.84	10.08
JPY	13.43	12.07	4.80	4.98	3.09	2.90	1.11	1.19
Total			25.66	23.08			15.60	17.89

33.5 Fair values of financial instruments

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 following methods and assumptions were used by the Group in estimating fair value of financial instruments as disclosed herein:

- Cash and cash equivalents, current investments, accounts receivable - trade and short-term loans; the carrying values approximate their fair values.
- Investment in marketable securities; fair value is based on quoted market price. For investment in non-listed companies; fair value is based on net asset value of related security.
- Trade accounts payable; the carrying value approximates fair value.

34. RECLASSIFICATION

To comply with the Notification of the Department of Business Development dated 28 September 2011 relating to the financial statement presentation, certain amounts in the consolidated and separate financial statements for the year ended 31 December 2011 have been reclassified to conform to the current period's classification, without any effect to the previously reported profit or shareholder's equity.

35. APPROVAL OF FINANCIAL STATEMENTS

These financial statements have been approved for issuance by the Company's board of directors on 18 February 2013.

Synopsis of Operations of the Company and Subsidiaries

(UNIT : THOUSAND BAHT)

Selected Data	2012	%	2011	%	2010	%
STATEMENTS OF COMPREHENSIVE INCOME						
Revenue from sales	2,645,755	94.25	2,456,996	94.02	2,079,437	93.40
Other incomes	161,375	5.75	156,367	5.98	146,958	6.60
Total revenues	2,807,130	100.00	2,613,363	100.00	2,226,395	100.00
Cost of sales	1,827,387	*69.07	1,709,675	*69.58	1,490,540	*71.68
Selling and administrative expenses	499,026	17.78	449,093	17.18	428,296	19.24
Total expenses	2,477,884	88.27	2,283,248	87.37	2,028,288	91.10
EBITDA	382,205	13.62	372,479	14.25	250,154	11.24
Depreciation and amortization	52,944	1.89	42,310	1.62	51,858	2.33
Profit before finance costs and corporate income tax	329,260	11.73	330,169	12.63	198,296	8.91
Net profit for the year attributable to owners of the parent company	289,483	10.31	279,970	10.71	185,775	8.34
STATEMENTS OF CASH FLOWS						
Net cash received from operating activities	220,712		201,433		146,031	
Net cash received (used in) from investing activities	(86,031)		(120,431)		33,988	
Net cash used in financing activities	(76,734)		(93,629)		(172,380)	
Cash and cash equivalent increase(decrease) - net	57,947		(12,627)		7,639	
STATEMENTS OF FINANCIAL POSITION						
Cash and cash equivalents	149,638	3.85	91,691	2.67	104,318	3.35
Short - term investments	438,046	11.26	277,458	8.07	240,219	7.71
Trade and other receivables	449,391	11.55	379,757	11.05	374,455	12.02
Inventories - net	421,704	10.84	400,996	11.67	331,892	10.65
Total current assets	1,594,009	40.98	1,271,104	36.99	1,163,285	37.33
Long - term investments	1,755,949	45.15	1,637,632	47.65	1,556,106	49.93
Property, plant and equipment - net	481,103	12.37	470,925	13.70	341,705	10.96
TOTAL ASSETS	3,889,411	100.00	3,436,727	100.00	3,116,512	100.00
Trade and other payables	294,956	7.58	278,564	8.11	285,277	9.15
Total current liabilities	328,237	8.44	314,585	9.15	293,261	9.41
Total non - current liabilities	161,095	4.14	135,656	3.95	52,219	1.68
TOTAL LIABILITIES	489,333	12.58	450,240	13.10	345,480	11.09
Registered share capital	120,000	3.09	120,000	3.49	120,000	3.85
Issued and paid - up share capital	120,000	3.09	120,000	3.49	120,000	3.85
Premium on ordinary shares	181,125	4.66	181,125	5.27	181,125	5.81
Other components of equity	900,314	23.15	698,510	20.32	599,054	19.22
Unappropriated retained earnings	2,017,384	51.87	1,817,245	52.88	1,710,138	54.87
EQUITY ATTRIBUTABLE TO PARENT COMPANY	3,381,022	86.93	2,966,080	86.31	2,750,517	88.26
Non - controlling interests	19,056	0.49	20,407	0.59	20,515	0.66

Notes * % cost of sales / sales

The information for 2010 that has been presented for comparison has been re - itemized so as to correspond to the accounting items for the years 2011-2012.



Explanation and Analysis of Financial Standing and Performance Result

Overview of Performance in the Previous Year

After examining the financial statements for 2012, the management finds that the overall financial standing and performance of the Company are satisfactory when compared to 2011 and operators in the same industry. The Company's production costs have increased due to the rise in minimum wage to Baht300 pursuant to government policies.

(million Baht)

	2012	2011	Increase (Decrease) %
Total Revenues	2,807.13	2,613.36	7.41
Net Profits	289.48	279.97	3.40
Total Assets	3,889.41	3,436.72	13.17
Parent Company Interests	3,381.02	2,966.08	13.99
Net Profitability (%)	10.31	10.71	
Return on Assets (%)	7.90	8.54	
Return on Equity (%)	9.12	9.80	

A detailed analysis of the financial statements is given below.

Sales Revenues

The Company received Baht2,645.76 million in sales revenues, compared to Baht2,457.00 million in 2011, representing an increase of Baht188.76 million or 7.68 percent. The change was attributable to the increase of domestic sales by Baht265.18 million, or 17.20 percent, due to growth of domestic consumption and the Sales Department's success in acquiring greater market share. International sales, however, decreased by Baht76.42 million or 8.35 percent due to the impact of the global economic slowdown.

Other Revenues

In 2012, the Company received Baht161.38 million in other revenues, compared to Baht156.37 million in 2011, representing an increase of Baht5.01 million or 3.20 percent. The main component of other revenues consists of dividends and interests whose rates of returns have improved from the previous year.

Sales Costs

The Company's sales costs as a proportion of sales revenues in 2012 was 69.07 percent, compared to 69.58 percent in 2011 or a decrease of 0.51 percent of sales revenues. The adjustment of minimum wages to Baht300 per day in principal provinces pursuant to government policies has raised the Company's production costs. The Company has adapted to this situation by employing more high-end technological machinery to replace labour in the manufacturing process, as well as relocating production to provinces where labour costs remain lower and administering the more efficient use of raw materials. As a consequence, the Company has been able to control production costs while maintain product qualities.

Sales costs in the consolidated accounts consist of sales costs incurred by the Company and one manufacturing subsidiary company as well as two other distributing subsidiary companies.

Sales and Administration Expenses

The Company incurred sales and administration expenses in the amount of Baht499.03 million in 2012, compared to Baht449.09 million in 2011, representing an increase of Baht49.93 million or 11.12 percent. Most of the increase was attributable to the rise in employee remuneration as a consequence of the increase in employees in support of the Company's growth and adjustment of competitive wages, as well as expenses incurred by the expansion of laundry business in Bangpli Branch and facility renovation expenses to improve working efficiency. In addition, the subsidiary companies also continually expands distribution channels and growth in departmental stores, namely an increase in outlets for the brands Era-won, CADEAU, itch and Cache Cache.

Parent Company Net Profits

The Company's net profit in 2012 was Baht289.48 million, compared to Baht279.97 million in 2011, representing an increase of Baht9.51 million or 3.40 percent, due to the increase in sales, improvement of production efficiency and the ability to control expenses. The result was also attributable to the reduction in corporate income tax (please refer to Note 29 Corporate Income Tax in the financial statements).

Financial Standing

The Company's total assets in 2012 were valued at Baht3,889.41 million, compared to Baht3,436.73 million in 2011, representing an increase of Baht452.68 million or 13.17 percent. The change was attributable to the increase of debtors by Baht39.09 million, increase of parent company equity by Baht414.94 million and decrease in non-controlling interests by Baht1.35 million.

Total assets comprise of 40.98 percent current assets, 45.15 percent long-term investments, 12.37 percent net property, plant and net equipment and 1.50 percent non-current assets.

Current Assets

Short-Term Investments

Short-term investments as stated in the financial statements show a fair value of Baht438.05 million in 2012, compared to Baht277.46 million in 2011 or an increase of Baht160.59 million. The Company's continuing increase of cash flow has resulted in a surplus of liquidity. Therefore, for the benefit of financial management, this excess liquidity was invested in various forms as appropriate. During the year, the following changes were made. There was an increase in fixed deposits, deposit certificates and bills of exchange by Baht123.42 million, investments in mutual funds by Baht7.54 million and redemption of mutual funds by Baht5.02 million. In this regard, there are also unrealized profits from mutual fund investments in the amount of Baht2.65 million and an increase in debt instruments and fixed deposits maturing within one year by Baht32.00 million.

Net Trading Debtors

Net trading debtors and allowances for potential bad debts and returned goods in 2012 were valued at Baht417.85 million, compared to Baht355.54 million in 2011, representing an increase of Baht62.31 million or 17.53 percent. This change was attributable to the increase in sales volume and the downward readjustment of allowances for returned goods.

Net Inventories

The Company's inventories in 2012 were valued at Baht421.70 million, compared to Baht401.00 million in 2011, representing an increase of Baht20.70 million or 5.16 percent due to goods held for delivery in the beginning of the year.

Non-Current Assets

Long-Term Investments

Long-term investments comprise of:

Available -for - sale securities The fair value in 2012 was Baht1,349.31 million, compared to Baht1,156.89 million, representing an increase of Baht192.42 million. During the year, the Company increased investments in equities by Baht15.85 million, disposed of Baht25.24 million in debt instruments. Unrealized profits from changes in values of investments were valued at Baht201.81 million. The Company also received dividends from investments in Baht32.85 million, an increase from 2011 by Baht1.62 million. These figures represent a return on investments of 9.56 percent, 95 percent of which were derived from connected companies.

General Investments The figures shown represent the net cost prices after allowances for depreciation in 2012, valued at Baht309.14 million, compared to Baht318.74 million in 2011, or a decrease of Baht9.60 million. The change was attributable to an increase of investments by Baht4.63 million, disposal of investments by Baht0.07 million and allowances for depreciation in the amount of Baht14.16 million. The Company received dividends from investments in the amount of Baht15.42 million, a decrease from 2011 by Baht0.67 million, representing a return on investments of 4.32 percent, 99 percent of which were derived from connected companies.



Debt Instruments Held Until Maturity The figures shown represent the amortized costs in 2012 valued at Baht89.00 million, compared to Baht142.00 million in 2011, a decrease of Baht53.00 million. During the year, the Company increased investments by Baht39.00 million and redeemed matured debt instruments in the amount of Baht55.00 million. Debt instruments maturing within 1 year are shown as an increase in short-term investments by Baht37.00 million.

Other Long-Term Investments Long-term investments consist of fixed deposits in domestic financial institutions maturing over 1 year valued at Baht8.50 million in 2012, compared to Baht20.00 million in 2011, a decrease of Baht11.50 million. During the year, investments increased by Baht8.5 million and Baht25.0 million were redeemed upon maturity. Investments maturing within 1 year are shown as a decrease in short-term investments by Baht5.0 million.

Property, Plant and Equipment

The net value of property, plant and equipment in 2012 was Baht481.10 million compared to Baht470.93 million in 2011, representing an increase of Baht10.17 million. The change was attributable to an increase in property investments by Baht60.90 million to upgrade the efficiency of production and expansion of production capacity to meet the purchase orders of customers, depreciation in 2012 in the amount of Baht50.39 million, disposal of properties at sales prices in the amount of Baht1.29 million, gains from disposal of assets in the amount of Baht0.97 million and write-offs of obsolete assets in the amount of Baht0.02 million.

Total Liabilities

Total liabilities in 2012 were valued at Baht489.33 million, compared to Baht450.24 million in 2011, representing an increase of Baht39.09 million or 8.68 percent. Most of the increase was attributable to estimates for liabilities incurred for employee benefits as a consequence of the Company's upward revision in response to the increase in minimum wages to Baht300 pursuant to government policies as well as the increase in employees, including other assumptions related to such estimates. In addition, trade creditors increased as a result of increased purchase orders towards the end of the year and payment is not yet due for goods delivery to customers in the beginning of the year.

Majority Interests

The Parent Company's equity interest in 2012 was valued at Baht3,381.02 million, compared to Baht2,966.08 million, representing an increase of Baht414.94 million or 13.99 percent. The change was attributable to annual net profits in the amount of Baht289.48 million and unrealized profits from adjustments of sellable securities values in the amount of Baht201.80 million. Dividends were also paid for the remaining operation period of July-December of 2011 in the amount of Baht76.34 million.

Asset Quality

Trade Debtors

Net trade debtors after allowance deductions for potential bad debt losses and returned goods for 2012 were valued at Baht417.85 million, compared to Baht355.54 million in 2011, representing an increase of Baht62.31 million or 17.53 percent. The figure consists of 61.89 percent trade debtors of connected businesses and 38.11 percent from other trade debtors.

The amount of trade debtors from connected businesses before deduction of allowance for returned goods in 2012 was Baht287.33 million, an increase of Baht34.15 million from 2011, of which Baht16.30 million are overdue, or 5.67 percent. The overdue trade debts consist of those overdue less than 3 months in the amount of Baht15.90 million, those overdue more than 3 months but less than 6 months in the amount of Baht0.40 million. Nonetheless, the Company will be able to collect complete payment from all such debtors as they have traded with the Company over a long period and have a good or very good repayment history.

The amount of other trade debtors before deduction of allowance for bad debts in 2012 was Baht159.92 million, representing an increase of Baht19.09 million from 2011, of which Baht27.29 million are overdue or 17.06 percent. These overdue trade debts consist of debts overdue for less than 3 months in the amount of Baht25.82 million, debts overdue for more than 3 months but less than 6 months in the amount of Baht0.79 million, and debts overdue for more than 6 months but not more than 12 months in the amount of Baht0.68 million. The greatest risk of default for the Company has been estimated in the accounts as Baht0.68 million.

Inventories

Most of the inventories comprise of new products which are still in market demand and awaiting delivery to customers in the beginning of the year. Outdated products are devalued and distributed by the Company through various channels.

Long-Term Investments (please refer to Notes 12-15 of the Financial Statements for further details)

Long-term investments consist of

Investments in available-for-sale securities These investments were made in listed securities shown in the financial statements at their fair values. The margins from revaluations of securities are shown as a separate item in the other comprehensive account. In 2012, there were unrealized profits from revaluations of securities in the amount of Baht201.80 million, an increase of Baht102.34 million from 2011.

General Investments These investments were made in unlisted securities shown in the financial statements at their cost prices after deductions for depreciation allowances. In 2012, loss was incurred from depreciation in the amount of Baht14.16 million, an increase of Baht13.92 million from 2011.

Most of the investments were made in connected businesses. The company making the investment and operating the business most connected to the invested venture would monitor the performance of such company and report any problems to the Company and shareholders in the Group in order to enable timely remedies for situations.

Investments in Debt Instruments Held To Maturity The values shown are amortized cost prices. These instruments have a rating of A- or higher, most of which are unsecured and unsubordinated debentures with interest payments every 3 and 6 months as from the date of issue at interest rates of between 3.08-6.20 percent per annum.

Long-Term Fixed Deposits These investments consist of fixed deposits over a period of more than 1 year with domestic financial institutions, earning interests of 4.0 and 4.30 percent per annum.

An overview of the Company's long-term investments shows that the Company has received returns from investments in the previous year at a higher rate than the average fixed deposit rates of 5 major commercial banks. Moreover, the Company has benefited from investments in the supply chain, which has also improved the Company's competitiveness.

Property, Plant and Equipment

Land as shown in the financial statements are properties which have been acquired by the Company a long time ago. They are shown at their cost prices even though current market prices are much higher than the prices stated in the financial statements. Machinery and equipment consist of efficient machines employing the latest technology and are regularly maintained. Properties which are no longer utilized by the Company have been written-off from the accounts.

Liquidity

In 2012, the Company held Baht220.71 million in net cash from the operations, an increase of Baht19.28 million from 2011. Baht86.03 million was applied to investment activities, a decrease of Baht34.40 million from 2011, and Baht76.73 million was applied to financing activities, a decrease of Baht16.90 million from 2011. As a result, the Company's net cash increased by Baht57.95 million, an increase of Baht70.57 million from 2011.

Significant Investment Activities Significant investments consist of investments in machinery to meet the expansion of production capacity in regard to garments and leather goods, both in operations receiving or not receiving investment promotion, computers and software to enhance production efficiency, laundry equipment to meet the expansion of services, and continuing investments in BOI projects at the Lamphun Branch from 2011. In addition, the Company has invested in securities, debt and equity instruments, as part of the financial management for highest returns.

Significant Financing Activities The Company's significant financing activity was the payment of dividends to shareholders pursuant to the Company's dividend policy.

Suitability of Capital Structure

Year	2012	2011	2010
Debt-to-Equity Ratio (multiples)	0.14	0.15	0.12



The Company has a low debt-to-equity ratio due to the substantial amount of excess liquidity. As a consequence, the Company has not incurred debts for business expansion and various investments, and has also paid dividends.

Liquidity Adequacy

Year	2012	2011	2010
Liquidity Ratio (multiples)	4.86	4.04	3.97
Quick Ratio (multiples)	3.06	2.30	2.34
Cash Liquidity Ratio (multiples)	0.69	0.66	0.57
Cash Increase from Operations (million Baht)	220.71	201.43	146.03

Pursuant to the above financial ratios and cash increase from operations, it is apparent that the Company has sufficient liquidity for its business operations. This has ensured the Company's competitiveness. Also, since there is excess liquidity, the Company has therefore implemented a policy for managing its cash by investing in securities, equities and/or debt instruments, and/or open-ended funds listed in the Stock Exchange of Thailand, provided that those securities are secure and generate a good return. The Company has additionally invested in businesses which support the Company's principal business in order to improve competitiveness. Repayments of trade creditors were also made earlier and have conferred benefits to the Company in the form of cash discounts.

Cash Flow Cycle

Year	2012	2011	2010
Average Sales Period (days)	35	28	23
Average Debt Collection Period (days)	57	57	62
Average Debt Repayment Period (days)	28	31	34
Cash Flow Cycle (days)	64	54	51

In the previous year, the Company has set a very high sales target, resulting in a rather high trade debt balance and finished goods inventory. Nevertheless, the Company has not been complacent and has been determined to find solutions to avoid the capital to become imbedded by managing risks. Sales, market and economic conditions as well as circumstantial factors which could affect sales and debt collection are closely and continually monitored.

Audit Fee

Audit Fee

The Company and subsidiaries paid an audit fee to the Audit Office of the Auditor's affiliation for the year 2012 in the amount of Baht1,306,500.00, compared to Baht1,270,000.00 in 2011.

Non-Audit Fee

The Company and subsidiaries paid fees for other services, namely reviews of compliance with contracts on the calculation of royalties and compliance with the terms of investment promotion, to the Audit Office of the Auditor's affiliation for the year 2012 in the amount of Baht101,000, compared to Baht100,000.00 in 2011.

General information and Reference

General Information

Thanulux Public Company Limited Registered No. Bor Mor Jor. 0107537001358	
Type of Business	: Manufacturer of garment and leather goods
Head Office	: 129/1 Chongnonthri Road, Chongnonthri, Yannawa, Bangkok 10120
Homepage	: www.thanulux.com
TEL.	: 0-2295-0911-9, 0-2295-4171-80, 0-2681-3441-50
FAX	: 0-2294-5101, 0-2294-5918, 0-2294-0794
E-mail	: Company Secretary and Investor Relations : supachoke@thanulux.com
	: Internal Audit Bureau : audit@thanulux.com
	: Customer Relation Center : crcenter@thanulux.com
Registered capital	: Baht 120 Million divided into 120 Million shares fully paid

Reference

Share Registrar

Thailand Securities Depository Company Limited
 7 Floor The Stock Exchange of Thailand Building No.62,
 Rachadapisek Road, Klongtoey, Bangkok 10110
 TEL. : 0-2229-2800
 FAX : 0-2359-1259
 Call center : 0-2229-2888
 Website : <http://www.tsd.co.th>
 E-mail : contact.tsd@set.or.th

Auditor

ASV & Associates Limited
 47 Soi.53, Rama 3 Road, Bangpongpan, Yannawa, Bangkok 10120
 TEL. : 0-2294-8504, 02294-8587
 FAX : 0-2294-2345
 By Mr. Anusorn Kiatgungwalgri
 Certified Public Accountant registration no. 2109, and/or
 Mrs. Kwunjai Kiatgungwalgri
 Certified Public Accountant registration no. 5875



Investments in other companies

Investments in companies which Thanulux Public Company Limited holds at 10% and over of the issued shares as follows :

Company Name/Address	Type of Business	Type of Share	Issued Shares	Shares Hold	% of Shares Hold	Amount (Baht)
<u>DISTRIBUTING COMPANIES</u>						
1. T-Chamber Co., Ltd. 129/1 Chongnonthri Rd., Chongnonthri, Yannawa, Bangkok Tel : 0-2295-4171-9 Fax : 0-2294-5101	Ready-made clothes	Ordinary	100,000	99,993	99.99	9,999,300.00
2. Celebrate Wealth Co., Ltd. 129/1 Chongnonthri Rd., Chongnonthri, Yannawa, Bangkok Tel : 0-2294-9505 Fax : 0-2294-9506	import fashion goods	Ordinary	400,000	344,000	86.00	29,035,995.20
3. Miwaki SDN. BHD. 37B, Jalan SS22/23, Damansara Jaya, 47400 Petaling Jaya Selangor Darul Ehsan, Malaysia Tel : (03) 719-4381 Fax : (03) 719-5399	Apparel	Ordinary	500,000	95,000	19.00	2,481,039.21
4. Miwaki Philippines, Inc. 25/F Yuchengco Tower, RCBC Plaza, 6819 cor. Ayala & Sen. Gil Puyat Avenues, Makati City, Philippines 1200 Tel : (632) 753-4791-2 Fax : (632) 753-4794	Apparel	Ordinary	20,800,000	3,952,000	19.00	3,317,590.00
5. International Commercial Coordination (Hong Kong) Limited Room 408, 4/F., Hope Sea Industrial Centre, 26 Lam Hing Street, Kowloon Bay, Kowloon, Hong Kong Tel : (852) 2756-5622 Fax : (852) 2753-8631	Apparel	Ordinary	20,000	3,600	18.00	2,290,638.85
6. Wise Winner Co., Ltd. 129/1 Chongnonthri Rd., Chongnonthri, Yannawa, Bangkok Tel : 0-2295-4171-9 Fax : 0-2294-5101	Clothing and Sporting Goods	Ordinary	100,000	18,000	18.00	1,800,000.00

Company Name/Address	Type of Business	Type of Share	Issued Shares	Shares Hold	% of Shares Hold	Amount (Baht)
7. Morgan De Toi (Thailand) Ltd. 129/1 Chongnonthri Rd., Chongnonthri, Yannawa, Bangkok Tel : 0-2295-1737, 0-2295-1730 Fax : 0-2294-1757	Apparel	Ordinary	250,000	39,993	15.99	3,999,300.00
8. Paknumpo Wattana Co., Ltd. 310/47-50 Sawanvithi Road, Paknumpo, Muang, Nakornsawan Tel : (056) 222-354, 223-683 Fax : (056) 223-683	Apparel	Ordinary	10,000	1,400	14.00	1,037,442.00
9. Intanin Chiangmai Co., Ltd. 162/2 Changklan Road, Changklan Muang, Chiangmai Tel : (053) 274-514-15, 282-598-9 Fax : (053) 282-358	Apparel	Ordinary	5,000	625	12.50	2,781,362.50
10. Koraj Wattana Co., Ltd. 3/44-47 Troksoathong, Mukamontree Road, Muang, Nakhonratsima Tel : (044) 253-772 Fax : (044) 261-556-9	Apparel	Ordinary	10,000	1,250	12.50	1,527,575.00
11. Sun & Sand Co., Ltd. 74/220-224 Phoon-pon Road, Muang, Phuket Tel : (076) 213-137, 223-984-5 Fax : (076) 213-137	Apparel	Ordinary	10,000	1,250	12.50	1,498,637.50
12. Intersouth Co., Ltd. 229-231 Dhamnoonvithi Road, hadyai, Songkhla Tel : (074) 243-850, 245-019 Fax : (074) 356-339	Apparel	Ordinary	10,000	1,250	12.50	4,285,612.50
13. Eastern I.C.C. Co., Ltd. 90/5-6, 8 Moo 4, Pipit Road, Bangsai, Muang, Choburi Tel : (038) 285-194 Fax : (038) 285-194	Apparel	Ordinary	10,000	1,250	12.50	2,938,062.50
14. Maharachapreuk Co., Ltd. 470/7 Praaongdam Road, Muang, Phitsanulok Tel : (055) 212-288-90 Fax : (055) 212-288	Apparel	Ordinary	10,000	1,200	12.00	415,584.00

Company Name/Address	Type of Business	Type of Share	Issued Shares	Shares Hold	% of Shares Hold	Amount (Baht)
15. Bulton (Thailand) Co., Ltd. 42 3/f, Songsermprakanpai Bldg., Surawong Rd., Si-Phraya, Bangrak, Bangkok Tel : 0-2266-4630 Fax : 0-2266-4631	Apparel	Ordinary	4,000	400	10.00	250,000.00
<u>SERVICE COMPANIES</u>						
1. SSDC (Tigertex) Co., Ltd. 111 Moo 5, Nonthri, Kabinburi, Prachinburi Tel : (037) 281-930, 281-932 Fax : (037) 281-937	Bleaching, Dyeing Fabric and Yarn	Ordinary	32,400,000	6,144,600	18.96	68,634,718.97
2. S.T.G.C. Co., Ltd. 930/1 Soi Pradoo 1, Sathupradit Rd., Bangklo, Bangkorleam, Bangkok Tel : 0-2289-3100, 0-2291-0851 Fax : 0-2291-1788	Research and Develop Business	Ordinary	25,000	3,250	13.00	325,000.00
<u>MANUFACTURING COMPANIES</u>						
1. S. Apparel Co., Ltd. 4/2 Moo 8, Bangna-Trad Rd., KM.18 Bangchalong, Bangplee, Samutprakarn Tel : 0-2337-1657-8 Fax : 0-2337-1659	Garment	Ordinary	360,000	287,995	80.00	27,729,044.31
2. Total Way Image Co., Ltd. 129/1 Chongnonthri Rd., Chongnonthri, Yannawa, Bangkok Tel : 0-2295-4171-9 Fax : 0-2294-5101	Leather- ware	Ordinary	200,000	38,000	19.00	7,132,316.93
3. Thai Monster Co., Ltd. 129/1 Chongnonthri Rd., Chongnonthri, Yannawa, Bangkok Tel : 0-2295-4171-9 Fax : 0-2294-5101	Garment	Ordinary	200,000	38,000	19.00	5,548,942.47
4. Thai Naxis Co., Ltd. 222 Moo 5, Suwannasorn Rd., Nonthri, Kabinburi, Prachinburi Tel : (037) 205-145-7 Fax : (037) 205-229	Label	Ordinary	200,000	38,000	19.00	4,700,000.00

Company Name/Address	Type of Business	Type of Share	Issued Shares	Shares Hold	% of Shares Hold	Amount (Baht)
5. PELLETERIA TNL-S.R.L. Via Giuseppe Garibaldi N.15 Firenze (FI) 50123 Italy	Leather-ware	Ordinary	10,000	1,900	19.00	81,700.00
6. International Leather Fashion Corp., Ltd. 129/1 Chongnonthri Rd., Chongnonthri, Yannawa, Bangkok Tel : 0-2295-4171-9 Fax : 0-2294-5101	Leather-ware	Ordinary	500,000	90,000	18.00	8,810,100.00
7. Five Stars Plus Co., Ltd. 911 Moo 15, Teparak Rd., Bangsoathong, Samutprakarn Tel : 0-2295-0911-9 Fax : 0-2294-5101	Leather Garment	Ordinary	500,000	84,993	17.00	8,499,300.00
8. Erawan Textile Co., Ltd. 49 Moo 3 Poochaosamingprai Rd., Samrongtai,Prapradaeng, Samutprakarn Tel : 0-2183-3898-9 Fax : 0-2183-3916	Spun yarn and fabrics manufacturing	Ordinary	1,818,316	275,972	15.18	63,853,562.91
9. Champ Ace Co., Ltd. 3885/2 Bangklo, Bangkorleam, Bangkok Tel : 0-2291-2533-4 Fax : 0-2291-2537	Garment	Ordinary	400,000	60,000	15.00	6,000,000.00
10. People's Garment Public Co., Ltd. 666 Rama 3 Rd., Bangpongpan, Yannawa, Bangkok Tel : 0-2685-6500 Fax : 0-2294-5159	Garment	Ordinary	96,000,000	13,484,000	14.05	52,683,587.15
11. Grand Star Industry Co., Ltd. 1024/94-96 Soi Chaturamitr Sathupradit Road, Bangpongpan, Yannawa, Bangkok Tel : 0-2683-8291-3 Fax : 0-2683-8293	Fabric	Ordinary	200,000	25,000	12.50	4,991,700.00
12. Thai Takaya Co., Ltd. 129/1 Chongnonthri Rd., Chongnonthri, Yannawa, Bangkok Tel : 0-2295-4171-9 Fax : 0-2294-5101	Jeans	Ordinary	300,000	33,000	11.00	3,300,000.00



ACTIVITIES

ประชุมสามัญผู้ถือหุ้น ครั้งที่ 38 ประจำปี 2555
The 38th Annual General Meeting of Shareholders



วันที่ 24 เมษายน 2555 เวลา 11.00 น.
โรงแรมมณเฑียร ริเวอร์ไซด์ ห้องเจ้าพระยา 1

Held on April 24, 2012 at 11.00 Hours
Chao Phraya Room 1, Montien Riverside Hotel

นักวิเคราะห์ นักลงทุน พบกลุ่มสหพัฒน์ ครั้งที่ 4
4th Analysts and Investors visit Saha Group



วันที่ 29 มิถุนายน 2555 ณ ศูนย์การประชุมแห่งชาติสิริกิติ์
Held on June 29, 2012 at Queen Sirikit National Convention Center



บริษัท ทรูลักซ จำกัด (มหาชน)

129/1 ถนนชองนทรี แขวงชองนทรี

เขตยานนาวา กรุงเทพมหานคร 10120

โทร. (662) 295 0911-19, 295 4171-80

โทรสาร. (662) 294 5101, 294 5918

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