

Annual Report 2011



บริษัท เพาเวอร์-พี จำกัด (มหาชน)
Power-P Public Company Limited

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To The Shareholders,

I'm please to say a Happy New Year to you all, in the year 2011 was the time of un-expectation which affects to Thailand and around the world because of EU and USA economic crisis including of flood situation as it never happen before. For those serious situation can make us seen the cause which can happen all time, therefore, who have more plan who can be survived or damage less. Moreover this is the true, the best way that we can do is protect ourselves first not only wait for help form other.

Power-P Public Company Limited, we are still on progressing of the same way as we has resolution to make the organization for contemporary are also full of power of thoughts with efficiency of working (POWER-Performance). The boards, administrators and our staffs try our best to work in the progress together which surely and carefully way as step by step.

For and on behalf of the board of directors of the company, please be acknowledged for our than you for all shareholders, the personnel of the company with those who have supported to the company for all, that the current board of directors of the company shall concentrate to manage with more efficiency and to maintain the shareholders' interests by adhering to the good governance in order to take the company to the secure prosperity further.

A handwritten signature in black ink, appearing to read 'J. Phyakul', written in a cursive style.

(Mr. Jompol Phyakul)
Chairman of the Board of Director



Dear Shareholders,

Power-P PLC ("Company") has management's and recruitment's structure made up under corporate governance in which company's directors and executives meet all qualification requirements under Section 68 of the Royal Decree for Public Company Limited 2005, and in accordance with the announcement of Securities and Exchange Commission Gor Jor 5/2005, the subject is 'Regulations Applying to Executive of the Hiring Company', January 17, 2005 edition.

Audit committee is one of the company management structure as of February 21, 2011 consisted of 3 independent directors as follows:

1. Mr. Jompol	Phyakul	Chairman of the Audit Committee
2. Ms. Chirawadi	Kiatsiri	Audit Committee
3. Colonel Boonlert	Jengnopparath	Audit Committee

In 2011, the Audit Committee held total of 7 meetings. The member attendance's summaries are as follows:

<u>Audit Committee Member's Name</u>	<u>Meeting Attended/Total Meeting Held</u>	<u>Note:</u>
Mr. Suttee Phongpaiboon	2/7	Meeting from January - February
Mr. Panupon Jitthiwong	2/7	Meeting from January - February
Mr. Jompol Phyakul	5/7	Meeting from May - December
Ms. Chirawadi Kiatsiri	6/7	Meeting from January - December
Colonel Boonlert Jengnopparath	3/7	Meeting from May - December

Authority and responsibilities of audit committee are as follows:

- 1) Review the company financial reports so that the account statements are complete, accurate and satisfactory, and also review and monitor the effectiveness and efficiency of company's internal control over financial report.
- 2) Review and monitor company's accounting practices to assure compliance with regulations of Stock Exchange, and laws those apply to our line of business.
- 3) Determine hiring and set fee for the external auditors.
- 4) Determine whether to the disclosure of company's finance when there is a conflict of interest or as such, in order to amend the situation.
- 5) Conduct Annual Audit Committee's report.
- 6) Other responsibilities entrusted by the company with the audit committee's agreement.

In 2010, the audit committee's performance had been strictly within its scope of responsibilities. In addition, the committees had involved with board of directors in solving company's problems. We had focused our attention on the improvement of company's principal-structure and business-structure in order to increase business opportunity and have solid foundation for company in the future. With respect to financial report, audit committees gave full co-operation to company's auditors so that the report meets the accounting standard. Also, the committees provided enough disclosed-information to the company's board of directors to use in examining the internal control system. As such, the company's board of directors was able to set up the internal control system that fit our company's current line of business.

On behalf of the Audit Committee,

(Mr. Jompol Phyakul)

Chairman of the Audit Committee



Dear Shareholders,

Power-P PLC ("Company") has a nomination and remuneration committee who were appointed by the company's board of directors. Names of the nomination and remuneration committee on February 23, 2011 are as follows:

- | | | |
|------------------|----------|---|
| 1. Ms. Chirawadi | Kiatsiri | Chairman of the Nomination and Remuneration Committee |
| 2. Mr. Jompol | Phyakul | Nomination and Remuneration Committee |
| 3. Mr. Jetsada | Kaewngam | Nomination and Remuneration Committee |

In 2011, the Nomination and Remuneration Committee held 8 meetings. The attendance's summaries are as follows:

<u>Nomination and Remuneration Committee's Name</u>		<u>Total Time Attended/ Total Meeting Held</u>	<u>Remark</u>
Mrs. Thansaya	Bunnak	3/8	Meeting from January - February
Mr. Panupon	Jitthiwong	1/8	Meeting in January
Ms. Chirawadi	Kiatsiri	6/8	Meeting from January - December
Mr. Jompol	Phyakul	5/8	Meeting from February - December
Mr. Jetsada	Kaewngam	3/8	Meeting from February - December

In 2011, the nomination and remuneration committee had performed its duties strictly within its authorization such as presiding and submitting structure and qualifications of company's board of directors and other sub-directors. Furthermore, it had recruited and submitted to board of directors the qualified name (s) to fill the available position (s) so that they could present it (them) to the shareholders for approval.

Also, the committees had presided over forms and regulations for services renders payment to directors and top executives by weight of responsibilities to possible fees. Moreover, the committees compared these fees to other similar companies that had registered with Thai institute of directors.

On behalf of the audit committee,

(Ms. Chirawadi Kiatsiri)

Chairman of the Recruitment and Remuneration Director

Company's Profile

Power-P PLC ("the Company") is engaged in construction consulting and contracting business, which head office located at 900/16 20th Floor of the IT Professional Tower, Rama III Road, Bangpongpan, Yannawa Bangkok 10120. The Company's registration number is 0107536000455 (Bor Mor Chor 119), telephone number 0-2682-6366 and fax number 0-2682-6393

Background

The Company was established on February 8, 1978 as a manufacturer and seller of prestressed concrete piles while foundation work services started in 1981. Afterwards, in 1992 the Company was listed on the Stock Exchange of Thailand ("SET") and became a public company in the name of Power-P PLC in the following year. Since 1992, the Company began to diversify construction services towards other areas including the installation and building of electricity plants.

Nonetheless, the economic downturn in 1997 significantly affected the property industry which either triggered the slowdown or termination of most projects. As a result, the Company's performance had incurred subsequent losses between 1997 - 2001. The SET had posted "SP" on the Company and suspended trading on the Company's stocks and while transferring it to "REHABCO" sector. In 2001, the Company entered into the business rehabilitation process and the Central Bankruptcy Court appointed Power-P Planner Ltd. as the administrator of the rehabilitation process.

In 2004, the Company was able to successfully settle debts according to the rehabilitation plan, thus, initiated a subsequent termination of the plan by the Central Bankruptcy Court. On December 7, 2005 the Company re-entered into the SET under the Property Development Sector with a change in the trading abbreviation to "POWER".

Registered and paid-up capital as of December 31, 2011

Registered capital	Bt.	2,086,500,000	
Paid-up capital	Bt.	204,750,000	
Divided into:			
Ordinary shares		315,000,000	shares
Par value	Bt.	0.65	/share

Information on related companies

Subsidiary company

- J-Power Co., Ltd.**

J-Power Co., Ltd. was a subsidiary of the Company with 80.00% stake holding of Bt. 2.5 million paid-up capitals. J-Power Co., Ltd. was involved in the design and construction of factories and warehouses to accommodate new business ventures. Although, J-Power Co., Ltd. has currently ceased operations, its head office was located at 900/16 20th Floor of the IT Professional Tower, Rama III Road, Bangpongpan, Yannawa Bangkok 10120. J-Power Co., Ltd. registration number is 0105539081888 (former number was Bor Chor (2) 3188/2539), telephone number 0-2682-6366 and fax number 0-2682-6393.

Registered and paid-up capital as of December 31, 2011

Registered capital	Bt.	10,000,000	
Paid-up capital	Bt.	2,500,000	
Divided into:			
Ordinary shares		250,000	shares
Par value	Bt.	10	/share

Other related company

- Joint Venture with UBC Power**

UBC Power is a joint venture between the Company, Union Infartech Co., Ltd., Bangkok Motor Equipment Co., Ltd. and China International Water and Electric Corporation. Business objective is to bid for the construction of dam, associated buildings and other components under the Kwai-Noi Dam project in Wat Bot district, Phitsanulok, within the Irrigation Department, Agriculture and Cooperatives Ministry valued at Bt. 3.588 billion. The Company holds 10.00% stake in the joint venture. UBC Power head office is located at 184/149-150 24th FL, Forum Building, Ratchadaphisek Road, Huai Kwang, Bangkok 10320. Taxpayer ID number is 3031584631, telephone number 0-2645-2683-5 and fax number 0-2645-2574

- Joint Venture with Power-Nopawong**

Power-Nopawong is a joint venture between the Company and Nopawong Construction Co., Ltd. Business objective is to bid for the construction of Kasetsart University's 50 Years Mahavachiralongkorn building for Research and Agricultural Sciences valued at Bt. 157.17 million. The Company holds 49.00% stake in the joint venture. The head office is located 100 Moo 8, Tivanont Road, Bangpood, Pakkret, Nonthaburi 11120. Taxpayer ID number is 3031740518, telephone number 0-2964-5780-6 and fax number 0-2964-5792, 0-2583-7389

References

1) Registrar	Thailand Securities Depository Co., Ltd. The Stock Exchange of Thailand Building 62 Ratchadaphisek Road, Klongtoey, Bangkok 10110 Tel: 0-2229-2800 / Fax: 0-2359-1262-3
2) Auditor	Mr. Umpon Jumnongwat CPA No.4663 or Ms. Wanraya Phutsatien CPA No. 4387 or Mr. Narit Saowalucksakul CPA No. 5369 S.K. Accountant Services Co., Ltd. 128/150-153 14 th FL, Phayathai Plaza Building, Phayathai Road, Toongphayathai, Rajthevi, Bangkok 10400 Tel: 0-2214-6464
3) Legal Advisor	Bangkok Law Office & Associates Co., Ltd. 75/20 17 th FL, Ocean Tower II Building, Soi Sukhumvit 19 (Wattana), Sukhumvit Road, Klongtoey Nua, Wattana, Bangkok 10110 Tel: 0-2661-6896-9 / Fax: 0-2661-6895
4) Internal Auditor	Mr. Chinaphat Supphalak (Chief of Internal Auditor) 900/16 20 th FL, IT Professional Tower, Rama III Road, Bangpongpan, Yannawa, Bangkok 10120 Tel: 0-2682-6366 / Fax: 0-2682-6393

Financial Highlights

Unit: Thousand Baht

Item	Consolidated			The Company Only		
	2009	2010	2011	2009	2010	2011
Financial Status						
Current assets	37,154	22,973	15,201	19,940	6,099	1,264
Total assets	116,094	80,353	73,134	98,871	63,474	59,197
Current liabilities	38,099	44,437	43,833	16,173	21,136	23,896
Total liabilities	104,999	111,670	111,972	100,333	107,659	112,835
Shareholder's equity	11,095	(31,317)	-	(1,462)	(44,185)	-
Operating Performance						
Revenues from construction services	8,908	-	-	-	-	-
Construction cost	11,331	-	-	-	-	-
Profit (Loss) gross	(2,423)	-	-	-	-	-
Other revenues	18,859	1,919	1,716	18,606	1,918	1,716
Management expense	129,387	35,429	11,998	145,679	35,739	12,024
Executive compensation	8,239	6,834	5,507	8,239	6,834	5,507
Loss before financing costs	(121,190)	(40,344)	(18,522)	(135,312)	(40,655)	(18,458)
Financial costs	1,615	67	90	50	67	90
Corporate income tax	-	-	-	-	-	-
Net income	(122,805)	(40,411)	(18,522)	(135,362)	(40,722)	(18,548)
Ratio of value per share (unit: Baht)						
Book value per share	0.05	(0.15)	(0.03)	(0.02)	(0.21)	(0.18)
Earnings (loss) per share	(0.58)	(0.19)	(0.06)	(0.64)	(0.19)	(0.06)

Item	2009	2010	2011
Financial Ratios			
Liquidity ratio (times)	0.93	0.52	0.35
Gross profit margin (%)	(27.20)	N/A	N/A
Operation profit margin (%)	(1,360.48)	N/A	N/A
Net profit margin (%)	(1,378.61)	N/A	N/A
Return on equity (%)	N/A	N/A	N/A
Return on total assets (%)	(66.13)	(41.21)	(24.60)

Business Transaction Qualities of the company and subsidiaries

Business Transaction Qualities has the following types:

- Power-P PLC runs the service business of contraction construction, providing consultant service and construction project administration both for government and private sector and also real estate development business.

Service Business – Construction Contraction

The company has the policy to operate on construction contraction on turnkey projects or acceptance to employment service from providing consultation and construction administration project in order to study its feasibilities of the project, base construction service, to operate brickwork until completion. The operation is in form of sub-contraction and/or joint-venturing in the joint-ventures such as construction to office building, housings until home fore residing as well as construction dams for agriculture in order to produce power generator base and work for water management and facilities.

Target customers of the company are;

- Private sector, real estate development companies, both registered in Stock Exchange of Thailand, general company limited and business owners.
- Government sector, the customer target are Royal Irrigation Department of Ministry of Agriculture and Cooperatives, Highways Department, National Housing, State Railway of Thailand, Electricity Generating Authority of Thailand and Provincial Electricity Authority.

Real Estate Development Business

The company realize on the opportunity to enter into the **Real Estate Development Business** for residing and office buildings both vertical and horizontal levels. Since the business is still growing and expand according to the economic situations as well as the government policies to activate the economic on real estate sector with facilities apparently.

These are the summaries of company's important changes and improvements in 2011.

February 14, 2011	The Stock Exchange of Thailand notified the shareholders and investors of the company of what had transpired with the company financial account audit where the auditors were unable to comment on the year 2010 of the Company Financial Report, the company was between correcting its status as a registered company with the Stock Exchange of Thailand. As such, the selling or transferring of company's assets was still not permitted.
March 4, 2011	The company has reported to SET to announce to the shareholders and investors to acknowledged in the mentioned about the allocation of increment shares amount 70 million shares to Mr. Somprot Sarakosas, Ph.D. and increment shares amount 35 million shares to Mr. Thananun Leungruengthana with par value at 0.65 Baht, price 0.10 Bath per share and still have share in remain amount 2,895,000,000 shares.
March 10, 2011	The Stock Exchange of Thailand has announced the company is NC or NPG stage 1.
March 24-25, 2011	The Stock Exchange of Thailand accepted the increment shares of POWER suppurate as Mr. Somprot Sarakosas, Ph.D. amount 70 million shares and Mr. Thananun Luengruenthana amount 35 million shares total 105 million shares to be authorized share.
April 29, 2011	The Company called for Annual General Meeting of Shareholders for 2011 which was in accordance with the Royal Decree of Public Company Limited 1992, and to comply with Stock Exchange of Thailand's regulations.
May 18, 2011	The Stock Exchange of Thailand notified the shareholders and investors of the company of what had transpired with the company financial account audit where the auditors were unable to comment on the 1 st quarter of the Company Financial Report, the company was between correcting its status as a registered company with the Stock Exchange of Thailand. As such, the selling or transferring of company's assets was still not permitted.
August 15, 2011	The Stock Exchange of Thailand notified the shareholders and investors of the company of what had transpired with the company financial account audit where the auditors were unable to comment on the 2 nd quarter of the Company Financial Report, the company was between correcting its status as a registered company with the Stock Exchange of Thailand. As such, the selling or transferring of company's assets was still not permitted.
November 10, 2011	The Stock Exchange of Thailand notified the shareholders and investors of the company of what had transpired with the company financial account audit where the auditors were unable to comment on the 3 rd quarter of the Company Financial Report, the company was between correcting its status as a registered company with the Stock Exchange of Thailand. As such, the selling or transferring of company's assets was still not permitted.

The Company only operates domestically in Thailand; hence, revenue structure is as follows;

(Unit: Bt. million)

The Company Only	2011		2010		2009	
	Revenue	%	Revenue	%	Revenue	%
Main source of income	-	-	-	-	-	-
Building material production	-	-	-	-	-	-
Prestressed concrete piles	-	-	-	-	-	-
Sale of prestressed concrete piles	-	-	-	-	-	-
Construction contracting service	-	-	-	-	-	-
Bored piles and cement injection	-	-	-	-	-	-
High-rise and general construction	-	-	-	-	-	-
Heavy lifting service	-	-	-	-	-	-
Consulting fees	-	-	-	-	-	-
Land and equipment rental	-	-	-	-	-	-
Total	-	-	-	-	-	-

Marketing Strategies

Construction standard and quality

The Company focuses on systematic operations with quality-check and control at all steps to ensure quality, safety, staff efficiency and on-time delivery with no impact to the community and environment.

Pricing

The Company adopts a market-based competitive pricing policy by taking into account raw material costs, labor wages and overheads. Meanwhile, profit margins are set according to company policy without concentrating on boosting sales through cutting prices as this will dampen profitability. Nonetheless, the Company focused on cost efficiency to create the best quality at a competitive price.

Target markets, from private to public sector

The Company aims to secure more government sector projects in order to reduce the risk of payment failure, in particular, infrastructure projects such as road construction, river bank protection, bridges and water drainage systems.

Management's competence

The management is highly experienced with expertise of more than 10 years, thus, ensuring client's confidence in quality and strength of the Company.

Create and maintain good relationship with designers and contractors

It is company policy to build good relationship with other designers and contractors to ensure strategic cooperation in bids.

One-stop service

The Company aims to give comprehensive services like feasibility study consulting, foundation works and project construction, thus, enabling client's convenience for monitor and budget control.

Target groups

At present, most of the clients are from the private sector but the Company intends to expand to the public sector in the future.

Product and service sourcing

● Construction contract

Construction contracts are mainly obtained through bidding or negotiations, based on bid announcements or contacts with new and old clients. Therefore, the Business Development department and strategic partners will work together in bid proposals or such negotiations.

However, bids for government projects are done through joint ventures so that the Company can benefit from the experience and reputation of these partners. For private sector projects, the Company will participate in the bids directly after which the Company will either subcontract completely or subcontract only the labor in the case that the Company is able to find building materials.

Should the Company handles the construction itself, without subcontracting, or via a joint venture, the material purchasing plan will be matched according to the type of project by buying from the manufacturer and/or domestic selling-agent. Nonetheless, the Company may choose to buy from abroad if the material is unavailable locally or should the Company receive a more attractive deal.

In addition, building material prices of some projects have been negotiated in advance, thus, enabling the supplier to adequately plan stock and deliver on time. As a result, the Company is not greatly affected by the shortage and volatile prices of raw materials.

For basic building materials such as piles, steel and concrete, the Company normally buys from a variety of manufacturers and selling-agents so to eliminate sole reliance with any specific supplier. The Company will mainly consider the conditions, quality and price.

Risk Factors

These are summaries of risk factors that may be faced directly or indirectly by the company.

1. Risk from Intense Competition

In year 2011 Thailand has face flood situation, this disaster have an affect to property and land in the north, south and some part of north east of Thailand. The competition in construction business has increasing when the situation turn to normal but it not means the business has growing because some of construction materials dealer, they got affect too. Moreover, big construction company has come into small-size construction and serious competition and price undercutting among the contractors.

The company policy is to provide high quality services with in the budget and timeframe. As such, the company will emphasize on long-term development and maintenance of good relationship with our clients from both private and public sector in order to secure the future service. Hence, it will help reducing the probability of risk from competitors.

2. Risk from Material Price Volatility

Price offering in building construction bid based its calculation on materials cost. Any change in material costs will have a direct impact on company principal and profit. As shows in the fluctuation of material costs during 2010 it increasing after deficit in consecutive 13 months due to the construction in government project such as irrigation project and maintenance under Thai government policy which activate business "TKK2555" start since 2010.

However, with economic slowdown situation, the company has a definite plan to reduce risk from material price change by making fixed-price contract with suppliers and subcontractors before submitting bid. This procedure will help the company to be able to control material costs and secure the company profit at level set.

Besides, when taken on government or state enterprise projects, the company will be able to adjust prices when material costs escalated. Regarding to the private project, the company will prevent the risk of material price costs by including in the contract of the flexibility in price adjustment in the event of material price increase.

3. Risk from reliance on subcontractors

Ever since the company had changed its nature of business to be more consultant and builder, the company had to depend on our subcontractors to do the construction of the secured project. To minimize the problem that may arise from hiring subcontractor in the future, the company will systematically select subcontractor base on their previous work performance, finance, employees, work quality, and working habit. Furthermore, the company has a plan to have a performance evaluation of each subcontractor yearly. The evaluation will help the company make prudent decision in hiring the next subcontractor. Also, it will help eliminate incompetence subcontractor who could not complete the project in a timely manner.

4. Financial Risk

• **Revenue**

The company acquires its revenue by securing the bid and / or being select to take on the project. As such, the company revenue is quite fluctuated. The company needs to do quality work under an effective and definite plan in order to keep customers from state and private enterprise whose project availabilities are more favorable. The company must also build up trust and confidence with its customers by completing the project in specified timeline.

The company must assign its personnel to keep up with financial news that related to company line of business and news that may have an effect on construction industry; then report to the executive who may use it to make decision on submitting other bid and to aid in improving possibility of sales and services. In addition, this will help expand client's base to gain more works continuously.

• **Cash flow**

In construction business, the company needs cash to purchase materials / equipments, and manpower, and as collateral with commercial banks for varieties of bond, such as bid bond and contract bond. It's also being used as a reserve funds to keep project works flow smoothly. If there is a late payment, it could cause a delay or worse, missing the date of completion totally. To reduce such risk, the company estimates the budget, and negotiates term of payment carefully.

Every time before taking on a project, the company will check on the possible employer's financial stability. In addition, as a SET's listed company, the company may raise funds to use as cash flow by issuing various types of bond to the general public and specific investors.

• **Failure of payment**

In construction business, there is a risk of unable to collect debt or unable to collect as schedule from clients because the payment is in parallel with construction progress. The said risk may have an effect on company liquidity of cash flow. Thus, the company has a definite plan in choosing a customer. The company will look at its financial status and past performance, and history / reputation of its executives / administrators of target's customer.

For state and government enterprise, the risk of unpaid bill is low. However, the risk of being paid late is possible because this sector has to follow its own rank and file, which is more complicate than private enterprise. Therefore, to ensure successful operations, the Company will adequately balance the proportion between private and public sector projects while taking into account other influential factors.

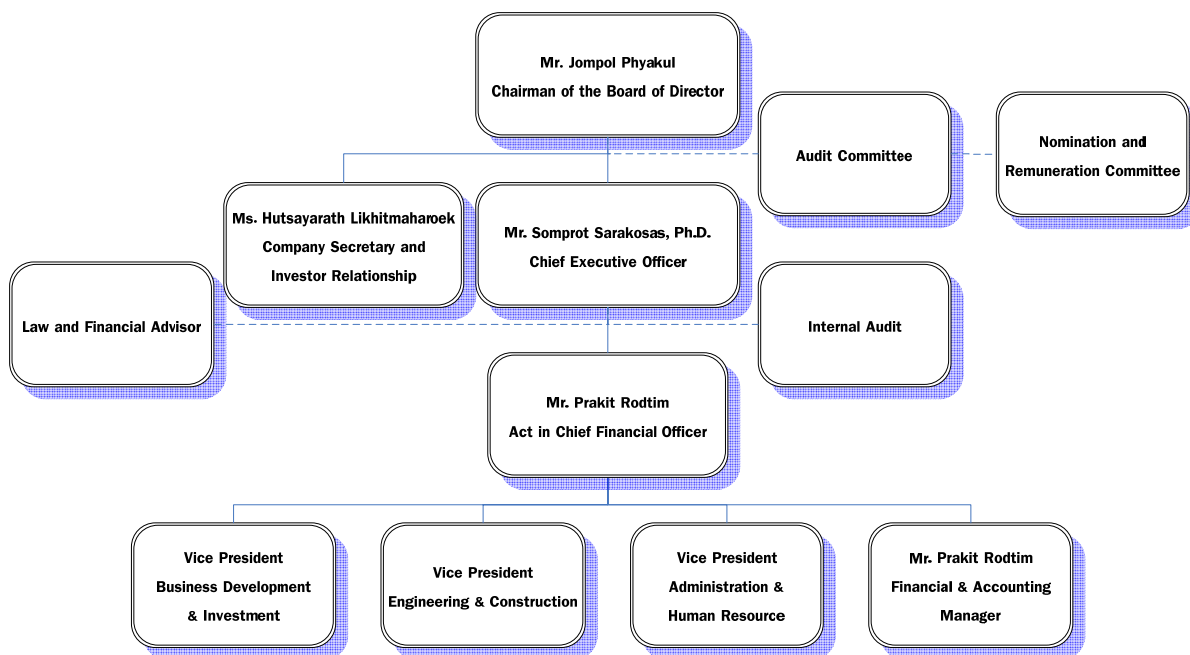
Shareholder Structure

Top 10 major shareholders as of April 5, 2011

No.	Name and Surname / Company Name	No. of shares	%
1.	Mr. Somprot Sarakosas, Ph.D.	70,000,000	22.22
2.	Mr. Thananun Luengruengthana	35,000,000	11.11
3.	Mr. Komol Jongruengruangkij	17,650,000	5.60
4.	Mr. Khemmarath Osathaphan	9,868,400	3.13
5.	Mr. Thaweesak Watchararakkawong	8,250,000	2.62
6.	Mr. Kamol Lekwattananont	6,304,400	2.00
7.	Mr. Somchai Thamrongworaporn	4,840,000	1.54
8.	Mr. Warut Souiwattana	4,840,000	1.45
9.	Ms. Somkoun Vijitjinda	4,047,282	1.28
10.	Bangkok Commercial Asset Management Co., Ltd.	<u>3,032,564</u>	<u>0.96</u>
Total		<u>163,572,646</u>	<u>51.91</u>

Organization structure

The structure of the organization as of December 9, 2011



As of February 10, 2012, the Company's Board of Director composed 6 members



Mr. Jompol Phyakul

Independent Director, Chairman of the Audit Committee, Chairman of the Board of Directors and Director of Nomination and Remuneration Committee

Mr. Somprot Sarakosas, Ph.D.

Director and Chief Executive Officer



Ms. Chirawadi Kiatsiri

Director, Audit Committee and Chairman of Nomination and Remuneration Committee

Colonel Boonlert Jengnopparath

Director and Audit Committee



Mr. Jetsada Kaewngam

Director and Nomination and Remuneration Committee

Ms. Orranuch Kumkaew

Director



Ms. Hutsayarath Likhithmaharoek acts as Company Secretary.

The Company's directors who are authorized to jointly sign with the company seal affixed on company's document are Mr. Somprot Sarakosas, Ph.D. and Mr. Jetsada Kaewngam.

The scope of authority and duties of the Board of Directors

1. Must perform its duties in accordance with the laws, the Company's objectives and rules / regulations, the resolutions of the shareholders, and requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand, with honesty, prudence, and preservation of the Company's benefits.
2. Manage and ensure the Company conducts its operation under code of ethics for business.
3. Map out operational policy, guidelines, plans and budget of the company. Oversee and supervise the committees and the management to perform their duties in line with the stipulated policy effectively and efficiently.
4. Make decisions on significant issues, such as business policy and plan, large-scale investment projects, management power over acquisition or disposal of assets, increase and decrease of capital, business merger, and other task required by the laws.
5. Preside and set management structure and authority, and set the remuneration for the board of director and committee members, then submitted for approval at the annual shareholder meeting, also set the remuneration for top executives of the Company as well.
6. Ensure important information, general information, and financial information of the Company are disclosed to shareholders, stakeholders, or general investors in an accurate and in a timely manner and in compliance with the law.
7. Put in place an effective and efficient accounting system, internal control system, risk management and follow-up systems, as well as review and assess the adequacy and appropriateness of those systems on a yearly basis.
8. Appoint and authorize committees or Managing Director or working groups to consider or perform any task as deemed proper by the Board of Directors.

In a circumstance when committee member (s) or personnel have a stake to gain or lose on the project he/she is involved with, that committee member or personnel will not be authorized to approve any transactions.

Three members within the Audit Committee as of December 9, 2011 are as follows;

- | | | | |
|----|------------------|---------------|---|
| 1. | Mr. Jompol | Phyakul | Independent Director and Chairman of Board of Audit Committee |
| 2. | Mr. Chirawadi | Kiatsiri | Director and Audit Committee |
| 3. | Colonel Boonlert | Jengnopparath | Director and Audit Committee |

Ms. Hutsayarath Likhithmaharoek acts as secretary to the Audit Committee.

Limitation, Authority, Duty, and Responsibility of Audit Committee

1. Review and ensure the Company's financial reports are accurate and adequately disclosed.
2. Ensure that the Company has an effective and efficient internal control and audit systems.
3. Review and ensure that company's business practice is in compliance with the law of security exchange and stock market, the regulations of the Stock Exchange of Thailand or laws that govern the Company's line of business.
4. Select and nominate the company auditor and recommend the service fee for the auditor.
5. Preside over the disclosure of company information when there's a connected transaction or transaction that may involve conflict of interest, and then correct the problem.
6. Perform other tasks assigned by the Board of Directors and approved by the Audit Committee.
7. Prepare a report on the Audit Committee's Activities and disclose it in the company annual report.

Three members within the Nomination and Remuneration Committee as of December 9, 2011 are as follows;

- | | | |
|----|------------------------|--|
| 1. | Ms. Chirawadi Kiatsiri | Chairman of Board of Nomination and Remuneration Committee |
| 2. | Mr. Jompol Phyakul | Nomination and Remuneration Committee |
| 3. | Mr. Jetsada Kaewngam | Nomination and Remuneration Committee |

Ms. Hutsayarath Likhithmaharoek acts as secretary to the Nomination and Remuneration Committee.

Limitation, Authority, Duties, and Responsibilities of the Nomination and Remuneration Committee

1. Review structure, component, and qualifications of directors, executives and subcommittee.
2. Recruit and recommend name for directorship to the company Board of Directors for nomination at the meeting of shareholders when a position becomes available.
3. Recommend names for directorship in company's subcommittee.
4. Review and recommend appropriate individual for company's top executive positions, such as Chief Executive Office, Chief Administrative Officer, Chief Operating Office, and Assistant to Chief Operating Office when a position becomes available.
5. Review and approve company's succession planning for company's top executives.
6. Preside over the appropriateness of the structure of remuneration for directors and Chief Executive Officer.
7. Review and set guideline for the assessment of Chief Executive Officer and submit to the Board of Directors for approval.
8. Perform an assessment of Chief Executive Officer, and report to the Board of Directors for review.
9. Review the director and top executive's annual remuneration such as meeting allowance, yearly bonus, welfare benefit, and etc. and submit to the company board of director.

As of December 9, 2011 the Company's management comprised 2 members; Mr. Somprot Sarakosas, Ph.D. and Mr. Prakit Rodtim

Scope of power and duties of the Chief Executive Officer

1. To map out policy, strategies, structure and power of business management and give advice on the business plans and the allocation of annual budget proposed by the management for further submission to the Board of Directors.
2. To monitor and supervise as well as carry out the businesses relating to general administration of the Company so as to achieve objectives and business plans set out by the Board of Directors.
3. To have power to perform any task and act as the Company's representative to outsiders regarding the businesses related and beneficial to the Company.
4. To have power to approve and delegate the power to approve the disbursement for procurement of assets and services in the interest of the Company. Such approval authority is for the normal transaction of the Company with a transaction limit of Bt. 100 million.
5. To consider and approve the action plans of each department and approve the requests from departments where approval authority higher than departmental authority is required.
6. To approve the appointment of advisors necessary for the Company's operations and in compliance with the requirements of the SEC and the SET.
7. To perform any other acts assigned by the Board of Directors case by case.
8. To authorize executives of the Company to perform one or several tasks as deemed expedient.

Scope of power and duties of Managing Director

1. To control and supervise the business operation and/or general administration of the Company to be in line with policy, plan, and budget approved by the Board of Directors and/or the Chief Executive Officer.
2. To be responsible for the preparation of strategic plans and annual budget to be proposed for approval by the Board of Directors and/or the Chief Executive Officer.
3. To have power to approve and delegate the power to approve the disbursement for procurement of assets and services in the interest of the Company. Such approval authority is for the normal transaction of the Company with a transaction limit of Bt. 10 million.
4. To have power to issue orders, regulations, notifications, and memorandums so as to have the operations carried out in compliance with the policy and in the interest of the Company as well as to maintain working regulations and disciplines within the organization.
5. To have power to perform any task and act as the Company's representative to outsiders regarding the businesses related and beneficial to the Company.
6. To have power, duties and responsibilities in management of the subsidiaries and all departments of the Company.
7. To be the Company's authorized person to manage the Company's business in conformity with the objectives, articles of association, policy, regulations, provisions, orders, resolutions of shareholders' meeting and/or resolutions of the Board of Directors and/or the Chief Executive Officer in all respects.

The power delegated to the Chief Executive Officer and the Chief Operating Officer or other persons as deemed fit by the Chief Executive Officer and the Chief Operating Officer shall not include the power and/or authorization to approve any transactions in which he himself or other persons may have interests or possible conflicts of interests with the Company or its subsidiaries. The approval of such transactions must be proposed to the Board of Directors and/or shareholders' meeting for consideration and approval in line with the articles of association of the Company or the relevant laws.

Selection of directors and management

During year 2009 The Company has appointment the Nomination and Remuneration Committee as approval by The Board of Directors on October 16, 2009. The nomination and Remuneration Committee is selection and nomination of persons to be appointed as the directors will be made based on knowledge, competence, and experience relating to the business. The directors must also meet the qualifications prescribed in Public Limited Companies Act B.E. 1992 and the relevant notifications of the SEC. The list of persons to be appointed as directors shall be proposed to the shareholders' meeting for consideration and approval in line with the process prescribed in the Company's articles of association, as follows;

- 1) The voting on director election shall be subject to a majority vote. Each shareholder shall have one share for one vote (1 share : 1 vote).
- 2) The shareholders shall vote on the election of directors one person at a time.
- 3) After the vote, the candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order until all of the director positions are filled. Where the votes cast for candidates in descending order are tied, which would cause the number of directors to be exceeded, the chairman shall have a casting vote.

Audit Committee Charter

The Audit Committee Charter that approved by The Board of Directors on December 22, 2008 (Amendment issue) and effective since January 1, 2009 onward all about details as are follows;

1) Objective

An Audit Committee is an independent committee of a listed firm's Board of Directors and performs of management to the accurateness, completeness and credibility of the company's financial report together with adequacy of the firm's internal control system, compliance with regulation and other laws relevant to the company's business including do the director's report to present in the Company's annual report.

2) Composition of Board and Qualifications

- 2.1 The Audit Committee has not less than 3 members considering and appointing by the Board of Directors made up of Chairman of Audit Committee and Audit Committee members, so is an independent directors whose has qualifications are to be covered by the Securities and Exchange Commission (SEC)'s rules.
- 2.2 At least one member of the audit committee has knowledge and experience competent to verify in financial report.

- 2.3 The Audit committee who considering to appointment the appropriate person to perform in Audit Committee Secretary.

3) Terms of Responsibility

- 3.1 The Audit Committee has terms of responsibility at 3 years
 3.2 The Audit Committee who retire by rotation may be re-electing to appointment in another term
 3.3 In case a committee member resigns or is terminated before the expiration of his / her terms, the Board of Directors shall be appointing appropriate person who has fully qualification to complement of directors as terms remain
 3.4 Audit Committee's shall be terminating when ceasing to be a director

4) Audit committees' meeting

- 4.1 Audit committees' meeting shall be appropriate to hold at least once time of each quarter
 4.2 The number of audit committee whose attend to the meeting shall not less than half of all members that be made up to the quorum
 4.3 The Audit Committee might invite the directors, the management, the auditor or any relating person in each agenda to joining to the meeting to consider certain matter as view proper

5) Duties and responsibilities

- 5.1 To review sufficiency, the Company's financial reporting by correctly
 5.2 To review the Company's internal control system and internal audit system to ensure that they are suitable and efficient, to determine an internal audit unit's independence, as well as to approve the appointment, transfer and dismissal of the chief of an internal audit or any other unit in charge of an internal audit
 5.3 To review the Company's compliance with the law on securities and exchange, the Exchange's regulation and the laws relating to the Company's business
 5.4 To considering, select and nominate an independent person to be the Company auditor, and to propose such person's remuneration to the Board of Director
 5.5 To freely discuss significant matter with the Company auditor as private meeting at least once a year without the management team
 5.6 To review the Connected Transactions, or the transactions that may lead to conflicts of interests, to ensure that they are in compliance with the law and the Exchange's regulations, and are reasonable and for the highest benefit of the Company
 5.7 To approval received comment by the internal audit charter or internal audit's regulations before present to the Board of Director to approve
 5.8 To approve of internal audit plan, internal audit limitation and internal audit unit's allowance to ensure that the internal audit covered to the procedure of financial report as proper
 5.9 To review the internal audit report and follow up main of issue as seek by the internal audit
 5.10 To considering and review the Business morality covenant before recommend to the Board of Director to approve
 5.11 To inquire of the Risk management policies and solution of Company risk management with the company management
 5.12 To review together with management such as Management's Discussion and Analysis or MD&A as disclose in the Company's annual report
 5.13 To prepare, and to disclose in the Company's annual report, an audit committee's report which must be signed by the audit committee's chairman and consist of information that assign by the Exchange
 5.14 To inquire into the comment by the company auditor as found or suspected that director, manager or any person in management did infringement of the securities and exchange (issue No.4) 2008 the audit committee shall report to the Securities and Exchange and auditor within 30 days since date of received
 5.15 To perform as any other matters as assigned by the Company's Board of Directors, with the approval by audit committee

6) Report

- 6.1 The audit committee has the duty and the responsibility to report the operation of the committee to the board of directors when the board of directors' meeting
 6.2 In any duties of audit committee, if found or suspected that there is a transaction or any of the following acts which may materially affect the Company's financial condition and operating results, the audit committee shall report it to the board of directors for rectification within the period of time that the audit committee think fit;

- A) a transaction which causes a conflict of interest
 B) any fraud, irregularity, or material defect in an internal control system
 C) an infringement of the law on securities and exchange, the Exchange's regulations, or any law relating to the Company's business

If the Company's board of Directors or management fails to make a rectification within the period of time as the audit committee's view to proper, any of committee's members might report on the transaction or act under the first paragraph to the Office of the Securities and Exchange Commission or the Exchange

- 6.3 To prepare and disclose in the company's annual report, an audit committee's report which must signed by the audit committee's chairman and consist of at least the following information;

- A) an opinion on the accuracy, completeness and creditability control system
 B) an opinion on the adequacy of the Company's internal control system
 C) an opinion on the compliance with the law on securities and exchange, the Exchange's regulations, or the laws relating to the Company's business
 D) an opinion on the suitability of an auditor
 E) an opinion on the transactions that may lead to conflicts of interests

- F) the number of the audit committee meetings, and the attendance of such meetings by each the committee member
- G) an opinion or overview comment received by the audit committee from its of duties in accordance with the charter
- H) other transactions which shall be know to the shareholders and general investor, subject to the scope of duties and responsibilities assigned by the Company's board of directors

7) Advisor

The Audit committee has the right to seek any information from independent professional advisors when necessary at the company's expense.

Nomination and Remuneration Charter

1) Objective

- 1.1 The Nomination and Remuneration Committee is composing with 3 directors at least and 2 of them are independent directors.
- 1.2 The Nomination and Remuneration Committee who considering to appointment the appropriate person to perform in Chairman of Nomination and Remuneration Committee.

2) Term of responsibilities

- 2.1 The Nomination and Remuneration Committee has terms of responsibility at 3 years.
- 2.2 The Nomination and Remuneration who retire by rotation may be re-electing to appointment in another term for continuity for they work.

3) Duties and responsibilities

- 3.1 Review structure, component, and qualifications of directors, executives and subcommittee.
- 3.2 Recruits and propose their names to the Board of Directors for nomination as directors in Shareholders' meeting if vacant, or any case.
- 3.3 To propose name of directors to take a position in subcommittee of the Company.
- 3.4 To consideration the person who appropriate to take a position of executives of the Company such as Chief Executive Officer.
- 3.5 Review and approve succession plans for senior executives of the company.
- 3.6 Review and propose structure of remuneration for directors and Chief Executive Officer.
- 3.7 To consider basis asses to Chief Executive Officer and propose to the Board of Directors considered opinion.
- 3.8 To assessment the Chief Executive Officer then propose to the Board of Directors considered.
- 3.9 Review the annual remuneration for directors and executives, e.g. salary, severance pay, bonus, welfare, meeting allowance, or other kinds of remuneration of monetary or non- monetary nature and propose to the Board of Directors.

4) Nomination and Remuneration's Meeting

- 4.1 Nomination and Remuneration committees' meeting would be hold as appropriate case.
- 4.2 The number of Nomination and Remuneration committee whose attend to the meeting shall not less than half of all members that be made up to the quorum
- 4.3 Nomination and Remuneration Committees' regulation shall be holding in majority of director who attending to the meeting therefore the director who has conflict of interest shall be not allow to consider on that agenda.

5) Report

- 5.1 The Nomination and Remuneration Committee has the duty and the responsibility to report the operation of the committee to the board of directors as often.
- 5.2 To prepare and disclose in the company's annual report, a Nomination and Remuneration committee's report and consist of at least the following information;
 - A) name of the Nomination and Remuneration Committee.
 - B) the number of Nomination and Remuneration Committees' meeting.
 - C) the attendance of such meetings by each the Nomination and Remuneration Committee member.
 - D) the summery content of Nomination and Remuneration Committees' charter and basis of compensation.

6) Adviser

The Nomination and Remuneration committee has the right to seek any information from independent professional advisors when necessary at the company's expense.

At each annual general meeting of shareholders, one-third of directors are due to retire by rotation. If the number of directors cannot be divided into three, the number closest to the one-third of directors due to retire by rotation in the first year shall apply. The number of directors due to retire in the second year after registration of the Company shall be made by drawing lots. In the following years, the directors who hold office the longest shall retire first and those who retire by rotation may be re-elected.

Remuneration

- 1. Monetary remuneration to the directors
In 2011, the Company paid remuneration to the Board of Directors total 916,836 Baht
- 2. Monetary remuneration to the management
In 2011, the Company paid remuneration to the management total 4,527,535 Baht
- 3. Other remuneration
- None -

The Board of Directors has been appointed Ms. Hutsayarath Likhithmaharoek to Company Secretary as responsible to counseling in Law and any Resolution that relevant to Company's business or the management and director needs to be informed, administer to the directors' activities and cooperation that to compliance with the resolution of directors and shareholders as permit in the Corporate Governance.

Limitation, Authority, Duty, and Responsibility of the Company Secretary

1. To elementary advisor to directors and follow up that to made in straight proper as compliance with the articles of association of the Company or the relevant laws.
2. To arrange the Board of Directors' meeting and shareholders' meeting be in line with the articles of association of the Company or the relevant laws.
3. To record and report the Board of Directors' meeting and shareholders' meeting together with follow up that to made in resolution of meeting.
4. To attend the company to disclose information to the Institute that relevant to Company also to ensure that disclosing is compliance with them requirement.
5. To communicate and inform to General shareholders about their authority and Company's news.
6. To administer the Board of Directors' activities.

1. Connected transactions with the persons who may have conflict of interest

Based on the consolidated financial statements for the period ending December 31, 2011, the Company's connected transactions with related companies and/or parties with conflict of interest are as follows;

Related Company/Party	Relationship	Connected Transaction	Value of Transaction (Million Baht)	Necessity / Reason of Transaction
Joint Venture with Power-Nopawong	Joint Partner with the Company with some common directors	Service revenue	0.29	In the end of year 2011, the Company has debtor of provided accounting services, engineering support and project management as approved by the directors of Power-Nopawong, with a fee of Bt. 32,100 per month during October till June 2009.
		Cash advance to Power-Nopawong	39.57	In the end of year 2011, the Company has debtor of cash advance to Power-Nopawong to construct Kasetsart University's 50 Years Mahavachiralongkorn building in amount of Bt. 39.57 million.
Joint Venture with UBC Power	Joint Partner with the Company	Management of Project Service	4.68	In the end of year 2011 the Company has debtor of service to management of Project as approve by the Board of directors of join venture UBC Power, with fee at 781,193 Bt / month for May – Aug 2009 and 390,596 Bt / month for Sep – Dec 2009
		Cash advance to UBC Power	151.74	In the end of year 2011 the Company has debtor of cash advance to UBC Power to construct the Kwai-Noi embankment, Phitsanuloke at total amount Bt 151.74 million
Mr. Jetsada Kaewngam	Director	Lend cash advance to POWER	0.9	In the end of year 2011 the Company has borrow cash advance from Mr.Jetsada Kaewngam for Company expenses at Baht 0.9 million, with interest at 1 percent per month and due when press for payment.

2. Approval measure or process for the connected transactions

The Company has laid down approval measure and process for the connected transactions such that they shall be proposed for consideration and approval by the Board of Directors' meeting, which must also be attended by the Audit Committee members to join in such consideration and approval. Besides, such connected transactions shall comply with the law governing securities and securities exchange and the provisions, notifications, orders or requirements of the SET. The persons who may have conflict of interest in the connected transactions shall have no right to vote on such transactions.

3. Policy or trends of future connected transactions

For the connected transactions with related companies as shown in the table, most transactions concerned provision of services for assistance, support or convenience, with no great significance.

Nonetheless, if in the future it is necessary to perform any connected transaction with parties which may have conflict of interest, the Company has a policy to set out all conditions in line with the normal business practices and based on a market value comparable to prices of third parties. Besides, the connected transactions will be disclosed pursuant to the laws and regulations of the SEC and the SET. The connected transactions will be presented in notes to the financial statements duly reviewed and/or audited by the Company's auditor in accordance with the generally accepted accounting standards.

Overview of past performance

The Company was previously a manufacturer of construction materials and prestressed concrete piles, and a provider of foundation construction and jet grouting service. However, in 2004 the Company succeeded in decreasing and increasing its capital as well as making loan repayment to its lenders as imposed in the business rehabilitation plan. As a result, the Central Bankruptcy Court had given an order to revoke the business rehabilitation in November 2004 which enabled the Company to acquire a new business partner. The Company's corporate structure and nature of business operation have been changed under the management of the new Board of Directors and management team which have a policy to focus on a contractor business by serving as a project consultant and provider of a one stop construction service (turnkey), ranging from the project feasibility study to the completion of project construction and hand-over to the clients.

Past performance

- **Revenues**

Total revenue of the Company in 2011 amounted to Bt. 1.72 million, decreased from Bt. 2.02 million in 2010 to 15.04%. Core income came from interest of Bill of Exchange Bt. 0.90 million or 52.40% of total revenue and profit from asset Bt. 0.38 million or 22.06% of total revenue.

- **Operating costs**

The Company's total cost in 2011 amounted to Bt. 20.24 million or -1,180.66% of total revenue compared to Bt. 41.93 million in 2010, a decrease of 51.73%. There is no Service cost and selling and administrative expenses has no settle provision of bad debts this period compared to Bt. 19.06 million the company has settle provision of bad debts the same period in 2010.

- **Net loss**

In 2011, the Company experienced net loss of Bt. 18.52 million or net loss 6 stang per share compared to the net loss decreasing from 2010 of Bt. 39.91 million or 19 stang per share. In order that the Company has no settle provision of bad debts for doubtful account Management project of joint venture in 2011, a decrease compared to year 2010.

Financial Status

- **Assets**

In 2011, total assets were Bt. 73.13 million; decrease 5.60% compared to Bt. 77.47 million in 2010, Current assets total Bt.15.20 million or 20.79% of total assets and non-current assets were Bt. 57.93 million or 79.21% of total assets. The significant reduction is note Land devalue amount Bt.2.64 million or 3.61% of total assets.

- **Liabilities**

In 2011, total liabilities were Bt. 111.97 million, increase 3.40% from Bt. 111.97 million in the previous year total liabilities were Bt.108.29 million. Current liabilities were Bt. 43.83 million or 59.93% of total assets while non-current liabilities total Bt. 68.14 million or 93.18% of total assets. Liabilities were higher due to the Company has borrow advance money from director amount Bt. 0.9 million or 1.23% of total assets and adjust the provision of employee benefit amount Bt.0.13 million or 0.18% of total assets.

Shareholders' equity

The Company has complied with the rehabilitation plan in respect to capital decrease and increase as follows;

- Capital decrease

According to the order of the Central Bankruptcy Court dated December 22, 2003, the Company was allowed to decrease its registered capital to offset the accumulated loss as prescribed in the business rehabilitation plan. As a result, the number of its common stocks was reduced from 21,000,000 shares to 10,500,000 shares, and the paid-up share capital from 21,000,000 shares to 10,500,000 shares with a par value of Bt. 10 each. The Company registered the capital decrease with the Ministry of Commerce on April 21, 2004.

- Capital Increase

According to the order of the Central Bankruptcy Court dated December 22, 2003, the Company was permitted to increase its registered capital as required in the business rehabilitation plan from 10,500,000 shares to 210,000,000 shares by issuing solely common stocks in the amount of 199,500,000 shares with par value of Bt. 10 each. The stocks were offered for sale in two groups as follows;

- The first group of 42 million shares with a par value of Bt. 10 each allocated to the existing creditors by means of a debt to equity swap at the price of Bt. 5 per share.
- The second group of 157.5 million shares with a par value of Bt. 10 each offered for sale to a new group of shareholder at the price of Bt. 3.8 per share.

The Company registered the capital increase with the Ministry of Commerce on July 21, 2004.

Regarding to the resolution of the Extraordinary General Meeting 1/2008 held on October 24, 2008 as the Meeting has approved to clear discount on shares at total amount 761,800,000 Baht and accumulated loss which remain of transferring by law total amount 1,192,382,965 Baht therefore the new authorized capital of company is 136,500,000 or 210,000,000 shares Ordinary shares at Bath 0.65 each and approved to amend the Paragraph 4 of the Memorandum of Association of the Company in order to congruent with the capital reduction of the Company as the registration of Capital Reduction at Revenue Department on April 27, 2009.

Regarding to the resolution of Annual General of Shareholders' meeting 1/2010 held on May 17, 2010 to increase the capital of the company from Bt. 136,500,000 million to new capital of the company is Bt 2,086,500,000 million or 3,210,000,000 shares in value 0.65 Bt per share, in order to congruent with the capital increase of the Company as the registration of Capital Increase at Revenue Department on August 18, 2010.

During June 2011, the company has issue increment share in Private Placement (PP) to 2 shareholders total amount 105 million shares with 0.10 Baht per share. The company get paid the increment ordinary share total Bt. 10.50 million, this case has discount on ordinary share total Bt. 57.75 million.

In this respect, as of December 31, 2011 the Company had a total deficit accumulate at Bt. 185.84 million cause the shareholders' equity at Bt. 38.84 million as deficit accumulate increase from 2010 at Bt. 18.52million cause the shareholders' equity in the same rate.

Factors that may impact performance or financial status in the future

In the business of construction, the ability to secure new projects and the amount of work-on-hand will ensure a systematic and consistent source of revenue for the Company, thus, enabling operational strength.

The management is not at-ease about the problem, thus, have made changes to policy and strategies. Rather than the main focus on private bids, the Company now looks to join investment as the joint venture style with small contractors that already have work-on-hand or those that have licenses/guarantees to operate as a first tier or second tier contractor. This will ensure that the ongoing projects will not be terminated or the incident of deferred payment as in the past. Nonetheless, these companies will support expansions in the construction industry in future.

REPORT OF THE INDEPENDENT CERTIFIED PUBLIC ACCOUNTANT

To the Shareholders and Board of Directors of Power-P Public Company Limited

1. I was engaged to audit the consolidated and separate statement of financial position as of December 31, 2011, the consolidated and separate statements of comprehensive income, the consolidated and separate statement of changes in shareholders' equity and the consolidated and separate statements of cash flow for the year then ended of Power-P Public Company Limited and its subsidiaries and Joint Ventures. These financial statements are the responsibility of the Company's management as to their correctness and completeness of the presentation. The consolidated and separate statement for the year ended December 31, 2010 of Power-P Public Company Limited and its subsidiaries and Joint Ventures and separate of Power-P Public Company Limited, presented herein for comparison was audited by another auditor whose report not express an opinion on the financial statements for the year ended December 31, 2010, on report dated February 10, 2011, regarding to (1) unable to satisfy myself to audit the payment of share purchase amounting to Baht 95 million because the Company was in the process of verifying the fact. (2) unable to satisfy myself to audit the revenues recognized in the financial statements of 2004 and for the three months period ended March 31, 2005 financial statements amount of Baht 66.58 million and (3) the consolidated financial statements included the financial statements of a Joint Venture which the Company did not receive financial statements for the year ended December 31, 2010. Therefore, the consolidated financial statements included the financial statements of such Joint Venture for the year ended December 31, 2009, also have the proportionate, it was also noted on (1) the Company's common shares were removed from the trading board and transferred to the Non-Performing Group from June 10, 2010, onwards (2) Retroactive adjusting against the consolidated proportionate financial statements and (3) Changed the opinion on the consolidated financial statements for the years ended December 31, 2009.
2. As disclosed in Note 32 to financial statements, the Company is in the process of verifying the fact about the payment of share amounting to Baht 95 million according to share purchase agreement dated October 27, 2005 (such contract is signed by directors of the Company who presently have already resigned) and memorandum of returned documents dated November 11, 2008. Later, on September 8, 2009, the Company's directors (presently have already resigned) concluded that they were unable to express the opinion on such transactions because the former directors and management who involved in such transaction is presently not related to the Company. Therefore, the Company was unable to inquire and obtain useful information from them. Moreover, all supporting documents which the Company obtained from the lawyer were copy that the Company was unable to verify the correctness and existence of documents. Later, the Company has engaged the subcommittee to audit. The subcommittee has reported the result of the examination to the Securities and Exchange Commission (S.E.C.), on March 15, 2010 and May 7, 2010. On December 30, 2010, the Securities and Exchange Commission (S.E.C.) filed a complaint with the Department of Special Investigation (DSI) against former directors in a violation of the Sections 307, 311 and 312 of the Securities and Exchange Act B.E. 2535, as disclosed in Note 35.2 to financial statements. Presently, management of the company, during the process of studying and collecting information on it to consider legal action associated with the following. Because of this issue is in the process of additional investigation, so I was unable to satisfy myself to review such transactions.
3. As discussed in the Note 35.1 to the financial statements, I am unable to satisfy for the suspense received amount of Baht 66.58 million, which revenues recognized in the financial statements of 2004 and the first quarter of 2005 financial statements. The revenue transactions were recognized which may be not complied with the generally accepted accounting principles. The Company has adjusted to rectify such revenue recognized as suspense received presented under non-current liability in the statement of financial position.
4. As discussed in Note 6.2.2 to the financial statements, The Company prepares the consolidated financial statements for the year ended December 31, 2011, the separate statement of income for the year ended December 31, 2011, from the joint venture because the Company is suing a participant of the Joint Venture who managed such Joint Venture as disclosed in the Notes 22. Therefore, the consolidated statement of financial position as of December 31, 2011, included the financial statements of such Joint Venture for the as of December 31, 2010 which is the latest financial statements that the Company received from the Joint Venture. The financial statements of such Joint Venture for the year as of December 31, 2010 included in the consolidate financial statement for the year ended December 31, 2011, were reviewed by
5. Another auditor whose report expressed qualified opinion to the financial statements because the advance receipt from joint venture which was presented in the financial position of the joint venture was higher than the advance receipt from a joint venture in amount of Baht 7.78 million as report dated April 30, 2011
6. As discussed in Note 2 to the consolidated statement of income for the year ended December 31, 2011, the Company had operating net loss of Baht 18.52 million, the separate statement of income for the year ended December 31, 2011, the Company had operating net loss of Baht 18.55 million, the consolidated statement of financial position as of December 31, 2011, the Company constitutes accumulated deficit result from operation of Baht 185.84 million, the Company had current liabilities exceeded its current assets by Baht 28.63 million and the Company's total liabilities exceeded its total assets by Baht 38.84 million. The separate statement of financial position as of December 31, 2011, the Company constitutes accumulated deficit result from operation of Baht 200.64 million, the Company had current liabilities exceeded its current assets by of Baht 22.63 million and the Company's total liabilities exceeded its total assets by of Baht 53.64 million. Otherwise, In addition, also includes the Company to stop operations temporarily, the Company's common shares were removed from the trading board and transferred to the Non-Performing Group as discussed in Note 1 to the financial statements and litigation and lawsuits as discussed in Note 34 to the financial statements. Presently, the situation of management by the capital increase to be used for investment projects of the Company. Such above event causes doubt as to whether there will be uncertainty that is materiality which may cause substantial doubt regarding ability in continuous operation of the Company.
7. Due to the subject that mentioned on paragraph 2nd 3rd and 4th and continuously going concern problem as per mentioned in paragraph 5th they constitute substantially materiality to the consolidated and separate of financial position as of December 31, 2011, and consolidated result of operation and the separate result of operation and consolidated and separate of cash flow for the year then ended of Power-P Public Company Limited and its subsidiaries and Joint Ventures and the separate of Power-P Public Company Limited. As a result, I do not express an opinion on the consolidated and separate of Power-P Public Company Limited for the year ended December 31, 2010.
8. My report as described in paragraph 6th still unchanged. I draw attention to note to financial statement. As disclosed in the Note 7 to the financial statements, during retroactive adjust financial statements for the year ended December 31, 2010, the Company had not received the financial statements for the year ended December 31, 2010, of the Joint Venture, therefore, the consolidated financial statements included the proportionate financial statements for the year ended December 31, 2009 of Joint Venture. Later in the 2011, the Company has already received the financial statements for the year ended December 31, 2010 of such Joint Venture. Therefore, the Company had restated the consolidated financial statements for the year ended December 31, 2010. I also audited the adjustments which were applied to restate the prior year's financial statements. Such adjustments are appropriate and have been properly applied.
9. As discussed in Note 4.1 to the financial statements, in the during the year ended December 31, 2011, The Company explain the adoption of certain newly issued financial reporting standards guidelines promulgated by the Federation of Accounting Professions for the preparation of the accompanying financial statements which are effective for accounting periods beginning on or after January 1, 2011. Accordingly the comparative the consolidated and separate financial statements for the year ended December 31, 2010 and the consolidated and separate statement of financial position as of December 31, 2010, have been presented in accordance with the financial statements for the year ended December 31, 2011.

S. K. ACCOUNTANT SERVICES COMPANY LIMITED



(Ampol Chamnongwat)
Authorized Auditor No. 4663

Bangkok,
February 10, 2012

POWER - P PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY AND JOINT VENTURES

STATEMENTS OF FINANCIAL POSITION

As of December 31, 2011 and 2010

		CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		2011	2010	2011	2010
		Baht	Baht	Baht	Baht
			(Restated)		(Restated)
ASSETS					
CURRENT ASSETS					
Cash and Cash Equivalents	(Note 11)	80,091.69	5,162,094.10	65,269.80	5,083,416.90
Short-Term Investment	(Note 12)	-	-	-	-
Accounts Receivable - Net	(Note 13)	-	-	-	-
Accounts Receivable Related Companies - Net	(Note 9.1.1, 14)	-	-	-	-
Unbilled Completed Works - Net	(Note 15)	-	-	-	-
Short-Term Loan, Accrued Interest Receivable and					
Advance to Subsidiary and Related Companies - Net	(Note 9.1.2,9.1.3)	-	-	-	-
Loans and Interest Receivables to Participants					
of Joint Ventures	(Note 9.1.4)	-	-	-	-
Inventories - Net	(Note 16)	-	-	-	-
Advance Payment to Subcontractors - Net	(Note 17)	-	-	-	-
Advance Payment to Participants of Joint Venture					
and Joint Ventures	(Note 9.1.5,9.1.7)	10,467,906.77	10,467,906.77	-	-
Other Current Assets-Net		4,653,262.21	4,469,304.27	1,199,429.50	1,015,504.08
Total Current Assets		15,201,260.67	20,099,305.14	1,264,699.30	6,098,920.98
NON - CURRENT ASSETS					
Investment in Subsidiary and Joint Ventures - Net	(Note 18)	-	-	-	-
Investment Property-Net	(Note 19)	15,650,000.00	18,292,561.99	15,650,000.00	18,292,561.99
Leasehold Improvements and Equipment - Net	(Note 20)	3,102,409.44	1,734,038.57	3,102,402.52	1,733,918.40
Equipment not used for Operation - Net	(Note 21)	-	-	-	-
Bank Deposit that Constitutes Restriction in Using	(Note 22)	36,846,938.84	36,026,895.50	36,846,938.84	36,026,895.50
Other Non - Current Assets		2,333,915.40	1,322,036.04	2,333,915.38	1,322,036.03
Total Non - Current Assets		57,933,263.68	57,375,532.10	57,933,256.74	57,375,411.92
TOTAL ASSETS		73,134,524.35	77,474,837.24	59,197,956.04	63,474,332.90
LIABILITIES AND SHAREHOLDERS' EQUITY					
CURRENT LIABILITIES					
Accounts Payable		4,911,855.52	4,911,855.52	-	-
Accounts Payable - Related Companies	(Note 9.1.9)	3,669,227.27	3,669,227.27	-	-
Short Term Loan from Related Person	(Note 9.1.10)	900,000.00	-	900,000.00	-
Current Portion of Hire - Purchase Payable	(Note 24)	896,435.98	438,535.25	896,435.98	438,535.25
Retention Payable		918,663.84	948,972.90	-	-
Other Current Liabilities	(Note 23)	32,536,954.73	31,088,484.66	22,099,527.06	20,697,193.05
Total Current Liabilities		43,833,137.34	41,057,075.60	23,895,963.04	21,135,728.30
NON - CURRENT LIABILITIES					
Hire-Purchase Payable - Net	(Note 24)	1,431,672.34	652,807.49	1,431,672.34	652,807.49
Excess Loss from Investment in Subsidiary					
and Joint Ventures	(Note 18)	-	-	20,800,137.19	20,694,754.86
Provision of Employee Benefit	(Note 25)	127,560.86	-	127,560.86	-
Suspense Received	(Note 35.1)	66,580,000.00	66,580,000.00	66,580,000.00	66,580,000.00
Total Non - Current Liabilities		68,139,233.20	67,232,807.49	88,939,370.39	87,927,562.35
TOTAL LIABILITIES		111,972,370.54	108,289,883.09	112,835,333.43	109,063,290.65
SHAREHOLDERS' EQUITY					
Share Capital - Common Shares	(Note 26)				
Authorized Shares - Common Shares					
3,210,000,000 shares of Baht 0.65 par value		2,086,500,000.00	2,086,500,000.00	2,086,500,000.00	2,086,500,000.00
Issued and fully paid-up					
315,000,000 shares of Baht 0.65 par value		204,750,000.00	-	204,750,000.00	-
210,000,000 shares of Baht 0.65 par value		-	136,500,000.00	-	136,500,000.00
Discount on Ordinary Share		(57,750,000.00)	-	(57,750,000.00)	-
Deficit		(185,837,846.19)	(167,315,045.85)	(200,637,377.39)	(182,088,957.75)
TOTAL SHAREHOLDERS' EQUITY		(38,837,846.19)	(30,815,045.85)	(53,637,377.39)	(45,588,957.75)
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		73,134,524.35	77,474,837.24	59,197,956.04	63,474,332.90

POWER - P PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY AND JOINT VENTURES
STATEMENTS OF COMPREHENSIVE INCOME
For the year ended December 31, 2011 and 2010

			Unaudited Limited Reviewed Only	
	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	2011	2010	2011	2010
	Baht	Baht (Restated)	Baht	Baht (Restated)
Revenues from Construction Service	-	-	-	-
Cost of Construction	-	-	-	-
GROSS PROFIT	-	-	-	-
Other Incomes	1,365,887.85	2,019,572.68	1,365,671.11	1,918,379.29
PROFIT BEFORE EXPENSES	1,365,887.85	2,019,572.68	1,365,671.11	1,918,379.29
Administration Expenses	(11,753,482.53)	(14,551,844.77)	(11,753,265.79)	(14,761,398.63)
(Doubtful Debts) Reversal of doubtful Debts	104,747.51	(20,486,892.07)	79,128.21	(22,392,892.07)
Loss from Impairment Investment Property	(2,642,561.99)	-	(2,642,561.99)	-
Management Benefit Expenses (Note 9.2, 27)	(5,507,231.00)	(6,834,200.00)	(5,507,231.00)	(6,834,200.00)
Total Expenses	(19,798,528.01)	(41,872,936.84)	(19,823,930.57)	(43,988,490.70)
LOSS BEFORE FINANCE COSTS	(18,432,640.16)	(39,853,364.16)	(18,458,259.46)	(42,070,111.41)
Finance Costs	(90,160.18)	(56,275.45)	(90,160.18)	(56,275.45)
PROFIT(LOSS) AND TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	(18,522,800.34)	(39,909,639.61)	(18,548,419.64)	(42,126,386.86)
BASIC LOSS PER SHARE (Note 28)	(0.06)	(0.19)	(0.06)	(0.20)
ORDINARY SHARES (UNIT: SHARES) (Note 28)	291,986,301	210,000,000	291,986,301	210,000,000

POWER - P PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY AND JOINT VENTURES
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
For the year ended December 31, 2011 and 2010

CONSOLIDATED FINANCIAL STATEMENTS				
	Issued and fully paid-up share capital	Discount on Ordinary Share	Deficit	Total
	Baht	Baht	Baht	Baht
Balance as of December 31, 2009	136,500,000.00	-	(127,405,406.24)	9,094,593.76
Total Comprehensive Income for the Period (Before Revised)	-	-	(40,411,315.86)	(40,411,315.86)
Adjustment (Note 7)	-	-	501,676.25	501,676.25
Total Comprehensive Income for the Period (After Revised)	-	-	(39,909,639.61)	(39,909,639.61)
Balance as of December 31, 2010 (After Revised)	136,500,000.00	-	(167,315,045.85)	(30,815,045.85)
Received from Share Subscriptio (Note 26)	68,250,000.00	-	-	68,250,000.00
Discount on Ordinary Share (Note 26)	-	(57,750,000.00)	-	(57,750,000.00)
Total Comprehensive Income for the Period	-	-	(18,522,800.34)	(18,522,800.34)
Balance as of December 31, 2011	204,750,000.00	(57,750,000.00)	(185,837,846.19)	(38,837,846.19)
SEPARATE FINANCIAL STATEMENTS				
	Issued and fully paid-up share capital	Discount on Ordinary Share	Deficit	Total
	Baht	Baht	Baht	Baht
Balance as of December 31, 2009	136,500,000.00	-	(139,962,570.89)	(3,462,570.89)
Total Comprehensive Income for the Period (Before Revised)	-	-	(40,722,063.13)	(40,722,063.13)
Adjustment (Note 7)	-	-	(1,404,323.73)	(1,404,323.73)
Total Comprehensive Income for the Period (After Revised)	-	-	(42,126,386.86)	(42,126,386.86)
Balance as of December 31, 2010 (After Revised)	136,500,000.00	-	(182,088,957.75)	(45,588,957.75)
Received from Share Subscriptio (Note 26)	68,250,000.00	-	-	68,250,000.00
Discount on Ordinary Share (Note 26)	-	(57,750,000.00)	-	(57,750,000.00)
Total Comprehensive Income for the Period	-	-	(18,548,419.64)	(18,548,419.64)
Balance as of December 31, 2011	204,750,000.00	(57,750,000.00)	(200,637,377.39)	(53,637,377.39)

POWER - P PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY AND JOINT VENTURES
STATEMENT OF CASH FLOWS
For the year ended December 31, 2011 and 2010

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	2011	2010	2011	2010
	Baht	Baht	Baht	Baht
		(Restated)		(Restated)
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit (Loss) for the period	(18,522,800.34)	(39,909,639.61)	(18,548,419.64)	(42,126,386.86)
Adjustment to Profit (Loss) for Cash Received (Paid) from Operations				
Depreciation	587,987.94	731,307.80	587,874.69	729,760.28
Doubtful Debts (Reversal of doubtful Debts)	(104,747.51)	20,486,892.07	(79,128.21)	22,392,892.07
Loss from Impairment Investment Property	2,642,561.99	-	2,642,561.99	-
(Gain) Loss from Disposal Assets	(378,503.67)	203,802.45	(378,503.67)	200,926.94
Provision of Investment in Subsidiary and Joint Ventures	-	-	105,382.33	1,434,435.59
Provision for Legal Cassese	893,522.38	929,790.64	893,522	1,240,537.64
Provision of Employee Benefit	121,291.16	-	121,291.16	-
Interest Income	(899,156.12)	(496,813.06)	(898,939.38)	(496,505.40)
Interest Expense of Hire-Purchase	78,051.58	56,275.45	78,051.58	56,275.45
Interest Expense Employee Benefit	6,269.71	-	6,269.71	-
Interest expense	5,838.89	-	5,838.89	-
Loss from Operating Activities before Changes				
in Operating Assets and Liabilities	(15,569,683.99)	(17,998,384.26)	(15,464,198.17)	(16,568,064.29)
(Increase) Decrease in Accounts Receivable	350,000.00	-	350,000.00	-
(Increase) Decrease in Advance Payment to Participants				
of Joint Venture and Joint Venture	-	(1,419,883.16)	-	-
(Increase) Decrease in Other Current Assets	(152,657.62)	361,509.35	(178,254.41)	(114,463.46)
(Increase) Decrease in Other Non-Current Assets	(1,027,094.70)	6,091,735.24	(1,027,094.70)	2,397,135.95
Increase (Decrease) in Account Payable	-	2,805,328.67	-	-
Increase (Decrease) in Other Current Liabilities	309,045.28	(4,103,850.21)	293,228.30	175,767.71
Cash Received (Used) from Investing Activities	(16,090,391.03)	(14,263,544.37)	(16,026,318.98)	(14,109,624.09)
Cash Received from Interest Income	19,163.17	58,810.06	18,946.43	58,502.73
Cash Received from Withholding Tax	-	1,160,834.65	-	1,160,834.65
Cash Payment for Withholding Tax	-	(6,581.67)	-	(6,581.67)
Net Cash Provided from (Used in) Operating Activities	(16,071,227.86)	(13,050,481.33)	(16,007,372.55)	(12,896,868.38)
CASH FLOWS FROM INVESTING ACTIVITIES				
Cash Payment for Fixed Assets	(190,859.81)	(455,690.00)	(190,859.81)	(455,690.00)
Cash Received from Disposal Assets	378,504.67	497,489.54	378,504.67	495,327.10
(Increase) Decrease in Bank Deposit that Constitutes Restriction in Using	8,366.59	53,397.43	8,366.59	53,397.43
Net Cash Provided from (Used in) Investing Activities	196,011.45	95,196.97	196,011.45	93,034.53
CASH FLOWS FROM FINANCING ACTIVITIES				
Cash Received from Short - Term Loans from Related Persons	1,700,000.00	-	1,700,000.00	-
Cash Payment of Short - Term Loans from Related Persons	(800,000.00)	-	(800,000.00)	-
Cash Payment of Hire - Purchase	(606,786.00)	(849,231.28)	(606,786.00)	(849,231.28)
Cash Received from Share Subscription	10,500,000.00	-	10,500,000.00	-
Net Cash provided from (Used in) Financing Activities	10,793,214.00	(849,231.28)	10,793,214.00	(849,231.28)
Net Increase (Decrease) in Cash and Cash Equivalents	(5,082,002.41)	(13,804,515.64)	(5,018,147.10)	(13,653,065.13)
Cash and Cash Equivalents at the Beginning Balance	5,162,094.10	18,966,609.74	5,083,416.90	18,736,482.03
Cash and Cash Equivalents at the Ending Balance	80,091.69	5,162,094.10	65,269.80	5,083,416.90

(Note 11)

(Note 11)

POWER - P PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY AND JOINT VENTURE
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

1. General Information

Power-P Public Company Limited was incorporated has registered in accordance with provision of the Civil and Commercial Code on February 8, 1978 and converted to be Public Company Limited on June 11, 1993. The office is located at 900/16, 20th floor, IT Professional Tower, Rama III Road, Bangpongpan, Yanawa, Bangkok.

The Company was providing project consultation, construction services and renting assets. Presently, the Company has stopped temporary operations.

On May 31, 2010, the Stock Exchange of Thailand (SET) informed that because the Company's security has been classified by the SET for delisting since April 22, 2008 and the Company has been unable to rectify the grounds for delisting and the Company's shareholder equity were less than zero and it showed a net loss from core business, the SET will remove the Company's security from the trading board and transfer it into the Non-Performing Group from June 10, 2010 onwards. As a result the name of the Company's security will no longer appear on the trading board. However, currently the Company status is listed company and must comply with all SET requirements.

In 2004, the Company invested in the Joint Venture to the construction of Kwae Noi Dam Project was completed since May 3, 2009. Presently, the Company has stopped temporary operations and on the process to increase its share capital for investing in the new project and to use as working capital.

2. Going Concern

According to the consolidated statement of income for the year ended December 31, 2011 and 2010, the Company had operating net loss of Baht 18.52 million and Baht 39.91 million respectively, the separate statement of income for the year ended December 31, 2011 and 2010, the Company had operating net loss of Baht 18.55 million and Baht 42.13 million respectively, the consolidated statement of financial position as of December 31, 2011 and 2010, the Company constitutes accumulated deficit result from operation of Baht 185.84 million and Baht 167.32 million respectively, the company had current liabilities exceeded its current assets by Baht 28.63 million and Baht 20.96 million respectively, and the company's total liabilities exceeded its total assets by Baht 38.84 million and Baht 30.82 million respectively. The separate statement of financial position as of December 31, 2011 and 2010, the Company constitutes accumulated deficit result from operation of Baht 200.64 million and Baht 182.09 million respectively, the company had current liabilities exceeded its current assets by of Baht 22.63 million and Baht 15.04 million respectively, and the company's total liabilities exceeded its total assets by of Baht 53.64 million and Baht 45.59 million respectively. Otherwise, In addition, also includes the Company to stop operations temporarily, the Company's common shares were removed from the trading board and transferred to the Non-Performing Group as discussed in Note 1 to the financial statements and litigation and lawsuits as discussed in Note 34 to the financial statements. Presently, the situation of management by the capital increase to be used for investment projects of the Company. Such above event causes doubt as to whether there will be uncertainty that is materiality which may cause substantial doubt regarding ability in continuous operation of the Company.

3. Basis of Financial Statement Preparation and Accounting Policies

3.1 The Company has prepared the financial statements in accordance with accounting standards, financial reporting standards, including the interpretations and guidelines promulgated by the Federation of Accounting Professions, applicable rules and regulations of the Securities and Exchange Commission, and Generally Accepted Accounting Principles in Thailand.

3.2 The financial statements are prepared on the historical cost basis except for the disclosure in the accounting policies.

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

3.4 Reclassified

The financial statements for the year ended on December 31, 2010 have been reclassified in order to facilitate comparative analysis with those financial statements as of December 31, 2011, as follow:

	Consolidated Financial Statements Baht	Separate Financial Statements Baht
Statements of Income for the year ended on December 31, 2010		
Administrative Expenses Increase(Decrease)	(20,476,303.61)	(22,382,303.61)
Doubtful Increase(Decrease)	20,486,892.07	22,392,892.07
Finance costs Increase(Decrease)	(10,588.46)	(10,588.46)

4. Adoption of Accounting Standards, Financial Reporting Standards, Interpretation Financial Reporting Standards, Interpretation New Accounting Standards and New Accounting Standards

4.1 The Company adopted the Accounting Standards, Financial Reporting Standards, Interpretation Financial Reporting Standards, Interpretation New Accounting Standards and New Accounting Standards by the Federation of Accounting Professions has issued Notification No. 17/2010, No. 50 to No. 55/2010 and No. 8/2011. These are effective for accounting periods beginning on or after January 1, 2011, as follow:

Framework for Preparation and Presentation of Financial Statements (revised 2009)	
TAS 1 (revised 2009)	Presentation of Financial Statements
TAS 2 (revised 2009)	Inventories
TAS 7 (revised 2009)	Statement of Cash Flows
TAS 8 (revised 2009)	Accounting Policies, Changes in Accounting Estimates and Errors
TAS 10 (revised 2009)	Events After the Reporting Period
TAS 11 (revised 2009)	Construction Contracts
TAS 16 (revised 2009)	Property, Plant and Equipment
TAS 17 (revised 2009)	Leases
TAS 18 (revised 2009)	Revenue
TAS 19	Employee Benefits
TAS 23 (revised 2009)	Borrowing Costs
TAS 24 (revised 2009)	Related Party Disclosures
TAS 26	Accounting and Reporting by Retirement Benefit Plans
TAS 27 (revised 2009)	Consolidated and Separate Financial Statements
TAS 28 (revised 2009)	Investments in Associates
TAS 29	Financial Reporting in Hyperinflationary Economies
TAS 31 (revised 2009)	Interests in Joint Venture
TAS 33 (revised 2009)	Earnings per Share
TAS 34 (revised 2009)	Interim Financial Reporting
TAS 36 (revised 2009)	Impairment of Assets
TAS 37 (revised 2009)	Provisions, Contingent Liabilities and Contingent Assets
TAS 38 (revised 2009)	Intangible Assets
TAS 40 (revised 2009)	Investment Property
TFRS 2	Share-based Payment
TFRS 3 (revised 2009)	Business Combinations
TFRS 5 (revised 2009)	Non-current Assets Held for Sale and Discontinued Operations
TFRS 6	Exploration for and Evaluation of Mineral Resources
TFRIC 15	Agreements for the Construction of Real Estate
TFRIC 31	Revenue – Barter Transactions Involving Advertising Service

4.2 Accounting Standards, Interpretation New Accounting Standards and New Accounting Standards by the Federation of Accounting Professions has issued Notification No. 16/2010, No. 17/2010, No. 51/2010 and No. 5 to No. 7/2011. These are effective for accounting periods beginning on or after January 1, 2012 and 2013, the Company does not early adopted, as follow:

<u>Accounting Standards are effective January 1, 2013</u>	
TAS 20	Accounting for Government Grants and Disclosure of Government Assistance
<u>Accounting Standards are effective January 1, 2014</u>	
TAS 12	Income Taxes
TAS 20 (Revise 2009)	Accounting for Government Grants and Disclosure of Government Assistance
TAS 21 (Revise 2009)	The Effects of Changes in Foreign Exchange Rates

TFRIC 10	Government Assistance – No Specific Relation to Operation Activities
TFRIC 21	Income Taxes – Recovery of Revalued Non-Depreciable Assets
TFRIC 25	Income Taxes – Changes in the Tax Status of an Enterprise or its Shareholder

5. Effect from First Time Adoption of Thai Financial Reporting standards

5.1 The Company has firstly applied the Accounting Standard No. 19 regarding employee benefits from January 1, 2011, onwards. In respect of the changes of accounting policy, the Company recognized the additional liabilities under the employee benefits in the past, accumulated to ended December 31, 2010 to be an expenses by a straight line within 5 years from the date of adoption that accounting standards, while there is affected result to the financial statements as follow:

	Consolidated Financial Statements Baht	Separate Financial Statements Baht
Statement of Financial Position as of December 31, 2011		
Non – Current Liabilities		
Increase in Provision of Employee Benefit	34,354.58	34,354.58
Statements of Comprehensive Income for the year ended December 31, 2011		
Employee Benefits increased results	34,354.58	34,354.58
Increase in Administration expenses	(34,354.58)	(34,354.58)
Decrease in Comprehensive Income	0.00012	0.00012
Decrease in Basis Profit (Loss) Per Share(Baht)		

5.2 The Company applied the Accounting StandardsNo. 40 (revised 2009) regarding investment property. In respect of the changes of accounting policy, while there is affected result to the financial statements as follow:

Reclassification of Accounts

	Consolidated / Separate Financial Statements As of December 31, 2010		
	Before Reclassification Baht	Reclassification Baht	After Reclassification Baht
Statement of Financial Position			
Land Not Used for Operation	18,292,561.99	(18,292,561.99)	-
Investment Property	-	18,292,561.99	18,292,561.99

6. Basis of the Consolidated Financial Statements Preparatio

6.1 In preparation of the consolidated financial statements, the Company will only take its subsidiaries company under the control of POWER-P Public Company Limited into accounts, after having eliminated the remaining balances and transactions among themselves. POWER-P Public Company Limited holds shares in subsidiary companies with the percentage of shareholdings in subsidiaries as follows:

Subsidiary Company	Type of business	Country of Registration	Percentage of December 31, 2011	Shareholdings December 31, 2011	Relationship
J-Power Co., Ltd. (Cease the business)	Design and Construction	Thai	80%	80%	Common Director

6.3 The consolidated financial statements included accounting transactions of joint ventures that the Company is joint venturer in such entity as of December 31, 2011 and 2010. The Company signed in the contract of joint venture as follows:

Joint Venture	Type of business	Type of joint venture	Percentage of Holding December 31, 2011	December 31, 2010	Ending of account period	Country Of incorporation
The Joint Venture Power-Noppawong	Building construction	Jointly controlled entity	49%	49%	December 31	Thailand
The Joint Venture UBC Power	Dam construction	Jointly controlled entity	10%	10%	December 31	Thailand

6.4.1 The Joint Venture Power Noppawong

As of December 31, 2011 and 2010, the Joint Venture Power-Noppawong has uncertainty going concern from deficit by amount of Baht 58.72 million and Baht 58.62 million respectively, and its total liability exceeded total assets of Baht 58.72 million and Baht 58.62 million respectively, liability from contract termination by amount of Baht 20.60 million equally for two period and advance received from joint venturer by amount of Baht 39.57 million and amount Baht 39.53 million respectively. In addition, the hirer of the joint venture cancelled the project contract since the joint venture incompletely operates the construction according to the time schedule in the contract. Such situation is material uncertainty as ceased that results in substantial doubt in respect of whether the joint venture may not be able to continue its operation. Moreover, it may incur loss from the event that the joint venture cannot comply with sub-contractor contract. As of December 31, 2011 and 2010, the joint venture constitutes obligation commitment which has to pay to sub-contractor in the estimate amount of Baht 62.38 million. As a result, there is uncertainty in respect of loss which may incurred that the joint venture has to repay to sub-contractor from the event that the project ceased its operation. However, loss that sub-contractor may claim cannot estimated.

6.4.2 The Joint Venture UBC Power

The Company has not received the financial statement for the yaer ended December 31, 2011 because the Company is suing a participant of the Joint Venture UBC Power who managed such Joint Venture Notes 22 Therefore, the consolidated financial statements included the financial statements of such Joint Venture for the as of December 31, 2010 which is the latest financial statements that the Company received from the Joint Venture. The financial statements of such Joint Venture for the as of December 31, 2010 were reviewed by another auditor whose report expressed qualified opinion to the financial statements because the advance receipt from joint venture which was presented in the financial position of the joint venture was higher than the advance receipt from a joint venturer in amount of Baht 7.78 million.

6.4.3 The consolidated financial statements included financial statements of both joint ventures as proportionate consolidation as follows:

	Proportionate Consolidated Financial Statements	
	December 31, 2011 Baht	December 31, 2010 Baht
Assets		
Current Assets	13,928,853.81	13,946,778.00
Non-current Assets	3.92	117.17
Total Assets	13,928,857.73	13,946,895.17
Liabilities		
Current Liabilities	51,739,605.84	51,710,318.54
Total Liabilities	51,739,605.84	51,710,318.54
Portion of Joint Venturer	(37,810,748.11)	(37,763,423.37)
Revenues from Construction Service	-	-
Cost of Construction	-	-
Gross Loss	-	-
Other Income	82.34	100,915.73
Service and Administrative Expenses	(47,407.07)	(494,186.31)
Finance Cost	-	(1,024,868.66)
Loss for the period	(47,324.73)	(1,418,139.24)

7. Prior year's adjustment

The consolidated financial statements for the year ended December 31, 2010 included the financial statements for the year ended December 31, 2009 of a Joint Venture, the latest financial statements which the Company received from such Joint Venture. Because the Company is suing participant of the Joint Venture who managed such Joint Venture, so the Company had not received the financial statements for the year ended December 31, 2010 from the Joint Venture. Presently, the Company has already received the financial statements for the year ended December 31, 2010 of such Joint Venture. Therefore, the Company had restated the consolidated financial statements for the year ended December 31, 2010. The effects to the retroactive adjustment on the consolidated and separate financial statements are as follows:

Consolidated Financial Statements	
Baht	
Statement of Financial Position as of December 31, 2010	
Cash and Cash Equivalents Increase(Decrease)	(122,883.42)
Advance Payment to Sub contractors - Net Increase(Decrease)	(475,974.57)
Advance Payment to Participants of Joint Venture and Joint Ventures Increase(Decrease)	1,419,883.16
Other Current Assets Increase(Decrease)	(3,694,599.29)
Leasehold Improvements and Equipment - Net Increase(Decrease)	(5,037.95)
Account Payable (Increase)Decrease	(2,805,328.67)
Other Current Liabilities (Increase)Decrease	6,185,616.99
Retained Earnings (deficits) (Increase)Decrease	(501,676.25)
Statements of Comprehensive Income For the year ended on December 31, 2010	
Other Income (Increase) Decrease	(100,845.52)
Administration Expenses Increase (Decrease)	(1,415,110.93)
Finance Costs Increase (Decrease)	1,014,280.20
Separate Financial Statements	
Baht	
Statement of Financial Position as of December 31, 2010	
Other Current Liabilities (Increase)Decrease	(1,404,323.73)
Retained Earnings (deficits) (Increase)Decrease	1,404,323.73
Statements of Comprehensive Income For the year ended on December 31, 2010	
Administration Expenses Increase (Decrease)	1,404,323.73

8. Significant accounting policies

- 8.1 Recognition of Revenues
- Revenue from construction services is recognized according to proportion of completed task. Revenue already recognized but not yet due to call for repayment according to the contract is reflected as "Unbilled Completed Work" in financial position.
 - Revenue on the project consultation is recognized based on contract.
 - Revenue from interest receivable is recognized in accordance with the period of time and computed from the accrued principle balance.
- 8.2 Recognition of Expenses
- Construction cost according to construction contract is recorded according to percentage of completion task of estimated cost.
- Construction cost appropriated into cost but not yet due for repayment according to contract is reflected as "Cost not yet due for repayment" in financial position.
 - Construction cost actually incurred but not yet appropriated into cost in the service rendered in the statement of income is reflected as "work in progress" in financial position.
- Expenses are recognized on an accrual basis.
- 8.3 Cash and Cash Equivalent
- Cash and cash equivalent include saving accounts, current accounts and fixed accounts not exceeding 3 months, with not obligations.
- 8.4 Investment
- Investment in trading securities is determined at fair value, which is based on the latest bid price on the Stock Exchange of Thailand of the last working day of the year as quoted. Changes in the carrying amount of securities are recorded as gain or loss on revaluation of investment in marketable securities in the income statements. The weighted average method is used for computation of the cost of investments.
- 8.5 Accounts Receivable, Other Accounts Receivable and Allowance for Doubtful Debt
- Accounts receivable and other accounts receivable are valued at net realizable value. For the allowance for doubtful debt considers from those accounts receivable which are likely to be uncollectible.
- 8.6 Inventories
- Inventories are valued at cost under FIFO method or net realizable value whichever is lower.
- 8.7 Investment in Subsidiary Company
- Investment in the subsidiary company is recorded according to cost method after deducting allowance for impairment of investment which the cost method determines that the Company recognizes revenue from investment in the subsidiary company when the Company receives allocation of revenue from retained earnings of the subsidiary company after the date that invested in the subsidiary company.
- 8.8 Participating profit (loss) in joint venture
- The Company's interests in jointly controlled entities are accounted for by cost method in the separate financial statements and by proportionate consolidation in the consolidated financial statements. The Company combines its share of the joint ventures' individual income and expenses, assets and liabilities and cash flows on a line-by-line basis with similar items in the Group's financial statements. The Company recognizes the portion of gains or losses on the sale of assets by the Company to the joint venture that it is attributable to the other ventures.
- The Company does not recognizes its share of profits or losses from the joint venture that result from the purchase of assets by the Company from the joint venture until it resells the assets to an independent party. However, if a loss on the transaction provides evidence of a reduction in the net realizable value of current assets or an impairment loss, the loss is recognised immediately.
- A list of the Company's principal joint ventures is set out in Note 6.2
- 8.9 Investment Property
- The Company's investment property is their owned land without specific purpose of use in the future and/or exploiting for rental income or appreciation of the asset. The Company measures the investment property by the cost value, deducted the accumulated depreciation and the allowance for impairment, (if any).
- 8.10 Leasehold Improvement and Equipment
- Leasehold improvement and equipment are recorded at cost on the transaction date after deduction of accumulated depreciation and depreciation calculated on a straight-line method over their approximate useful life as follows:

	Years
Leasehold Improvement	5
Machinery	10
Equipment and Tool	5
Furniture, Fixture and Office Equipment	5
Vehicles	5

No depreciation is provided for land.

Depreciation of asset is aggregately reflected in the computation of result of operation.

Expenditure in respect of improvement, life renewal or asset improvement which causes the present replacement price of asset increased materially will be included as cost of asset. For repair and maintenance is recognized as expense in the incurred accounting period.

Gain or loss from disposal of property and equipment is computed from discrepancy between net cash received and book value and recognized as other revenue or other expense in the statement of comprehensive income.

8.11 Impairment

The carrying amounts of the Company's assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. Impairment with cost, if assets exceed its recoverable amount, the Company will recognize an impairment loss in the statement of comprehensive income.

Calculation of recoverable amount

- The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

Reversals of impairment

- An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount.
- An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. All reversals of impairment losses are recognized in the statement of comprehensive income.

8.12 Leased Contract

The contract of leased asset carried the risk and owner remuneration is mainly transferred to lesser will be classified as financial leased contract. The contract of financial lease is recorded as capital expenditure by fair value of leased asset or present value of minimum amount which has to repay in accordance with the leased contract whichever amount is lower. The amount which has to repay in each time is divided as liability portion and financial expenditure so that fixed interest rate over outstanding overdue liability of obligation burden in accordance with the financial leased contract will be recorded as long term liability. Interest payable will be recorded

in the statement of comprehensive income throughout the leased contract life. Asset which acquired by financial leased contract will be depreciated in accordance with the estimated useful life of those assets.

Leases not transferring a significant portion of the risks and rewards of ownership to the lease are classified as operating leases. Payments made under operating leases are charged to the statement of comprehensive income on a straight-line basis over the period of the lease.

8.13 Account Payable and Other Payable

Accounts payable and others payable were shown in cost method.

8.14 Financial Instruments

Financial assets carried on the financial position include cash and cash at bank, investment, accounts receivable, financial liabilities carried on the balance sheet include account payable and loans. Related accounting policies of financial assets and liabilities were disclosed in each related section.

8.15 Provisions

The Company recognized in the balance sheet when the Company 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 company expects a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain.

8.16 Employees Benefit

The company is recognized salary, wage, bonus, social security fund and staff provident fund are expense on date the transaction occur.

The Company provides for post employment benefits to or retirement indemnity employees under the labor laws applicable in Thailand. The Company has recorded the liabilities in respect of employee benefits which are the present value of the defined benefit obligations calculated by the management of the Company in accordance with the actuarial technique and the present value of the defined benefit obligations are 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 Company recorded provision of employee benefit is non – current liabilities. The costs associated with providing these benefits are charged to the statements of comprehensive income so as to spread the cost over the employment period during which the entitlement to benefits is earned.

8.17 Basic Loss per Share

Basic losses per share of the company are calculated by dividing the net loss for the period by the weighted average number of issued and paid up ordinary shares. The Company do not calculate the diluted loss per share because there are no common share equivalents.

8.18 The appropriation of retained earnings

The appropriation of retained earnings is attributable to the Public Company Act B.E. 2535 (1992). The Company will appropriate retained earnings when it is approved at the shareholders' meeting.

9. Inter-Transactions with Related Companies

The Company has significant business transactions with subsidiary and joint ventures and related parties. Such transactions are under normal course of business and are summarized as follows:

9.1 Outstanding Balances with Former Related Companies

	Consolidated Financial Statements		Separate Financial Statements	
	As of December 31, 2011 Baht	As of December 31, 2010 Baht	As of December 31, 2011 Baht	As of December 31, 2010 Baht
9.1.1 Trade Accounts Receivable – Former Related Companies				
Mongkol Home & Land Co., Ltd.	27,532,272.89	27,532,272.89	27,532,272.89	27,532,272.89
Power Wood Co., Ltd.	116,758.55	116,758.55	116,758.55	116,758.55
P-Group Holding Co., Ltd.	162,096.50	162,096.50	162,096.50	162,096.50
Power Telecom Co., Ltd.	350,084.32	350,084.32	350,084.32	350,084.32
P.T. Engineering Service(1988) Co., Ltd.	455,806.00	455,806.00	455,806.00	455,806.00
Amornphan-Bonithai Co., Ltd.	116,526,391.74	116,526,391.74	116,526,391.74	116,526,391.74
Total	145,143,410.00	145,143,410.00	145,143,410.00	145,143,410.00
Less Allowance for Doubtful Accounts	(27,532,272.89)	(27,532,272.89)	(27,532,272.89)	(27,532,272.89)
Mongkol Home & Land Co., Ltd.	(116,758.55)	(116,758.55)	(116,758.55)	(116,758.55)
Power Wood Co., Ltd.	(162,096.50)	(162,096.50)	(162,096.50)	(162,096.50)
P-Group Holding Co., Ltd.	(350,084.32)	(350,084.32)	(350,084.32)	(350,084.32)
Power Telecom Co., Ltd.	(455,806.00)	(455,806.00)	(455,806.00)	(455,806.00)
P.T. Engineering Service(1988) Co., Ltd.	(116,526,391.74)	(116,526,391.74)	(116,526,391.74)	(116,526,391.74)
Amornphan-Bonithai Co., Ltd.	(145,143,410.00)	(145,143,410.00)	(145,143,410.00)	(145,143,410.00)
Total	-	-	-	-
Net	-	-	-	-
9.1.2 Short-Term Loans, Accrued Interest Receivable and Advance Payment Former Related Companies				
Power Wood Co., Ltd.	16,366,534.06	16,366,534.06	16,366,534.06	16,366,534.06
Less Allowance for doubtful accounts	(16,366,534.06)	(16,366,534.06)	(16,366,534.06)	(16,366,534.06)
Net	-	-	-	-
P-Group Holding Co., Ltd.	238,250,000.00	238,250,000.00	238,250,000.00	238,250,000.00
Less Allowance for doubtful accounts	(238,250,000.00)	(238,250,000.00)	(238,250,000.00)	(238,250,000.00)
Net	-	-	-	-
Power Telecom Co., Ltd.	2,799,988.00	2,799,988.00	2,799,988.00	2,799,988.00
Less Allowance for doubtful accounts	(2,799,988.00)	(2,799,988.00)	(2,799,988.00)	(2,799,988.00)
Net	-	-	-	-
9.1.3 Advance payment to subsidiary company				
J - Power Company	-	-	906,132.00	900,000.00
Less Allowance for doubtful accounts	-	-	(906,132.00)	(900,000.00)
Net	-	-	-	-
9.1.4 Loans and Interest Receivables to Participants of Joint Ventures				
Union Infratech Co., Ltd.	60,812,448.39	60,812,448.39	60,812,448.39	60,812,448.39
Less Allowance for doubtful accounts	(60,812,448.39)	(60,812,448.39)	(60,812,448.39)	(60,812,448.39)
Net	-	-	-	-
9.1.5 Advance Payment to Participants of Joint Venture				
Union Infratech Co., Ltd.	10,467,906.77	10,467,906.77	-	-
Net	-	-	-	-
9.1.6 Other Accounts Receivable – Joint Ventures				
Joint Venture UBC Power	4,218,442.20	4,218,442.20	4,687,158.00	4,687,158.00
Joint Venture Power – Noppawong	147,339.00	147,339.00	288,900.00	288,900.00
Total	4,365,781.20	4,365,781.20	4,976,058.00	4,976,058.00
Less Allowance for doubtful account	(4,365,781.20)	(4,365,781.20)	(4,976,058.00)	(4,976,058.00)
Net	-	-	-	-
9.1.7 Advance Payment to Joint Ventures				
Joint Venture UBC Power	136,565,077.28	136,565,077.28	151,738,974.75	151,738,974.75
Joint Venture Power-Noppawong	20,180,142.40	20,159,859.70	39,568,906.67	39,529,136.67
Total	156,745,219.68	156,724,936.98	191,307,881.42	191,268,111.42
Less Allowance for doubtful accounts	(156,745,219.68)	(156,724,936.98)	(191,307,881.42)	(191,268,111.42)
Net	-	-	-	-
9.1.8 Other Accounts Receivable – Participants of Joint Ventures				
Union Infratech Co., Ltd.	3,542,646.50	3,332,892.07	3,542,646.50	3,332,892.07
Less Allowance for doubtful accounts	(3,542,646.50)	(3,332,892.07)	(3,542,646.50)	(3,332,892.07)
Net	-	-	-	-
9.1.9 Trade Accounts Payable – Former Related Company				
O.U.B. Construction Co., Ltd.	3,669,227.27	3,669,227.27	-	-
Net	-	-	-	-
9.1.10 Loan from Director				
KHUN JETSADA KAEWNGAW	900,000.00	-	900,000.00	-

For the year ended December 31, 2011, there were movement transactions for the Short-Term Loans from related persons as follows:

	As of December 31, 2010 Baht	In the period Increase Baht	(Decrease) Baht	As of December 31, 2011 Baht
KHUN JETSADA KAEWNGAW	-	1,700,000.00	(800,000.00)	900,000.00

- Short – Term Loans and advance payment former related companies.
The Company did not charge interest for short-term loans and advance payment.
- Advance payment to subsidiary company
The Company did not charge interest for advance payment.
- Loans and Interest Receivables to Participants of Joint Ventures
- For the year ended December 31, 2011 and 2010, there was no movement of loans and interest receivables to participants of joint ventures.

- As of December 31, 2011 and 2010, loan to Union Infratech Co., Ltd. was loan for the bidding of the construction work of the Joint Venture UBC Power with the Royal Irrigation Department.
 - On January 21, 2010, the Company has filed for a legal case requesting for Union Infratech Co., Ltd. a manager of the Joint Venture, to repay advance and other compensate totaling Baht 185.47 million.
 - Other Accounts Receivable – Participants of Joint Ventures
- As disclosed in Note 34.2 to financial statements, the civil court judged the Company as the first defendant and Union Infratech Co., Ltd. as the second defendant pay to plaintiff. Therefore, the Company recorded other receivable – participants of Joint Ventures of Baht 3.54 million to collect from such company as participant in the proportionate amount according to the percentage of investment in the Joint Venture. In addition, the Company also fully provided allowance for doubtful account because the Company considered that such participant has insufficient liquidity to pay to the Company.
- Loan from Director
- Loan from Director, the whole amount in the form of note carried interest rate of 1.0% per month, none securities.

9.2 Key Management Personnel Compensation

	Consolidated / Separate Financial Statements For the year ended	
	December 31, 2011 Baht	December 31, 2010 Baht
Short-term Employee Benefits	5,444,371.00	6,834,200.00
Post-Employment Benefits	62,860.00	-
Total	5,507,231.00	6,834,200.00

9.3 Relationship

Subsidiary	Relationship
J-Power Co., Ltd.	Subsidiary by direct shareholding
Former Related Companies	
Mongkol Home & Land Co., Ltd.	Former shareholding
Amornphan-Bonithai Co., Ltd.	Former shareholding and former common director
Power Wood Co., Ltd.	Former shareholding and former common director
P-Group Holding Co., Ltd.	Former shareholding and former common director
Power Telecom Co., Ltd.	Former shareholding and former common director
P.T.Engineering Service(1988)Co., Ltd.	Former shareholding and former common director
O.U.B. Construction Co., Ltd.	Former shareholding and former common director
Joint Venture	
The Joint Venture UBC Power	Participants of Joint Venture
The Joint Venture Power-Noppawong	Participants of Joint Venture
Union Infratech Co., Ltd.	Participants of Joint Venture in the Joint Venture UBC Power
Related Person	
KHUN JETSADA KAEWNGAM	Director

10. Non – Cash Transactions

Consist of:

	Consolidated/Separate Financial Statement For the year ended	
	December 31, 2011 Baht	December 31, 2010 Baht
Write-off Trade Accounts Receivable and Doubtful Debt Account	1,331,471.00	-
Investment Property Increased from Land not used for operation	18,292,561.99	-
Bank Deposit that Constitutes Restriction in Using Increased from Interest Income	828,409.93	593,214.94
Leasing Vehicle Increased from		
- Hire-Purchase Payable	2,055,024.00	1,425,384.00
- Deferred Interest Hire-Purchase	(289,524.00)	(86,384.00)
Advance Payment to Joint Ventures Increase from The Company's deducted Bank Deposit that Constitutes Restriction in Using	-	19,060,000.00
Other Accounts Receivable – The Company of Joint Ventures Increase from Liabilities for Legal Cassese	-	3,332,892.07

11. Cash and Cash Equivalents

	Consolidated Financial Statements As of		Separate Financial Statements As of	
	December 31, 2011 Baht	December 31, 2010 Baht	December 31, 2011 Baht	December 31, 2010 Baht
Cash	20,553.47	21,344.40	20,000.00	20,000.00
Bank Deposit – Current Account	17,878.09	12,878.09	11,000.00	6,000.00
Bank Deposit – Saving Account	41,660.13	5,127,871.61	34,269.80	5,057,416.90
Total	80,091.69	5,162,094.10	65,269.80	5,083,416.90

12. Short-term Investment

Consisted of:

	Consolidated Financial Statements As of		Separate Financial Statements As of	
	December 31, 2011 Baht	December 31, 2010 Baht	December 31, 2011 Baht	December 31, 2010 Baht
Cost	7,844,903.05	7,844,903.05	7,844,903.05	7,844,903.05
Less Unrealized loss on Temporary Investments valuation	(7,074,903.05)	(7,074,903.05)	(7,074,903.05)	(7,074,903.05)
Fair Value	770,000.00	770,000.00	770,000.00	770,000.00
Less Loss on Impairment	(770,000.00)	(770,000.00)	(770,000.00)	(770,000.00)
Net	-	-	-	-

13. Accounts Receivable - Net

Consisted of:

	Consolidated Financial Statements As of		Separate Financial Statements As of	
	December 31, 2011 Baht	December 31, 2010 Baht	December 31, 2011 Baht	December 31, 2010 Baht
Trade Accounts Receivable classified by age :				
Over Due				
Over 12 Months	126,221,702.57	126,553,173.57	126,221,702.57	126,553,173.57
Total	126,221,702.57	126,553,173.57	126,221,702.57	126,553,173.57
Cheque Returned	45,036,586.91	46,036,586.91	45,036,586.91	46,036,586.91
Retention Receivable	12,878,254.19	12,878,254.19	12,878,254.19	12,878,254.19
Total	184,136,543.67	185,468,014.67	184,136,543.67	185,468,014.67
Less Allowance for Doubtful Debts	(184,136,543.67)	(185,468,014.67)	(184,136,543.67)	(185,468,014.67)
Net	-	-	-	-

For the year ended December 31, 2011 and 2010 allowance for doubtful debt has movement as follows:

	Consolidated Financial Statements		Separate Financial Statements	
	For the year ended December 31, 2011	For the year ended December 31, 2010	For the year ended December 31, 2011	For the year ended December 31, 2010
	Baht	Baht	Baht	Baht
Allowance for Doubtful Debts - Beginning	(185,468,014.67)	(185,468,014.67)	(185,468,014.67)	(185,468,014.67)
Add Reserve within Period	-	-	-	-
Less Written off	981,471.00	-	981,471.00	-
Reversel from Receive	350,000.00	-	350,000.00	-
Allowance for Doubtful Debts - Ending	(184,136,543.67)	(185,468,014.67)	(184,136,543.67)	(185,468,014.67)

As of December 31, 2011, the Company write-off accounts receivable Baht 1.33 million and the allowance for doubtful debt Baht 0.98 million. Because, the Company has decision to litigate the case to the end that the Company receive refund amount Baht 0.35 million.

14. Accounts Receivable - Related Companies - Net
Consisted of:

	Consolidated Financial Statements		Separate Financial Statements	
	As of December 31, 2011	As of December 31, 2010	As of December 31, 2011	As of December 31, 2010
	Baht	Baht	Baht	Baht
Trade accounts receivable classified by age are as follows:				
Over Due				
Over 12 Months	145,143,410.00	145,143,410.00	145,143,410.00	145,143,410.00
Less Allowance for doubtful accounts	(145,143,410.00)	(145,143,410.00)	(145,143,410.00)	(145,143,410.00)
Net	-	-	-	-

15. Unbilled Completed Works - Net
Consisted of:

	Consolidated Financial Statements		Separate Financial Statements	
	As of December 31, 2011	As of December 31, 2010	As of December 31, 2011	As of December 31, 2010
	Baht	Baht	Baht	Baht
Joint Ventures (The Company's portion)				
Contract value	407,389,609.74		407,389,609.74	
Recognized revenue				
- Recognized revenue to date – beginning of periods	338,206,370.82		331,537,141.53	
- Recognized revenue during the periods	-		6,669,229.29	
Recognized revenue to date – end of periods	338,206,370.82		338,206,370.82	
Less Installment due to date	(331,181,648.50)		(331,181,648.50)	
Less Allowance for doubtful accounts	(7,024,722.32)		(7,024,722.32)	
Unbilled completed works - Net	-	-	-	-

As of December 31, 2011 and 2010, unbilled completed works is incurred from estimation of revenue from construction services rendered and cost of construction determined by project manager.

On June 15, 2007, the hirer issued the letter to the Joint Venture to terminate the agreement and litigation the Company and joint ventures in Note 34.4

16. Inventories - Net
Consisted of:

	Consolidated Financial Statements		Separate Financial Statements	
	As of December 31, 2011	As of December 31, 2010	As of December 31, 2011	As of December 31, 2010
	Baht	Baht	Baht	Baht
Work in process	17,282,609.67	17,282,609.67	12,913,008.91	12,913,008.91
Raw materials and supplies	1,126,483.28	1,126,483.28	1,126,483.28	1,126,483.28
Total	18,409,092.95	18,409,092.95	14,039,492.19	14,039,492.19
Less Allowance for declining in value	(18,409,092.95)	(18,409,092.95)	(14,039,492.19)	(14,039,492.19)
Net	-	-	-	-

17. Advance Payment to Subcontractors - Net
Consisted of:

	Consolidated Financial Statements		Separate Financial Statements	
	As of December 31, 2011	As of December 31, 2010	As of December 31, 2011	As of December 31, 2010
	Baht	Baht	Baht	Baht
P.Prize Supplies & Construction Co., Ltd.	29,727,091.48	29,727,091.48	29,727,091.48	29,727,091.48
Less Allowance for Doubtful Debts	(29,727,091.48)	(29,727,091.48)	(29,727,091.48)	(29,727,091.48)
Net	-	-	-	-
Modern group Co.,Ltd.	549,668.35	549,668.35	549,668.35	549,668.35
Less Allowance for Doubtful Debts	(549,668.35)	(549,668.35)	(549,668.35)	(549,668.35)
Net	-	-	-	-
Merge Engineering Co., Ltd.	10,618,884.65	10,618,884.65	10,618,884.65	10,618,884.65
Less Allowance for Doubtful Debts	(10,618,884.65)	(10,618,884.65)	(10,618,884.65)	(10,618,884.65)
Net	-	-	-	-
Noppawong Construction Co.,Ltd.	194,530.46	194,530.46	194,530.46	194,530.46
Less Allowance for Doubtful Debts	(194,530.46)	(194,530.46)	(194,530.46)	(194,530.46)
Net	-	-	-	-
Subcontractors of joint venture				
Power - Noppawong	2,045,252.60	2,045,252.60	-	-
Less Allowance for Doubtful Debts	(2,045,252.60)	(2,045,252.60)	-	-
Net	-	-	-	-
Total	-	-	-	-

17.1 Advance Payment to Subcontractor - P.Prize Supplies and Construction Co., Ltd.

The company sued for repay from that as to cancel contract of Mongkol Harber project on July 14, 2008, the Court has adjudicated that P.Prize and Construction Co., Ltd. repay amount of Baht 29.73 million with interest at the rate of 7.50% since November 12, 2005 until settlement to the Company until the prosecuted date i.e. January 30, 2008 that must not exceed the amount of Baht 4.95 million. In addition, the Court instructed to pay attorney's fees to the Company. At the same date, the Company requests the Court to issue compulsory so that P. Prize Supplies and Construction Co., Ltd. are acknowledged about the adjudication. Moreover, on May 29, 2008, the Court has adjudicated to close the case enforcement bill within 30 days commenced from the date the case enforcement bill is closed. However, the P. Prize Supplies and Construction Co., Ltd. Still has not repaid debt to the Company. Subsequently, November 17, 2008, the Company has filed the petition requesting the Court to order the appointment of custodian officer in order to proceed with the confiscation of the asset of such company to sell at auction in order to repay debt to the Company. Presently the Company during the investigation of the property. Confiscation to the auction and the money returned to the Company.

- 17.2 Advance Payment to Subcontractor - Modern Group Co., Ltd.
On January 24, 2007, the Company's lawyer submitted the notice to such receivable requesting receivable to repay Baht 0.57 million together with interest at the rate of 7.50% since July 26, 2006 until settlement date within 7 days from the receiving date, otherwise the Company will perform the legal process. Presently the Company doesn't have process of sue.
- 17.3 Advance Payment to Subcontractor - Merge Engineering Co., Ltd.
On December 21, 2007, the Company filed this receivable claim for the return of advance payment to subcontractor of Merge Engineering Company Limited amount of 10.62 million and later on August 21, 2008, Merge Engineering Company Limited requests to perform compromised contract to the Court with the consent that will repay money to the Company by amount of Baht 10.62 million. It is repayable into 3 installments by Baht 3.54 million per installment. The first installment is repayable on October 21, 2008. If it defaults of debt repayment in any installment, it is regarded that it defaults for debt repayment in the whole outstanding amount. Moreover, it consents that the Company charges interest in the rate of 15% per annum of outstanding principle balance that overdue to the Company commenced from the defaulted date forwards. However, when it arrives at the schedule of debt repayment according to the compromised contract for the first installment, the Merge Engineering Co., Ltd. Did not comply with the compromised contract. Subsequently, November 17, 2008, the Company filed the petition to request the Court to order the appointment of custodian officer in order to proceed with the confiscation of asset of such company to sell at auction in order to repay debt to the Company. Presently the Company during the investigation of the property. Confiscation to the auction and the money returned to the Company.

18. Investments in Subsidiary and Joint Ventures -Net

As of December 31, 2011 and 2010, the Company had investment in its subsidiary company as follows:

Company Name	Issued and Paid-up Share		Percentage of Shareholding		Cost Method	
	As of December 31, 2011 Baht	As of December 31, 2010 Baht	As of December 31, 2011 Baht	As of December 31, 2010 Baht	As of December 31, 2011 Baht	As of December 31, 2010 Baht
Subsidiary company						
J-Power Co., Ltd.	2,500,000.00	2,500,000.00	80	80	2,000,000.00	2,000,000.00
Less: Allowance for impairment of investment					(2,000,000.00)	(2,000,000.00)
Net					-	-
Joint Ventures						
Joint Venture UBC Power			10	10	-	-
Joint Venture Power-Noppawong			49	49	-	-
Provision Liabilities Investment in Subsidiary and Joint Ventures						
J-Power Co., Ltd.					3,679,675.71	3,621,618.11
Joint Venture UBC Power					7,858,792.28	7,858,792.28
Joint Venture Power-Noppawong					9,261,669.20	9,214,344.47
Total					20,800,137.19	20,694,754.86

For the year ended December 31, 2011 and 2010 Provision liabilities investment in subsidiary and joint ventures has movement as follows:

	For the year ended	
	December 31, 2011 Baht	December 31, 2010 Baht
Provision Liabilities Investment in Subsidiary and Joint Ventures - Beginning	20,694,754.86	19,260,319.27
Add Reserve within Period	105,382.33	1,434,435.59
Provision Liabilities Investment in Subsidiary and Joint Ventures - Ending	20,800,137.19	20,694,754.86

As in the separate financial statements, the Company estimates liability from investment in J-Power Co., Ltd., UBC Power Joint Venture and Power-Noppawong Joint Venture since the subsidiary company and such joint ventures constitute negative shareholders equity. Moreover, the Company still provides financial support to such subsidiary and joint ventures.

The financial statements of J-Power Co., Ltd., as of December 31, 2011 and 2010, were shown the total asset of the subsidiary company constitutes of Baht 7,710.56 (equivalent to 0.01 of consolidated asset) and constitutes of Baht 53,609.16 (equivalent to 0.07 of consolidated asset) respectively and for the year ended December 31, 2011 and 2010, constitutes net loss by amount of Baht 58,057.60 (equivalent to 0.31 of net consolidated loss) and constitutes net loss by amount of Baht 16,296.34 (equivalent to 0.40 of net consolidated loss) respectively.

The financial statements of UBC Power Joint Venture to prepare consolidated financial statements as of December 31, 2011 to the financial statements as at December 31, 2010, which audited by other auditors shown the total assets of the joint venture to the Company's portion constitutes of Baht 12,963,598.54 (equivalent to 17.73 of consolidated assets)

The financial statements of Power-Noppawong Joint Venture as of December 31, 2011 and 2010, were shown the total assets of the joint venture to the Company's portion constitutes of Baht 965,259.19 (equivalent to 1.32 of consolidated asset) and constitutes of Baht 983,296.63 (equivalent to 1.55 of consolidated asset) respectively and for the year ended December 31, 2011 and 2010, constitutes net loss to the Company's portion by amount of Baht 47,324.73 (equivalent to 0.26 of net consolidated loss) and constitutes net loss to the Company's portion by amount of Baht 13,815.52 (equivalent to 0.03 of net consolidated loss) respectively.

19. Investment Property – Net

Consisted of:

	Consolidated/Separate Financial Statement		
	Balance As of December 31, 2010 Baht	Purchase/Transfer in Baht	Sale/Transfer out Baht
Investment Property	18,292,561.99	-	-
Allowance for Impairment	-	(2,642,561.99)	-
Net	18,292,561.99		15,650,000.00

As of December 31, 2011, Investment property of the Company is a land and building, which presently the Company has not yet been identified by the purpose of future use by the assessed value of an independent appraiser valued at fair value market price of Baht 15.65 million.

20. Leasehold Improvements and Equipment – Net

Consisted of:

	Consolidated Financial Statements		
	Balance As of December 31, 2010 Baht	Purchase/Transfer in Baht	Sale/Transfer out Baht
Cost			
Leasehold Improvement	2,297,200.00	49,000.00	-
Furniture and Office Equipment	11,050,408.11	1,859.81	-
Vehicles	5,518,500.00	1,905,500.00	(849,500.00)
Total Cost	18,866,108.11	1,956,359.81	(849,500.00)
Accumulated Depreciation			
Leasehold Improvement	(2,272,628.56)	(14,785.94)	-
Furniture and Office Equipment	(10,929,965.31)	(55,653.80)	-
Vehicles	(3,929,475.67)	(517,548.20)	849,499.00
Total Accumulated	(17,132,069.54)	(587,987.94)	849,499.00
Net	1,734,038.57		3,102,409.44
Depreciation was shown in statement of income for the year ended on December 31,			
2011			587,987.94
2010			731,307.80

	Separate Financial Statements		
	Balance As of December 31, 2010 Baht	Purchase/Transfer in Baht	Sale/Transfer out Baht
Cost			
Leasehold Improvement	2,234,500.00	49,000.00	-
Furniture and Office Equipment	10,433,100.26	1,859.81	-
Vehicles	5,518,500.00	1,905,500.00	(849,500.00)
Total Cost	18,186,100.26	1,956,359.81	(849,500.00)
Accumulated Depreciation			
Leasehold Improvement	(2,209,929.56)	(14,785.94)	-
Furniture and Office Equipment	(10,312,776.63)	(55,540.55)	-
Vehicles	(3,929,475.67)	(517,548.20)	849,499.00
Total Accumulated	(16,452,181.86)	(587,874.69)	849,499.00
Net	1,733,918.40		
Depreciation was shown in statement of income for the year ended on December 31, 2011			587,874.69
2010			729,760.28

As in the consolidated and separate financial statements as of December 31, 2011 and 2010, the Company has a portion of vehicles totaling Baht 3.70 million and Baht 1.79 million respectively, and under hire purchase agreements.

In accordance with the consolidated financial statements as of December 31, 2011 and 2010, assets with the depreciation fully calculated but still operate which had a cost value of Baht 15.91 million and Baht 16.75 million, respectively. The net book value of which was now Baht 320.0 and Baht 319.0 respectively.

In accordance with the separate financial statements as of December 31, 2011 and 2010, assets with the depreciation fully calculated but still operate which had a cost value of Baht 15.24 million and Baht 16.08 million, respectively. The net book value of which was now Baht 317 and Baht 316 respectively.

21. Equipment Not Used for Operation - Net

Consisted of:

	Consolidated / Separate Financial Statement		
	Balance As of December 31, 2010 Baht	Purchase/Transfer in Baht	Sale/Transfer out Baht
Equipment not Used for Operation	191,996,918.46	-	-
Allowance for Impairment	(191,996,918.46)	-	-
Net	-	-	-

22. Bank Deposit that Constitutes Restriction in Using

On February 18, 2008, the Company, Joint Venture UBC Power and Union Infratech Co., Ltd. (a joint venture participant) made memorandum with a commercial bank. The Company agreed to support finance and to co-operate the remaining task of Kwae Noi Project since February 2008 until completion (approximately 20% of total project) In this regard, the Company pledged its deposits of Baht 179.45 million as collateral for the repayment of loan of the Joint Venture and letter of guarantee which bank issued to the government agency.

The Joint Venture defaulted the settlement of promissory notes in amount of Baht 124.90 million in 2009 and Baht 19.06 million in years 2010. As a result, such bank deducted the Company's deposit which was guaranteed the promissory notes in the same amount. The Company therefore sent letter to request the payment to the Joint Venture. Due to the Joint Venture has significant loss, therefore, the Company's management has fully provided an allowance for above advance at the full amount. On January 21, 2010, the Company has filed for a legal case requesting Union Infratech Co., Ltd., a manager of the Joint Venture, to repay advance and other compensate totaling Baht 185.47 million. Presently during the mediation.

23. Other Current Liabilities

Consisted of:

	Consolidated Financial Statements		Separate Financial Statements	
	As of December 31, 2011 Baht	As of December 31, 2010 Baht	As of December 31, 2011 Baht	As of December 31, 2010 Baht
Accrued expenses	1,859,619.96	1,800,208.56	1,832,892.96	1,795,308.56
Liabilities for Legal Cassese (Note. 34.2, 34.3)	19,406,255.75	18,302,978.94	19,406,255.75	18,302,978.94
Liability from contract termination (Note. 34.4)	10,092,508.36	10,092,508.36	-	-
Others liabilities	1,178,570.66	7,592,884.04	860,378.35	598,905.55
Total	32,536,954.73	31,088,484.66	22,099,527.06	20,697,193.05

24. Hire-Purchase Payable - Net

Consisted of:

	Consolidated / Separate Financial Statement	
	As of December 31, 2011 Baht	As of December 31, 2010 Baht
Hire-Purchase Payable	2,596,464.00	1,148,207.45
Less: Deferred Interest Expense	(268,355.68)	(56,864.71)
Current Portion	(896,435.98)	(438,535.25)
Net	1,431,672.34	652,807.49

As of December 31, 2011 and 2010, the Company has performed asset hire purchase contract by determiniung repayment as follow

	Consolidated / Separate Financial Statement	
	As of December 31, 2011 Baht	As of December 31, 2010 Baht
Not Overdue 1 year	1,028,478.00	475,128.00
Over due 1 year but Not Overdue 5 years	1,567,986.00	673,079.50
Total	2,596,464.00	1,148,207.50

25. Provision of Employee Benefit

The Company applied the accounting for post employment benefits to employees or retirement indemnity following the accounting standard No. 19 "Employee Benefits". The provision of employee benefit will be paid to employees upon retirement from the Company. The retirement indemnity is calculated annually by a qualified actuary in order to determine the present value of the obligation and the current service cost. Presently the provision of employee benefit incurred in the past of Baht 172 thousand. The recognition as an expense by a straight line within 5 years from the date of the accounting standards is used first from the date of January 1, 2011 as follows.

	Consolidated Financial Statements Baht	Separate Financial Statements Baht
The Additional of Liabilities under Employee Benefit	171,772.90	171,772.90
Less Past Service Costs, Recognized in the Current Period	(34,354.58)	(34,354.58)
Past Service Costs Not Yet Recognized	137,418.32	137,418.32

Provision of employee benefit for the year ended December 31, 2011as follows:

	Consolidated Financial Statements Baht	Separate Financial Statements Baht
Past Service Cost Recognized in Periods	34,354.58	34,354.58
Current Service Cost	86,936.58	86,936.58
Interest Expenses	6,269.71	6,269.71
Present Value of the Obligation as of September 30, 2011	127,560.87	127,560.87

The principal assumptions used for the purposes of the actuarial valuation were as follow :

Discount Rate	3.650%
Salary Increase Rate	0.000%
Employee Turnover Rate	1.000%
Retirement age	60 years old

26. Share Capital

	Value Per share Baht	Authorized Share Capital Share amount Shares	Amount of Baht	Issued and Paid-up Share Capital Share amount Shares	Amount of Baht
Ordinary Shares As of January 1, 2011	0.65	3,210,000,000	2,086,500,000.00	210,000,000	136,500,000.00
Add Increase ordinary shares	0.65	-	-	105,000,000	68,250,000.00
Ordinary Shares As of December 31, 2011	0.65	3,210,000,000	2,086,600,000.00	315,000,000	204,750,000.00
Ordinary Shares As of January 1, 2010	0.65	210,000,000	136,500,000.00	210,000,000	136,500,000.00
Add Increase ordinary shares	0.65	3,000,000,000	1,950,000,000.00	-	-
Ordinary Shares As of December 31, 2010	0.65	3,210,000,000	2,086,500,000.00	210,000,000	136,500,000.00

On May 17, 2010, the shareholders' meeting approved to increase its share capital from Baht 136.5 million to Baht 546 million by means of the issuance of 630 million ordinary shares with a par value of Baht 0.65 each, totaling Baht 409.5 million in order to invest in new projects and to use as working capital and approved the allotment new ordinary increment share capital in amount not over than 3,000 million shares par value of 0.65 Baht to allotment to offering to the person and/or to the institutional investors on a private placement basis in amount not less than 0.10 Baht. Therefore the offering selling price is not less than 90 percent of market price as assessment by an independent financial advisory. The selling need to complete within 12 months count from the Annual General of Shareholders' meeting has resolution to approving an increment share selling which can sell in one time or any time. Which the company has already registered at the Ministry of commerce on the August 18, 2010

According to conclusion the minutes of the Company's Board of Director's meeting No. 12/2011 on March 21, 2011 approved of add share for person overall 200 million shares. For 105 million of 200 million have paid. Prize of share is 0.65 baht per share and sold out 0.1 baht per share. In addition, the management explained that the new investment will provide the next.

27. Management Benefit Expenses

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

28. Basic Earnings (Loss) Per Share

For the year ended December 31, 2011, the Company calculates basic earnings per share by dividing profit for the period by the number of weighted average ordinary shares as follows:

Date	Number of Shares	Period of Issued (Days)	Number of Average Ordinary Shares
January 1, 2011 – March 21, 2011	210,000,000	80/365	46,027,397.26
March 22, 2011 – December 31, 2011	315,000,000	285/365	245,958,904.11
Number of weighted average ordinary shares (Shares)			291,986,301.37

	Consolidated Financial Statements For the year ended December 31, 2011	December 31, 2010	Separate Financial Statements For the year ended December 31, 2011	December 31, 2010
Loss for the period (Baht)	(18,522,800.34)	(39,909,639.61)	(18,548,419.64)	(42,126,386.86)
Number of weighted average ordinary shares (Share)	291,986,301	210,000,000	291,986,301	210,000,000
Basic earnings per share (Baht)	(0.06)	(0.19)	(0.06)	(0.20)

29. Expenses by Nature

The following expenditure items, classified by nature, have been charge in arriving at operating profit (loss):

	Consolidated Financial Statements For the year ended December 31, 2011	2010	Separate Financial Statements For the year ended December 31, 2011	2010
	Baht	Baht	Baht	Baht
Employee benefit expenses	2,353,219.79	2,383,973.05	2,353,219.79	2,383,973.05
Depreciation	587,987.94	731,307.80	587,987.94	729,760.28
Doubtful (Reversal) Doubtful	(104,747.51)	20,486,892.07	(79,128.21)	22,392,892.07
Loss on impairment from Investment Property	2,642,561.99	-	2,642,561.99	-
Rent	1,188,180.00	1,320,336.00	1,188,180.00	1,320,336.00
Management Benefit Expenses	5,507,231.00	6,834,200.00	5,507,231.00	6,834,200.00
Advisory Fees	2,436,350.00	1,663,800.00	2,436,350.00	1,663,800.00
Provision loss from suing	893,522.38	929,790.64	893,522.38	1,240,537.64
Other Expenses	4,294,222.42	7,522,637.28	4,294,118.93	7,422,991.66
Total	19,798,528.01	41,872,936.84	19,823,930.57	43,988,490.70

30. Segment Information

The Company's operations involve a single industry segment in construction service, and carried on a single geographic area in Thailand. Presently the company has holded operation temporary. As a result, all of the revenues, operating profits and assets are reflected in these financial statements pertain to the aforementioned industry segment and geographic area.

31. Financial Instruments

31.1 Risk Management Policies

The Company does not constitute any policy related to financial instruments so as for trading or speculating.

31.2 Risks from Interest

Interest rate risk arises from the fluctuation of interest rates in the future which will affect operations and cash flow of The Company, which The Company had assets and liabilities instruments to hedge against this risk.

31.3 Credit risk

The Company is exposed to credit risks mainly relating to their trade accounts receivable, loan to and advancement for the Joint Venture and a participated entity of the Joint Venture and the transaction with major customers and suppliers. However, the management has policies to provide adequate allowances for any possible losses that might be incurred in connection with their receivables.

31.4 Fair Value

As most of the financial assets and liabilities are of short term nature and long term loans which have an interest at market rate, thus management of the Company and subsidiaries believe that the book value of such financial assets and liabilities does not differ significantly from the fair value.

32. Share Purchase Agreement and Agreement Termination

On October 27, 2005, the Company entered into share purchase agreement to purchase common share of L.V.C. Development Co., Ltd. at 100%, the Company agreed to pay for the shares as follows:

	'000 Baht
Within October 31, 2005	60,000
Within January 31, 2006	35,000
Within October 31, 2006	24,994
Total	119,994

As of March 31, 2006 and December 31, 2005, the Company paid advance for investment of Baht 95 million and Baht 60 million respectively, which is in accordance with such agreement 60,000 shares of L.V.C Development Co., Ltd. have been transferred to the Company but have not yet changed or added the authorized directors.

On May 11, 2006, the Company and former shareholders (share sellers) have entered into the memorandum for cancellation of share purchase agreement. Both parties agree to terminate share purchase agreement dated October 27, 2005, the common shares of L.V.C Development Co., Ltd amount 60,000 shares which the name change to shareholders to the company shares as collateral and share sellers agree to repay the advance payment amount of Baht 95 million with interest at MLR rate (Siam City Bank) plus 0.25 % per annum, or MLR plus 2% per annum for default period (if any). The repayment schedules in amount of Baht 95 million are as follow:

Date	Amount (Baht)	Cash received
June 30, 2006	7,000,000	June 30
July 30, 2006	7,000,000	Default
August 30, 2006	7,000,000	Default
September 30, 2006	7,000,000	Default
October 30, 2006	7,000,000	Default
November 30, 2006	7,000,000	Default
December 11, 2006	8,000,000	Default
January 11, 2007	9,000,000	Default
February 11, 2007	9,000,000	Default
March 11, 2007	9,000,000	Default
April 11, 2007	9,000,000	Default
May 11, 2007	9,000,000	Default
Total	95,000,000	

The due installments have been defaulted. The Company, therefore, does not record interest income in statement of income for the three months period ended March 31, 2006, and also provides allowance for doubtful of Baht 35 million. Calculated from remaining amounted to Baht 88 million deducted with the valuation of collateral of Baht 53 million. The valuation of Baht 53 million is average from 5 methods and the methods are according to the report of an independent valuer, DS Prudential Management Co., Ltd, dated April 20, 2006., which is Baht 888.05 per share have calculate are as follows:

1) Book Value Method	443.58	Baht / Share
2) Adjusted Book Value Method	686.46	Baht / Share
3) Price per Earning Method	1,087.18	Baht / Share
4) Price per Book Value Method	780.70	Baht / Share
5) Discounted Cash Flow Method	1,442.34	Baht / Share

According to the said report, the necessary information have been gathered and considered as one of criteria to the result of share valuation such as and nature of business, expected future benefit, risk factors, financial position, company profile, company structure. An independent valuer also expresses the opinion for the reasonable price of this share should be between Baht 443.58 to Baht 1,442.34 per share. The Company, therefore, using the average of the above 5 methods, which is Baht 888.05 per share to calculate the collateral valuation.

On March 21, 2007, the Company lawyer's Company sent notice to former shareholders to request collection of outstanding loans amount of Baht 88 million and accrued interest within 15 days from the receiving date, otherwise the Company will perform the legal process.

On April 5, 2007, the lawyer of the mentioned receivables has sent the argument letter to the Company's lawyer to declare that share purchasing agreement dated October 27, 2005 is not correspondence to the fact, but all former shareholders of the said company and the Company agree that such agreement is made from the requirement of the Company for the public disclose purpose only, and do not have intention to make any obligation to both parties. The agreement that both parties agree to is the share purchasing dated February 17, 2006, which the former shareholders received from the Company only Baht 50 million. Latter, both parties unwilling to continue such share purchasing and agree to enter into the termination agreement with repayment schedules on May 11, 2006. The receivable, as one of the former shareholder and grantee of the other 6 former shareholders, has signed on the mentioned termination agreement with mislead in the significant facts. The said former shareholders have requested the Company to correct such errors, but they have not been performed. The termination letter is to terminate the share purchasing agreement dated February 17, 2006, not the share purchasing agreement dated October 27, 2005. In addition, the receivables agree to repay loan amount of only Baht 50 million, which is equal to the amount received by receivables, not Baht 88 million, and Baht 7 million has been repaid remaining amount of Baht 43 million. The Company has disclosed to the Office of the Securities and Exchange Commission (SEC) and also to press that such former shareholders own the Company of Baht 95 million, which is not true. This cause damaged to the reputation of such company, and has been monitored including been denied for additional credit line by financial institutes. Such former shareholder has informed the Company to correct such disclosure, but it has not been performed according to the letter dated November 6, 2006. This action is a violation of the company and shareholders. As a result, the receivables and 6 shareholders, including protect their rights by the Company order the bank to suspend the 11 cheques from 12 cheques. The total of 12 cheques issued by such receivable to the Company, only 1st to 7th cheques are for returning the Company as the share purchasing is terminated, but 8th to 12th cheques and also cheques that the Company issued to such receivable is for swap purpose only. Such receivables agree to repay such loan to the Company after the Company correct such information submitted to SEC and press, and agree to swap 5 cheques issued by each party.

On April 9, 2007 and June 6, 2007, the Company files to the Court in the allegation of or default of according to The Act of Default from Cheque cheques of capital Baht 63 million and Baht 18 million, respectively. Given both cases, the Court accepted the prosecution under the consideration by appointment and called defendant for investigating verdict on February 19, 2008.

On April 18, 2007, the Company has filed this case to the Civil Court regarding the infringement and claim for damage of Baht 197.60 million.

Since the information above is not up to date, the Company provided additional allowance for doubtful accounts of Baht 53 million to be equal of the principal amount in the second quarter of the year 2006.

Later on October 29, 2008, the Company and such case of account receivable performs compromised contract to the Civil Court by consenting the repayment to the Company by amount of Baht 34 million. Repayment is divided into 6 installments. The first installment is Baht 8 million. The 2nd to the 5th installments are Baht 5 million per installment. Moreover, the 6th installment is Baht 6 million per installment. The first installment is repayable on the date the compromised contract is performed. If any debt installment is defaulted, it is regarded that every installment repayment is defaulted and consented that the Company charges interest in the rate of 7.5% per annum of the outstanding principle balance that accrued to the Company commenced from the defaulted date forwards and also consented that the plaintiff is immediately enforceable which comply with the resolution of the extra-ordinary shareholders meeting no. 1/2008 held on October 24, 2008. Moreover, on the date of the compromised contract performance, the Company received post dated cheques by number of 6 versions in amount of Baht 34 million from such account receivable. However, the Company has received the first installment repayment on October 29, 2008. Therefore, in quarter 4 of 2008, the Company recorded to recognize the refund of doubtful debt in amount of Baht 18 million in the statement of income and on the same date, the Company filed the discharge of prosecution in the Criminal Case with such account receivable. As a result, such case is terminated.

In quarter period ended March 31, 2009, the Company constitutes 3 post dated cheques receivable from such account receivable of Baht 16 million, and record reversal of doubtful debt in statement of income of Baht 16 million.

On November 11, 2008 the lawyers of both parties made memorandum of returned documents and the Company's lawyer informed that 11 cheques of such debtor and share certificate of L.V.C. Development Co., Ltd. were returned to the lawyer of such debtor and received 5 cheques of Siam Commercial Bank Plc. – Srivara intersection Branch totaling Baht 45 million from the lawyer of such debtor. It raised doubt about the payment of share to such debtor. Therefore, the Company's current management requested the document supporting money transfer from bank. It is in the process of requesting documents. On September 18, 2009 and October 2, 2009, the Company had received documents from banks and found that the copy pay-in slips indicated that such two cheques totaling Baht 95 million were deposited in the debtor's account.

On September 8, 2009, the Company's director and audit committee reported the result of examination to the Securities and Exchange Commission that the directors were unable to express an opinion on such transactions because the former directors and management who involved in such transaction is presently not related to the Company. Therefore, the Company was unable to inquire and obtain useful information from them. Moreover, all supporting documents which the Company obtained from the lawyer were copy that the Company was unable to verify the correctness and existence of documents.

On March 15, 2010 and May 7, 2010, the subcommittee reported to the Company's committee the result of examination of the fact about the purchase of share of L.V.C. Development Co., Ltd. and summarized that

- The memorandum made on September 22, 2005 between L.V.C. Development Co., Ltd. (seller) and the Company (buyer) is not effective because L.V.C. Development Co., Ltd. did the memorandum without authorization and the acceptance of shareholders. Moreover, this memorandum also indicated that it was effective until October 31, 2005 and it will be expired if it is later than that day.
- The memorandum made on February 17, 2006 between L.V.C. Development Co., Ltd. (seller) was reference to the memorandum made on September 22, 2005 which was not effective because the seller was not authorized and it was expired since October 31, 2005. It made that the memorandum dated February 17, 2006 was also ineffective and L.V.C. Development Co., Ltd. had no authorization to sell share on behalf of the existing shareholders.

- The memorandum for repayment of advance payment dated May 11, 2006 was made by reference to the memorandum made on February 17, 2006. When L.V.C. Development Co., Ltd. had no authorization to sell the share and the memorandum made on February 17, 2006 was not effective, the memorandum for repayment was also ineffective.
- The share purchase agreement dated October 27, 2005 made between such debtor on behalf of shareholder and all shareholders, so it is effective and both parties already followed some portion of agreement. Consequently, both parties were willing to terminate the agreement and made the memorandum dated on May 11, 2006. Therefore, the share purchase agreement dated October 27, 2005 was effective.
- The evidence of the payment of share purchase, 2 cheques paid to such debtor and his signature for receiving those cheques, made it was believed that the Company already paid such amount to such debtor for share purchase in accordance with the agreement dated October 27, 2005. For the document which had quoting that there was receiving of cash amounting to Baht 45 million as identified in the lawsuit, it was only the testimony of the defendant and there was no return to the Company. Moreover, while making the memorandum to terminate the share purchase agreement, such debtor accepted that he owed the Company of Baht 95 million. If he actually made repayment the Company, he should argued when he made such agreement.
- The Company compromised with such debtor in accordance with the resolution of the shareholders' meeting and the directors who give the testimony decided that the shareholders should consider this case and they believed that this matter would be done for the most benefit to the Company.
- For the 5 cheques of Siam Commercial Bank PLC – Srivara intersection Branch sent to such debtor, there was testify of copies of cheque and indicated that they were not related to the Company because such cheques were issued by a person who was not related to the Company and the debtor also give testimony that those cheques were such person who was outsider and was not related to the Company. This matter was only the testimony of such debtor and it was not raised when they made compromising in the court.

On December 30, 2010 the Securities and Exchange Commission (S.E.C.) filed a complaint with the Department of Special Investigation (DSI) against former directors Note 35.1

Presently management of the company, during the process of studying and collecting information on it to consider legal action associated with the following.

33. Obligation Commitment and Contingent Liabilities

As of December 31, 2011 and 2010, the Company and subsidiary and joint ventures had obligation commitment and contingent liabilities (in Proportionate) as follows:

33.1 Obligation commitment with financial institutions

	Consolidated Financial Statements		Separate Financial Statements	
	As of December 31, 2011 In Million	As of December 31, 2010 In Million	As of December 31, 2011 In Million	As of December 31, 2010 In Million
Letter of Guarantee (Kwae Noi Dam Project)				
Task performed per contract	17.95	17.95	-	-
Performance bond	4.98	4.98	-	-

33.1.1 Letter of guarantee for task performed per contract was guaranteed by the Company's deposit Note 22.

33.1.2 Letter of guarantee for performance bond and advance received were guaranteed by director of and Union Infratech Co., Ltd. in full amount and all participants of Joint Venture in their proportion and assigned right to receive money from the project and payment for project to such bank.

33.2 As of December 31, 2011 and 2010, the Company comprises obligation commitment which will have to repay leased fee in the future under the contract of office building lease and contract of central service fee. Such contracts hold the contract life of 1 year equally for 2 years. There are the leased fee value and service which have to repay until the contracts are matured by amount of Baht 0.53 million and Baht 0.66 million respectively.

33.3 The Company had an obligation resulted from the project run by Joint Venture Power-Noppawong was terminated and the hirer filed the lawsuit to the Court in the amount of Baht 20.60 million, and the Company fully provided on its proportion of Baht 10.09 million. However, the Company has an obligation if the participant of Joint Venture is unable to pay its proportion.

34. Lawsuits

34.1 On October 15, 2008, the Company is defendant in the black case no. 4005/2008 of the Criminal Court between The Best Condominium Co., Ltd., plaintiff and Power-P Public Co., Ltd., the second defendant in charge of the fault of document forgery and application of forged document to examine witness that is false and provision of false evidence. The Company appointed the lawyer to file the plea and fight the case in the point that the Company did not forge document nor used the forged document nor examined the false evidence nor testified the false witnesses. Later on January 20, 2009, the Company received the compromised letter of the disputation from the Criminal Court while it appoints for the disputation compromise on February 13, 2009. Results of compromise, the plaintiff ordered the third defendants (Former Director of the Company) for sale to the third parties. If the third defendants effort to go. Plaintiffs will withdraw all cases filed. The court ordered the case temporarily.

34.2 On December 4, 2008, the Company and Union Infratech Co., Ltd., becomes as defendant in the black number case no. 8596/2008 of the Civil Court between CWE (Thailand) Co., Ltd., the plaintiff with Power-P Public Co., Ltd., first defendant in the charge of breach of engagement trading contract, claiming for damage of Baht 3,273,001.75. On August 27, 2010, the Civil Court judged both defendants to pay Baht 3,219,852.43 together with interest at the rate of 7.5% p.a. on the principal of Baht 3,107,472.60 for the period from the date of filing the lawsuit until the date of settlement. The Company has filed to the Appeal Court on October 26, 2010. Presently, court of Appeals is pending. However, the Company had already realized loss in full amount of Baht 3.22 million with accrued interest up to December 31, 2011 amounting to Baht 0.72 million presented under "Other current liabilities" the statement of financial position and also recorded other receivable – participants of Joint Ventures of Baht 3.54 million to collect from such company as participant of the Joint Venture in the proportionate amount.

34.3 On June 23, 2009, the Company is defendant in the black case no.860/2009 of the Civil Court between Mitphap Village and Garden Co., Ltd. in charge of breach of land purchase agreement, claiming for remaining land cost of Baht 11.60 million. On September 17, 2010, the Civil Court judged the Company to pay Baht 13.27 million together with interest at the rate of 7.5% p.a. on the principal of Baht 11.60 million for the period from the date of filing the lawsuit until the date of settlement. The Company has filed to the Appeal Court on October 28, 2010, the case is under consideration of appeal court. The Company already recorded payable for purchase of such land amounting to Baht 11.60 million together with the accrued interest up to December 31, 2011, amounting to Baht 3.87 million which was presented under "Other current liabilities" in the statement of financial position.

34.4 On January 28, 2008, the hirer filed the lawsuit to the Central Administration Court to claim the Company and Noppawong Construction Co., Ltd. totaling Baht 20.60 million together with interest rate 7.50% per annum from the lawsuit filing date until the settlement date. Presently, the Court has not commands any more. The Joint Venture recorded the loss from such case amounting to Baht 20.60 million (the Company only : 10.09 million baht), which was presented under "Other current liabilities" in the financial position statement.

35. Special Audit

35.1 On November 8, 2006, the Securities Exchange Committee (S.E.C.) orders that the Company rectify the financial statements in the agenda in respect of revenue recognition in the financial statements for the year 2004 in amount of Baht 10.50 million. The auditing of the S.E.C. is reflected by the reliable evidence as to whether the Company did not provide such service which revenue cannot be recognized in the financial statements for the year 2004 according to generally accepted accounting principle. In addition, S.E.C. orders that the Company arrange auditors to precede with special examination for the some transactions of revenue recognition which are not obvious that may be incorrect revenue recognition according to generally accepted accounting principle. In accordance with the minute of the board of directors meeting no.18/2007 dated on November 21, 2007 and minute of the extra-ordinary shareholders meeting no.1/2007 held on December 11, 2007, the meetings are resolved that the Company rectify the revenue recognition which ordered to rectify. Moreover, some obscure revenue transactions are recognized which may be incorrect revenue recognition according to generally accepted accounting principle of revenue recognized in the financial statements of 2004. In addition, the financial statements of quarter 1 of 2005 are suspended receivable amount reflected as non-current liability in the statement of financial position in amount of Baht 66.58 million as shown below. Any procedure in respect of such suspended receivable amount will have to be received by approval only from the shareholders meeting to proceed.

On March 20, 2008, the Securities Exchange Committee (S.E.C.) acknowledged the relaxed letter that the Company does not have to proceed with special audit from the event that the Company preceded with rectified adjustment of the financial statements in respect of revenue recognition as suspended account receivable in the 2004 financial statements and quarter 1 of 2005 financial statements as follows:

	In Million Baht
1. Adjust feasibility study and fund searching income to suspended cash received	9.88
2. Adjust doubtful income to suspended cash received	
2.1 Project Consulting Service Income	16.62
2.2 Land Rental Income	14.20
2.3 Crane Rental Income	3.48
2.4 Revenue from Construction Service	22.40
Total	66.58

35.2 In addition, on December 30, 2010, the Securities and Exchange Commission (S.E.C.) filed a complaint with the Department of Special Investigation (DSI) against former directors in a violation of the Sections 307, 311 and 312 of the Securities and Exchange Act B.E. 2535 that former directors were charged that involved in the manipulation of revenue of Baht 34 million in the financial statements using for purpose of taking the Company's security back to trade in the Stock Exchange

of Thailand in 2005 and the fraudulent actions. The former directors were embezzled Baht 265 million in cash from 4 transactions of the advance payment to subcontractor and were alleged to have created falsified documents for share purchases that were much higher than the actual price for Baht 45 million.

However, the Company already recognized provision for loss from advance payment and advance for share purchase in the financial statements.

36. Capital Management

The primary objectives of the Company's and its subsidiaries capital management are to maintain their abilities to continue as a going concern and to maintain an appropriate capital structure.

As of December 31, 2011 and 2010, debt to equity ratio in the consolidated financial statements are (2.88):1 and (3.51):1 respectively, and debt to equity ratio in the separate financial statements are (2.10):1 and (2.39):1 respectively.

37. Approval of the Financial Statements

The financial statements have been approved to issue by the Company's board of directors on February 10, 2012.

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Good Corporate Governance

Under the management of the current team of directors, it is company policy to conform to the 15 codes of practice of good governance as laid out by the SET as follows;

1) Policy on corporate governance

The Board of Directors is strongly determined to adhere to the principles of good corporate governance in order to enable investors and the general public to acknowledge and examine the Company's operation, with emphasis placed on internal control and internal audit systems, business operation transparency, adequate disclosure of information to all parties concerned both internal and external. Moreover, the Board of Directors will run the Company prudently by taking into account the business risk at all times.

In addition, it is company policy that directors should take the Director Accreditation Program – DAP, arranged by the Institute of Directors, in order to establish the responsibilities and roles of directors also the company always sending the officer to training as SET issue.

2) Right of shareholders

The Company has policy to give importance to the right of all shareholders on an equitable basis such as disclosure of key information and progress on operational performance to shareholders on a regular basis through the SET. In case where the resolution from the shareholder meeting is required, the Company will send an invitation letter, details of meeting agenda and meeting documents to its shareholders in advance. Minutes of the shareholders' meeting will be prepared for shareholders' inspection.

3) Right of stakeholders

The Company pays attention to all stakeholder groups including customers, creditors, competitors, shareholders, the Company's employees, and the community so as to ensure their basic rights are protected and taken care of in accordance with the provisions of the laws and other relevant rules and regulations.

4) Shareholders' meeting

The Company arranged shareholders' meeting in a proper manner pursuant to the Public Limited Companies Act B.E. 1992 and the rules and regulations of the SET. The Company provided adequate information and appropriate time for consideration and gave equal opportunities for the shareholders to express their opinions and raise any question at the meeting, according to the agenda and the issues presented to the meeting. Shareholders will be provided with a proxy form to authorize the Audit Committee members as their proxy in case the shareholders are not able to attend the meeting.

5) Leadership and vision

The Board of Directors is responsible for determining strategies, targets, business plans, and budgets of the Company. The Board also supervises and ensures that the management operates business effectively and efficiently in line with the Company's plans and budget set out to bring in optimal benefits to the Company as well as the shareholders.

6) Conflict of interest

The Company has laid down policy on the making of the transactions that may involve conflict of interest, which are required to obtain approval in writing from the Board of Directors and/or the shareholders' meeting in strict conformity to the criteria and procedure prescribed by the SET. Furthermore, the Company established the policy and rules to prevent the directors, executives and related persons from using internal information for their own benefit and to ensure complete disclosure of information in the notes to financial statement, annual report, and annual registration form (Form 56-1) for the benefits of the Company and the shareholders.

7) Business ethics

The Company has realized the importance of business ethics. Therefore, it has set out policy on code of business ethics and instructed its directors, executives, and employees to adhere to and apply the said policy as a guideline for performing duties with integrity, honesty, and responsibility to the stakeholders, the shareholders, and all concerned parties at all times. This is to build up organizational cultures of social-responsibility awareness.

8) Balance of non-executive directors

At present, the Board of Directors consists of 6 members, as follows;

- | | | |
|---|---|---|
| • Directors holding executive positions | 1 | Mr. Somprot Sarakosas, Ph.D. |
| • Directors not holding executive positions | 2 | Mr. Jetsada Kaewngam and Ms. Orranuch Kamkaew |
| • Independent directors | 3 | Ms. Chirawadi Kiatsiri and Mr. Jompol Phyakul
Colonel Boonlert Jangnopparath |

Therefore, the Company has the number of directors not holding executive positions and independent directors, equaling 83.33% of the total members of the Board of Directors, hence being able to check and balance the administrative power.

9) Consolidation and segregation of position

The Board Chairman has no relationship with and is not the same person as the President so as to segregate the policy-making and overseeing duties from the day-to-day operations. Moreover, the scope of power and duties of each committee is clearly set out to prevent any of the directors or the executives from having unlimited power and to enhance the review on the business operation.

10) Remuneration for directors and executives

The Company has policy to determine the remuneration to be compatible with that of similar businesses and commensurate with the duties and responsibilities assigned. Moreover, the remuneration is high enough to attract and

retain the directors and the executives with required qualifications and has been consistent with the shareholders' resolution.

11) Board of Directors' meeting

The Company arranged and proceeds with the Board of Directors' meeting in line with the Company's articles of association, the law governing public limited companies, and rules and regulations of the SET. Minutes of the meeting is also taken in writing to report the results of the meeting and those having been certified by the Board shall be kept and made available for the Board's and the concerned parties' inspection.

In 2010, the Company held the Board of directors' meeting at 23 times with attendance of directors as follows;

	<u>Name of Director</u>		<u>Attendance</u>	<u>Absence</u>	<u>Note</u>		
1.	Mr. Thitibhand	Nakornthap	1	-	Meetings in Jan	=	1
2.	Ms. Supavinee	Srivirojwong	4	-	Meetings from Jan – Feb	=	4
3.	Mrs. Thansaya	Bunnak	6	-	Meetings from Jan – Feb	=	6
4.	Mr. Sutee	Phongpaiboon	7	1	Meetings from Jan – Feb	=	8
5.	Mr. Prawit	Srisangnarm	1	-	Meetings in Jan	=	1
6.	Mr. Panupon	Jitthiwong	5	-	Meetings from Jan – Feb	=	5
7.	Mrs. Suwanna	Chomsakorn	2	-	Meetings in Feb	=	2
8.	Mr. Jompol	Phyakul	17	-	Meetings from Feb – Dec	=	17
9.	Mr. Natchaphong	Chatchawalwong	8	1	Meetings from Feb – May	=	9
10.	Mr. Somprot	Sarakosas, Ph.D.	6	-	Meetings from Jul – Dec	=	6
11.	Ms. Chirawadi	Kiatsiri	19	2	Meetings from Jan – Dec	=	21
12.	Colonel Boonlert	Jengnopparath	6	3	Meetings from May – Dec	=	9
13.	Mr. Jetsada	Kaewngam	20	1	Meetings from Jan – Dec	=	21
14.	Ms. Orranuch	Kamkaew	14	1	Meetings from Feb – Dec	=	15

In 2010, the Company held the Audit Committees' meeting at 7 times with attendance of directors as follows;

	<u>Name of Director</u>		<u>Attendance</u>	<u>Absence</u>	<u>Note</u>		
1.	Mr. Sutee	Phongpaiboon	1	1	Meetings from Jan – Feb	=	2
2.	Mr. Panupon	Jitthiwong	2	-	Meetings from Jan – Feb	=	2
3.	Mr. Jompol	Phyakul	5	-	Meetings from May – Dec	=	5
4.	Ms. Chirawadi	Kiatsiri	6	1	Meetings from Jan – Dec	=	7
5.	Colonel Boonlert	Jengnopparath	3	2	Meetings from May – Dec	=	5

The Company held the Nomination and Remuneration Committees' meeting at 8 times with attendance of directors as follows;

	<u>Name of Director</u>		<u>Attendance</u>	<u>Absence</u>	<u>Note</u>		
1.	Mrs. Thansaya	Bunnak	3	-	Meetings from Jan – Feb	=	3
2.	Mr. Panupon	Jitthiwong	1	1	Meetings from Jan – Feb	=	2
3.	Ms. Chirawadi	Kiatsiri	6	2	Meetings from Jan – Dec	=	8
4.	Mr. Jompol	Phyakul	5	-	Meetings from Feb – Dec	=	5
5.	Mr. Jetsada	Kaewngam	3	-	Meetings from Feb – Dec	=	3

12) Subcommittees

In 2010-2011 the Company has no appointment Subcommittee, only for transparency in the review of investment in L.V.C. Development's shares the Board of Directors has appointed subcommittees on October 16, 2009 therefore the Audit Committees' meeting no.3/2009 held on August 11, 2009 has regulation to do the report of preliminary check to whom that concern of this Act. By the way the Company has sent that report on September 8, 2009 this action was in accordance with the Royal Decree and Securities and Exchange, Section 89/25 1992 "On condition that the Auditors were suspicious the directors, managers, or responsible personnel of wrong doing and violating civil law Section 281/2 Paragraph 2, Section 305, Section 306, Section 308, Section 309, Section 310, Section 311, Section 312, and Section 313, the Auditor must submit a detailed explanation of findings in the preliminary report to the Securities and Exchange Commission and the Auditors within 30 days from the date receiving the notifications from Auditors."

13) Internal control and audit system

The Company has given importance to the efficient internal control system at both executive and operational levels. Therefore, it has clearly determined in writing the scope of duties and responsibilities of the Board of Directors, the Audit Committee, and the President and recruited internal audit officers to work for and report directly to the Audit Committee to be the main mechanism in strengthening the internal control and audit system.

14) Report of the Board of Directors

The Company appointed the Audit Committee to be responsible for financial report on the Company's operational performance from 2004 onwards so as to ensure such report is accurate, complete, and released within the time specified in the articles of association, relevant rules and regulations.

15) Investor relations

The Company has policy to disclose essential information of the Company and its subsidiaries through various media stipulated by the SET in an accurate, complete, honest, reliable, regular, and timely manner. At present, the Company's Business and Investment Promotion Department has been assigned to be responsible for communications with shareholders, analysts, investors, and the interested persons. In this regard, they can request information of the Company and its subsidiaries at telephone no. 0-2682-6366 or fax no. 0-2682-6393 contact person is Ms. Hutsayarath Likhithmaharoek

Policy and measures to prevent executives from the leaking internal information

The Company has set out policy and measures to prevent executives from the use of internal information of the Company and its subsidiaries for personal or others' benefits as follows;

- The Company has policy to have its directors take training course arranged by the IOD to enable them to realize the roles, duties and responsibilities of the directors of listed companies. As of December 31, 2005, there were seven directors having passed the training. Moreover, executives of various departments are notified of their duty to report their securities holding and of the penalties imposed on failure to do so according to the SEC Act B.E. 1992 and the rules, regulations and provisions of the SET.
- The Company will notify its directors, executives, and auditors of their roles and responsibilities in reporting the securities holding and any change in securities holding in the Company of themselves and their spouse and minor child to the SEC pursuant to Section 59 of the SEC Act B.E. 1992 and the penalties under Section 275 of the SEC Act B.E. 1992.
- The Company has policy to prevent its directors and executives from the use of material inside information of the Company and its subsidiaries which have not yet been disclosed to the general public for their own or other's benefits. Moreover, the directors, executives, and employees working in the departments that have access to inside information are not allowed to trade the Company's securities for a period of one month prior to the disclosure of financial statements to the public. Any violations shall be regarded as performing duties against the Company's policy and thus being subject to serious disciplinary penalties and to the penalties under Sections 241 and 242 of the SEC Act B.E. 1992. Specifically, the violator shall be imprisoned for not over two years or imposed a fine of not over two times of the benefits received or to be received by the persons violating the regulations, but not lower than Bt. 500,000 or both imprisoned and fined, and the benefits from such violation shall be delivered to the SEC.

Industrial situation and competition

During 1st - 2nd quarter of year 2011 Thai economics has good sign, coming from the politic situation has plainness. In the end of 2nd quarter Thailand has face flood situation, this disaster have an affect to property and land in the north, south and some part of north east of Thailand. The competition in construction business has increasing when the situation turn to normal but it not means the business has growing because some of construction materials dealer, they got affect too. Moreover, big construction company has come into small-size construction and serious competition and price undercutting among the contractors.

For the above mentioned Power-P Public Company Limited was realized to the trouble in doing the business and beware to select the every kinds of job to do by considering and analyzing to the successful possibility of the projects and not intend to use the cut down pricing strategy to get that projects or not intend to accept the high risk projects which many cause the damages to the company. At the same time the company would like to improve and develop the potential in doing the business especially in the human resource dept. Moreover the management has to find out the strategic partners to reinforce the company potential in order to be competitive in the business and ready to go back to resume trade in the near future.

Board of Directors' Report on Adequacy and Appropriateness of the Company's Internal Control

Board of Directors' Report on Adequacy and Appropriateness of the Company's Internal Control

The Audit Committee has performed the assigned tasks in such matter which the management also follow by the Audit Committee charter in strictly to conform to the regulation of The Stock Exchange of Thailand such as to review the Company's financial report and ensure that the Company has suitable and efficient internal control and internal audit systems to processing the business, has success in qualities of procedure of internal audit. The Audit Committees and Auditor have compliance opinion as the company has suitable and sufficiently of internal control system also not found the weakness point in subject matter as risk factor to effect to process of business.



(Mr. Jompol Phyakul)
Chairman of the Audit Committee

Profile of Management and Authorized Persons of the Company (as of February 10, 2012)

Name / Position	Age	Education / Institute	Shareholding In Power-P	Family Relationship with Executives	Work Experience over the past five years			
					Period	Position	Company / Organization	Type of Business
Mr. Jompol Phyakul Independent Director, Chairman of the Audit Committee, Chairman of the Board Of Director And Director of The Nomination and Remuneration Committee	47	Bachelor of Business Administration Bangkok University	-	-	2006 - 2010 2011 - Present	Manager Independent Director, Audit Committee and Chairman of the Board of Director	Goody Equipment and Services Co., Ltd. Power-P PLC	Sell & Service Cooler Equipment Beer Dispensers Construction Contractor
Mr. Somprot Sarakosas, Ph.D. Director and Chief Executive Officer Having authority to sign on behalf of the Company	47	Doctor of Philosophy in Economics (Ph.D.) Financial & Investment University of Exeter Master of Business Administration Pittsburg State University Bachelor of Business Administration (Accounting) Assumption University	22.22	-	Present 2011 - Present	Deputy Managing Director Director Administrator of Business Administration Professor of Strategic Planning Of Investment Adviser Director and Chief Executive Officer	T.P. Media Co., Ltd. Assumption University Millennium Motor Power-P PLC	Advertising Education Car Agent Construction Contractor
Mr. Jetsada Kaewngam Director, Director of The Nomination and Remuneration Committee Having authority to sign on behalf of the Company	32	Bachelor of Art Rachabhat Jombung University	-	-	2007 - Present 2011 - Present	Deputy Managing Director Director	PP Global Management Co., Ltd. Power-P PLC	Shipping Construction Contractor
Ms. Chirawadi Kiatsiri Director, Audit Committee and Chairman of the Nomination and Remuneration Committee	43	Bachelor of Art Bangkok University	-	-	2002 - Present 2011 - Present	Secretary of Managing Director Director, Audit Committee and Chairman of the Nomination and Remuneration Committee	Shipping Alliance Co., Ltd. Power-P PLC	Shipping Construction Contractor
Colonel Boonlert Jengnopparath Director and Audit Committee	61	Bachelor of Department of History Srinakharinwirot University (Phitsanulok)	-	-	2009 - 2011 2011 - Present	Deputy Director Director and Audit Committee	ISOC Samutprakarn Power-P PLC	Government Section Construction Contractor
Ms. Orranuch Kamkaew Director	45	Bachelor of Business Administration Ramkamhang University	-	-	2008 - Present 2011 - Present	Managing Director Director	Kritanun Co., Ltd. Power-P PLC	Interior Design Construction Contractor
Mr. Prakrit Rodtim Manager - Finance & Accounting	46	Bachelor of Business Administration (Accounting) Ramkumhaeng University	-	-	1999 - 2007 2007 - Present	Manager - Accounting & HR Act of Chief Financial Officer Manager - Finance & Accounting	TPC Prestressed Concrete Co., Ltd. Power-P PLC	Manufacture and Distribute Ready Concrete Construction Contractor



บริษัท เพาเวอร์-พี จำกัด (มหาชน)
Power-P Public Company Limited