

A GLOBAL EVENT MARKETING COMPANY

ANNUAL REPORT 2013



Pico (Thailand) Public Company Limited

Table of Contents

01	Financial Highlight
02	Board of Directors
03	Message from Chairman
04	Message from Chief Executive Officer
06	Report of Audit Committee

Part 1 Business Operations

09	Business Policies & Overviews
14	Business Operations
21	Risk Factors
24	Assets Used in Business Operations
26	Legal Disputes
27	General Information & Other Significant Information

Part 2 Management & Corporate Governance

32	Information of Securities & Shareholders
35	Management
42	Corporate Governance
62	Corporate Social Responsibility
77	Internal Control & Risk Management
80	Intercompany Transactions

Part 3 Financial Position & Results of Operation

90	Financial Highlight
94	Management Discussion & Analysis

102 Information Certification

Appendix

105	Appendix 1 Details on Executives, Authorized Managers, & Company Secretary
111	Appendix 2 Details of Directors of Subsidiaries
112	Appendix 3 Details of Internal Audit Manager
113	Appendix 4 Report of Auditors & Financial Statements

Financial Highlights

A summary of financial information for last three years from years 2011 to 2013 is as follows :

	Separate Financial Statements			Consolidated Financial Statements		
Unit : Baht Mllion	2011	2012	2013	2011	2012	2013
Cash and cash equivalents	33	255	181	88	300	213
Total current assets	671	621	468	733	685	570
Total assets	819	760	627	879	820	730
Total current liabilities	441	339	197	466	359	249
Total liabilities	443	371	233	469	396	291
Total shareholders' equity	376	389	394	410	424	439
Revenues from the rendering of services	1,249	1,204	865	1,362	1,288	1,043
Gross profit	260	293	211	349	364	287
Net income	61	60	29	75	66	40
Current ratio (times)	1.5	1.7	2.0	1.6	1.7	2.0
Gross profit (%)	21	24	24	26	28	28
Net profit (%)	5	5	3	6	5	4
Return on equity (%)	17	16	7	20	16	9
Return on assets (%)	8	8	4	9	8	5
Assets turnover (times)	1.6	1.5	1.3	1.6	1.5	1.4
Total debts to equity ratio (times)	1.2	1.0	0.6	1.1	0.9	0.7
Book value per share (Baht)	2.262	2.259	1.831	2.461	2.461	2.041
Earning per share* (Baht)	0.282	0.280	0.136	0.344	0.302	0.174
Dividend per share (Baht)	0.10	0.66	0.10	0.10	0.66	0.10

* Basic earnings per share is calculated by dividing profit for the year attributable to equity holders of the company excluding comprehensive income by the weighted average number of ordinary shares in issue during the year. The number of ordinary shares of prior years used for the calculation, as presented for comparison purpose, has been adjusted in proportion to the change in the number of shares as a result of the distribution of the share dividends, as if the shares comprising such share dividend had been issued at the beginning of the earliest period reported.

Board of Directors



Mr. Chia Song Heng

Chairman of the Board of Directors,
Chairman of the Nomination Committee,
Chairman of the remuneration Committee &
Vice Chairman of the Executive Committee



Mr. Viriya Pholpoke

Director,
Nomination Committee Member,
Remuneration Committee Member &
Advisor



Mr. Pised Chungyampin

Vice Chairman of the Board of Directors,
Nomination Committee Member,
Chairman of the Executive Committee &
Executive Chairman



Mr. Chaigyod Bunyagidj

Independent Director,
Chairman of the Audit Committee,
Nomination Committee Member &
Remuneration Committee Member



Mr. Silchai Kiatpapan

Director,
Nomination Committee Member,
Executive Committee Member &
Chief Executive Officer



Mr. Sern Vithespongse

Independent Director,
Audit Committee Member,
Nomination Committee Member &
Remuneration Committee Member



Mr. Yong Choon Kong*

Director



Mrs. Sasitorn Phongsathorn

Independent Director,
Audit Committee Member,
Nomination Committee Member &
Remuneration Committee Member

* Mr. Yong Choon Kong was appointed to be replaced Mr. Chung Chee Keong as Director on November 4, 2013.

Message from Chairman

Dear Shareholders,

Year 2013 is regarded as another successful year for Pico Group. After introducing a new corporate theme, Innovate for Growth, Pico has continuously initiated new marketing solutions, developed technology and content, as well as empowered our Total Brand Activation service with a new strategy called Pico+ (Pico Plus).

Pico+ is a strategy that will lead us to achieve a sustainable growth by expanding our competencies to variety of new future service offerings. One of Pico+ implementations includes Digital Pico which is a center to create new digital tools that enhance the core services of Pico Group. Pico TV is a new business unit under Digital Pico that produces applications in order to engage audiences by extending the coverage of live events.

Aligning with Pico Group's business strategy, Pico (Thailand) keeps promoting a sustainable innovation culture in the organization. We believe that we will be able to achieve innovating for growth, only when our innovation reflects the needs of our society. Therefore, we engage a societal dimension into our business strategy and we prioritize innovative ideas that are able to support the growth and the sustainability of the community.

For us, Creating Shared Value (CSV) is a business trend for Pico that will lead us to be a sustainable organization in a sustainable community.

In 2013, Pico ranked second in the Special Events magazine¹ Annual 50 Top Event Companies. This clearly shows our leading position in Event Marketing industry. And we are proud to say that Pico (Thailand) is one of Pico key offices that contribute to this success.

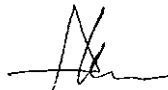
For 2014, Pico (Thailand) is going to celebrate its 10th year anniversary of becoming a public company. It is our promise that we will strive to be a company of the future that generate wealth to our shareholders, our people, and our society.

Lastly, I would like to extend my appreciation to our shareholders, our clients, and our business partners for the trust and the friendship you always have to Pico. I also would like to thank our board members, our management team and our staff for their commitments and great service in 2013.

I wish you and your family good health and happiness throughout the year of 2014.



Mr. Chia Song Heng
Chairman of the Board



Mr. Pised Chungyampin
Executive Chairman

¹ Special Events magazine is the "official and premier magazine of the special events industry in North America," according to the International Special Events Society (ISES).

Message from Chief Executive Officer

Dear shareholders,

It is a fact that an organization can successfully achieve a sustainable growth only when the organization operates in a sustainable community. We realize that it is our responsibility to operate our business that generates benefits for both, the company and the community, and we committed to conduct ourselves that way.

In 2005, after introducing Knowledge Communication as an innovative service, we continued to focus on Education area in Teacher Professional Development. We have delivered services that serve social needs related to the education development. Today, we are widely accepted by educators nationwide as a Knowledge Communication Agent who introduces innovative learning solutions to Thai teachers. And we count this as another milestone for our organization.

We have enhanced our core services, Event Marketing and MICE Service & Management by investing in an innovation development, expanding our competencies, as well as strengthening the benefit of Pico global network in terms of marketing insight and client referral. Considering to our 5-year compound growth rate (CAGR) at 16%, we are confident that we will be able to expand our service and generate more growth to the Company.

Our highlights in 2013 include participating in ITU Telecom World 2013 in Bangkok, Thailand, as a Professional Exhibition Organizer (PEO). The other service for this event includes providing creative design and construction of Thailand Pavilion. We designed and constructed various leading auto makers' booths in the 29th Thailand International Motor Expo and the 34th Bangkok International Motor Show. We successfully organized our own event, EDUCA 2013, an annual congress for teacher professional development. During this event, we had an opportunity to welcome more than 50,000 teachers from countrywide to join activities in the event. We also managed and provided digital content to Mahidol Channel which run on CTH Channel 107. Additionally, we launched our new marketing solution, Pico Geodesic Dome. The dome is a spherical space that not only maximizes the use of space, but also minimizes the use of energy.

In summary, our revenue reached Baht 1,043 million with net profit of Baht 40 million in 2013. The incomes are 33% from Event Marketing, 50% from MICE Management and Services, and 17% from Knowledge Communication.

In 2014, our key strategic priority will continue to focus on the growth of our major services; Event Marketing, MICE Service & Management, as well as Knowledge Communication. Also, we will focus more on expanding our services to serve niche industries. We are confidence that with Creating Shared Value (CSV) business concept, the implementation of our strategy will receive good feedbacks from the public.

Finally, I would like to express my gratitude to our shareholders, our clients, and our business partners for your confidence in our company. I also would like to personally pass my great appreciation to all board members, executives, heads, and all staffs who always full with energy and eager to drive the business forward. Thank you very much for your strong commitment.

I wish all of you a great year ahead.

A handwritten signature in black ink, appearing to read 'Silchai', with a long, sweeping horizontal stroke extending to the right.

Mr. Silchai Kiatpapan
Chief Executive Officer

Audit Committee Report

To Shareholders of Pico (Thailand) Public Company Limited

The audit committee of Pico (Thailand) Public Company Limited consists of Mr. Chaigyod Bunyagidj as a Chairman, Mr. Sern Vithespongse and Mrs. Sasitorn Phongsatorn as members of the committee.

The audit committee performs its duty and responsibility pursuant to the delegation of the board of directors. In 2013, there are four meetings held with the executive management and the independent auditor for all related agenda. The summary of operating results of the audit committee are as follows :

Financial Report Preparation

The committee reviewed the quarterly and annual financial reports for 2013 with the executive management and the independent auditor to ensure that the separated and consolidated financial statements are fairly presented in accordance with the generally accepted accounting principles and disclosures are accuracy and adequacy. The committee reviewed intercompany transactions to be a normal course of business and to be complied with the rules and regulations of the Stock Exchange of Thailand.

Internal Control

The committee reviewed an internal control with the executive management and the independent auditor to ensure that the company has a reliable internal control. In addition, the committee provided observations and constructive comments on material matters according to the internal audit report for improvement of operations to be more effective and efficient and each operational department to have an adequate control process in place.

Risk Management

The board of directors and the executive management realized the importance of risk management. They have determined risk management system to protect, detect and reduce risks that may affect the company's performance.

Related Transactions

The committee reviewed all related transactions to ensure that they were conducted at arms length and is strictly normal trade transactions that the company closely abides by its commitment to good governance.

Compliance

The committee reviewed transactions for compliance to the rules and regulations of the Stock Exchange of Thailand and other related business laws. Complete compliance is noted.

Good Governance

The company is found to abide by its commitment to the concept of good governance. Its operation is conducted in a transparent and accountable manner with all stakeholders' interest in mind.

The committee also reviewed the selection of the independent auditor for the Board of Directors to present to the shareholders for ratification. Mr. Wisut Petpanichkul, Certified Public Accountant No. 7309 and/or Mrs. Vilairat Rojnuckarin, Certified Public Accountant No. No. 3104 and/or Mrs. Suvimol Krittayakiern, Certified Public Accountant No. 2982 of D I A International Audit Co., Ltd. are recommended to be elected as the company's independent auditor for 2014 with a stipend of Baht 1,620,000.

On behalf of the audit committee



(Mr. Chaigyod Bunyagidj)
Chairman of the audit committee

Part 1 Business Operations

- 01 Business Policies & Overviews
- 02 Business Operations
- 03 Risk Factors
- 04 Assets Used in Business Operations
- 05 Legal Disputes
- 06 General Information & Other Significant Information

Part 2 Management & Corporate Governance

- 07 Information of Securities & Shareholders
- 08 Management
- 09 Corporate Governance
- 10 Corporate Social Responsibility
- 11 Internal Control & Risk Management
- 12 Intercompany Transactions

Part 3 Financial Position & Results of Operation

- 13 Financial Highlight
- 14 Management Discussion & Analysis

15 Information Certification

Appendix

- 16 Appendix 1 Details on Executives, Authorized Managers, & Company Secretary
- 17 Appendix 2 Details of Directors of Subsidiaries
- 18 Appendix 3 Details of Internal Audit Manager
- 19 Appendix 4 Report of Auditors & Financial Statements

Business Policies & Overviews

1



History

Pico (Thailand) Public Company Limited was formed in 1981 as a joint venture named Pico Thai Exhibition Contractor Co. Ltd. between Thai investors led by Mr. Pised Chungyampin and Singapore investors by Pico Art International Pte Ltd., which is a world class leader in the design and construction of the trade show and exhibition business.

Subsequently, Pico Far East Holding Limited, a parent company of Pico Art International Pte Ltd. became a listed company on the Stock Exchange of Hong Kong and expanded business covering the entire value chain as well as invested in other businesses such as real estate and construction materials. Currently, Pico Far East Holding Limited operates around the world with 34 branches in 23 countries.

Significant Changes & Development

Pico (Thailand) Public Company Limited has continually developed its organizational structure in order to accommodate changes in the business environment and its corporate strategic and business objectives. Major significant changes and developments are as follows :

2013	Invested in Fifty Plus Asia Co., Ltd.
2012	Invested in Asian Exhibition Services Ltd.
2011	Invested in Andrew Bethell Associates Ltd., registered company in United Kingdom
2010	Thai Teacher.TV Co., Ltd. (then renamed to TCBN Co., Ltd. in 2012) & FCG Co., Ltd. were established.
2006	Ibrix Co., Ltd. was established.
2005	Registered capital was increased from Baht 65 million to Baht 115 million on February 25, 2005.
2004	Became a listed company and traded as Pico (Thailand) Public Company Limited in the Market for Alternative Investment (MAI) on April 19, 2004
2003	Changed name to Pico (Thailand) Co., Ltd. and registered as a public company on September 16, 2003 and registered capital was increased to Baht 65 million
1996	Artcom Graphic Co., Ltd. (then renamed to NOX Bangkok Co., Ltd. in 2008) and Inkjet Images (Thailand) Co., Ltd. were established.
1995	PX System Co., Ltd. & Multi Designs Co., Ltd. were established.
1992	Pico International Enterprise (Thailand) Co., Ltd. was formed on March 15, 1992 with changes in capital structure and shareholding to accommodate increased challenges. Registered capital was Baht 15 million with Pico Art International Pte Ltd. at 49% and Thai investors at 51%.

Vision

We are constantly striving to be a financial successful company, the first company that clients think of for the Professional Experiential Communication service partner as well as to be a top-of-mind company for talents to choose as a workplace.



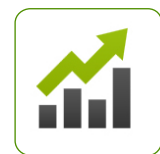
Mission

To pursue the vision, our missions are to bring clients the service by creating the disciplines of various face-to-face communication approaches by combining creativity, knowledge and innovation in order to achieve best effective solutions that always exceed our clients' expectations.



Business Objectives

The company has four business objectives as follows :



1. Maximum returns to shareholders

We have continually adjusted our strategy to ensure a smooth and maximum yielding business operation. The key support here is the strength of our local partners and extensive overseas network.

2. Committed customer focus with uncompromised quality & continual services improvement

Our work must meet with or exceeds customer's expectation. This involves our continuing skills improvement while maintaining our market leadership position.

3. Continued building of corporate stability & progressive development

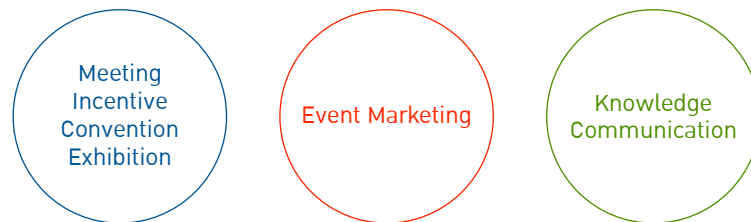
We believe in the concept of "Quality Work Quality Life" and actively promote personnel development and employee engagement attitude through good working environment, innovation encouragement and equitable compensation system. We believe that quality work can only come as a result of quality of life of our employees.

4. Creating Shared Value

The business philosophy of the company is to 'believe that what is good to the community is good to the business'. Therefore, the company always creates works that support the social quality development through services of the company focusing on knowledge communication service i.e. Educa, the annual education event for teacher professionals development aiming for a better quality of teachings in society, and education channel aiming to broadcast variety of knowledge relating to teaching activities.

Business Overview

The company's business has continually expanded in the scope of products and services as a result of the experience and expertise gained. Products and services are designed to match customers' needs and new business opportunities are continually explored. Currently, our principal businesses are as follows :



Additionally, we also conduct other businesses and services that complement our main products thus making us a full service provider. For instance, some of these services are design and supply of construction equipment including decorative materials. We stress an all inclusive or turnkey approach to our service starting from the design concept, planning, constructing, and arranging exhibition, media selection and event management. The scope of services mainly subjects to the customer need.

The overall approach in each of our business segment is to focus on the customers by studying and researching their business information to clearly understanding their needs and communication objectives for planning activities including selection and communication process specific information from customers to targets efficiently. A communication process is for objectives of customers whether in terms of sale or product comprehension.

As for the individual business direction, the company target to expand the operation including increasing market share in various industries both domestic and international arena.

Structure of Company

To effectively and completely meet customers needs we have invested in businesses, enhancing our products and services delivery capabilities. Our subsidiary and associated companies are operated by experts in their individual fields with ready and distinct solutions to meet our client's demanding needs. For the description of businesses and services of the subsidiaries and associated companies please see details at the topic of "General Information and Other Significant Information".

Subsidiary Companies



Associated Companies



Relationship with Major Shareholder

Pico Far East Holding Limited (hereinafter referred as "Pico Far East"), Hong Kong Special Administrative Region of the People's Republic of China, is the major shareholder of Pico Art International Pte Limited (hereinafter referred as "Pico Art"), Republic of Singapore. Pico Art holds 40% of company's shares. This would be implied that the company is the associated company of Pico Art and Pico Far East.

The company pays an annual royalty equals to 2.53 % of total revenue to Pico Art International Pte., Ltd. This is in connection with the "Offshore Services Agreement" and "Intellectual Property License Agreement" dated July 10, 1992 and its amended November 3, 2003. Under these agreements, the company is entitled to use the logo, trade name, technology and new innovation of Pico Art International Pte., Ltd. in its conduct of business. These privileges will continue, irrespective of Pico's Art International Pte., Ltd. shareholding in the company, provided that the royalty payment is paid until the company terminates the agreements. Additionally, Pico Art International Pte Co., Ltd. agrees not to compete for business in Thailand directly or indirectly. The agreements do not preclude the company to serve foreign clients in a foreign country provided that it is a direct request by the clients.

For the privileges of using logo and trade name of Pico Art International Pte Ltd., allows the company to create good image and clients' confidence in using our services. Due to such logo is well-known and is accepted worldwide that it is the leading company in designing and trade exhibition. Moreover, the company would have network all around the world in order to serve both domestic and foreign clients.

2

Business Operations

The company has four principal services as follows :



All above principal services are where we have experienced and expertise in communication especially Face-to-Face Communication that is the essential core competencies to continue running all four main businesses.

1. Meeting, Incentive, Convention, and Exhibition (MICE) Management & Services

Is drawing on the inner strength of the company's specialist personnel and latest technology while simultaneously leveraging on Pico's worldwide network and resources. These have given us great productive advantages to serve clients who need to expand markets internationally. For this, we have continually gained the trust from our clients.



Meeting
Incentive
Convention
Exhibition

2. Event Marketing and Branding

Is the event marketing where we have over 30 years of experience especially in field marketing or Face to face marketing. By adopting a strategic partnership approach with clients, our product delivery is always distinct and different from competitors being tailored specifically to the customers' needs. This business has become another principal income generator for us.



Event Marketing

3. Knowledge Communication

Is a relative new comer and comes as a result of our intent on creating businesses that are socially rewarding which is in line with our business philosophy. It draws on our expertise in communication and event marketing skills, which are further refined and molded into an effective communication tool. In addition to the social benefits, we believe that this business has definite growth potentials as reflected in the importance given to it by the various sectors. Today, the company expands the scope of this service to cover digital content & media.



Knowledge
Communication

4. Others

Beside the services mentioned above, we have other services that support and facilitate the customer's business.

- Rental of large air-conditioned tents from 1,000 sqm. up to more than 20,000 sqm. This serves to provide additional temporary space to exhibition organizers or large projects requiring significant covered space.
- Graphic design for signage and banner projects used in advertising and/or public relation work
- Furnishings to complement the counter display as product point of purchase. These are eye catching units placed in the exhibition booth or department store to increase sale in accordance with the target's marketing plan.
- Interior design of offices and corporate identity



Others

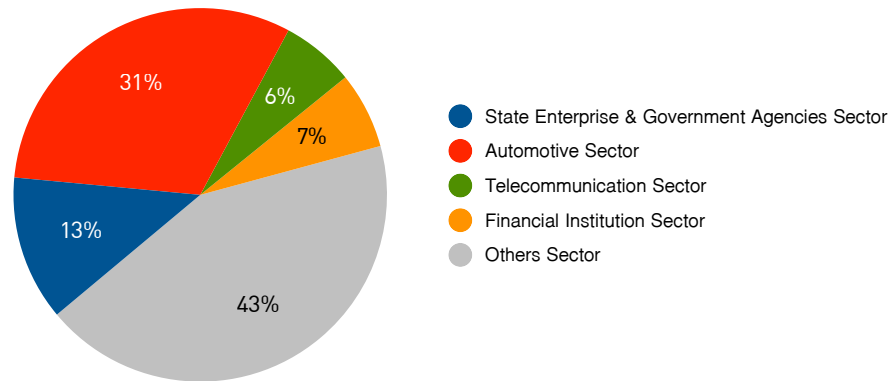
For all businesses, we offer an integrated or turnkey service starting with getting involved in the marketing plan with customer starting from concept developing, designing, constructing, implementing, to show organizing. As an event turnkey service provider, we also provide logistics and supportive needs of the customer such as transportation and installation services.

Revenue Structure

Revenue by business segments for the last 3 years with its details is as follows :

Unit : Baht Million	2011	2012	2013
Meeting, Incentive, Convention & Exhibition Management & Services	551	664	465
Event Marketing & Branding	230	327	338
Knowledge Communication	483	260	81
Others	98	37	159
	1,362	1,288	1,043

Revenue segmented by customer profiles for year 2013 is summarized as follows :



Market & Competition



Overview of the Market & Marketing Policy

The company's business is one of the businesses in the service industry. This industry is growing continuously in Thailand with increment of needs from both public and private sectors. As a market leader, we are determined to continually develop our organization to accommodate the changing environment to serve clients' requirements effectively. We are committed to the following improvements and development :

Develop a close relationship with customer

Our focus is to be a client strategic partner. For this, we need to understand clients' industries and to clearly understand clients' needs in order to provide the best and most effective solutions that exceed clients' expectation. Additionally, we also focus on the expansion of our customer base throughout the various industrial segments both inside and outside of Thailand.

Using the latest and state of the art technology.

We continually challenge and support our people to explore and update new innovations and technologies as well as to equip themselves with new knowledge. Additionally, we also promote a knowledge sharing culture within a Pico global network.

Improvement in quality of services rendered.

We focus on the delivery of an integrated service package where the customer can conveniently avail of our one stop service and save cost. Apart from the comprehensive service package strict quality control; at each step of service delivery is always assured.

Service quality improvement on design, creativity and innovation

Our strategic objective is uncompromised service and customer's complete satisfaction. The company focuses on the quality of services by continuously developing and employing design, creativity and innovation into our services, which is one of key factors to upgrade qualities of our services beyond customers' satisfaction.

For 2014, our policy direction is not only to keep and expand core businesses but also to grow the knowledge communication business in order to maintain and strengthen our leadership in providing this service. Additionally, we will expand our services in niche industries.

Customer Profile

Our customers are those with a track record of consistent growth with an international aspiration. These are state and/or state supported companies and private operation, which need to increase market awareness/penetration and turnover. They are divided into two categories as follows :

State Enterprise and Other Government Agencies

The public sector regularly conducts events to publicize the workings of its units in order to increase public awareness and understanding. This includes also the promotional activities for government supported industries aimed at sustaining the economic growth. The agencies that are responsible for such activities are the Ministry of Culture, Ministry of Science and Technology, the Ministry of Information and Communication Technology, Ministry of Education and the Department of Export Promotion etc.

The Private Sector

The Automobile Sector

This group emphasizes event marketing as it provides a venue for the consumer to make the decision immediately

The Telecommunication Sector

This is a business characterized by high growth and intense competition and pays a significant interest in the event marketing/communication.

The Energy Sector

This group has a record of consistent growth and recognizes the importance of corporate social responsibility. It regularly conducts activities aimed at increasing the public understanding of its organizations and knowledge communications.

The Financial Institution Sector

The retail banking business is characterized by intense competition with constantly changing marketing strategy to meet customer's demand. Event marketing is therefore the preferred choice of communication for this industry.

Other Sectors

With the continued economic growth the consumer product, business also needs to communicate more to meet the challenges of greater competition especially in industries of consumer products e.g. the apparel, food and jewelry industry. Event marketing, branding, and knowledge communication, are marketing tools that serve needs of this industries.

Our Project Management Process

Direct Customer Contact

Our marketing team constantly tracks customer's business and needs. Specific product/service package is then tailored and presented to customer to match his objectives and budget. If selected, the marketing team will pass on the package to the production department, which will carry on with the customer.

Customer Relationship Management

We are committed to an international standard of excellence. Customer's trust and complete satisfaction are foremost on our agenda. This assures us of repeat business.

Business Alliances

Business alliances with the trade organizers and other players in the event marketing industry are a channel that provides marketing channel to customer.

Customer's Recommendation

With over 30 years experience with international standard operation, we often receive referral business from our satisfied clients.

Pico Far East Holding Limited and the Extensive Worldwide Network

With incorporate among our group companies 34 branches in 23 countries, we have direct access to various institutional names when they come to Thailand.



Product Sourcing

The key steps of our products sourcing process are as follows :

Marketing

- Study customer's background/ information
- Customer contact to determine their marketing and objective & requirements
- Conceptual design and operational plan

Design

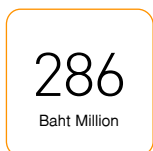
- Research on specific requirements of customer
- Realization of conceptual design, structure or exhibition with support from subsidiaries
- Budget and breakdown presented to clients

Construction

We will either do the construction or subcontract out to outside specialists with tracking on quality. We will perform the supervision and final survey before handing over to clients.

Project Management

Once production is completed, we will commence to build a stand by team to manage all aspects of the project to ensure of success e.g. publicity, cleaning and security. We will be in charge of these services until the end of the project.



Works in Progress

As of October 31, 2013, the company has work in progress totaling Baht 286 million of which is Meeting, Incentive, Convention, and Exhibition (MICE) Management & Services of Baht 233 million, knowledge communication of Baht 45 million, and others of Baht 8 million.

Risk Factors

3

The board of directors, executive management, internal auditor and others realized the importance of risk management by determining risk factors, risk management system to protect, detect and reduce risks that may affect the company's operations as well as to support good governance and integrate risk management in all participant levels.

Risk factors that may affect the company's operations are as follows :



The Ever Increasing in Market Competitiveness

Due to recent emergence of several entrepreneurs in the market, the company needs to always revise its strategy to make sure that it can stay competitive in this industry. Not only the company has extended its services to cover all functions of event marketing, but it also created a different by becoming the market leader in knowledge communication. This has become the new strength of the company that allows the company to keep its customer-based while reaching out to new market.



Economic Downturn Situation both Local & International and Currency Fluctuation

According to political uncertainty and fluctuations in currency, the company has been closely keeping its eyes on in order to always be prepared to adjust company's strategy accordingly. In addition, the company has adjusted its operation to make the most benefits to our customers by providing total solution service from generate to organize. It also offers strategic consulting service through strategic partner solution to ensure that the services provide by the company will match the needs of the customers and to make sure that all the costs are well spent.



Unpredictability of Customers

There are many factors that can affect customer's business decisions or marketing strategy, the company cannot depend on providing services to only a specific group of customers. In order to face the unpredictability of the customers, the company has adopted a strategy to expand its customer-base to various industries in both domestic and international. By doing so, the company will become more flexible in doing its business.



Natural Disasters Risk

The natural disasters risk such as Thailand flood crisis in last year is likely to recur in the future and create significant damage, which affects the business operation of the company such as the postponement or cancellation of the events. However, the company has closely monitored and analyzed situations to find out all possible outcomes for safety of event setting up and attendances. In addition, the company has insurance policies to cover such risks.



Political Effect

The political instability is another important factor that affects our industry due to the fact that our business relies so much on number of attendees at each event. For the company, our target customers and partners are both domestic and international. Therefore, the overall country's image will reflect the decision of the attendees when foreign customers make a decision to participate in an event or work with the company. In order to soften the situation, the company is working closely with Pico Group international network to improve the image of the country.



Human Resources Risk

Our business relies on professional staffs that possess a great deal of skills and creativity to move forward and stay competitive in the market. Therefore, the company gives high priority in recruiting high potential candidates to join the company. It also continues to give high importance in employee engagement by providing a good working environment and providing trainings to staffs for necessary skills. The company also gives competitive benefits to our staffs to make sure that the company can keep the risk in losing talents under control.



Information Technology Risk

Technology plays an important role for the company in providing its services from designing to organizing. Therefore, if the company does not have necessary technology and professional staffs that are capable of using the technology, it may lose the trust from customers and business partners. The company gives high importance in investment for technology that required for event marketing industry. To reduce the risks that may come with such high investment, the company will only invest in the “must-have” technology and consider outsourcing for other specific needs from local and international vendors.



Assets Used in Business Operations

Property, Plant & Equipment

The property, plant & equipment as of October 31, 2013 are as follows :

Details of Land & Building

	Areas	Types of Rights	Baht Million	Commitment
Title Deeds No. 216194-7 Soi Sukhumvit 105 (Lasalle 56) Sukhumvit Road, Bangna District, Bangna Sub-district Bangkok 10260	2 Rai 200 Square Wah	Outright Owner	47.5	None
Office Building 10 Soi Sukhumvit 105 (Lasalle 56) Sukhumvit Road, Bangna District, Bangna Sub-district Bangkok 10260	4,097 Sqm.	Outright Owner	14.2	None

Land is stated at the appraised value. If the new assets to carrying amount of the assets is increased. By contrast, the perceived business value of assets of a revaluation increases to other comprehensive income and recognize the accumulated value to shareholders' equity under revaluation surplus of assets. However, the company must recognize the revaluation surplus or decrease to statements of income.

The company has a policy for revaluation of land used in operations every 3 years by the independent appraisers.

Details of Other Assets

Assets	Types of Ownership	Baht Million	Commitment	Note
Vehicles	Outright owner	0.6	None	
Vehicles	On hire purchase	9.8	Whole amount	with leasing companies
Office equipment	Outright owner	4.3	None	
Computer	Outright owner	5.2	None	
Equipment & machinery	Outright owner	0.1	None	
Office decoration	Outright owner	0.7	None	
Operating accessories	Outright owner	35.7	None	

Plant and equipment are stated at cost, net of accumulated depreciation and allowance for impairment (If any).

Investment Policy in Subsidiary & Associated Companies

The company has a policy to invest in a business operation that will complement and enhance its ability to deliver an integrated product offering e.g. a design company.

In 1995, the company invested in PX System Co., Ltd. and Multi Designs Co., Ltd., in 1996 Artcom Graphic Co., Ltd. (then renamed to NOX Bangkok Co., Ltd. in 2008) and Inkjet Images (Thailand) Co., Ltd., in 2006 Ibrix Co., Ltd., and DesignLab MISC Co., Ltd¹, in 2010 Thai Teacher.tv Co., Ltd. (then renamed to TCBN Co., Ltd. in 2012) and FCG Co., Ltd., in 2011 Andrew Bethell Associates Ltd., and in 2013 Fifty Plus Asia Co., Ltd. These investments permit the company to offer comprehensive and integrated products/services to clients.

¹ On January 6, 2012, the Board of Directors meeting resolved to approve divesting all ordinary shares held by the company in DesignLab MISC Co., Ltd.

5

Legal Disputes

In 2013, the company has one legal dispute, which is still in the labor court. The company has recorded such liability in the financial statements. Its detail is as follows :

Court Case :

Central Labor Court

Court Case No. :

Black No. 2312/2551

Starting Case Date :

June 9, 2008

Prosecutor :

Mss Nitida Thamasoontra

Defendant :

Pico (Thailand) Public Company Limited

Factual Basis :

Initial approximately Baht 50 million and then decreased to approximately Baht 18 million

Progress of Court Case :

The Central Labor Court ruled that the Company has to pay Baht 2.62 million including 7.5% per annum of interest calculated from March 27, 2008. However, the Company and the prosecutor have appealed against the Court. The case is being in the consideration of the Supreme Court.

General Information & Other Significant Information

6

Security Issuing Company



Pico (Thailand) Public Company Limited

Principal Business :

Management organizing of meeting, incentive, convention, and exhibition (MICE), event marketing, brand image building, and knowledge communication, as well as production and distribution in form of digital content and media

Address :

10 Soi Lasalle 56, Sukhumvit Road, Bangna Sub-district, Bangna District, Bangkok 10260

Corporate Registration :

Bor Mor Jor 0107546000296

Share Capital :

Registered capital of Baht 215,624,775 with Baht 215,624,559 fully paid up, divided into 330,000 preferred shares with the par value of Baht 1 and 215,294,559 ordinary shares with the par value of Baht 1

Telephone :

+662 748 7007

Facsimile :

+662 745 8521-2

Website :

www.picothai.com

Subsidiary Companies



PX System Co., Ltd.

Principal Business :

Exhibition booths assembly for trade and merchandise shows as well as sourcing services for marketing activities i.e. booth and other assets rental

Address :

12 Soi Lasalle 56, Sukhumvit Road, Bangna Sub-district, Bangna District, Bangkok 10260

Share Capital :

Registered and paid up capital of Baht 11 million divided into 110,000 ordinary shares with par value of Baht 100

Telephone :

+662 748 7625-9

Facsimile :

+662 748 7630

% of Ownership :

89.99%



Nox Bangkok Co., Ltd.

(formerly named Artcom Graphic Co., Ltd.)

Principal Business :

Specialized public relations, focusing mainly on public relation activities and related activities on corporate communication

Address :

10 Soi Lasalle 56, Sukhumvit Road, Bangna Sub-district, Bangna District, Bangkok 10260

Share Capital :

Registered and paid up capital of Baht 10 million divided into 100,000 ordinary shares with par value of Baht 100

Telephone :

+662 745 8058

Facsimile :

+662 745 8059

% of Ownership :

99.99%



Multi Design Co., Ltd.

Principal Business :

The design for trade and merchandise show and interior design including print media design

Address :

10 Soi Lasalle 56, Sukhumvit Road, Bangna Sub-district, Bangna District, Bangkok 10260

Share Capital :

Registered and paid up capital of Baht 4 million divided into 40,000 ordinary shares with par value of Baht 100

Telephone :

+662 361 7835-6

Facsimile :

+662 748 7593

% of Ownership :

59.99%



TCBN Co., Ltd.

(formerly named Thai Teacher.TV Co., Ltd.)

Principal Business :

Knowledge communication including production and distribution of digital content and media

Address :

10 Soi Lasalle 56, Sukhumvit Road, Bangna Sub-district, Bangna District, Bangkok 10260

Share Capital :

Registered capital of Baht 10 million divided into 100,000 ordinary shares with par value of Baht 100 with paid up capital of Baht 5 million

Telephone :

+662 745 8112-3

Facsimile :

+662 748 7910

% of Ownership :

99.99%



FCG Co., Ltd.

Principal Business :

Knowledge communication including production and distribution of digital content and media

Address :

10 Soi Lasalle 56, Sukhumvit Road, Bangna Sub-district, Bangna District, Bangkok 10260

Share Capital :

Registered and paid up capital of Baht 3 million divided into 30,000 ordinary shares with par value of Baht 100

Telephone :

+662 745 8112-3

Facsimile :

+662 748 7910

% of Ownership :

99.99%



Andrew Bethell Associates Ltd.

Principal Business :

Business of distribution of education content

Address :

1st Floor Bristol & West House, 100 Cross Brook Street, Cheshunt, Hurts EN8 8JJ

Share Capital :

Registered & paid up capital of GBP 100 divided into 100 ordinary shares with par value of GBP 1

Telephone :

+440 208 800 1047

% of Ownership :

75.00%

Associated Companies



**Inkjet Images (Thailand)
Co., Ltd.**

Principal Business :

The graphic design and inkjet print

Address :

28/43-45 Vibhavadi Rangsit Road,
Ladyao Sub-district, Chatuchak District,
Bangkok 10900

Share Capital :

Registered and paid up capital of Baht 6
million divided into 600,000 ordinary
shares with par value of Baht 10

Telephone :

+662 936 3366-68

Facsimile :

+662 936 3636

% of Ownership :

22.22%



Ibrix Co., Ltd.

Principal Business :

The organizer of trade exhibition and
related businesses

Address :

21/118 Soi Soonvijai, Rama 9 Road,
Bangkapi Sub-district, Huay Khwang
District, Bangkok 10320

Share Capital :

Registered and paid up capital of Baht 5
million divided into 50,000 ordinary
shares with par value of Baht 100

Telephone :

+662 203 0522 ต่อ 26

Facsimile :

+662 203 0522 ต่อ 13

% of Ownership :

40.00%



Fifty Plus Asia Ltd.

Principal Business :

Exhibition, event marketing, organizer,
publication, media and other related
businesses

Address :

10 Soi Lasalle 56, Sukhumvit Road,
Bangna Sub-district, Bangna District,
Bangkok 10260

Share Capital :

Registered capital of Baht 15 million
divided into 150,000 ordinary shares with
par value of Baht 100 with paid up capital
of Baht 3.75 million

Telephone :

+662 748 7007

Facsimile :

+662 745 8521-2

% of Ownership :

45.00%

Other Reference Information



Thailand Securities Depository
Co., Ltd.
Registrars

Address :

The Stock Exchange of Thailand
62 Rachadapisek Road, Klongtoey
District, Bangkok 10110

Telephone :

+662 229 2800

Facsimile :

+662 359 1259



Dharmniti Law Office Co., Ltd.
Corporate Lawyer

Address :

4th Floor, Nai Lert Tower, 2/4 Wireless
Road, Lumpini, Pathumwan, Bangkok,
10330

Telephone :

+662 252 1260 และ +662 655 0711

Facsimile :

+662 252 1104 และ +662 655 0708



D I A International Audit Co.,
Ltd.

Mr. Wisut Petpanichkul,
Certified Public Accountant (Thailand)
Registration No. 7309

Address :

316/32 Soi Sukhumvit 22, Klongtoey
District, Bangkok 10110

Telephone :

+662 259 5300-2

Facsimile :

+662 260 1553 และ +662 259 8956

7

Information of Securities & Shareholders

Share Capital

On February 20, 2013, the annual General meeting of the company's shareholders passed the following resolutions relating to the registered share capital as follows:

- Decreased the registered capital of the company from Baht 172,499,970 to Baht 172,499,820 by canceling the registered ordinary shares remaining after the stock dividend allocation of 150 ordinary shares with the par value of Baht 1.00
- Increased registered capital by Baht 43,124,955 from Baht 172,499,820 to Baht 215,624,775 by issuing new ordinary shares of 43,124,955 shares with a par value of Baht 1.00 each to support the payment of a share dividend

On March 15, 2013, the company registered the increase in its registered share capital and paid-up share capital to Baht 215,624,775 and Baht 215,624,559, respectively, with the Ministry of Commerce.

216

Baht Million

As of October 31, 2013, the company has a registered capital of Baht 215,624,775 consisting of 215,294,775 ordinary shares with par value of Baht 1 and 330,000 preferred shares with par value of Baht 1. The paid up capital of Baht 215,624,559 consisting of 215,294,559 ordinary shares with par value of Baht 1 and 330,000 preferred shares with par value of Baht 1.

Rights of Ordinary and Preferred Shares

Share capital of the company consists of two types of share which are ordinary share and preferred share.

The preferred shares have the right to receive dividends equal to ordinary shares. The dividend will be calculated from profit earned after the issuance of preferred shares. However, any profit on the appraisal of land, buildings and other assets, which existed before the issuance of the preferred shares, will be allocated solely to the ordinary shares.

The preferred shareholders have the right to vote in the shareholder meeting, a ten thousand preferred shares are equivalent to one voting right of a ordinary share. The preferred shares have the right to receive the proportion of their return on investments upon liquidation equal to ordinary shares.

Shareholders of Ordinary Shares

Name list and portion of top ten shareholders shown as book registered as of December 31, 2013 are as follows :

#	Name	Shares	%
1	Pico Art International Pte Ltd.*	86,250,187	40.06
2	Mr. Pised Chungyampin** & close relatives	55,809,897	25.93
3	Ms. Anchana Pinijkusoljit	4,130,000	1.92
4	Thai NVDR Co., Ltd.	2,696,583	1.25
5	Mr. Supawit Wattanaphant	2,646,750	1.23
6	Pol. Maj. Jatupol Bongkochmas	2,100,000	0.98
7	Mr. Kiattisak Trairungtasana	1,899,787	0.88
8	Mrs. Suporn Hampratak	1,421,500	0.66
9	Mr. Pornchai Ariyaratopas & close relatives	1,310,861	0.61
10	Ms. Jongkol Ngamlertchai	1,146,000	0.53
		159,411,565	74.05

* Pico Far East Holding Limited holds 100% of Pico Art International Pte Ltd.'s shares. Chairman of the Board of Director is a director of Pico Art International Pte Ltd.

** A director of the company

Dividend Policy

Provided that there are no other needs such as major business expansion, the company and subsidiaries have the policy to pay out the dividend at the rate of approximately 40% of net profit after taxes.

On February 20, 2013, the annual general meeting of the company's shareholders passed the resolution for dividend payment from the operating performance for the year ended October 31, 2012 with details as follows :

48

Baht Million

- By paying share dividend at the ratio of 4 current shares per 1 share dividend. The share dividend has par value of Baht 1 per share. In case that any shareholders hold the indivisible share remaining after such allocation, the cash dividend will be paid at the rate of Baht 0.25 per share, and
- Cash dividend of Baht 0.027777778 per share, totaling cash dividend Baht 0.277777778 per share. The company paid such dividend on March 15, 2013.

22

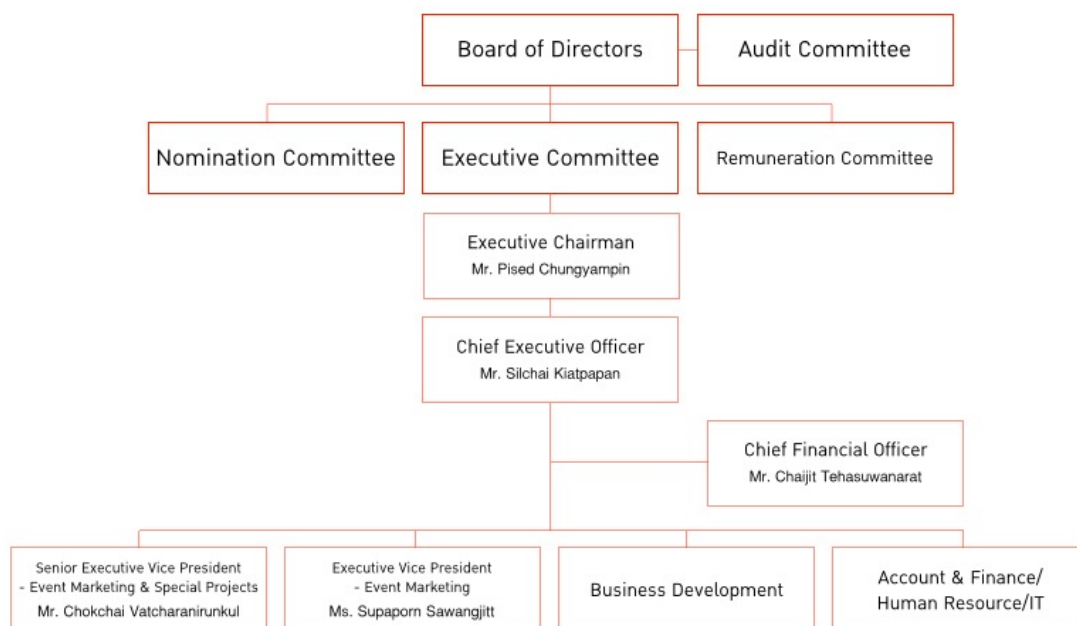
Baht Million

On September 6, 2013, the company's board of directors' meeting resolved to pay interim dividend of Baht 0.10 per share for the total eligible shares of 215,624,559 shares, totaling Baht 21,562,456 to the shareholders whose names are listed in the shareholder's register book as at September 24, 2013. The company paid such dividend on October 4, 2013.

Management

8

The structure of management of the company as of October 31, 2013 is as follows :



The organizational structure of directors of the company consists of five boards.

1. The Board of Directors

As of October 31, 2013, the company has eight members consisting of five non-management directors of which three are independent directors as follows :

Name/Position	Attendances /Meeting
Mr. Chia Song Heng Chairman	5/5
Mr. Pised Chungyampin Vice Chairman	5/5
Mr. Silchai Kiatpapan Director	5/5
Mr. Chung Chee Keong* Director	2/5
Mr. Yong Choon Kong** Director	-
Mr. Viriya Pholpoke Director and Executive Advisor	5/5
Mr. Chaiyod Bunyagidj Independent Director	5/5
Mr. Sern Vithespongse Independent Director	5/5
Mrs. Sasitorn Phongsathorn Independent Director	5/5

* Mr. Chung Chee Keong resigned from the position of director on October 1, 2013.

** Mr. Yong Choon Kong was appointed to be replaced Mr. Chung Chee Keong as Director on November 4, 2013.

Mr. Chaijit Tehasuwanarat servicing as secretary to the board of directors.

Directors Authorized to Sign & Bind the Company

Directors authorized to sign and bind the company are Mr. Pised Chungyampin together with Mr. Chia Song Heng or Mr. Silchai Kiatpapan or Mr. Yong Choon Kong, constituting 2 signatures with the company's seal affixed.

2. The Executive Committee

As of October 31, 2013, the company has six executive committee members as follows :

Name/Position	Attendances /Meeting
Mr. Pised Chungyampin Chairman	5/5
Mr. Chia Song Heng Vice Chairman	5/5
นายสีลชัย เกียรติภาพันธ์ Executive Committee Member	5/5
Mr. Chokchai Vatcharanirunkul Executive Committee Member	5/5
Ms. Supaporn Sawangjitt Executive Committee Member	4/5
Mr. Chaijit Tehasuwanarat Executive Committee Member	5/5

3. The Audit Committee

As of October 31, 2013, the company has three audit committee members who are independent directors as follows :

Name/Position	Attendances /Meeting
Mr. Chaiyod Bunyagidj Chairman of the Audit Committee	4/4
Mr. Sern Vithespongse Audit Committee Member	4/4
Mrs. Sasitorn Phongsathorn Audit Committee Member	3/4

Mr. Chaijit Tehasuwanarat servicing as secretary to the committee.

4. The Nomination Committee

As of October 31, 2013, the company has seven nomination committee members as follows :

Name/Position
Mr. Chia Song Heng Chairman
Mr. Pised Chungyampin Director
Mr. Silchai Kiatpapan Director
Mr. Viriya Pholpoke Director
Mr. Chaiyod Bunyagidj Director
Mr. Sern Vithespongse Director
Mrs. Sasitorn Phongsathorn Director

5. The Remuneration Committee

As of October 31, 2013, the company has five remuneration committee members as follows :

Name/Position
Mr. Chia Song Heng Chairman
Mr. Viriya Pholpoke Director
Mr. Chaiyod Bunyagidj Director
Mr. Sern Vithespongse Director
Mrs. Sasitorn Phongsathorn Director

Company Secretary

The board of directors appointed Mr. Chaijit Tehasuwanarat, Chief Finance Officer, to be company secretary. The details of his profile are in the appendix 1.

Director Compensation

Monetary Compensation

Directors

The 2013 annual general meeting of shareholders held on February 20, 2013 approved directors' remuneration 2013 in the amount not exceeding baht 6,000,000 with the disbursement to be decided by the board of directors. This is effective from the date of the annual general meeting of shareholders until otherwise changed by another shareholders' resolution.

The criteria for director's fee as follows :

Monthly Compensation (Per Month Per Person)

Baht 10,000

Meeting Attendance (Per Attendance Per Person)

Baht 20,000 for Chairman of Board of Directors and Chairman of Audit Committee and Baht 15,000 for directors

Annual Compensation (Per Year Per Person)

Baht 200,000 for audit committee member, payable quarterly

Bonus

The board of directors has approved a bonus payment to the three independent directors and one advisor totaling four persons with payment to be considered from individual responsibility of each director.

Management

In 2012 and 2013 the company paid monetary compensation, which is salary and bonus to management and an advisor in the amount of Baht 34.61 million and Baht 27.47 million respectively.

Other Compensation

The company has provided provident funds by contributing 5% of salary. In 2013, the company paid provident funds for 5 management at the amount of Baht 0.99 million.

Monetary compensation to directors in 2013 as a resolution of the board of directors is as follows :

Name	Monthly Compensation	Meeting Attendance	Annual Compensation	Bonus	Total
Mr. Chia Song Heng	120,000	100,000	-	-	220,000
Mr. Pised Chungyampin	120,000	75,000	-	-	195,000
Mr. Silchai Kiatpapan	120,000	75,000	-	-	195,000
Mr. Chung Chee Keong	120,000	30,000	-	-	150,000
Mr. Viriya Pholpoke	120,000	75,000	-	940,000	1,135,000
Mr. Chaiyod Bunyagidj	120,000	100,000	200,000	985,000	1,405,000
Mr. Sern Vitthespongse	120,000	75,000	200,000	955,000	1,350,000
Mrs. Sasitorn Phongsathorn	120,000	75,000	200,000	955,000	1,350,000
Baht	960,000	605,000	600,000	3,835,000	6,000,000

Personnel



Employees

As of October 31, 2013, the Company has staff as follows :

	Person
Pico (Thailand) Public Company Limited	111
Subsidiaries	77
	188

Sectional breakdown of 111 employees

	Person
Management	8
Business Development	5
Human Resources	13
Finance & Accounting	14
Marketing (Event Marketing)	67
Procurement & Information Technology	4



Employee Compensation

Monetary Compensation

In 2012 and 2013 total monetary compensation which is salary and bonus to employees of the company and subsidiaries totaling Baht 128 million and Baht 115 million respectively.

Other Compensation

Employees of the company and subsidiaries contribute either 3% or 5% of monthly salary to the provident fund plan, which is matched by equal contribution from the companies. Employees are entitled to the benefits based upon their length of service with 2, 3 and 5 years of service drawing 30%, 50% and 100% from the fund on leaving, respectively.

Unit: Baht Million	2012	2013
Provident Fund Contribution	3.99	3.95



Changes in Number of Employee

Unit: Baht Million	2011	2012	2013
Resigned employees	15	46	39
New hired employees	21	25	35



Significant Legal Disputes

For the last three years, there is one legal dispute in 2013. Such case is still in the labor court. Please see details under “Legal Dispute”.



Personnel Development Policy

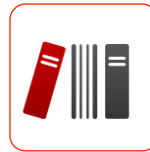
To ensure continued corporate growth human resource development is an integral part of our policy. We are committed to develop our human resources and improve our human resource administration by focusing on the employee recruitment, supporting skills, knowledge, capabilities development continuously and promoting PICO values in order to become Learning Organization so that work quality goes hand in hand with quality of life. Staff members are encouraged to build on their strengths in accordance with our business approach and to be ready to meet the competition and respond to changes.

Our human resource administration goes hand in hand with job satisfaction along the following guidelines:



Recruitment & Selection Process

We have a guideline for the recruitment of high caliber staff members. A selection committee utilizes standardized tests based on capability in recruiting required personnel for the corporate assignment. Consideration is also given to the assessment of manpower requirement commensurate with the responsibility and business operation. Also, we prepare our human resources ready to support the growth of business in the future.



Staff Training

Our most important resource is our employees. We are committed to the development of each and every staff member to develop to his fullest potential. Training courses is provided both in and outside of the company. The training also extends to overseas training and observation visits. We promote learning and cognitive development creatively in many ways for employees to show their fully potential in individual and teamwork level in order to create knowledge sharing network. This is a long term fundamental for corporate success today and in the future. We support the learning and capability of employees in accordance with growth, leader in competition and value-added creator.



Employee Relations

We have continuously established an ongoing employee relations and engagement program to ensure that employees are well bonded. Staff members are encouraged to participate in the various aspects of corporate activities such as Merit Activity and New Year party. Additionally, core activities with social contribution are also encouraged such as donation drive for needy students, visits to orphanages and similar foundations, raising disaster relief funds, and building the libraries for the schools in remote areas.

We encourage employees to adhere to the corporate culture by having accountability, integrity and dignity for supporting employees to work on morality. We provide a good quality of work such as appropriate welfare, safe working conditions, health care and awareness in collaboration.



Welfare Benefits

We emphasize on offering suitable compensation and welfare benefits for employees by having welfare committees. We have an equitable compensation system in place. A provident fund, health, disability and life insurance program are in place. Additionally, staff has an access channel to air grievances to management for due consideration and further mutually beneficial resolution.



Security and Occupational Hazards

A safety committee is established to ensure of work place safety. Regular inspections on safety and security of premises are conducted. Adequate safety equipment is provided and staff is well advised on fire safety and the appropriate use of fire fighting equipment.

The company held a public forum to educate employees. Also has invited experts to give insight to employees in such matters by invite the expert to give knowledge of exercise at work. It also focuses on quality of life for employees to be coupled with the growth of the business and focus on health of employees, both physical and psychological by providing an ongoing health check every year.

9

Corporate Governance

The company's policy is for its members of the board to comply with the regulations of listed companies with respect to the duty and responsibility of directors. Subsequent to the company's transformation to a public company, the board of directors and the audit committee together established supervisory guidelines in overseeing the company's operation and to clearly define the scope of authority of directors and management. This covers compliance to the law, memorandum of the association, bylaws and the resolutions of the shareholders with honesty, integrity and utmost care to ensure maximum benefits to the company. The directors are also charged with establishing the company's policy and business direction and to ensure that the set policy is followed by management.

Pursuant to the guidelines established by the SET for listed companies, the company summarized the practices of corporate governance in 2013 as follows :

I. Rights of Shareholders

Shareholders are the rightful owners of the company whose rights and privileges are recognized and respected. These are: shares buy/sell, shares transfer, profit sharing, rights to attend meetings, participate in agenda deliberation and voting.



Shareholders' Meeting

The board of directors shall arrange a shareholders' meeting with a 7 day advance notice to all shareholders. Shareholders will be informed in writing of all agenda together with the directors' opinion and recommendation for each of the agenda presented. Such information will be posted on company's website in advance both Thai and English prior to the date of the meeting for voting decision. The notice also had been announced in the newspaper for three consecutive days and at least three days prior to a shareholders' meeting for the shareholders to prepare themselves in joining the meeting.

In 2013, the company arranged the Annual General Meeting of Shareholders was held on February 20, 2013, whereby all 8 directors attended the meeting. The company deemed it appropriate to organize the meeting at Room Srinakarin 2, Dusit Princess Srinakarin, which was sufficient to support all shareholders attending the meeting. In addition, the company facilitated all shareholders at the meeting date by arranging adequate number of staffs to welcome and check registration documents. The company made registration process available one hour prior to the meeting by using bar code system to shorten the registration process.

Before the meeting, the chairman of the board of directors assigned company secretary to clarify rules and criteria to the meeting such as the opening, voting procedures, counting of shareholders' vote for each agenda. The legal advisors from Dharmniti Law Office and independent auditors from DIA International Audit Co., Ltd. are the moderators to check the vote for transparency in all sessions. For the issue on voting on the election of directors, the company allowed shareholders to vote by person. For the issue on the appointment and remuneration of auditors, auditors' names, company's name, the independence of auditors, and audit fee are specified in the notice for consideration of the suitability of auditors.

During the meeting the shareholders will have the rights to freely question and express their opinion during the deliberation of each issue. The company used a bar code system to count the vote for accuracy and more convenience. At the meeting, the order of agenda was not changed, and there was no request to add other agenda.

After the meeting, the company disclosed the resolutions of the meeting including the vote in the evening of the meeting date by sending news through the Stock Exchange of Thailand (SET) and posted on company's website. The company also prepared the minutes of the meeting that will be recorded accurately and in full covering questions, answers for shareholders' later perusal and the vote. The company submitted such minutes to SET within 14 days after the meeting, in accordance to the SET regulations, along with the video recording of the meeting for shareholders' acknowledgement on company's website



II. Equal Treatment to All Shareholders

Each shareholder or group of shareholders is treated equally whether they are management or non-management, majority or minority shareholders or foreign shareholders :

- The company distributes the notices to shareholders at least 14 days prior to the shareholders' meeting and provides the notices and relevant documents in English for foreign shareholders.
- The company posts the notices in both Thai and English on the company's website 14 days in advance prior to the shareholders' meeting.
- The company delivers proxy form B which is attached with the notices to shareholders. It clearly explains the procedure and related documents for shareholders to prepare documents properly and do not cause problems in the attendance of proxy holders. This is to allow shareholders who are unable to attend meeting may appoint proxy holders or independent directors to attend and vote on their behalf. The independent directors' profile and report of conflict of interests in each agenda are attached completely.
- To ensure transparency and accountability, the company supports to use ballot for the important agenda such as the related transaction and the acquisition and disposition of assets.
- The shareholders' meeting shall be conducted according to the agenda notified in the notice and it is our policy not to add items to the agenda without advance notice to shareholders

Inside Information

The company has the policy to control and monitor the use of inside information by directors and management for their personal gain. Please see more details in the inside information supervision section.

Conflict of Interest

In order to avoid conflict of interests, the company specifies the criteria with regard to the conflict of interest as follows:

- Any director or executive who may have conflict of interests in any agenda item under consideration must not attend the meeting or must abstain from voting on such agenda item. This is to ensure that the Board and executives make decisions in a fair manner for the utmost benefit of shareholders.
- In case of the normal business transactions or the transactions to support the normal business with general terms and conditions and compensations that can be calculated from assets or reference prices, the procedure to undertake those transactions shall be in accordance with the regulations of SEC and SET with regard to the connected transaction. The undertaken transactions shall be reported to the audit committee on a quarterly basis.
- In case of other related transactions apart from the above mention, the audit committee shall provide their opinions with regard to the necessity of the transaction and the reasonableness of the transaction's price by considering the normal business practice of the industry and comparing the undertaken price with the price of others or the market price. In case that the audit committee has no expertise on any transaction, the company would hire an independent specialist or an auditor to provide their opinion on such transaction for the consideration of the audit committee, the board of directors or the shareholders as the case may be. The directors who may have any conflict of interested of the transaction will not be able to vote on such transaction.



III. Stakeholders

All stakeholders are equally treated to foster a harmonious relationship leading to the growth and prosperity of the company in the long run.

The followings are undertaken :

Shareholders :

The company is focused in operating its businesses with the honesty, integrity, and transparency to ensure the sustainable growth for increasing the shareholders' value and ultimate returns. The company also considers shareholders' rights and equality as disclosed in section 1 "Rights of Shareholders" and section 2 "Equal Treatment to All Shareholders".

Employees :

The company is fully cognizant that employees are its most important asset and the key to its growth. Training programs are established and on going to develop the best talents in the business. Competitive compensation package and benefits such as provident fund, life and health insurance are periodically reviewed to ensure that we remain competitive in the market. Feedbacks are encouraged so that management can learn of grievances and work toward a mutually acceptable resolution.

Trading partners :

Honor the market practice while ensuring that all parties receive appropriate returns for both parties. This includes avoiding situations leading to the conflict of interest together with strictly abiding by the terms of contracts.

Customers :

Maximum benefits to the customers through the best and highest service quality, product standard, responsive to needs and respect of customer's privileged information.

Competitors :

We believe that competition induces creative development and we abide by the rules of a good competition. We will not resort to predatory practices on our competitors.

Creditors :

We believe that contractual obligations must be honored to foster a mutually beneficial relationship in the longer term.

Community :

We are aware of our duty and responsibility to the community and strive to ensure that the rights of all stakeholders are protected through strict compliance to the law and regulations.

Whistle-Blowing Policy and Whistler-Blower Protection :

We have set up the channels for complaints, suggestions, or recommendations indicating impacts or risks of impacts on stakeholders arising from its business or from wrongful action by directly contact :

Chairman of Audit Committee
Pico (Thailand) Public Company Limited
10 Soi Lasalle 56, Sukhumvit Road, Bangna, Bangkok 10260
Tel. +662-748-7007 Fax +662-745-8521-2

The company will proceed with its investigations as specified in its procedures and record the outcomes in writing without naming whistle-blowers, and will also keep their information confidential.

IV. Disclosure & Transparency

We recognize the significance of disclosures, financial or otherwise to the public. These disclosures are made through the channels prescribed by the Securities and Exchange Commission and the Stock Exchange of Thailand and laws in many channels such as its annual information disclosure form (form 56-1) and annual report (form 56-2), our website at www.picothai.com, Opportunity Day and the regular meeting with securities analysts. This year, the company gave the opportunity for investors and analysts both domestic and abroad to meet and discuss with management in order to strengthen their knowledge and understanding of the company's business operations.



The company has disclosed details of directors' remuneration in the management structure section. In addition, the company set policies for directors to make quarterly reports on the purchases-sales of shares/holding in company stocks and change on their conflict of interest to the board of directors meeting.

We are confident that shareholders can have access to the necessary information from these channels. Moreover, shareholders and the general public can readily reach our investor relations officer for additional information.

Mr. Chaijit Tehasuwanarat, chief financial officer, serves as the investor relations officer and may be reached at 02-748-7007 or email address chaijit@picothai.com



V. Responsibility of Directors

Structure of the Board of Directors

- The company's board of directors consists of eight directors with three being independent directors. The ratio of independent directors is 1/3, which is in compliance with the standard established by the Stock Exchange of Thailand.
- Members of the board serve for a period of three years. The longest serving director will take turn in retiring in the proportion of one third of total.
- Three directors are appointed as executive committee members tasked with the implementation of the company's direction, business plan and established annual budget. The division of duty and responsibility of directors and executive committee members is clearly divided.
- The audit committee members consist exclusively of independent directors to assist in the oversight of operation. The audit committee holds quarterly meeting and reports to the board of directors.
- The nomination and remuneration committees are appointed by the board of directors for screening and selecting the appropriate person (s) as member(s) of the board of directors and determining the remuneration package and other benefits, duty and responsibility of executive chairman and chief executive officer.
- The chief financial officer is appointed as the secretary to the board of directors, the audit committee with the duty to advise on legal aspects and other pertinent regulations that the directors need to be cognizant of. He also coordinates that the resolution made the board of directors meeting be implemented.

Term of Office

Members of the board serve a period of three years.

Directors are elected by the shareholders' meeting in the annual general meeting of shareholders. At the annual general meeting of shareholders, one-third of directors shall retire by rotation. If the number of directors is not a multiple of three, the number of directors closest to one-third shall retire with the longest serving directors retiring first. A director who vacates office under this Section may be re-elected.

If directorship vacancy exist other from the rotational retirement, the board of directors may select a qualified person to become a replacement and to attend the following scheduled board meeting.

Checks and Balances of Directors

The board of directors is tasked with the oversight of the executive committee members in its implementation of the established policy. The chairman of the board of directors, the chairman of the executive committee, and chief executive officer are different persons so as to provide a check and balance by clearly determining roles and responsibilities

Furthermore, an audit committee is appointed comprising of 3 independent directors. It is charged with the oversight of the company's operation and to ensure that the planning and business making decisions are appropriately taken and that the decision is not dominated by the executive committee or a single group of persons.

Checks and balances of non management directors

By design the committees and boards are appointed so that no person or group of persons can dominate the decision making process to ensure of operational efficiency an established check and balance mechanism.

- Director who are member of executive committee 3 persons
- Director who are not member of executive committee 5 persons
- Independent directors 3 persons

Limitation of the Number of Listed Companies in which a Director may hold Directorship

The board of directors set a policy to limit the number of listed companies in which each director may hold a directorship. This policy aims to ensure that directors have time sufficient to handle their duties. The board of directors has limited 5 board seats in listed companies including its unlisted subsidiaries.

There is no independent director holding a directorship more than 5 board seats in listed companies. There is no executive director holding a directorship more than 2 board seats in listed companies.

Board of Directors Meeting

The board supports regular attendance and encourages the participation of the members at meetings which are scheduled quarterly at the minimum. Meetings are held to inform of events with members encouraged in the business deliberations and participate in the decision making processes. Every year, directors are informed in advance of the meeting date and venue for board members to manage their time to attend the meetings and send agenda and pertinent material supplied at least 5 working days before the meetings. During each meeting, Chairman and Chief Executive Officer jointly determine which agenda items are relevant to the meeting and directors may introduce additional agenda for discussion. Open and meaningful discussions are encouraged with the secretary to the board responsible for the recording of the minutes.

In 2013, there are 5 board of directors meeting. Attendance record of board members is disclosed on the management structure section.

Company Secretary

The board appointed Mr. Chaijit Tehasuwanarat as Company Secretary. The board deemed that he is appropriate because he is knowledgeable in Accounting and passed training program relevant to the duties of company secretary. The details are disclosed on appendix 1: Details on executives, authorized managers and company secretary.

Company Secretary is in charged with the following duties :

- Responsible for organizing the shareholders and board meetings according to laws, company's article of association, and relevant standard practices
- Keep and maintain notices, meeting documents, minutes of the meetings, and monitor the implementation of the resolutions of shareholders and board
- -Prepare and file board registry
- -Serve as consultant and secretary to the board
- -Ensure legal compliance and compliance of the company's internal guideline
- -Coordinate between legal advisor and auditor
- -Provide advice to the board regarding legal issues and the company rules and regulations and ensure compliance with such rules and regulations. Report changes of amendments of such rules and regulations to the board of directors
- -Responsible for filing annual reports (Form 56-2) and annual registration statement (Form 56-1)

The Development of Skills for Directors and Management

The company set the policy to support the development of skills for directors, management, and corporate secretary by requiring their attendance of seminars which offers by professional institutions such as Thai Institute of Directors (IOD), Listed Companies Association and others. The purpose is to build confidence in the boards' ability to monitor the company's performance effectively. The corporate secretary has been assigned to prepare the history of training program for board members and propose proper training programs for consideration.

Orientation for New Director

In case of having new director, the company has a policy to arrange an orientation including documents and information for better understanding in company's business and its operations. Moreover, the company encourages new directors to attend IOD training courses to assist in better fulfilling their role as a board member.

The Organizational Structure of Directors

The organizational structure of directors of the company consists of five boards as follows :



1. The Board of Directors

Scope of Duty & Authority

1. The Board of Director's Functions

The board of directors shall act to ensure maximum benefits from the conduct of the company's business by using its knowledge and experience to the fullest capability. It shall conduct its role according to the company's memorandum of association and by laws with due care and discretion to protect the rights of and be responsible to the shareholders

2. Establishing the Company's Objectives, Business Direction & Policy

The board is charged with the setting of appropriate policy and business direction of the company except the policy or business direction, which requires shareholders' approval.

3. Appointment & Supervision of the Executive Committee

The board is empowered to appoint a committee consisting of directors as it deems appropriate to act as an executive committee to manage on its behalf. In this respect the board of directors at its meeting 1/2003 held on August 29, 2003 resolved to appoint an executive committee and clearly established its scope, power and duties. The board of directors will be responsible for the supervision to ensure that the executive committee effectively carries out the approved policies

4. Appointments & Delegation of Authority to Other Persons

The board of directors may appoint any other person to conduct the company's business under its supervision or it may delegate authority to said person as it deems appropriate. The time period of this authority delegation shall be set as the board deems appropriate and the board may rescind, remove, alter or modify such delegation. Such appointment or delegation shall fall under the following rules :

- Any appointment and authority delegation shall not be bestowed on person(s) with a vested interest in or is in conflict with the company or its subsidiaries.
- Person(s) so appointed and delegated shall not be able to approve transactions that involve themselves or persons that may be in conflict with, possessing vested interest in or having any other potential conflict of interest against the company or its subsidiaries.

Appointment and delegation must be accompanied by a clear establishment of scope of authority, duty, and responsibility and must be in accordance with the resolution of the board of directors meeting attended by independent directors or members of the audit committee. In the case that such delegation of power is objected to by a member of the independent director or an audit committee member such objection shall be clearly recorded in the minutes of the meeting.

Scope of Duty & Authority of Chairman of the Board of Directors

1. Act as the leader of the board of directors to oversee, supervise, and monitor the operations of executive committees and other committees to make them achieve the objectives, policies, and specified plans
2. To be the Chairman of the board of directors' meetings and shareholders' meetings
3. To have a casting vote in case the board of directors' meeting has a tie vote



2. The Executive Committee

Scope of Duty & Authority

1. To propose for the Approval by the board of directors the followings :
 - Business objectives and direction
 - Business strategy and policy
 - Annual business plan and budget
 - Organizational structure and management including details on selection, training, recruitment and termination of employees
2. Supervision and overseeing that the company's business operation follows the board's approved business strategy, policy and plan.
3. Screening of business contractual obligations of the company, acquisition of assets or rights to be used to the benefit of the company. This includes the setting up of negotiating processes in the closing of the said contracts.
4. Screening of fiduciary contracts, lending, borrowing and undertaking of guarantee by the company.
5. Acting on contract amendment and termination in accordance with the executive committee's discretion.
6. To consider the profit and loss account of the company and the proposal of an interim or annual dividend payment to the board of directors for approval.
7. To engage in any other action in order to support the above or as may be delegated by the board of directors from time to time.

The foregoing duties and powers of the executive committee shall be under the law and the company's bylaws. The executive committee shall not have the authority to approve transaction that its members or others may be in conflict with or possess a vested interest in or having any conflict of interest against the company or its subsidiaries. Should such a case arise, the executive committee shall refer the case for consideration by the board of directors.

Scope of Duty & Authority of Executive Chairman

1. Act as the leader of the executive committee by supervising, guiding, and evaluating the implementation of the management and Chief Executive Officer
2. Sign together with Chief Executive Officer to approve the budgets, costs of operation, and agreements
3. Call the executive committee meeting as appropriate
4. Scrutinize the agenda prior submit to the board of directors for approval

Scope of Duty & Authority of Chief Executive Officer

1. To ensure that the company's business operation is in line with the policies issued by the Board of Directors or the Board of Executive Committee, and to provide performance updates to both boards.
2. To prepare and review the annual budget prior to submitting to the Board of Directors for approval as well as to control the spending of each business unit,
3. To determine the conditions of employment of staff and employees, to order or announce the procedure of administration and operation which does not obstruct the company's regulations, the committee's agreement or other related laws.
4. To hire, position, appoint, and punish staff and dis continue employment of staff and employees, including the promotion, or salary adjustment. This directive excludes staff and employees who are employed, positioned, and punished and dismissed by a committee, or procedural regulations.
5. To control operating, selling and administrative expenses and approve business transactions including investment expenditures to ensure the adherence to the budget approved by the Board of Directors or the Board of Executive Committee.
6. The approval of over-budget item beyond what has earlier been agreed upon by the Board of Directors must be presented in the meeting of Board of Directors for considerations and approvals according the company's regulation or stipulated by laws.
7. To review all transactions relating to the company's assets and rights for which the company may use to enter binding contracts with individuals, companies or financial institutions and to submit such transactions for review and approval by the Board of Executive Committee
8. To review the company's financial performance and to determine and submit for approval by the Board of Directors any interim and annual dividend.
9. To perform on execute any task or duty as assigned by the Board of Directors



3. The Audit Committee

Qualifications of the Audit Committee & Independent Directors

1. Holding less than 1% of the outstanding shares with voting rights in the company, parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director (including such persons described in code 258 of the Securities and Exchange Act B.E. 2535).
2. Neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the company, parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than 2 years prior to the date of appointment. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the company.
3. Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the company or subsidiary company.
4. Neither having nor used to have a business relationship with the company, parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner which may interface with his independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the company, parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the date of appointment.
5. Neither being nor used to be an auditor of the company, parent company, subsidiary company, associate company, major shareholder, or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the company, parent company, subsidiary company, associate company, major shareholder, or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the date of appointment

6. Neither being nor used to be a provider of any professional services , including those as legal advisor or financial advisor who receives service fees exceeding Baht 2 million per year from the company, parent company, subsidiary company, associate company, major shareholder, or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than 2 years prior to the date of appointment.
7. Not being a director appointed as representative of directors of the company, major shareholders or shareholder who is related to majors shareholder.
8. Not undertaking any business in the same nature and in competition to the business of the company or subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1% of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the company or subsidiary company.
9. Not havingany other characteristic which cause the inability to express independent opinions with regard to the company's business operations.
10. Independent director processing the quality as outline in 1-9 above may be assigned by the board of directors to carry on the operation of the company, parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, provided that such decision shall be in the form of collective decision.

Scope of Duty and Authority

The audit committee has the duties as delegated by the company's board of directors, as follows :

1. To review the company's financial reporting process to ensure that it is accurate and adequate by coordinating with external auditors and executives responsible for financial reports and quarterly and annual;
2. To review the company's internal control system and internal audit system to ensure that they are suitable and efficient;
3. To ensure that the company has duly complied with the laws on Securities and Exchange Act, the Stock Exchange of Thailand regulations, and the laws relating to the company's business.
4. To consider, select and nominate an independent person to be the company's auditor, and to purpose such person's remuneration, as well as to request the appointment of the annual general meeting of shareholders.
5. To review the connected transactions, or the transaction that may lead to conflicts of interests that are accurate and complete
6. To prepare and disclose the company's annual report, and audit committee's report which must be signed by the chairman of the audit committee and consist of at least the following information;
 - 1) an opinion on the accuracy, completeness and creditability of the company's financial report,
 - 2) an opinion on the adequacy of the company's internal control system,
 - 3) an opinion on the compliance with the law on securities and exchange act, the Stock Exchange of Thailand regulations, or the laws relating to the company's business,
 - 4) an opinion on the suitability of an auditor,
 - 5) an opinion on the transactions that may lead to conflicts of interests,
 - 6) the number of the audit committee meetings, and the attendance of such meetings by each committee member,
 - 7) an opinion or overview comment received by the audit committee from its performance of duties in accordance with the charter, and
 - 8) other transactions which, according to the audit committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the company's board of directors;
7. To perform any other as assigned by the board of directors with the approval of the audit committee.

Mrs. Sasitorn Phongsathorn, a member of audit committee, with her extensive knowledge and experience, is responsible for reviewing the reliability of the financial statements.

4. The Nomination Committee & 5. The Remuneration Committee

Scope of Duty & Authority

1. To screen and select the appropriate person (s) as member (s) of the board of directors and to propose the selected individual to the board of directors who then submit to the shareholders' meeting for approval.
2. To determine the remuneration package and other benefits, duty and responsibility of executive chairman and executive chief officer, along with procedure and performance evaluation, will be for consideration of yearly compensation.



Selection of Directors & Management Executives

In the selection process for directors the chairman will appoints the nomination committee to assist in the consideration of persons with appropriate qualifications, which do not run contrary to the laws governing public companies. Criteria used will be vision, basic qualifications and extensive experience, which will be beneficial to the company. Such person must be of highest moral value and unquestioned ethics in accordance with code 68 of the Public Company Act 2535 and the relevant announcements of the SEC and the SET. The selected person is then submitted to the board for election during its meeting.



In the case that a directorship becomes vacant for reasons other than the rotational retirement the remaining directors at its subsequent meeting may elect a suitably qualified person to fulfill the vacated position. No shareholder's meeting is needed for this election. The replacement director may only serve out the remaining tenure of the vacated director.

In case a board seat is vacated because of a completion of term of the retiring directors as required by law where a one-third of directors must retire, candidates could be the same persons who have retired by rotation. The majority vote at the annual general meeting of shareholders is to determine appointment of directors in accordance with the principles and procedures as follows :

1. One share counts a one vote and 10,000 preferred shares count as one vote
2. Each shareholder may exercise the voting rights according to the absolute number of shares held in item 1. Above in favor of one or more persons as directors but may not divide the voting rights by allocating more votes to one candidate and fewer to others.
3. Candidates receiving the most number of votes in descending order are considered as directors elect to the company's minimum number of directors or the number of directors being votes for at that time. In case of a tie which results in the minimum number of directors or the number of directors being sought at the time being exceeded the chairman of the meeting shall cast the deciding vote.



Directors & Management's Compensation

Directors' compensation :

Compensation is based upon responsibility, duty, and role, which is clearly defined. The compensation is in line with industry's norm.

Management's compensation :

The compensation of the management member is in accordance with the corporate performance and the individual performance of each member of management. The review process will be in line with peer companies in the same industry or similar sized companies. Corporate and individual performance will also be used in the review.



Control on the Operations of Subsidiaries and Associated Companies

In the management of these companies, the company appointed the representatives to be executive board in subsidiaries and associated companies in order to participate in the setting of policy and the implementation thereof. The subsidiary and associated companies are encouraged to seek outside businesses to lessen dependence on the company with no greater than 30% of turnover being "captive" business. This will encourage independent growth and reduce the overall operating risks. For subsidiaries, the representatives are responsible for monitoring the filling and accounting system to be able to check and gather into consolidated financial statements of the company.



Internal control

The company has an established an adequate control process on operation. This process is constantly updated and developed to accommodate the changing conditions. Management regularly audits to ensure that rules and regulations are strictly adhered to. Regular appraisal of the process is made to ensure that changes in organization are recognized. Outside internal auditors are commissioned to regularly review operation with report submitted directly to the chairman of the audit committee.

Insider information supervision

A policy is established so that inside information is not to be used for personal gain. This covers spouses and minor children of employees. The details are as follows :



- All members of management in every department must be informed of their responsibility to report their stockholding and the penalties for failure to comply in accordance with section 59, Securities and Exchange Act B.E. 2535 and the regulations of the SET.
- Members of management and staffs who receive inside information are prohibited from disclosing such information to any third parties or not involved parties.
- All members of management are prohibited from trading company stocks for 30 days prior to release of the company's quarterly and annual financial statements, and for 24 hours after the release.
- In case the members of management have knowledge of confidential information that could have any impact on the company's stock price, they are prohibited from trading company stocks until 24 hours after the public disclosure.

Auditors' Compensation

Audit Fee

The company and subsidiaries paid audit fee of year 2013 for DIA International Audit Co., Ltd. at the amount of Baht 2,160,000.



Other Fee

The company paid the compensation for other services of year 2013 for DIA International Audit Co., Ltd., Accounting Standard Seminar, at the amount of Baht 22,000.

Corporate Social Responsibility

10

Cooperation to Develop Community & Society

Pico & the Idea of Creating Shared Value : CSV

Pico (Thailand) Public Company Limited aspires to develop its business organization growth in a well-developed and favorable social environment in a sustainable manner. Our Corporate Philosophy is: “Anything that is good for society is conducive to business.” Therefore, the company aims to be innovative and provide creative services which support social development that are of benefit to society always.

CSV

Social Development through Social-Oriented Business

Based on our Corporate Philosophy and working towards a social-oriented dimension, the company has undertaken three key strategies:

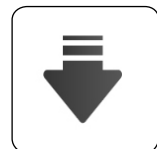
- (1) Management organizing of meeting, incentive, convention, and exhibition (MICE);
- (2) Event Marketing and Brand Image Building; and,
- (3) Knowledge Communication through digital contents including digital media and others.

In 1995, the company strongly began its business by increasing awareness and content in order to present new innovations for Thai society, especially in the Business of Knowledge Communication. This is one of our specialties wherein information and knowledge are presented through communication and marketing promotion in an objective and effective manner for the benefit of society in general. The opportunity for growth is favorable because information and communication are key factors in national development and the company has received positive feedback from many different groups which recognize the importance of correct information to people that is accessible in a convenient and speedy manner.

In this regard, at the beginning of the business in Knowledge Communication, the company started with "Education," which is a social need and a market demand because the quality of education has an effect on all levels of society especially in the private sector as graduates produced by the education system indicate the quality of workers and society in the future.

In study of research conducted from various sources, the company found out that in prioritizing importance in competition in education done by IMD in 2011 indicated that Thailand is number 51 among 59 countries when it was 49 among 55 countries in 2007. As part of the private sector the company gives prior importance to this problem.

In comparison with international levels such as OECD's PISA¹ in 2009, the fourth such survey conducted in 65 countries, results indicated that in reading Thai students scored an average of 421 points to place in the range of 47-51, in mathematics with an average of 419 points to be in the 48-52 range, and in science with an average of 425 points to be in the 47-49 range, while Shanghai and Singapore scored near the top, way above the median average of countries in the survey. Chile, which scored lower than Thailand before in reading, math, and science, developed better and is now ahead after emphasizing the importance and opportunity of social-oriented business in education that promotes benefit to society. In this regard, the company began with research and development in Knowledge Communication.



¹ PISA stands for Program for International Student Assessment conducted by OECD (Organization for Economic Co-operation and Development)

Our research results in studying details and approaches done by other countries indicated that education issues are a global problem, meaning that there are many countries experiencing an educational crisis also. In the study of educational systems which have been successful, we found out that improvements and change are possible in the schools where principals and administration take leadership to implement improvements that are sustainable in the long-term in their schools where they looked into their relevant concerns. The company noted that meaningful change in major educational systems, which have been observed from research done by McKinsey on “How the World’s Best Performing School Systems Come Out on Top” in 2007 (refer to attached picture), and from examples in countries which were successful in educational systems like Singapore, an important element is the “Development of Professional Skills of the Teachers”.

Therefore, as a business geared towards creating social value, in cooperation with society, on education, the company has established as its foundation to be involved in developing education as an Agent of Knowledge Communication or Facilitator of new knowledge to Education from international sources to introduce innovations for Thai society. In this regard, we give emphasis to Continuous Teacher Professional Development which has become the most important link in the educational system.

From this approach in the beginning, the company has adapted this approach modified to business method called “Creating Value with Society,” or “Creating Shared Value,” or what Prof. Michael E. Potter has introduced in 2011 describing the importance of businesses creating value in cooperation with society which is an approach that will create growth that is sustainable in the future.

Innovation & the Promotion of Innovation

Innovation , Services and Educational Dynamics for Creating Shared Value

The company has established that innovation and service with important dynamics on education in cooperation with society (Creating Shared Value) as its strategic process in business has been divided into two: (1) key corporate business processes of the company, and (2) social-oriented activities that support the development of education in society, as follows :

1. Key Corporate Activities

EDUCA Mega Program for Teachers' Professional Development

"The Innovation Platform of Public & Private Partnership for Teachers' Continuous Professional Development"



EDUCA is one of the company's innovative initiatives in Knowledge Communication which the company started in 2006. EDUCA is a continuous program and has been well received in the past seven years which has been strongly adopted as one of the sustainable professional development program for Thai teachers which is done on a continuous manner. There have been many teachers who participated, receiving good support and cooperation from government and private sectors, with such support and cooperation increasing every year, through the ideal model of Public and Private Partnership.

In 2013, in the Sixth Program with the theme "Strong Performer and Successful Reformer" more than 50,000 teachers nationwide joined to participate with more than 200,000 teachers registered for the EDUCA Network. This proves that EDUCA is well accepted by teachers and educators in the whole country as a key source and an effective platform where Thai teachers could share their best practices and techniques in learning and teaching with innovation and technology which support learning and teaching as well as new developments in academic circles in one forum.

The uniqueness of EDUCA as A Mega Program is in its giving key importance to "Teachers" and the "Development of Professionalism in Teaching" implemented to answer needs of developing skills of teachers. Educators have a choice in selecting development programs they are interested in, which include

- (1) International conference with overseas experts;
- (2) Interactive dialogue with educators and administrators;
- (3) Specific workshops with more than 200 topics for teachers; and
- (4) Exhibition of teaching materials, products, innovations and technology on education.

In this regard all workshop activities are offered free through the model of cooperation and partnership between the government and private sector which support expenses of the teachers to improve their skills, while the company receives income from the international conference and rental of exhibition space. The company is keen to develop EDUCA further and welcomes teachers associations and the private sector wishing to support EDUCA as a continuing program because our objective is to develop society through Knowledge in teaching for all Thai teachers nationwide.



Teachers as Learners

Digital Media for Development of Professional Skills of Teachers

In 2003-2005, the company as a Producer and Broadcaster for three years for TV programs, has become a forerunner in the experience and expertise in digital content and media which is a new creative service of the company: “TV Innovation to Develop Professionalism in Teaching.”

In this regard, the programs introduced and broadcasted by the company have been well received by educators on the quality of the content and program presentation including the wide coverage of teachers nationwide through more than 200,000 member teachers utilizing the TV teaching programs, with 71 universities and 619 schools benefiting through nine main networks. Innovative highlights of the TV teaching programs are:

- (1) Introducing good teaching methods nationwide and internationally through high-quality TV programs;
- (2) Programs have more than 3,500 episodes covering all classes of learning groups at all levels of academics and all the roles in education;
- (3) Motivate improvement in learning and change teaching methods;
- (4) Add to what teachers lack and need through programs that answer their concerns which are inspiring to teachers;
- (5) Improve teachers in their teaching skills by observing original methodology; and
- (6) There are several TV stations available to select to watch.

The expertise in digital media and experiences from TV teaching programs mentioned above effectively led to creative innovation on education, such as “Teachers as Learners” in digital media to support a teaching community who are both learners and teachers, to develop Thai education. The programs include international sessions modified with Thai explanation and with all episodes taking account of Knowledge Communication on learning as well as containing best practices on teaching for all viewers. This approach gave birth to a learning community of professional teachers through YouTube, Facebook and Applications beginning from October 2013 designed to grow further using the cooperation model in Public and Private Sector Partnership similar to EDUCA.

2. Activities that Support Creating Shared Value in Society

Thailand K-12 Education System: Progress & Failure

Supported the research and analysis of the “Progress and Failure in the Thai K-12 Education System” from Grade 1 (Prathomsueksa 1) to Grade 12 (Mathayomsueksa 6)

In 2010-2012, the company supported the research and analysis of the “Progress and Failure in the Thai K-12 Education System” from Grade 1 (Prathomsueksa 1) to Grade 12 (Mathayomsueksa 6), led by Dr. Sutham Wanichseni, an experienced analyst on systems and procedures, and his team. Results were released in 2012 and proposed to senior educators in various groups who added their inputs for comprehensiveness, as follows :

1. Showed the crisis situation in Thai education;
2. Proposed factors that influence educational systems; and
3. Pictured for deeper understanding the interaction of factors in education systems and the history of how the present crisis came about.

This research and analysis is the first time this has been done to awaken social awareness and the important use of system analysis on the concerns of the Thai educational system. The company, with its role in Knowledge Communication, extends this information to those concerned on policy and the public to inspire moves for change and development of Thai education in a systematic manner. This initiative has resulted in

1. Educators, policy makers, lecturers, teachers, media, and all groups concerned learn of education issues;
2. This research and analysis has served as a resource in meetings on policy and other forums; and
3. It has become a focal point of social interest and understanding on issues and problems of Thai education in a systematic manner.



The publication of the “Chacheongsao Model, A Creative Study

Footsteps Lost in Thai Education

In a 2010 Thesis “Analysis of the Development and Improvements in Education in Chacheongsao Province 1951-1959” by Associate Professor Manee Panthumuang, which became a resource in research and collation of details with the cooperation of Rathchapat Nakarindra University, senior authorities, and the company jointly published the “Chacheongsao Model: Footsteps Lost in Thai Education”, as a document creatively written by an expert on documentaries, for the general public interested in education which is a historical account of many experiences in the past so that a joint research on national education could be studied.

The Chacheongsao Model Project proved how the study of international education after World War II to develop Thai education system at the provincial level showed wisdom in learning and teaching. It discovered that many methods applied more than 60 years ago are still of benefit at present. This improved the Model mentioned above to add color to the life of the pilot group of people in Bangpakong valley used for trial in this research project on Knowledge Communication. The objective of this publication is to provide awareness of Knowledge Communication to readers who are learners, not only educators

The company aspires that book content provides a joint learning process to extend the knowledge gained to inspire new ways of thinking in development of the national education system. The benefits gained from this activity are :

1. Create awareness in the development of education through Knowledge Communication using the Chacheongsao Model, a tool almost lost in history;
2. Revive Knowledge Communication and implementation which are up to date and beneficial to present education administration;
3. Create interest and themes for discussion on past and present education administration among parties concerned who may gain or lose, and the mass media involved in education; and
4. Use the book as additional reference on the history of Thai education for schools, lecturers, and educational institutions.

Development Program on Teacher Education Mentoring

“Using Knowledge Communication to Create and Mentor Education Students with an International Model of Good Practice (Finland) for Educator Circles in Thailand”

In 2011, the company, as a Knowledge Communication Agent, with the awareness of the importance of High School as an institution that produces and nurtures Thai teachers, coordinated cooperation between the Faculty of Education, Srinakharinwirot University (Prasanna), the Demonstration School of the Srinakharinwirot University (Prasanna), High School Department, and the Weggis Demonstration School of Helsinki University, in Finland. To create a mentoring program for teacher development, Prof. Dr. Jyrki Loima, Leading Principal and Adjunct Professor of Viikki Teacher Training School, University of Helsinki, and one of the important keynote speakers from EDUCA 2011, and his team, was invited. They provided guidance and advice in developing “Curriculum Development for Mentors” with the company coordinating between internationally renowned educators and local education circles.

The above Program made education circles more involved in giving importance to developing mentors in demonstration schools as these are important institutions to nurture and give experience training for student teachers. It also conceptualized to open a Commission Office of Basic Education, Ministry of Education, for developing related programs on Mentoring and Coaching in schools nationwide.

Education Forum (Suksa Forum)

The research study “Thailand K-12 Education System: Progress and Failure” supports dialogue between leaders of thought and other luminaries to be called “Education Forum.”

In 2013 after the research study “Progress and Failure in the Thai K-12 Education System” was disseminated to all educational stakeholders and to a public partly concerned with education already, the company supported dialogue on this more widely in empowerment for the purpose of the study. This was held in May 2013 sponsored by the company as “Working Together to Change Creatively the Thai Education System for the National Future” among leaders of thought on education, luminaries, and experts on education.

Henceforth, two Forums have been conducted already — the first “Inaugural Seminar on Education Forum” held on May 3, 2013, and the second “The Way Forward” held on August 1st, 2013. The Education Forum will be conducted regularly with the steady aim to continuously establish communication in the development of national education.

Effects of the Education Forum have been

1. create social awareness on key issues of the problem by using the concept of educational systems (within a common framework to look at the issues), and pass this knowledge to society by inviting mass media to join, listen, and convey this concept of dialogue to the public; and
2. summarized key issues arising from the discussion by experts in a video format report for presentation to groups of stakeholders and the public to create momentum in fixing the problems in a systematic manner, convinced that the shared intelligence of highly qualified people will be able to create the drive for evolution of the Thai education system for better direction in the future.

Supporting the Program for Leadership Development of Teacher Educators

“Coordinating the Collaboration for the development of Teacher Education in Thailand”

The company contributes to the cost of travel and coordinate cooperation with lecturers from abroad in the Program for Leadership Development of Educators and Administrators in order to push for these managers become important resources and brains in the further development of national education and including future support.

The Program for Leadership Development of Teacher Educators on “Educators for the Future” held on May-June 2013 was conducted by the Faculty of Education, Chulalongkorn University, together with the Association for Comparative and International Studies of Thailand.

The objectives for administrators of educational institutions, and for those educators likely to serve as such, are to:

1. Gain insight on the development of teacher education in the perspective of macro and global levels;
2. Gain vision of dynamic leadership so that their goals would be achieved in the academic world and in their other roles in society;
3. Gain professionalism in their management of educational institutions comparative to international standards

With Prof. Dr. Hannele Niemi of Behavioral Sciences, Faculty of Education, University of Helsinki, Finland, as the resource expert; she is chairman of the collaborative research project to learn (CICERO Learning Network) and one of the keynote speakers in EDUCA 2012.

In September 2013, the Faculty of Education, Chulalongkorn University, and the Demonstration School, Chulalongkorn University held a Teacher Development Program using the process of Coaching and Mentoring with cooperation from Prof. Dr. Jyrki Loima, University of Helsinki, one of the resource speakers in EDUCA 2011.



In Support of the Leadership Development Program on Public Lectures for Educators and the National Education Policy

"With the the cooperation of Chulalongkorn University educators in creating a stage to publicize the development of teacher education"

When Prof. Dr. Hannele Niemi came to speak about leadership development programs of teacher educators at the Faculty of Education, Chulalongkorn University, the company, together with the organizers of the public lecture on "Teacher Educators Leadership and National Education Policy", opened the opportunity for administrators and lecturers at educational institutions, educators, as well as those generally interested to gain knowledge and experience of educators in Finland which is a country that has received global acceptance for its achievement in national education development and is recognized as a model for producing high quality teachers that enabled the success of its educational system. This event was an opportunity for the mass media and the general public to learn much from the speaker on Knowledge Communication on education for the benefit of society.

The company in the past seven years, together with our aspiration in Creating Shared Value for society on education, will continue to use this approach with confidence seeing the opportunity for the company to grow successfully in this strategy for efficiency and gain competitive advantage for its business while creating value for society in education that is sustainable. The company also benefits from new ideas and innovations arising from new concepts in education which are applicable to the needs of our target markets. Meanwhile, society, the public, and all stakeholders benefit directly from Knowledge Communication which the company as a Knowledge Communication Agent seeks and links with its target audiences. The drive to further develop the national education system is of benefit to all social groupings and to the future of the company. In this regard, the company views the opportunity to extend the Creation of Shared Values in other social concerns in line with the corporate philosophy of the company from the beginning.

Environment Management

The environmental policy of the PICO Group of 3R's: REDUCE, REUSE and RECYCLE is also implemented by the company in its various operations as follows :



REDUCE: Reducing the Use of Stationery

1. Our program "Think Before You Print" promotes less use of paper by emphasizing reduction of printing email messages and email attachments when the staff sees the logo in their e-signature as a constant reminder.

In addition, the company changed its printer that enables a control application after the command "print" so that the employee has to come to the machine to input the code to print before the machine will actually print without which the machine will not print the document. This program has been successful in preventing unnecessary printing of documents and in forgetting to collect printed documents. This resulted in savings through the big reduction in the amount of paper and stationery consumed and in the efficient use of paper.

2. Our use of CD (soft file) in submission of reports to Clients promotes the reduction in the use of paper and other materials. This has been done for several of our big Clients already.
3. Saving energy is promoted in the offices through awareness and attitude of the Staff and is implemented in the long-term with the cooperation of everyone in all departments at all levels.
4. Staff is encouraged to lessen the amount of waste materials and to conserve water, beginning with reducing the use of paper in the company's coffee shop. Everyone who brings his own cup receives a discount for beverages which decreases the use of paper cups resulting in less garbage. The company also provides water dispensers for Staff which reduces the need for disposable plastic cups and water that is wasted as leftover in pitchers.

REUSE: Reusing of Materials

1. The company is creative in the re-use of materials, structures, supplies, accessories and tools for Clients that are still usable such as the Pico Dome, a large ready-made structure. Use of the Dome enables the Client the creative and effective use of space and saves on transport, assembly, waste materials, and in disassembly. In this regard, the company also gives importance to propose and recommend to clients the big savings they get from the re-use of modular structures and decorations for their booth exhibition.
2. The "Give Me a Second Chance" Program was designed to use the second page of a used paper by encouraging all staff to make use of the blank page behind to reduce the amount of paper to be used and to reduce waste in the office by using both sides of the paper. Incidentally, the staff has been very cooperative especially in such departments where paper is used a lot like Accounting, Finance, and the Secretarial pool by placing used paper beside the photocopy machine to use first. This program has been effective in reducing the use of paper in the office.
3. The distribution of materials for re-use by other departments after the creative use of clients not only reduces waste but also maximizes the cost effective use of materials. In the past, the company has donated used paddy for decoration in stray dog kennels and donated used bamboo to charity foundations for other purposes such as building weirs to control water flow. This is a company policy which has become successful because of the cooperation of our Clients.

Recycle: Recycling of Waste Materials

In order that waste materials in the office could be re-cycled, all waste materials are separated into three groups :

1. Waste that could be re-used such as bottles, plastic, carton packs, and shredded documents;
2. Paper used on both sides that does not contain secret information of the company; and
3. General waste

The company sells the waste materials in the first group to outside wholesalers for re-cycling, with the second group being re-used by other departments for their various purposes. The third group is thrown out as garbage and disposed of normally.

Fair Operations in Business

The company operates and competes in business with fairness as its foundation by providing services that benefit the business of our Clients as well as in providing benefit to society. In this regard, the company considers the importance of respecting the intellectual rights and rights of others and, therefore, takes extra care in our operations.

Against Corruption

The company is very strict against corruption at work with processes in detail implemented to reduce opportunities to cause corruption as well as in repeated reminders to all employees to be honest. The company gives importance to three employee characteristics :

1. Accountability — all staff must be responsible, trustworthy, and does not transfer his/her accountability to others;
2. Integrity — all staff must be trustworthy, work honestly, is not corrupt and does not support corruption;
3. Dignity — all staff must have self-respect and due respect for others by working together with honor and dignity

AID

Respect of Human Rights

The company has due respect to all employees, contractors, and everyone involved in our business in the process of evaluation, hiring, and compensation. The company gives prior importance to talent and ability without bias on nationality or religion. The company assists in providing income for the community by allowing food stalls in our staff canteen for people interested in catering to have work, which provides convenience for the staff and company as well.



Responsibility towards Our Customers

The company services are provided following International Standards as specified by ISO 90001:2008 on Project Management for Event Marketing, Exhibition, Museum and Special Projects. We are the first company to receive this ISO certification in this business group which serves event management in marketing, project management, and in the MICE business.

The ISO Certification above attests to the high standards of our professional services in work processes, safety, and the timely completion of projects as well as in systematic reporting in detail of the work done.

Fairness to Staff in Operations

The Labor Policy of the company for Quality of Work and Quality of Life follows that the quality of work is the result of the quality of the staff, therefore, the company has implemented the policy for compensation and benefits that are fair for everyone at all work levels.

Internal Control & Risk Management

11

The board of directors has appointed an audit committee consisting of three independent directors, none of whom holds any position in the company.

The audit committee's responsibility is for the oversight of the financial report preparation for accuracy, adequate disclosure, compliance to the governing rules and regulations and effective internal control process. The company has engaged Mr. Sompoch Sae-Cheunge as a consultant to supervise the internal audit process with a report done on a quarterly basis. Please see details under "Appendix 3: Details on Internal Audit Manager". The appointment and dismissal of such position must be approved by audit committee.

In 2013, the consultant regularly meets with the audit committee to review the audit results and the adequacy of the internal control process. The audit committee, external auditor, and management jointly considered such audit results and internal control system. After that, the audit committee considered together with the board of directors on the quarterly basis. The boards of directors and audit committee have agreed that the internal control system of the company and subsidiaries is efficient and appropriate to the nature of business without errors of the internal control system which would have significant impact on the accuracy and reliability of the financial statements including the company's goals.

The audit committee has an opinion in the audit committee's report as follows :

Audit Committee Report

To Shareholders of Pico (Thailand) Public Company Limited

The audit committee of Pico (Thailand) Public Company Limited consists of Mr. Chaiyod Bunyagidj as a Chairman, Mr. Sern Vithespongse and Mrs. Sasitorn Phongsatorn as members of the committee.

The audit committee performs its duty and responsibility pursuant to the delegation of the board of directors. In 2013, there are four meetings held with the executive management and the independent auditor for all related agenda. The summary of operating results of the audit committee are as follows :

Financial Report Preparation

The committee reviewed the quarterly and annual financial reports for 2013 with the executive management and the independent auditor to ensure that the separated and consolidated financial statements are fairly presented in accordance with the generally accepted accounting principles and disclosures are accuracy and adequacy. The committee reviewed intercompany transactions to be a normal course of business and to be complied with the rules and regulations of the Stock Exchange of Thailand.

Internal Control

The committee reviewed an internal control with the executive management and the independent auditor to ensure that the company has a reliable internal control. In addition, the committee provided observations and constructive comments on material matters according to the internal audit report for improvement of operations to be more effective and efficient and each operational department to have an adequate control process in place.

Risk Management

The board of directors and the executive management realized the importance of risk management. They have determined risk management system to protect, detect and reduce risks that may affect the company's performance.

Related Transactions

The committee reviewed all related transactions to ensure that they were conducted at arms length and is strictly normal trade transactions that the company closely abides by its commitment to good governance.

Compliance

The committee reviewed transactions for compliance to the rules and regulations of the Stock Exchange of Thailand and other related business laws. Complete compliance is noted.

Good Governance

The company is found to abide by its commitment to the concept of good governance. Its operation is conducted in a transparent and accountable manner with all stakeholders' interest in mind.

The committee also reviewed the selection of the independent auditor for the Board of Directors to present to the shareholders for ratification. Mr. Wisut Petpanichkul, Certified Public Accountant No. 7309 and/or Mrs. Vilairat Rojnuckarin, Certified Public Accountant No. No. 3104 and/or Mrs. Suvimol Krittayakiern, Certified Public Accountant No. 2982 of D I A International Audit Co., Ltd. are recommended to be elected as the company's independent auditor for 2014 with a stipend of Baht 1,620,000.

On behalf of the audit committee



(Mr. Chaiyod Bunyagidj)

Chairman of the audit committee

12

Inter company Transactions

Various intercompany transactions were conducted and recorded during the year. Merchandise costs and services charges involved in transactions with subsidiary and associated companies or entities that may be deemed as having conflict of interest are recorded at market with the transactions conducted under prevailing terms and conditions of the trade. Details are disclosed in notes 22 of the financial statements in appendix 4.

Regulation & Approval Process for Intercompany Transactions

The independent directors have oversight on intercompany transactions and review all such transactions deemed to be potentially conflict of interest. The board of directors then approved all such transactions with directors involved in such transactions abstaining from participating in the decision-making.

Need & Reasons of Intercompany Transactions

The Intercompany transactions for the year ended October 31, 2013 are necessary and reasonable to provide the company and shareholders with maximum benefit. The terms and conditions of such transactions are on the normal business practice. The prices are appropriate on the same basis as other individuals or businesses. There is no interest transfers between the company, subsidiaries, associated companies, and other related companies and individuals.

Future Intercompany Transactions

Intercompany transactions with shareholders or related companies are in line with general business practice giving access to share the intellectual property rights of the joint ventures. The executive management, in approving such transactions, places maximum benefits to the company as the foremost criterion.

It is expected that related transactions such as sales with accompanying trade payable and purchases with trade credit and service fees will continue as normal trade engagements. Related transactions will be reviewed to ensure that they are normal trade transaction. Compliance to the announcements of the Stock Exchange of Thailand will be ensured with persons with vested interest prohibited from the decision making process.

Related Parties Transactions

The transactions with related parties are related through common shareholding and/or directorship. These transactions are on the basis determined by the companies concerned.

Significant balances with the related parties are as follows :

Accounts/Companies	Relationship	Consolidated Financial Statements		Separate Financial Statements	
Unit : Baht		2013	2012	2013	2012
Trade Accounts Receivable					
Pico Art International Pte Ltd.	Major Shareholder	3,283,339	652,436	3,283,339	652,436
Pico International (HK) Ltd.	Same Ultimate Holding Company	6,172,900	5,016,283	569,967	330,481
Pico International (M) Sdn Bhd	Same Ultimate Holding Company	-	3,344,942	-	3,010,930
Pico International Ltd.	Same Ultimate Holding Company	1,522,380	129,163	1,522,380	129,163
Pico IES Group Limited	Same Ultimate Holding Company	-	1,123,500	-	1,123,500
Pico In-Creative (UK) Ltd.	Same Ultimate Holding Company	5,676,874	-	5,676,874	-
Pico TBA Consulting Group Limited	Same Ultimate Holding Company	-	59,970	-	59,970
Pico International (LA) Inc.	Same Ultimate Holding Company	971,600	256,050	971,600	256,050
Shanghai Pico Exhibition Management Co., Ltd.	Same Ultimate Holding Company	-	170,600	-	170,600
Pico North Asia Ltd.	Same Ultimate Holding Company	-	594,000	-	-
Pico International (DUBAI) Ltd.	Same Ultimate Holding Company	62,022	-	62,022	-
TCBN Co., Ltd.	Subsidiary	-	-	2,969,250	-
		17,689,115	11,346,944	15,055,432	5,733,130
Assets Receivable Related Parties					
TCBN Co., Ltd.	Subsidiary	-	-	391,619	-
Inkjet Images (Thailand) Co., Ltd.	Associated Company	-	-	182,618	-
		-	-	574,237	-

Accounts/Companies	Relationship	Consolidated Financial Statements		Separate Financial Statements	
Unit : Baht		2013	2012	2013	2012
Other Receivable - Related Parties					
Pico Art International Pte Ltd.	Major Shareholder	914,371	697,269	914,371	697,269
PX System Co., Ltd.	Subsidiary	-	-	153,517	154,553
Multi Designs Co., Ltd.	Subsidiary	-	-	232,257	209,297
TCBN Co., Ltd.	Subsidiary	-	-	5,516,733	1,340,062
FCG Co., Ltd.	Subsidiary	-	-	1,481,521	215,358
Inkjet Images (Thailand) Co., Ltd.	Associated Company	21,302	53,364	21,302	53,364
FiftyPlus Asia Co., Ltd.	Associated Company	1,981	-	1,981	-
		937,654	750,633	8,321,682	2,669,903
The Gross Amount due from Customers for Contract Work					
Pico Art International Pte Ltd.	Major Shareholder	2,893,417	1,357,150	1,113,144	1,357,150
Pico International (LA) Inc.	Same Ultimate Holding Company	12,355	-	12,355	-
Pico International Ltd.	Same Ultimate Holding Company	2,360,631	1,606	2,360,631	1,606
U-Rent Co., Ltd.	Associated Company	337,500	225,000	-	-
Joint Venture of Group of Consultant					
A - Seven Pico	Joint Venture	1,939,066	1,939,066	3,231,776	3,231,776
		7,542,969	3,522,822	6,717,906	4,590,532
Deferred Cost of the Rendering of Services					
Multi Designs Co., Ltd.	Subsidiary	-	-	1,530,000	1,700,000
TCBN Co., Ltd.	Subsidiary	-	-	1,177,757	-
Inkjet Images (Thailand) Co., Ltd.	Associated Company	15,500	22,000	15,500	22,000
		15,500	22,000	2,723,257	1,722,000

Accounts/Companies	Relationship	Consolidated Financial Statements		Separate Financial Statements	
Unit : Baht		2013	2012	2013	2012
Investments in Subsidiary, Associated					
Companies and Joint Ventures					
PX System Co., Ltd.	Subsidiary	-	-	12,750,714	12,750,714
Nox Bangkok Co., Ltd.	Subsidiary	-	-	10,298,600	10,298,600
Multi Designs Co., Ltd.	Subsidiary	-	-	2,520,000	2,520,000
TCBN Co., Ltd.	Subsidiary	-	-	9,999,700	4,999,850
FCG Co., Ltd.	Subsidiary	-	-	2,999,700	2,999,700
Andrew Bethell Associates Limited	Subsidiary	-	-	971,000	971,000
Inkjet Images (Thailand) Co., Ltd.	Associated Company	6,519,740	5,933,963	3,922,033	3,922,033
Ibrix Co., Ltd.	Associated Company	5,055,536	5,579,387	1,999,800	1,999,800
U-Rent Co., Ltd.	Associated Company	6,975,434	5,837,941	-	-
FiftyPlus Asia Co., Ltd.	Associated Company	1,630,071	-	1,687,425	-
Joint Venture of Ekca Thai Co., Ltd. ,					
Pico (Thailand) PCL and Bewcon Co., Ltd.	Joint Venture	-	-	160,000	160,000
Joint Venture of Group of Consultant					
A - Seven Pico	Joint Venture	-	-	920,000	920,000
		20,180,781	17,351,291	48,228,972	41,541,697
Trade Accounts Payable					
Intertrade Service Pte Ltd.	Same Ultimate Holding Company	-	468,689	-	468,689
Pico IES Group (CHINA) Co., Ltd.	Same Ultimate Holding Company	1,718,045	-	1,718,045	-
Pico International (HK) Ltd.	Same Ultimate Holding Company	58,562	205,903	58,562	205,903
PX System Co., Ltd.	Subsidiary	-	-	3,498,472	3,022,140
Multi Designs Co., Ltd.	Subsidiary	-	-	2,600,100	2,156,050
TCBN Co., Ltd.	Subsidiary	-	-	1,645,400	15,320,144
U-Rent Co., Ltd.	Associated Company	2,083,456	2,939,656	767,244	2,351,223
Inkjet Images (Thailand) Co., Ltd.	Associated Company	1,734,052	5,027,891	1,734,052	5,027,891
		5,594,115	8,642,139	12,021,875	28,552,040

Accounts/Companies	Relationship	Consolidated Financial Statements		Separate Financial Statements	
Unit : Baht		2013	2012	2013	2012
Accrued Cost					
PX System Co., Ltd.	Subsidiary	-	-	968,000	32,000
Multi Designs Co., Ltd.	Subsidiary	-	-	1,188,000	440,000
U-Rent Co., Ltd.	Associated Company	877,494	776,537	199,420	758,647
Inkjet Images (Thailand) Co., Ltd.	Associated Company	930,167	1,010,870	930,167	1,010,870
		1,807,661	1,787,407	3,285,587	2,241,517
Other Payables - Related Parties					
Pico Art International Pte Ltd.	Major Shareholder	21,909,410	27,352,036	21,909,410	27,352,036
Pico Global Services Limited	Same Ultimate Holding Company	43,941	496,829	43,941	496,829
Multi Designs Co., Ltd.	Subsidiary	-	-	16,050	-
Nox Bangkok Co., Ltd.	Subsidiary	-	-	2,140	3,210
FCG Co., Ltd.	Subsidiary	-	-	-	173,019
Inkjet Images (Thailand) Co., Ltd.	Associated Company	23,433	12,652	23,433	12,652
		21,976,784	27,861,517	21,994,974	28,037,746
Accrued Expenses					
Multi Designs Co., Ltd.	Subsidiary	-	-	120,000	-
		-	-	120,000	-

Significant business transactions with related parties for the years ended October 31, 2013 and 2012 are as follows :

Accounts/Companies	Relationship	Consolidated Financial Statements		Separate Financial Statements	
Unit : Baht		2013	2012	2013	2012
Revenues from the Rendering of Services					
Pico Art International Pte Ltd.	Major Shareholder	13,155,484	2,876,034	7,491,730	2,876,034
Pico International Ltd.	Same Ultimate Holding Company	4,953,028	5,423,115	4,953,028	5,423,115
Pico International (M) Sdn Bhd	Same Ultimate Holding Company	-	5,943,208	-	2,813,953
Pico In-Creative (UK) Ltd.	Same Ultimate Holding Company	9,107,308	-	9,107,308	-
Pico International (Bahrain) S.P.C.	Same Ultimate Holding Company	-	116,822	-	116,822
Pico IES Group Limited	Same Ultimate Holding Company	2,358,028	1,605,000	1,629,000	1,605,000
Pico TBA Consulting Group Limited	Same Ultimate Holding Company	-	56,047	-	56,047
Pico Australia Pty Ltd.	Same Ultimate Holding Company	556,589	537,383	556,589	537,383
Pico International (HK) Ltd.	Same Ultimate Holding Company	6,022,577	5,118,410	786,192	327,591
Pico International (DUBAI) Ltd.	Same Ultimate Holding Company	58,036	-	58,036	-
Pico Indian Exhibit Contractor Pte Ltd.	Same Ultimate Holding Company	-	134,271	-	134,271
Pico International (LA) Inc.	Same Ultimate Holding Company	928,617	445,374	928,617	445,374
Shanghai Pico Exhibition Management Co.,Ltd.	Same Ultimate Holding Company	-	159,439	-	159,439
Pico North Asia Ltd.	Same Ultimate Holding Company	-	1,850,467	-	-
Nox Bangkok Co., Ltd.	Subsidiary	-	-	-	17,650,031
PX System Co., Ltd.	Subsidiary	-	-	-	93,100
Multi Designs Co., Ltd.	Subsidiary	-	-	-	88,350
U-Rent Co., Ltd.	Associated Company	-	2,368,319	-	59,560
		37,139,667	26,633,889	25,510,500	32,386,070

Accounts/Companies	Relationship	Consolidated Financial Statements		Separate Financial Statements	
Unit : Baht		2013	2012	2013	2012
Dividend Income					
PX System Co., Ltd.	Subsidiary	-	-	3,600,448	5,115,071
TCBN Co., Ltd.	Subsidiary	-	-	-	4,499,865
FCG Co., Ltd.	Subsidiary	-	-	-	2,499,750
Inkjet Images (Thailand) Co., Ltd.	Associated Company	333,333	933,331	333,333	933,331
Ibrix Co., Ltd.	Associated Company	732,459	587,099	732,459	587,099
		1,065,792	1,520,430	4,666,240	13,635,116
Other Income - Management Fee Income					
PX System Co., Ltd.	Subsidiary	-	-	388,800	388,800
Multi Designs Co., Ltd.	Subsidiary	-	-	338,400	338,400
		-	-	727,200	727,200
Other Income					
PX System Co., Ltd.	Subsidiary	-	-	32,200	32,400
Multi Designs Co., Ltd.	Subsidiary	-	-	627,600	627,600
TCBN Co., Ltd.	Subsidiary	-	-	4,254,893	1,486,740
FCG Co., Ltd.	Subsidiary	-	-	1,891,773	2,021,640
Inkjet Images (Thailand) Co., Ltd.	Associated Company	129,400	209,400	129,400	209,400
Designlab MISC Co., Ltd.	Associated Company	-	198,259	-	198,259
		129,400	407,659	6,935,866	4,576,039

Accounts/Companies	Relationship	Consolidated Financial Statements		Separate Financial Statements	
Unit : Baht		2013	2012	2013	2012
Costs of the Rendering of Services					
Pico International (M) Sdn Bhd	Same Ultimate Holding Company	-	218,025	-	218,025
Intertrade Service Pte Ltd.	Same Ultimate Holding Company	-	470,675	-	470,675
Pico International (HK) Ltd.	Same Ultimate Holding Company	80,868	208,783	80,868	208,783
Pico IES Group Limited	Same Ultimate Holding Company	494,644	-	494,644	-
Pico International (DUBAI) Ltd.	Same Ultimate Holding Company	12,590	4,065,575	12,590	4,065,575
Pico Indian Exhibit Contractor Pte Ltd.	Same Ultimate Holding Company	1,444,540	-	1,444,540	-
Pico IES Group (CHINA) Limited	Same Ultimate Holding Company	1,723,085	-	1,723,085	-
Beijing Pico Exhibition Management Co., Ltd.	Same Ultimate Holding Company	-	470,953	-	470,953
PX System Co., Ltd.	Subsidiary	-	-	18,003,357	12,756,250
Multi Designs Co., Ltd.	Subsidiary	-	-	7,201,000	5,218,000
TCBN Co., Ltd.	Subsidiary	-	-	360,000	122,987,042
U-Rent Co., Ltd.	Associated Company	13,721,555	14,233,431	9,855,097	11,724,032
Inkjet Images (Thailand) Co., Ltd.	Associated Company	11,276,895	13,877,452	11,276,895	13,877,452
		28,754,177	33,544,894	50,452,076	171,996,787
Costs of the Rendering of Services - Management Fee					
Pico Art International Pte Ltd.	Major Shareholder	21,132,440	26,682,072	21,132,440	26,682,072
Directors' Remuneration					
	Director	6,000,000	5,000,000	6,000,000	5,000,000
Dividend Paid					
Pico Art International Pte Ltd.	Major Shareholder	27,791,726	32,455,627	27,791,726	32,455,627
Directors	Director	17,760,712	20,313,553	17,760,712	20,313,553
		45,552,438	52,769,180	45,552,438	52,769,180

Accounts/Companies	Relationship	Consolidated Financial Statements		Separate Financial Statements	
Unit : Baht		2013	2012	2013	2012
Selling Expenses					
Multi Designs Co., Ltd.	Subsidiary	-	-	693,000	1,500,000
Designlab MISC Co., Ltd.	Associated Company	-	-	360,000	-
		-	-	1,053,000	1,500,000
Administrative Expenses					
Pico Art International Pte Ltd.	Major Shareholder	648,511	540,984	648,511	540,984
Pico Global Services Limited	Same Ultimate Holding Company	187,060	136,660	187,060	136,660
PX System Co., Ltd.	Subsidiary	-	-	54,000	-
Multi Designs Co., Ltd.	Subsidiary	-	-	127,000	84,000
FCG Co., Ltd.	Subsidiary	-	-	-	161,700
Inkjet Images (Thailand) Co., Ltd.	Associated Company	61,449	53,446	61,449	34,824
		897,020	731,090	1,078,020	958,168
Managements' Remuneration					
Short term benefits		36,093,344	36,630,351	22,239,498	22,063,527
Benefits after retirement		1,747,620	1,648,121	1,292,288	1,219,975
		37,840,964	38,278,472	23,531,786	23,283,502

Service income and cost of the rendering of service are determined by the company and its related companies based on the cost plus margin as the condition in the normal course of business.

On November 1, 2009, the company entered into the management consultant agreements with two subsidiaries. The agreements shall be in effect for 3 years from the date of the agreement and the two parties can renew the agreement for a successive term of 3 years. The management fees charged to such subsidiaries are presented as follows:

Companies	Monthly Fees
PX System Co., Ltd.	Baht 32,400
Multi Designs Co., Ltd.	Baht 28,200

On July 10, 1992, the company entered into the off-shore services agreement and intellectual property license agreement with Pico Art International Pte Ltd., a major shareholder. Subsequently, both of agreements have been amended later. The company is committed to pay fees under such agreement at rates 2.53% of the gross revenues. Both agreements shall continue for an indefinite period until terminated by the mutual agreement of the parties.

13

Financial Highlight

Summary of Report of Certified Public Accountant

The report of certified public accountants for last three fiscal years from years 2011 to 2013 are an unqualified opinion on the consolidated and separated financial statements, which present fairly, in all material respects, the financial position, the results of operations, and its cash flows in accordance with generally accepted accounting principles.

Year	Certified Public Accountant	Office	No.	Opion
2011	Mr. Niti Jungnitnirundr	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.	3809	Unqualified
2012	Mr. Wisut Petpanichkul	D I A International Audit Co., Ltd.	7309	Unqualified
2013	Mr. Wisut Petpanichkul	D I A International Audit Co., Ltd.	7309	Unqualified

Summary of Operating Results & Financial Position

A summary of operating results and financial position for last three fiscal years from years 2011 to 2013 is as follows :

	Separate Financial Statements			Consolidated Financial Statements		
Unit : Baht Million	2011	2012	2013	2011	2012	2013
Cash and cash equivalents	33	255	181	88	300	213
Trade & other accounts receivable	363	248	142	367	263	181
Total current assets	671	621	468	733	685	570
Investments	41	41	48	17	17	20
Property, plant and equipment	94	87	101	108	98	120
Total assets	819	760	627	879	820	730
Bank overdrafts & short-term loans	33	23	-	33	23	9
Trade & other accounts payable	406	314	195	426	329	234
Total current liabilities	441	339	197	466	359	249
Total liabilities	443	371	233	469	396	291
Total shareholders' equity	376	389	394	410	424	439

	Separate Financial Statements			Consolidated Financial Statements		
Unit : Baht Million	2011	2012	2013	2011	2012	2013
Issued & paid up share capital	115	172	216	115	172	216
Premium on ordinary shares	101	101	101	101	101	101
Legal reserve	11	15	16	11	15	16
Retained earnings	120	72	30	148	101	67
Other components of shareholders' equity	29	29	31	29	29	31
Equity attributable to the parent's shareholders	376	389	394	404	418	432
Non-controlling interests of the subsidiaries	-	-	-	6	6	8
Total shareholders' equity	376	389	394	410	424	439

	Separate Financial Statements			Consolidated Financial Statements		
Unit : Baht Million	2011	2012	2013	2011	2012	2013
Revenues from the rendering of services	1,249	1,204	865	1,362	1,288	1,043
Other income	33	24	19	8	13	10
Gross profit	260	293	211	349	364	287
Total expenses before financial costs & income tax	204	221	188	241	271	243
Net income	61	60	29	75	66	40

	Separate Financial Statements			Consolidated Financial Statements		
Unit : Baht Million	2011	2012	2013	2011	2012	2013
Net cash provided by (used in)						
Operating activities	79	260	10	125	253	(2)
Investing activities	7	(3)	(32)	4	(6)	(42)
Financing activities	(67)	(35)	(51)	(66)	(35)	(43)
Cash & cash equivalents balance						
Increase (decrease), net	19	222	(73)	63	212	(87)
As at beginning	14	33	254	25	88	300
As at ending	33	255	181	88	300	213

	Separate Financial Statements			Consolidated Financial Statements		
Unit : Baht Million	2011	2012	2013	2011	2012	2013
Liquidity Ratios						
Current ratio (times)	1.5	1.7	2.0	1.6	1.7	2.0
Receivable turnover (times)	7.5	6.3	6.4	7.9	6.4	7.1
Collection (days)	48	58	57	46	57	51
Trade payable turnover (times)	4.7	4.4	5.3	5.4	4.6	6.0
Payment (days)	76	83	70	67	79	62
Profitability Ratios						
Gross profit (%)	21	24	24	26	28	28
Net profit (%)	5	5	3	6	5	4
Return on equity (%)	17	16	7	20	16	9
Operating Efficiency						
Return on assets (%)	8	8	5	9	8	5
Assets turnover (times)	1.6	1.5	1.3	1.6	1.5	1.4
Key Financial Indicators						
Total debts to equity ratio (times)	1.2	1.0	0.6	1.1	0.9	0.7
Book value per share (Baht)	2.262	2.259	1.831	2.461	2.461	2.041
Earning per share* (Baht)	0.282	0.280	0.136	0.344	0.302	0.174
Dividend per share (Baht)	0.10	0.66	0.10	0.10	0.66	0.10

* Basic earnings per share is calculated by dividing profit for the year attributable to equity holders of the company excluding comprehensive income by the weighted average number of ordinary shares in issue during the year. The number of ordinary shares of prior years used for the calculation, as presented for comparison purpose, has been adjusted in proportion to the change in the number of shares as a result of the distribution of the share dividends, as if the shares comprising such share dividend had been issued at the beginning of the earliest period reported.

Management Discussion & Analysis

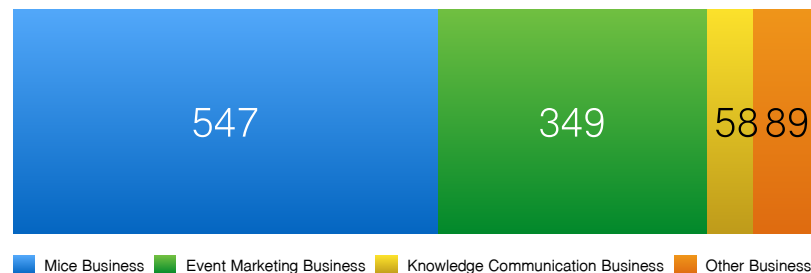
Operation Overview

For operation 2013, the company had revenue in total of Baht 1,043 million, an decrease of 19%, mainly due to the completion of new developing projects from digital media and content business in last year. However, the company was able to maintain revenues from core businesses at the similar level and profitability i.e. gross profit margin at 28%. The company had revenue mainly from trade exhibition business at 42% of total revenues and event marketing at 32%.

The company had net profit of Baht 40 million and declared interim dividend from operation for the nine months period at the rate of Baht 0.10 per share totaling Baht 22 million. Such dividend was paid on October 4, 2013.

In 2013, the company participated in significant projects i.e. participation to create booths of well known branded cars in the 34th Bangkok International Motor Show, Mahidol Channel, which is the project coordinated between Mahidol University and the company to produce education program and broadcasting management, and ITU Telecom World 2013 hosted by Ministry of Information and Communication Technology. Moreover EDUCA 2013, the 6th event, initiated and owned by the company with the objective to support and develop Thailand education through teacher professional development.

Revenue Growth & Segment



1,043
Revenue (MB)

For the year ended October 31, 2013, the company had revenues totaling Baht 1,043 million, an decrease of 19% in comparison with corresponding last year figures. However, like-for-like figures by excluding knowledge communication business, there were no significantly changes. This represented that the company was able to maintain revenue volume from core businesses and the profitability on gross profit margin at 28% at the similar level. The 5 years compound annual growth rate (CAGR) was 16%.

16%
5Year CAGR

Meeting, Incentive, Convention and Exhibition (MICE) business generated revenue of Baht 547 million representing around 50% of total revenues and its 5 years CAGR was 13%. The outstanding projects the company participated in this business were the 34th Bangkok International Motor Show, TCC Expo 2012, and ITU Telecom World 2013.



Event Marketing business generated revenue of Baht 349 million representing around 33%. Its revenue portion was increased by 8% in comparison of last year portion in accordance with its 5 years CAGR was up to 40%. This business has sharply grown. The significant projects were the launch event of AIS 3G and iPhone 5.

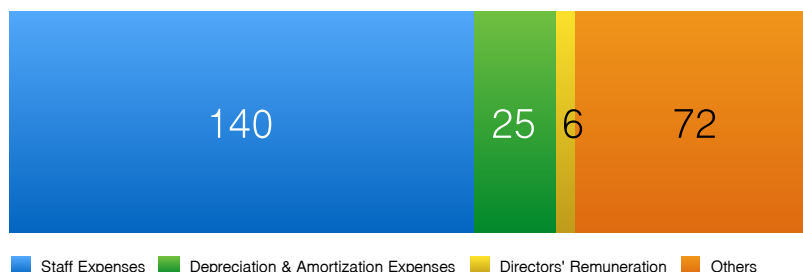
40%
5Year CAGR

Knowledge Communication business generated revenue of Baht 58 million, sharply decreased after the completion of Teacher TV project in May of last year. However, the company has started to recover this business by having Mahidol Channel.



Total Expenses before Financial Costs & Income Tax

243
Baht Million



Total expenses before financial costs and income tax were Baht 243 million, down by 10% in comparison with corresponding figures of last year, mainly according to revenue decrease.

Staff expenses were Baht 140 million, similarly of last year. As of October 31, 2013, number of headcount went up to 188 persons from 168 persons. Such increase was from subsidiary companies. Therefore an average of staff expenses per person was down by 10%.

Depreciation & amortization expenses were Baht 25 million, increased by 14% as the company invested in an operating equipment.

Directors' remuneration was Baht 6 million as per an approval from shareholders in the annual general meeting.

Others expenses i.e. selling expenses and office administration were Baht 72 million, down by 31%, according to revenue decrease.

Net Profit & Profitability

40
Baht Million

As a result of the completion of Teacher TV project hence this year revenues were down by 19% leading to decline in net profit to be Baht 40 million, earnings per share (EPS) 0.174, return on equity (ROE) 9% and return on assets (ROA) 5% respectively. However, the net profit margin was slightly down by 1% to 4%.

Financial Position in Overview

As of October 31, 2013, the company had total assets of Baht 730 million, decreased by 11% in comparison with last year figures. Key components of total assets were total current assets of Baht 570 million and property, plant and equipment of Baht 120 million. More than 85% of total liabilities were total current liabilities. Total current liabilities were decreased by Baht 110 million to Baht 249 million while shareholders' equity increased by 4% to Baht 439 million and net book value per share (NBV) 2.041.

Cash & Cash Equivalents

As of October 31, 2013, the company had cash and cash equivalents of Baht 213 million, represented 29% of total assets and decreased by Baht 87 million. Such decrease was used in operating, investing and financing activities of Baht 1.5 million, Baht 42 million and baht 43 million respectively. For deliberate strategic reason, the company has chosen to keep a large cash balance, which may be invested in a suitable acquisition, if the opportunity arises.

213
Baht Million

Trade & Other Accounts Receivable

The company had net trade accounts receivable of Baht 124 million, decreased by 27% in comparison with corresponding figures of last year. More than 86% of trade accounts receivable was derived from other companies. Most of trade accounts receivable balances were aged under 3 months.

The other receivables were Baht 57 million, decreased by 21% and its aging was under 3 months. Key components of other receivables were withholding tax deducted at source of Baht 35 million.

The Gross Amount due from Customers for Contract Works

The gross amount due from customers for contract works is contract cost and profit/loss recognized to date less billing and advance from customer and allowance for doubtful accounts. The balance as of October 31, 2013 was Baht 130 million, increased by 10%.

Investment

On May 10, 2013, the company invested in ordinary shares of FiftyPlus Asia Co., Ltd. at 45% of registered capital of Baht 15 million and its paid up capital as of October 31, 2013 is Baht 3.75 million. FiftyPlus Asia Co., Ltd. engages in organizer business and is owned the "50 Plus Fair 2014" event.

50 PLUS

Property, Plant & Equipment

In 2013, land was reappraised by an independent appraiser by using replacement cost approach and additional surplus in value of Baht 2.5 million was included in such revaluation surplus.

In addition, the company invested in operating equipment i.e. geodesic dome for business operation in the amount of Baht 24 million.

Trade & Others Accounts Payable

The company had trade accounts payable of Baht 84 million and accrued cost of Baht 49 million totaling Baht 133 million, decreased by 22% in comparison with corresponding figures of last year. More than 94% was derived from other companies.

The other payables were Baht 98 million, decreased by 38%. Key components of other payables from related companies in the amount of Baht 22 million, which were management fee to be paid to major shareholder, Pico Art International Pte Ltd., accrued expenses of Baht 33 million, the gross amount due to customers for contract works, which is billing and advance from customer less contract cost incurred and recognized in the income statement to date, of Baht 17 million, and other payables of Baht 16 million.

Employee Benefits Obligation

As of October 31, 2013, the company had employee benefits obligation, which is compensated on employees' retirement, totaling Baht 37 million.

Liquidity

The current ratio went up to 2.0 times and as described in “Cash & Cash Equivalents” together with unused credit facilities with financial institutions of Baht 291 million. These represented that the company had sufficient funds to deliberate strategy i.e. merger and acquisition when opportunities arise.

Capital

The company's registered share capital comprised ordinary shares and preferred shares.

The preferred shares have the right to receive dividends equal to ordinary shares. The dividend will be calculated from profit earned after the issuance of preferred shares. However, any profit on the appraisal of land, buildings and other assets which existed before the issuance of the preferred shares, will be allocated solely to the ordinary shares.

The preferred shareholders have the right to vote in the shareholder meeting, a ten thousand preferred shares are equivalent to one voting right of a ordinary share. The preferred shares have the right to receive the proportion of their return on investments upon liquidation equal to ordinary shares.

On February 20, 2013, the annual general meeting of the company's shareholders passed the resolutions relating to the registered share capital as follows :

- Decreased the registered capital of the company from Baht 172,499,970 to Baht 172,499,820 by canceling the registered ordinary shares remaining after the share dividend allocation of 150 ordinary shares with the par value of Baht 1.00 and
- Increased registered capital by Baht 43,124,955 from Baht 172,499,820 to Baht 215,624,775 by issuing new ordinary shares of 43,124,955 shares with a par value of Baht 1.00 each to support the payment of a share dividend

On March 15, 2013, the company registered the increase in its registered share capital and paid-up share capital to Baht 215,624,775 and Baht 215,624,559, respectively, with the Ministry of Commerce.

216
Baht Million

Dividend

On February 20, 2013, the annual general meeting of the company's shareholders passed the resolution for dividend payment from the operating performance for the year ended October 31, 2012 with details as follows :

48

Baht Million

- By paying share dividend at the ratio of 4 current shares per 1 share dividend. The share dividend has par value of Baht 1 per share. In case that any shareholders hold the indivisible share remaining after such allocation, the cash dividend will be paid at the rate of Baht 0.25 per share, and
- Cash dividend of Baht 0.027777778 per share, totaling cash dividend Baht 0.277777778 per share. The company paid such dividend on March 15, 2013.

22

Baht Million

On September 6, 2013, the company's board of directors' meeting resolved to pay interim dividend of Baht 0.10 per share for the total eligible shares of 215,624,559 shares, totaling Baht 21,562,456 to the shareholders whose names are listed in the shareholder's register book as at September 24, 2013. The company paid such dividend on October 4, 2013.

Market Financial Information

	SET	MAI	Pico
P/E (Times)	15.31	29.46	10.51
P/BV (Times)	2.11	2.77	0.92
Market Yield	3.06%	1.42%	5.60%

As an information from set trade as of December 9, 2013, there seems the company's share price was under the book value and P/E was low in comparison to an average figures of SET and MAI while market yield of the company was higher.

Factors Impacting to Business Operation in Future

In 2013, there were significant events especially protesters against government in the last quarter. There impacted to operations of the company i.e. trade exhibition and event marketing to be postponed and cancelled. In 2014 if the unrested political situation to be continued will significantly impact to economy to be turndown and operations of the company. However, the Office of the National Broadcasting and Telecommunication Commission had an auction of digital television business license. There will have lots of business opportunities for related businesses i.e. content production business. These are positive factors for business growth in digital media and content of the company. In addition, the company has planned and strategized by investing in upstream business, FiftyPlus Asia Co., Ltd., who is an owner of 50 "Plus Fair 2014" event.



Information Certification


15

"We have carefully reviewed the annual information disclosure format with due care and attention, as executive directors of the company or as the senior-most office-holder in accounting. We certify that the said information is complete, factual and containing no untruths or lacking in material information that should be disclosed. Furthermore, we certify that:

1. The financial statements and related financial information are part of the annual information disclosure. The information so presented displays complete and material information related to the financial condition, operating results and cash flows of the company.
2. We are responsible to ensure that the company adopted an effective information disclosure and that pertinent and material information of the company be disclosed correctly and completely. This also covers the supervision of the implementation of the said disclosure process.
3. We are responsible to ensure that the company implemented a good internal control system and to supervise that the said system is adhered to. We have informed the auditors and the audit committee of our assessment of the internal control system on December 6, 2013. This covers the deficiencies and material changes to the internal control system including the misdeeds which may affect the preparation of the company's financial report.





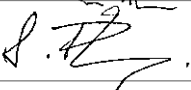
Therefore, as evidence that all of the documents presented are the same documents that we have certified, we have delegated Mr. Chaijit Tehasuwanarat to sign on each page of these documents on our behalf. Should Mr. Chaijit Tehasuwanarat's signature be missing from any page, we shall consider that it is not the information that we have certified."

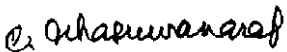
Name	Position	Signature
Mr. Chia Song Heng	Director and Chairman of Board of Directors	
Mr. Pised Chungyampin	Director and Executive Chairman	
Mr. Silchai Kiatpapan	Director and Chief Executive Officer	

Authorized Person	Position	Signature
Mr. Chaijit Tehasuwanarat	Chief Financial Officer	

"We have reviewed the information contained in this annual report. With due care and diligence as directors of the company, we have no reason to believe that the stated information is not complete or containing untruths which may falsely lead others to believing, or lacking in material information that should be disclosed.

Therefore, to signify that all documents hereby presented, are the same as what we have certified we delegate Mr. Chaijit Tehasuwanarat to sign on all pages on our behalf. Should Mr. Chaijit Tehasuwanarat's signature be missing from any page, we shall consider that it is not the information that we have certified."

Name	Position	Signature
Mr. Yong Choon Kong	Director	
Mr. Viriya Pholpoke	Director and Advisor	
Mr. Chaiyod Bunyagidj	Chairman of Audit Committee and Independent Director	
Mr. Sern Vithespongse	Audit Committee Member and Independent Director	
Mrs. Sasitorn Phongsathorn	Audit Committee Member and Independent Director	

Authorized Person	Position	Signature
Mr. Chaijit Tehasuwanarat	Chief Financial Officer	

Details of Executives, Authorized Persons & Company Secretary

16

5 Year Working Experiences							
Name	Age (Yrs)	Appointment Date	Education	% of Holding	Period	Position	Companies
Mr. Chia Song Heng	61	September 16, 2003	Executive Program, Stanford University - National University of Singapore	-	2003 - Present	Chairman of Board of Directors, Chairman of Nomination Committee, Chairman of Remuneration Committee and Vice Chairman of Executive Committee	Pico (Thailand) PCL
Mr. Pised Chungyampin	59	September 16, 2003	Bachelor's Degree, the Faculty of Architecture, King Mongkut's Institute of Technology Mini MBA, Thammasart University Directors Accreditation Program, Directors Certification Program, Finance for Non-Finance Directors and Role of Chairman Program from Thai Institute of Directors	25.93% (including shares held by close relatives and minor children)	2002 - Present	Director November 1, 2006 - Present Vice Chairman of Board of Directors, Nomination Committee Member, Chairman of Executive Committee, and Executive Chairman	Pico Far East Holding Pte Ltd. Pico (Thailand) PCL

5 Year Working Experiences							
Name	Age [Yrs]	Appointment Date	Education	% of Holding	Period	Position	Companies
Mr. Silchai Kiatpapan	57	September 16, 2003	Bachelor's Degree in Public Health, Mahidol University	0.37%	November 1, 2006 - Present	Director, Nomination Committee Member, Executive Committee Member and Chief Executive Officer	Pico (Thailand) PCL
			Directors Accreditation Program, Directors Certification Program and Finance for Non-Finance Directors from Thai Institute of Directors				
Mr. Chung Chee Keong*	48	June 6, 2008	Bachelor's Degree in Accounting, National University of Singapore	-	June 6, 2008 - September 30, 2013	Director	Pico (Thailand) PCL
Mr. Yong Choon Kong**	60	November 4, 2013	Bachelor's Degree in Economics, Leeds University, England	-	2009 - Present 2010 - Present	Vice President of Finance Executive Vice President	Pico Art International Pte Ltd. Pico Far East Holding Pte Ltd.
					1992 - 2010	Executive Director	Pico Far East Holding Pte Ltd.
Mr. Viriya Pholpake	60	September 16, 2003	Bachelor's Degree in Science (Accounting), Kasetsart University BS. (Computer) University of Central Oklahoma, Oklahoma, USA. Directors Accreditation Program from Thai Institute of Directors	-	September 2, 2005 - Present	Director, Nomination Committee Member, Remuneration Committee Member and Advisor	Pico (Thailand) PCL

5 Year Working Experiences							
Name	Age [Yrs]	Appointment Date	Education	% of Holding	Period	Position	Companies
Mr. Chaiyod Bunyagidj	59	September 16, 2003	Ph.D. in Chemistry, The American University, Washington D.C., USA. Directors Accreditation Program, Audit Committee Program, Improving Board Decision, Improving the Quality of Financial Report, Finance for Non-Finance Directors and Monitoring the System of Internal Control and Risk Management from Thai Institute of Directors	-	2003 - Present	Independent Director, Chairman of Audit Committee, Nomination Committee Member, and Remuneration Committee Member	Pico (Thailand) PCL
					2013 - Present	Technical Advisor	United Analyst and Engineering Consultant Co., Ltd.
					2012 — 2013	Specialist	Thailand Environment Institute
					1997 - 2012	Vice President	Thailand Environment Institute
Mr. Sern Vithespongse	60	September 16, 2003	Bachelor's Degree in Architecture, Silpakorn University Directors Accreditation Program from Thai Institute of Directors	-	2003 - Present	Independent Director, Audit Committee Member, Nomination Committee Member, and Remuneration Committee Member	Pico (Thailand) PCL
					1992 - Present	Director	Palmer and Turner (Thailand) Co., Ltd.

5 Year Working Experiences							
Name	Age [Yrs]	Appointment Date	Education	% of Holding	Period	Position	Companies
Mrs. Sasitorn Phongsathorn	56	28 w.d. 2548	Bachelor's Degree in Science in Chemical Engineer, Chulalongkorn University	-	November 17, 2005 - Present	Independent Director, Audit Committee Member, Nomination Committee Member, and Remuneration Committee Member	Pico (Thailand) PCL
					August 2012 - Present	Director, Nomination and Corporate Governance Committee Member and Remuneration Committee Member	The Stock Exchange of Thailand
					April 22, 2009 - Present	Executive Director and President	LH Financial Group PCL
					December 19, 2005 - present	Executive Director and President	Land and Houses Bank PCL
Mr. Chokchai Vatcharanirunkul	53	August 29, 2003	Bachelor's Degree in Political Science, Ramkhamheang University	0.30%	2001 - Present	Executive Committee Member and Senior Executive Vice President - Event Marketing & Special Projects	Pico (Thailand) PCL
			Master Degree in Arts in Political Science, Ramkhamheang University				
			Directors Accreditation Program from Thai Institute of Directors				

5 Year Working Experiences							
Name	Age [Yrs]	Appointment Date	Education	% of Holding	Period	Position	Companies
Miss Supaporn Sawangjitt	45	August 29, 2003	Bachelor's Degree in Fine Arts and Applied Art, Chulalongkorn University	0.09%	2003 - Present	Executive Committee Member and Executive Vice President - Event Marketing	Pico (Thailand) PCL
			Directors Accreditation Program from Thai Institute of Directors				
Mr. Chajit Tehasuwanarat	47	May 1, 2008	Bachelor's Degree in Accounting, University of the Thai Chamber of Commerce International Banking and Finance, University of Birmingham, U.K. Certified Public Accountant Company Secretary Program, Effective Minutes Taking, How to Develop a Risk Management Plan, Successful Formulation & Execution of Strategy and How to Measure the Success of Corporate Strategy from Thai Institute of Directors	-	May 1, 2008 - Present	Executive Committee Member, Company Secretary*** and Chief Financial Officer	Pico (Thailand) PCL

* Mr. Chung Chee Keong resigned from directorship, effective on October 1, 2013.

** Mr. Yong Choon Kong is appointed as director to replace Mr. Chung Chee Keong on November 4, 2013.

*** Please see more details of the responsibilities of company secretary in section of "Corporate Governance".

Details of Directors of the Company, Subsidiaries & Associated Companies

Name	Subsidiaries						Associated Companies			
	Pico (Thailand) PCL	PX System Co., Ltd.	Nox Bangkok Co., Ltd.	Multi Design Co., Ltd.	TCBN Co., Ltd.	FCG Co., Ltd.	Andrew Bethell Associates Ltd.	Inkjet Images (Thailand) Co., Ltd.	Ibrix Co., Ltd.	FiftyPlus Co., Ltd.
Mr. Chia Song Heng	X, I, //	-	-	-	-	-	-	-	-	-
Mr. Pised Chungyampin	X, I, //	-	-	-	-	-	-	-	-	/
Mr. Silchai Kiatpapan	I, //	-	-	-	-	-	/	-	-	-
Mr. Chung Chee Keong*	/	-	-	-	-	-	-	-	-	-
Mr. Yong Choon Kong**	/	-	-	-	-	-	-	-	-	-
Mr. Viriya Pholpake	/	-	-	-	-	-	-	-	-	-
Mr. Chaiyod Bunyagidj	/	-	-	-	-	-	-	-	-	-
Mr. Sern Vitthespongse	/	-	-	-	-	-	-	-	-	-
Mrs. Sasitorn Phongsathorn	/	-	-	-	-	-	-	-	-	-
Mr. Chokchai Vatcharanirunkul	//	/	/	-	-	-	-	/	-	-
Miss Supaporn Sawangjitt	//	-	/	/	-	-	-	-	-	-
Mr. Chajitt Tehasuwanarat	//	/	/	/	/	/	/	-	/	/

X : Chairman / : Director // : Executive Committee Member

* Mr. Chung Chee Keong resigned from directorship, effective on October 1, 2013.

** Mr. Yong Choon Kong is appointed as director to replace Mr. Chung Chee Keong on November 4, 2013.

Details of Directors of Subsidiaries*

Name	PX System Co., Ltd.
Mr. Choochai Kasemsuk	/
Mr. Chokchai Vacharanirunkul	/
Mr. Chajjit Tehasuwanarat	/

* A significant subsidiary company, which its revenue exceeding 10% of total revenue of consolidated statements of comprehensive income for latest fiscal year

Details of Internal Audit Manager

18

Name	Age (Yrs)	Appointment Date	Education	Period	Position	Companies	Responsibilities
Mr. Sompooch Sae-Cheunge	44	January 1, 2005	MBA, National Institute of Development Administration	January 1, 2005 - Present	Internal Audit Manager	Pico (Thailand) PCL	Internal Audit Charter Establish the statement of objectives, authorities, role and responsibilities of internal audit function and acceptance by Audit Committee
			BBA in Accounting, Kasetsart University	August 1, 1993 - May 31, 2004	Audit Manager	KPMG Phoomchai Audit Ltd.	Annual Audit Plan Perform risk assessment by discussion with department managers, management, Chief Executive Officer to understand current operation and management concerns and Development of strategic internal audit plan and acceptance by Audit Committee
			Certified Public Accountant				Internal Audit Execution Detailed work to evaluate internal controls of each area as agreed by management and issuance of report on results of findings and recommendations for improvement and Perform ad-hoc project based on Audit Committee's requirement or business issues
			Member of The Institute of Certified Accountants and Auditors of Thailand				Administrative Works Prepare performances review to Audit Committee meeting on a quarterly basis and Prepare progress of internal audit work to be presented to Audit Committee in the meeting



AUDITOR'S REPORT

To the Shareholders of

Pico (Thailand) Public Company Limited

I have audited the accompanying consolidated and separate financial statements of PICO (THAILAND) PUBLIC COMPANY LIMITED, ITS SUBSIDIARIES AND JOINT VENTURES, and of PICO (THAILAND) PUBLIC COMPANY LIMITED., which comprise consolidated and separate statements of financial position as at October 31, 2013, consolidated and separate statements of comprehensive income, consolidated and separate statements of changes in shareholders' equity, and consolidated and separate statements of cash flows for the year then ended, including notes of summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Opinion

In my opinion, the consolidated and separate financial statements present fairly, in all material respects, the consolidated and separate financial position of PICO (THAILAND) PUBLIC COMPANY LIMITED, ITS SUBSIDIARIES AND JOINT VENTURES, and of PICO (THAILAND) PUBLIC COMPANY LIMITED., as at October 31, 2013, and their financial performance and cash flows for the year then ended in accordance with Thai financial reporting standards.

D I A INTERNATIONAL AUDIT CO., LTD.

A handwritten signature in black ink, appearing to read "Wisut P." with a horizontal line underneath.

(Mr. Wisut Petpanichkul)

C.P.A. (Thailand)

Registration No. 7309

December 6, 2013

Pico (Thailand) Public Company Limited and its Subsidiaries and Joint Venture

Statements of Financial Position

As at October 31, 2013

Unit: Baht

	Notes	Consolidated Financial Statements		Separate Financial Statements	
		2013	2012	2013	2012
Assets					
Current Assets					
Cash and cash equivalents	4.1	210,279,942	300,285,169	181,273,215	254,619,609
Cash and cash equivalents - Joint Ventures	4.1	3,161,145	90,740	-	-
Temporary Investments	5	8,306,534	-	-	-
Trade accounts receivable and					
other accounts receivable	6, 22	181,118,653	243,714,174	142,135,553	226,952,168
Trade accounts receivable and					
other account receivable- Joint Ventures		127,189	133,114	-	-
The gross amount due from customers					
for contract work	7, 22	129,677,070	118,350,540	108,496,701	118,523,868
The gross amount due from customers					
for contract work - Joint Venture		-	3,231,776	-	-
Deferred cost of the rendering of services	8,22	37,664,250	19,602,180	35,861,518	21,091,647
Total Current Assets		570,334,783	685,407,693	467,766,987	621,187,292
Non Current Assets					
Deposits at banks used as collateral - Joint Venture		680,000	680,000	-	-
Investments in subsidiaries, associated companies					
and Joint Ventures	9, 22	20,180,781	17,351,291	48,228,972	41,541,697
Other long-term investments	10	6,473,825	6,473,825	2,398,800	2,398,800
Property, plant and equipment	11	119,709,600	97,877,481	101,278,514	86,633,349
Intangible assets	12	10,344,217	10,074,890	6,933,445	7,360,799
Other non-current assets		1,982,462	1,766,828	727,900	727,900
Other non-current assets - Joint Ventures		494,000	321,100	-	-
Total Non-Current Assets		159,864,885	134,545,415	159,567,631	138,662,545
Total Assets		730,199,668	819,953,108	627,334,618	759,849,837

Notes to the financial statements form an integral part of these statements

Pico (Thailand) Public Company Limited and its Subsidiaries and Joint Venture
Statements of Financial Position (Continued)

As at October 31, 2013

Unit: Baht

	Notes	Consolidated Financial Statements		Separate Financial Statements	
		2013	2012	2013	2012
Liabilities and Shareholders' Equity					
Current Liabilities					
Bank overdrafts and short-term loan					
from financial institutions	13	8,500,000	23,000,000	-	23,000,000
Trade accounts payable and					
other accounts payable	14, 22	231,756,938	329,487,516	194,714,260	314,297,509
Trade accounts payable and					
other accounts payable - Joint Venture	22	2,689,485	2,691,485	-	-
Short-term loan from related parties		110,390	109,332	-	-
Short-term loan from related parties - Joint Venture		57,409	57,409	-	-
Current portion of obligations under financial lease agreements	15	2,597,817	1,846,086	2,597,817	1,846,086
Accrued corporate income tax		3,012,771	1,775,233	-	-
Total Current Liabilities		248,724,810	358,967,061	197,312,077	339,143,595
Non Current Liabilities					
Obligations under finance lease agreements	15	4,920,715	4,698,818	4,920,715	4,698,818
Provision for long-term employee benefits	16	37,231,048	32,502,963	30,888,789	27,241,738
Total Non-Current Liabilities		42,151,763	37,201,781	35,809,504	31,940,556
Total Liabilities		290,876,573	396,168,842	233,121,581	371,084,151

Notes to the financial statements form an integral part of these statements

Pico (Thailand) Public Company Limited and its Subsidiaries and Joint Venture

Statements of Financial Position (Continued)

As at October 31, 2013

Unit: Baht

	Notes	Consolidated Financial Statements		Separate Financial Statements	
		2013	2012	2013	2012
Liabilities and Shareholders' Equity (Continued)					
Shareholders' Equity					
Share Capital	17				
Authorized share capital					
330,000 preferred shares of Baht 1 each		330,000	330,000	330,000	330,000
215,294,775 ordinary shares of Baht 1 each					
(October 31, 2012: 172,169,970 ordinary shares of Baht 1 each)		215,294,775	172,169,970	215,294,775	172,169,970
		215,624,775	172,499,970	215,624,775	172,499,970
Issued and paid-up share capital					
330,000 preferred shares of Baht 1 each fully paid		330,000	330,000	330,000	330,000
215,294,559 ordinary shares of Baht 1 each fully paid					
(October 31, 2012: 172,169,820 ordinary shares of Baht 1 each fully paid)		215,294,559	172,169,820	215,294,559	172,169,820
		215,624,559	172,499,820	215,624,559	172,499,820
Additional Paid In Capital					
Premium on ordinary shares		101,250,000	101,250,000	101,250,000	101,250,000
Retained Earnings					
Appropriated					
Legal reserve	18	15,993,282	14,521,556	15,993,282	14,521,556
Unappropriated		66,951,989	100,449,817	29,627,817	71,276,931
Other components of shareholders' equity		31,717,379	29,216,973	31,717,379	29,217,379
Equity attributable to the parent's shareholders		431,537,209	417,938,166	394,213,037	388,765,686
Non-controlling interests of the subsidiaries		7,785,886	5,846,100	-	-
Total Shareholders' Equity		439,323,095	423,784,266	394,213,037	388,765,686
Total Liabilities and Shareholders' Equity		730,199,668	819,953,108	627,334,618	759,849,837

Notes to the financial statements form an integral part of these statements

Pico (Thailand) Public Company Limited and its Subsidiaries and Joint Venture

Statements of Comprehensive Income

For the years ended October 31, 2013

Unit: Baht

	Notes	Consolidated Financial Statements		Separate Financial Statements	
		2013	2012	2013	2012
Revenues from the rendering of services	22	1,043,330,797	1,288,007,268	864,880,543	1,203,779,509
Costs of the rendering of services	22	(756,133,084)	(923,890,021)	(654,423,766)	(910,424,847)
Gross profit		287,197,713	364,117,247	210,456,777	293,354,662
Dividend income	22	1,065,792	1,520,430	4,666,240	13,635,116
Other income	22	9,193,572	11,992,719	14,168,390	10,221,394
Other income - Joint Venture		16,844	1,358	-	-
Profit before expenses		297,473,921	377,631,754	229,291,407	317,211,172
Selling expenses	22	(21,766,716)	(33,491,962)	(21,901,750)	(30,359,454)
Administrative expenses	22	(221,120,750)	(237,831,970)	(165,987,980)	(190,918,586)
Administrative expenses - Joint Venture		(9,200)	(14,187)	-	-
Total expenses		(242,896,666)	(271,338,119)	(187,889,730)	(221,278,040)
Profit before financial costs and income tax expense		54,577,255	106,293,635	41,401,677	95,933,132
Financial costs		(604,899)	(9,608,006)	(454,602)	(9,608,006)
Share of profits from investments using the equity method		2,657,858	2,598,754	-	-
Profit before income tax		56,630,214	99,284,383	40,947,075	86,325,126
Income tax expenses	23	(16,837,205)	(33,435,216)	(11,645,390)	(26,032,399)
Profit for the year		39,793,009	65,849,167	29,301,685	60,292,727
Other comprehensive income					
Different from translation of exchange rate		406	(406)	-	-
Gain on revaluation of assets		2,500,000	-	2,500,000	-
Total comprehensive income for the year		42,293,415	65,848,761	31,801,685	60,292,727
PROFIT [LOSS] ATTRIBUTABLE TO					
Equity holders of the parent		37,452,971	64,918,993	29,301,685	60,292,727
Non controlling interest of the subsidiaries		2,340,038	930,174	-	-
		39,793,009	65,849,167	29,301,685	60,292,727
Basic Earnings per Shares (Baht)	21	0.174	0.302	0.136	0.280
Weighted Average Number of Ordinary Shares (Shares)		215,294,559	215,294,559	215,294,559	215,294,559

Notes to the financial statements form an integral part of these statements

Pico (Thailand) Public Company Limited and its Subsidiaries and Joint Ventures
Consolidated Statements of Changes in Shareholders' Equity
For the years ended October 31, 2013
Unit: Baht

	Equity Attributable to the Parent's Shareholders									
	Issued and Paid-up Share Capital					Other Component of Shareholders' Equity				
	Notes	Preferred Shares	Ordinary Shares	Premium on Ordinary Shares	Appropriated Legal Reserve	Retained Earnings	Land Revaluation Surplus	Translation Adjustments	Total Components of Shareholders' Equity	Total Equity Attributable to Shareholders of the Company
Beginning Balance										
November 1, 2011		330,000	114,669,980	101,250,000	11,500,000	119,691,265	29,217,379	-	29,217,379	376,658,624
Share capital increased	17,20	-	57,499,840	-	-	(57,499,840)	-	-	-	-
Dividend paid	20	-	-	-	-	(23,639,045)	-	-	-	(569,013)
Total comprehensive income (loss) for the year		-	-	-	-	64,918,993	-	(406)	(406)	64,918,587
Legal reserve	18	-	-	-	3,021,556	(3,021,556)	-	-	-	-
Purchase of investment in subsidiary		-	-	-	-	-	-	-	-	153,845
Ending Balance										
October 31, 2012		330,000	172,169,820	101,250,000	14,521,556	100,449,817	29,217,379	(406)	29,216,973	417,938,166
Beginning Balance										
November 1, 2012		330,000	172,169,820	101,250,000	14,521,556	100,449,817	29,217,379	(406)	29,216,973	417,938,166
Share capital increase	17,20	-	43,124,739	-	-	(43,124,739)	-	-	-	-
Dividend paid	20	-	-	-	-	(26,354,334)	-	-	-	(400,252)
Total comprehensive income (loss) for the year		-	-	-	-	37,452,971	2,500,000	406	2,500,406	39,953,377
Legal reserve	18	-	-	-	1,471,726	(1,471,726)	-	-	-	-
Ending Balance										
October 31, 2013		330,000	215,294,559	101,250,000	15,993,282	66,951,989	31,717,379	-	31,717,379	431,537,209
										7,785,886
										439,323,095

Notes to the financial statements form an integral part of these statements

Pico (Thailand) Public Company Limited and its Subsidiaries and Joint Ventures
Separate Statements of Changes in Shareholders' Equity
For the years ended October 31, 2013
Unit: Baht

	Notes	Issues and paid-up share capital			Premium on share capital	Other Components of Shareholders' Equity			
		Preferred Shares	Ordinary Shares	Ordinary Shares		Retained Earnings	Appropriated Legal Reserve	Unappropriated	Total Components of Shareholders' Equity
Beginning Balance									
November 1, 2011		330,000	114,669,980	101,250,000	101,250,000	95,144,645	11,500,000	29,217,379	352,112,004
Share capital increase	17,20	-	57,499,840	-	-	(57,499,840)	-	-	-
Dividend paid	20	-	-	-	-	(23,639,045)	-	-	(23,639,045)
Total comprehensive income (loss) for the year		-	-	-	-	60,292,727	-	-	60,292,727
Legal reserve	18	-	-	-	-	(3,021,556)	3,021,556	-	-
Ending Balance									
October 31, 2012		330,000	172,169,820	101,250,000	101,250,000	71,276,931	14,521,556	29,217,379	388,765,686
Beginning Balance									
November 1, 2012		330,000	172,169,820	101,250,000	101,250,000	71,276,931	14,521,556	29,217,379	388,765,686
Share capital increase	17,20	-	43,124,739	-	-	(43,124,739)	-	-	-
Dividend paid	20	-	-	-	-	(26,354,334)	-	-	(26,354,334)
Total comprehensive income (loss) for the year		-	-	-	-	29,301,685	-	2,500,000	31,801,685
Legal reserve	18	-	-	-	-	(1,471,726)	1,471,726	-	-
Ending Balance									
October 31, 2013		330,000	215,294,559	101,250,000	101,250,000	29,627,817	15,993,282	31,717,379	394,213,037

Notes to the financial statements form an integral part of these statements

Pico (Thailand) Public Company Limited and its Subsidiaries and Joint Venture

Statements of Cash Flows

For the years ended October 31, 2013

Unit: Baht

	Notes	Consolidated Financial Statements		Separate Financial Statements	
		2013	2012	2013	2012
Cash Flows from Operating Activities					
Profit before income tax expenses		56,630,214	99,284,383	40,947,075	86,325,126
Adjustments for:					
Provision for long-term employee benefits		4,728,085	4,354,393	3,647,051	3,349,857
Depreciation and amortization		24,653,386	22,131,698	17,349,215	16,776,084
Translation adjustments		406	(406)	-	-
Doubtful accounts and bad debt		319,977	12,786,519	621,503	12,484,993
(Profits) Losses on sale of fixed assets		(857,006)	-	(857,006)	-
Loss from fixed assets disposal		67,453	9,352	55,334	494
Unrealized gains on exchange rate		(555,471)	(211,470)	(524,196)	(218,038)
Dividend received from investment		-	(204,374)	-	(198,259)
using the equity method		1,515,792	1,835,430	-	-
Share of losses (profits) from investments using the equity method		(2,657,858)	(2,598,754)	-	-
Interest expenses		604,899	9,608,006	454,602	9,608,006
Profit from operations before changes					
in operating assets and liabilities		84,449,877	146,994,777	61,693,578	128,128,263
Operating assets (increase) decrease					
Current investments		(8,306,534)	-	-	-
Trade accounts receivable and other receivable		59,882,894	63,000,934	84,224,735	69,310,939
Trade accounts receivable and other receivable- Joint Ventures		5,925	(58)	-	-
The gross amount due from customers for contract work		(11,326,530)	170,207,894	10,027,167	170,649,461
The gross amount due from customers for contract work - Joint Venture		3,231,776	-	-	-
Deferred cost of the rendering of services		(18,062,070)	17,878,169	(14,769,871)	15,548,946
Other non-current assets		(215,634)	(498,928)	-	-
Other non-current assets - Joint Ventures		(172,900)	186,000	-	-
Operating liabilities increase (decrease)					
Trade accounts payable and other payable		(97,730,578)	(98,031,198)	(119,583,249)	(91,814,733)
Trade accounts payable and other accounts payable - Joint Venture		(2,000)	(330,189)	-	-
Cash received (paid) from operations		11,754,226	299,407,401	21,592,360	291,822,876
Interest paid		(604,899)	(9,608,006)	(454,602)	(9,608,006)
Return on income tax		16,023,896	-	11,611,204	-
Income tax paid		(28,675,442)	(36,900,360)	(22,762,022)	(22,191,198)
Net cash provided by (used in) operating activities		(1,502,219)	252,899,035	9,986,940	260,023,672

Notes to the financial statements form an integral part of these statements

Pico (Thailand) Public Company Limited and its Subsidiaries and Joint Venture

Statements of Cash Flows (Continued)

For the years ended October 31, 2013

Unit: Baht

	Notes	Consolidated Financial Statements		Separate Financial Statements	
		2013	2012	2013	2012
Cash Flows from Investing Activities					
Cash received from deposits at banks used as collateral		-	3,609,942	-	3,299,943
Cash payment for purchase of fixed assets	(40,054,940)	(6,475,827)	(25,986,300)	(3,607,818)	
Cash payment for purchase of intangible assets	(1,933,205)	(625,690)	(801,920)	(143,190)	
Cash received from sale of fixed assets	1,410,503	-	1,410,503	-	
Cash received from sales of investments	-	598,159	-	598,159	
Purchase of investment in subsidiaries	-	-	(4,999,850)	(971,000)	
Purchase of investment in Associated	(1,687,425)	-	(1,687,425)	-	
Purchase of investment in other company	-	(2,538,800)	-	(2,398,800)	
Net cash provided by (used in) investing activities	(42,265,067)	(5,432,216)	(32,064,992)	(3,222,706)	
Cash Flows from Financing Activities					
Cash received from bank overdrafts and					
short-term loan from financial institutions	-	766,000,000	-	766,000,000	
Cash paid for bank overdrafts and					
short-term loan from financial institutions	(14,500,000)	(776,000,000)	(23,000,000)	(776,000,000)	
Cash received from Short-term loan					
from related parties	1,058	109,332	-	-	
Cash payment for obligations under finance lease agreements	(1,914,008)	(1,796,198)	(1,914,008)	(1,796,198)	
Dividends paid	(26,354,334)	(23,638,895)	(26,354,334)	(23,638,895)	
Cash received (paid for) from non-controlling interests	(400,252)	153,845	-	-	
Net cash provided by (used in) financing activities	(43,167,536)	(35,171,916)	(51,268,342)	(35,435,093)	
Net increase (decrease) in cash and cash equivalents	(86,934,822)	212,294,903	(73,346,394)	221,365,873	
Cash and cash equivalents as at beginning of the periods	300,375,909	88,081,006	254,619,609	33,253,736	
Cash and cash equivalents as at the ending of the periods	4.1	213,441,087	300,375,909	181,273,215	254,619,609

Notes to the financial statements form an integral part of these statements

Pico (Thailand) Public Company Limited and its Subsidiaries and Joint Venture
Notes to the Financial Statements
For the years ended October 31, 2013

1. Operations of the Company and Subsidiaries

Pico (Thailand) Public Company Limited and subsidiaries are companies registered in Thailand. The information of business and locations of the Company and subsidiaries are as follows:

Name	Registered Date	Business Type	Location
Pico (Thailand) PCL	March 27, 1992	Design and fabrication of exhibition booths for trade exhibition organizers, company showrooms and shop counters, interiors for museums, theme park and visitor centers	10 Soi Lasalle 56 Sukhumvit Rd., Kwang Bangna, Khet Bangna,Bangkok
Subsidiaries			
PX System Co., Ltd.	February 23, 1995	Rental of equipment and contractor on the trade exhibition standard booths	12 Soi Lasalle 56 Sukhumvit Rd., Kwang Bangna, Khet Bangna,Bangkok
Nox Bangkok Co., Ltd.	March 12, 1996	Specialized event marketing management for clients with exclusive and/or specific target market audience	10 Soi Lasalle 56 Sukhumvit Rd., Kwang Bangna, Khet Bangna,Bangkok
Multi Designs Co., Ltd.	April 19, 1995	Trade exhibition and interior design	10 Soi Lasalle 56 Sukhumvit Rd., Kwang Bangna, Khet Bangna,Bangkok
TCBN Co., Ltd.* (Formerly Thai Teachers.TV Co., Ltd.)	February 25, 2010	Production and distribution of TV programs, cable TV programs, satellite TV programs, TV programs on internet in the education area	10 Soi Lasalle 56 Sukhumvit Rd., Kwang Bangna, Khet Bangna,Bangkok
FCG Co., Ltd.	June 10, 2010	Production and distribution of TV programs, cable TV programs, satellite TV programs, TV programs on internet in the education area	10 Soi Lasalle 56 Sukhumvit Rd., Kwang Bangna, Khet Bangna,Bangkok
Andrew Bethell Associates Limited**	February 4, 2011	Educational media distribution	1 st Floor Bristol & West House, 100 Crossbrook Street, Cheshunt, Herts EN8 8JJ

* On October 26, 2012, Thai Teachers.TV Company Limited was changed its name to TCBN Company Limited, commencing on October 26, 2012.

The major shareholder of Pico (Thailand) Public Company Limited is Pico Art International Pte Ltd. which was incorporated in Singapore. The Company became listed on the Market for Alternative Investment on April 20, 2004.

2. Basis of Preparation and Presentation of Consolidated and Separated Financial Statements

2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E. 2547 and prepared in accordance with the notification of the Department of Business Development, the Ministry of Commerce dated 28 September 2011, regarding the condensed form which should be included in the financial statements B.E. 2554 and the regulation of the Securities and Exchange Commission regarding to preparation and presentation the financial report under the Securities and Exchange Act B.E. 2535.

The financial statements in Thai language are the official statutory financial statements of the Company. The financial statements in English language have been translated from the Thai language financial statements.

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

2.2 Basis of consolidation

a) The consolidated financial statements incorporate the financial statements of Pico (Thailand) Public Company Limited, its subsidiary companies and the joint ventures as follows:

	Country of Incorporation	Currency	Paid Up Share Capital		Percentage of Shareholding by the Group	
			2013	2012	2013	2012
			(Unit: Thousand)		Percent	Percent
Subsidiaries						
PX System Company Limited	Thailand	Baht	11,000,000	11,000,000	90.00	90.00
Nox Bangkok Company Limited	Thailand	Baht	10,000,000	10,000,000	99.99	99.99
Multi Designs Company Limited	Thailand	Baht	4,000,000	4,000,000	59.99	59.99
TCBN Company Limited	Thailand	Baht	10,000,000	5,000,000	99.99	99.99
FCG Company Limited	Thailand	Baht	3,000,000	3,000,000	99.99	99.99
Andrew Bethell Associates Limited	British	GBP	100	100	75.00	75.00

		% of Proportion
Joint Ventures		
Joint Venture of Ekca Thai Co., Ltd., Pico (Thailand) Pcl., Bewcon Co., Ltd.		40.00
Joint Venture of Group of Consultant Project A-Seven Pico		40.00

The subsidiaries are those companies in which the Group holds both directly and indirectly the voting rights and have effective control of their activities.

The Company has invested in 40% interest in this joint venture. The consolidated financial statements as at October 31, 2013 and 2012 and for the years then ended had therefore included the proportion of the assets, liabilities, revenues and expenses of the joint venture.

On July 31, 2010, the Company entered into memorandum for liquidation of the Joint Venture of Ekca Thai Co., Ltd., Pico (Thailand) Pcl. and Bewcon Co., Ltd. Subsequently, on August 16, 2010, the Joint Venture has filed for liquidation with Revenue Department and is being in the liquidation process (see Note 30.1).

On March 24, 2010, the Company entered into a Joint Venture Agreement with A-Seven Corporation Co., Ltd. The objective of which is to design for museum.

The consolidated financial statements include the financial statements of joint ventures for the years ended October 31, 2013 and 2012 which had not been audited. Assets, liabilities, revenues and expenses of joint ventures after eliminating related transactions are presented in the consolidated financial statements as follows:

Joint Venture of Ekca Thai Co., Ltd., Pico (Thailand) Pcl. and Bewcon Co., Ltd.

	As at October 31, 2013		As at October 31, 2012	
	Balance (Baht million)	% of Total Assets	Balance (Baht million)	% of Total Assets
Liabilities	0.48	0.06	0.48	0.06

Joint Venture of group of consultant project A-Seven Pico

	As at October 31, 2013		As at October 31, 2012	
	Balance (Baht million)	% of Total Assets	Balance (Baht million)	% of Total Assets
Assets	3.29	0.45	4.45	0.55
Liabilities	1.17	0.16	2.27	0.28

	For the year ended October 31, 2013		For the year ended October 31, 2012	
	Amount (Baht million)	% of Total Revenues and Expenses	Amount (Baht million)	% of Total Revenues and Expenses
Expenses	-	-	0.01	0.01

b) 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 effective date when such control ceases.

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

d) The financial statements of overseas subsidiaries are translated into Thai Baht at the exchange rate ruling at the statements of financial position date as to assets and liabilities and at the average exchange rate for the year as to revenues and expenses. The resultant differences are shown under the caption of "Translation adjustments" in the statements comprehensive income.

e) Material balances and transactions and investments in the subsidiaries and the joint ventures in the Company's accounts, the subsidiaries' share capital and capital of the joint ventures are eliminated from the consolidated financial statements.

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

2.4 The financial statements of the overseas subsidiaries for the years ended October 31, 2013 included in the consolidated financial statements were prepared by the management of those subsidiaries and have not been audited by their auditors. Their aggregate assets were approximately Baht 0.92 million or 0.13% of the consolidated assets as at October 31, 2013.

2.5 New and revised financial reporting standard

New and revised financial reporting standard does not effective to the financial statements of the Company and Subsidiaries which have not been adopted are as follows:

Financial reporting standards are effective for the accounting period beginning on or after January 1, 2013

Financial Reporting Standard	Contents
TAS 12	Income Taxes
TAS 20 (Revised 2009)	Accounting for Government Grants and Disclosure of Government Assistance
TAS 21 (Revised 2009)	The Effects of Changes in Foreign Exchange Rates
TFRS 8	Operating Segments
TIFRS 10	Government Assistance - No Specific Relation to Operating Activities
TIFRS 21	Income Taxes- Recovery of Revalued Non- Depreciable Assets
TIFRS 25	Income Taxes- Changes in the Tax Status of an Enterprises or its Shareholders
Accounting guidance	Transfers of Financial Assets

The Group's management of the Company and subsidiaries have determined that the new Thai Financial Reporting Standards will not significantly impact the financial statements being presented, except the impact of accounting guidance "Transfers of Financial Assets" as published in the Government Gazette. On January 17, 2013 which is still evaluating the impact on the financial statements by management of the Company and subsidiaries to explain the interaction space.

TFRS 8 - Operating segments the principal change introduced by TFRS 8 is the introduction of the concept of presenting operating segments based on the information that internally is provided to the Group/Company's chief operating decision maker. Since the change in accounting policy only impacts disclosure aspects, there is no impact on the Group/Company's financial statements.

TAS 12 deals only with taxes on income, comprising current and deferred tax. Current tax expense for a period is based on the taxable and deductible amounts that will be shown on the tax return for the current year. Tax assets and liabilities for the current period are measured at the amount expected to be paid to (recovered from) the taxation authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the statement of financial position date. Deferred tax accounting is based on the temporary differences between the tax base of an asset or liability and its carrying amount in the financial statements. The principal temporary differences may arise from allowance for doubtful accounts, employee benefits obligations and tax losses brought forward etc. The Group will apply this standard from November 1, 2013 retrospectively with an expected to incur of deferred tax account and changes in retained earnings and income tax expense. The management of the Company and subsidiaries expect the adoption of this accounting standard to have the effect of increasing brought-forward retained earnings of the year October 31, 2014 of the Company and subsidiaries by approximately Baht 5.60 million in total (the Company only: approximately Baht 4.42 million).

Financial reporting standards are effective for the accounting period beginning on or after January 1, 2014.

Financial Reporting Standard	Contents
TAS 12 (revised 2012)	Income Taxes
TFRIC 1	Changes in Existing Decommissioning, Restoration and Similar Liabilities
TFRIC 4	Determining whether an Arrangement contains a Lease
TFRIC 5	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
TFRIC 7	Applying the Restatement Approach under TAS 29
TFRIC 10	Interim Financial Reporting and Impairment
TFRIC 12	Service Concession Arrangements
TFRIC 13	Customer Loyalty Programmes
TFRIC 17	Distribution of Non-Cash Assets to Owners
TFRIC 18	Transfers of Assets from Customers
TSIC 15	Operating Leases - Incentive
TSIC 27	Evaluating the Substance of Transactions Involving the Legal Form of a Lease
TSIC 29	Disclosure — Service Concession Arrangements
TSIC 32	Intangible Assets-Web Site Costs

Financial reporting standards are effective for the accounting period beginning on or after January 1, 2016

Financial Reporting Standard	Contents
TFRS 4	Insurance Contracts

The Company and subsidiaries are in the process of assessing the impact on the financial statements in the year to adoption of the financial reporting standards, except for the TAS 12 (revised 2012) Income Taxes, which is not effective from the original standard for accounting periods beginning on or after January 1, 2013.

3. Significant Accounting Policies

The summary of significant accounting policies

3.1 Recognition of revenues and expenses

Service income is recognized by the percentage of completion method. The percentage of completion is measured by the proportion of actual costs incurred up to the end of the year and the total anticipated cost to be incurred to completion.

Revenues from organizing trade shows, exhibitions and entertainment events are recognized on opening dates of the events.

Revenues from rendering of services relating to knowledge communication business are recognized according to works delivered to customers and presented by netting amount of directly related transactions from subsidiaries.

Dividends income is recognized as income when the dividends are declared.

Other income and expenses are recognized on an accrual basis.

3.2 Cash and cash equivalents

Cash and cash equivalents consist cash in hand and deposits at banks and all highly liquid investments with an original maturity of 3 months or less and not subject to withdrawal restrictions.

3.3 Investments

Investments in debt securities expected to be held to maturity, are recorded at amortized cost. The difference between the acquisition cost and redemption value of such debt securities is amortized using the effective interest rate method over the period to maturity.

3.4 Allowance for doubtful accounts

Allowance for doubtful accounts is provided at the estimated collection losses on receivables based on the Company's collection experience together with a review of the financial position of each debtor.

3.5 Deferred cost of the rendering of services

Deferred cost of the rendering of services represent costs incurred relating to services which present as invoice amount.

Deferred cost of the rendering for other service rendered which are not organizing trade shows, exhibitions and entertainment events are recognized as cost of the rendering of services when it is rendered as follow agreement with customers.

Deferred cost of the rendering for organizing trade shows, exhibitions and entertainment events recognized on opening dates of the events.

3.6 Investments in subsidiaries, associated companies, Joint Ventures and other companies

Investments in subsidiaries, associated companies, Joint Ventures and other companies included in the separate financial statements are accounted by cost method less allowances for impairment (if any).

Investments in associated companies included in the consolidated financial statements are accounted for by equity method.

Investments in other companies are general investments which are stated at cost.

3.7 Property, plant and equipment

Land is stated at the appraised value. Plant and equipment are stated at cost, net of accumulated depreciation and allowance for impairment (If any).

Depreciation is computed by the straight-line method, based on the estimated useful life of the assets as follows:

Buildings and building improvement	6 - 20 years
Operating equipment	3 - 5 years
Others	3 - 5 years

The Company and subsidiaries have applied TAS 16 (Revised 2009)

3.7.1 Costs of asset dismantlement, removal and restoration have to be included as asset costs and subject to annual depreciation;

3.7.2 The depreciation charge has to be determined separately for each significant part of an asset;

3.7.3 In determining the depreciable amount, the residual value of an item of property, plant and equipment has to be measured at the amount estimated receivable currently for the asset if the asset were already of the age and in the condition expected at the end of its useful life. Furthermore, the residual value and useful life of an asset have to be reviewed at least at each financial year-end.

TAS 16 (Revised 2009) has alternative treatment for an entity to use the prospective method for the year of adoption. Therefore, the Company and subsidiaries has chosen to use the prospective method and the management considered it has no material effect to the financial statements.

Where the carrying amount of an asset is greater than its recoverable amount, it is written down immediately to its recoverable amount. The recoverable amount is the higher of the anticipated discounted cash flows from the continuing use of the assets and the amount obtainable from the sale of the assets less any costs of disposal.

If the new assets to carrying amount of the assets is increased. By contrast, the perceived business value of assets of a revaluation increases to other comprehensive income and recognize the accumulated value to shareholders' equity under revaluation surplus of assets. However, the Company and subsidiaries must recognize the revaluation surplus or decrease to statements of income.

The Company and subsidiaries have a policy for revaluation of land used in operations every 3 years by the independent appraisers.

3.8 Intangible assets

Intangible assets consisting of computer software and copyright are stated at cost less accumulated amortization and allowance for improvement (If any).

Amortization is calculated by the straight-line method, based on the estimated useful life of the assets as 3 - 10 years.

3.9 Related party transactions

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

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

3.10 Long-term leases

Finance lease

Leases of assets which transfer substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lower of the fair value of the leased assets and the present value of the minimum lease payments. The outstanding rental obligations, net of finance charges, are included in other long-term payables, while the interest element is charged to the income statements over the lease period. The asset acquired under finance leases is depreciated over the shorter of the useful life of the asset and the lease period.

Operating lease

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

3.11 Foreign currency transactions

Transactions denominated in foreign currencies during the year are translated into Thai Baht at the rates of exchange prevailing at the transaction dates. All balances of monetary assets and liabilities denominated in foreign currencies at the statements of financial position date are translated into Baht at the exchange rates announced by the Bank of Thailand at that date. Gains or losses on foreign exchange arising on settlements and translation are recognized as income or expense in the statement of comprehensive income as incurred.

3.12 Impairment of assets

At each reporting date, the Company and subsidiaries performs impairment reviews in respect of the plant and equipment whenever events or changes in circumstances indicate that an asset may be impaired. An impairment loss is recognized 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 and subsidiaries 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 recognized in the statement of comprehensive income. However in cases where plant was previously revalued and the revaluation was taken to equity, a part of such impairment is recognized in equity up to the amount of the previous revaluation. Any excess amount is recognized as an expense in the statements of comprehensive income.

3.13 Provident fund and employees' benefits

The Company and subsidiaries have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530, the fund is contributed both by the employees of the Company and subsidiaries by deducting the employees' salaries and the Company will pay a contribution. The benefits are entitled to the employees on their resignation in accordance with the fund regulation.

The Company and subsidiaries provides for post employment benefits, payable to employees under the labor laws applicable in Thailand. The liability in respect of employee benefits is the present value of the defined benefit obligation which is calculated by an independent actuary in accordance with the actuarial technique. The present value of the defined benefit obligation is determined by discounting estimated future cash flows using yields on government bonds which have terms to maturity approximating the terms of the related liability. The estimated future cash flows shall reflect employee salaries, turnover rate, mortality, length of service and other factors. Furthermore, the Company and subsidiaries have obligations in respect of the severance payments it must make to employees upon retirement. Actuarial gains or losses will be recognized in the consolidated and company statements of comprehensive income in the period of which they relate. The costs associated with providing these benefits are charged to the consolidated and company statements of comprehensive income so as to spread the cost over the employment period during which the entitlement to benefits is earned.

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

3.14 Provisions

Provisions are recognized when the Company and 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.

3.15 Use of accounting estimates

The preparation of financial statements in conformity with Financial Reporting Standard also requires the Company's and subsidiaries' management to exercise judgments in order to determine the accounting policies, estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expense during the reporting year. Although, these estimates are based on management's reasonable consideration of current events, actual results may differ from these estimates.

3.16 Income tax expense

The Company and subsidiaries recognized corporate income tax as expense for the occurring period as described in the Revenue Code.

3.17 Basic earnings per share

Basic earnings per share are calculated by dividing income for the year to the parent company after cash dividend or dividend which has been declared for preferred shares, by the weighted average number of ordinary shares outstanding during the year.

4. Supplemental Disclosure of Cash Flow Information and Cash Equivalents

4.1 Cash and cash equivalents consist of cash in hand and all types of deposits at financial institutions with original maturities of three months or less and current investments with original maturities of three months or less and exclude deposits at financial institutions used as collateral as follows:

	Consolidated Financial Statements		Separate Financial Statements	
Unit: Baht	2013	2012	2013	2012
Cash and deposits at financial institutions	60,279,942	87,285,169	31,273,215	54,619,609
Cash and deposits at financial institutions — Joint Ventures	3,161,145	90,740	-	-
Bill of exchange	150,000,000	213,000,000	150,000,000	200,000,000
Total	213,441,087	300,375,909	181,273,215	254,619,609

4.2 Non-cash transactions

4.2.1 Fixed assets and intangible assets payable are as follows:

	Consolidated Financial Statements		Separate Financial Statements	
Unit: Baht	2013	2012	2013	2012
Fixed assets and intangible assets payable brought forward	484,124	1,114,020	24,124	780,530
Purchases of fixed assets and intangible assets	46,763,391	10,533,408	31,264,904	7,056,389
Less Cash payments for purchase of fixed assets and intangible assets	(41,988,144)	(7,101,517)	(26,788,220)	(3,751,008)
Purchases fixed assets by hire purchasing agreement	(2,887,636)	(4,061,787)	(2,887,636)	(4,061,787)
Fixed assets and intangible assets payable carried forward	2,371,735	484,124	1,613,172	24,124

4.2.2 Land revaluation surplus

	Consolidated Financial Statements		Separate Financial Statements	
Unit: Baht	2013	2012	2013	2012
Land revaluation surplus brought forward	29,217,379	29,217,379	29,217,379	29,217,379
Increasing in land valuation for the year	2,500,000	-	2,500,000	-
Land revaluation surplus carried forward	31,717,379	29,217,379	31,717,379	29,217,379

4.2.3 Dividend payable

Unit: Baht	Consolidated Financial Statements		Separate Financial Statements	
	2013	2012	2013	2012
Dividend paid and declared	69,879,325	81,708,048	69,479,073	81,138,885
Less Dividend paid by cash — Parent's shareholders	(26,354,334)	(23,639,045)	(26,354,334)	(23,639,045)
Dividend paid by cash — Non controlling interests	(400,252)	-	-	-
Stock dividend	(43,124,739)	(57,499,840)	(43,124,739)	(57,499,840)
Dividend payable	-	569,163	-	-

5. Temporary investments

As at October 31, 2013 and 2012, the subsidiary have current deposits at the end of the period as follows:

Unit: Baht	Consolidated Financial Statements		Separate Financial Statements	
	2013	2012	2013	2012
Current deposits at the end of the period	8,306,534	-	-	-

6. Trade Accounts Receivable and Other Accounts Receivable

Unit: Baht	Consolidated Financial Statements		Separate Financial Statements	
	2013	2012	2013	2012
Trade Accounts Receivable				
- Related parties (See Note 22)	17,689,115	11,346,944	15,055,432	5,733,130
- Others	125,381,523	178,056,170	98,867,714	174,661,547
Total trade accounts receivable	143,070,638	189,403,114	113,923,146	180,394,677
Less Allowance for doubtful accounts	(19,531,627)	(19,211,650)	(19,531,627)	(18,910,124)
Total trade accounts receivable	123,539,011	170,191,464	94,391,519	161,484,553
Assets receivable				
- Related parties (See Note 22)	-	-	574,237	-
Total assets receivable	-	-	574,237	-
Other Accounts Receivable				
- Other receivable related parties(See Note 22)	937,654	750,633	8,321,682	2,669,903
- Prepaid expenses	4,268,899	3,706,869	3,489,002	3,090,385
- Advance	4,568,741	5,694,181	3,322,272	4,752,257
- Dividend receivable	-	-	-	12,114,687
- Withholding tax deducted at source	34,999,293	37,947,413	24,840,867	25,335,441
- Deferred input vat	4,697,278	8,878,028	3,460,068	7,567,043
- Others	8,107,777	16,545,586	3,735,906	9,937,899
Total other accounts receivable	57,579,642	73,522,710	47,169,797	65,467,615
Total trade accounts receivable and other accounts receivable	181,118,653	243,714,174	142,135,553	226,952,168

Analysis of trade accounts receivable aging is as follows:

	Consolidated Financial Statements		Separate Financial Statements	
Unit: Baht	2013	2012	2013	2012
Related Parties				
Undue	14,325,328	7,355,313	8,722,395	1,755,094
Overdue				
Within 3 months	3,363,787	2,908,444	3,363,787	2,908,444
Between 3 and 6 months	-	1,027,377	2,969,250	1,013,782
Between 6 and 12 months	-	55,810	-	55,810
Total accounts receivable related parties	17,689,115	11,346,944	15,055,432	5,733,130
Other				
Undue	81,922,209	120,072,181	63,727,201	118,164,882
Overdue				
Within 3 months	22,580,678	34,837,799	14,338,664	34,167,768
Between 3 and 6 months	224,108	2,280,351	147,321	2,280,351
Between 6 and 12 months	324,048	180,308	324,048	180,308
More than 12 months	20,330,480	20,685,531	20,330,480	19,868,238
	125,381,523	178,056,170	98,867,714	174,661,547
Less Allowance for doubtful accounts	(19,531,627)	(19,211,650)	(19,531,627)	(18,910,124)
Total accounts receivable - Others	105,849,895	158,844,520	79,336,087	155,751,423
	123,539,011	170,191,464	94,391,519	161,484,553

7. The Gross Amount due from Customers for Contract Work

The gross amount due from customers for contract work are as follows:

	Consolidated Financial Statements		Separate Financial Statements	
Unit: Baht	2013	2012	2013	2012
The gross amount due from customers for contract work				
- Related parties (See Note 22)	7,542,969	3,522,822	6,717,906	4,590,532
- Others	122,134,101	114,827,718	101,778,795	113,933,336
	129,677,070	118,350,540	108,496,701	118,523,868

8. Deferred cost of the rendering of services

	Consolidated Financial Statements		Separate Financial Statements	
Unit: Baht	2013	2012	2013	2012
Deferred cost of the rendering of services				
- Related parties (See Note 22)	15,500	22,000	2,723,257	1,722,000
- Others	37,648,750	19,580,180	33,138,261	19,369,647
	37,664,250	19,602,180	35,861,518	21,091,647

9. Investments in Subsidiaries, Associated Companies and Joint Venture

Investments in associated companies using the equity method for the consolidated financial statements and investments in subsidiaries, associated companies and Joint Venture using cost method for the separate financial statements (See Note 22) are as follows:

Company Name Subsidiaries	Business Type	Currency	Paid Up Capital				Portion of Investment %		Consolidated Financial Statements		Separate Financial Statements	
			2013		2012		2013	2012	Equity Method	2012	2013	Cost Method
			2013	2012	2013	2012						
			Unit: Baht									
PX System Company Limited	Rental of equipment and contractor on the trade exhibition standard booths	Baht	11,000,000	11,000,000	90.00	90.00	-	-	-	-	12,750,714	12,750,714
Nox Bangkok Company Limited	Specialized event marketing management for clients with exclusive and/or specific target market audience	Baht	10,000,000	10,000,000	99.99	99.99	-	-	-	-	10,298,600	10,298,600
Multi Designs Company Limited	Trade exhibition and interior design	Baht	4,000,000	4,000,000	59.99	59.99	-	-	-	-	2,520,000	2,520,000
TCCBN Company Limited *	Production and distribution of TV programs,Cable TV programs,Satellite TV programs,TV programs on internet in the education area	Baht	10,000,000	5,000,000	99.99	99.99	-	-	-	-	9,999,700	4,999,850
FCG Company Limited	Production and distribution of TV programs,Cable TV programs,Satellite TV programs,TV programs on internet in the education area	Baht	3,000,000	3,000,000	99.99	99.99	-	-	-	-	2,999,700	2,999,700
Andrew Bethell Associates Limited	Dissemination of educational media	GBP	100	100	75.00	75.00	-	-	-	-	971,000	971,000

Unit: Baht												
Company Name	Business Type	Currency	Paid Up Capital				Portion of Investment %		Consolidated Financial Statements		Separate Financial Statements	
			2013	2012	2013	2012	2013	2012	Equity Method		Cost Method	
									2013	2012		
Associated Companies - Direct												
Inkjet Images (Thailand) Company Limited	Design and printing of advertising banner	Baht	6,000,000	6,000,000	22.22	22.22	6,519,740	5,933,963	3,922,033	3,922,033	3,922,033	
Ibrix Company Limited	Trade exhibition and interior design	Baht	5,000,000	5,000,000	40.00	40.00	5,055,536	5,579,387	1,999,800	1,999,800	1,999,800	
FiftyPlus Asia Co.,Ltd.**	Exhibition, event marketing, Organizer, publication, media and Other related businesses	Baht	3,750,000	-	45.00	-	1,630,071	-	1,687,425	-	-	
Associated Companies - Indirect												
U-Rent Company Limited	Furniture and equipment rental	Baht	2,000,000	2,000,000	20.25	20.25	6,975,434	5,837,941	-	-	-	
Joint Ventures												
Joint Venture of Ekca Thai Co., Ltd., Pico(Thailand) Pcl., and Bewoon Co., Ltd.	Interiors and construction for museum	Baht	400,000	400,000	40.00	40.00	-	-	160,000	160,000	160,000	
Joint Venture of group of consultant project A-Seven Pico	Design for museum	Baht	2,300,000	2,300,000	40.00	40.00	-	-	920,000	920,000	920,000	
Total investment in subsidiaries, associated companies and Joint Ventures			20,180,781 17,351,291 48,228,972 41,541,697									
* On November 27, 2012, the Board of directors of TCBN Company Limited (Subsidiary) passed resolutions to call for paid — up share capital of Baht 50 each share from ordinary share of 100,000 shares. The Company fully paid in amount of Baht 5 million on January 21, 2013.												

* On November 27, 2012, the Board of directors of TCBN Company Limited (Subsidiary) passed resolutions to call for paid — up share capital of Baht 50 each share from ordinary share of 100,000 shares. The Company fully paid in amount of Baht 5 million on January 21, 2013.

** On May 10, 2013, the Company invested the ordinary shares of Fifty Plus Asia Company Limited amount of Baht 1.69 million. Such Company registered on May 10, 2013 with registered capital of Baht 15 Million and paid — up shares capital of Baht 3.75 million, in the proportion of investment of 45%.

10. Other Long-term Investments

Other long-term investments are as follows:

Unit: Baht												
Company Name	Business Type	Currency	Paid Up Capital			Portion of Investment %			Consolidated Financial Statements		Separate Financial Statements	
			2013		2012	2013		2012	Equity Method		Cost Method	
			2013	2012	2013	2012	2013	2012	2013	2012		
Other Company												
Asia Exhibition Services Co., Ltd.	Services and coordination	Baht	12,000,000	12,000,000	19.99	19.99	19.99	2,398,800	2,398,800	2,398,800	2,398,800	
Associated Company - Indirect												
[Equity held by PX system Co., Ltd.)]												
UTEX Services Co., Ltd.	Electricity system installation	Baht	10,000,000	10,000,000	18.35	18.35	18.35	2,742,363	2,742,363	-	-	
A Plus Utility Management Co., Ltd.	Electricity system installation	Baht	5,000,000	5,000,000	19.04	19.04	19.04	1,032,662	1,032,662	-	-	
Lanna exhibit & event agency Co., Ltd.	Design and fabrication of exhibition booths for trade exhibition organizers, company showrooms and shop counters	Baht	1,000,000	1,000,000	16.00	16.00	16.00	160,000	160,000	-	-	
UTEX North Co., Ltd.	Electricity system installation	Baht	1,000,000	1,000,000	14.00	14.00	14.00	140,000	140,000	-	-	
Total other long-term investment								6,473,825	6,473,825	2,398,800	2,398,800	

11. Property, Plant and Equipment

Property, plant and equipment consist of the following:

Consolidated Financial Statements					
	Balances	Addition	Disposals	Transfer in (out)	Balances
Unit: Baht	As at November 1, 2012				As at October 31, 2013
Cost and Appraisal Value					
Land - at cost	15,782,621	-	-	-	15,782,621
Land - appraisal increase	29,217,379	2,500,000	-	-	31,717,379
Land improvement	445,025	-	-	-	445,025
Improvements from the lease of land	727,602	-	-	-	727,602
Buildings and improvement	63,774,401	-	-	-	63,774,401
Vehicles	19,534,457	3,859,285	(3,066,000)	-	20,327,742
Office equipments	15,122,217	785,498	(105,960)	-	15,801,755
Computers	28,206,553	3,541,800	(428,740)	-	31,319,613
Tools and machineries	3,008,407	30,937	-	-	3,039,344
Office furniture	10,984,518	550,661	(1,057,004)	-	10,478,175
Operating equipments	33,825,556	13,740,182	-	20,113,917	67,679,655
Total cost and appraisal value	220,628,736	25,008,363	(4,657,704)	20,113,917	261,093,312
Accumulated Depreciation					
Land improvement	(445,024)	-	-	-	(445,024)
Improvements from the lease of land	(282,297)	(145,520)	-	-	(427,817)
Buildings and improvement	(43,913,007)	(5,628,446)	-	-	(49,541,453)
Vehicles	(10,297,049)	(3,010,155)	3,065,998	-	(10,241,206)
Office equipments	(9,417,733)	(2,132,851)	75,148	-	(11,475,436)
Computers	(21,430,171)	(5,014,773)	280,605	-	(26,164,339)
Tools and machineries	(2,907,615)	(41,363)	-	-	(2,948,978)
Office furniture	(9,666,141)	(695,745)	615,298	-	(9,746,588)
Operating equipments	(25,668,217)	(6,320,947)	293	-	(31,988,871)
Total accumulated depreciation	(124,027,255)	(22,989,800)	4,037,342	-	(142,979,712)
Assets under construction	1,276,000	20,433,917	-	(20,113,917)	1,596,000
Property, plant and equipment	97,877,481				119,709,600
Depreciation for the year					
2013					22,989,800
2012					20,396,902

Consolidated Financial Statements

	Balances	Addition	Disposals	Transfer in (out)	Balances
	As at				As at
Unit: Baht	November 1, 2011				October 31, 2012
Cost and Appraisal Value					
Land - at cost	15,782,621	-	-	-	15,782,621
Land - appraisal increase	29,217,379	-	-	-	29,217,379
Land improvement	445,025	-	-	-	445,025
Improvements from the lease of land	727,602	-	-	-	727,602
Buildings and improvement	63,448,882	-	-	325,519	63,774,401
Vehicles	13,806,131	5,728,326	-	-	19,534,457
Office equipments	15,770,854	453,996	(1,102,633)	-	15,122,217
Computers	28,523,087	1,330,117	(1,646,651)	-	28,206,553
Tools and machineries	3,043,260	3,000	(37,853)	-	3,008,407
Office furniture	11,018,515	73,542	(107,539)	-	10,984,518
Operating equipments	31,300,134	2,557,700	(32,278)	-	33,825,556
Total cost and appraisal value	213,083,490	10,146,681	(2,926,954)	325,519	220,628,736
Accumulated Depreciation					
Land improvement	(445,024)	-	-	-	(445,024)
Improvements from the lease of land	(136,378)	(145,919)	-	-	(282,297)
Buildings and improvement	(37,982,809)	(5,930,198)	-	-	(43,913,007)
Vehicles	(7,959,605)	(2,337,444)	-	-	(10,297,049)
Office equipments	(8,157,980)	(2,352,562)	1,092,809	-	(9,417,733)
Computers	(17,744,511)	(5,332,215)	1,646,555	-	(21,430,171)
Tools and machineries	(2,909,144)	(36,316)	37,845	-	(2,907,615)
Office furniture	(8,939,006)	(834,664)	107,529	-	(9,666,141)
Operating equipments	(22,272,912)	(3,427,583)	32,278	-	(25,668,217)
Total accumulated depreciation	(106,547,369)	(20,396,902)	2,917,016	-	(124,027,255)
Assets under construction	1,210,000	391,519	-	(325,519)	1,276,000
Property, plant and equipment	107,746,121				97,877,481
Depreciation for the year					
2012					20,396,902
2011					20,769,077
Cost of fully depreciated fixed assets still in use					
2013 Gross carrying amount					62,993,655
2012 Gross carrying amount					46,620,384

Separate Financial Statements					
	Balances	Addition	Disposals	Transfer in (out)	Balances
	As at				As at
Unit: Baht	November 1, 2012				October 31, 2013
Cost and Appraisal Value					
Land - at cost	15,782,621	-	-	-	15,782,621
Land - appraisal increase	29,217,379	2,500,000	-	-	31,717,379
Land improvement	445,025	-	-	-	445,025
Improvements from the lease of land	727,602	-	-	-	727,602
Buildings and improvement	60,099,930	-	-	-	60,099,930
Vehicles	18,945,457	3,825,286	(3,066,000)	-	19,704,743
Office equipments	12,433,342	738,320	(58,852)	-	13,112,810
Computers	21,230,384	2,923,934	(373,803)	-	23,780,515
Tools and machineries	207,436	10,500	-	-	217,936
Office furniture	10,315,721	129,963	(1,048,754)	-	9,396,930
Operating equipments	1,318,545	812,016	-	20,113,917	22,244,478
Total cost and appraisal value	170,723,442	10,940,019	(4,547,409)	20,113,917	197,229,969
Accumulated Depreciation					
Land improvement	(445,024)	-	-	-	(445,024)
Land appraisal increase	(282,297)	(145,520)	-	-	(427,817)
Buildings and improvement	(40,490,627)	(5,376,369)	-	-	(45,866,996)
Vehicles	(10,000,176)	(2,925,328)	3,065,998	-	(9,859,506)
Office equipments	(7,218,791)	(1,945,834)	35,004	-	(9,129,621)
Computers	(16,475,331)	(4,071,835)	225,931	-	(20,321,235)
Tools and machineries	(106,663)	(36,865)	-	-	(143,528)
Office furniture	(9,028,651)	(674,483)	611,646	-	(9,091,488)
Operating equipments	(1,318,533)	(943,707)	-	-	(2,262,240)
Total accumulated depreciation	(85,366,093)	(16,119,941)	3,938,579	-	(97,547,455)
Assets under construction	1,276,000	20,433,917	-	(20,113,917)	1,596,000
Property, plant and equipment	86,633,349				101,278,514
Depreciation for the year					
2013					16,119,941
2012					15,339,530

Separate Financial Statements					
	Balances	Addition	Disposals	Transfer in (out)	Balances
	As at				As at
Unit: Baht	November 1, 2011				October 31, 2012
Cost and Appraisal Value					
Land - at cost	15,782,621	-	-	-	15,782,621
Land - appraisal increase	29,217,379	-	-	-	29,217,379
Land improvement	445,025	-	-	-	445,025
Improvements from the lease of land	727,602	-	-	-	727,602
Buildings and improvement	59,774,411	-	-	325,519	60,099,930
Vehicles	13,217,131	5,728,326	-	-	18,945,457
Office equipments	13,049,379	430,764	(1,046,801)	-	12,433,342
Computers	21,814,331	1,042,454	(1,626,401)	-	21,230,384
Tools and machineries	242,289	3,000	(37,853)	-	207,436
Office furniture	10,349,718	73,542	(107,539)	-	10,315,721
Operating equipments	1,318,545	-	-	-	1,318,545
Total cost and appraisal value	165,938,431	7,278,086	(2,818,594)	325,519	170,723,442
Accumulated Depreciation					
Land improvement	(445,024)	-	-	-	(445,024)
Improvements from the lease of land	(136,378)	(145,919)	-	-	(282,297)
Buildings and improvement	(34,942,114)	(5,548,513)	-	-	(40,490,627)
Vehicles	(7,740,946)	(2,259,230)	-	-	(10,000,176)
Office equipments	(6,203,226)	(2,061,983)	1,046,418	-	(7,218,791)
Computers	(13,634,936)	(4,466,703)	1,626,308	-	(16,475,331)
Tools and machineries	(108,192)	(36,316)	37,845	-	(106,663)
Office furniture	(8,315,314)	(820,866)	107,529	-	(9,028,651)
Operating equipments	(1,318,533)	-	-	-	(1,318,533)
Total accumulated depreciation	(72,844,663)	(15,339,530)	2,818,100	-	(85,366,093)
Assets under construction	1,210,000	391,519	-	(325,519)	1,276,000
Property, plant and equipment	94,303,768				86,633,349
Depreciation for the year					
2012					15,339,530
2011					15,318,220
Cost of fully depreciated fixed assets still in use					
2013 Gross carrying amount					37,757,153
2012 Gross carrying amount					23,563,498

During the year ended October 31, 1994, land was appraised by independent appraiser and the revaluation account is shown in land revaluation surplus under shareholders' equity. Subsequently the land was re-appraised by the independent appraiser on July 31, 2000 and the decline in value of Baht 5.3 million was deducted from such revaluation surplus.

On August 9, 2005, such land was re-appraised by the independent appraiser and additional surplus in value of Baht 18.7 million was included in such revaluation surplus.

On July 21, 2010, such land was re-appraised by the independent appraiser and additional surplus in value of Baht 1.3 million was included in such revaluation surplus.

On September 25, 2013, such land was re-appraised by the independent appraiser by using replacement cost approach and additional surplus in value of Baht 2.5 million was included in such revaluation surplus.

12. Intangible Assets

Intangible assets consist of the following:

Consolidated Financial Statements					
	Balances	Addition	Disposals	Transfer in (out)	Balances
	As at				As at
Unit: Baht	November 1, 2012				October 31, 2013
Cost					
Computer software	14,243,669	1,045,705	-	2,727,500	18,016,874
Total	14,243,669	1,045,705	-	2,727,500	18,016,874
Accumulated Amortization					
Computer software	(6,256,279)	(1,663,878)	-	-	(7,920,157)
Total accumulated amortization	(6,256,279)	(1,663,878)	-	-	(7,920,157)
Intangible assets pending transfer	2,087,500	887,500	-	(2,727,500)	247,500
Intangible Assets	10,074,890				10,344,217
Amortization for the year					
2013					1,663,878
2012					1,670,081

Consolidated Financial Statements					
	Balances	Addition	Disposals	Transfer in (out)	Balances
	As at November 1, 2011				As at October 31, 2012
Unit: Baht					
Cost					
Computer software	14,077,979	165,690	-	-	14,243,669
Royalty fee	532,814	-	(532,814)	-	-
Total	14,610,793	165,690	(532,814)	-	14,243,669
Accumulated Amortization					
Computer software	(4,749,205)	(1,507,074)	-	-	(6,256,279)
Royalty fee	(305,091)	(163,007)	468,098	-	-
Total accumulated amortization	(5,054,296)	(1,670,081)	468,098	-	(6,256,279)
Intangible assets pending transfer	1,627,500	460,000	-	-	2,087,500
Intangible Assets	11,183,997				10,074,890
Amortization for the year					
2012					1,670,081
2011					1,645,183

Separate Financial Statements					
	Balances	Addition	Disposals	Transfer in (out)	Balances
	As at November 1, 2012				As at October 31, 2013
Unit: Baht					
Cost					
Computer software	12,164,730	801,920	-	-	12,966,650
Total	12,164,730	801,920	-	-	12,966,650
Accumulated Amortization					
Computer software	(5,051,431)	(1,229,274)	-	-	(6,280,705)
Total accumulated amortization	(5,051,431)	(1,229,274)	-	-	(6,280,705)
Intangible assets pending transfer	247,500				247,500
Intangible Assets	7,360,799				6,933,445
Amortization for the year					
2013					1,229,274
2012					1,371,838

		Separate Financial Statements			
	Balances	Addition	Disposals	Transfer in (out)	Balances
Unit: Baht	As at November 1, 2011				As at October 31, 2012
Cost					
Computer software	12,021,540	143,190	-	-	12,164,730
Royalty fee	532,814	-	(532,814)	-	-
Total	12,554,354	143,190	(532,814)	-	12,164,730
Accumulated Amortization					
Computer software	(3,842,600)	(1,208,831)	-	-	(5,051,431)
Royalty fee	(305,091)	(163,007)	468,098	-	-
Total accumulated amortization	(4,147,691)	(1,371,838)	468,098	-	(5,051,431)
Intangible assets pending transfer	247,500				247,500
Intangible Assets	8,654,163				7,360,799
Amortization for the year					
2012					1,371,838
2011					1,314,324

13. Bank Overdraft and Short-term Loan from Financial Institutions

Bank overdraft and short-term loan from financial institutions as at October 31, 2013 and 2012 are as follows:

		Consolidated Financial Statements		Separate Financial Statements	
Unit: Baht		2013	2012	2013	2012
Short term loan — Promissory notes		8,500,000	23,000,000	-	23,000,000
Total		8,500,000	23,000,000	-	23,000,000

The Company and subsidiaries have unused credit facilities for bank overdraft and short-term loan as at October 31, as follows:

		Consolidated Financial Statements		Separate Financial Statements	
Unit: Baht million		Credit Facilities	Unused Credit Facilities	Credit Facilities	Unused Credit Facilities
2013		300.00	291.50	272.00	272.00
2012		288.00	265.00	275.00	252.00

As at October 31, 2013 and 2012, such credit facilities have interest rates at minimum overdraft rate (MOR) plus 0.00% - less 1.50% per annum and at minimum lender rate (MLR) less 0.00% - 1.75% per annum.

As at October 31, 2013 and 2012, the Company has agreements to guarantee loans of subsidiaries under overdrafts facilities from local banks, totaling Baht 28 million and totaling Baht 13 million, respectively.

14. Trade Accounts Payable and Other Accounts Payable

Trade accounts payable and other accounts payable are as follows:

Unit: Baht	Consolidated Financial Statements		Separate Financial Statements	
	2013	2012	2013	2012
Trade Accounts Payable				
- Related parties (See Note 22)	5,594,115	8,642,139	12,021,875	28,552,040
- Others	78,225,717	128,436,351	59,949,656	115,575,700
Accrued cost				
- Related parties (See Note 22)	1,807,661	1,787,407	3,285,587	2,241,517
- Others	47,872,033	33,251,333	36,257,248	31,027,389
Total trade accounts payable	133,499,526	172,117,230	111,514,366	177,396,646
Other Accounts Payable				
- Other accounts payable related parties(Note22)	21,976,784	27,861,517	21,994,974	28,037,746
- Accrued expenses	33,346,743	41,601,105	26,040,108	34,517,814
- Deposit from customer	537,391	10,128,467	537,391	10,128,467
- The gross amount due to customers for contract work	16,656,036	12,058,482	15,145,642	9,927,833
-Deferred output vat	9,894,516	14,488,162	6,887,766	11,330,877
- Others	15,845,942	51,232,553	12,594,013	42,958,126
Total other accounts payable	98,257,412	157,370,286	83,199,894	136,900,863
Total trade accounts payable and other accounts payable	231,756,938	329,487,516	194,714,260	314,297,509

15. Obligations under Financial Lease

Details of assets leased under finance leases are as follows:

Unit: Baht	Consolidated Financial Statements		Separate Financial Statements	
	2013	2012	2013	2012
Motors vehicle	15,111,491	11,286,206	15,111,491	11,286,206
Less Accrued Depreciation	(5,346,375)	(2,986,427)	(5,346,375)	(2,986,427)
Book value	9,765,116	8,299,779	9,765,116	8,299,779
The minimum amount that must be paid for the lease				
the above are as follows:				
Within 1 year	3,001,373	2,161,523	3,001,373	2,161,523
Over 1 year within 3 years	3,812,181	3,751,853	3,812,181	3,751,853
Over 3 year within 5 years	1,695,870	1,365,672	1,695,870	1,365,672
	8,509,424	7,279,048	8,509,424	7,279,048
Less Deferred interest	(990,892)	(734,144)	(990,892)	(734,144)
Current obligations under leasing agreements	7,518,532	6,544,904	7,518,532	6,544,904
Obligations under leasing agreements excluding deferred interest				
Obligations under leasing agreements	7,518,532	6,544,904	7,518,532	6,544,904
Less Current portion of obligations under finance lease agreements	(2,597,817)	(1,846,086)	(2,597,817)	(1,846,086)
	4,920,715	4,698,818	4,920,715	4,698,818

The Company had entered into financial lease agreements with financial institutions and leasing companies for rental of motor vehicles for use in their operation, whereby they are committed to pay rental on a monthly basis. The terms of the agreements are generally between 4 to 5 years.

16. Employee Benefits Obligation

Employee benefits obligation as at October 31, 2013, which is compensations on employees' retirement, are as follows:

Consolidated Financial Statements						
	Post Employment Benefits		Other Long Term Employee Benefits		Total	
Unit: Baht	2013	2012	2013	2012	2013	2012
Balance at beginning of the period	31,389,223	27,237,362	1,113,740	911,208	32,502,963	28,148,570
Current service cost	3,340,639	3,125,961	174,708	168,761	3,515,347	3,294,722
Interest cost	1,174,550	1,025,900	38,188	33,771	1,212,738	1,059,671
Balance at end of period	35,904,412	31,389,223	1,326,636	1,113,740	37,231,048	32,502,963

Separate Financial Statements						
	Post Employment Benefits		Other Long Term Employee Benefits		Total	
Unit: Baht	2013	2012	2013	2012	2013	2012
Balance at beginning of the period	26,439,838	23,221,467	801,900	670,414	27,241,738	23,891,881
Current service cost	2,506,919	2,335,956	108,824	106,865	2,615,743	2,442,821
Interest cost	1,004,714	882,415	26,594	24,621	1,031,308	907,036
Balance at end of period	29,951,471	26,439,838	937,318	801,900	30,888,789	27,241,738

Long-term employee benefit expenses included in the comprehensive income statements for the year ended October 31, 2013 and 2012 in the consolidated financial statements totaling to Baht 4.73 million and Baht 4.35 million, respectively (Separate financial statements: Baht 3.65 million and Baht 3.35 million, respectively).

Assumptions of provision for Actuarial technique are as follows:

Discount rate	3.8%
Growth rate	8.0%
Retirement	60 years

MANAGEMENT BENEFIT EXPENSES

For the periods ended October 31, 2013 and 2012, the Company and subsidiaries have expenses for management and director benefits as follows:

	Consolidated Financial Statements		Separate Financial Statements	
Unit: Baht	2013	2012	2013	2012
Post-employment benefits	1,733,486	1,631,451	1,288,951	1,214,895
Other long-term employee benefits	14,134	16,670	3,337	5,080
Total	1,747,620	1,648,121	1,292,288	1,219,975

17. Share Capital

The Company's registered share capital comprised ordinary shares and preferred shares.

The preferred shares have the right to receive dividends equal to ordinary shares. The dividend will be calculated from profit earned after the issuance of preferred shares. However, any profit on the appraisal of land, buildings and other assets which existed before the issuance of the preferred shares, will be allocated solely to the ordinary shares.

The preferred shareholders have the right to vote in the shareholder meeting, a ten thousand preferred shares are equivalent to one voting right of an ordinary share. The preferred shares have the right to receive the proportion of their return on investments upon liquidation equal to ordinary shares.

On February 20, 2013, the Annual General Meeting of the Company's shareholders passed the following resolutions relating to the registered share capital as follows:

- Decreased the registered capital of the Company from Baht 172,499,970 to Baht 172,499,820 by cancelling the registered ordinary shares remaining after the stock dividend allocation of 150 ordinary shares with the par value of Baht 1.00
- Increased registered capital by Baht 43,124,955 from Baht 172,499,820 to Baht 215,624,775 by issuing new ordinary shares of 43,124,955 shares with a par value of Baht 1.00 each to support the payment of a share dividend

On March 15, 2013, the Company registered the increase in its registered share capital and paid-up share capital to Baht 215,624,775 and Baht 215,624,559, respectively, with the Ministry of Commerce.

On February 22, 2012, the Annual General Meeting of the Company's shareholders passed the following resolutions relating to the registered share capital as follows:

- Decreased the registered capital of the Company from Baht 115,000,000 to Baht 114,999,980 by cancelling the registered ordinary shares remaining after the stock dividend allocation of 20 ordinary shares with the par value of Baht 1 made in accordance with the resolution of the Annual General Meeting of the Company's shareholders of 2005.
- Approved a Baht 57,499,990 increase in registered capital, from Baht 114,999,980 to Baht 172,499,970, by issuing an additional 57,499,990 ordinary shares with a par value of Baht 1.00 each to support the payment of a stock dividend.

On March 9, 2012, the Company registered the increase in its registered share capital and paid-up share capital to Baht 172,499,970 and Baht 172,499,820 respectively, with the Ministry of Commerce.

18. Legal Reserve

Under the Public Companies Limited Act, the Company is required to set aside as a legal reserve at least 5% of its net income after deficit brought forward (if any) until the reserve is not less than 10% of the registered capital. Such reserve fund is not available for distribution as dividend until the company is finally wound up.

19. Capital Management

The Company's objectives in managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

20. Dividend Paid and Declared

20.1 Dividends paid by the Company

On September 6, 2013, the Company's Board of Directors' meeting resolved to pay interim dividend of Baht 0.10 per share for the total eligible shares of 215,624,559 shares, totaling Baht 21,562,456 to the shareholders whose names are listed in the shareholder's register book as at September 24, 2013. The Company paid such dividend on October 4, 2013.

On February 20, 2013, the Annual General Meeting of the Company's shareholders passed the resolution for dividend payment as follows:

Dividend payment from the operating performance for the year ended October 31, 2012 had details as follows:

- By paying stock dividend at the ratio of 4 current shares per 1 stock dividend. The stock dividend has par value of Baht 1 per share. In case that any shareholders hold the indivisible share remaining after such allocation, the cash dividend will be paid at the rate of Baht 0.25 per share, and
- Cash dividend of Baht 0.027777778 per share, totaling cash dividend Baht 0.277777778 per share. The Company paid such dividend on March 15, 2013.

On June 8, 2012, the Company's Board of Directors' meeting resolved to take action for an interim dividend payment of Baht 0.10 per share for the total eligible shares of 172,499,820 shares totaling Baht 17,249,982 to the shareholders whose names were listed in the shareholder's register book as at June 26, 2012. The Company paid such dividend on July 6, 2012.

On February 22, 2012, the Annual General Meeting of the Company's shareholders passed the resolution for dividend payment as follows:

Dividend payment from the operating performance for the year ended October 31, 2011 had details as follows:

- By paying ordinary shares at the amount of 57.50 million shares per value of 1 Baht totaling Baht 57.50 million to Company's shareholders at the ratio of 2 current shares per 1 dividend share with the par value of Baht 1 per share. In case that any shareholders hold the indivisible share remaining after such allocation, the cash dividend will be paid at the rate of Baht 0.50 per share, and
- Cash dividend of Baht 0.0555 per share, totaling Baht 0.55555555748 per share and the payment of such ordinary share dividend. The Company paid such dividend on March 9, 2012.

20.2 Dividends paid and declared by the subsidiaries

On July 25, 2013, the Board of Directors' meeting of PX System Company Limited (subsidiary) passed a resolution for an interim dividend paid of Baht 36.37 per share for 110,000 ordinary shares totaling Baht 4.00 million to the shareholders whose names were listed in the shareholder's register book as at July 31, 2013. The subsidiary paid such dividend on October 31, 2013.

On October 26, 2012, the Board of Directors' meeting of PX System Company Limited (subsidiary) passed a resolution for an interim dividend paid of Baht 51.67 per share for 110,000 ordinary shares totaling Baht 5.68 million to the shareholders whose names were listed in the shareholder's register book as at September 30, 2012. The subsidiary paid such dividend on January 10, 2013.

On October 26, 2012, the Board of Directors' meeting of TCBN Company Limited (subsidiary) passed a resolution for an interim dividend paid of Baht 45 per share for 100,000 ordinary shares totaling Baht 4.50 million to the shareholders whose names were listed in the shareholder's register book as at September 30, 2012. The subsidiary paid such dividend on January 10, 2013.

On October 26, 2012, the Board of Directors' meeting of FCG Company Limited (subsidiary) passed a resolution for an interim dividend paid of Baht 83.33 per share for 30,000 ordinary shares totaling Baht 2.50 million to the shareholders whose names were listed in the shareholder's register book as at September 30, 2011. The subsidiary paid such dividend on January 10, 2013.

21. Basic Earnings per Share

Calculation of basic earnings per share for the years ended October 31 2013 and 2012 are as follows:

Unit: Baht	Consolidated Financial Statements		Separate Financial Statements	
	2013	2012	2013	2012
Profit for the year	37,452,971	64,918,993	29,301,685	60,292,727
Less Dividends of preferred shares	(33,000)	(33,000)	(33,000)	(33,000)
Profit for the calculation purpose of basic earnings per share	37,419,971	64,885,993	29,268,684	60,259,727
Weighted average number of ordinary shares	215,294,559	215,294,559	215,294,559	215,294,559
Basic earnings per share	0.174	0.302	0.136	0.280

Basic earnings per share is calculated by dividing profit for the period attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the period. (The number of ordinary shares of the prior period used for the calculation, as presented for comparative purposes, has been adjusted in proportion to the change in the number of shares as a result of the distribution of the stock dividends of 43.12 million shares on March 15, 2013 as if the shares comprising such stock dividends had been issued at the beginning of the earliest period reported.)

22. Related Parties Transactions

The financial statements included certain transactions with related parties. These parties are related through common shareholdings and/or directorship. The financial statements reflect the effects of these transactions on the basis determined by the companies concerned.

Significant balances with the related parties are as follows:

Unit: Baht

		Consolidated Financial Statements		Separate Financial Statements	
Accounts/Companies	Relationship	2013	2012	2013	2012
Trade Accounts Receivable [See Note 6]					
Pico Art International Pte Ltd.	Major Shareholder	3,283,339	652,436	3,283,339	652,436
Pico International (HK) Ltd.	Same Ultimate Holding Company	6,172,900	5,016,283	569,967	330,481
Pico International (M) Sdn Bhd	Same Ultimate Holding Company	-	3,344,942	-	3,010,930
Pico International Ltd.	Same Ultimate Holding Company	1,522,380	129,163	1,522,380	129,163
Pico IES Group Limited	Same Ultimate Holding Company	-	1,123,500	-	1,123,500
Pico In-Creative (UK) Ltd.	Same Ultimate Holding Company	5,676,874	-	5,676,874	-
Pico TBA Consulting Group Limited	Same Ultimate Holding Company	-	59,970	-	59,970
Pico International (LA) Inc.	Same Ultimate Holding Company	971,600	256,050	971,600	256,050
Shanghai Pico Exhibition Management Co., Ltd.	Same Ultimate Holding Company	-	170,600	-	170,600
Pico North Asia Ltd.	Same Ultimate Holding Company	-	594,000	-	-
Pico International (DUBAI) Ltd.	Same Ultimate Holding Company	62,022		62,022	-
TCBN Company Limited	Subsidiary	-	-	2,969,250	-
		17,689,115	11,346,944	15,055,432	5,733,130
Assets receivable related parties [See Note 6]					
TCBN Company Limited	Subsidiary	-	-	391,619	-
Inkjet Images (Thailand) Company Limited	Associated Company	-	-	182,618	-
		-	-	574,237	-
Other receivable-related parties [See Note 6]					
Pico Art International Pte Ltd.	Major Shareholder	914,371	697,269	914,371	697,269
PX System Company Limited	Subsidiary	-	-	153,517	154,553
Multi Designs Company Limited	Subsidiary	-	-	232,257	209,297
TCBN Company Limited	Subsidiary	-	-	5,516,733	1,340,062
FCG Company Limited	Subsidiary	-	-	1,481,521	215,358
Inkjet Images (Thailand) Company Limited	Associated Company	21,302	53,364	21,302	53,364
FiftyPlus Asia Company Limited	Associated Company	1,981	-	1,981	-
		937,654	750,633	8,321,682	2,669,903
The Gross Amount due from Customers for Contract Work					
(See Note 7)					
Pico Art International Pte Ltd.	Major Shareholders	2,893,417	1,357,150	1,113,144	1,357,150
Pico International (LA) Ltd.	Same Ultimate Holding Company	12,355	-	12,355	-
Pico International Ltd.	Same Ultimate Holding Company	2,360,631	1,606	2,360,631	1,606
U-Rent Company Limited	Associated Company	337,500	225,000	-	-
Joint Venture of Group of Consultant A-Seven Pico	Joint Venture	1,939,066	1,939,066	3,231,776	3,231,776
		7,542,969	3,522,822	6,717,906	4,590,532

Unit: Baht

		Consolidated Financial Statements		Separate Financial Statements	
Accounts/Companies	Relationship	2013	2012	2013	2012
Deferred Cost of the Rendering of Services					
[See Note 8]					
Multi Designs Company Limited	Subsidiary	-	-	1,530,000	1,700,000
TCBN Company Limited	Subsidiary	-	-	1,177,757	-
Inkjet Images (Thailand) Company Limited	Associated Company	15,500	22,000	15,500	22,000
		15,500	22,000	2,723,257	1,722,000
Investments in Subsidiaries, Associated					
Companies and Joint Ventures [See Note 9]					
PX System Company Limited	Subsidiary	-	-	12,750,714	12,750,714
Nox Bangkok Company Limited	Subsidiary	-	-	10,298,600	10,298,600
Multi Designs Company Limited	Subsidiary	-	-	2,520,000	2,520,000
TCBN Company Limited	Subsidiary	-	-	9,999,700	4,999,850
FCG Company Limited	Subsidiary	-	-	2,999,700	2,999,700
Andrew Bethell Associates Limited	Subsidiary	-	-	971,000	971,000
Inkjet Images (Thailand) Company Limited	Associated Company	6,519,740	5,933,963	3,922,033	3,922,033
Ibrix Company Limited	Associated Company	5,055,536	5,579,387	1,999,800	1,999,800
U-Rent Company Limited	Associated Company	6,975,434	5,837,941	-	-
FiftyPlus Asia Company Limited	Associated Company	1,630,071	-	1,687,425	-
Joint Venture of Ekca Thai Co., Ltd.,					
Pico (Thailand) Pcl., and Bewcon Co., Ltd.	Joint Venture	-	-	160,000	160,000
Joint Venture of Group of Consultant A-Seven Pico	Joint Venture	-	-	920,000	920,000
		20,180,781	17,351,291	48,228,972	41,541,697
Trade Accounts Payable [See Note 4]					
Intertrade Service Pte Ltd.	Same Ultimate Holding Company	-	468,689	-	468,689
Pico IES Group (CHINA) Co., Ltd.	Same Ultimate Holding Company	1,718,045	-	1,718,045	-
Pico International (HK) Ltd.	Same Ultimate Holding Company	58,562	205,903	58,562	205,903
PX System Company Limited	Subsidiary	-	-	3,498,472	3,022,140
Multi Designs Company Limited	Subsidiary	-	-	2,600,100	2,156,050
TCBN Company Limited	Subsidiary	-	-	1,645,400	15,320,144
U-Rent Company Limited	Associated Company	2,083,456	2,939,656	767,244	2,351,223
Inkjet Images (Thailand) Company Limited	Associated Company	1,734,052	5,027,891	1,734,052	5,027,891
		5,594,115	8,642,139	12,021,875	28,552,040
Accrued Costs [See Note 14]					
PX System Company Limited	Subsidiary	-	-	968,000	32,000
Multi Designs Company Limited	Subsidiary	-	-	1,188,000	440,000
U-Rent Company Limited	Associated Company	877,494	776,537	199,420	758,647
Inkjet Images (Thailand) Company Limited	Associated Company	930,167	1,010,870	930,167	1,010,870
		1,807,661	1,787,407	3,285,587	2,241,517

Unit: Baht

		Consolidated Financial Statements		Separate Financial Statements	
Accounts/Companies	Relationship	2013	2012	2013	2012
Other Payable- related parties (See Note 14)					
Pico Art International Pte Ltd.	Major Shareholders	21,909,410	27,352,036	21,909,410	27,352,036
Pico Global Services Limited	Same Ultimate Holding Company	43,941	496,829	43,941	496,829
Multi Designs Company Limited	Subsidiary	-	-	16,050	-
Nox Bangkok Company Limited	Subsidiary	-	-	2,140	3,210
FCG Company Limited	Subsidiary	-	-	-	173,019
Inkjet Images (Thailand) Company Limited	Associated Company	23,433	12,652	23,433	12,652
		21,976,784	27,861,517	21,994,974	28,037,746
Accrued Expenses					
Multi Designs Company Limited	Subsidiary	-	-	120,000	-
		-	-	120,000	

Significant business transactions with related parties for the years ended October 31, 2013 and 2012 are mainly as follows:

Unit: Baht

		Consolidated Financial Statements		Separate Financial Statements	
Accounts/Companies	Relationship	2013	2012	2013	2012
Revenues from the Rendering of Services					
Pico Art International Pte Ltd.	Major Shareholders	13,155,484	2,876,034	7,491,730	2,876,034
Pico International Ltd.	Same Ultimate Holding Company	4,953,028	5,423,115	4,953,028	5,423,115
Pico International (M) Sdn Bhd	Same Ultimate Holding Company	-	5,943,208	-	2,813,953
Pico In-Creative (UK) Ltd.	Same Ultimate Holding Company	9,107,308	-	9,107,308	-
Pico International (Bahrain) S.P.C.	Same Ultimate Holding Company	-	116,822	-	116,822
Pico IES Group Limited	Same Ultimate Holding Company	2,358,028	1,605,000	1,629,000	1,605,000
Pico TBA Consulting Group Limited	Same Ultimate Holding Company	-	56,047	-	56,047
Pico Australia Pty Ltd.	Same Ultimate Holding Company	556,589	537,383	556,589	537,383
Pico International (HK) Ltd.	Same Ultimate Holding Company	6,022,577	5,118,410	786,192	327,591
Pico International (Dubai) Ltd.	Same Ultimate Holding Company	58,036	-	58,036	-
Pico Indian Exhibit Contractor Pte Ltd.	Same Ultimate Holding Company	-	134,271	-	134,271
Pico International (LA) Inc.	Same Ultimate Holding Company	928,617	445,374	928,617	445,374
Shanghai Pico Exhibition Management Co., Ltd.	Same Ultimate Holding Company	-	159,439	-	159,439
Pico North Asia Ltd.	Same Ultimate Holding Company	-	1,850,467	-	-
Nox Bangkok Company Limited	Subsidiary	-	-	-	17,650,031
PX System Company Limited	Subsidiary	-	-	-	93,100
Multi Designs Company Limited	Subsidiary	-	-	-	88,350
U-Rent Company Limited	Associated Company	-	2,368,319	-	59,560
		37,139,667	26,633,889	25,510,500	32,386,070

Unit: Baht

		Consolidated Financial Statements		Separate Financial Statements	
Accounts/Companies	Relationship	2013	2012	2013	2012
Dividend Income					
PX System Company Limited	Subsidiary	-	-	3,600,448	5,115,071
TCBN Company Limited	Subsidiary	-	-	-	4,499,865
FCG Company Limited	Subsidiary	-	-	-	2,499,750
Inkjet Images (Thailand) Company Limited	Associated Company	333,333	933,331	333,333	933,331
Ibrix Company Limited	Associated Company	732,459	587,099	732,459	587,099
		1,065,792	1,520,430	4,666,240	13,635,116
Other Income – Management Fee Income					
PX System Company Limited	Subsidiary	-	-	388,800	388,800
Multi Designs Company Limited	Subsidiary	-	-	338,400	338,400
		-	-	727,200	727,200
Other Income					
PX System Company Limited	Subsidiary	-	-	32,200	32,400
Multi Designs Company Limited	Subsidiary	-	-	627,600	627,600
TCBN Company Limited	Subsidiary	-	-	4,254,893	1,486,740
FCG Company Limited	Subsidiary	-	-	1,891,773	2,021,640
Inkjet Images (Thailand) Company Limited	Associated Company	129,400	209,400	129,400	209,400
Designlab MISC Company Limited	Associated Company	-	198,259	-	198,259
		129,400	407,659	6,935,866	4,576,039
Costs of the Rendering of Services					
Pico International (M) Sdn Bhd	Same Ultimate Holding Company	-	218,025	-	218,025
Intertrade Service Pte Ltd.	Same Ultimate Holding Company	-	470,675	-	470,675
Pico International (HK) Ltd.	Same Ultimate Holding Company	80,868	208,783	80,868	208,783
Pico IES Group Limited	Same Ultimate Holding Company	494,644	-	494,644	-
Pico International (DUBAI) Ltd.	Same Ultimate Holding Company	12,590	4,065,575	12,590	4,065,575
Pico Indian Exhibit Contractor Pte Ltd	Same Ultimate Holding Company	1,444,540	-	1,444,540	-
Pico IES Group (China) Limited	Same Ultimate Holding Company	1,723,085	-	1,723,085	-
Beijing Pico Exhibition Management Co., Ltd.	Same Ultimate Holding Company	-	470,953	-	470,953
PX System Company Limited	Subsidiary	-	-	18,003,357	12,756,250
Multi Designs Company Limited	Subsidiary	-	-	7,201,000	5,218,000
TCBN Company Limited	Subsidiary	-	-	360,000	122,987,042
U-Rent Company Limited	Associated Company	13,721,555	14,233,431	9,855,097	11,724,032
Inkjet Images (Thailand) Company Limited	Associated Company	11,276,895	13,877,452	11,276,895	13,877,452
		28,754,177	33,544,894	50,452,076	171,996,787
Costs of the Rendering of Services – Management Fee					
Pico Art International Pte Ltd.	Major Shareholders	21,132,440	26,682,072	21,132,440	26,682,072
Directors' remuneration					
	Director	6,000,000	5,000,000	6,000,000	5,000,000
Dividend Paid					
Pico Art International Pte Ltd.	Major Shareholders	27,791,726	32,455,627	27,791,726	32,455,627
Directors	Director	17,760,712	20,313,553	17,760,712	20,313,553
		45,552,438	52,769,180	45,552,438	52,769,180

Unit: Baht

		Consolidated Financial Statements		Separate Financial Statements	
Accounts/Companies	Relationship	2013	2012	2013	2012
Selling Expenses					
Multi Designs Company Limited	Subsidiary	-	-	693,000	1,500,000
Designlab MISC Company Limited	Associated Company	-	-	360,000	-
		-	-	1,053,000	1,500,000
Administrative Expenses					
Pico Art International Pte Ltd.	Major Shareholders	648,511	540,984	648,511	540,984
Pico Global Services Limited	Same Ultimate Holding Company	187,060	136,660	187,060	136,660
PX System Company Limited	Subsidiary	-	-	54,000	-
Multi Designs Company Limited	Subsidiary	-	-	127,000	84,000
FCG Company Limited	Subsidiary	-	-	-	161,700
Inkjet Images (Thailand) Company Limited	Associated Company	61,449	53,446	61,449	34,824
		897,020	731,090	1,078,020	958,168
Managements' remuneration					
Short-term benefits		36,093,344	36,630,351	22,239,498	22,063,527
Benefits after retirement		1,747,620	1,648,121	1,292,288	1,219,975
Total		37,840,964	38,278,472	23,531,786	23,283,502

- Service income and cost of the rendering of service are determined by the Company and its related companies based on the cost plus margin as the condition in the normal course of business.

- On November 1, 2009, the Company entered into the Management Consultant Agreements with two subsidiaries. The agreements shall be in effect for 3 years from the date of the agreement and the two parties can renew the agreement for a successive term of 3 years. The management fees charged to such subsidiaries are presented as follows:

Companies	Monthly Fee (Baht)
PX System Company Limited	32,400
Multi Designs Company Limited	28,200

- On July 10, 1992, the Company entered into the Off-shore Services agreement and Intellectual Property License agreement with Pico Art International Pte Ltd., a major shareholder. Subsequently, both of agreements have been amended later. The Company is committed to pay fees under such agreement at rates 2.53% of the gross revenues. Both agreements shall continue for an indefinite period until terminated by the mutual agreement of the parties.

23. Income Tax Expenses

The Company and subsidiaries recorded corporate income tax paying for each period as expenses by calculating from profit before tax after added back by expenses which shall not be allowed as expenses in tax calculation as described in the Revenue Code.

24. Share of Profits (losses) from Investments using the Equity Method

For the years ended October 31, 2013 and 2012, share of profits (losses) from investment using the equity method included in the consolidated financial statements are based on the net profit (loss) of the financial statements of associated companies for the years ended October 31, 2012 and 2011. Such share of profits (losses) can be stated as percentage of the Company's consolidated net profit as follows:

Name	% of Ownership		% of Consolidated Net Profit	
	2013	2012	2013	2012
Consolidated				
Associated Company - Direct				
Inkjet Images (Thailand) Company Limited	22.22	22.22	1.56	(2.26)
Ibrix Company Limited	40.00	40.00	(1.40)	1.83
FiftyPlus Asia Company Limited	45.00	-	(0.15)	-
Associated Company - Indirect (Equity held by PX System Co., Ltd.)				
U-Rent Company Limited	20.25	20.25	3.04	2.09

For the years ended October 31, 2013 and 2012, share of profit (loss) from investments using the equity method of associated companies were computed from the financial statements for the years ended October 31, 2013 and 2012 which had not been audited.

25. Provident Fund

For the years ended October 31, 2013 and 2012, the Company and subsidiaries' contributions included in services and administrative expenses in the consolidated and separate financial statements are as follows:

Unit: Baht	Consolidated Financial Statements	Separate Financial Statements
2013	3,952,461	2,541,788
2012	3,983,365	2,893,576

26. Disclosure of Financial Instruments

The Company and subsidiaries presents and discloses financial instruments in accordance with the Thai Accounting Standard No. 107 "Presentation and Disclosure of Financial Instruments".

26.1 Accounting Policies

Details of significant accounting policies are disclosed in Note 3.

26.2 Credit Risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in a financial loss to the Company and subsidiaries. Concentrations of credit risk with respect to trade receivable are limited because the customers of the Company and subsidiaries are diversified.

In the case of recognized financial assets in the statements of financial position, the carrying amount of the assets recorded in the statements of financial position represents the Company's maximum exposure to credit risk.

26.3 Foreign Exchange Risk

Foreign exchange risk arises from the change in foreign currency exchange rate to have an adverse effect on the Company and subsidiaries in the current reporting year and in future years. The Company and subsidiaries do not expect to incur material effects of foreign currency exchange rate on its financial position and results of the operations because the majority of business activities are denominated in Thai Baht.

26.4 Interest Rate Risk

Interest rate risk arises from the potential for a change in interest rate to have an adverse effect on the Company and subsidiaries in the current reporting period and in future years. The Company and subsidiaries do not expect to incur material incremental effect on its interest expense since the Company has no outstanding loan balance and a subsidiary has short-term loan balance in a form of bank overdraft.

26.5 Estimated Fair Value of Financial Instruments

Fair value of financial instruments

The following methods and assumptions were used by the Company and subsidiaries in estimating fair values of financial assets and financial liabilities.

- Cash and cash equivalents, Trade accounts receivable and other accounts receivables, have the carrying values approximate their fair values.
- Bank overdrafts and short-term loan from financial institutions, Trade accounts payable and other accounts payable, Short-term loan from related parties, have the carrying values approximate their fair values.
- Current portion of long-term debt and long-term liability have the carrying values approximate their fair values.

27. Business Segment Information

Business segment information for the Company and subsidiaries are presented as follows:
Consolidated Financial Statements

For the year ended October 31, 2013 being as follows:

Unit: Baht

Revenue Type	Exhibition	Event Marketing	Museum Exhibition	Knowledge Communication	Organizer	Others	Total
Revenues from the rendering of services	546,691,659	339,943,551	23,289,342	58,367,849	27,873,456	47,164,940	1,043,330,797
Other income	-	-	-	-	-	10,259,364	10,259,364
Other income — Joint venture	-	-	-	-	-	16,844	16,844
Equity attributable to investment — Equity method	-	-	-	-	-	2,657,858	2,657,858
Total revenues	546,691,659	339,943,551	23,289,342	58,367,849	27,873,456	60,099,006	1,056,264,863
Profit before income tax expenses							56,630,214
Income tax expenses							(16,837,205)
Profit for the year							39,793,009
Loss attributable to non-controlling interests of the subsidiaries							(2,340,038)
Attribute to parent company							37,452,971
Inter-segment fixed assets	48,165,087	-	-	-	-	-	48,165,087
General fixed assets							210,000,621
Total fixed assets							258,165,708
Accumulated depreciation							(138,211,108)
Fixed assets							119,954,600
General assets							610,245,068
Total Assets							730,199,668

Consolidated Financial Statements

For the year ended October 31, 2012 being as follows:

Revenue Type	Unit: Baht					
	Exhibition	Event Marketing	Museum Exhibition	Knowledge Communication	Organizer	Others
Revenues from the rendering of services	632,502,373	326,522,302	23,387,816	237,466,679	30,930,115	37,197,983
Dividend Income	-	-	-	-	-	1,520,430
Other income	-	-	-	-	-	11,992,719
Other income – Joint venture	-	-	-	-	-	1,358
Equity attributable to investment – Equity method	-	-	-	-	-	2,598,754
Total Revenues	632,502,373	326,522,302	23,387,816	237,466,679	30,930,115	53,311,244
Profit before income tax expenses						99,284,383
Income tax expenses						(33,435,216)
Profit for the year						65,849,167
Loss Equity attributable to non-controlling interests of the subsidiaries						(930,174)
Attribute to parent company						64,918,993
Inter-segment fixed assets	34,801,536	-	-	-	-	-
General fixed assets						187,103,200
Total fixed assets						221,904,736
Accumulated depreciation						(124,027,255)
Fixed assets						97,877,481
General assets						722,075,627
Total Assets						819,953,108

Separate Financial Statements

For the year ended October 31, 2013 being as follows:

Revenue Type	Unit: Baht					
	Exhibition	Event Marketing	Museum Exhibition	Knowledge Communication	Organizer	Others
Revenues from the rendering of services	436,833,497	337,609,891	23,289,342	-	27,873,456	39,274,357
Dividend income	-	-	-	-	-	4,666,240
Other income	-	-	-	-	-	14,168,390
Total revenues	436,833,497	337,609,891	23,289,342	-	27,873,456	58,108,987
Profit before income tax expenses						883,715,173
Income tax expenses						40,947,075
Profit for the year						(11,645,390)
Inter-segment fixed assets	-	-	-	-	-	-
General fixed assets						198,825,969
Total fixed assets						198,825,969
Accumulated depreciation						(97,547,455)
Fixed assets						101,278,514
General assets						526,056,104
Total Assets						627,334,618

Separate Financial Statements

For the year ended October 31, 2012 being as follows:

Revenue Type	Unit: Baht					
	Exhibition	Event Marketing	Museum Exhibition	Knowledge Communication	Organizer	Others
Revenues from the rendering of services	551,892,779	324,952,120	23,387,816	237,304,979	30,930,115	35,311,701
Dividend income	-	-	-	-	-	13,635,116
Other income	-	-	-	-	-	10,221,394
Total revenues	551,892,779	324,952,120	23,387,816	237,304,979	30,930,115	59,168,211
Profit before income tax expenses						
Income tax expenses						86,325,126
Profit for the year						(26,032,399)
Inter-segment fixed assets	-	-	-	-	-	-
General fixed assets						171,999,442
Total fixed assets						171,999,442
Accumulated depreciation						(85,366,093)
Fixed assets						86,633,349
General assets						673,216,488
Total Assets						759,849,837

28. Risk Management Policies for Assets and Liabilities in Foreign Currencies

The Company and subsidiaries do not have a policy to cover foreign exchange exposure of assets and liabilities in foreign currencies because the Company and subsidiaries do not expect to incur material effects of foreign currency exchange rate on its financial position and results of the operations because the majority of business activities are denominated in Thai Baht. All foreign currency transactions have to be approved by the Company's management.

Assets and liabilities of the Company and subsidiaries in foreign currencies are as follows:

Consolidated Financial Statements										
Assets and Liabilities	Term of Receipt/Payment [Days]	USD	GBP	SGD	HKD	AED	EUR	CNY	JPY	Total Baht
As at October 31, 2013										
Cash and cash equivalents		7,465	979	17	3,480	2,750	8,577	15,878	220,000	829,399
Trade accounts receivable	30 - 90	181,050	-	270	-	-	134,380	-	-	11,269,497
		188,515	979	287	3,480	2,750	142,957	15,878	220,000	12,098,896
Trade accounts payable	30 - 90	56,894	-	-	-	-	-	-	-	1,776,607
Other payables	30 - 90	-	-	30,665	-	-	27,000	8,491	-	1,981,134
		56,894	-	30,665	-	-	27,000	8,491	-	3,757,741
As at October 31, 2012										
Cash and cash equivalents		-	3,398	126	6,998	2,752	2,780	6,264	593,030	586,880
Trade accounts receivable	30 - 90	104,460	-	-	-	-	-	-	-	3,181,362
		104,460	3,398	126	6,998	2,752	2,780	6,264	593,030	3,768,242
Trade accounts payable	30 - 90	29,678	1,431	-	-	484,421	15,000	93,967	-	6,123,889
		29,678	1,431	-	-	484,421	15,000	93,967	-	6,123,889

Separate Financial Statement

Assets and Liabilities	Term of Receipt/Payment [Days]	Total									
		USD	GBP	SGD	HKD	AED	EUR	CNY	JPY	Baht	
As at October 31, 2013											
Cash and cash equivalents		7,465	979	17	3,480	2,750	8,577	15,878	220,000	829,399	
Trade accounts receivable	30 - 90	181,050	-	270	-	-	134,380	-	-	11,269,497	
		188,515	979	287	3,480	2,750	142,957	15,878	220,000	12,098,896	
Trade accounts payable	30 - 90	56,894	-	-	-	-	-	-	-	1,776,607	
Other payables	30 - 90	-	-	30,665	-	-	27,000	8,491	-	1,981,134	
		56,894	-	30,665	-	-	27,000	8,491	-	3,757,741	
As at October 31, 2012											
Cash and cash equivalents		-	3,398	126	6,998	2,752	2,780	6,264	593,030	586,880	
Trade accounts receivable	30 - 90	104,460	-	-	-	-	-	-	-	3,181,362	
		104,460	3,398	126	6,998	2,752	2,780	6,264	593,030	3,768,242	
Trade accounts payable	30 - 90	25,715	1,431	-	-	484,421	15,000	93,967	-	5,400,417	
		25,715	1,431	-	-	484,421	15,000	93,967	-	5,400,417	

29. Guarantees

As at October 31, 2013 and 2012, the Company and subsidiary have bank letters of guarantee as required by the contracts with customers amounting to Baht 17.79 million and Baht 28.97 million, respectively.

30. Significant Agreement

30.1 On August 25, 2004, the Company entered into a Joint Venture Agreement with Ekca Thai Co., Ltd. and Bewcon Co., Ltd. The objective of which is to construct building and design exhibition. The investment portion of Ekca Thai Co., Ltd., Pico (Thailand) Public Company Limited and Bewcon Co., Ltd. is 4 : 4 : 2. The operating income or loss from the Joint Venture will be transferred to each party at such portion.

On July 31, 2010, the Company entered into memorandum for liquidation of the Joint Venture of Ekca Thai Co., Ltd, Pico (Thailand) Pcl. and Bewcon Co., Ltd. Subsequently, on August 16, 2010, the Joint Venture has filed for liquidation with the Revenue Department and is being in the liquidation process.

30.2 On March 24, 2010, the Company entered into a Joint Venture Agreement with A-Seven Corporation Co., Ltd. The objective of which is to design for museum. The investment portion of A-Seven Corporation Co., Ltd. and Pico (Thailand) Public Company Limited is 6 : 4. The operating income or loss from the Joint Venture will be transferred to each party at such portion.

30.3 As at October 31, 2013 and 2012, the Joint Venture of group of consultant project A-Seven Pico has pledged a letter of guarantee issued by a bank of Baht 1.70 million for performance guarantee. Such bank's letter of guarantee is secured by cash at bank of the Joint Venture amounting to Baht 1.70 million.

31. Commitment and Contingent Liabilities

31.1 As at October 31, 2013, the Company has commitments to pay from purchasing assets under the contractual in amount of Baht 655,500.

31.2 The Company and subsidiaries had commitments to pay rental and service charge according as follows:

Unit: Baht	Consolidated Financial Statements		Separate Financial Statements	
	2013	2012	2013	2012
Within 1 year	6,492,087	2,612,503	2,192,879	918,115
Over 1 year within 5 years	5,701,533	117,800	2,114,637	84,000
Total	12,193,620	2,730,303	4,307,516	1,002,115

31.3 As at October 31, 2010, the Company has been a defendant in litigation in the Labor Court, however, the case had not been finalized. Therefore, the Company has not recorded a liability in the financial statements for the year ended October 31, 2010. Subsequently, on January 26, 2011, the Labor Court ruled that the Company has to pay Baht 2.62 million including 7.5% per annum of interest calculated from March 27, 2008. The Company has recorded such liability in the financial statements for the year ended October 31, 2011. However, the Company and the prosecutor have appealed against the Court. The case is being in the consideration of the Supreme Court.

32. Expenses by Nature

Expenses by nature for the years ended October 31, 2013 and 2012 have been arrived at after charging the following items:

Unit: Baht	Consolidated Financial Statements		Separate Financial Statements	
	2013	2012	2013	2012
Cost of the rendering of services	750,414,632	923,825,307	654,423,766	910,360,130
Staff expenses	140,388,820	138,385,665	98,932,104	107,563,620
Depreciation and amortization	24,653,386	22,131,698	17,349,215	16,776,084
Directors' remuneration	6,000,000	5,000,000	6,000,000	5,000,000
Other expenses	77,572,912	105,885,471	65,608,411	92,003,052

33. Management Benefit Expenses

Management benefit expenses focuses expenses relating to salaries, remunerations and other benefits to the directors and management, in accordance with the definitions of the Office of the Securities and Exchange Commission. Management under definition includes a chief executive officer, the next four executive levels immediately below that chief executive officer and all persons in positions comparable to these fourth executive levels. For the year ended October 31, 2013 and 2012 in the consolidated financial statements totaling to Baht 36.09 million and Baht 36.63 million, respectively (Separate financial statements: Baht 22.24 million and Baht 22.06 million, respectively).

34. Approval for Issuing of Financial Statements

These financial statements have been approved for issuing by the Company's Board of Directors on December 6, 2013.

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that we have passed on to many people
through our services over decades.



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