



**Thai Rung Union Car Public Company Limited**  
**บริษัท ไทยรุ่งยูนิออนคาร์ จำกัด มหาชน**



*Exclusive*



*World Class Prestige*

 *Thai Pride*



พอนคล้ายกับความสมบูรณ์แบบของระบบ CAR  
ENTERTAINMENT เพลิดเพลินกับเครื่องเล่น  
DVD พร้อมจอขนาด 18.5 นิ้ว



รองรับทุกการเคลื่อนไหวกองฟูโดยสาร ด้วย  
เบาะนั่งพร้อมที่รองขาปรับได้ 8 ทิศทาง



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บริษัท ไทยรุ่งยูเนี่ยนคาร์ จำกัด (มหาชน) ก่อตั้งและเติบโตบนเส้นทางประกอบรถยนต์มาอย่างยาวนาน และมั่นคง นับตั้งแต่ก่อตั้งห้างหุ้นส่วนจำกัด ไทยรุ่งวิศวกรรม ขึ้นมาในปี 2510 โดยนายห้างวิเชียร เผอิญโชค และพัฒนาธุรกิจจนประสบความสำเร็จเป็นบริษัท ไทยรุ่ง ยูเนี่ยนคาร์ จำกัด (มหาชน) โดยนำบริษัทฯ เข้าจดทะเบียนในตลาดหลักทรัพย์แห่งประเทศไทย ตั้งแต่ปี 2537

จวบจนวันนี้เป็นเวลา 40 กว่าปี ที่บริษัท ไทยรุ่งยูเนี่ยนคาร์ จำกัด (มหาชน) เป็นบริษัทของคนไทยที่ดำเนินธุรกิจอุตสาหกรรมรถยนต์ครบวงจร ตั้งแต่การออกแบบและพัฒนาผลิตภัณฑ์ การสร้างแม่พิมพ์และเครื่องมือการผลิต การผลิตชิ้นส่วนโลหะและพลาสติก การรับจ้างประกอบ และดัดแปลงรถยนต์ต่างๆ โดยเฉพาะอย่างยิ่งการดัดแปลงรถตู้ขึ้นากอน หรือรถเนกประสงค์ 7 ที่นั่ง โดยความสามารถในการออกแบบพัฒนา และประกอบรถยนต์ ด้วยฝีมือและความสามารถของบุคลากรคนไทย จนได้รับความนิยมนจากผู้บริโภคอย่างแพร่หลายและได้รับรางวัลรถยนต์ยอดเยี่ยมแห่งปี และรางวัลอื่น ๆ อีกมากมาย

ทั้งหมดนี้คือความภูมิใจที่บริษัท ไทยรุ่งยูเนี่ยนคาร์ จำกัด (มหาชน) ได้รับ และทำให้เกิดความมุ่งมั่นในการสร้างสรรค์และพัฒนาผลิตภัณฑ์ใหม่ ๆ ที่มีคุณภาพเพื่อคนไทยและชาติไทยต่อไปอย่างไม่หยุดยั้ง

Thai Rung Union Car Plc. has long been established in the business of motor vehicle assembly Originally founded as a limited partnership under the name Thai Engineering in 1967 by Mr. Vichien Phaoenchoke, its business success eventually led to its become a listed company on the Stock Exchange of Thailand in 1994 under the current name, Thai Rung Union Car Public Company Limited.

For the last forty years, until the present, Thai Rung Union Car Plc., a Thai-owned company, ranging from product design and development through the production of dies and jigs and the manufacture of automotive metal and plastic parts, to contract assembly and modification of motor vehicles of various kinds, and in particular the modification of pick-up trucks into station wagons or seven-seater multi-purpose vehicles using its expertise in the design, development and assembly of motor vehicles based on the skills and capabilities of its Thai personnel. Its products have been popular with consumers, and it has received the Car of the Year Award and many other awards.

All this is a source of great pride to us at Thai Rung Union Car Plc. and it also strengthens our determination to continue ceaselessly creating and developing quality products for Thai people and the Thai nation.

# Message from the Chairman



In 2009 the world automotive industry, including that of Thailand, had to confront another major economic crisis, stemming originally from the US subprime crisis in 2008 and gradually spreading throughout the global economy through to 2009, undermining consumer confidence. On top of this, financial institutions tightened their conditions for auto financing, and fluctuations in the price of oil made consumers wary about expenditure in general and outlays on high value items such as cars in particular. As a result, Thailand's total vehicle production decreased by 28%, with domestic sales falling by 11% and exports down by 31% compared with 2008.

The year 2009 was a difficult one for Thai Rung, which faced numerous obstacles, continuing to be affected by the economic crisis, fluctuations in the oil price and political problems which caused customer orders to fall sharply in the first half of the year, with signs of a gradual recovery in orders, in line with a general economic upturn, towards the end of the year. The Company applied a determined and ongoing policy of cost and expense reduction in all areas, including asking senior executives and employees to accept salary cuts and reductions in the number of working days and to help to reduce all expenses as much as possible. It also carried out improvements to production efficiency and downsized and reorganised the Company to make it more flexible so as to be able to survive this period of reduced revenues, while at the same time retaining skilled employees to be able to cater to any sudden upturn in demand when economic recovery gets under way. Apart from this, in 2009 the Company was also affected by the one-year postponement of two die, jig and parts making projects for customers' new models, which caused revenues to fall even further than expected. Good news then came in the form of confirmation that work would start on these projects in the first quarter of 2010.

Turning to 2010, the incipient signs of economic recovery both at home and abroad, together with the easing of credit conditions in an attempt to stimulate the economy, plus improving commodity prices, are all factors that should support domestic auto sales, particularly those of pick-up trucks. The Thai Automotive Institute has estimated that the Thai automotive industry will grow by about 40% to reach 1.4 million units produced. Additionally, the implementation of free trade under AFTA and various bilateral FTAs coming into effect from 1 January 2010 brings import duty on most products down to zero, increasing opportunities for foreign brands to establish themselves in the Thai market, while at the same time providing additional opportunities for Thailand to produce new models for export, particularly "eco-cars", which are expected to sell well. This, plus the fact that carmakers continue to shift their production bases to Thailand provides opportunities for the Company to win die construction and parts making contracts (both metal and plastic) and contract assembly and painting work, about which the Company is already in talks.

The Company's Directors and senior executives have made great efforts to boost sales of existing products and to push new projects in order to compensate for lost revenue. The Company remains determined to continue developing special purpose vehicles. In August 2009 the Ministry of Finance announced changes in the specifications of modified vehicles, which are no longer subject to a specified number of seats or to a particular wheelbase. This opens up opportunities for Thai automakers including Thai Rung to develop new models of modified vehicles, examples being the TR Exclusive Limousine, the MUV4 military utility vehicle, bullet-proof vehicles and new types of modified vehicles for new segments so as to expand the market and customer groups. Apart from this, the Company also aims to expand its auto parts and plastic accessory parts making business, contract assembly and painting work with customers both within and beyond the automotive sector, in both domestic and export markets, and to seek alliances with a view to joint investment and expanding into other related businesses in order to develop additional sources of revenue for the Company and return it to profitability in 2010.

On behalf of the Company's Board of Directors I should like to thank our customers, our shareholders, the various organisations and departments both governmental and private, and all our stakeholders for their constant support, which is a driving force. I should also like to thank all our executives and employees for their fine cooperation in implementing cost cutting measures. All the Directors and I will strive wholeheartedly to bring the Company safely through this crisis and ensure that it is in a position to expand rapidly as soon as economic conditions improve.

A handwritten signature in black ink, appearing to read 'Pranee Phaoenchoke'.

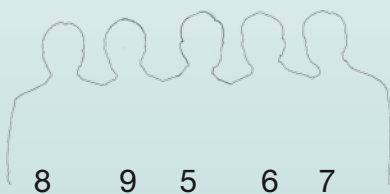
Pranee Phaoenchoke  
President

# คณะกรรมการบริษัทและคณะกรรมการตรวจสอบ



- 1 คุณปราณี เพ็ญโชค  
Mrs. Pranee Phaoenchoke  
ประธานกรรมการ และประธานกรรมการบริหาร  
Chairman of the Board of Director & President
- 2 คุณสมพงษ์ เพ็ญโชค  
Mr. Sompong Phaoenchoke  
กรรมการ และกรรมการผู้จัดการ  
Director & Managing Director
- 3 คุณวุฒิชัย เพ็ญโชค  
Mr. Wuttichai Phaoenchoke  
กรรมการ  
Director
- 4 คุณแก้วใจ เพ็ญโชค  
Ms. Kaewjai Phaoenchoke  
กรรมการ  
Director

# Board of Directors and Audit Committee



5. คุณปรีชา อรรถวิวัฒน์  
Mr. Pricha Attavipach  
กรรมการอิสระและประธานกรรมการตรวจสอบ  
Independent Director & Chairman, Audit Committee
6. คุณกวี วสุวัต  
Mr. Kavee Vasuvat  
กรรมการอิสระและกรรมการตรวจสอบ  
Independent Director & Member, Audit Committee
7. คุณสุเวทย์ธีรวัชรกุล  
Mr. Suvait Theeravachirakul  
กรรมการอิสระและกรรมการตรวจสอบ  
Independent Director & Member, Audit Committee
8. คุณสมเกียรติ นิ่มระวี  
Mr. SomKiat Nimrawee  
กรรมการ / Director
9. คุณแอนโทนี ฟาร์ควาร์ แมคโดนัลด์  
Mr. Anthony Farquhar McDonald  
กรรมการ / Director

# สรุปข้อมูลทางการเงิน / Summary Financial Information

(หน่วย : ล้านบาท / Unit : Million Baht)

งบการเงินรวม ณ 31 ธันวาคม Consolidated, as at 31st December	2552 2009	2551 2008	2550 2007
<b>ผลการดำเนินงาน</b> <b>Operating Performance</b>			
รายได้จากการขายและบริการ Sales and Service Income	1,353.07	2,099.22	2,215.10
รายได้ทั้งหมด Total Revenues	1,428.37	2,222.01	2,350.68
ค่าใช้จ่ายรวม Total Expenses	1,554.99	2,209.13	2,384.08
กำไร(ขาดทุน)ก่อนค่าใช้จ่ายทางการเงินและภาษีเงินได้ Earnings (loss) before financing cost and income tax	(126.62)	12.88	(33.40)
กำไร(ขาดทุน)สุทธิ ส่วนที่เป็นของผู้ถือหุ้นบริษัทใหญ่ Net Earnings (loss) attributable to equity holders of the parent	(111.70)	(12.12)	(11.59)
<b>ฐานะทางการเงิน</b> <b>Financial Situation</b>			
สินทรัพย์หมุนเวียน Current Assets	1,025.49	1,554.85	1,608.29
สินทรัพย์รวม Total Assets	2,581.42	2,779.06	2,851.84
หนี้สินรวม Total Liabilities	243.32	323.65	384.68
ส่วนของผู้ถือหุ้น Shareholders' Equity	2,338.10	2,455.41	2,467.16
<b>ข้อมูลต่อหุ้น (หน่วย : บาท)</b> <b>Per Share Data (Unit: Baht)</b>			
กำไร(ขาดทุน)สุทธิต่อหุ้น Earnings (loss) per Share (EPS)	(0.21)	(0.02)	(0.02)
เงินปันผลต่อหุ้น Dividend per Share	-	-	-
มูลค่าตามบัญชีต่อหุ้น Book Value per Share	4.66	4.90	4.92
<b>อัตราส่วนทางการเงิน (หน่วย : %)</b> <b>Financial Ratios (Unit : %)</b>			
อัตรากำไรสุทธิต่อรายได้รวม Net Earnings margin	(7.82)	(0.55)	(0.49)
อัตราผลตอบแทนต่อส่วนของผู้ถือหุ้น Return on Equity (ROE)	(4.66)	(0.49)	(0.47)
อัตราผลตอบแทนจากสินทรัพย์รวม Return on Asset (ROA)	(4.17)	(0.48)	(0.41)



# กิจกรรมและความรับผิดชอบต่อสังคม Activity and Corporate Social Responsibility



1

1. ฯพณฯ ชาญชัย ชัยรุ่งเรือง รัฐมนตรีว่าการกระทรวงอุตสาหกรรม ให้เกียรติมาเป็นประธานเปิดสายการผลิต รถ “TR Exclusive Limousine” ณ บริษัท ไทยรุ่งยูเนี่ยนคาร์ จำกัด (มหาชน) เมื่อวันที่ 12 ตุลาคม 2552 ซึ่งรถ TR Exclusive Limousine นี้ บริษัทฯ ได้รับความร่วมมือในการวิจัยและทดสอบจากศูนย์เทคโนโลยีโลหะและวัสดุแห่งชาติ (MTEC) สำนักงานพัฒนาวิทยาศาสตร์และเทคโนโลยีแห่งชาติ และมหาวิทยาลัยเทคโนโลยีพระจอมเกล้าพระนครเหนือ

Mr Chanchai Chairungruang, Minister of Industry did us the honour of coming to open the production line of the “TR Exclusive Limousine” at Thai Rung Union Car Plc on 12 October 2009. The TR Exclusive Limousine received valuable cooperation on research and testing from the National Metal and Materials Technology Centre (MTEC), the National Science and Technology Development Agency and King Mongkut’s University of Technology North Bangkok.



2

2. วันที่ 4-7 พฤศจิกายน 2552 บริษัทฯ ได้เปิดตัวรถต้นแบบใหม่ “TR Military Utility Vehicle” ซึ่งเป็นรถตรวจการณ์ลาดตระเวนทางการทหาร 4 ที่นั่ง (MUV 4) เพื่อตอบสนองความต้องการใช้งานทางการทหารโดยเฉพาะ ไปโชว์ในงาน Defense & Security 2009 ที่เมืองทองธานี ซึ่งเป็นงานที่นำเสนอเกี่ยวกับยุทธภัณฑ์และยุทธโศปกรณ์ ภายในงานมีทั้งชาวไทยและชาวต่างประเทศให้ความสนใจเยี่ยมชมรถ TR Military Utility Vehicle เป็นจำนวนมาก

From 4 to 7 November 2009, the Company launched a new prototype, the “TR Military Utility Vehicle”, a purpose-designed four-seater reconnaissance vehicle (MUV 4), and exhibited it at the Defense & Security 2009 exhibition at Muang Thong Thani. Many visitors, both Thai and overseas, showed interest in the TR Military Utility Vehicle.



3



- 3 ผู้บริหารระดับสูงของบริษัทฯ ให้การต้อนรับหน่วยงานทางการทหารต่าง ๆ ที่ให้ความสนใจในรถตรวจการณ์ลาดตระเวนทางการทหาร และให้เกียรติเข้าเยี่ยมชมสายการผลิตของบริษัทฯ ประกอบด้วย กรมสรรพาวุธ ทหารบก, หน่วยบัญชาการอากาศโยธิน, หน่วยบัญชาการนาวิกโยธิน, กรมยุทธศึกษาทหารเรือ, กรมการขนส่งทหารเรือ สำนักงานวิจัยและพัฒนาการทางทหารเรือ เป็นต้น

Senior Company executives welcomed various military units which showed interest in the military reconnaissance vehicle and honoured us with their visits to the Company’s production line, among them the Royal Thai Army Ordnance Department, the Security Force Command, the Royal Thai Marine Corps, the Naval Education Department, the Naval Transportation Department and the Naval Research & Development Office.



4

- 4 คุณปรกการ ชื่นโชคสันต์ รองกรรมการผู้จัดการ เป็นตัวแทนของ บริษัทไทยรุ่งยูเนี่ยนคาร์ จำกัด (มหาชน) เข้ารับรางวัล “Excellent Quality Reward 2009” จากบริษัท Kawasaki Motors Enterprise (Thailand) จำกัด เมื่อวันที่ 5 กุมภาพันธ์ 2553

Mr Prakarn Cheunchokesan, Deputy Managing Director, received the “Excellent Quality Award 2009” on behalf of Thai Rung Union Car Plc from Kawasaki Motors Enterprise (Thailand) Co Ltd on 5 February 2010.



5

5. คุณปรกการ ชื่นโชคสันต์ รองกรรมการผู้จัดการ เป็นตัวแทนของ บริษัท ไทยรุ่งยูเนี่ยนคาร์ จำกัด (มหาชน) เข้ารับรางวัล “Best Delivery Award 2009 (Component Part)” และ Best Quality Award 2009 (Component Part)” จากบริษัท H-one Parts (Thailand) จำกัด เมื่อวันที่ 26 กุมภาพันธ์ 2553

Mr Prakarn Cheunchokesan, Deputy Managing Director, received the “Best Delivery Award 2009 (Component Parts)” and the Best Quality Award 2009 (Component Parts)” on behalf of Thai Rung Union Car Plc from H-One Parts (Thailand) Co Ltd on 26 February 2010.



6

6. คุณสมพงษ์ เผอิญโชค กรรมการผู้จัดการ และคณะผู้บริหาร กลุ่มบริษัท ไทยรุ่งยูเนี่ยนคาร์ จำกัด (มหาชน) เข้ารับรางวัล “สถานประกอบการดีเด่น ด้านแรงงานสัมพันธ์และสวัสดิการแรงงาน ประจำปี 2552” จากกระทรวงแรงงานและสวัสดิการสังคม ณ ดิگสันติไมตรี ทำเนียบรัฐบาล ซึ่งปีนี้เป็นปีที่ 5 ติดต่อกันที่บริษัทไทยรุ่งฯ ได้รับ และเป็นปีที่ 2 ที่บริษัท ไทยรุ่งฯ ทูลส์ แอนด์ ไดส์ จำกัด และบริษัท เดลต้า ท็อยร์ จำกัด (บริษัทในกลุ่มไทยรุ่งฯ) ที่ได้รับรางวัลนี้เช่นกัน

Mr Sompong Phaenchoke, Managing Director, together with other senior executives of the Thai Rung Union Car Group, represented the Company in receiving the “Outstanding Workplace 2009 award in the category Labour Relations and Welfare”, from the Department of Labour Protection and Welfare at the Santimitree Building, Government House. This was the fifth successive year that Thai Rung won this award and the second year that Thai Rung Tools and Dies Co Ltd and Delta TR Co Ltd (a Thai Rung Group company) had won it.

# กิจกรรมและความรับผิดชอบต่อสังคม Activity and Corporate Social Responsibility



7

7. คุณสมพงษ์ เผอิญโชค กรรมการผู้จัดการ บริษัท ไทยรุ่งยูเนี่ยนคาร์ จำกัด (มหาชน) พร้อมด้วยคณะผู้บริหาร มอบทุนการศึกษาให้แก่บุตรหลานของพนักงาน เนื่องในโอกาสวันไทยรุ่งซึ่งเป็นวันครบรอบวันถึงแก่กรรมนายห้างวีเชียร เผอิญโชค ผู้ก่อตั้งบริษัทไทยรุ่งฯ

Mr Sompong Phaenchoke, Managing Director of Thai Rung Union Car Plc together with other senior executives presented scholarship grants to children and descendants of employees on the occasion of Thai Rung Day, the anniversary of the death of Mr Vichien Phaenchoke, the founder of Thai Rung.



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8. บริษัท ไทยรุ่งยูเนี่ยนคาร์ จำกัด (มหาชน) เล็งเห็นถึงความสัมพันธ์อันดีระหว่างบริษัทกับลูกค้า และต้องการสร้างความใกล้ชิด ผูกพันในครอบครัว จึงจัดงาน “TR FAMILY RALLY” ครั้งที่ 5 เส้นทางกรุงเทพฯ – กาญจนบุรี โดยนำรายได้ส่วนหนึ่ง ทำบุญช่วยเหลือช้าง พร้อมทั้งสมทบทุนโรงพยาบาลปศุสัตว์และสัตว์ป่า มหาวิทยาลัยมหิดล วิทยาเขตไทรโยค จังหวัดกาญจนบุรี

As part of its ongoing attention to good customer relations and support of the family, Thai Rung Union Car Plc held its fifth “TR FAMILY RALLY” covering a route from Bangkok to Kanchanaburi, using part of the revenue to make merit by helping elephants and contributing towards the Mahidol University hospital for livestock and wild animals in Saiyoke District, Kanchanaburi Province.



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9. บริษัท ไทยรุ่งยูเนี่ยนคาร์ จำกัด (มหาชน) จัดกิจกรรม “ไทยรุ่งสานสัมพันธ์ ประจำปี 2553” เพื่อสร้างความสัมพันธ์ที่ดีกับกลุ่มซัพพลายเออร์ ร่วมกันปลูกปะการัง อนุรักษ์สิ่งแวดล้อม และ Walk Rally เพื่อการกุศล โดยคุณแก้วแก้ว เผอิญโชค ผู้ช่วยกรรมการผู้จัดการ เป็นตัวแทนของบริษัทฯ มอบเงินรายได้ส่วนหนึ่งจากกิจกรรมดังกล่าวจำนวน 230,000 บาท ให้แก่มูลนิธิอนุเคราะห์คนพิการในพระบรมราชูปถัมภ์ ของสมเด็จพระศรีนครินทราบรมราชชนนี

Thai Rung Union Car Plc held an event called “Thai Rung Relationship Building 2010” aimed at cementing relationships with suppliers, which included planting coral as part of a campaign to combat global warming, and a charity walk rally. Mrs Kaewkao Phaenchoke, Assistant Managing Director, represented the Company and donated part of the revenue from the event, Bt.230,000 to a charitable foundation for the disabled under royal patronage of H.R.H. the Princess Mother.



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10. ชมรมค่ายอาสาพัฒนา กิจกรรมสวัสดิการ ของกลุ่มบริษัท ไทยรุ่งยูเนี่ยนคาร์ จำกัด (มหาชน) ร่วมกับหน่วยงานภาครัฐและเอกชน มอบเงิน สิ่งของเครื่องใช้ และอุปกรณ์การเรียนที่จำเป็นให้แก่นักเรียน โรงเรียนบ้านกองม่องทะ (สาขาเกรียงสะดา) ต.ไลโว อ.สังขละบุรี จ.กาญจนบุรี ใน “โครงการช่วยเหลือเด็กนักเรียนยากจนในถิ่นทุรกันดาร” ซึ่งเป็นกิจกรรมที่บริษัทฯ เล็งเห็นความสำคัญของเด็กๆ ที่จะเติบโตเป็นอนาคตของชาติต่อไป และเป็นโครงการที่ปฏิบัติอย่างต่อเนื่องทุกปี

The Association of Welfare Activity Development Volunteers of Thai Rung Union Car Plc, together with public and private sector entities, awarded scholarships and donated study and other essential materials to pupils of Bankongmongtha School, Kreungsada Branch, Laiwo Sub-District, Sangkhlaburi District, Kanchanaburi Province as part of the “Project to Assist Poor Pupils in Remote Areas”. The Company attaches great importance to this project, which it supports every year, since it is children who will grow up to be the future of the country.



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11. ดร.ปราณี เผอิญโชค ประธานกรรมการบริหาร และคุณสมพงษ์ เผอิญโชค กรรมการผู้จัดการ บริษัท ไทยรุ่งยูเนี่ยนคาร์ จำกัด (มหาชน) พร้อมคณะ สนับสนุนทุนการศึกษา พร้อมมอบอุปกรณ์กันหนาว และชุดเครื่องนอน ให้แก่นักเรียน “โรงเรียนเชียงรายได้บุญญาณกุล” จังหวัดเชียงราย โดยมีนายธีระ จันทรัตน์ ผู้อำนวยการสำนักงานบริหารงานการศึกษาพิเศษ เป็นผู้รับมอบ

Dr Praneer Phaenchoke Chairman of the Executive Committee and Mr Sompong Phaenchoke, Managing Director of Thai Rung Union Car Plc, together with other Directors supported study by donating warm bedding and clothing to pupils of the Chiang Rai Punyanukul School, in Chiang Rai Province. The donation was accepted by Mr Teera Chantararat, Director of the Bureau of Education Administration.



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12. ดร.ปราณี เผอิญโชค ประธานกรรมการบริหาร พร้อมด้วยคุณสมพงษ์ เผอิญโชค กรรมการผู้จัดการ บริษัท ไทยรุ่งยูเนี่ยนคาร์ จำกัด (มหาชน) มอบเงินจำนวน 246,850 บาท สนับสนุนค่าใช้จ่าย “โครงการสูบน้ำคลองยายต้อม” บริเวณถนนแยกพุทธมณฑล สาย 4 ตัดใหม่ เพื่อแก้ไขปัญหาน้ำท่วมชุมชน โดยมีนายมานะ ไขพันธ์แก้ว และตัวแทนจากสำนักงานเขตหนองแขมเป็นผู้รับมอบ

Dr Praneer Phaenchoke, Chairman of the Executive Committee, together with Mr Sompong Phaenchoke, Managing Director of Thai Rung Union Car Plc contributed Bt.246,850 towards the cost of the Khlong Yaitom Drainage Project in the new Phutthamontorn Sai 4 crossroads area to address the problem of flooding. Mr Manote Saipankaew and a representative from the Nong Khaem District Office received the contribution.



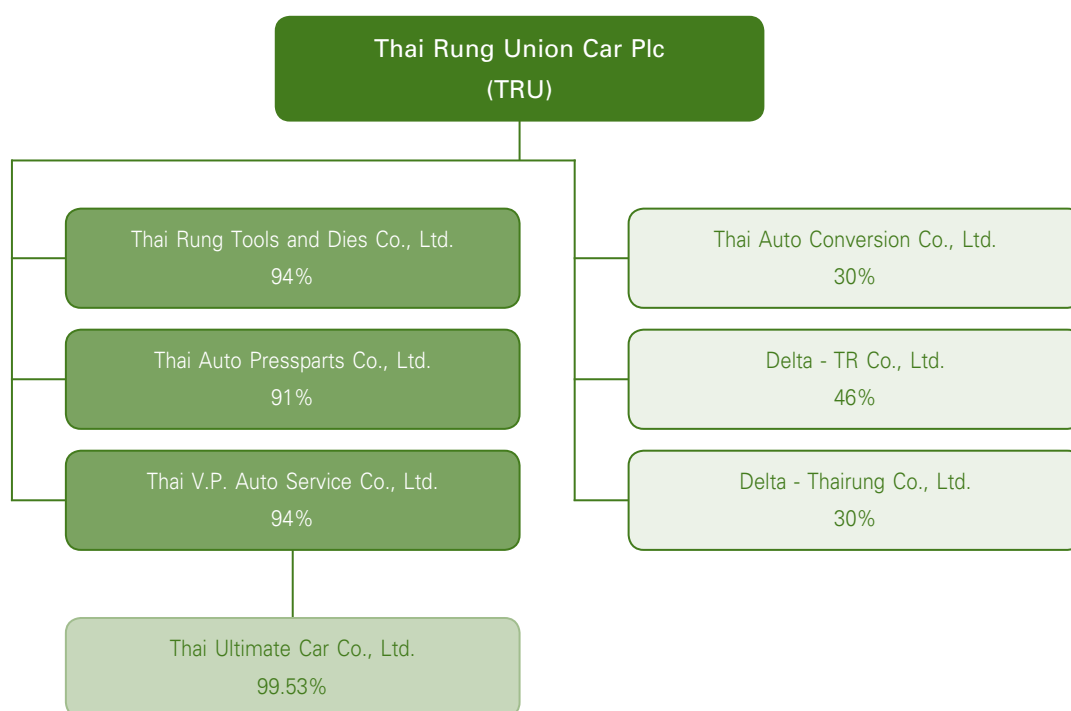


## General Information

<b>Listed Company</b>	Thai Rung Union Car Public Company Limited Companies Register Number 0107536001435	
<b>Registered share capital</b>	Bt.524,996,497 divided into 524,996,497 ordinary shares of Bt.1 each.	
<b>Paid-up share capital</b>	Bt.501,589,497	
<b>Business Activities</b>	<ul style="list-style-type: none"> <li>• Product design, research and development</li> <li>• Manufacture of dies and jigs</li> <li>• Manufacture of automotive parts</li> <li>• Vehicle assembly and modification</li> </ul>	
<b>Address</b>	28/6 Moo 1, Phetchkasem Road Soi 81, Nongkhangphloo, Nong Khaem, Bangkok 10160 Tel: 0-2431-0071-2, 0-2431-0065, 0-2420-0076 Fax: 0-2812-0844, 0-2814-5030, 0-2420-3664	
<b>Website</b>	<a href="http://www.thairung.co.th">http://www.thairung.co.th</a>	
<b>Securities Registration</b>	Thailand Securities Depository Company Limited 62, Stock Exchange of Thailand Building, Rachadaphisek Road, Klong Toey, Bangkok 10110 Tel: 0-2229-2800, 0-2654-5599 Fax: 0-2359-1259	
<b>Auditor</b>	Mr Atipong Atipongsakul      CPA No. 3500 and/or Mr Prawit Viwanthananut      CPA No. 4917 and/or Mr Bunjong Pichayaprasat      CPA No. 7147 and/or Mr Vichai Ruchitanont      CPA No. 4054 ANS Audit Co Ltd 100/72, 22 <sup>nd</sup> Floor, 100/2 Vongvanij Building B, Rama 9 Road, Huaykwang Bangkok 10310 Tel: 0-2645-0109 Fax: 0-2645-0110	

## Group Structure of Thai Rung Union Car Public Company Limited and subsidiaries

as at 31 December 2009



## General Information on Subsidiaries and Joint Venture Companies

### Subsidiary Companies

- Thai Rung Tools and Dies Co Ltd**

Registered share capital Bt.27,000,000 issued and fully paid up, divided into 270,000 ordinary shares of Bt.100 each  
 Business Activities Manufacture of dies and jigs.  
 Address 28/22 Moo 1, Phetchkasem Rd. Soi 81, Nongkhangphloo, Nong Khaem, Bangkok 10160  
 Tel: 0-2431-0071-2, 0-2431-0065, 0-2420-0076  
 Fax: 0-2814-5030, 0-2420-3664

- Thai Auto Pressparts Co Ltd**

Registered share capital Bt.400,000,000 issued and fully paid up, divided into 4,000,000 ordinary shares of Bt.100 each  
 Business Activities Manufacture of automotive body parts  
 Address Amata City Industrial Estate 7/122 Moo 4, National Highway 331, Tambol Marpyarngphorn, Amphoe Pluak Daeng, Rayong 20160  
 Tel: (038) 956-156, 956-239-42  
 Fax: (038) 956-169



- **Thai V.P. Auto Service Co Ltd**

Registered share capital Bt.25,000,000 issued and fully paid up, divided into 250,000 ordinary shares of Bt.100 each  
 Business Activities Sale of spare parts and accessories, after-sales service centre, installation of LPG and CNG vehicle conversion units, importer and distributor for Yutong buses from China  
 Address 151 Macharoen Rd., Nongkhangphloo, Nong Khaem, Bangkok 10160  
 Tel: 0-2420-6708, 0-2420-4823, 0-2812-1445-6  
 Fax: 0-2420-1601

- **Thai Ultimate Car Co Ltd**

Registered share capital Bt.25,000,000 issued and fully paid up, divided into 25,000 ordinary shares of Bt.1,000 each  
 Business Activities After-sales service, sale of spare parts.  
 Address 371 Vibhavadee Rangsit Road, Khwaeng Samsennai, Khet Phayathai, Bangkok 10400  
 Tel: 0-2616-1040-59  
 Fax: 0-2616-1063

## Joint Venture Companies

- **Delta-TR Co Ltd**

Registered share capital Bt.20,000,000 issued and fully paid up, divided into 200,000 ordinary shares of Bt.100 each  
 Business Activities Manufacture of automotive seats and related components.  
 Address 28/23 Moo 1, Phetchkasem Rd. Soi 81, Nongkhangphloo, Nong Khaem, Bangkok 10160  
 Tel: 0-2431-0071-2, 0-2431-0065, 0-2420-0076  
 Fax: 0-2812-4302

- **Thai Auto Conversion Co Ltd**

Registered share capital Bt.74,500,000 issued and fully paid up, divided into 74,500 ordinary shares of Bt.1,000 each  
 Business Activities Product development and fitting of special accessories for special purpose vehicles.  
 Address 159, Moo 16, Thaeparak Road, Tambol Bang Sao Thong, Amphoe Bang Sao Thong, Samut Prakarn Province 10540  
 Tel. 0-2313-1371-8  
 Fax 0-2313-1380

- **Delta Thairung Co Ltd**

Registered share capital Bt.300,000,000 issued and fully paid up, divided into 3,000,000 ordinary shares of Bt.100 each  
 Business Activities Manufacture of auto seats and parts and other equipment for vehicles  
 Address Amata City Industrial Estate 7/150 Moo 4, Tambol Marpyarngphorn, Amphoe Pluak Daeng, Rayong 20160  
 Tel: (038) 650-398-400  
 Fax (038) 650-400

# Nature of Business

## General Business Overview of the Company, Its Subsidiaries and Joint Ventures

Thai Rung Union Car Public Co Ltd is in the motor vehicle industry. Its main business activities are product design, research and development, manufacture of tools, dies and jigs, manufacture of metal and plastic parts, and contract assembly and modification of vehicles, including station wagons, seven-seater multi-purpose vehicles and special purpose vehicles such as TR Exclusive Limousine, Military Utility Vehicle 4 (MUV4), rapid response rescue vehicles, bus, van, ambulances, refrigerated trucks and minibuses. It is also the importer and after-sales service provider for Yutong buses from China.

The Company has seven subsidiary and joint venture companies, which are engaged in related or supporting businesses and which enable the group to provide a full range of services as well as spreading the business risks. Details are as follows.

- **Thai Rung Union Car Plc.** has three business units as follows;
  - Product design, research and development and contract research, design and modification of various types of vehicles for domestic and overseas customers.
  - Press metal parts and plastic parts including contract (sub)-assembly for car, truck and motorcycle manufactures, parts for construction tools and industrial tools, or other businesses beyond the auto industry such as electronic components, as well as for use in its own internal production processes, and export of parts for multi-purpose vehicles.
  - Contract assembly and modification of vehicles, including station wagons, seven-seater multi-purpose vehicles and special purpose vehicles such as Military Utility Vehicle 4 (MUV4), rapid response rescue vehicles, bus, van, ambulances, refrigerated trucks and minibuses.
- **Thai Rung Tools and Dies Co Ltd (TRT)** makes dies and jigs. It has received BOI promotional privileges for investments.
- **Thai Auto Pressparts Co Ltd (TAP)** started business in June 2002 at its factory at Amata City Industrial Estate, Amphoe Pluak Daeng, Rayong Province, thus considerably expanding the group's parts production capacity. Thai Auto Pressparts, which has been granted BOI promotional privileges for its investments, supplies automotive parts to the customer group formed by auto and motorcycle manufacturers in the Eastern Seaboard and surrounding areas, and also caters to the export market. In 2005 it broadened its activities to include the manufacture and sale of plastic parts.
- **Thai V.P. Auto Service Co Ltd (TVS)** provides after-sales service for Thai Rung's multi-purpose vehicles. In 2005 it expanded its activities to include plastic accessories under the name "Parto", and in 2007 it further expanded its business by becoming the Thai importer and distributor for Yutong buses from China. In 2008 it extended its range of services to include the installation of LPG and CNG vehicle conversion units
- **Thai Ultimate Car Co Ltd (TUC)** a subsidiary of TVS which it acquired in 2001 in order to expand into vehicle distribution, is a dealer and provider of after-sales service for Land Rover vehicles. It also sells equipment and accessories for multi-purpose vehicles, and spare parts. However, in view of the lack of marketing support from the importer, the Company has terminated its dealership agreement effective 1 March 2010, although it will continue to provide after-sales service for Land Rover vehicles. This termination has no material effect on the Company's consolidated financial statements.
- **Delta-TR Co Ltd (DTR)** is a joint venture with Delta Kogyo Co Ltd of Japan, for the manufacture of auto seats and related components.
- **Thai Auto Conversion Co Ltd (TAC)** is a joint venture with the Toyota Motor Group for product development and fitting of accessories for special purpose vehicles.
- **Delta Thairung Co Ltd (DTC)** is a joint venture with Delta Kogyo of Japan, newly established in 2007 to manufacture auto seats and parts and other equipment for vehicles. Its factory is at Amata City Industrial Estate, Amphoe Pluak Daeng, Rayong Province.

The Company's group policy is for each subsidiary to strive to operate profitably in its own right and to be self-sufficient in its particular activities within the overall policy of the parent.

## Breakdown of Total Revenues, Thai Rung Union Car Plc and Subsidiaries, 2007-2009

Unit: baht 000s

Product/Service	Performed by	% of shares held	2007		2008		2009	
			Revenue	%	Revenue	%	Revenue	%
Sale of vehicles, including cost of assembly and equipment and accessories fitted	TRU, TVS, TUC	94, 99.53*	667,965	28.42	414,240	18.64	375,155	26.26
Sale of parts, contract parts assembly and other contract service	TRU, TAP	91	1,288,422	54.81	1,267,834	57.06	786,095	55.03
Contract production of dies and jigs	TRT	94	100,501	4.27	293,940	13.23	81,858	5.73
Sale of spare parts and accessories and After sale service	TVS, TUC	94, 99.53*	158,210	6.73	123,210	5.54	109,964	7.70
Other revenue			135,582	5.77	122,785	5.53	75,301	5.28
<b>Total Revenues</b>			<b>2,350,680</b>	<b>100.00</b>	<b>2,222,009</b>	<b>100.00</b>	<b>1,428,373</b>	<b>100.00</b>

\* TRU holds 94% of the shares in TVS, which in turn holds 99.53% of the shares in TUC.

### Industry trends and future competitive situation

In 2009 Thailand's automotive industry decreased by 28% on the previous year, with a total of 999,378 vehicles being produced, of which 548,871 for sale in the domestic market (down by 11%) and 535,563 for export, down by 31% on the previous year as a result of the economic crisis that started in 2008 with the US sub-prime crisis and spread continuously worldwide right up until 2009, damaging consumer confidence, on top of which financial institutions tightened their conditions for auto financing, and fluctuations in the price of oil made consumers wary about expenditure in general and outlays on high value items such as cars in particular.

Turning to 2010, the incipient signs of economic recovery both at home and abroad as a result of financial and fiscal stimulus packages in various countries point to a recovery in manufacturing industry, and this together with interest rates which look set to remain steady at a low level, and the easing of credit conditions in an attempt to stimulate the economy, plus improving commodity prices, are all factors that should support domestic auto sales, particularly those of pick-up trucks. However, higher oil prices have focused the market's attention on small cars that use alternative energy sources and/or are fuel efficient such as the "eco-car" which will gradually play an increasingly important role in the market. Domestic automakers must therefore develop their eco-car technology on an ongoing basis to respond to these needs in the future. In any case, even if fuel prices increase, the pick-up truck market might not be too badly affected, since the government will probably continue to hold diesel prices steady for a while longer in order to hold down production costs in industry.

Additionally, the implementation of free trade under AFTA and various bilateral FTAs coming into effect from 1 January 2010 brings import duty on most products down to zero, increasing opportunities for foreign brands to establish themselves in the Thai market, while at the same time providing additional opportunities for Thailand to produce new models for export, particularly "eco-cars", which are expected to sell well. This, plus the fact that carmakers continue to shift their production bases to Thailand provides opportunities for parts makers including the Company to win die construction and parts making contracts (both metal and plastic) and more contract assembly and painting work, about which the Company is already in talks.

The Thai Automotive Institute has estimated that for 2010 overall the Thai automotive industry will grow by about 40%, producing 1.4 million units of which 630,000 domestic sales, up by 15%, and 770,000 exports, for a rise of 44% on last year.

# Risk Factors

## 1. Business Risks, by Business Type

### ***Multi-purpose vehicles***

- Consumers' postponement of new vehicle purchasing decisions as a result of reduced purchasing power brought about by the economic crisis that persisted from 2008 through 2009, together with tighter vehicle finance conditions, has taken its toll on sales of the Company's vehicles.
- Risks arising from the fact that the distribution channel for Isuzu pick-ups modified by the Company is limited to dealers of Tri Petch Isuzu Sales Co Ltd. Income from this business accounted in 2009 amounted to about 21% of the Company's total consolidated revenues (2008: 19%).
- Brand owners who already produce multi-purpose vehicles, and new entrants attracted into the market by the high value of the station wagon type segment.
- The implementation of free trade under AFTA coming into effect from 1 January 2010 brings import duty down to zero, increasing opportunities for foreign brands to establish themselves in the Thai market, which would increase competition.
- Higher oil prices have increasingly focused the market's attention on small cars that use alternative energy sources and/or are fuel efficient, which could have an impact on the pick-up truck market and the Company's multi-purpose vehicle business.

### ***Auto Parts and Contract Assembly***

- the implementation of free trade under AFTA coming into effect from 1 January 2010 brings import duty down to zero and thus increases manufacturers' options in terms of importing parts instead of having them made in Thailand.
- bargaining power affected by weight of major customers. Aapico Amata Co Ltd and Isuzu Motors (Thailand) Co Ltd in 2009 accounted for about 25% by value of the Company's total consolidated revenues (2008: 29%).

### ***Dies and Jigs***

- the implementation of free trade under AFTA coming into effect from 1 January 2010 brings import duty down to zero and thus increases manufacturers' options in terms of importing dies and assembly equipment instead of having them made in Thailand.
- The economic crisis that has persisted since 2008 has led many automakers to curb their production capacity and postpone new model launches, leading in turn to excess capacity in the die-making and production equipment making business; some smaller producers may be unable to continue to compete in the market; as a result price competition among the smaller players may well lessen, but that among the larger ones is bound to increase.
- Production costs for dies and jigs have risen considerably, yet it is not possible to increase prices because of growing price competition in an attempt to win business from customers, thus leading to lower profit margins.
- The effects of the economic crisis in 2009 led to several smaller die makers going out of business, so now that in the early part of 2010 several automakers are starting new model projects again, outsourcing has become more difficult, since the die makers that are still in business are working at full capacity.

### **Risk Management**

In order to spread risk and lessen the possible impact of the various risk factors, the Company has laid down policy guidelines for each business unit, as follows.

### ***Multi-purpose Vehicles***

- The Company focuses on the area of multi-purpose vehicle research and development, striving for modern features and quality in line with its target customer groups' needs. The Company has also conducted studies on developing a business for various kinds of special purpose vehicles such as TR Exclusive Limousine, Military Utility Vehicle 4 (MUV4), rapid emergency vehicles in order to expand its market and its target customer groups, taking advantage of its flexibility in terms of adapting its production processes.



- The Company has joined hands with a new business partner to develop a new multi-purpose vehicle based on the Chevrolet Colorado pickup truck, sales of which started in March 2007, opening up an additional group of customers and additional sales outlets for multi-purpose vehicles, as well as seeking alliances with producers of chassis and sales outlets for other brands which do not yet produce multi-purpose vehicles or ‘PPVs’ (pickup-passenger vehicles.)
- The Company has further developed its ‘Thairung Center’ product presentation outlets, in order to maximise customer and end-user awareness. There are currently two branches: Phetkasem and Bang Na.
- The Company put additional measures in place throughout the organisation to reduce costs and save on expenses, both in the factory and in sales and support areas, so as to streamline costs so as to be able to compete and survive the economic crisis.
- The Company is in the process of studying and developing an economy model multipurpose vehicle, with a view to expanding the new customer base and attuning to the current economic situation, which makes consumers cautious about their expenditure, particularly in items such as the purchase of a new vehicle.

#### **Auto Parts and Contract Assembly**

- The Company continues to foster its relationships with its long-standing major customers, whilst at the same time seeking new customers from other sectors such as premium level motorcycles, which is a niche market with high added value, parts for construction tools and industrial tools, or other businesses beyond the auto industry such as electronic components, and also to broaden the customer base to other countries such as China, India and Australia so as to spread the risks in terms of sources of work.
- We provide a one stop service for plastic parts, contract assembly and modification work from research and design through to finished parts.
- The Company is always on the lookout for possible foreign business alliances with a view to increasing its know-how in the areas of production technology and more efficient machinery so as to prepare for the future, and to joint investment and expanding into additional related businesses, its policy being to seek work with high added value.

#### **Dies & Jigs**

- The Company has carried out investments to improve the efficiency of the production process so as to meet the many and varied customer requirements and at the same time to improve chances of winning high value orders.
- The Company has a project to increase automation of the production process so as to lessen the impact of shortages of skilled labour, and has also arranged training courses aimed at enhancing personnel capability.
- To seek business alliances with foreign companies so as to present joint turnkey tenders overseas.
- To build dies and jigs on a tier-two basis for tier-one suppliers overseas, e.g. Europe, America, who need to outsource work to countries with lower production costs.
- To provide a one stop service for research, design, modification, right through to dies, jigs and other production equipment.

Nevertheless in order to spread the risks in all three business units, the Company also strives to diversify its business, both to reduce the risk of business concentration and to broaden the revenue base. Examples are:

- Thai V.P. Auto Service Co Ltd is sole importer and distributor for Thailand of “Yutong” brand buses.
- Expanding the business to include the production and sale of blow mould and vacuum mould plastic parts including plastic accessories under the name “Parto”, a proprietary brand owned by the Company, including growing sales on an OEM basis, so as to respond comprehensively to customers’ needs.
- The Company is a leader in the design and development of flat deck cargo boxes for pick-up trucks, which it sells to a number of truck makers for distribution in the domestic market and overseas.

## **2. Financial Risks**

Please refer to details in Note 27 to the Financial Statements for the year ended 31 December 2009.

# Shareholders and Management

## Shareholders

Major Shareholders as at 11 March 2010, last date on which the share register was closed.

No.	Name	Shares	% of total shares
1.	Mrs Pranee Phaoenchoke	245,387,500	48.92%
2.	Mr Sompong Phaoenchoke*	57,444,200	11.45%
3.	Ms Kaewjai Phaoenchoke	34,991,250	6.98%
4.	Mr Wuttichai Phaoenchoke	31,201,500	6.22%
5.	CITIBANK NOMINEES SINGAPORE PTE LTD.-S.A. PBG CLIENTS SG	24,691,925	4.92%
6.	EFG BANK SG	22,385,875	4.46%
7.	Tisco Securities Co Ltd	9,000,000	1.79%
8.	Mr Ratthawit Porrapakham	3,723,200	0.74%
9.	Mr Prin Chirathivat	2,463,200	0.49%
10.	THAI N.V.D.R. CO., Ltd.	2,325,100	0.46%
<b>TOTAL</b>		<b>433,613,750</b>	<b>86.45%</b>

Note \*Mr Sompong Phaoenchoke holds 55,194,200 shares and his wife Mrs Kaewkao Phaoenchoke holds 2,250,000 shares

## Management

### 1. Management Structure

#### 1.1 Structure of Company's Board of Directors

The Company has the following five boards and committees: Board of Directors, Audit Committee, Executive Committee, Risk Management Committee and Nomination and Remuneration Committee, each committee having the powers and duties as follows:

##### 1) Powers and Duties of the Board of Directors

- To carry out its duties in accordance with the Company's laws, objectives and regulations, including resolutions of shareholders' meetings, in accordance with the law, with integrity, ethically, prudently and with due regard to the Company's best interests.
- To arrange for a shareholders' meeting to be held at least once a year, to report to shareholders on the Company's performance and to seek shareholders' approval for matters which exceed the authority or duties of the board of directors.
- To hold a meeting of the Board of Directors at least once every three months.
- To take all necessary steps to ensure that financial and other information provided to shareholders is at all times correct, complete and transparent.
- To ensure that the Company has efficient internal control and audit systems in place.
- To consider and make decisions on important matters such as policies, business plans, administrative powers, large investment projects, related party transactions, acquisitions or disposals of assets of the listed company as covered by the regulations of the Stock Exchange of Thailand, and any other matters stipulated by law.
- To ensure that the Company's business dealings are carried out in an ethical manner.
- The Board of Directors may delegate its powers and duties to one of more Directors or to other individual(s) as it sees fit, authorizing such person or persons to act on its behalf with whatever powers and duties it may chose to assign.
- The Board of Directors has the power to appoint and to change authorised signatories empowered legally to bind the Company on its behalf.
- To consider the payment of interim dividends to shareholders.

11. To establish the Company's policies and working guidelines and to monitor administrative departments' efficient and effective implementation of such policies with a view to maximizing growth and economic value for shareholders.
12. To give advice to the Managing Director on administration and on decisions likely to have important consequences for the Company.

13. To avoid conflicts of interest amongst Company stakeholders.

The scope of the powers and duties mentioned shall not extend to:

1. Matters subject by law to a resolution of a shareholders' meeting, such as capital decrease or increase or amendments to the Company's Memorandum or Articles of Association.
2. The authorisation of any related party transaction or acquisition or disposal of listed Company's assets, which require approval by a meeting of shareholders in accordance with the regulations of the Stock Exchange of Thailand.
3. The authorisation of any transaction in which a Director is an interested party or has a conflict of interest, which requires approval by a meeting of shareholders.

## 2) Powers and duties of the Audit Committee

1. To ensure that the Company's financial reporting is accurate and adequate.
2. To ensure that the Company's internal control and internal audit systems are appropriate and effective, to consider the independence of the Internal Audit department and to give its opinion on the appointment, transfer or dismissal of the Head of the Internal Audit Department or such other department as has responsibility for internal audit.
3. To ensure that the Company operates in accordance with the law relating to securities and the stock exchange and with regulations of the Stock Exchange and laws relating to the Company's business.
4. To consider the selection and nomination of independent individuals to perform duties as the Company's auditors, and to propose their remuneration; to attend meetings with the auditors, without management departments being present, at least once a year.
5. To consider related party transactions and transactions likely to give rise to a conflict of interest so as to ensure that they are conducted in accordance with the law and with regulations of the Stock Exchange of Thailand so as to provide confidence that such transactions are fitting and proper and in the Company's best interests.
6. To deliver a report on the Audit Committee's activities for publication in the Company's Annual Report, such report to be signed by the Chairman of the Audit Committee and must contain at least the following information:
  - (a) Its opinion on the accuracy, completeness and reliability of the Company's financial statements
  - (b) Its opinion on the adequacy of the Company's internal control systems
  - (c) Its opinion on the Company's compliance with the law relating to securities and the stock exchange and with regulations of the Stock Exchange and laws relating to the Company's business
  - (d) Its opinion on the suitability of the auditors
  - (e) Its opinion on likely to give rise to a conflict of interest
  - (f) The number of times the Audit Committee has met, together with individual attendance details
  - (g) Its opinion or general observations based on the performance of its duties as per its charter
  - (h) Any other matters that it considers shareholders and investors generally should know within the scope of action, duties and responsibilities assigned to it by the Company's Board of Directors.
7. To carry out any other duties assigned to it by the Company's Board of Directors with the agreement of the Audit Committee

### 3) Powers and Duties of the Executive Committee

1. To control and take care of the general conduct of the Company's business and perform duties assigned to it by the Company's Board of Directors in order to achieve the Company's objectives.
2. To direct and monitor the successful implementation of policies and working plans assigned by the Company's Board of Directors to the various administrative departments.
3. To examine, consider and authorise important and urgent business within the scope of its powers and duties and monetary limitation determined by the Company's Board of Directors but in any case not exceeding Bt.400m.
4. To establish financial policies and supervise and monitor the administration of all financial work, including all business conducted with financial institutions, with a view to optimising efficiency.
5. To consider and authorise transactions within the Company's scope of business.
6. To perform such other duties as may be assigned by the Company's Board of Directors.

The scope of the powers and duties mentioned shall not extend to the authorisation of any transaction in which the executive board or an individual is an interested party or involving a conflict of interest on the part of the executive board or an individual, nor any related party transaction nor the acquisition or disposal of listed Company's assets, in accordance with the regulations of the Stock Exchange of Thailand

### 4) Powers and duties of the Risk Management Committee

1. To establish a policy and framework for managing the Company's overall risk situation, covering the various risks that might affect the Company's results and reputation.
2. To establish strategies which are in accordance with the Company's overall risk management policy and which enable risks to be gauged, monitored, taken care of and kept at appropriate levels, including the setting up of advance warning systems.
3. To review the adequacy and effectiveness of risk management policies and systems and monitor adherence to those policies on an ongoing basis so as to enhance the prudence, security and efficiency of the Company's overall risk management.
4. The Risk Management Committee has the power to establish and define the roles of sub-committees and working committees for managing the various kinds of risk as it sees fit, and all such committees shall report directly to the Risk Management Committee.
5. The Committee is empowered to call for documents and information and to require individuals to provide facts for consideration so as to be able to achieve its objectives.
6. To communicate with the Audit Committee in order to ensure that risk management systems are in line with internal controls and in accordance with policies and strategies that have been established.
7. To report to the Board on risks and risk management.

### 5) Powers and duties of the Nomination and Remuneration Committee

1. To select persons with characteristics appropriate to the position of Company Director using transparent criteria and considering any names put forward by shareholders for nomination to the Board of Directors.
2. To select persons with characteristics appropriate to the position of Chairman of the Executive Committee and Managing Director in the event of their being a vacancy, for nomination to the Board of Directors for their consideration, and to prepare a succession plan for senior executive positions.
3. To set policies, methodology and criteria for establishing Directors' remuneration fairly and in consonance with the Company's results and with each individual's performance.
4. To consider, review and present proposals for establishing Directors' remuneration.
5. To present reports and proposals of the Nomination and Remuneration Committee to meetings of the Company's Board of Directors for their consideration.
6. To perform such other duties as the Company's Board of Directors may from time to time assign to it.



## 1.2 List of names of Company Directors

### 1) Board of Directors

As at 31 December 2009 all nine positions on the Board of Directors were occupied as follows.

Name	Position
Mrs Pranee Phaoenchoke	Chairman of the Board
Mr Sompong Phaoenchoke	Director
Ms Kaewjai Phaoenchoke	Director
Mr Wuttichai Phaoenchoke	Director
Mr Somkiat Nimrawee	Director
Mr Anthony Farquhar McDonald	Director
Mr Pricha Attavipach	Independent Director
Mr Kavee Vasuvat	Independent Director
Mr Suvait Theeravachirakul	Independent Director

Mr Sakchai Komgris Company Secretary and Secretary to the Board of Directors:

#### Quorum for Board Meetings

1. A quorum for a meeting of the Board of Directors is constituted by not less than half the total number of Board of Directors.
2. Resolutions are passed by a simple majority of votes by Directors present, each Director having one vote.
3. At each Annual General Meeting of the Company at least one third of the Directors, or if the number of Directors is not divisible by three then the nearest number to one third, must retire, the longest serving Directors retiring first. Directors retiring by rotation may be re-appointed for a further term of office.

### 2) Audit Committee

As at 31 December 2009 the Company's Audit Committee was composed of three independent directors as follows.

Name	Position
Mr Pricha Attavipach	Chairman of the Audit Committee
Mr Kavee Vasuvat	Member of the Audit Committee
Mr Suvait Theeravachirakul*	Member of the Audit Committee

Secretary to the Audit Committee: Mr Phakkawat Suwanmajo

Note: \* Mr Suvait Theeravachirakul is a member of the Audit Committee with knowledge and experience in examining companies' financial statements

Members of the Audit Committee serve for a term of two years. A quorum for a meeting of the Audit Committee is constituted by not less than half the total number of Committee Members. Resolutions are carried by the affirmative votes of not less than half the total number of Members present.

### 3) Executive Committee

As at 31 December 2009 the Company's Executive Committee consisted of five Directors, as follows:

Name	Position
Mrs Pranee Phaoenchoke	President
Mr Sompong Phaoenchoke	Managing Director
Ms Kaewjai Phaoenchoke	Director
Mr Wuttichai Phaoenchoke	Director
Mr Somkiat Nimrawee	Director

Secretary to the Executive Committee: Mr Sakchai Komgris

Directors on the Executive Committee serve for a term of three years. A quorum for a meeting of the Executive Committees is constituted by not less than half the total number of Directors. Resolutions are carried by the affirmative votes of not less than half the total number of Directors present.

### 4) Risk Management Committee

As at 31 December 2009 the Company's Risk Management Committee was composed of seven members, as follows:

Name	Position
Mr Sompong Phaoenchoke	Chairman of the Risk Management Committee
Mr Somkiat Nimrawee	Member of the Risk Management Committee
Mr Wuttichai Phaoenchoke	Member of the Risk Management Committee
Mrs Kaewkaow Phaoenchoke	Member of the Risk Management Committee
Mr Suvait Theeravachirakul	Member of the Risk Management Committee
Mr Likhit Laobawornseadthee	Member of the Risk Management Committee
Mr Phakkawat Suwanmajo	Member of and Secretary to the Risk Management Committee

Members of the Risk Management Committee serve terms of two years. A quorum for a meeting of the Risk Management Committee is constituted by not less than half the total number of Members. Resolutions are carried by the affirmative votes of not less than half the total number of Members present.

## 5) Nomination and Remuneration Committee

As at 31 December 2009 the Company's Nomination and Remuneration Committee was composed of three members (two independent directors and one non-executive board) as follows:

Name	Position
Mr Pricha Attavipach	Chairman of the Nomination and Remuneration Committee
Mr Kavee Vasuvat	Member of the Nomination and Remuneration Committee
Mr Somkiat Nimrawee	Member of the Nomination and Remuneration Committee

Secretary to the Nomination and Remuneration Committee : Mr. Sakchai Komgris

Members of the Remuneration Management Committee serve terms of two years. A quorum for a meeting of the Remuneration Management Committee is constituted by not less than half the total number of Members. Resolutions are carried by the affirmative votes of not less than half the total number of Members present.

### Directors' signing powers

Directors' signatory powers to bind the Company must be granted by a general meeting of shareholders and recorded in the Company's registry. At present such powers are as follows:

Any one of the following Directors, acting alone, may bind the Company with his or her signature and the Company seal:

Mrs Pranee Phaoenchoke  
Mr Sompong Phaoenchoke  
Ms Kaewjai Phaoenchoke

The following two Directors, acting together, may jointly bind the Company with their signatures and the Company seal:

Mr Wuttichai Phaoenchoke  
Mr Anthony Farquhar McDonald

## Information of Board of Directors

### 1. Mrs. Pranee Phaoenchoke

Chairman of the Board of Director & President

Age : 71

#### Academic Qualifications :

- Honorary doctorate in Business Administration, American Coastline University, U.S.A.
- Honorary Master's Degree in Commerce and Accountancy Thammasart University

#### 5 years experience working

- Chairman of the Board of Director & President  
Thai Rung Union Car Plc.

- Director & President

Chaicharoenkij Motors Co. Ltd.  
Thai V.P. Auto Service Co. Ltd.  
Sinthoranee Property Co. Ltd.  
Delta-TR Co. Ltd.  
Isuzu V. Motor Co. Ltd.

Thai V.P. Corporation Co. Ltd.  
Thai Ultimate Car Co. Ltd.  
First Part Co. Ltd.  
Thai Auto Pressparts Co. Ltd.  
Lexus Auto City Co. Ltd.

Thai Rung Tools and Dies Co. Ltd.  
V.P. Auto Enterprise Co. Ltd.  
Isuzu Chaicharoenkij Motors Co. Ltd.  
Europe Thai Car Rent Co. Ltd.  
V.P.K. Auto Co., Ltd.

- Director

Delta Thairung Co.,Ltd.

Shareholding as of March 11, 2010 : 245,387,500 shares (48.92%)



### 2. Mr. Sompong Phaoenchoke

Director & Managing Director

Age : 49

#### Academic Qualifications :

- Master's degree in Industrial Engineering, Keio University, Japan
- National Defence College Class of 2006
- Capital Market Academy No.8
- Director Certification Program 26/2003: IOD

#### 5 years experience working

- Director, Managing Director & Chairman of Risk Management Committee  
Thai Rung Union Car Plc.

- Director & Vice President

Thai V.P. Corporation Co. Ltd.  
First Part Co. Ltd.  
Isuzu V. Motor Co. Ltd.

Thai Ultimate Car Co. Ltd.  
Isuzu Chaicharoenkij Motors Co. Ltd.  
Lexus Auto City Co. Ltd.

V.P. Auto Enterprise Co. Ltd.  
Europe Thai Car Rent Co. Ltd.  
Delta Thairung Co. Ltd.

- Director & Managing Director

Thai Rung Tools and Dies Co. Ltd.  
Thai V.P. Auto Service Co. Ltd.  
Thai Auto Pressparts Co. Ltd.

Delta-TR Co. Ltd.

- Director

Chaicharoenkij Motors Co. Ltd.  
Sinthoranee Property Co. Ltd.

Thai Auto Conversion Co. Ltd.

- Advisor to the Minister of Industry Ministry

Shareholding as of March 11, 2010: 57,444,200 shares (11.45%)



### 3. Mr. Wuttichai Phaoenchoke

Director

Age : 40

#### Academic Qualifications :

- Master's degree in Automotive Engineering, Coventry University, U.K.

#### 5 years experience working

- Director, Executive Board & Member of Risk Management Committee  
Thai Rung Union Car Plc.
- Director & Managing Director  
Isuzu Chaicharoenkij Motors Co. Ltd. Sinthoranee Property Co. Ltd.  
Isuzu V. Motor Co. Ltd. Europe Thai Car Rent Co. Ltd.
- Director & Deputy Managing Director  
Thai V.P. Auto Service Co. Ltd.
- Director  
Thai Ultimate Car Co. Ltd. Thai Auto Pressparts Co. Ltd.  
Thai Rung Tools and Dies Co. Ltd. V.P. Auto Enterprise Co. Ltd.

Chaicharoenkij Motors Co. Ltd.

Thai V.P. Corporation Co. Ltd.  
Delta-TR Co. Ltd.

Shareholding as of March 11, 2010: 31,201,500 shares (6.22%)



### 4. Ms. Kaewjai Phaoenchoke

Director

Age : 45

#### Academic Qualifications :

- Bachelor Degree in Financial Administration University of New England Australia
- Director Certification Program 29/2003: IOD

#### 5 years experience working

- Director & Executive Board  
Thai Rung Union Car Plc.
- Director & Chief Executive Officer  
Thai Ultimate Car Co. Ltd. Thai V.P. Corporation Co. Ltd.  
Isuzu Chaicharoenkij Motors Co. Ltd. V.P. Auto Enterprise Co. Ltd.  
V.P.K. Auto Co., Ltd.
- Director  
Chaicharoenkij Motors Co. Ltd. Thai V.P. Auto Service Co. Ltd.  
Sinthoranee Property Co. Ltd. Thai Auto Pressparts Co. Ltd.

First Part Co. Ltd.  
Isuzu V. Motor Co. Ltd.

Thai Rung Tools and Dies Co. Ltd.

Shareholding as of March 11, 2010: 34,991,250 shares (6.98%)





## 5. Mr. Pricha Attavipach

Independent Director & Chairman, Audit Committee

Age : 72

### Academic Qualifications :

- Bachelor's Degree in industrial engineering Chulalongkorn University
- Master's Degree (MS) in engineering (Industrial Engineering & Management) Oklahoma State University, U.S.A.
- National Defence College of Thailand, Class of 1989
- Director Certification Program 39/2004: IOD
- Finance for Non-Finance Directors 8/2004: IOD



### 5 years experience working

- Independent Director & Chairman, Audit Committee and Nomination & Remuneration Committee  
Thai Rung Union Car Plc.
- Director & Audit Committee  
Siam Cement Plc.
- Chairman
  - Tongkah Harbour Plc.
  - Ruamkijaungthong Warehouse Co.,Ltd.
  - Chaiyananbangplee Parkland Co.,Ltd.
  - Ekaratpattana Co.,Ltd.
  - T S G Asset Co., Ltd.
  - T S Oil Industry Co.,Ltd.
  - Kaset Thai Sugar Co.,Ltd.
  - Ruampol Enterprise Co., Ltd.
  - Archan Lai-arj Phamarapa Foundation
  - Thai Sugar Terminal Plc.
  - Pan-Paper 1992 Co.,Ltd.
  - Environment Pulp and Paper Co.,Ltd.
  - T S Warehouse Co., Ltd.
  - T S Flour Mill Co.,Ltd.
  - T S Transport and Logistics Co.,Ltd.
  - Thaidentity Sugar Factory Co., Ltd.
  - Khun Ying Phanchuen Ruensiri Foundation
  - Industrial Development Foundation
- Director
  - H.C. Starck Co.,Ltd.
  - SIAM P.P. International Co.,Ltd.
- Specialist Senior Engineering Council of Engineers
- Law Councilor Ministry of Labour
- Academic Director of the Safety and Health Vocational Management System  
The Engineering Institute of Thailand Under H.M. The King's Patronage (E.I.T.)
- Chairman of Council Chaopraya University

Shareholding as of March 11, 2010 : 280,000 shares (0.06%)

## 6. Mr. Kavee Vasuvat

Independent Director & Audit Committee

Age : 74

### Academic Qualifications :

- Bachelor's degree in Electrical Engineering Royal Melbourne Institute of Technology, Australia
- Director Forum Program 1/2000 : IOD
- Director Accreditation Program 23/2004 : IOD
- Director Certification Program 58/2005 : IOD
- Finance for Non-Finance Directors 18/2005 : IOD
- Audit Committee Program 10/2005 : IOD

### 5 years experience working

- Independent Director, Audit Committee, Member of Nomination & Remuneration Committee  
Thai Rung Union Car Plc.
- Independent Director & Chairman Audit Committee & Member Remuneration Committee  
Thai Steel Cable Plc.
- Chairman  
Q.E.D. Creation Co. Ltd.

Shareholding as of March 11, 2010: None



## 7. Mr. Suvait Theeravachirakul

Independent Director & Audit Committee

Age : 51

### Academic Qualifications :

- Master's degree in MBA, Wagner College, New York NY, U.S.A.
- Director Certification Program 9/2001 : IOD
- Audit Committee Program 15/2006 : IOD

### 5 years experience working

- Independent Director & Member, Audit Committee and Risk Management Committee  
Thai Rung Union Car Plc.
- Executive Director  
Patum Rice Mill and Granary Plc.  
Siam Piwat Co. Ltd.
- Director & President  
MBK Plc.
- Director  
Royal Orchid Hotel (Thailand) Plc.  
Vachirachart Consultant Co.,Ltd.
- Independent Director & Member, Audit Committee  
IFS Capital (Thailand) Plc.

Shareholding as of March 11, 2010: 15,012 shares (0.003%)



## 8. Mr. Somkiat Nimrawee

Director

Age : 58

### Academic Qualifications :

- Bachelor's degree in Finance & Accounting, Thammasart University
- Director Accreditation Program 10/2004 : IOD

### 5 years experience working

- Director, Executive Board, Member of Nomination & Remuneration Committee and Risk Management Committee  
Thai Rung Union Car Plc.
- Managing Director  
Dan-Thai Equipment Co. Ltd.  
Dan-Thai Handling System Co. Ltd.  
Dan-Thai Engineering Co. Ltd.

Shareholding as of March 11, 2010: 80,000 shares (0.02%)



## 9. Mr. Anthony Farquhar McDonald

Director

Age : 44

### Academic Qualifications :

- Master's degree in Marketing Thammasart University
- Bachelor Degree in Financial Administration University of New England Australia
- Director Certification Program 83/2007 : IOD

### 5 years experience working

- Director  
Thai Rung Union Car Plc.
- Managing Director  
Astudo Hotel and Resort Group

Shareholding as of March 11, 2010: None



### 1.3 Criteria for Appointment of Independent Directors

The selection process for Independent Directors can be seen in the heading concerning criteria for selection of Directors and Administrators. Independent Directors must have qualities in accordance with the Company's definition of Independent Director which in turn is in accordance with that of the SEC, as follows.

#### Characteristics and definition of independent director of Thai Rung Union Car Plc

1. Does not hold more than 1% of the total number of voting shares in the parent Company, or of any of its subsidiaries or joint venture companies or in any entity likely to give rise to a conflict of interest, shares held by related persons to be included in the calculation in accordance with directive 258 of the Securities Act.
2. Does not take part in administering the work, is not a contractor or an employee or consultant in receipt of a regular salary and is not in a position to exert control over the Company, its subsidiaries, joint ventures or fellow-subsiidiaries or on any entity likely to give rise to a conflict of interest (at present, and in the two years prior to his appointment.)
3. Does not have business dealings with the Company:
  - 3.1 Is not an auditor of the Company.
  - 3.2 Does not provide other professional services to the Company such as legal or financial consultancy or appraisal worth more than Bt.2m per year.
  - 3.3 Does not have habitual related party transactions by way of rent or lease, whether as lessor or lessee, of real estate, or concerning assets/services or the receipt or provision of financial assistance with a value exceeding Bt.20m or 3% of NTA, whichever is the lower, including transactions carried out in the one year prior to the carrying out of any given transaction.

He must not have business relations as defined in 3.1 to 3.3 above at present, nor in the two years prior to his appointment except where there is necessary and proper reason and in any case not continuously or constantly. An Independent Director or Audit Committee Member may have relations that go beyond those stipulated while performing his office, but only after obtaining the unanimous prior approval of the Company's Board of Directors and subject to the relationship being disclosed per Form 56-1, in the Annual Report and in the letter of invitation to the Shareholders' Meeting in the event that the Shareholders' Meeting is to be asked to renew the term of office of the Independent Director or Audit Committee Member concerned.

4. Is not related by blood or marriage to (i.e. is not the father, mother, spouse, sibling or child of or the spouse of a child of an Administrator, major shareholder or other person in a position of authority or candidate as Administrator or person in a position of authority of the Company or any of its subsidiaries.
5. Has not been appointed to represent a Director or major shareholder or other shareholder that is a related party to a major shareholder.
6. Does not have any other characteristic limiting his independence.
7. An Independent Director having the characteristics set out in points 1 to 6 above may be given powers by the Board of Directors to decide on matters involving the Company, its subsidiaries, its joint ventures or fellow-subsiidiaries or entities likely to have a conflict of interest on a collective decision basis.

#### 1.4 Number of Board Meetings held and individual Directors' attendance record

The following table shows a summary of the number of meetings held in 2009 – Board meetings, meetings of Board Committees and Meetings of Shareholders - and individual Directors' attendance record.

Meetings attended / Meetings held

Name	Company Board of Directors	Executive Committee	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee	Attendance at Shareholders' Meetings
1. Mrs Pranee Phaoenchoke	4/4	5/5	-	-	-	1/1
2. Mr Sompong Phaoenchoke	4/4	5/5	-	-	4/4	1/1
3. Ms Kaewjai Phaoenchoke	3/4	5/5	-	-	-	1/1
4. Mr Wuttichai Phaoenchoke	3/4	4/5	-	-	0/4	1/1
5. Mr Anthony Farquhar McDonald	2/4	-	-	-	-	0/1
6. Mr Somkiat Nimrawee	4/4	5/5	-	2/2	4/4	1/1
7. Mr Pricha Attavipach	4/4	-	4/4	2/2	-	1/1
8. Mr Kavee Vasuvat	4/4	-	4/4	2/2	-	1/1
9. Mr Suvait Theeravachirakul	4/4	-	4/4	-	4/4	1/1
10. Mrs Kaewkao Phaoenchoke	-	-	-	-	1/4	-
11. Mr Sakchai Komgris (Secretary)	4/4	5/5	-	2/2	-	1/1
12. Mr Likhit Laobawornseadthee	-	-	-	-	4/4	-
13. Mr Phakkawat Suwanmajo	-	-	-	-	4/4	-

#### 1.5 Company Administrators

As at 31 December 2009 The Company's Administrators as per the SEC definition were as follows:

Name	Position
1. Mrs Pranee Phaoenchoke	President
2. Mr Sompong Phaoenchoke	Managing Director
3. Mr Prakarn Cheunchokesan	Deputy Managing Director
4. Mr Somchai Yamwannang	Deputy Managing Director
5. Mr Wuttichai Phaoenchoke	Assistant Managing Director, Research & Development line
6. Mrs. Kaewkao Phaoenchoke	Assistant Managing Director, Business line
7. Mr Sakchai Komgris	Assistant Managing Director, Administration line and Company Secretary
8. Mr Likhit Laobawornseadthee	Assistant General Manager, Accounting & Finance Dept.



## Managing Director's Powers and Duties

1. To control and oversee the pursuance of the Company's business in general and to perform duties assigned by the Company's Board of Directors or Executive Committee, ensuring that objectives are met.
2. To follow up and monitor the implementation of policies and working plans, ensuring that the administrative departments concerned duly perform the various tasks assigned them by the Company's Board of Directors or Executive Committee, with the desired results.
3. To consider and, if appropriate, approve important and urgent transactions within the scope of his powers and duties and such monetary limits as the Company's Board of Directors may establish, up to a maximum of Bt.200 million.
4. To control and oversee financial administration, including dealings with financial institutions, ensuring that it is in accordance with financial policies and as efficient as possible in accordance with assignments from the Company's Board of Directors or Executive Committee.
5. To consider and, if appropriate, approve business transactions within the Company's authorised areas of business.
6. To perform such other duties as may be assigned by the Company's Board of Directors or Executive Committee.

The scope of the powers and duties mentioned shall not extend to the authorisation of any transaction in which the Managing Director or an individual with a possible conflict of interest is an interested party or where there is a conflict of interest regarding the benefits of a related party transaction, or the acquisition or disposal of the listed Company's assets, in accordance with the regulations of the Stock Exchange of Thailand.

## 1.6 Business dealings or professional services between Independent Directors and the Company

During the year 2009 no Independent Director had any business relations with or provided professional services to the Company, its subsidiaries or joint ventures or juristic persons with possible conflicts of interest for a value exceeding that stipulated in the SEC's recent announcement regarding application for and granting of authorisation to offer new shares for sale.

## 2. Nomination of Directors and Administrators

The Company appointed a Nomination and Remuneration Committee on 13 August 2009, assigning additional powers and duties relating to nomination to the members of the existing Remuneration Committee (details of scope of powers and duties of the Committee can be seen under the heading Structure of Company Boards and Committees.)

In the process for selecting individuals to be appointed as Directors includes, Independent Director and Company Administrators consideration of a number of characteristics including skills, experience and capability, especially in areas that are of the greatest benefit to the Company, and integrity. In fairness to shareholders Independent Directors must have qualities in accordance with the Company's definition of Independent Director which in turn is in accordance with that of the SEC (details of the Company's definition of Independent Director can be seen under the heading concerning criteria for selection of Independent Directors) each individual should be able to dedicate the necessary time to attending board meetings on a regular basis, and thus no individual should hold directorships of several listed companies at same time. Finally the individual must not possess any of the qualities or characteristics prohibited by the Listed Companies Act.

The Company has extended the opportunity to shareholders to put forward suitable names to be considered for nomination as Directors of the Company in advance, in accordance with criteria laid down by the Company and published through the SET and the Company's website, for the Nomination and Remuneration Committee to first consider the qualities of those put forward as possible Directors or Independent Directors of the Company, prior to submitting selected names to the Company's Board of Directors, which in turn proposes appointments to the General Meeting of Shareholders. Approval is by simple majority of votes of those shareholders present or duly represented at the meeting and in possession of voting rights, as follows:

1. Each share confers the right to one vote.
2. Each shareholder who votes must use all his votes as per (1) above for a single individual or for a number of individuals together, but may not allocate votes individually.
3. The individuals receiving the highest number of votes will be selected in descending order for appointment as Directors of the Company depending on the number of Directors to be appointed on each occasion. In the event that two candidates receive the same number of votes and that appointing them both would lead to exceeding the required number of Directors, the Chairman of the meeting shall exercise a casting vote.

### 3. Directors' and Administrators' Remuneration

#### 3.1 Monetary remuneration

##### (a) Board of Directors

Total remuneration received by all nine Directors from the Company in their capacity as Directors by way of Directors' stipends and meeting fees in 2009 a total of Bt.2,840,000 Details are as follows:

Director's Name	2009 (Baht)	2008 (Baht)
1. Mrs Pranee Phaoenchoke	370,000	300,000
2. Mr Sompong Phaoenchoke	280,000	260,000
3. Ms Kaewjai Phaoenchoke	270,000	250,000
4. Mr Wuttichai Phaoenchoke	270,000	260,000
5. Mr Pricha Attavipach	530,000	630,000
6. Mr Somkiat Nimrawee	290,000	260,000
7. Mr Anthony Farquhar McDonald	260,000	240,000
8. Mr Kavee Vasuvat	290,000	270,000
9. Mr Suvait Theeravachirakul	280,000	260,000
<b>Total</b>	<b>2,840,000</b>	<b>2,730,000</b>

##### (b) Administrators (excluding Directors)

	2009		2008	
	Number of persons	Total Amount (Baht)	Number of persons	Total Amount (Baht)
Salaries <sup>1</sup>	6	10,103,252	7	9,783,883
Annual remuneration <sup>1,2</sup>	4	262,618	6	877,912
Living Allowances	6	248,284	5	363,198
Company Secretary's position allowance	1	84,000	1	21,000
<b>Total</b>		<b>10,698,154</b>		<b>11,045,993</b>

- Notes
1. The monthly and annual remuneration of the President of the Executive Committee and the Managing Director have been considered by the Nomination and Remuneration Committee and approved by the Company's Board of Directors.
  2. The President of the Executive Committee and the Managing Director had renounced their right to receive remuneration for the year 2009.

### 3.2 Non-monetary remuneration

#### (a) Directors

Stock options conferring the right to buy ordinary shares of the Company under the ESOP 2003 programme which ran for five years, the total number of stock options being 24,999,000 and the exercise price Bt.5.00\* per unit. The ESOP expired on 30 June 2009. Numbers of options allocated to and exercised by each individual throughout the life of the programme were as follows.

No.	Name	Position	Number of stock options allocated	Number of stock options exercised
1	Mrs Pranee Phaoenchoke	Chairman of the Board	7,900,000	-
2	Mr Sompong Phaoenchoke	Managing Director	5,300,000	1,060,000
3	Ms Kaewjai Phaoenchoke	Director	4,700,000	-
4	Mr Wuttichai Phaoenchoke	Director	4,300,000	-
5	Mr Pricha Attavipach	Director	300,000	120,000
6	Mr Anthony Farquhar McDonald	Director	200,000	-
7	Mr Somkiat Nimrawee	Director	200,000	80,000
8	Mr Kavee Vasuvat	Director	150,000	-
9	Mr Suvait Theeravachirakul	Director	150,000	-

Warrants remaining unexercised after the programme's expiry date are deemed to have expired with immediate effect and can no longer be exercised.

#### (b) Administrators

Company car

### Dividend Policy of Company and Subsidiaries

#### (a) Payment of dividends by the Company to Shareholders

TRU's dividend policy is to pay a dividend each year of approximately 40% of its consolidated net earnings of the previous year, subject to TRU and its affiliates' cash flow and investment plans, and other future considerations as to necessity and appropriateness.

#### (b) Payment of dividends by Subsidiaries to the Company

Subsidiary companies Thai Rung Tools and Dies Co. Ltd., Thai V.P. Auto Service Co. Ltd., Thai Auto Pressparts Co. Ltd., and Thai Ultimate Car Co. Ltd. consider their policy year by year in light of their investment requirements and other circumstances as appropriate.

## Auditors' Remuneration

### a) Audit fees

In 2009 the Company and its subsidiaries changed auditors from Ernst & Young Office Co Ltd to ANS Audit Co Ltd. Audit fees paid to ANS Audit Co Ltd by the Company and its subsidiaries in 2009 were as follows, with comparative figures for 2008.

		Baht	
Company	2009	2008 <sup>1</sup>	
Thai Rung Union Car Plc.	550,000	790,000	
Thai V.P. Auto Service Co Ltd	220,000	310,000	
Thai Rung Tools and Dies Co Ltd	190,000	290,000	
Thai Auto Pressparts Co Ltd	220,000	330,000	
Thai Ultimate Car Co Ltd	320,000	510,000	
Thai Auto Body Assembly Co Ltd <sup>2</sup>	-	30,000	
TRU Leasing Co Ltd <sup>2</sup>	-	30,000	
<b>Total</b>	<b>1,500,000</b>	<b>2,290,000</b>	

Notes 1. 2008: paid to Ernst & Young Office Co Ltd

2. Thai Auto Body Assembly Co Ltd and TRU Leasing Co Ltd were wound up on 26 December 2008 and 5 January 2009 respectively, so there were no audit fees for these companies in 2009.

### b) Non-audit fees

Non-audit fees paid to ANS Audit Co Ltd by the Company and its subsidiaries in 2009 were as follows, with comparative figures for 2008.

		Baht	
Item	Payer	2009	2008 <sup>1</sup>
Other service charges <sup>2</sup>	Company	16,313	39,459
Other service charges <sup>2</sup>	Subsidiaries	31,298	63,670
Special service fees in accordance with BOI instructions	Thai Auto Pressparts Co Ltd	40,000	70,000
<b>Total</b>		<b>87,611</b>	<b>173,129</b>

Notes 1. 2008: paid to Ernst & Young Office Co Ltd

2. Other service charges such as travelling, accommodation, telephone and photocopying expenses, cost of binding for Financial Statements, files, etc., invoiced as incurred.

# Related Party Transactions

## (1) Transactions during the past year with parties having possible conflicts of interest

Related company	Main type of Business	Thai Rung Group Counterparty	Related Party Transactions 2009 (Baht millions)		Outstanding (Baht millions)	
Isuzu Chaicharoenkij Motor Co Ltd	Isuzu dealer Sale of spare parts After-sales service	TRU, TUC	Sale of vehicles and accessories	143.87	Trade debtors	30.14
		TVS	Purchase of spares, vehicle repairs	0.70	Other debtors	0.62
		TVS	Sale of spare parts	0.77	Trade creditors	0.34
		TRU, TUC	Commissions and sales promotion expenses	0.65	Other creditors	5.27
		TRU	Loan	49.41	Short term loans	49.41
Isuzu V. Motor Co Ltd	Isuzu dealer Sale of spare parts After-sales service	TRU, TUC	Sale of vehicles and accessories	-	Trade debtors	0.02
		TVS	Sale of spare parts	0.07	Other debtors	-
		TRU, TUC	Commissions and sales promotion expenses	0.49	Trade creditors	0.02
Firstpart Co Ltd	Sale of spare parts & accessories Auto repair & maintenance	TUC, TVS	Sale of spare parts	14.45	Trade debtors	4.70
		TVS	Purchase of spares, vehicle repairs	0.55	Other debtors	1.31
		TUC	Commissions and sales promotion expenses	0.10	Trade creditors	0.72
		TUC	Income from rental of land and showroom	3.00	Other creditors	-
V.P. Auto Enterprise Co Ltd	Ford dealer Sale of spare parts After sales service	TVS	Purchase of spares and payment for service	0.84	Trade debtors	0.02
		TUC, TVS	Sale of spare parts	0.47	Other debtors	0.27
		TUC	Income from rental of land and showroom	1.33	Trade creditors	0.05
VPK Auto Co Ltd	Ford dealer Sale of spare parts After sales service	TUC	Purchase of spare parts	-	Trade debtors	-
		TUC	Sale of spare parts	1.20	Other debtors	-
					Trade creditors	0.01
Thai V.P. Corporation Co Ltd	Vehicle rental	TRU, TAP, TUC, TVS, TRT	Vehicle rental	2.59	Trade debtors	0.05
		TRU, TVS, TUC	Sale of spare parts	0.21	Other debtors	0.20
		TUC	Income from rental of land and showroom	0.36	Trade creditors	0.03
Phothiphoom Co Ltd	Real estate	TUC	Cost of leasing land	1.80	Other creditors	-
V.P. Capital Assets Co Ltd	Real estate	TRU	Cost of leasing land	14.67	Other debtors	-
		TRU	Cost of renting showroom	0.36	Other creditors	0.01
Sinthoranee Land and Construction Co Ltd	Real estate	TUC, TVS	Land lease cost & amort. of leasehold rights	2.50	Other debtors	-
					Other creditors	-
Lexus Auto City Co Ltd	Lexus dealer	TUC	Income from rental of land and showroom	1.83	Other debtors	0.31

### Note

Thai Rung Tools and Dies Co. Ltd.

TRT

Thai V.P. Auto Service Co. Ltd.

TVS

Thai Auto Pressparts Co. Ltd.

TAP

Thai Ultimate Car Co. Ltd.

TUC



## Nature of relationships

1. TRT, TVS and TAP are subsidiaries of TRU, in which the Phaoenchoke group hold directorships and are the major shareholders.
2. TUC is a subsidiary of TVS, which holds 99.53% of the shares, the Phaoenchoke group holding the remaining 0.47%.
3. The above listed companies having possible conflicts of interest are related companies in which members of the Phaoenchoke group are both directors and major shareholders as follows

Related Companies	Shares held by				Directorship held in Related Companies			
	Phaoenchoke group	ICCK	TVP	Others	Mrs. Pranee	Mr. Sompong	Ms.Kaewjai	Mr. Wuttichai
Isuzu Chaicharoenkij Motor Co., Ltd.	100.00%	-	-	-	C	D	D	D, MD
Isuzu V. Motor Co., Ltd.	0.001%	99.999%	-	-	C	D	D	D, MD
Firstpart Co., Ltd.	100.00%	-	-	-	C	D	D, MD	-
V.P. Auto Enterprise Co., Ltd.	0.20%	-	99.80%	-	C	D	D, MD	D
VPK Auto Co., Ltd.	0.00%	-	82.00%	18.00%	C	-	D, MD	-
Thai V.P. Corporation Ltd	100.00%	-	-	-	C	D	D, MD	D
Phothiphoom Co., Ltd.	100.00%	-	-	-	C	D	D	D, MD
V.P. Capital Assets Co., Ltd.	100.00%	-	-	-	C	D	D	D, MD
Sinthoranee Land and Construction Co., Ltd.	100.00%	-	-	-	C	D	D	D, MD
Lexus Auto City Co., Ltd.	90.00%	-	-	10.00%	C	D	-	-

### Note

1. "Phaoenchoke group" consist of Mrs. Pranee Phaoenchoke, Mr. Sompong Phaoenchoke, Ms.Kaewjai Phaoenchoke and Mr. Wuttichai Phaoenchoke
2. ICCK = Isuzu Chaicharoenkij Motor Co., Ltd., TVP = Thai V.P. Corporation Ltd.
3. C = Chairman of the Board D = Director MD = Managing Director or CEO

## (2) Necessity and Propriety of Related Party Transactions

1. Carrying out contract assembly of vehicles, fitting accessories, buying and selling spare parts and providing and receiving vehicle repair services are all normal business transactions of the Company, performed at cost plus a profit margin.
2. Commissions and sales promotion expenses paid to related companies are in line with generally accepted sales promotion policies as applied to non-related parties.
3. The leasing of land and office and showroom space together with utilities is at prices stipulated in mutual contracts, which are in line with actual or estimated market prices.
4. Consultancy, management and administration fees are in support of the Company's normal business and constitute pooling of resources for the greatest benefit, at prices as per contracts and similar to those applied to unrelated parties.
5. Vehicles rented from a related company are for use in the business. Rates and terms are similar to those applied to unrelated parties.
6. Vehicles purchased from a related company are for use in research and development and using a Demo car, performed at book value plus profit margin.
7. Sales of unused asset at book value plus profit margin.
8. Loans to related companies are for use in sales support for the Group's vehicles. Interest is charged at the average of the five major commercial banks' one-year fixed deposit rates plus 1%.

The above Related Party Transactions were considered with regard to their necessity, appropriateness and overall benefit to the Company and its shareholders. Most of them were normal business transactions or were in support of such normal business transactions, and they were conducted on normal commercial terms, without giving rise to any profit diversion, and were conducted at arms-length prices and on similar terms to those applied to non-related parties. The non-executive Directors' opinion does not differ in any respect from the relevant resolutions of the Board of Directors.

### **(3) Policy and approach with regard to future Related Party Transactions**

As regards any future Related Party Transactions the Company will act in accordance with all relevant laws, and with all relevant orders, proclamations and regulations of the Stock Exchange of Thailand, including regulations regarding the disclosure of information on Related Party Transactions and on the acquisition or disposal of significant assets by the Company or its subsidiaries. The Company's Board of Directors has established guidelines for the consideration of related party transactions and of acquisitions and disposals of Company assets as follows.

- In the event that, the size of the transaction having been calculated in accordance with Stock Exchange of Thailand criteria it transpires that the transaction requires approval by the Company's Board of Directors, then the transaction must be submitted to the Board of Directors for their consideration. In the event that the Audit Committee disagrees, the proposal can nevertheless be placed before the Board and an appropriate record made in the minutes.
- In the event that, the size of the transaction having been calculated in accordance with Stock Exchange of Thailand criteria, it transpires that the transaction requires approval by a meeting of shareholders, then the transaction must first be submitted to the Audit Committee for consideration and, if approved, onward submission to the Board of Directors who in turn will, if approved, propose it to a meeting of shareholders.

# Corporate Governance

Principles of corporate governance are guidelines for doing business and administering organisations, which are becoming more and more widely known and accepted. In accordance with these principles the Board of Directors has a very important role to play in running the organisation, by focusing on responsibilities towards all parties with which it has dealings, both inside and outside the organisation, and by emphasizing the importance of ethical dealings, transparency, efficiency, adequate disclosure of information that can be examined, the protection of shareholders' rights and attention to their remuneration, and responsibilities towards society and the nation. The Company is very well aware of the importance of these guidelines and adheres to them strictly, so as to inspire confidence in shareholders and everyone with whom it has dealings and to form a solid base for the growth of the business.

The Company is committed to applying the principles of corporate governance on an ongoing basis to the running of the Company's business. Thanks to which the Company was assessed as **'Excellent'** in the joint SEC-TIA (Thai Investors Association) **'AGM check-list'** and as **'Very Good'** by the Thai Institute of Directors' **'Corporate Governance Report of Thai Listed Companies 2009'** The Company's policy is to continue improving the standard of corporate governance.

## 1. Shareholders' Rights

The policy laid down by the Company's Board of Directors is to look after shareholders' basic rights. The Board considers the equitable safeguarding of the interests of all groups of shareholders to be an important duty and responsibility, in order to ensure that shareholders are treated fairly and that they have confidence in how business is conducted by the Company and its Directors.

1. The Company's Board of Directors has established a corporate governance policy in writing, which must be strictly adhered to, as per Company Announcement No. 37/2004 as follows.
  - (1) Rights and equitable treatment of Shareholders and other Stakeholders
    - The Company deals fairly and impartially with shareholders and other stakeholders such as employees and contractors, trading partners, the public, competitors, and creditors.
    - The Company endeavours to arrange shareholders' meetings at the most convenient times possible for shareholders and to give shareholders equal opportunities to voice their opinions and ask questions.
  - (2) Board of Directors - structure, role, duties and responsibilities, independence
    - The Board of Directors should play a leading role, have vision, and be independent in its decision making, for the overall maximum benefit of the Company and its shareholders.
    - The Board of Directors, management and shareholders should consider prudently how best to solve problems arising through any conflict of interest, with sincerity and integrity, rationally and independently within the framework of best ethical practice.
    - At least one third of the total number of Directors, but in any case not less than three, shall be Independent Directors.
    - The Board of Directors and the management team have agreed a system for the clear sharing of function, duties and responsibilities, and the Board has established a number of committees to help it study and scrutinise work in light of policies and to provide clear monitoring and follow-up. Committees currently include the Executive Committee, the Audit Committee, the Risk Management Committee and the Nomination and Remuneration Committee. The Board may consider setting up further committees as and when appropriate.
    - Directors are expected to attend all Board meetings. Each year the Company fixes such meeting in advance, at least one every three months, with additional, special meetings being called as and when necessary. The Company discloses the number of meetings attended by each Director in its Annual Report.
  - (3) Disclosure and Transparency
    - The Board shall perform its duties with transparency, such that its actions can be examined, and shall disclose of correct and complete information, in a timely manner, to all interested parties. The Company has appointed the persons to be responsible for communicating with shareholders, institutional investors, stock analysts, and relevant government departments.

- The Company has established a Nomination and Remuneration Committee whose duty is to seek out people with appropriate qualities to occupy the position of Director, Chairman of the Executive Committee and Managing Director in the event of a vacancy and to establish Directors' remuneration fairly and reasonably. The establishment of Directors' remuneration is subject to approval by a general meeting of shareholders, and is published in the Company's Annual Report.
- (4) Control and Management of Risk
- The Company attaches importance to the implementation of internal controls and audits, and has accordingly established an internal audit department to ensure that basic working practices and important financial transactions are conducted in accordance with established guidelines and in an efficient manner, reporting direct to the Audit Committee.
- (5) Business Ethics
- The Company has issued to all Directors, administrators, managers and employees a written code of ethics to which they must adhere in performing their duties.
2. The Company's Board of Directors has determined that an Annual General Meeting of Shareholders be held each year within four months of the close of business of the previous accounting year, and that the Company inform time, place and agenda of the meeting and provide relevant information and give Directors' opinion as regards each agenda item in the letter of invitation to the shareholders' meeting, which shall be in both Thai and English, and attach a form of proxy together with explanations as to registration for the meeting and granting of proxy are sent to shareholders at least fourteen days in advance and posted on the Company's website beforehand, so as to give shareholders sufficient opportunity to study the information in advance of the meeting.
3. The Company's Board of Directors has established criteria and procedures for extending the opportunity to minority shareholders to put forward names of suitable individuals to be considered for nomination as Directors of the Company and to propose agenda items for ordinary general meetings of shareholders in advance, in the period from October to December each year, in accordance with the criteria laid down by the Company and published through the SET Community Portal (SCP) and the Company's website. In addition to this, the Company gives shareholders the opportunity of querying information relating to agenda items or of submitting questions to the Company in advance of the meeting by e-mail or fax, to promote shareholders' opportunities to express their opinions to the Company.
4. The Company's Board of Directors treats all its shareholders impartially, endeavours to arrange shareholders' meetings at convenient and appropriate venues and opens for registration well before the meeting starts, while shareholders who are unable to attend in person can appoint another person as proxy and can also choose to appoint one of the Company's independent directors to act as proxy.

Before the meeting starts, all rules and procedures governing the meeting are announced and clearly explained, including the method used to count shareholders' votes on each agenda item. The Company hands out voting registration cards for each agenda item, while for any proposed appointment of Directors there is a card for each individual candidate, allowing shareholders to vote on each individual separately if they so wish.

Throughout the meeting shareholders are welcome to express their opinions and to ask questions, all of which are answered. Complete and accurate minutes are taken of each meeting, which is also recorded on video, and are made available for shareholders' inspection.

5. The Company's Board of Directors attaches great importance to shareholders' meetings, and all Directors endeavour to attend every such meeting, particularly the President of the Board of Directors and the Chairmen of the various committees, so as to facilitate questions and answers on matters relating to each one.

## 2. Equitable Treatment of Shareholders

The policy of the Company's Board of Directors is to treat all shareholders equally and fairly so as to safeguard their basic rights.

1. The Company's Board of Directors accommodates shareholders who are unable to attend meetings in person, enabling them to vote by proxy. The Company also makes available the name of at least one independent Director whom shareholders have the option of appointing as their proxy, and provides as part of the letter of invitation to the meeting, information on each one, comprising name, age, address, positions held, academic record, work experience, shareholding in the Company and whether the Director is an interested party with regard to any particular agenda items. The Company makes available a form of proxy which enables shareholders to give instructions on how votes are to be cast on each item; however shareholders are free to use any form that complies with the criteria published by the Department of Business Development of the Ministry of Commerce.
2. The Company's Board of Directors arranges for voting registration cards to be handed out for each agenda item, while for any proposed appointment of Directors there is a card for each individual candidate, allowing shareholders to vote on each individual separately if they so wish, and facilitating transparency and ease of examination in the event of any subsequent dispute. Information on individuals to be proposed for appointment as Directors is disclosed in the letter of invitation to the shareholders' meeting, the information comprising name, photograph, age, academic record and Directors' training courses, work experience and shareholding in the Company, for shareholders to study before reaching a decision.
3. In meetings of the Board of Directors or of shareholders, any Director, Administrator or shareholder who is an interested party in any agenda item must disclose to the meeting information on his or her own interest and those of related parties, and will not be entitled to vote on that particular agenda item, so that the meeting can consider transactions that might involve conflicts of interest and reach decisions in the overall best interests of the Company.
4. A shareholder who is also an Administrator may not raise any additional agenda item at a meeting of shareholders unless such item has been communicated in advance, even if the item is not so important as to require shareholders to spend time studying it before reaching a decision.
5. The Company's Board of Directors attaches great importance to the safekeeping and protection of confidential internal information and has therefore established written guidelines for guarding against the use of internal information for personal benefit. For details please refer to Control of Internal Information.
6. The Board of Directors has resolved that Directors and Administrators who are obliged by law to report their shareholdings must submit these reports to the Company's Board of Directors each time. The Board of Directors has further determined that shareholdings of Directors and Administrators be reported every quarter to the Board.

## 3. Stakeholders

The Company attaches importance to dealing with all its stakeholders, including shareholders, customers, trading partners and creditors, competitors, employees, the environment, the community and society with sincerity, honesty and impartiality.

1. The Company's Board of Directors has produced and issued to all Directors, Administrators and employees a written Code of Ethics or Statement of Business Conduct to which they must adhere in performing their duties in accordance with the Company's mission, as follows.
  - **Shareholders :** The Company attaches great importance to its shareholders and other stakeholders, and carries on its business with sincerity, integrity and fairness, treating all parties concerned equitably, for the greater benefit of all concerned.
  - **Employees :** The Company is confident that its employees constitute the organisation's most valuable resource, and is therefore determined to recruit and look after good people with know-how, capability and integrity, and also focuses on developing individuals' potential to help employees advance, while providing them with appropriate and fair remuneration and various welfare benefits aimed at promoting a cooperative work atmosphere in which initiative and creativity can thrive to the benefit of the organisation.



- **Customers** : The Company is devoted to and responsible to its customers, supplying them with quality standard goods, and respecting their confidentiality.
  - **Trading Partners** : The Company can demonstrate that its procurement practices are in accordance with commercial conditions and that its financial borrowings, repayments and guarantee transactions are all in accordance with terms and conditions agreed with creditors.
  - **Competitors** : The Company operates within a framework of fair competition, adhering to best practice principles and avoiding any unethical practices aimed at harming competitors.
  - **Community and Society** : The Company cares about the environment, and takes steps to reduce and avoid creating pollution in its production processes that could affect the environment or the community, promotes community relations activities, helps society consistently to the best of its ability, and is always ready to listen to warnings or suggestions from the community so as to be more environmentally friendly, to improve the state of the environment and make it more liveable.
2. The Company attaches importance to playing a useful role as regards the community, society and religion, for example through financial or material donations in support of various charitable organisations, granting scholarships every year to children of the Company's employees and pupils of schools located near the Company, supporting the Buddhist religious clubs in the Company, arranging important religious activities in the Company on an ongoing basis throughout the year.
  3. The Company pays close attention to the health and safety of all its employees, and has issued a Circular, No. 6/2008, concerning its policies on safety and health at work and the work environment, for all employees to cooperate in strict observance.
  4. The Company attaches great importance to its employees, who constitute one of its most important resources. It has a policy of looking after its employees consistently, and has arranged to provide various appropriate welfare benefits such as buses to transport workers to and from the factory, a canteen, uniforms, employees' birthday parties, accident insurance, annual health checks, a clinic and a library.
  5. The Company has made arrangements for channels of communication to enable it to receive opinions and suggestions from all stakeholder groups, with a view to improving and developing its products, services and organisation, making it stable, able to compete successfully in the on term. One example is the employee suggestion scheme, in which each employee has a target of six suggestions per year, and suggestions go straight from the suggestion box to the Managing Director. Another is the facility for customers, shareholders, or the general public to submit suggestions and recommendations through the Company's website.

#### 4. Disclosure and Transparency

The Company's policy as established by the Board of Directors is one of transparency and of complete and timely disclosure to all interested parties of correct, readily accessible, consistent, reliable and checkable information, whether financial or non-financial.

1. The Company has set up a 'Share Register and Investor Relations Department' within the Office of the Managing Director, whose duty it is to disclose correct, complete, transparent information, whether financial or of a general nature, as well as being responsible for communicating with outside parties such as shareholders, institutional and other investors, analysts and relevant government departments in a fair and equitable manner. Investors can request further information about the Company by contacting:
 

Share Register & Investor Relations Department,  
Office of the Managing Director  
Tel: 0-2420-0076 ext. 321 or 359,  
Fax: 0-2812-0844  
e-mail: naiyana@thairung.co.th or omd\_ir@thairung.co.th  
or by visiting the Company's website: <http://www.thairung.co.th>
2. The Company has disclosed information in accordance with the criteria established using the Stock Exchange of Thailand's SET Community Portal (SCP) system by way of Form 56-1 for the disclosure of annual information, as well as submitting its Annual Report and disclosing important information in both Thai and English on the Company's website.

3. The Board of Directors has disclosed the roles and duties of the Board and of the various Committees and the number of times each board and committee met during the year and individual attendance records in Form 56-1 for annual information and in the Company's Annual Report. (For details please refer to Structure of Company's Board of Directors and Number of Board Meetings held and individual Directors' attendance record)
4. In accordance with Section 89/14 of the Securities and Exchange Act and SEC Announcement Thor Jor 2/2009 which came into force on 1 July 2009, the Company requires its Directors and senior executives to report to the Company any interests of their own or of related persons that relate to their administration or management of the business of the Company or its subsidiaries, so that the Company shall have the necessary information for proceeding in accordance with rules regarding related party transactions where conflicts of interest might arise to the detriment of the Company and its subsidiaries.

## 5. Responsibilities of the Board of Directors

The Company's Board of Directors is well aware of the important role it plays in controlling and monitoring business for the greatest possible good of the Company, and of its answerability to shareholders for the consequences of its actions in carrying out its duties. It operates independently from management. Details are as follows.

### 1. Structure of Company's Board of Directors

- 1.1 The Board of Directors of the Company consists of nine persons, at least one third of whom must be independent directors. At present the Company has four independent non-executive directors. The characteristics of independent directors are as defined by the Company. (details as per heading re criteria for appointment of Independent Directors)
- 1.2 The President is not the same person as the Managing Director, and the Board of Directors of the Company has clearly defined the Managing Director's powers and duties so that no single person has unlimited power. (For details please see re Company Administrators) This arrangement makes for better checks and balances and control.
- 1.3 The Company's Board of Directors appointed a Company Secretary on 15 May 2008 to perform the duties of setting up and maintaining a register of Directors, arranging letters calling Board meetings, minutes of Board meetings, letters of invitation to and minutes of shareholders' meetings and to keep records of Directors'/Administrators' interests and perform such other duties as may be established by securities legislation.
- 1.4 The Board of Directors of the Company has not so far established on how many company boards each director can sit, nor has it established clear policies or guidelines on the question of seats on boards of other companies being occupied by the Managing Director and senior Administrators of the Company. The Company's Board of Directors will consider these matters in due course.

### 2. Other Boards and Committees

- 2.1 The Board of Directors has established four other boards and committees: the Audit Committee, the Executive Committee, the Risk Management Committee and the Nomination and Remuneration Committee in order to help study details and scrutinise work as necessary according to the situation, to lighten the workload of the Board of Directors, to provide clear arrangements for the consideration of each particular type of subject, and to accord with good corporate governance practices. (For names of members, powers and duties and other information on each board and committee please refer to headings re structure of the Company's Board of Directors and list of names of Company Directors) The Company does not have a nomination committee but it does have a process for the selection of directors and administrators in accordance with established methods and criteria. (For details please see Nomination of Directors and Administrators.)
- 2.2 The President of the Board of Directors of the Company cannot be a chairman or member of any other board or committee. The majority of members of other boards and committees are independent directors, including the chairmen of the Audit Committee and of the Nomination and Remuneration Committee, so as to ensure transparency and independence in carrying out their duties.

### 3. Role, Duties and Responsibilities of the Board of Directors

- 3.1 The Board of Directors plays a part in establishing the Company's vision, mission and business strategies and also in ensuring independently that administrative departments proceed in accordance with work plans efficiently and effectively for the overall benefit of the Company and its shareholders. In addition the Board establishes internal control systems and an effective internal audit, and constantly monitors them through meetings of the Audit Committee.
- 3.2 The Board of Directors has established written corporate governance policies and a Code of Ethics or Statement of Business Conduct (see details as per the section headed Corporate Governance, paragraph 1, shareholders' rights), and it reviews these policies and monitors compliance with them consistently.
- 3.3 The Company's Board of Directors has established guidelines for the careful consideration of transactions involving possible conflicts of interest for the Company and its shareholders, whereby anyone having an interest in any agenda item must disclose such interest to the meeting, and foregoes the right to take part in taking a decision on that item. The Company's Board of Directors has established guidelines for the consideration of related party transactions and of acquisitions and disposals of Company assets, details as per the Policy and approach with regard to future related party transactions.
- 3.4 The Company's Board of Directors attaches considerable importance to risk control and management systems, and has accordingly established a Risk Management Committee to establish duties and policies and a framework for managing the Company's overall risk situation, covering the various risks that might affect the Company's results and reputation, as well as establishing an internal audit department to ensure that basic working practices and important financial transactions are conducted in accordance with established guidelines and in an efficient manner. In order to make sure that the internal audit department can perform properly and independently, the Board has instructed it to report direct to the Audit Committee. (For details please refer to Internal Controls.)

### 4 Board Meetings

- 4.1 The Company's Board of Directors establishes a schedule of Board meetings in advance for each year. Meetings take place at least once a quarter, with additional special meetings being held as and when necessary. The Company informs all Directors in advance of the schedule of meetings referred to above so as to enable them to plan their time and make themselves available for the meetings. Directors attach great importance to Board meetings and endeavour always to attend. Letters of invitation are sent at least seven days in advance clearly setting out the agenda. Each Director is free to suggest topics for the agenda, and to request additional information from the Managing Director or the Secretary to the Board of Directors.
- 4.2 At meetings of the Company's Board of Directors, the President of the Board ensures that sufficient time is made available for Directors to discuss important problems thoroughly together, and the Managing Director always invites senior Administrators to attend Board meetings in order to provide additional detailed information to the extent that it is directly relevant to problems. One of the items on the agenda at all regular quarterly meetings of the Board is the following up of outstanding issues. Directors can express their opinions openly and freely. A written record is made of each meeting and, once the minutes have been approved by the Board, they are kept available for Directors and other concerned parties to examine.

### 5 Board Self-Assessment

In 2008 the Company's Board made a start with assessing its own overall performance, using the form provided by the Listed Companies Supervision Development Centre of the Stock Exchange of Thailand, to allow all members of the board to consider the board's performance and solve any problems they may have.

### 6 Remuneration

The Company has established a Nomination and Remuneration Committee, which is chaired by an independent director and is charged with setting policies, methodology and criteria for establishing the remuneration of Directors, the President and the Managing Director fairly, transparently, in consonance with the Company's results and each individual's performance, in line with industry norms, and sufficient to reward directors having the desired characteristics. Directors' remuneration is subject to approval by a meeting of shareholders of the Company and to disclosure in the Company's Annual Report and in Form 56-1 as required by the SEC. (For details please refer to Directors' and Administrators' Remuneration.)

## 7 Development of Directors and Administrators

- 7.1 The Company's Board of Directors facilitates and supports training and study for Directors and members of the Audit Committee by way of regular attendance of various courses run by the Institute of Directors (IOD). At present 78% of Directors have attended these courses. Details are as follows.

Name	Course
1. Mr Sompong Phaoenchoke	Director Certification Program 26/2003
2. Ms Kaewjai Phaoenchoke	Director Certification Program 29/2003
3. Mr Anthony Farquhar McDonald	Director Certification Program 83/2007
4. Mr Somkiat Nimrawee	Director Accreditation Program 10/2004
5. Mr Pricha Attavipach	Director Certification Program 39/2004, Finance for Non-Finance Directors 8/2004
6. Mr Suvait Theeravachirakul	Director Certification Program 9/2001, Audit Committee Program 15/2006
7. Mr Kavee Vasuvat	Director Forum Program 1/2000, Director Accreditation Program 23/2004, Director Certification Program 58/2005, Finance for Non-Finance Directors 18/2005, Audit Committee Program 10/2005

- 7.2 As for recommending types of business and guidelines for doing business to new Directors, and establishing development and transition plans for the jobs of the Managing Director and senior Administrators, so far no action has been taken; however the Board of Directors will consider these matters in due course.
- 7.3 With regard to the preparation of a plan for developing and testing the work of the Managing Director and top level Administrators, no action has s yet been taken, however the Nomination & Nomination and Remuneration Committee will consider this matter on due course.

## Control of internal information

The Company is acutely aware of the importance of safeguarding the confidentiality of internal information and therefore has strict policies guarding against the use by Directors and employees of internal information for their personal benefit. Important internal information is revealed only to individuals directly concerned, such as auditors or legal counsel. The Company releases information to shareholders only as and when appropriate.

The Board of Directors has resolved that Directors and Administrators of the Company and the Manager of Accounting & Finance Department, together with their spouses, parents, children and siblings, must refrain from buying or selling securities from at least five working days before the Company discloses its financial statements to the stock exchange. The Company has also informed them of their obligation to report their shareholdings in the Company and those of their spouses and of any children who are still minors, including the reporting of any changes in their shareholdings to the SEC and the SET in accordance with article 59, subject to penalties for non-compliance as per article 275 of the Securities and Stock Exchange Act 1992, and has assigned the Share Register and Investor Relations Department to inform them in advance of the periods during which they should refrain from trading in securities each quarter. The Company has set out the basic principles of control of internal information in the form of an article in the Company's code of business ethics, to ensure that all employees adhere to them.

The Board of Directors has resolved that Directors and Administrators who are obliged by law to report their shareholdings must submit these reports to the Company's Board of Directors each time. The Board of Directors has further determined that shareholdings of Directors and Administrators be reported every quarter to the Board. Additionally, the Company's Board of Directors requires Directors and senior executives to submit a Form for Reporting Interests of Directors and Executives, reporting to the company any interests of their own or of related persons that relate to their administration or management of the business of the Company or its subsidiaries, pursuant to Section 89/14 of the Securities and Exchange Act of 2008 and SEC Announcement Thor Jor 2/2009. The report must be submitted

whenever there is a change in circumstances and in any case annually as at 1 July to provide assurance that Directors and senior executives are performing their duties with due care and integrity (fiduciary duties) and taking decisions without being interested parties, whether directly or indirectly and discharging their duties in the best interests of the Company and its shareholders.

## **Internal Controls**

From Board Meetings during 2009 which were attended by all three members of the Audit Committee, the Company's Board of Directors and the Audit Committee are of the opinion that the Company's internal control systems are adequate and appropriate. The following is a summary.

### **Organisation and Environment**

The Company has clear business objectives with ongoing assessment of results, and has adapted its organisational structure to make it appropriate to current business conditions so as to support the administration department and enable it to work efficiently.

Additionally, the Company has established a policy and working plan focused on product quality and price and fair service to customers. It has written procedures that serve as guidelines aimed at producing ordered work according to standards, and there are mechanisms for inspecting and monitoring working practices in the fields of finance and purchasing, administration generally, production and marketing in order to provide assurance that working practices are in accordance with established policies and that there are no practices likely to damage the Company's reputation or interests.

### **Risk Management**

The Company attaches importance to managing risks that can affect its business, and has a Risk Committee to oversee and assess risk factors and possible sources of risk as well as analysing the consequences of such risks and alerting Administrators or operatives and together establishing measures and guidelines to protect against such risks, monitoring compliance with such measures so as to keep risks at acceptable levels.

### **Control of the Administration Department**

The Company has established the scope and powers and duties and monetary limits in writing for each level of the administrative departments. There is clear division and separation of duties, approvals, recording of transactions and safeguarding of assets.

Business dealings with major shareholders, Directors, Administrators or related parties are duly authorised, being considered by Independent Directors who are not interested parties, and monitored for compliance with terms and conditions. Investments in subsidiaries or joint ventures are monitored and overseen on an ongoing basis.

With regard to the operation of the various departments, audits by the internal audit department have found that operations in general are in accordance with the rules and working systems established, with no instances of illegal or irregular conduct being detected.

### **Information and Communication Systems**

For each regular Board meeting the Company prepares documentary information of various kinds to support the agenda items so as to enable the Directors to have sufficient information on which to base their decisions. Resolutions are summarised and adequately recorded in minutes which are available for inspection at all times.

Recording of accounting entries is in accordance with generally accepted principles and supporting documentation is gathered together in categories and properly stored for the legally established periods. There is also a procedure for fully following up on improvements recommended by the Company's duly authorised auditors in their reports.

### **Monitoring System**

The Company arranges regular quarterly Board Meetings, with special ad hoc meetings of senior executives on an ongoing basis to consider and follow up on the work of the administration departments to ensure that it is in line with objectives or, if it is not, to establish corrective guidelines.

As for internal control, a plan is established for the examination of working practices to ensure that they are consistently in accordance with the Company's rules and regulations and a report on any significant deficiencies is submitted to the Audit Committee and the Board of Directors at a meeting which is arranged to coincide with the quarterly Board meeting, for them to decide on any corrective and follow-up measures. Any event of misconduct or illegal act is reported immediately to the Board of Directors.

# Corporate Governance Report on Audit Committee

In 2009, The Audit Committee which is composed of three non-executive Independent Directors were to examine the efficiency and adequacy of the Company's internal control systems, collating information from the internal audit department, the external auditors' report and the administration department, and made various recommendations to administrative departments with a view to improving working efficiency and effectiveness. It also monitored compliance with principles of good corporate governance and risk management, so as to enhance the value of the organisation to its shareholders and other stakeholders.

1. Examination of the Company's quarterly and annual financial statements for 2009 by seeking explanations from administrators concerning their accuracy and completeness and adequacy of information disclosed. The Audit Committee is of the opinion that the said financial statements are accurate in all material respects in accordance with generally accepted accounting principles.
2. Examination of the Company's internal control systems in accordance with guidelines laid down by the SEC. The Audit Committee is of the opinion that the Company has adequate, appropriate and efficient mechanisms for supervising and controlling its work processes.
3. Monitoring compliance with securities legislation, stock exchange regulations and other legislation relevant to the Company's business. The Audit Committee is of the opinion that the Company correctly and appropriately complies with the aforementioned laws and regulations.
4. Consideration and approval of scope of work and duties, responsibilities, independence and adequacy of resources of the internal audit department and authorisation of its programme of audits for the year.
5. Meeting with the Company's auditors, ANS Audit Co Ltd without the presence of the company's officer, to confer on major points relating to financial statements to be audited.
6. Selection and establishment of Company's external auditors for 2010. We proposed to the Board of Directors that ANS Audit Co Ltd be appointed as the Company's auditors. The Audit Committee considered their work and independence, and the appropriateness of their remuneration, and found it appropriate that Mr Atipong Atipongsakul, CPA No. 3500 and/or Mr Prawit Viwanthananut, CPA No. 4917 and/or Mr Bunjong Pichayaprasat, CPA No. 7147 and/or Mr Vichai Ruchitanont, CPA No. 4054, all from ANS Audit Co Ltd be appointed and their remuneration established at Bt.1.6m for the year.
7. During 2009 the Audit Committee met four times. All members attended each time.
8. In the course of the past year the Company carried out related party transactions or transactions likely to involve a conflict of interest as per the stipulations of the SET and the SEC. The Audit Committee is of the opinion that the aforementioned transactions were proper and appropriate and fully and accurately disclosed.

In conclusion the Audit Committee generally carried out its duties in accordance with the Audit Committee's charter as approved by the Company's Board of Directors. The Audit Committee is of the opinion that the Company reports financial and business information accurately, that it has internal control systems and that it complies fully with the law concerning the disclosure of related party transactions and with rules for good corporate governance in a transparent and reliable manner.



Pricha Attavipach  
Chairman of the Audit Committee



# Nomination and Remuneration Committee's Report

The Nomination and Remuneration Committee, composed of three non-executive independent Directors, is charged with selecting individuals with appropriate qualities for occupying the position of Company Director in a proper and transparent manner, including from among any names proposed by shareholders, for onward submission to the Company's Board of Directors and in turn to the shareholders for their approval, and with selecting persons with characteristics appropriate to the position of Chairman of the Executive Committee and Managing Director in the event of their being a vacancy, for nomination to the Board of Directors for their consideration, and to prepare a succession plan for senior executive positions. It is also responsible for the setting policies, methodology and criteria for establishing, and for considering and reviewing the establishment of remuneration of Directors, the President and the Managing Director fairly, transparently and in consonance with the Company's results and each individual's performance. It reports independently to the Board of Directors so as to ensure that remuneration is established in a way that is appropriate and fair to all interested parties whilst safeguarding shareholders' interests, in accordance with the Company's principles of good corporate governance.

In 2009 the Nomination and Remuneration Committee met to consider the following matters

1. Establishment of remuneration for the year 2009 and monthly remuneration for 2010 for the President of the Executive Committee and the Managing Director
2. Establishment of remuneration for the year 2009 for individual Company Directors based on the performance of the Company and the duties and responsibilities and performance of each individual Director within an overall monetary limit to be approved by the shareholders.
3. The appointment of Directors to replace those retiring by rotation, for submission to the Board of Directors and in turn to the general meeting of shareholders.

In summary, the Nomination and Remuneration Committee fully discharged its duties as assigned by the Company's Board of Directors. Shareholders may this rest assured that the nomination of Directors and the establishment of their remuneration was carried out in a proper, appropriate and transparent manner and in accordance with the Company's principles of good corporate governance.



Pricha Attavipach

Chairman of the Nomination and Remuneration Committee

# Board of Directors' Responsibility for Financial Reports

The Company's Board of Directors is responsible for the consolidated financial statements of Thai Rung Union Car Public Co. Ltd. and its subsidiaries and for the financial information which appears in the Annual Report. The financial statements were prepared in accordance with generally accepted accounting standards, applying appropriate and consistent accounting policies and with careful, prudent consideration and best possible estimates, making adequate disclosure of information by way of notes to the financial statements.

The Board of Directors has put in place and maintains effective internal control systems which provide reasonable assurance that the recording of transactions in the Company's books is correct and complete, as well as adequately protecting the Company's assets and ensuring that any weak points can be detected and any misconduct or significant abnormal occurrence thus prevented.

The Company's Board of Directors has appointed an Audit Committee consisting of non-executive directors, which is responsible for monitoring the quality of financial reports and internal control systems. The Audit Committee's opinion on these matters appears in the Report of the Audit Committee.

The Board considers that the Company's internal control systems are at an appropriate level and provide sufficient assurance in terms of the reliability of the financial statements of the Company and its subsidiaries as at 31 December 2009.



Pranee Phaoenchoke  
Chairman of the Board



Sompong Phaoenchoke  
Managing Director

# Management's Discussion and Analysis

(Based on Consolidated Financial Statements as at 31 December 2009)

In 2009 Thailand's total vehicle production amounted to 999,378 units, representing a decrease of 28% on the previous year. Total domestic vehicle sales 548,871 units (11% down on previous year), whilst 535,563 units were exported, representing a decrease of 31% on the previous year. This was due to the economic crisis, stemming originally from the US subprime crisis in 2008 and gradually spreading throughout the global economy through to 2009, undermining consumer confidence, on top of which financial institutions tightened their conditions for auto financing, and fluctuations in the price of oil made consumers wary about expenditure in general and outlays on high value items such as cars in particular.

As for the Thai Rung group of companies, total consolidated revenues in 2009 amounted to Bt.1,428.37m, down 36% from the previous year, basically due to the global economic crisis, which had a serious impact on the automotive industry worldwide. The Company's customers, most of whom are in the automotive industry, cut back on production capacity and on their orders of parts from the Company, as a result of which the Company's revenue from all business units fell short of target. However, in the early part of 2010 the economy started to recover, and orders started to flow in again in gradually increasing volumes. Details of Company's performance and financial situation are as follows.

## Results

### Consolidated Revenues

Total consolidated revenues for 2009 were Bt.1,428.37m representing a decrease of Bt. 793.63 m. or 36% compared with 2008, details as follows.

Type of Revenue	2009		2008		Change	
	Bt millions	%	Bt millions	%	Bt millions	%
Sale of vehicles, including cost of assembly and equipment and accessories fitted	375.16	26%	414.06	19%	(38.90)	-9%
Sale of parts, contract parts assembly and other contract service	786.09	55%	1,268.02	57%	(481.93)	-38%
Contract production of dies and jigs	81.86	6%	293.93	13%	(212.07)	-72%
Sale of spare parts, accessories and after sale service	109.96	8%	123.21	6%	(13.25)	-11%
<b>Total Revenue from Sales and Service</b>	<b>1,353.07</b>	<b>95%</b>	<b>2,099.22</b>	<b>94%</b>	<b>(746.15)</b>	<b>-36%</b>
Other Revenue	75.30	5%	122.78	6%	(47.48)	-39%
<b>Total Consolidated Revenue</b>	<b>1,428.37</b>	<b>100%</b>	<b>2,220.00</b>	<b>100%</b>	<b>(793.63)</b>	<b>-36%</b>

The fall in sales and service revenues is due to lower volumes of orders for products from customers, as a result of the global economic slowdown that started at the end of 2008 and still persists, leading to reduced consumer demand both at home and abroad. Nevertheless the Company has succeeded in winning new customers by expanding its customer base both domestically and overseas, thanks to the ability of Thai Rung Union Car Plc and Thai Rung Tools and Dies Co Ltd to cater to customer needs and to their unstinting determination to broaden their customer base.

Other Income was down by Bt.47.49m or 38.68% on the previous year due to a fall in the amount of interest received, which in turn was due to lower investment in commercial paper and other short term investments, and a reduction in revenue from sales of scrap in line with lower production volumes and lower prices in the domestic and international markets.

## Share of profit (loss) from investments in associates

Share of profit (loss) from investments in associates increased by Bt.33.66m or 160.94% as a result of recognition of profit of Bt.38.60m on two joint venture companies and a loss of Bt.4.94m on another.

## Expenses

### Cost of sales and service

Cost of sales and service for the year, at Bt.1,203.48m, was down by Bt.618.38m or 33.94% compared with the previous year, in line with lower sales volumes. As a proportion of sales for the year 2009 it was 88.94%, up by 2.15% on the previous year as a result of lower production volumes with the same necessary fixed production costs.

### Selling and administrative expenses

Selling and administrative expenses for the year 2009 amounted to Bt.351.52m, down by Bt.35.76m or 9.23% on the previous year, due to the economic situation and to the company's cost reduction measures.

## Net profit (loss)

The Company posted a net loss of Bt.113.89m for the year 2009, representing 8.42% of sales and service revenue and an increase of Bt.104.76m or 1,147.43% on the previous year's loss, due to lower sales of product, lower service revenue and lower other income, while fixed costs such as depreciation and administration expenses remained high.

## Balance Sheet

### Assets

Total consolidated assets as at 31 December 2009 and 31 December 2008 stood at Bt.2,581.42m and Bt.2,779.06m respectively, representing a decrease of Bt.197.64m or 7.11%, the main reasons being the reduction in inventories due to stock clearance and curtailing of production capacity in line with lower customer orders. However, the Company started to increase production capacity in the fourth quarter of 2009 to cater to an appreciable upturn in orders.

#### *Trade Receivables*

Net trade receivables as at 31 December 2009 and 31 December 2008 amounted to Bt.276.79m and Bt.251.21m respectively, representing an increase of Bt.25.58m or 10.18%, the increase being due to longer credit terms. The net balance of trade receivables as at 31 December 2009 and 31 December 2008 reflect average collection periods of 70.24 and 60.03 days respectively.

#### *Accrued Income*

Accrued Income as at 31 December 2009 and 31 December 2008 amounted to Bt.14.15m and Bt.57.96m respectively, representing a decrease of Bt.43.81m or 75.59%, the decrease being due to the Company's having completed delivery of jigs to an overseas customer and collecting all related monies. Remaining accrued income as at 31 December 2009 relates to the construction of dies and jigs for new customers and other items which will be received in line with contracts.

#### *Investments*

Investments as at 31 December 2009 and 31 December 2008 amounted to Bt.161.59m and Bt.149.51m respectively, representing an increase of Bt.12.08m or 8.08% as a result of the Company's recognising Bt.16.91m in share of profits in two joint venture companies, while at the same time recognising its Bt.4.16m share in the losses of a third joint venture company. Apart from this, the Company and subsidiaries received a dividend of Bt.0.67m from a joint venture company during the year 2009.

#### *Property, plant and equipment*

Property, plant and equipment as at 31 December and 31 December 2008 stood at Bt.1,324.01m and Bt.997.74m respectively, representing an increase of Bt.326.27m or 32.70%, the increase being due to the Company's buying the land on which its head office and factory stands, which it had previously been renting, in order to achieve cost savings in excess of the return on short term investments.

#### **Liabilities**

Total consolidated liabilities as at 31 December 2009 and 31 December 2008 stood at Bt.243.32m and Bt.323.66m respectively, representing a decrease of Bt.80.34m or 24.82%, due to a fall of Bt.33.69m in trade payables and a reduction of Bt.39.32m in accrued project costs, attributable to reduced purchases of raw materials in line with lower production volumes, the regular paying off of amounts falling due and a reduction of Bt.7.33m in accrued sales promotion costs.

#### **Shareholders' Equity**

Shareholders' Equity as at 31 December 2009 and 31 December 2008 stood at Bt.2,338.10m and Bt.2,455.41m respectively, representing a decrease of Bt.117.31m or 4.78%, due to losses incurred during the year.

As at 31 December 2009 the Company thus had consolidated liabilities of Bt.243.32m and shareholders' equity of Bt.2,338.10m, giving a net debt to equity ratio or gearing of about 0.10:1, compared with 31 December 2008 when gearing stood at 0.13:1, the difference of 0.03 being due to the loss recorded in 2009.

#### **Cash flow statement**

The consolidated cash flow statement for the year ended 31 December 2009 shows that net cash from operating activities was Bt.222.91m, net cash used in investing activities was Bt.374.02m as a result of the purchase, for Bt.409.08m, of the land on which Company's head office and factory stands and the withdrawal of funds from temporary investments in line with maturities, and net cash used in financing activities amounted to Bt.3.42m as a result a share buy-back from and payment of dividend to a minority shareholder in a subsidiary company.

# Auditor's Report

## To the Shareholders and the Board of Directors of Thai Rung Union Car Public Company Limited

I have audited the accompanying consolidated balance sheets of Thai Rung Union Car Public Company Limited and its subsidiaries as at December 31, 2009, the related consolidated statement of income, the consolidated statement of changes in shareholders' equity and the consolidated statement of cash flows for the year then ended, and the separate financial statements of Thai Rung Union Car Public Company Limited for the same period. These financial statements are the responsibility of the management of the Company and its subsidiaries as to their correctness and the completeness of the presentation. My responsibility is to express an opinion on these financial statements based on my audit. The consolidated financial statements of Thai Rung Union Car Public Company Limited and its subsidiaries and the separate financial statements of Thai Rung Union Car Public Company Limited for the year ended December 31, 2008, as presented herein for comparative purposes, were audited by another auditor whose report dated February 20, 2009, expressed a qualified opinion on those statements regarding the Company's consolidated financial statements as included investments in two associated companies accounted for under the equity method amounting to Baht 98 million and shares of loss from these companies amounting to Baht 28 million. These were recorded based on financial statements prepared by the management of such associated companies, which were not audited by their auditors.

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

The Company's consolidated financial statements as at December 31, 2009, and for the year then ended, included investments in three associated companies accounted for under the equity method amounting to Baht 161.59 million and shares of profit from these companies amounting to Baht 12.74 million (as discussed in Note 10 to the financial statements). These were recorded based on financial statements prepared by the management of such associated companies, which were not audited by their auditors.

In my opinion, except for the effect of any adjustments that may result from the matter as described in the preceding paragraph, the financial statements referred to above present fairly, in all material respects, the financial position of Thai Rung Union Car Public Company Limited and its subsidiaries and of Thai Rung Union Car Public Company Limited as at December 31, 2009, and the result of their operations and cash flows for the year then ended, in accordance with generally accepted accounting principles.



Atipong Atipongsakul

Certified Public Accountant (Thailand) Registration No. 3500

ANS Audit Co., Ltd.

Bangkok, February 22, 2010



# Balance Sheets

Thai Rung Union Car Public Company Limited and Its Subsidiaries

as at December 31, 2009 and 2008

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2009	2008	2009	2008
Assets					
Current assets					
Cash and cash equivalents		487,505,893	642,037,816	292,353,211	297,257,269
Current investments	5	-	63,000,000	-	60,000,000
Trade accounts receivable - unrelated - net	6	235,986,015	197,075,956	102,402,442	83,614,841
Trade accounts receivable - related parties	4, 6	40,802,734	54,137,259	48,977,184	45,711,900
Amounts due from related parties	4	10,824,486	11,852,295	23,318,987	80,371,932
Short-term loans to related parties	4	49,406,875	45,749,601	49,406,875	85,249,601
Inventories - net	7	172,222,942	448,464,590	108,282,388	306,337,991
Accrued income		14,150,545	57,962,274	154,109	1,757,100
Other current assets	8	14,589,456	34,576,456	5,031,929	10,569,197
Total current assets		1,025,488,946	1,554,856,247	629,927,125	970,869,831
Non-current assets					
Investments in subsidiaries	9	-	-	412,880,000	415,610,000
Investments in associated companies	10	161,587,138	149,509,357	121,550,000	121,550,000
Other long - term investment - net	11	-	-	-	-
Property, plant and equipment - net	12	1,324,014,362	997,743,496	698,118,079	321,623,677
Land and building leasehold rights - net	13	3,401,324	5,288,678	-	-
Other non-current assets	14	66,928,236	71,666,348	65,829,664	81,246,572
Total non-current assets		1,555,931,060	1,224,207,879	1,298,377,743	940,030,249
Total assets		2,581,420,006	2,779,064,126	1,928,304,868	1,910,900,080

# Balance Sheets (Con't)

Thai Rung Union Car Public Company Limited and Its Subsidiaries  
as at December 31, 2009 and 2008

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
Note		2009	2008	2009	2008
Liabilities and shareholders' equity					
Current liabilities					
Trade accounts payable - unrelated parties		194,780,783	227,772,723	92,499,687	109,456,861
Trade accounts payable - related parties	4	1,603,983	2,304,038	8,089,067	6,162,856
Amounts due to related parties	4	5,759,959	3,300,324	8,022,950	1,182,871
Short-term loans from related parties	4	-	-	87,000,000	-
Accrued project costs		334,798	39,650,059	-	-
Other current liabilities	16	40,839,683	50,628,005	17,403,836	15,850,297
Total current liabilities		243,319,206	323,655,149	213,015,540	132,652,885
Shareholders' equity					
Share capital	17				
Registered					
524,996,497 ordinary shares of Baht 1 each		524,996,497	524,996,497	524,996,497	524,996,497
Issued and paid up					
501,589,497 ordinary shares of Baht 1 each		501,589,497	501,589,497	501,589,497	501,589,497
Additional paid-in capital					
Premium on ordinary shares		727,144,000	727,144,000	727,144,000	727,144,000
Retained earnings					
Appropriated					
Statutory reserve - the Company	18	52,499,649	52,499,649	52,499,649	52,499,649
- Subsidiaries		16,793,902	14,742,832	-	-
Unappropriated		966,163,405	1,079,913,217	434,056,182	497,014,049
Equity attributable to Company's shareholders		2,264,190,453	2,375,889,195	1,715,289,328	1,778,247,195
Minority interest - equity attributable to minority shareholders of subsidiaries		73,910,347	79,519,782	-	-
Total shareholders' equity		2,338,100,800	2,455,408,977	1,715,289,328	1,778,247,195
Total liabilities and shareholders' equity		2,581,420,006	2,779,064,126	1,928,304,868	1,910,900,080

# Statements of Income

Thai Rung Union Car Public Company Limited and Its Subsidiaries

For The Years Ended December 31, 2009 and 2008

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2009	2008	2009	2008
<b>Revenues</b>	4				
Sales of goods		1,162,677,500	1,654,890,029	636,352,090	772,340,973
Rendering of services		190,395,274	444,333,538	86,542,583	138,985,900
Total revenues		1,353,072,774	2,099,223,567	722,894,673	911,326,873
Cost of sales and rendering of services	4, 20	1,203,484,036	1,821,864,270	663,771,368	800,608,393
Gross profit		149,588,738	277,359,297	59,123,305	110,718,480
Others income	4				
Dividend income	9, 10	-	-	20,494,408	29,284,624
Others	19	75,300,562	122,785,077	63,257,917	77,812,377
Profit before expenses		224,889,300	400,144,374	142,875,630	217,815,481
<b>Expenses</b>	4				
Selling expenses	20	93,456,028	111,047,492	65,622,960	39,802,958
Administrative expenses	20	219,682,128	236,159,321	125,898,700	161,255,955
Management remuneration		38,371,189	40,060,019	14,011,294	13,138,693
<b>Total expenses</b>		351,509,345	387,266,832	205,532,954	214,197,606
Profit (loss) before financing cost and corporate income tax		(126,620,045)	12,877,542	(62,657,324)	3,617,875
Financing cost		(11,065)	(9,159)	(300,543)	(7,976)
Share of profit (loss) from investments in associated companies	10	12,744,781	(20,912,553)	-	-
Profit (loss) before corporate income tax		(113,886,329)	(8,044,170)	(62,957,867)	3,609,899
Corporate income tax	21	(564)	(1,088,020)	-	-
<b>Net profit (loss)</b>		<b>(113,886,893)</b>	<b>(9,132,190)</b>	<b>(62,957,867)</b>	<b>3,609,899</b>
<b>Net profit (loss) attributable to:</b>					
Equity holders of the parent		(111,698,742)	(12,119,705)	(62,957,867)	3,609,899
Minority interests of the subsidiaries		(2,188,151)	2,987,515		
		(113,886,893)	(9,132,190)		
<b>Earnings (loss) per share (Baht)</b>	23				
Basic earnings (loss) per share					
Net profit (loss) attributable to equity holders of the parent		(0.21)	(0.02)	(0.12)	0.01

# Statements of Changes In Shareholders' Equity

Thai Rung Union Car Public Company Limited and Its Subsidiaries

For The Years Ended December 31, 2009 and 2008

(Unit: Baht)

	Consolidated financial statements							
	Issued and paid-up share capital	Premium on ordinary shares	Equity attributable to the parent's shareholders				Minority interestequity attributable to minority shareholder of subsidiaries	Total
			Retained earnings		Total equity to attributable the parent's shareholders			
			Appropriated - statutory Reserve					
			The Company	Subsidiaries				
Balance as at	501,589,497	727,144,000	52,499,649	14,742,832	1,079,913,217	2,375,889,195	79,519,782	2,455,408,977
Net loss	-	-	-	-	(111,698,742)	(111,698,742)	(2,188,151)	(113,886,893)
Dividend paid by subsidiaries	-	-	-	-	-	-	(1,651,283)	(1,651,283)
Capital repaid to minority interest	-	-	-	-	-	-	(1,770,001)	(1,770,001)
Appropriated to statutory reserve	-	-	-	2,051,070	(2,051,070)	-	-	-
Balance as at	501,589,497	727,144,000	52,499,649	16,793,902	966,163,405	2,264,190,453	73,910,347	2,338,100,800
Balance as at	501,589,497	727,144,000	52,499,649	13,271,939	1,093,503,815	2,388,008,900	79,160,267	2,467,169,167
Net profit (loss)	-	-	-	-	(12,119,705)	(12,119,705)	2,987,515	(9,132,190)
Dividend paid by subsidiaries	-	-	-	-	-	-	(2,628,000)	(2,628,000)
Appropriated to statutory reserve	-	-	-	1,470,893	(1,470,893)	-	-	-
Balance as at	501,589,497	727,144,000	52,499,649	14,742,832	1,079,913,217	2,375,889,195	79,519,782	2,455,408,977

# Statements of Changes In Shareholders' Equity (Con't)

Thai Rung Union Car Public Company Limited and Its Subsidiaries

For The Years Ended December 31, 2009 and 2008

(Unit: Baht)

	Separate financial statements				Total
	Issued and paid-up share capital	Premium on ordinary shares	Retained earnings		
			Appropriated - statutory reserve	Unappropriated	
Balance as at December 31, 2008	501,589,497	727,144,000	52,499,649	497,014,049	1,778,247,195
Net loss	-	-	-	(62,957,867)	(62,957,867)
Balance as at December 31, 2009	501,589,497	727,144,000	52,499,649	434,056,182	1,715,289,328
Balance as at December 31, 2007	501,589,497	727,144,000	52,499,649	493,404,150	1,774,637,296
Net profit	-	-	-	3,609,899	3,609,899
Balance as at December 31, 2008	501,589,497	727,144,000	52,499,649	497,014,049	1,778,247,195

# Cash Flow Statements

Thai Rung Union Car Public Company Limited and Its Subsidiaries

For The Years Ended December 31, 2009 and 2008

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2009	2008	2009	2008
<b>Cash flows from operating activities</b>				
Net profit (loss) before tax	(113,886,329)	(8,044,170)	(62,957,867)	3,609,899
Adjustments to reconcile net income (loss) before tax to net cash provided by (paid from) operating activities:				
Reversal of allowance for doubtful accounts	-	(766,927)		
Allowance for (reversal) diminution in value of inventories	14,554,163	(3,516,971)	4,105,883	8,203,872
Loss from investment	-	-	10,430	-
Share of loss (profit) from investments in associates	(12,744,781)	20,912,553	-	-
Impairment loss of fixed assets	476,000	-	476,000	-
Depreciation	113,503,099	127,243,916	60,136,707	85,253,186
Write-off fixed assets	5,825,748	-	-	-
Amortisation of land and building leasehold rights	1,887,354	1,523,302	-	-
Gain on sales of fixed assets	(2,357,751)	(415,971)	(1,147,578)	(894,340)
Dividend income	-	-	(20,494,408)	(29,284,624)
Interest income	(8,720,454)	(19,243,100)	(6,474,097)	(15,095,189)
Interest expense	11,065	9,159	300,543	7,976
Profit (loss) from operating activities before changes in operating assets and liabilities	(1,451,886)	117,701,791	(26,044,387)	51,800,780
Operating assets (increase) decrease				
Operating assets (increase) decrease related parties	(25,575,534)	180,718,907	(22,052,885)	131,293,202
Amounts due from related parties	741,073	(1,990,044)	57,139,402	(5,462,826)
Inventories	261,687,486	(66,208,781)	193,949,721	(86,965,470)
Accrued income and other current assets	63,117,822	(33,159,039)	6,520,172	(1,584,972)
Other non-current assets	2,033,278	(18,898,988)	11,697,539	(30,713,461)
Operating liabilities increase (decrease)				
Trade accounts payable - unrelated parties and related parties	(33,691,997)	(23,738,787)	(15,030,962)	(2,053,142)
Amounts due to related parties	2,459,636	(6,210,091)	6,550,599	(2,994,038)
Other current liabilities	(49,103,584)	(15,413,242)	1,553,539	(8,628,845)
Cash flows from operating activities	220,216,294	132,801,726	214,282,738	44,691,228
Cash paid for interest expense	(11,065)	(9,159)	(11,063)	(7,976)
Cash received from income tax refund	12,196,101	14,268,748	9,302,637	14,268,748
Cash paid for corporate income tax	(9,491,831)	(10,821,374)	(5,583,267)	(7,036,908)
Net cash flows from operating activities	222,909,499	136,239,941	217,991,045	51,915,092



# Cash Flow Statements (Con't)

Thai Rung Union Car Public Company Limited and Its Subsidiaries

For The Years Ended December 31, 2009 and 2008

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2009	2008	2009	2008
<b>Cash flows from investing activities</b>				
Decrease in current investments	63,000,000	271,100,890	60,000,000	194,313,843
Increase in short-term loans to related parties	(50,000,000)	(16,836,685)	(58,000,000)	(149,336,685)
Proceeds from short-term loans to related parties	46,342,727	16,854,907	93,842,727	132,854,907
Proceeds from sales of fixed assets	3,506,194	8,837,731	2,364,571	1,648,989
Interest received	9,688,097	18,088,631	7,007,724	14,003,155
Dividend from subsidiaries and associated company	667,000	2,712,624	20,494,408	29,284,624
Acquisition of fixed assets	(447,224,156)	(52,766,662)	(438,324,103)	(34,753,702)
Payment for investment in an associated company	-	(90,000,000)	-	(90,000,000)
Cash received on investment from subsidiary companies	-	-	2,719,570	-
Net cash flows from (used in) investing activities	(374,020,138)	157,991,436	(309,895,103)	98,015,131
<b>Cash flows from financing activities</b>				
Increase in short-term loans from related parties	-	-	87,000,000	-
Refund investment by subsidiary to minority interest	(1,770,001)	-	-	-
Dividend paid by subsidiaries to minority interest	(1,651,283)	(2,628,000)	-	-
Net cash flows from (used in) financing activities	(3,421,284)	(2,628,000)	87,000,000	-
Net increase (decrease) in cash and cash equivalents	(154,531,923)	291,603,377	(4,904,058)	149,930,223
Cash and cash equivalents at beginning of year	642,037,816	350,434,439	297,257,269	147,327,046
Cash and cash equivalents at end of year	487,505,893	642,037,816	292,353,211	297,257,269
<b>Supplemental cash flow information</b>				
<b>Non-cash transactions</b>				
Converted trade accounts receivable from related parties				
to short-term loans to related parties	-	17,681,113	-	17,681,113
Transferring of inventories to fixed assets	-	1,466,142	-	-

# Notes To Consolidated Financial Statements

THAI RUNG UNION CAR PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

FOR THE YEARS ENDED DECEMBER 31, 2009 AND 2008

## 1. GENERAL INFORMATION

Thai Rung Union Car Public Company Limited (“The Company”) is a public company incorporated and domiciled in Thailand. The Company is principally engaged in car assembly and modification, and the manufacture and distribution of parts and mold. Its registered address is located at 28/6 Moo 1, Petchakasem Road, Khwaeng Nongkangploo, Khet Nongkaem, Bangkok.

## 2. BASIS OF PREPARATION

The financial statements are prepared in accordance with Thai Accounting Standards (“TAS”) including related interpretations and guidelines promulgated by the Federation of Accounting Professions (“FAP”) in accordance with generally accepted accounting principles in Thailand and applicable rules and regulations of the Securities and Exchange Commission.

The presentation of the financial statements has been made in compliance with the stipulations of the Notification of the Department of Business Development dated January 30, 2009, issued under the Accounting Act B.E.2543.

The financial statements issued for Thai reporting purposes are prepared in the Thai language. This English translation of the financial statements has been prepared for the convenience of readers not conversant with the Thai language.

They are prepared on a historical cost basis, except as disclosed in respective accounting policies

The preparation of financial statements in conformity with Thai accounting standard requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying amounts of assets and liabilities that are not readily apparent from other sources. Subsequent actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, and in the period of the revision and future periods, if the revision affects both current and future periods.

### Accounting standards which are effective for the current year

On May 15, 2009, the Federation of Accounting Professions (FAP) has made the announcement No. 12/2009 to renumber Thai Accounting Standards (TAS) to be the same as International Accounting Standards (IAS).

The Federation of Accounting Professions has issued Notification No. 86/2551 and 16/2552, mandating the use of new accounting standards, financial reporting standard and accounting treatment guidance as follows.

- a) Accounting standards, financial reporting standard and accounting treatment guidance which are effective for the current year

Framework for Preparation and Presentation of Financial Statements (revised 2007)

TAS 36 (revised 2007) Impairment of Assets

TFRS 5 (revised 2007) Non-current Assets Held for Sale and Discontinued Operations

Accounting Treatment Guidance for Leasehold right

Accounting Treatment Guidance for Business Combination under Common Control

These accounting standards, financial reporting standard and accounting treatment guidance became effective for the financial statements for fiscal years beginning on or after 1 January 2009. The management has assessed the effect of these standards and Guidance do not have any significant impact on the financial statements for the current period.

- b) Accounting standards which are not effective for the current year

		Effective date
TAS 20	Accounting for Government Grants and Disclosure of Government Assistance	1 January 2012
TAS 24 (revised 2007)	Related Party Disclosures	1 January 2011
TAS 40	Investment Property	1 January 2011

The management of the Company is still evaluating the effect of these three accounting standards.

### Basis of consolidation

The consolidated financial statements include the financial statements of Thai Rung Union Car Public Company Limited (“the Company”) and the following subsidiary companies (“the subsidiaries”):

Company’s name	Nature of business	Incorporation	of shareholding	
			2009 Percent	2008 Percent
Subsidiaries directly held by the Company				
Thai V.P. Auto Service Co., Ltd.	Sales of cars, spare parts and car service centers	Thailand	94	94
Thai Rung Tools and Dies Co., Ltd.	Mold making service	Thailand	94	94
Thai Auto Pressparts Co., Ltd.	Manufacture of vehicle’s body parts	Thailand	91	91
Thai Auto Body Assembly Co., Ltd.	Manufacture of parts and assembly of special car (liquidated)	Thailand	-	91
Subsidiaries held by Thai V.P. Auto Service Co., Ltd.				
Thai Ultimate Car Co. Ltd.	Sales of cars, spare parts and accessories and car service centers	Thailand	99.53	99.53
TRU Leasing Co., Ltd.	Hire purchase of cars (liquidated)	Thailand	-	90

Subsidiaries are fully consolidated as from the date of acquisition, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.

The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent significant accounting policies.

Material balances and transactions between the Company and its subsidiary companies have been eliminated from the consolidated financial statements.

Minority interests represent the portion of net income or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated income statement and within equity in the consolidated balance sheet.

## 3. SIGNIFICANT ACCOUNTING POLICIES

### Revenue recognition

#### Sales of goods

Sales of goods are recognised when the significant risks and rewards of ownership of the goods have passed to the buyer. Sales are the invoiced value, excluding value added tax, of goods supplied after deducting discounts and allowances.

#### Rendering of services

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

#### Interest income

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

#### Dividends

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

### Cash and cash equivalents

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

### Trade accounts receivable and allowance for doubtful accounts

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

### Inventories and allowance for diminution in value of inventories

Finished goods and work in process are valued at the lower of standard cost (which approximates actual cost) and net realisable value. Standard cost includes all production costs and attributable factory overheads.

Raw materials and parts are valued at the lower of standard cost (which approximates actual cost) and net realisable value and are charged to production costs and cost of services whenever consumed.

Spare parts of car service centers are valued at the lower of cost (moving average method) and net realisable value.

Cars purchased for sales are valued at the lower of cost (specific identification method) and net realisable value.

Allowance for diminution in value of inventories is recorded by considering old, slow-moving and obsolete inventories.

### Investments

Investments in debt securities, both due within one year and expected to be held to maturity, are recorded at amortised cost. The premium/discount on debt securities is amortised by the effective rate method with the amortised amount presented as an adjustment to the interest income.

Investments in non-marketable equity securities, which the Company classifies as other investments, are stated at cost net of allowance for loss on diminution in value (if any).

Investments in associates are accounted for in the consolidated financial statements using the equity method.

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

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

### Property, plant and equipment/Depreciation

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

Depreciation of buildings and equipment is calculated by reference to their costs as follows:

	Depreciation method	Estimated useful lives
Land improvement	Straight-line method	20 years
Buildings and building improvement	Straight-line method	20 years
Machinery, factory equipment and tools (excluded molds and jigs)	Straight-line method	10, 15 years
Machinery, factory equipment and tools acquired before 1999 and molds and jigs	Double declining method	5 years
Office equipment acquired before July 2007	Double declining method	5 years
Office equipment	Straight-line method	5 years
Motor vehicles acquired before July 2007	Double declining method	5 years
Motor vehicles	Straight-line method	5 years

No depreciation is provided on land and work in progress.

### Land and building leasehold rights/Amortisation

Land and building leasehold rights are stated at cost less accumulated amortisation. Amortisation of land and building leasehold rights is calculated by reference to their costs on a straight-line basis over the periods of lease agreements.

Amortisation is included in determining income.

## Foreign currencies

Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the balance sheet date.

Gains and losses on exchange are included in determining income.

## Impairment of assets

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

An impairment loss is recognised in the income statement.

## Employee benefits

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

## Provisions

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

## Income tax

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

## Derivatives

### *Forward exchange contracts*

Receivables and payables arising from forward exchange contracts are translated into Baht at the rates of exchange ruling at the balance sheet. Gains and losses from the translation are included in determining income. Premiums or discounts on forward exchange contracts are amortized on a straight-line basis over the contract periods.

## Significant accounting judgments and estimates

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

### *Leases*

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

### *Allowance for doubtful accounts*

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

### *Allowance for diminution in value of inventory*

Allowances for diminution in the value of inventory accounts are intended to adjust the value of inventory for probable credit losses. The management uses judgment to estimate losses, based on an analysis of inventory aging, taking into account the current situation with respect to sales of inventory items, on a specific basis. However, the use of different estimates and assumptions could affect the amounts of allowance for diminution in value of inventory in the future.

### Property plant and equipment/Depreciation

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

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

## 4. RELATED PARTY TRANSACTIONS

Related parties are those parties linked to the Group and the Company as shareholders or by common shareholders or directors. Transactions with related parties are conducted at prices based on market prices or, where no market price exists, at contractually agreed prices.

Significant transactions for the year ended December 31, 2009 and 2008 with related parties were as follows:

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements		Transfer pricing policy
	2009	2008	2009	2008	
<b>Transactions with subsidiaries</b> (eliminated from the consolidated financial statements)					
Purchases of goods and services	-	-	33	57	Cost plus margin
Purchases of fixed assets	-	-	5	16	Carrying value plus margin
Electricity expense	-	-	11	11	Cost plus gross profit margin not more than 5%
Commission and promotion expenses	-	-	2	-	Contract price
Sales of goods	-	-	145	119	Cost plus margin
Sales of fixed assets	-	-	-	1	Carrying value plus margin
Rendering of services	-	-	-	2	Cost plus margin
Technical service income	-	-	4	11	In accordance with the contract price at the following rates: - 1) Technical service fee fixed rate per unit 2) Management service fee fixed rate per month 3) Commission not more than 2% of sales revenue
Building and factory rental income	-	-	-	1	Contract price
Land and office rental income	-	-	3	2	Contract price
Management service income	-	-	12	13	Contract price
Utilities, transportation income and sales of supplies	-	-	3	7	Cost plus margin
Interest income	-	-	-	2	1.00% - 2.75% p.a. (2008: 2.75% - 3.25% p.a.)
Dividend income	-	-	20	27	As declared



	Consolidated financial statements		Separate financial statements		Transfer pricing policy
	2009	2008	2009	2008	
<b>Transactions with associated companies</b>					
Purchases of goods and services	12	16	9	12	Cost plus margin
Sales of goods	28	48	25	45	Cost plus margin
Rendering of services	2	-	-	-	Cost plus margin
Consulting service income	5	5	5	5	Contract price
Land and showroom rental income	3	2	3	2	Contract price
Management service income	11	12	11	11	Contract price
Utilities, transportation income and sales of supplies	4	1	3	1	Cost plus margin
Dividend income	1	3	1	3	As declared
<b>Transactions with related companies</b>					
Purchases of goods and services	2	5	-	1	Cost plus margin
Land rental expense and amortisation of leasehold rights	19	35	15	24	Contract price
Car rental expense	3	4	2	1	Contract price
Commission and promotion expenses	22	17	9	-	Contract price
Sales of goods	161	193	135	117	Cost plus margin
Rendering of services	1	-	1	-	Cost plus margin
Land and showroom rental income	7	9	-	-	Contract price
Utilities, transportation income and sales of supplies	-	2	-	-	Cost plus margin
Interest income	1	1	1	1	1.00% - 4.00% p.a. (2008: 3.325% - 4.00% p.a.)
Commission income	-	1	-	-	Average rate 0.02% of sale

As at December 31, 2009 and 2008, the balances of the accounts between the Company and those related companies are as follows:

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	2009	2008	2009	2008
<b>Trade accounts receivable - related parties</b>				
<b>Subsidiaries</b>				
Thai Rung Tools and Dies Co., Ltd.	-	-	61,637	169,657
Thai V.P. Auto Service Co., Ltd.	-	-	8,551,440	10,347,354
Thai Ultimate Car Co., Ltd.	-	-	5,500,000	5,588,630
Thai Auto Pressparts Co., Ltd.	-	-	-	358,560
	-	-	14,113,077	16,464,201
<b>Associated companies</b>				
Delta-TR Co., Ltd.	5,277,612	20,451,111	5,277,612	14,070,368
Delta-Thairung Co., Ltd.	315,837	200	-	-
Thai Auto Conversion Co., Ltd.	276,228	46,194	43,895	12,882
	5,869,677	20,497,505	5,321,507	14,083,250
<b>Related companies</b>				
Isuzu Chaicharoenkij Motor Co., Ltd.	30,142,315	21,280,750	29,524,731	15,164,449
Isuzu V Motor Co., Ltd.	24,657	10,764	-	-
Thai V.P. Corporation Co., Ltd.	48,339	95,046	17,869	-
V.P. Auto Enterprise Co., Ltd.	16,833	269,831	-	-
Firstpart Co., Ltd.	4,697,636	11,659,942	-	-
Europe-Thai Car Rent Co., Ltd.	-	171,000	-	-
V.P.K. Auto Co., Ltd.	3,277	152,421	-	-
	34,933,057	33,639,754	29,542,600	15,164,449
<b>Total trade accounts receivable - related parties</b>	<b>40,802,734</b>	<b>54,137,259</b>	<b>48,977,184</b>	<b>45,711,900</b>
<b>Amounts due from related parties</b>				
<b>Subsidiaries</b>				
Thai Rung Tools and Dies Co., Ltd.	-	-	9,602,118	9,495,977
Thai V.P. Auto Service Co., Ltd.	-	-	285,000	16,651
Thai Ultimate Car Co., Ltd.	-	-	-	57,614,213
Thai Auto Pressparts Co., Ltd.	-	-	4,848,165	5,363,606
Thai Auto Body Assembly Co., Ltd.	-	-	80,570	-
	-	-	14,815,853	72,490,447

	Consolidated financial statements		Separate financial statements	
	2009	2008	2009	2008
<b>Associated company</b>				
Delta - TR Co., Ltd.	7,924,394	1,082,600	7,885,858	7,438,365
<b>Related companies</b>				
Isuzu Chaicharoenkij Motor Co., Ltd.	617,275	439,733	617,276	438,320
V.P. Auto Enterprise Co., Ltd.	265,207	294,018	-	-
Lexus Auto City Co., Ltd.	307,125	600,000	-	-
Firstpart Co., Ltd.	1,308,092	6,526,973	-	-
Thai V.P. Corporation Co., Ltd.	202,794	4,800	-	4,800
Sinthoranee Property Co., Ltd.	-	990,000	-	-
Europe-Thai Car Rent Co., Ltd.	199,599	1,780,567	-	-
V.P.K. Auto Co., Ltd.	-	133,604	-	-
	2,900,092	10,769,695	617,276	443,120
<b>Total amounts due from related parties</b>	<b>10,824,486</b>	<b>11,852,295</b>	<b>23,318,987</b>	<b>80,371,932</b>
<b>Short-term loans to related parties</b>				
<b>Subsidiaries</b>				
Thai Rung Tools and Dies Co., Ltd.	-	-	-	22,500,000
Thai V.P. Auto Service Co., Ltd.	-	-	-	17,000,000
	-	-	-	39,500,000
<b>Related companies</b>				
Isuzu Chaicharoenkij Motor Co., Ltd.	49,406,875	45,749,601	49,406,875	45,749,601
<b>Total short-term loans to related parties</b>	<b>49,406,875</b>	<b>45,749,601</b>	<b>49,406,875</b>	<b>85,249,601</b>
<b>Trade accounts payable - related parties</b>				
<b>Subsidiaries</b>				
Thai Rung Tools and Dies Co., Ltd.	-	-	6,052,503	2,307,241
Thai V.P. Auto Service Co., Ltd.	-	-	1,730,388	2,333,586
Thai Ultimate Car Co., Ltd.	-	-	134,403	4,873
	-	-	7,917,294	4,645,700
<b>Associated company</b>				
Delta - TR Co., Ltd.	211,673	1,894,289	171,775	1,517,156
<b>Related companies</b>				
Isuzu Chaicharoenkij Motor Co., Ltd.	336,970	30,425	-	-
Thai V.P. Corporation Co., Ltd.	27,960	38,520	-	-
Isuzu V. Motor Co.,Ltd	17,069	-	-	-
Chaicharoenkij Motor Co., Ltd.	240,000	119,372	-	-
V.P. Auto Enterprise Co., Ltd.	48,024	46,505	-	-
V.P.K. Auto Co., Ltd.	5,350	5,350	-	-
Firstpart Co., Ltd.	716,937	169,577	-	-
	1,392,310	409,749	-	-
<b>Total trade accounts payable- related parties</b>	<b>1,603,983</b>	<b>2,304,038</b>	<b>8,089,067</b>	<b>6,162,856</b>

	Consolidated financial statements		Separate financial statements	
	2009	2008	2009	2008
<b><u>Amounts due to related parties</u></b>				
<b><u>Subsidiaries</u></b>				
Thai Rung Tools and Dies Co., Ltd.	-	-	1,484,029	779,260
Thai Ultimate Car Co., Ltd.	-	-	-	109,163
Thai V.P. Auto Service Co., Ltd.	-	-	1,195,076	-
TRU Leasing Co., Ltd.	-	-	-	19,313
Thai Auto Pressparts Co., Ltd.	-	-	144,657	-
	-	-	2,823,762	907,736
<b><u>Associated company</u></b>				
Delta-TR Co., Ltd.	300,000	300,000	-	-
Related companies				
Isuzu Chaicharoenkij Motor Co., Ltd.	5,273,949	1,200,500	5,043,779	38,652
Thai V.P. Corporation Co., Ltd.	-	430,751	148,570	165,315
Sinthoranee Property Co., Ltd.	-	1,200,000	-	-
Chaicharoenkij Motor Co., Ltd.	179,171	80,000	-	-
V.P. Auto Enterprise Co., Ltd.	-	56,504	-	56,504
Firstpart Co., Ltd.	-	32,569	-	14,664
V.P. Capital Asset Co.,Ltd	6,839	-	6,839	-
	5,459,959	3,000,324	5,199,188	275,135
<b>Total amounts due to related parties</b>	<b>5,759,959</b>	<b>3,300,324</b>	<b>8,022,950</b>	<b>1,182,871</b>
<b><u>Short- term loan from related parties</u></b>				
<b><u>Subsidiaries</u></b>				
Thai Rung Tools and Dies Co., Ltd.	-	-	35,000,000	-
Thai Auto Pressparts Co., Ltd.	-	-	40,000,000	-
Thai V.P. Auto Service Co., Ltd.	-	-	12,000,000	-
<b>Total short-term loan from related parties</b>	<b>-</b>	<b>-</b>	<b>87,000,000</b>	<b>-</b>

During the year of 2009, movements of short-term loans to and loans from related parties were as follows:

(Unit: Million Baht)

	January 1, 2009	During the year		December 31, 2009	Interest rate
		Increase	Decrease		
<b><u>Short-term loans to related parties</u></b>					
<b>Consolidated financial statements</b>					
<b>Related company</b>					
Isuzu Chaicharoenkij Motor Co., Ltd.	46	50	(46)	50	1.93% - 3.75% p.a., at call
<b>Separate financial statements</b>					
<b>Subsidiaries</b>					
Thai Rung Tools and Dies Co., Ltd.	23	-	(23)	-	2.75% p.a., due in 6 months
Thai V.P. Auto Service Co., Ltd.	17	8	(25)	-	0.75%-2.75% p.a., due in 1-3 months
<b>Related company</b>					
Isuzu Chaicharoenkij Motor Co., Ltd.	46	50	(46)	50	1.93% - 3.75% p.a., at call
<b><u>Short-term loans from related parties</u></b>					
<b>Separate financial statements</b>					
<b>Subsidiaries</b>					
Thai Rung Tools and Dies Co., Ltd.	-	35	-	35	0.75% p.a., at call
Thai Auto Pressparts Co., Ltd.	-	40	-	40	0.75% p.a., at call
Thai V.P. Auto Service Co., Ltd.	-	12	-	12	0.75% p.a., at call

As at December 31, 2009 and 2008, the Company and its subsidiaries had significant balances of trade accounts receivable with related parties. The Company and its subsidiaries had not set an allowance for doubtful accounts for such debts, since the management of the Company and its subsidiaries believe that such debts will be repaid in full. During the year 2008, the Company converted the balance of trade account receivable with a related company amounting to Baht 17.7 million to short-term loan carrying interest at rate of 4% per annum.

### Guarantee Obligations With Related Parties

As at December 31, 2009 and 2008, the Company has outstanding guarantee obligations with subsidiaries as follows:

- The Company has obligations of Baht 110 million (2008: Baht 105 million) in respect of its guarantee of credit facilities provided by two local banks to Thai V.P. Auto Service Co., Ltd. (a subsidiary).
- The Company has obligations of Baht 280 million (2008: Baht 255 million) in respect of its guarantee of credit facilities provided by three local banks and two local banks respectively, to Thai Rung Tools and Dies Co., Ltd. (a subsidiary).
- The Company has obligations of Baht 70 million in the year 2009, in respect of its guarantee of credit facilities provided by a local bank to Thai Auto Pressparts Co., Ltd. (a subsidiary).
- The Company has obligations of Baht 75 million in the year 2009, respect of its guarantee of credit facilities provide by a local bank to Delta Thairung Co., Ltd. (an associated).

The Company has not charged a guarantee fee to its subsidiaries.

## 5. CURRENT INVESTMENTS

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2009	2008	2009	2008
<b>Investments in debt securities to be held to maturity</b>				
Bill of exchange - Financial institution	-	63,000,000	-	60,000,000
<b>Total</b>	<b>-</b>	<b>63,000,000</b>	<b>-</b>	<b>60,000,000</b>

## 6. TRADE ACCOUNTS RECEIVABLE

The balances of trade accounts receivable as at December 31, 2009 and 2008, aged on the basis of due dates, are summarised below.

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2009	2008	2009	2008
<b>Age of receivables</b>				
<b>Trade accounts receivable - unrelated parties</b>				
Not yet due	160,583,625	126,303,405	87,027,713	44,076,208
Past due				
Up to 3 months	74,809,873	66,666,239	15,267,574	39,515,479
3 - 6 months	109,979	1,455,007	-	-
6 - 12 months	209,172	2,497,814	-	-
Over 12 months	872,005	269,412	107,155	23,154
Total	236,584,654	197,191,877	102,402,442	83,614,841
Less: Allowance for doubtful accounts	(598,639)	(115,921)	-	-
Total trade accounts receivable - unrelated parties, net	235,986,015	197,075,956	102,402,442	83,614,841
<b>Trade accounts receivable - subsidiaries</b>				
Not yet due	-	-	6,816,643	8,745,895
Past due				
Up to 3 months	-	-	21,234	443,106
3 - 6 months	-	-	-	-
6 - 12 months	-	-	-	-
Over 12 months	-	-	7,275,200	7,275,200
Total trade account receivable - subsidiaries	-	-	14,113,077	16,464,201
<b>Trade accounts receivable - associates</b>				
Not yet due	5,444,628	19,250,712	4,896,457	13,157,657
Past due				
Up to 3 months	425,050	1,246,793	425,050	925,593
Total trade account receivable - associates	5,869,678	20,497,505	5,321,507	14,083,250
<b>Trade accounts receivable - related companies</b>				
Not yet due	23,367,243	4,831,462	20,841,904	3,000,586
Past due				
Up to 3 months	7,633,536	6,584,507	4,792,696	2,449,560
3 - 6 months	3,907,554	7,694,855	3,908,000	2,093,247
6 - 12 months	-	12,516,922	-	6,649,056
Over 12 months	24,723	2,012,009	-	972,000
Total trade accounts receivable - related companies	34,933,056	33,639,755	29,542,600	15,164,449
<b>Total trade accounts receivable - related parties</b>	<b>40,802,734</b>	<b>54,137,259</b>	<b>48,977,184</b>	<b>45,711,900</b>



## 7. INVENTORIES

(Unit: Baht)

	Consolidated financial statements							
	Cost		Allowance of diminution in value of inventory				Inventory-net	
			Reduction cost to net realisable value		Stock obsolescence			
	2009	2008	2009	2008	2009	2008	2009	2008
Finished goods	125,388,408	192,362,304	-	-	33,815,954	28,068,510	91,572,454	164,293,794
Work in process	43,600,927	59,699,227	-	-	7,773,134	921,216	35,827,793	58,778,011
Raw materials	64,810,811	243,426,100	-	-	19,988,116	18,033,315	44,822,695	225,392,785
Total	233,800,146	495,487,631	-	-	61,577,204	47,023,041	172,222,942	448,464,590

(Unit: Baht)

	Separate financial statements							
	Cost		Allowance of diminution in value of inventory				Inventory-net	
			Reduction cost to net realisable value		Stock obsolescence			
	2009	2008	2009	2008	2009	2008	2009	2008
Finished goods	54,435,473	118,553,840	-	3,000,000	176,367	-	54,259,106	115,553,840
Work in process	29,872,332	16,402,680	-	-	7,013,391	921,216	22,858,941	15,481,464
Raw materials	49,636,206	192,937,211	-	-	18,471,865	17,634,524	31,164,341	175,302,687
Total	133,944,011	327,893,731	-	3,000,000	25,661,623	18,555,740	108,282,388	306,337,991

## 8. OTHER CURRENT ASSETS

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2009	2008	2009	2008
Input tax refundable	7,380,072	10,090,959	1,180	2,014,998
Input tax suspense	945,265	5,663,607	417,958	362,911
Prepayment	4,790,889	4,870,165	3,785,860	7,439,526
Other current assets	1,473,230	13,951,725	826,931	751,762
<b>Total</b>	<b>14,589,456</b>	<b>34,576,456</b>	<b>5,031,929</b>	<b>10,569,197</b>

## 9. INVESTMENTS IN SUBSIDIARIES

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

(Unit: Baht)

Company's name	Paid up capital		Shareholding percentage		Cost		Dividend received during the year	
	2009	2008	2009	2008	2009	2008	2009	2008
	Million Baht	Million Baht	%	%				
Thai V.P. Auto Service Co., Ltd. and its subsidiaries	25	25	94	94	23,500,000	23,500,000	9,400,000	-
Thai Rung Tools and Dies Co., Ltd.	27	27	94	94	25,380,000	25,380,000	-	-
Thai Auto Pressparts Co., Ltd.	400	400	91	91	364,000,000	364,000,000	10,010,000	26,572,000
Thai Auto Body Assembly Co., Ltd.	-	3	-	91	-	2,730,000	417,408	-
<b>Total investments in subsidiaries</b>					<b>412,880,000</b>	<b>415,610,000</b>	<b>19,827,408</b>	<b>26,572,000</b>

On December 26, 2008 and January 5, 2009, Thai Auto Body Assembly Co., Ltd. and TRU Leasing Co., Ltd., (Thai V.P. Auto Service Co., Ltd.'s subsidiary) respectively were registered for company closing with the Minister of Commerce. The financial statements of TRU Leasing Co., Ltd were changed basis of preparation from "going concern basis" to "assets are carried at anticipated recoverable and liabilities are carried at settlement amounts" since the year 2008.

According to liquidation report of Thai Auto Body Assembly Co., Ltd. and TRU Leasing Co., Ltd., (Thai V.P. Auto Service Co., Ltd.'s subsidiary) dated on July 17, 2009, the retained earnings of the both subsidiaries as at June 30, 2009 will be distributed as dividend and the repayment of capital to shareholders as per their holding proportion. On July 22, 2009, the Company and Thai V.P. Auto Service Co., Ltd. have already received dividend and capital repayment in the amount of Baht 0.42 million and Baht 2.64 million, respectively from Thai Auto Body Assembly Co., Ltd. and Baht 0.18 million and Baht 13.41 million, respectively from TRU Leasing Co., Ltd.

According to the minute of the extraordinary general meeting of shareholders No. 1/2009 of Thai Auto Body Assembly Co., Ltd. held on December 24, 2009, the resolution unanimously approve the liquidation by distributed cash in the amount of Baht 88,538.50 which equal to Baht 0.73 per share. The Company has received capital refund in the amount of Baht 80,570.04. Thai Auto Body Assembly Co., Ltd has already registered of the liquidation to the Department of Business Development, Ministry of Commerce Thailand on December 25, 2009.

According to the minute of the extraordinary general meeting of shareholders No. 1/2009 of TRU Leasing Co., Ltd. held on December 16, 2009, the resolution unanimously approve the liquidation by distributed cash in the amount of Baht 94,120 which equal to Baht 0.63 per share. Thai V.P. Auto Service Co., Ltd has received capital refund in the amount of Baht 84,708. TRU Leasing Co., Ltd. has already registered of the liquidation to the Department of Business Development, Ministry of Commerce Thailand on December 24, 2009.

## 10. INVESTMENTS IN ASSOCIATED COMPANIES

Details of associates:

(Unit: Baht)

Company	Nature of business	Country of incorporation	Shareholding percentage		Separate financial statements		Consolidated financial statements	
					Cost		Carrying amounts based on equity method	
			2009	2008	2009	2008	2009	2008
			%	%				
Delta-TR Co., Ltd.	Manufacture of vehicle parts	Thailand	46	46	9,200,000	9,200,000	52,212,215	51,154,438
Thai Auto Conversion Co., Ltd.	Manufacture of vehicle parts	Thailand	30	30	22,350,000	22,350,000	35,354,292	20,173,468
Delta ThaiRung Co., Ltd.	Manufacture of auto seats and parts and other equipment for vehicles	Thailand	30	30	90,000,000	90,000,000	74,020,631	78,181,451
<b>Total investments in associated companies</b>					<b>121,550,000</b>	<b>121,550,000</b>	<b>161,587,138</b>	<b>149,509,357</b>

During the year, the Company has recognised its share of net profit (loss) from investments in associated companies in the consolidated financial statements and dividend income in the separate financial statements as follows:

(Unit: Baht)

Company	Consolidated financial statements		Separate financial statements	
	Share of profit (loss) from investments in associates during the year		Dividend received during the year	
	2009	2008	2009	2008
Delta-TR Co., Ltd.	1,724,777	6,668,906	667,000	869,400
Thai Auto Conversion Co., Ltd.	15,180,824	(15,871,249)	-	1,843,224
Delta ThaiRung Co., Ltd.	(4,160,820)	(11,710,210)	-	-
<b>Total</b>	<b>12,744,781</b>	<b>(20,912,553)</b>	<b>667,000</b>	<b>2,712,624</b>

Financial information of the associated companies is summarised below.

(Unit: Million Baht)

Company	Paid-up capital as at December 31,		Total assets as at December 31,		Total liabilities as at December 31,		Total revenues for the years ended December 31,		Net profit (loss) for the years ended December 31,	
	2009	2008	2009	2008	2009	2008	2009	2008	2009	2008
Delta-TR Co., Ltd.	20	20	150	163	36	52	249	357	4	14
Thai Auto Conversion Co., Ltd.	75	75	160	125	42	57	263	321	34	(53)
Delta ThaiRung Co., Ltd.	300	300	318	371	71	110	94	-	(14)	(39)

Shares of profit (loss) from investments in three associated companies, included in the consolidated income statements for the year 2009, amounting to Baht 12.74 million were calculated based on financial statements prepared by the management of those companies and not audited by their auditors.

Shares of loss from investments in two associated companies, included in the consolidated income statements for the year 2008, amounting to Baht 27.6 million were calculated based on financial statements prepared by the management of those companies and not audited by their auditors.

Shares of profit from investments in an associated companies, included in the consolidated income statement for the year 2008, amounting to Baht 6.7 million were calculated based on financial statements audited by other auditors.

On July 7, 2008, the Board of Directors Meeting No. 1/2008 of an associated company (Delta ThaiRung Co., Ltd.) approved the increase in its registered share capital from Baht 200 million (2 million ordinary shares of Baht 100 each) to Baht 300 million (3 million ordinary shares of Baht 100 each), through the issuance of 1 million additional ordinary shares with a par value of Baht 100 each, for offer to existing shareholders at Baht 100 per share. On June 18, 2008, the Board of Directors Meeting No. 2/2008 of the Company approved the purchase of additional shares in the associated company to maintain its shareholding at 30%.

Delta ThaiRung Co., Ltd. is principally engaged manufacture of auto seats and parts and other equipment for vehicles since October 8, 2009.

## 11. OTHER LONG-TERM INVESTMENT

(Unit: Baht)

	2009	2008
Investment in LP Land and Housing Development Co., Ltd.	24,000	24,000
Less: Allowance for impairment	(24,000)	(24,000)
Other long-term investment - net	-	-

## 12. PROPERTY, PLANT AND EQUIPMENT

(Unit: Baht)

	Consolidated financial statements						
	Land and land improvement	Buildings and building improvement	Machinery, factory equipment and tools	Office equipment	Motor vehicles	Work in progress	Total
<b>Cost</b>							
December 31, 2008	353,856,004	649,994,768	1,616,087,967	211,685,405	94,995,941	87,647,263	3,014,267,348
Acquisitions	409,077,212	136,109	5,549,267	3,087,718	2,495,506	26,878,344	447,224,156
Transfer in (transfer out)	(460,287)	1,231,722	20,114,536	3,800,549	85,369	(24,771,889)	-
Disposals	-	(12,484,936)	(3,953,805)	(4,515,344)	(9,479,556)	(4,976,396)	(35,410,037)
December 31, 2009	762,472,929	638,877,663	1,637,797,965	214,058,328	88,097,260	84,777,322	3,426,081,467
<b>Accumulated depreciation</b>							
December 31, 2008	9,757,461	356,212,034	1,379,657,019	194,166,669	69,107,638	-	2,008,900,821
Depreciation for the year	442,966	32,678,960	64,804,184	6,956,075	8,620,914	-	113,503,099
Transfer in (transfer out)	(460,287)	460,287	(1,717,203)	1,637,040	80,163	-	-
Depreciation on disposals	-	(11,634,583)	(3,375,996)	(4,385,407)	(9,039,860)	-	(28,435,846)
December 31, 2009	9,740,140	377,716,698	1,439,368,004	198,374,377	68,768,855	-	2,093,968,074
<b>Allowance for impairment</b>							
December 31, 2008	-	-	7,623,031	-	-	-	7,623,031
Increase	-	-	-	-	-	476,000	476,000
December 31, 2009	-	-	7,623,031	-	-	476,000	8,099,031
<b>Net book value</b>							
December 31, 2008	344,098,543	293,782,734	228,807,917	17,518,736	25,888,303	87,647,263	997,743,496
December 31, 2009	752,732,789	261,160,965	190,806,930	15,683,951	19,328,405	84,301,322	1,324,014,362
<b>Depreciation for the years</b>							
2008 (Baht 91 million included in manufacturing cost, and the balance in administrative expenses)							127,243,916
2009 (Baht 83 million included in manufacturing cost, and the balance in administrative expenses)							113,503,099

(Unit: Baht)

	Separate financial statements						
	Land and land improvement	Buildings and building improvement	Machinery, factory equipment and tools	Office equipment	Motor vehicles	Work in progress	Total
<b>Cost</b>							
December 31, 2008	61,067,977	330,861,042	1,408,631,798	115,790,925	79,221,460	2,385,644	1,997,958,846
Acquisitions	409,077,212	-	816,869	3,025,550	4,357,898	21,046,574	438,324,103
Transfer in (transfer out)	(460,287)	1,189,972	14,460,495	1,647,221	2,484,313	(19,321,714)	-
Disposals	-	-	(2,705,323)	(3,307,400)	(6,053,001)	-	(12,065,724)
December 31, 2009	469,684,902	332,051,014	1,421,203,839	117,156,296	80,010,670	4,110,504	2,424,217,225
<b>Accumulated depreciation</b>							
December 31, 2008	9,757,461	181,839,312	1,311,582,460	104,521,902	61,011,003	-	1,668,712,138
Depreciation for the year	442,966	15,191,092	33,235,966	4,281,147	6,985,536	-	60,136,707
Transfer in (transfer out)	(460,287)	460,287	(1,717,204)	1,637,041	80,163	-	-
Depreciation on disposals	-	-	(1,972,767)	(3,190,355)	(5,685,608)	-	(10,848,730)
December 31, 2009	9,740,140	197,490,691	1,341,128,455	107,249,735	62,391,094	-	1,718,000,115
<b>Allowance for impairment</b>							
December 31, 2008	-	-	7,623,031	-	-	-	7,623,031
Increase	-	-	-	-	-	476,000	476,000
December 31, 2009	-	-	7,623,031	-	-	476,000	8,099,031
<b>Net book value</b>							
December 31, 2008	51,310,516	149,021,730	89,426,307	11,269,023	18,210,457	2,385,644	321,623,677
December 31, 2009	459,944,762	134,560,323	72,452,353	9,906,561	17,619,576	3,634,504	698,118,079
<b>Depreciation for the years</b>							
2008 (Baht 69 million included in manufacturing cost, and the balance in administrative expenses)							85,253,186
2009 (Baht 44 million included in manufacturing cost, and the balance in administrative expenses)							60,136,707

As at December 31, 2009, certain plant and equipment items have been fully depreciated but are still in use. The original cost of those assets amounted to approximately Baht 1,516 million (2008: Baht 1,403 million) (Separate financial statements: Baht 1,358 million, (2008: Baht 1,261 million)).

As at December 31, 2009, a subsidiary's (Thai Ultimate Car Co., Ltd.) land and building constructed thereon at net book value of Baht 53 million (2008: Baht 59 million) have been mortgaged with a bank to secure the subsidiary's credit facilities of Baht 30 million (Baht 80 million in 2008) as granted by the bank.

According to the minute of the directors meeting held on February 20, 2009, the meeting considered to purchase the land, which is the factory and head office located, from major shareholder of the Company. The objective for purchasing is to serve the Company's operation and according to the minute of the shareholder meeting held on April 28, 2009, a resolution unanimously was passed to purchase the aforesaid land. The purchasing price is based on the appraisal value appraised by an independent SEC-authorized appraiser on December 30, 2008 which is Baht 403.15 million. The related expense to transfer ownership of land is Baht 5.93 million. In the third quarter for the year 2009, the Company has already purchased and transferred ownership for aforesaid land.

### 13. LAND AND BUILDING LEASEHOLD RIGHTS

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2009	2008	2009	2008
Cost of land and building leasehold rights	61,612,872	61,612,872	150,000	-
Less: Accumulated amortisation	(58,211,548)	(56,324,194)	(150,000)	-
Net	3,401,324	5,288,678	-	-
Amortisation expenses included in the statements of income for the years	1,887,354	1,523,302	-	-

### 14. OTHER NON-CURRENT ASSETS

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2009	2008	2009	2008
Withholding tax deducted at source	21,080,564	23,785,398	12,615,205	16,334,574
Deferred cost of dies, net	40,095,305	45,544,561	47,611,882	61,462,656
Other non-current assets	5,752,367	2,336,389	5,602,577	3,449,342
<b>Total</b>	<b>66,928,236</b>	<b>71,666,348</b>	<b>65,829,664</b>	<b>81,246,572</b>

### 15. BANK OVERDRAFTS FACILITIES

As at December 31, 2009, the Company and subsidiaries have bank overdrafts facilities amounting to Baht 65 million (2008: Baht 35 million) (Separate financial statements: Baht 5 million, (2008: Baht 5 million)) which are guaranteed by the Company and its directors, and secured by the mortgage of land with structures thereon of the subsidiary.



## 16. OTHER CURRENT LIABILITIES

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2009	2008	2009	2008
Corporate income tax payable	-	119,605	-	-
Output tax suspense	1,866,820	5,903,508	1,345,560	5,426,776
Accounts payable revenue department	4,527,448	-	3,645,582	-
Accrued expenses	12,502,230	26,922,680	8,250,478	4,342,283
Advance from customers	10,578,481	4,252,745	105,600	200,204
Other accounts payable	6,059,302	5,761,327	2,354,210	2,751,350
Other current liabilities	5,305,402	7,668,140	1,702,406	3,129,684
<b>Total</b>	<b>40,839,683</b>	<b>50,628,005</b>	<b>17,403,836</b>	<b>15,850,297</b>

## 17. WARRANTS

On July 16, 2004, the Company issued 24,999,000 warrants to subscribe to the Company's ordinary shares (ESOP 2003), to be allotted to directors, advisors and/or employees of the Company and its subsidiaries at Baht 0 per unit. These 5-year warrants, expiring on July 15, 2009 have an exercise ratio of 1 warrant to 1 new ordinary share and the exercise price is Baht 8 per share. The exercise periods are as follows: -

- In the first year, no more than 40% of the total warrants any individual received from the Company.
- In the second year, no more than an additional 30% of the total warrants any individual received from the Company.
- After the second year, all remain warrants can be exercised.

The ESOP 2003 warrants are not listed on the Stock Exchange of Thailand.

On December 18, 2003, an Extraordinary General Meeting of the Company's shareholders approved the allocation of 24,999,000 of its new ordinary shares to be reserved for the exercise of the warrants.

On April 24, 2006, the Annual General Meeting of the shareholders of the Company approved the amendment of the exercise price of the warrants to subscribe to the Company's ordinary shares from Baht 8 per share to Baht 5 per share. The Company already implemented the procedures stipulated under Notification Gor. Jor. 36/2544 of the Office of the Securities and Exchange Commission and the Company adjusted the exercise price with effect from June 2006.

As at June 30, 2009 and December 31, 2008, the outstanding warrants are 23,407,000 units. The Company determines exercise of warrants at the end of every month throughout the warrants effective period which will be ended on June 30, 2009. On June 30, 2009, there was no one exercise the warrants. Then the warrants are expired.

The exercise of the option throughout the five years of the ESOP project can be summarized as follows:

- Number of options exercised 1,592,000
- Number of options not exercised 23,407,000

## 18. STATUTORY RESERVE

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

As at December 31, 2009 and 2008, the statutory reserve reaches 10% of the Company's registered capital.

## 19. OTHER INCOME

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2009	2008	2009	2008
Scrap sales	17,282,083	55,853,457	-	-
Interest income	8,720,454	19,243,100	6,474,097	15,095,189
Campaign support income	-	3,701,328	-	-
Utilities, transportation service and sales of supplies	3,781,623	17,522,156	6,279,332	12,014,170
Consulting fee	5,118,000	5,118,000	5,118,000	5,118,000
Gains on sales of fixed assets	2,359,003	415,971	1,147,578	894,340
Others	38,039,399	20,931,065	44,228,910	33,319,513
<b>Total</b>	<b>75,300,562</b>	<b>122,785,077</b>	<b>63,247,917</b>	<b>66,441,212</b>

## 20. EXPENSE BY NATURE

Significant expenses by nature are as follows:

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2009	2008	2009	2008
Salary and wages and other employee benefits	244,551,749	310,315,348	141,765,732	175,257,139
Depreciation	113,503,099	127,243,916	60,136,707	85,253,186
Raw materials and consumables used	720,497,683	1,402,893,431	438,670,695	641,299,282
Changes in inventories of finished goods and work in process	(83,072,196)	(54,167,789)	(50,648,716)	(44,731,044)

## 21. CORPORATE INCOME TAX

The Company is not liable to corporate income tax for the years 2009 and 2008 because the Company has dividend income, which is tax-exempted income, and tax loss brought forward.

Corporate income tax of the subsidiaries, in the consolidated financial statements for the years 2009 and 2008 has been calculated at rate of 30% on the net income from non-promoted activities, after adding back certain provisions and expenses which are disallowable for tax computation purposes.

A subsidiary has been granted the promotional privileges discussed in Note 22, including exemption from corporate income tax on net income from promoted activities.

## 22. PROMOTIONAL PRIVILEGES

A subsidiary was granted investment promotional privileges by the Board of Investment (BOI). Important tax privileges company are summarised below.

	Exemption from corporate income tax for 8 years commencing from	Exemption from 50% reduction of corporate income tax rate for 5 years commencing from
Thai Auto Pressparts Co., Ltd. Manufacture of metal vehicle body parts, plastic and fiber glass vehicle parts, and the manufacture and maintenance of molds and jigs	3 June 2002	3 June 2010

## 23. EARNINGS (LOSS) PER SHARE

Basic earnings (loss) per share is calculated by dividing net profit (loss) for the year by the weighted average number of ordinary shares in issue during the year.

Diluted earnings (loss) per share is calculated by dividing net profit (loss) for the year by the sum of the weighted average number of ordinary shares in issue during the period and the weighted average number of ordinary shares which would need to be issued to convert all dilutive potential ordinary shares into ordinary shares. The calculation assumes that the conversion took place either at the beginning of the year or on the date the potential ordinary shares were issued.

No calculation for diluted earnings per share from warrants for the years ended December 31, 2009 and 2008 was made because the warrants are excluded from the potential ordinary shares since their exercise price is in excess of the weighted average fair value of the Company's ordinary shares and the warrants have already expired on June 30, 2009.

## 24. SEGMENT INFORMATION

The Company's and its subsidiaries' business operations involve three principal segments: (1) car assembly and other related car services (2) manufacture of equipment for production of car accessories (comprising the manufacture of molds and jigs and manufacture and sales of car accessories and spare parts) and (3) sales of cars and car service centre business. These operations are mainly carried on in Thailand. Below is the consolidated financial information for the years ended December 31, 2009 and 2008 of the Company and its subsidiaries by segment.

(Unit : Million Baht)

	Car assembly and other related car services		Manufacture of equipment for production of car accessories		Sales of cars and car service centre		Elimination of inter-segment revenues		Consolidation	
	2009	2008	2009	2008	2009	2008	2009	2008	2009	2008
Revenue from external customers	377	532	647	1,191	329	376	-	-	1,353	2,099
Intersegment revenues	171	159	15	62	6	14	(192)	(235)	-	-
Total revenues	548	691	662	1,253	335	390	(192)	(235)	1,353	2,099
Segment income (loss)	39	98	46	132	38	40	27	7	150	277
Unallocated income and expenses:										
Other income										
Other									75	123
Expenses										
Selling expenses									(94)	(111)
Administrative expenses									(220)	(126)
Management remuneration									(38)	(14)
Share of profit (loss) from investments in associated companies									13	(21)
Corporate income tax									-	(1)
Minority interest									2	(3)
Net loss									(112)	(12)
Property, plant and equipment	480	243	534	442	320	332	(10)	(19)	1,324	998
Unallocated assets									1,257	1,781
<b>Total assets</b>									<b>2,581</b>	<b>2,779</b>

Transfer prices between business segments are as set out in Note 4.

In the second quarter of 2009, Thai Ultimate Car Co., Ltd. (a subsidiary) had transferred the segment of car accessories installation to the Company by transferring all related inventories and related assets of these operation in the amount of Baht 16.26 million and Baht 3.62 million, respectively.

According to the minute of the board of directors meetings of Thai Ultimate Car Co., Ltd. (a subsidiary) No. 4/2009 held on November 12, 2009, a resolution unanimously approve to terminate its land rover dealership and after-sales service centre agreement with City Automobiles Co., Ltd with effective from March 1, 2010.

## 25. PROVIDENT FUND

The Company, its subsidiaries and their employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. The funds are monthly contributed to by employees at the rates of 3-5 percent of their salaries, and by the Company and its subsidiaries at the rates of 0-100 percent of the employees' contribution. The fund is managed by BankThai Plc., except that of a subsidiary (Thai Ultimate Car Co., Ltd.) is managed by Kasikorn Asset Management Co., Ltd. The funds will be paid to the employees upon termination in accordance with the rules of the funds. During the year 2009, the Company and its subsidiaries contributed Baht 4 million (2008: Baht 7 million) to the funds.

## 26. COMMITMENTS AND CONTINGENT LIABILITIES

### 26.1 Operating lease commitments

The Company and its subsidiaries have entered into several lease agreements in respect of the lease of land, office building space, motor vehicles and equipment. The terms of the agreements are generally between 1 and 3 years.

As at December 31, 2009, future minimum lease payments required under these non-cancellable operating lease contracts were as follows.

	Million Baht	
	Consolidated financial statements	Separate financial statements
Payable		
Within 1 year	17.99	1.95
1 to 5 years	6.70	1.42
Over 5 years	-	-

### 26.2 Bank guarantees

As at December 31, 2009, the Company and its subsidiaries have outstanding bank guarantees issued by banks as follows:

	Consolidated financial statements		Separate financial statements
	Million USD	Million Baht	Million Baht
Purchase of goods	0.87	10.20	0.2
Electricity use, among others	-	8.87	3.51

## 27. FINANCIAL INSTRUMENTS

The Company's and its subsidiaries' financial instruments, as defined under Thai Accounting Standard No. 32 "Financial Instruments: Disclosure and Presentations", principally comprise cash and cash equivalents, trade accounts receivable, other receivables, loans, investments, trade accounts payable and other payables. The financial risks associated with these financial instruments and how they are managed is described below.

### Credit risk

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

### Interest rate risk

The Company' and subsidiaries' exposures to interest rate risk relate primarily to their cash at banks, current investments and short-term loans. However, since most of the Company's and subsidiaries' financial assets and liabilities have been repaid within one year, the interest rate risk is expected to be minimal.

### Foreign currency risk

A subsidiary's exposures to foreign currency risk arise mainly from trading transactions that are denominated in foreign currencies. The subsidiary seeks to reduce this risk by entering into forward exchange contracts when it considers appropriate. Generally, the forward contracts mature within one year.

### Fair values of financial instruments

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

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

## 28. CAPITAL MANAGEMENT

The primary objectives of the Company's capital management is to ensure that it has an appropriate financing structure and preserves the ability to continue its business as a going concern.

According to the balance sheet as at December 31, 2009, the Group's debt-to-equity ratio was 0.10 : 1 (2008: 0.13:1) and the Company's was 0.12 : 1 (2008: 0.07:1).

## 29. RECLASSIFICATION

Certain amounts in the financial statements for the year ended December 31, 2008, have been reclassified to conform to the current year's classification but with no effect to previously reported net profit (loss) or shareholders' equity. The reclassifications are as follows:

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	As reclassified	As previously reported	As reclassified	As previously reported
Trade accounts receivable- related parties	-	-	45,711,900	109,706,857
Amounts due from related parties	-	-	80,371,932	16,376,975
Accrued income	-	-	1,757,100	1,775,387
Other non-current assets	-	-	10,569,197	10,550,910
Rendering of services	-	-	138,985,900	150,357,066
Others income	-	-	77,812,377	66,441,212
Administrative expenses	236,159,321	280,914,615	161,255,955	166,190,777
Other expense	-	(4,695,275)	-	8,203,872
Management remuneration	40,060,019	-	13,138,693	-

## 30. APPROVAL OF FINANCIAL STATEMENTS

These financial statements were authorised for issue by the Company's Board of Directors on February 22, 2010.

## Vision

### วิสัยทัศน์

“เป็นยอดยนตรกรรมไทย เป็นผู้นำ ออกแบบ และผลิตผลิตภัณฑ์ครบวงจร  
ที่มีตราสินค้า (Brand) เป็นของตนเอง  
สร้างความพึงพอใจสูงสุดให้กับลูกค้า ทั้งด้านคุณภาพและบริการในระดับสากล”

“To be at the pinnacle of the Thai auto industry, developing, designing  
and producing a comprehensive rang of products; with our own brand,  
to build optimum customer satisfaction through world-class quality and service.”



## Corporate Mission

### พันธกิจบริษัท

- |  |   |
|--|---|
| 1. เป็นผู้นำในการออกแบบ พัฒนา ผลิตนวัตกรรมยานยนต์ใหม่ รถ<br>เอนกประสงค์ รถใช้งานเฉพาะด้าน ชิ้นส่วน แม่พิมพ์-จิ๊ก และอุปกรณ์<br>รถยนต์                            | 1. To be a leader in the design, development and production<br>of innovative automotive products: multi-purpose and<br>specialty vehicles, parts, dies, jigs and accessories.                               |
| 2. สร้างความพึงพอใจสูงสุดให้กับลูกค้าในด้านคุณภาพ ราคา การส่งมอบ<br>และบริการในระดับสากล   | 2. To maximise customer satisfaction by providing world-<br>class quality, price, delivery and service.   |
| 3. มุ่งมั่น พัฒนาคุณภาพผลิตภัณฑ์ การบริการ อย่างต่อเนื่อง ด้วย<br>กระบวนการผลิต การจัดการที่ยืดหยุ่น รวดเร็ว ด้วยวิศวกรรม<br>เทคโนโลยีที่ทันสมัยและมีประสิทธิภาพ | 3. To focus on continuous improvement in product and<br>service quality through the efficient use of flexible, speedy<br>production and management processes and up-to-date<br>engineering technology.      |
| 4. สร้าง Brand เป็นของตนเองให้มีภาพลักษณ์ เป็นที่เชื่อถือของลูกค้า   | 4. To build own brand image and loyalty.  |
| 5. สร้างและ ขยายเครือข่ายการขายและการตลาดให้ครอบคลุมทั้งภายใน<br>และต่างประเทศ   | 5. To establish and expand marketing and sales networks at<br>home and abroad.  |
| 6. มุ่งมั่น พัฒนาและธำรงรักษาทรัพยากรมนุษย์ ให้มีศักยภาพที่สามารถ<br>แข่งขันได้ ในระดับสากล มีความสุขและความภาคภูมิใจในการทำงานกับ<br>องค์กร                     | 6. To pay close attention to the development and welfare of<br>our human resources, so as to enable them to compete at<br>world level and to be happy and proud to work for the<br>organisation.            |
| 7. สร้าง ความมั่นคงให้องค์กรอย่างต่อเนื่องด้วยการสร้างผลกำไรและพล<br>ตอบแทนที่ดีใน ระยะยาว สำหรับผู้ถือหุ้น คู่ค้า และพนักงาน                                    | 7. Continuously to enhance the stability of the organisation<br>by making profits and providing fair remuneration for<br>shareholders, business partners and employees.                                     |
| 8. ผลิตภัณฑ์ กระบวนการผลิต และการดำเนินงานต้องคำนึงถึงสิ่งแวดล้อม<br>และชุมชน ช่วยเหลือและตอบแทนสังคม โดยใช้หลักธรรมาภิบาล                                       | 8. To ensure that products, production and work processes<br>all take due account of our responsibilities towards<br>environment, community and society through principles of<br>good corporate governance. |





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