



JOY OF ENGINEERING AND ACHIEVEMENT

ANNUAL REPORT 2014



Ms. Chonticha Chantarawichai, Department Staff



Ms. Jeerawat Khunpetch, Piping Engineer

VISION

TTCL is to be “High Efficiency
International Engineering Company”

JOY OF ENGINEERING AND ACHIEVEMENT

TTCL aims to be a company where everybody
works with joy of engineering and achievement



Mr. Atiyut Singhakarn, Piping Engineer



Ms. Thannapat Khonsai, Department Staff





Mr. Pongpat Kussalerajariya,
Instrument Engineer

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Toyo-Thai Corporation Public Company Limited (TTCL), the first integrated Engineering, Procurement and Construction (Integrated EPC) company in Thailand, was incorporated on 24 April, 1985 with a startup capital of 20 Million Baht. TTCL was formed by the joint venture of 2 leading international engineering and construction companies from Japan and Thailand, Toyo Engineering Corporation (TEC) and Italian-Thai Development Public Company Limited (ITD), with the shareholder stake of 49%

The Company has observed an increasing and continual growth in demand of Integrated EPC services from both domestic and overseas customers, especially for energy, petrochemical and power industries. The Company's competitive advantage in terms of cost and specialized engineering teams for operating mega projects and complex technologies enable TTCL to expand its international businesses to overseas markets, particularly Asia Economics Community Countries (AEC), China, United



Ms. Prissana Phookongkaew, Department Staff



Ms. Chontica Chantarawichai, Department Staff



Mr. Pongpat Kussalerajariya,
Instrument Engineer

and 51% respectively. TTCL has experience and expertise in providing integrated design and engineering, procurement of machinery & equipment, and construction (Integrated EPC) of turnkey projects for industrial and process plants, mainly in energy, petrochemical, chemical and power industries.

Arab Emirates, Qatar, United States of America and Africa. To further strengthen the Company's financial strength and credibility to international investors, TTCL issued an initial public offering and became a listed Company in the Stock Exchange of Thailand in June 2009.



Mr. Kosin Leawpairote, Project Engineering Manager



Ms. Pannapa Prommajan, Piping Engineer



Mr. Suwit Ketraksa, Piping Engineer



Mr. Accapon Kumrit, Piping Engineer

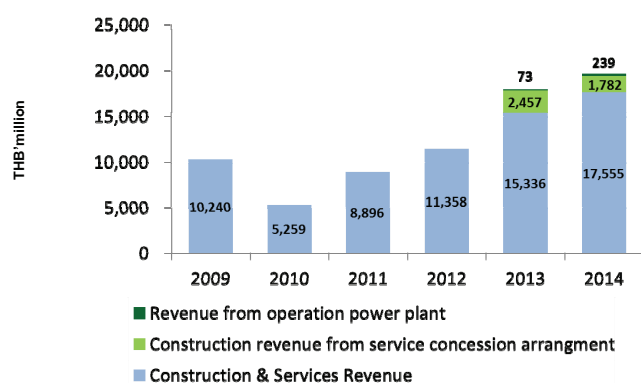
At present, as a leading provider of Integrated EPC for more than 30 years, the Company has succeeded in the design and construction of more than 200 projects, demonstrating the Company's reputation and trust among customers in terms of quality design

and construction, scheduled delivery of work, and safety in operations. Besides, the Company increased its paid-up capital to 560 Million Baht in late 2013 with the objective to support the working capital requirements and investment in power plants.

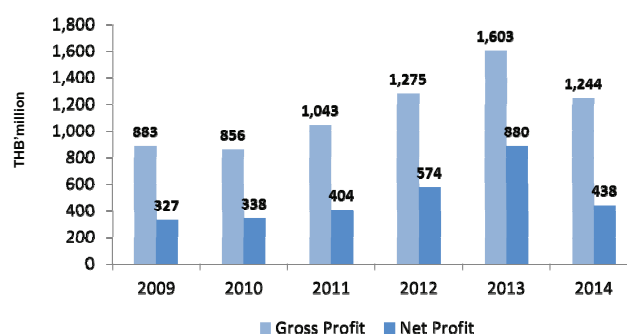
Financial Highlights

Year Ended Result	2012	2013	2014
Profit (Unit : Million Baht)			
Construction and service revenues	11,358.30	15,335.48	17,554.67
Construction revenues under concession arrangement	-	2,456.81	1,781.81
Revenues from operating the power plant	-	72.79	238.78
Total Revenues	11,520.01	17,949.55	19,794.01
Gross Profit	1,275.62	1,603.15	1,243.59
Net Profit	573.50	879.91	437.67
Financial Ratio			
Gross Profit Margin (%)	11.23	8.97	6.35
Net Profit Margin (%)	5.05	4.93	2.24
Return on Assets (%)	7.49	5.87	1.93
Return on Equity (%)	24.71	14.82	6.84
Earnings Per Share (Baht per Share)	1.19	1.63	0.82

1) Total Revenues

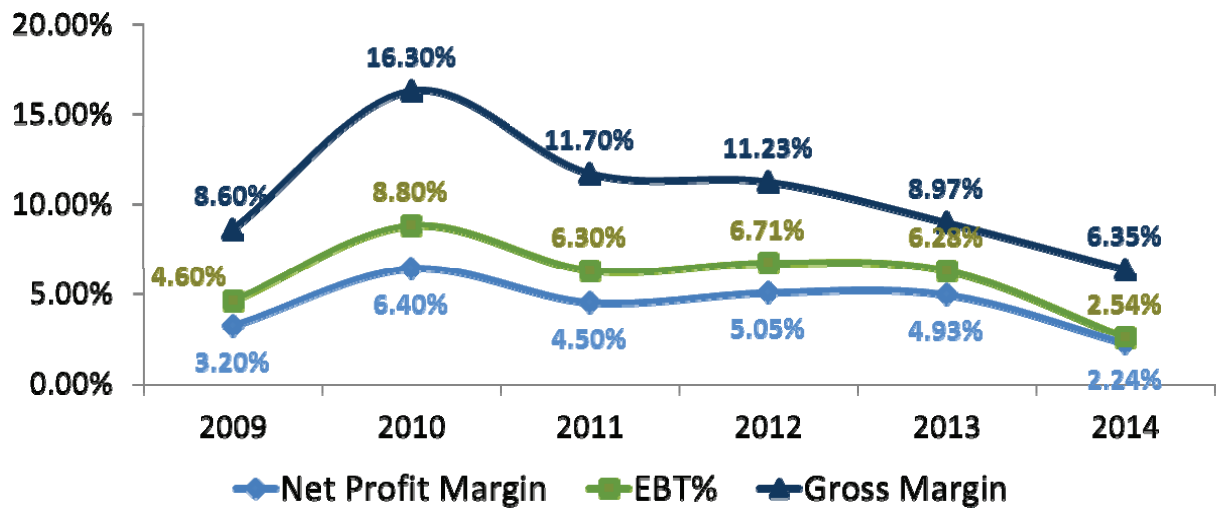


2) Gross Profit & Net Profit

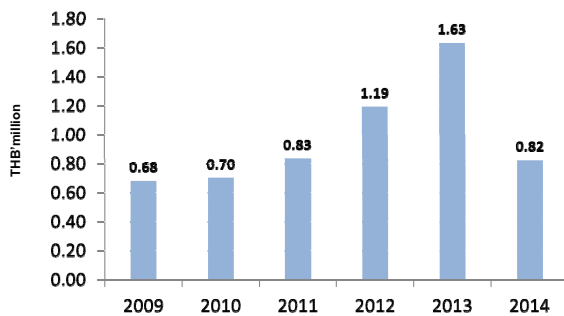




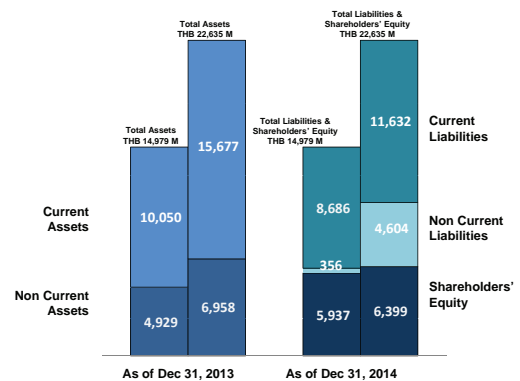
3) Profitability



4) Earning Per Share



5) Balance Sheet



Message from President & CEO





Dear TTCL's Shareholders

We started our journey 30 years ago and this April marks the celebration of TTCL's 30th anniversary. I feel fortunate to have been there at the beginning of the journey and have over these years witnessed business growth and customer base expansion, making our presence across all corners of several lucrative and emerging countries. It was truly gratifying to be surrounded by many of those who played such a significant role in the company's successes and we are honored to have such talented employees who have served the company throughout our history. Today we remain focused and committed to our vision and mission i.e. **"To be a High Efficiency International Engineering Company"** and **"Joy of Engineering and Achievement"**.

2014 Highlights

- March – First Credit Rating BBB+ (Stable Outlook) assigned by TRIS
- May - Project Finance Closing with the EXPORT-IMPORT BANK OF THAILAND for USD 100 million 10-year term loan granted for TTCL's first power plant investment in Yangon, Myanmar (the Ahlone Project) – a highest project financing amount ever made in Power sector in Myanmar.
- September – Awarded USD 460 million contract for construction of Utility for a Steam Cracker Complex in Refinery and Petrochemicals Integrated Development (RAPID) Project in Malaysia – a highest historical record of contract value ever.
- October – TTCL's environmental management system conformed to the requirement of ISO 14001:2004.

As for the result of 2014, the Directors are proposing a final dividend of THB 0.3 per share. This, when added to the interim dividend paid, THB 0.30 per share, on 12 September 2014 gives a total dividend for the year of THB 0.6 per share (2013: THB 0.70 per share). If approved by shareholders at the forthcoming Annual General Meeting, the dividend will be payable on 8 May 2015 to shareholders on the register on 24 April 2015, in which the ex-dividend date will be on 21 April 2015.

2015 Financial Year Outlook

- We expect our EPC business to continue to grow with the improvement in the bottom line, contributed by the power plant business.
- We are tendering on several large projects and the area of our business focus will be in ASEAN Economics Community (AEC) region.
- We are also pursuing our proposal with confidence for the development of 1,280 MW Ultra Supercritical Coal-Fired Power Plant in Myanmar.

In addition, we've put in place more robust risk management, project control capabilities, and will continue to develop and refine these functions in 2015. We believe that the strength of TTCL and the actions we have taken will result in a sustainable and maximum profitability in the decade ahead.

My very best wishes and a happy 30th anniversary to all of you.

(Mr. Hironobu Iriya)
President & CEO

Report of the Audit Committee



Dear Shareholders

The Audit Committee, who composed of three independent directors, was appointed by a resolution from the Extraordinary General Meeting of Shareholders. Pol. Lt. Sivaraks Phinitcharomna was appointed as the chairman. Mr. Gumthorn Utarnwuthipong and Mr. Ryuzo Nagaoka were appointed as committee members. Mr. Jittapon Sittisak, Group Account was the secretary to the Committee.

In 2014, the Audit Committee conducted 6 meetings to consider and provide opinions on the following issues:

1. Reviewed quarterly and yearly financial statements to insure conformity with generally accepted accounting principles as well as disclosure properly on related parties and connected transactions, which attended by The Company's Chairman, the management and the external auditor. Note that there was one formal meeting between Audit Committee and the auditor without an attendance of the management in 2014.

2. Reviewed internal control systems and followed up corrective actions by the internal audit department through creating a risk-based audit plan for every three years covering all risks and all activities of the Company. Note that a high-risk related activity must be scrutinized on a yearly basis while monitoring and assuring that the Company had sufficient internal control systems performing in according with a risk-based audit plan. Human resources development was upgraded with a more effective and efficient controlling method.

3. Reviewed the result of risk management to confirm that the process was sufficient and constantly improved including extending to a newly-established subsidiary, associated and related company.



4. Reviewed whether the Company had followed and complied with the best practice on corporate governance issued by the Stock Exchange of Thailand including any regulations related to The Company's business.

5. Reviewed and provided opinions on connected transactions and those that may cause the conflict of interest including the acquisition or disposal on assets. The responsible management must report with sufficient disclosure.

6. Reviewed the independence of auditor, screened, recommended and appointed including proposed audit fee and compensation.

7. Conducted a meeting with the internal audit head on a regular basis in order to seek advices including considered performance and gave credit to the internal audit head.

8. The Audit Committee had conducted self-evaluation on performance as required by Audit Committee Charter for the year 2014. They were satisfied with the result and reported it to Board of Directors.

The Audit Committee had unlimited access to the Company information. They could request advices and discuss matters with management, internal and external auditor and consultant without any restriction. The Audit Committee had received the management report including internal audit and auditor report in accordance with The Company's best practice on corporate governance policy. The Audit Committee had opinions that the financial statements for the fiscal year 2014 ended 31 December 2014 were accurate and completed per principle of materiality compliant with the generally accepted accounting principles and disclosed information adequately.

Risk management was efficiently complied with The Company's policy. The internal control systems of the Company were sufficient with no significant fault. The rules and regulations of Security Exchange Commission and Stock Exchange of Thailand were properly complied with including any regulations related to The Company's business. Connected transactions that may cause the conflict of interest were actual transactions carried out during a normal course of business. The consideration was completed according to its appropriateness and the highest utility of the Company. The Company had also engaged the financial advisor and the legal advisor in order to comment on the acquisition or disposal on assets according to materiality principle with continuously developing on the best practice on corporate governance.

In 2014, Audit Committee had satisfied with the result of independent evaluation and qualification of the auditor. However, audit committee had compared audit fee with another audit firm and realized that the current audit firm had the lowest audit fee. Therefore, the Committee recommended Board of Directors to consider Mr. Vichien Khingmontr, Certified Public Accountant No. 3977, Mr. Somchai Jinnovart, Certified Public Accountant No. 3271 or Ms. Amornrat Pearmpoonvatanasuk, Certified Public Accountant No. 4599 from PricewaterhouseCoopers ABAS Limited, to be the Company's auditor for another year. The audit fee will be increased by 10% from THB 2.5 million to THB 2.75 million. The appointment has been preceded to the general shareholders' meeting for approval.

On behalf of Audit Committee

(Pol. Lt. Sivaraks Phinitcharomna)
Chairman of Audit Committee

Report of the Nomination and Remuneration Committee

To : Shareholders

To align with corporate governance guidelines for listed companies, the President & CEO has appointed the Nomination and Remuneration Committee (NRC) and approved the NRC Charter as guidelines for their duties and responsibilities, including composition and qualifications of its members. The committee consists of at least 3 members from TTCL Board of Directors and shall have at least 2 members from TTCL Independent Director. Members of the committee must be knowledgeable, experienced, understand duties and responsibilities of the Nomination and Remuneration Committee (NRC) and should be able to devote adequate time to fulfill the committee's duties.

The present Nomination and Remuneration Committee consists of



1. Dr. Ryuzo Nagaoka	Chairman (Independent Director)
2. Mr. Gumthorn Utarnwuthipong	Committee Member (Independent Director)
3. Mr. Tiwa Jaruke	Committee Member

In 2014, the Committee held altogether four meetings, with attendance by most members. The results of the Committee's meetings are approved by President & CEO and reported regularly to the Board of Directors. A summary of these meetings are as follows:

1. Encouraged TTCL to allow shareholders to propose agenda items and to nominate candidates with qualifications required by Securities and Exchange Commission (SEC) to be elected as director at least three months ahead of the shareholders' meeting from the period of October 1, 2014 – December 31, 2014 through Company Website.

2. Nomination and re-appointment of 3 directors, Mrs. Nijaporn Charanachitta, Mr. Gumthorn Utarnwuthipong and Dr. Ryuzo Nagaoka, who retired by rotation in December 2014 to hold their directorship for another term to the Board's consideration before nominating their names to the shareholders' meeting for approval.

3. The remuneration of the Board of Directors, Audit Committee and Board of Management for the year 2014 base on criteria suitable for their responsibility and linked the remuneration to TTCL's overall performance against listed companies of the same Industry and comparable business size.

4. Nomination and appointment Corporate Governance (CG) Committee to the Board for approval.

5. Self-evaluate annually the performance of Nomination and Remuneration Committee, and report to the President & CEO for approval.

6. Setting CEO performance appraisal criteria for evaluation on an annual basis and to be reported to the Board of Directors.

7. Providing individual Director Self-Assessment for the year 2014 and to be reported to the Board of Directors in the first Board Meeting of the year 2015.

8. Reporting annual self evaluate of the Sub-Committees to the Board of Directors.

9. Nomination and re-appointment of Audit Committee who be vacated office for the second term to hold an office as the Audit Committee of the Company for the third term until December 31, 2017.

On behalf of Nomination and Remuneration Committee

A handwritten signature in blue ink, appearing to read 'R. Nagaoka'.

(Mr. Ryuzo Nagaoka)

**Chairman of the Nomination
and Remuneration Committee**

Report of Risk Management Committee

To : Shareholders

There are four meetings of the Risk Management Committee in 2014 in order to monitor and review the risk of the company. The risk management committee systematically and practically conducted through a working group of executives and managers in order to continually monitor risk factors that may occur both outside and inside factors which may impact to the company. Therefore, the Committee set up corrective and preventive measurement by assigned clearly responsible personnel to monitor and evaluate them in order to assure that risk management is accomplished efficiently and effectively in accordance with the company's policies and objectives.

The impact assessment to the company

The working group and the risk management committee considered other factors that may impact to the company by consideration to the probability of event occurrence and the level of severity that may impact to the company. The comprehensive risk assessment was done to cover significant risk factors, including the types of strategic risk, operational risk, financial risks and risks related to regulatory compliance. Including a revision of risk factors that are changing and new risks by searching for the way to reduce them to be in an acceptable level.

There are 37 topics of risk assessment that the Risk Management Committee informed to the Board of Directors for consideration:

1. Risk of revenue from the industrial cycle of petroleum and petrochemical
2. Risk from larger domestic and international projects



3. Risk from changing costs. i.e. machines, equipment and materials
4. Risk from foreign currency exchanges
5. Risk from delayed handover of the project to customer
6. Risk from brain drain of human resources
7. Risk on decision making of investor in considering to environmental and health impact
8. Risk on the impact of European crisis
9. Risk from insufficient human resources
10. Risk on the worst flooding
11. Risk on inexperienced project
12. Risk from labor shortage
13. Risk on short term project
14. Risk on joint venture income
15. Risk on political uncertainty

16. Risk on Asean Economic Community
17. Risk on Earthquakes and Tsunami
18. Risk on a contagious disease
19. Risk on increasing number of new competitors
20. Risk on supplier unable to deliver equipment as agreed by contract
21. Risk from the impact of USA crisis
22. Risk related to Corporate brand
23. Risk related to Capital Adequacy
24. Risk related to Resource allocation
25. Risk related to Subsidiaries management
26. Risk related to Accidents, Injuries, illness, mental health
27. Risk related to Environmental Impact
28. Risk related to Community complaint
29. Risk associate with Dispute over intellectual property/ information security
30. Risk related to Disclosure of corporate information
31. Risk related to Outflow or divulgence of information through IT systems
32. Risk related to Information system failure
33. Risk related to Dishonesty, Corruption, Fraud
34. Risk related to Fund Commitment
35. Risk related to Cash Flow problem
36. Risk related to Malpractices/ Misconducts
37. Risk related to Fluctuation of Project Finance Interest Rate

Risk Treatment Plan

The committee considered the following improvement of Risk Treatment Plan:-

1. Risk from larger domestic and international projects

- For the implementation of abroad projects :- The Company's policy is to reduce risks by working with the contractors in the invested country.

- These projects using foreign clearly specified period of time and the amount of foreign currency for financial management appropriately.

2. To improve risk assessment clearly and to be compliance with the internal control framework to continue improve risk management of the Company.

In 2014, In the Risk Management Committee reviewed the Charter of Risk Management Committee by considering whether the determined responsibility was proper. Besides, there was self-evaluation of risk management committee in order to meet the goals and policies of the Board of Directors as part of good corporate governance and reported to the meeting of shareholders for the year 2014

(Mr. Gumthorn Utarnwuthipong)
Chairman of Risk Management Committee

Report of the Corporate Governance Committee

To : Shareholders

To align with corporate governance guidelines for listed companies, the President & CEO through the Nomination & Remuneration Committee nominated and appointed the Corporate Governance Committee to the Board of Directors for approval at meeting no. 5/2557 held on November 14, 2014 which consists of 7 persons as follows:

1 Mr. Gumthorn Utarnwuthipong	Chairman
2 Mr. Tiwa Jaruke	Committee Member
3 Ms. Kantika Tanthuvanit	Committee Member
4 Mr. Chamnarn Atsanatam	Committee Member
5 Ms. Jaruwan Sookthauyart	Committee Member
6 Ms. Nisachol Rittayamai	Committee Member
7 Mr. Nuttapol Sinkajohn	Committee Member



CG Committee's work performance of the year 2014 are as follows;

On November 14, 2014, the Board of Directors have the resolution to join the declaration of intent in view of establishing Thailand's Private Sector Collective Action Coalition Against Corruption. Declaration to join CAC was submitted to Thai Institute of Directors (IOD) on December 22, 2014 and it was accepted by the Collective Action Council on December 26, 2014.

To initiate the Charter of Corporate Governance Committee in order to clearly specify the scope of duties, responsibilities and best practices as the standard practices for the Corporate Governance Committee which will be proposed to the first Board Meeting in the year 2015.

On behalf of Corporate Governance Committee.

(Mr. Gumthorn Utarnwuthipong)
Chairman of the Corporate Governance Committee

The Nature of Business and Services



Mr. Kosin Leawpairote, Project Engineering Manager

Services provided can be classified into 2 main areas:

1. Construction and Service business
2. Power-Generation business

Company has increased investment in power-generation business and will continue this trend in the near future, resulting in the revenue structure of the company to include both construction and service income and income from sale of electricity in power-generation business, in which the construction and service revenue accounts for 75% of total revenue and 25% of recurring revenue from sale of electricity in the long run. Revenue from sales of electricity will enhance the stability and consistency of future income.

1.1 Construction and Service business

Construction and service business can be categorized into;

1. Integrated Engineering, Procurement and Construction (Integrated EPC) and
2. Engineering, Procurement and Construction Management (EPCm) in which the nature and characteristics of works can be explained in full details as follow.

1.1.1 Integrated Engineering, Procurement and Construction (Integrated EPC)

Integrated EPC can be divided into three categories i.e. Engineering, Procurement and Construction. Works can be separately provided to client upon requirement. However, in general, clients prefer to employ for a full set of services known as “Integrated EPC”, for better quality, cost and time management in which contractor bears full responsibility to perform all these duties. The Company is the first Thai engineering contractor who is capable of providing Integrated EPC



Our Services



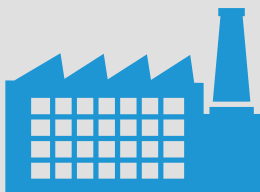
1

Construction and Service business



2

Procurement of Machinery and Equipment



3

Plant Construction

services. Mostly, the areas of expertise and experiences the company engaged in are petrochemical, petroleum-related industries and energy industries both domestic and overseas. The Company would act as the main contractor or, as the case may be, jointly co-operate with other contractors, either Thai or foreign partners, in form of joint-venture or consortium. Details of 3 main areas are described as follow:

1. Engineering Design

In providing the engineering design services, the Company's engineering team, consisting of all necessary engineering fields such as civil, mechanical, electrical and chemical, is capable of designing the whole industrial plant both in civil structures and utility systems, such as electricity, water, air conditioning, solid and wastewater treatment system, storage tanks, production processes, especially for petroleum, petrochemical and chemical plants, including measurement and control system required for the plant. The Company is equipped with eight disciplines of engineering fields that provide competitive advantage. This allows the Company to perform integrated services to the clients, costs-saving for additional design works and, yet, closely cooperate between design team and construction one. This advantage will enable the Company to control overall cost of the project for highest effectiveness.

The engineering design steps will commence with the client's objective and requirement analysis in every dimension before performing design works in full details. Key factors that need to be taken into consideration are:

- Plant's Safety both in Overall Scope and each Separate Units.
- Environmental Issues.
- Quality Output from Production Processes.
- Efficiency of production steps both in terms of Heat Balance and Material Balance.



Mr. Sarayut Wimolsong, Civil Superintendent

- Manufacturing System, Machines and Equipment.
- Cost for Maintenance or Future Renovation.
- Foreseeable Obstacles during Construction Processes and Adjustment Plan for Risk Mitigation.
- Optimal Point of Technology Applied and Project's Costs.

2. Procurement of Machinery and Equipment

In providing the procurement services, the Company sources all necessary machines and equipment for the project from both domestic and overseas vendors/manufacturers. The Company also negotiates for price, purchase and delivery conditions, inspecting quality and specification of machines and equipment to be conformed to the engineering design and project schedule as a whole.

From the Company's experiences, most clients are in the petroleum and petrochemical business which obtained promotion privileges from the Board of Investment ("BOI"). This leads the Company to be acquainted with the process of procurement and import of the equipment from overseas for clients to comply with the requirements of BOI. Moreover, the Company benefits from worldwide network extended from its major shareholders like Toyo Engineering Corporation and Chiyoda Corporation. This advantage additionally equips the Company with the flexibility in procurement, inspection and expedition from overseas vendors.

3. Plant Construction

In providing the construction services, the Company will assign an appropriate engineering team that best-fit with each project for an operation. Each project team will consist of a project manager, project engineers and lead engineers from various fields. All engineers in project team will work together and be jointly responsible in executing the project since the beginning of planning, performing and coordinating with client or client's representative, subcontractors, manufacturers and vendors of equipment and materials along with the design engineers. Project team will control and inspect the construction work, assuring that quality and timeline are met with the project schedule including budgetary and safety control.

Throughout the process of engineering design, procurement and construction execution, the Company has set up Quality Control Department in its organization consisting of expert in specific fields to inspect and follow up quality of work in every stage to ensure that the work in each detail has been completed and aligned with the required quality. For this stage, the Company will coordinate with client's representative to conduct the inspection together.

1.1.2 Engineering, Procurement and Construction Management (EPCm)

In providing engineering, procurement, construction project management (EPCm), the Company will act as the project manager assigned to the client. The Company is responsible for managing the



appropriate budget of the project and ensuring the project is on schedule. The Company aids customers to select contractors and oversees the work of contractors, advises on the selection of the production and delivery of equipment and materials, and controls the delivery coordination of machinery and equipment according to schedule. In addition, the engineering, procurement and construction project management services may include feasibility studies for basic engineering as well. In providing services as per contract signed the Company will assign a project manager and support team for each project. The support team will be selected from appropriate levels of personnel, type of project and work under the supervision of the project manager to ensure that the project is on schedule and according to budget provided. Project managers and support teams comply with the most important principle of project management i.e. to maintain the safety and quality of work.

1.2 Power-Generation Business

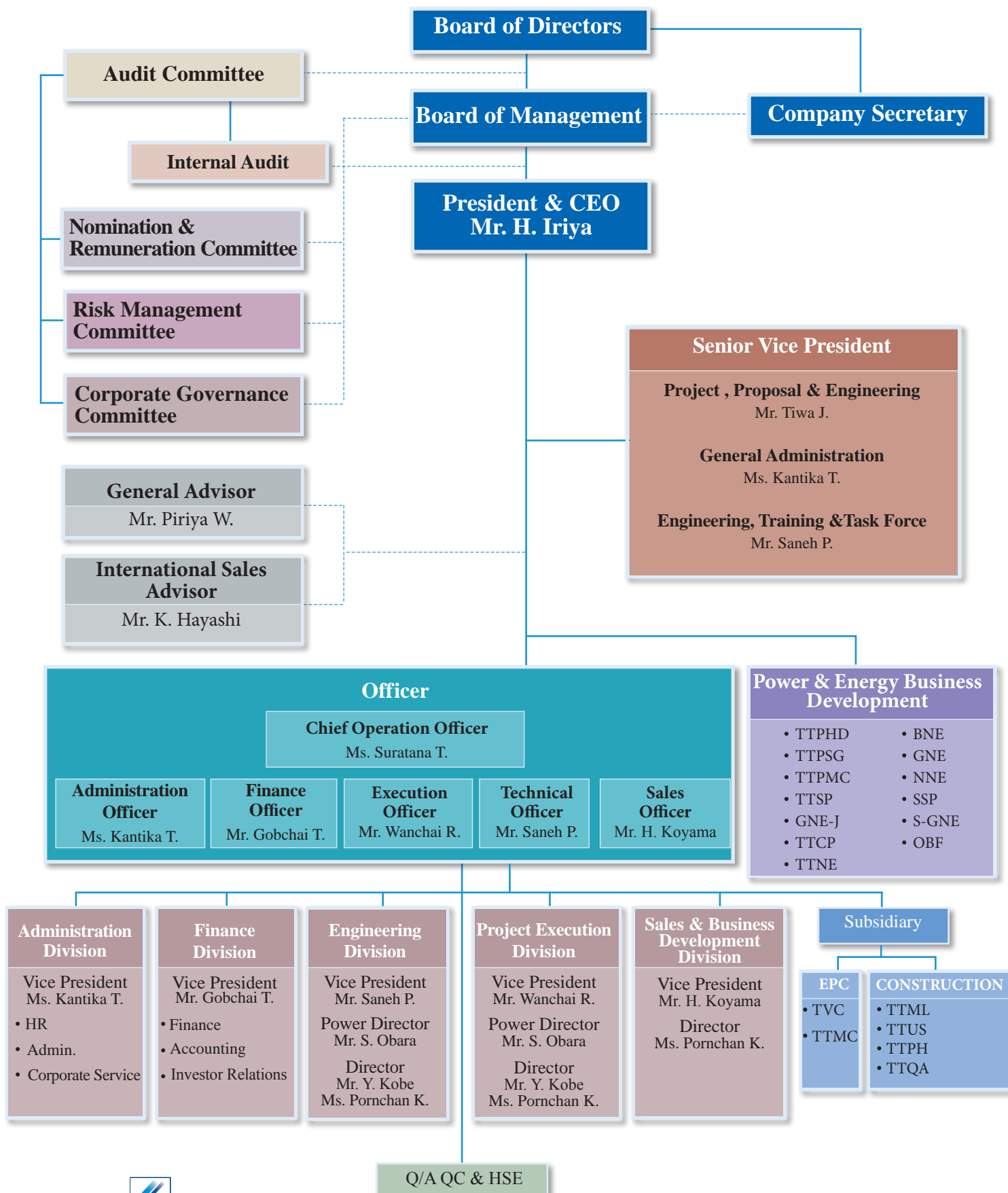
The Company engages in Power-Generation Business by investing in power-generation projects, including the Biogas Power Plants, Gas-Fired Power Plants and Solar Power Plants, in which the Company is both a shareholder and serves Integrated EPC projects. At present projects relating to power generations are;

- 1.2MW Biogas Power Plant, operated by Bio Natural Energy Co., Ltd. ("BNE").
- 110 MW Gas-fired power plant, operated by Navanakorn Electric Co., Ltd. ("NNE").
- 8MW Solar power plant operated by Siam Solar Power Co., Ltd. ("SSP").
- 120MW Gas-Fired power plant, operated by Toyo Thai Power Myanmar Co., Ltd. ("TTPMC").

Mr. Sorrorwoot Chaiyawong, Civil Engineer



Organization



Subsidiary Companies and Affiliates



As of 31st December 2014,

TTCL's investment in subsidiaries, at least 10% of paid-up capital in each company as follows:-

Company Name	Type of Business	Head Office	Tel.	Fax.	Type of Shares	Paid-Up Capital		% of Holding (Direct+ Indirect)
						Amount	%	
1. Toyo-Vietnam Corporation Limited	Constructions and Engineering Services	Vietnam	+84839977118	+84839977086	Ordinary Shares	USD 1,500,000	100.00	93.34
2. Bio Natural Energy Co., Ltd.	Renewable Energy Development	Thailand	+6622608505	+6622608525	Ordinary Shares	Baht 5,000,000	100.00	70.00
3. Toyo Thai Malaysia Sdn. Bhd.	Constructions and Engineering Services	Malaysia	+60321633142	+60321623611	Ordinary Shares	RM 750,000	75.00	100.00
4. ToyoThai – Myanmar Corporation Co., Ltd.	Constructions and Engineering Services	Myanmar	+951218405	+951218406	Ordinary Shares	USD 300,000	100.00	90.00
5. ToyoThai-USA Corporation	Constructions and Engineering Services	USA	+13033620624	+13039842699	Ordinary Shares	USD 50,000	100.00	80.00
6. Toyo Thai Power Corporation Pte. Ltd.	Investment in Energy Business	Singapore	+6564380765	+6564380769	Ordinary Shares	USD49,500,000	100.00	57.55
7. ToyoThai Power Holdings Pte. Ltd.	Holding Company	Singapore	+6564380765	+6564380769	Ordinary Shares	USD69,500,000	100.00	57.55
8. Toyo Thai Power Myanmar Co.,Ltd.	Generating Electrical Power	Myanmar	+951218405	+951218406	Ordinary Shares	USD51,587,300	100.00	59.67
9. Toyo Thai Solar Power Pte. Ltd.	Investment in Energy Business	Singapore	+6564380765	+6564380769	Ordinary Shares	USD3,000,000	100.00	57.55
10. Toyo Thai New Energy Pte. Ltd.	Investment in Renewable Energy Business	Singapore	+6564380765	+6564380769	Ordinary Shares	USD1,100,000	100.00	57.55
11. Toyo Thai Coal Power Pte. Ltd.	Investment in Energy Business	Singapore	+6564380765	+6564380769	Ordinary Shares	USD5,000,000	100.00	57.55

TTCL's investment in other companies, at least 10% of paid-up capital in each company as follows:-

Company Name	Type of Business	Head Office	Tel.	Fax.	Type of Shares	Paid-Up Capital		% of Holding (Direct+ Indirect)
						Amount	%	
1. Global New Energy Co., Ltd.	Renewable Energy	Thailand	+6622608505	+6622608525	Ordinary Shares	Baht 60,000,000	100.00	40.00
2. Navanakorn Electric Company Limited	Generating Electrical Power	Thailand	+6629092223	+6629097160	Preferred Shares	Baht 1,532,000,000	100.00	41.95
3. Siam Solar Power Co., Ltd.	Generating Electrical Power	Thailand	+6622469988	+6622479944	Ordinary Shares	Baht 250,000,000	100.00	27.88
4. Siam GNE Solar Energy Co., Ltd.	Generating Electrical Power	Thailand	-	-	Ordinary Shares	Baht 16,000,000	100.00	20.00
5. Global New Energy Japan Co., Ltd.	Generating Electrical Power	Japan	-	-	Ordinary Shares	Yen 200,500,000	100.00	57.55

Board of Directors



1. Mr. Hironobu Iriya

Chairman of the Board of Directors

2. Mr. Piriya Wongphayabal

Vice Chairman of the Board of Directors

3. Mr. Makoto Fusayama

Director

4. Mrs. Nijaporn Charanachitta

Director



5. Mr. Tiwa Jaruke

Director

6. Mr. Norimasa Matsuoka

Director

7. Mr. Sivaraks Pinicharomna

Independent Director

8. Mr. Gumthorn Utarnwuthipong

Independent Director

9. Mr. Ryuzo Nagaoka

Independent Director

Board of Management



1. Mr. Hironobu Iriya

President & CEO

2. Mr. Tiwa Jaruke

Senior Vice President
Project, Proposal and Engineering

3. Ms. Kantika Tanthuvanit

Senior Vice President
General Administration
Company Secretary

4. Mr. Saneh Poorisat

Senior Vice President
Engineering, Training and Task Force

5. Mrs. Suratana Trinratana

Chief Operation Officer (COO)
Vice President



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6. Mr. Wanchai Ratinthorn

Vice President

Project Execution Division

9. Mr. Yukio Kobe

Director

Engineering and Project Execution Division

7. Mr. Hideto Koyama

Vice President

Sales & Business Development Division

10. Ms. Pornchan Katejulasriroj

Director

Engineering, Project Execution and Sales &
Business Development Division

8. Mr. Gobchai Tanasugarn

Vice President

Finance & Accounting Division

Investor Relation

Audit Committee Nomination and Remuneration Committee

Audit Committee

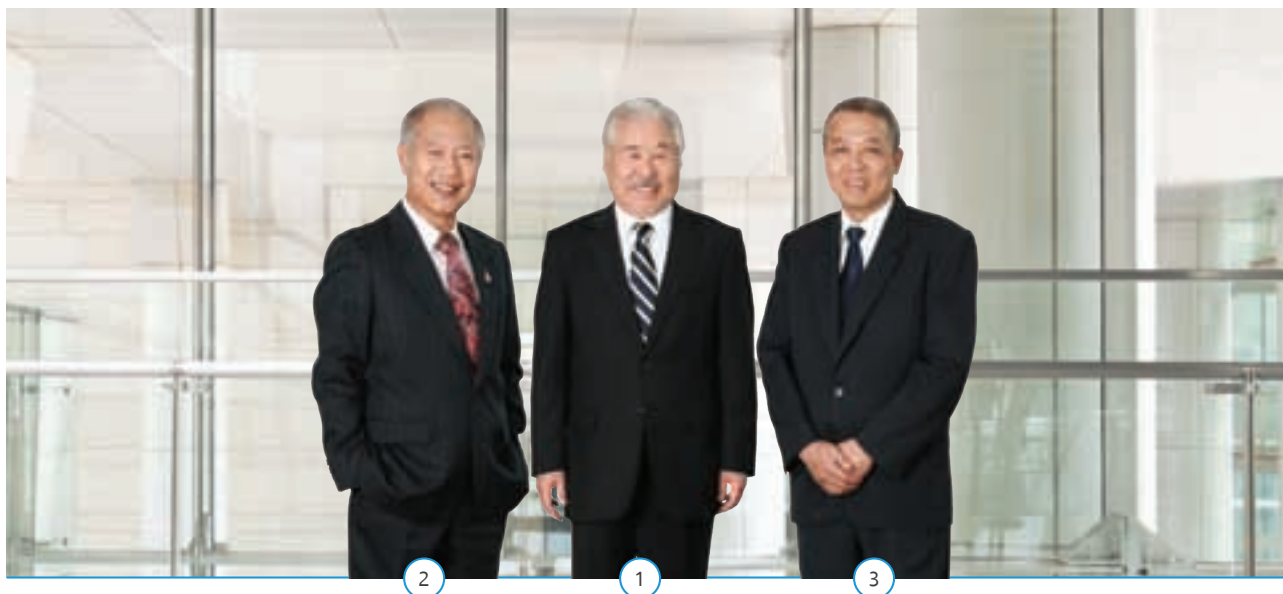


1. Mr. Sivaraks Pinicharomna
Chairman

2. Mr. Gumthorn Utarnwuthipong
Committee Member

3. Mr. Ryuzo Nagaoka
Committee Member

Nomination and Remuneration Committee



1. Mr. Ryuzo Nagaoka
Chairman

2. Mr. Gumthorn Utarnwuthipong
Committee Member

3. Mr. Tiwa Jaruke
Committee Member

Risk Management Committee

Corporate Governance Committee

Risk Management Committee



- | | | | | |
|--|--|---|--|---|
| 5 | 2 | 1 | 3 | 4 |
| 1. Mr. Gumthorn Utarnwuthipong
Chairman | 2. Mr. Saneh Poorisat
Committee Member | | 3. Mrs. Suratana Trinratana
Committee Member | |
| 4. Mr. Wanchai Ratinthorn
Committee Member | 5. Mr. Gobchai Tanasugarn
Committee Member | | | |

Corporate Governance Committee



- | | | | | | | |
|--|--|---|---|---|---|---|
| 4 | 7 | 2 | 1 | 3 | 5 | 6 |
| 1. Mr. Gumthorn Utarnwuthipong
Chairman | 2. Mr. Tiwa Jaruke
Committee Member | 3. Ms. Kantika Tanthuvanit
Committee Member | | | | |
| 4. Mr. Chamnarn Atsanatam
Committee Member | 5. Ms. Jaruwan Sookthauyart
Committee Member | 6. Ms. Nisachol Rittayamai
Committee Member | | | | |
| 7. Mr. Nuttapol Sinkajohn
Committee Member | | | | | | |

Board of Directors & Board of Management

As at 31st December 2014



Mr. Hironobu Iriya

Chairman of Board of Directors
President & CEO

Name – Surname	: Mr. Hironobu Iriya
Type of Nominated Position	: Chairman of Board of Directors President & CEO
Current Position	: Chairman of Board of Directors President & CEO (Authorized to Bind the Company)
Years of Age	: 60 years
Nationality	: Japanese
Education	: Bachelor's Degree Faculty of Engineering (Civil Engineering) Waseda University, Japan
Director Training	: 20 August 2008 Director Accreditation Program (DAP) Thai Institute of Directors Association (IOD)
Years of being Board of Directors	: 7 years (2008 - Present)
Working Experience	: Present Chairman of Board of Directors Toyo Thai New Energy Pte. Ltd. 2013 - Present Chairman of Board of Directors Toyo Thai Solar Power Pte. Ltd. Chairman of Board of Directors Toyo Thai Coal Power Pte. Ltd. 2012 - Present Chairman of Board of Directors Toyo Thai Power Myanmar Co., Ltd. Chairman of Board of Directors Toyo Thai Power Corporation Pte. Ltd. Chairman of Board of Directors Toyo Thai Power Holdings Pte. Ltd. Chairman of Board of Directors Toyo Thai-Myanmar Corporation Co., Ltd. 2011 - Present Chairman of Board of Directors Toyo Thai-USA Corporation Chairman of Board of Directors & Managing Director Toyo Thai Malaysia Sdn. Bhd. 2009 - Present Chairman of Board of Directors & President Global New Energy Co., Ltd. 2007 - Present Chairman of Board of Directors & Managing Director Global Business Management Company Limited 2006 - Present Chairman of Board of Directors Toyo-Vietnam Corporation Limited 2005 - Present Chairman of Board of Directors Bio Natural Energy Company Limited Chairman of Board of Directors President & CEO Toyo-Thai Corporation Public Company Limited
Positions in other listed companies	: None
Positions in non-listed companies	: 13
Position in competing /Involving Business Person	: None
No. of Shareholding in TTCL	: 15,761,134 shares equivalent to 2.81% of total shares

Legal dispute in criminal cases : None

(other than criminal cases with petty offences)

Restrict Qualification by the Public Act. B.E. 2535 : None

Meeting Attendance in 2014

The Board of Directors' Meeting : 6 meeting from total of 6 meeting (100%)

The Audit Committee Meeting : None

The Nomination & Remuneration

Committee Meeting : None

The Risk Management Committee Meeting : None

The Annual General Shareholders' Meeting : 1 meeting from total of 1 meeting (100%)

Criteria and Recruitment

The Company considered based on the recommendation of the Nomination and Remuneration Committee that Mr. Hironobu Iriya has qualifications in compliance with the Article of Association, the Securities and Exchange Act B.E. 2535, and the Public Act B.E. 2535. His knowledge, skills, experience, and capability will be beneficial to the Company's business and has appropriate for Chairman of Board of Directors & President & CEO.

Board of Directors

As at 31st December 2014



Mr. Piriya Wongphayabal

Vice Chairman of Board of Directors & General Advisor

Name – Surname	: Mr. Piriya Wongphayabal
Type of Nominated Position	: Vice Chairman of Board of Directors & General Advisor
Current Position	: Vice Chairman of Board of Directors & General Advisor (Authorized to Bind the Company)
Years of Age	: 64 years
Nationality	: Thai
Education	: Master's Degree Master of Business Administration Sasin Graduate Institute of Business Administration Chulalongkorn University Bachelor's Degree Faculty of Engineering (Industrial Engineering) Chulalongkorn University
Director Training	: 25 July 2008 Director Accreditation Program (DAP) Thai Institute of Directors Association (IOD)
Years of being Board of Directors	: 7 years (2008 - Present)
Working Experience	: 2011 - Present General Advisor Toyo-Thai Corporation Public Company Limited 2009 - Present Director Toyo-Vietnam Corporation Ltd. 2005 - Present Vice Chairman of Board of Directors Toyo-Thai Corporation Public Company Limited
Positions in other listed companies	: None
Positions in non-listed companies	: 1
Position in competing /Involving Business Person	: None
No. of Shareholding in TTCL	: 5,194,000 shares equivalent to 0.93% of total shares
Legal dispute in criminal cases (other than criminal cases with petty offences)	: None
Restrict Qualification by the Public Act. B.E. 2535	: None
Meeting Attendance in 2014	
The Board of Directors' Meeting	: 6 meeting from total of 6 meeting (100%)
The Audit Committee Meeting	: None
The Nomination & Remuneration Committee Meeting	: None
The Risk Management Committee Meeting	: None
The Annual General Shareholders' Meeting	: 1 meeting from total of 1 meeting (100%)

Criteria and Recruitment

The Company considered based on the recommendation of the Nomination and Remuneration Committee that Mr. Piriya Wongphayabal has qualifications in compliance with the Article of Association, the Securities and Exchange Act B.E. 2535, and the Public Act B.E. 2535. His knowledge, skills, experience, and capability will be beneficial to the Company's business and has appropriate for Vice Chairman of Board of Directors & General Advisor.

Board of Directors

As at 31st December 2014



Mr. Makoto Fusayama

Director

Name – Surname	: Mr. Makoto Fusayama
Type of Nominated Position	: Director
Current Position	: Director (Authorized to Bind the Company)
Years of Age	: 65 years
Nationality	: Japanese
Education	: Bachelor's Degree Faculty of Law Hitosubashi University, Japan
Director Training	: 20 August 2008 Director Accreditation Program (DAP) Thai Institute of Directors Association (IOD)
Years of being Board of Directors	: 7 years (2008 - Present)
Working Experience	: Present Chairman Toyo Engineering Corporation 2008 - Present Director Toyo-Thai Corporation Public Company Limited 2013 Executive Vice President, Division Director, Corporate Planning Unit, Legal Unit, General Affairs and Human Capital Development Unit Finance and Accounting Unit Toyo Engineering Corporation 2004 - 2013 Chief Executive Officer Management and Planning Division Toyo Engineering Corporation
Positions in other listed companies	: None
Positions in non-listed companies	: 1
Position in competing /Involving Business Person	: 1
No. of Shareholding in TTCL	: None
Legal dispute in criminal cases (other than criminal cases with petty offences)	: None
Restrict Qualification by the Public Act. B.E. 2535	: None
Meeting Attendance in 2014	
The Board of Directors' Meeting	: 5 meeting from total of 6 meeting (83%)
The Audit Committee Meeting	: None
The Nomination & Remuneration Committee Meeting	: None
The Risk Management Committee Meeting	: None
The Annual General Shareholders' Meeting	: 1 meeting from total of 1 meeting (100%)

Criteria and Recruitment

The Company considered based on the recommendation of the Nomination and Remuneration Committee that Mr. Makoto Fusayama has qualifications in compliance with the Article of Association, the Securities and Exchange Act B.E. 2535, and the Public Act B.E. 2535. His knowledge, skills, experience, and capability will be beneficial to the Company's business and has appropriate for Director.

Board of Directors

As at 31st December 2014



Mrs. Nijaporn Charanachitta

Director

Name – Surname	: Mrs. Nijaporn Charanachitta
Type of Nominated Position	: Director
Current Position	: Director (Authorized to Bind the Company)
Years of Age	: 64 years
Nationality	: Thai
Education	: Master's Degree Faculty of Business Administration (Finance) University of Wisconsin, U.S.A. Bachelor's Degree Faculty of Arts Chulalongkorn University
Director Training	: 2-22 March 2005 Director Certification Program (DCP) Thai Institute of Directors Association (IOD)
Years of being Board of Directors	: 7 years (2008 - Present)
Working Experience	: 2007 - Present Director Toyo-Thai Corporation Public Company Limited Chairman of Board of Directors OHTL Public Company Limited Chairman of Board of Directors Amari Public Company Limited Chairman of Board of Directors Amari Hotel and Resort Co., Ltd. Director Nomination & Remuneration Committee Charoong Thai Wire & Cable Public Company Limited 1994 - Present Director and Senior Executive Vice President Italian-Thai Development Public Company Limited 1983 - 1994 Vice President Italian-Thai Development Public Company Limited 1979 - 1983 Manager of Finance Italian-Thai Development Public Company Limited
Positions in other listed companies	: 4
Positions in non-listed companies	: 1
Position in competing /Involving Business Person	: 1
No. of Shareholding in TTCL	: 4,892,207 shares equivalent to 0.87% of total shares
Legal dispute in criminal cases (other than criminal cases with petty offences)	: None
Restrict Qualification by the Public Act. B.E. 2535	: None
Meeting Attendance in 2014	
The Board of Directors' Meeting	: 6 meeting from total of 6 meeting (100%)
The Audit Committee Meeting	: None

The Nomination & Remuneration
Committee Meeting : None
The Risk Management Committee Meeting : None
The Annual General Shareholders' Meeting : 1 meeting from total of 1 meeting (100%)

Criteria and Recruitment

The Company considered based on the recommendation of the Nomination and Remuneration Committee that Mrs.Nijaporn Charanachitta has qualifications in compliance with the Article of Association, the Securities and Exchange Act B.E. 2535, and the Public Act B.E. 2535. Her knowledge, skills, experience, and capability will be beneficial to the Company's business and has appropriate for Director.

Board of Directors & Board of Management

As at 31st December 2014



Mr. Tiwa Jaruke

Director
Senior Vice President
Nomination & Remuneration Committee
Corporate Governance Committee

Name – Surname	: Mr. Tiwa Jaruke
Type of Nominated Position	: Senior Vice President Project, Proposal and Engineering Nomination & Remuneration Committee Corporate Governance Committee
Current Position	: Senior Vice President Project, Proposal and Engineering Nomination & Remuneration Committee Corporate Governance Committee (Authorized to Bind the Company)
Years of Age	: 61 years
Nationality	: Thai
Education	: Bachelor's Degree Faculty of Engineering (Civil Engineering) Chiang Mai University
Director Training	: 13 December 2012 Compensation Survey Seminar 1 February 2011 Compensation Survey Seminar 22 February 2008 Director Accreditation Program (DAP) 24 July 2007 Finance for Non-Finance Director (FND) 10 July 2007 Understanding the Fundamental of Financial Statements (UFS) Thai Institute of Directors Association (IOD)
Years of being Board of Directors	: 7 years (2008 - Present)
Working Experience	: Present Director and Senior Vice President Project, Proposal & Engineering Corporate Governance Committee Toyo-Thai Corporation Public Company Limited 2013 - Present Director Toyo Thai Power Holdings Pte. Ltd. 2013 Director and Senior Vice President Project & Proposal, Petrochemical & Refinery Unit and Task Force Toyo-Thai Corporation Public Company Limited 2011 – Present Director and Deputy Managing Director Toyo Thai Malaysia Sdn. Bhd. 2011 - 2012 Director and Senior Vice President Project, Proposal & Engineering Division Toyo-Thai Corporation Public Company Limited 2010 - Present Nomination & Remuneration Committee Toyo-Thai Corporation Public Company Limited 2009 - Present Director Global New Energy Co., Ltd. 2008 – Present Director Toyo-Vietnam Corporation Ltd.

Positions in other listed companies	: None
Positions in non-listed companies	: 4
Position in competing /Involving Business Person	: None
No. of Shareholding in TTCL	: 6,624,300 shares equivalent to 1.18% of total shares
Legal dispute in criminal cases (other than criminal cases with petty offences)	: None
Restrict Qualification by the Public Act. B.E. 2535	: None
Meeting Attendance in 2014	
The Board of Directors' Meeting	: 5 meeting from total of 6 meeting (83%)
The Audit Committee Meeting	: None
The Nomination & Remuneration Committee Meeting	: 3 meeting from total of 4 meeting (75%)
The Risk Management Committee Meeting	: None
The Annual General Shareholders' Meeting	: 1 meeting from total of 1 meeting (100%)

Criteria and Recruitment

The Company considered based on the recommendation of the Nomination and Remuneration Committee that Mr. Tiwa Jaruke has qualifications in compliance with the Article of Association, the Securities and Exchange Act B.E. 2535, and the Public Act B.E. 2535. His knowledge, skills, experience, and capability will be beneficial to the Company's business and has appropriate for Director, Senior Vice President, Project, Proposal & Engineering, Nomination & Remuneration Committee and Corporate Governance Committee.

Board of Directors

As at 31st December 2014



Mr. Norimasa Matsuoka

Director

Name – Surname	: Mr. Norimasa Matsuoka
Current Position	: Director
Years of Age	: 54 years
Nationality	: Japanese
Education	: Bachelor's Degree Faculty of Law (Political Science) Keio University, Japan
Director Training	: 7 March 2014 Director Accreditation Program (DAP) Thai Institute of Directors Association (IOD)
Years of being Board of Directors	: 1 year 4 months 17 days (14 August 2013 - Present)
Working Experience	: 2014 - Present Director Toyo-Thai Corporation Public Company Limited Deputy Head of Business Development Division Chiyoda Corporation 2012 - 2013 General Manager Business Development Division 1 Chiyoda Corporation 2010 - 2011 Deputy General Manager Business Development Division 2 (Overseas) General Manager Business Development Department for Asia Market Chiyoda Corporation 2002 - 2009 General Manager Petroleum and Petrochemicals Business Development Division Chiyoda Corporation 2000 - 2001 Group Manager Petroleum and Petrochemicals Group Chiyoda Corporation
Positions in other listed companies	: None
Positions in non-listed companies	: 1
Position in competing /Involving Business Person	: None
No. of Shareholding in TTCL	: None
Legal dispute in criminal cases (other than criminal cases with petty offences)	: None
Restrict Qualification by the Public Act. B.E. 2535	: None
Meeting Attendance in 2014	
The Board of Directors' Meeting	: 5 meeting from total of 6 meeting (83%)
The Audit Committee Meeting	: None
The Nomination & Remuneration Committee Meeting	: None
The Risk Management Committee Meeting	: None
The Annual General Shareholders' Meeting	: 1 meeting from total of 1 meeting (100%)

Criteria and Recruitment

The Company considered based on the recommendation of the Nomination and Remuneration Committee that Mr. Norimasa Matsuoka has qualifications in compliance with the Article of Association, the Securities and Exchange Act B.E. 2535, and the Public Act B.E. 2535. His knowledge, skills, experience, and capability will be beneficial to the Company's business and has appropriate for Director.

Board of Directors

As at 31st December 2014



Mr. Sivaraks Pinicharomna

Independent Director & Chairman of Audit Committee

Name – Surname	: Mr. Sivaraks Pinicharomna
Type of Nominated Position	: Independent Director & Chairman of Audit Committee
Current Position	: Independent Director & Chairman of Audit Committee
Years of Age	: 64 years
Nationality	: Thai
Education	: Master's Degree Faculty of Public Administration Minnesota State University, U.S.A. Bachelor's Degree Faculty of Political Science Chiang Mai University Certified Professional California Certified Public Accountant Certified Professional Internal Revenue Service Enrolled Agent Certified Professional Certified Internal Auditor Certified Professional Certified Fraud Examiner Diploma of Accountancy University of California, Los Angeles, U.S.A. Master of QTRP H&R Block Tax Training School, California, U.S.A.
Director Training	: 28 November 2014 IOD Luncheon Briefing 3/2014 – Legal Risks for Directors Arising from Foreign Operations 29 October 2014 Audit Committee Forum (R-ACF) 16 October 2014 Collective Action Against Corruption Conference 25 August 2014 DCP Reunion 24 June 2014 National Director Conference (NDC) 4 June 2014 Corporate Governance in the Perspective of Investors (CG Forum) 24-25 April 2014 How to Measure the Success of Corporate Strategy (HMS) 1 April 2014 Director Luncheon Briefing 3-4 March 2014 Successful Formulation and Execution of Strategy (SFE) 21 October 2013 Thai Institute of Directors Association (IOD) Conflict of Interest : Fighting Abusive (RPT) Seminar 8 October 2013 The Securities and Exchange Commission (SEC) Collective Action Against Corruption Conference 14-15 October 2009 Role of the Chairman Program (RCP) 14-15 February 2007 Audit Committee Program (ACP) 21 May-18 June 2004 Director Certification Program (DCP) 17 May 2004 Directors Accreditation Program (DAP) Thai Institute of Directors Association (IOD)
Years of being Board of Directors	: 7 years (2008 - Present)
Working Experience	: Present Vice President – Internal Audit Thaicom Public Company Limited 2013 - Present Independent Director & Chairman of Audit Committee APlus Entertainment Public Company Limited 2010 - Present Independent Director & Audit Committee Ini3 Digital Public Company Limited

	2009 - Present	Independent Director & Chairman of Audit Committee UA Withya Public Company Limited
	2008 - Present	Independent Director & Chairman of Audit Committee Toyo-Thai Corporation Public Company Limited
Positions in other listed companies	: 4	
Positions in non-listed companies	: None	
Position in competing /Involving Business Person	: None	
No. of Shareholding in TTCL	: 104,670 shares equivalent to 0.02% of total shares	
Legal dispute in criminal cases (other than criminal cases with petty offences)	: None	
Restrict Qualification by the Public Act. B.E. 2535	: None	
Meeting Attendance in 2014		
The Board of Directors' Meeting	: 5 meeting from total of 6 meeting (83%)	
The Audit Committee Meeting	: 6 meeting from total of 6 meeting (100%)	
The Nomination & Remuneration Committee Meeting	: None	
The Risk Management Committee Meeting	: None	
The Annual General Shareholders' Meeting	: 1 meeting from total of 1 meeting (100%)	

Criteria and Recruitment

The Company considered based on the recommendation of the Nomination and Remuneration Committee that Mr. Sivaraks Pinicharomna has qualifications in compliance with the Article of Association, the Securities and Exchange Act B.E. 2535, and the Public Act B.E. 2535. His knowledge, skills, experience, and capability will be beneficial to the Company's business and has appropriate for Independent Director & Chairman of Audit Committee.

Board of Directors

As at 31st December 2014



Mr. Gumthorn Utarnwuthipong

Independent Director & Audit Committee
Nomination and Remuneration Committee
Chairman of Risk Management Committee
Chairman of Corporate Governance Committee

Name – Surname	: Mr. Gumthorn Utarnwuthipong
Type of Nominated Position	: Nomination and Remuneration Committee Chairman of Risk Management Committee Independent Director & Audit Committee Chairman of Corporate Governance Committee
Current Position	: Nomination and Remuneration Committee Chairman of Risk Management Committee Independent Director & Audit Committee Chairman of Corporate Governance Committee
Years of Age	: 74 years
Nationality	: Thai
Education	: Master's Degree Faculty of Engineering (Plant Engineering) Darmstadt Institute for Hesse, Germany Bachelor's Degree Faculty of Science (Chemical Engineering) Chulalongkorn University
Director Training	: 28 November 2014 IOD Luncheon Briefing 3/2014 – Legal Risks for Directors Arising from Foreign Operations 29 October 2014 Anti-Corruption for Executive Program (ACEP) 29 October 2014 Audit Committee Forum 25 August 2014 DCP Reunion 5 August 2014 Chartered Director Event 16 May 2014 Director Dinner Talk 16 May 2014 Annual General Meeting 24 June 2014 National Director Conference (NDC) 13 Jan.-10 Mar. 2014 Directors Certification Program (DCP) 13-14 June 2013 Role of the Compensation Committee (RCC) 25 June 2009 Monitoring of the Quality of Financial Reporting (MFR) 21 November 2008 Monitoring the Internal Audit Function (MIA) 27 October 2008 Monitoring the System of Internal Control and Risk Management (MIR) 26 September 2008 Directors Accreditation Program (DAP) 21-22 August 2008 Audit Committee Program (ACP) Thai Institute of Directors Association (IOD)
Years of being Board of Directors	: 7 years (2008 - Present)
Working Experience	: 2010 - Present Nomination and Remuneration Committee Chairman of Risk Management Committee Chairman of Corporate Governance Committee Toyo-Thai Corporation Public Company Limited 2008 - Present Independent Director & Audit Committee Toyo-Thai Corporation Public Company Limited
Positions in other listed companies	: None
Positions in non-listed companies	: None
Position in competing	: None
/Involving Business Person	
No. of Shareholding in TTCL	: 114,700 shares equivalent to 0.02% of total shares

Legal dispute in criminal cases : None
(other than criminal cases with petty offences)

Restrict Qualification by the Public Act. B.E. 2535 : None

Meeting Attendance in 2014

The Board of Directors' Meeting	: 6 meeting from total of 6 meeting (100%)
The Audit Committee Meeting	: 6 meeting from total of 6 meeting (100%)
The Nomination & Remuneration Committee Meeting	: 4 meeting from total of 4 meeting (100%)
The Risk Management Committee Meeting	: 4 meeting from total of 4 meeting (100%)
The Annual General Shareholders' Meeting	: 1 meeting from total of 1 meeting (100%)

Criteria and Recruitment

The Company considered based on the recommendation of the Nomination and Remuneration Committee that Mr. Gumthorn Utarnwuthipong has qualifications in compliance with the Article of Association, the Securities and Exchange Act B.E.2535, and the Public Act B.E.2535. His knowledge, skills, experience, and capability will be beneficial to the Company's business and has appropriate for Nomination and Remuneration Committee, Chairman of Risk Management Committee, Independent Director & Audit Committee and Chairman of Corporate Governance Committee.

Board of Directors

As at 31st December 2014



Mr. Ryuzo Nagaoka

Independent Director & Audit Committee

Chairman of Nomination and Remuneration Committee



Name – Surname	: Mr. Ryuzo Nagaoka
Type of Nominated Position	: Chairman of Nomination and Remuneration Committee Independent Director & Audit Committee
Current Position	: Chairman of Nomination and Remuneration Committee Independent Director & Audit Committee
Years of Age	: 79 years
Nationality	: Japanese
Education	: Doctorate's Degree Faculty of Engineering (Civil Engineering) University of Wisconsin, U.S.A. Master's Degree Faculty of Engineering (Mechanical Engineering) University of Wisconsin, U.S.A. Bachelor's Degree Faculty of Engineering (Mechanical Engineering) Keio University, Japan
Director Training	: 28 November 2014 IOD Luncheon Briefing 3/2014 – Legal Risks for Directors Arising from Foreign Operations 20 August 2008 Director Accreditation Program (DAP) Thai Institute of Directors Association (IOD)
Years of being Board of Directors	: 7 years (2008 - Present)
Working Experience	: 2010 - Present Chairman of Nomination and Remuneration Committee Toyo-Thai Corporation Public Company Limited 2008 - Present Independent Director & Audit Committee Toyo-Thai Corporation Public Company Limited 2004 - Present Managing Director Nagaoka & Associates Inc.
Positions in other listed companies	: None
Positions in non-listed companies	: 1
Position in competing /Involving Business Person	: None
No. of Shareholding in TTCL	: 100,000 shares equivalent to 0.02% of total shares
Legal dispute in criminal cases (other than criminal cases with petty offences)	: None
Restrict Qualification by the Public Act. B.E. 2535	: None
Meeting Attendance in 2014	
The Board of Directors' Meeting	: 6 meeting from total of 6 meeting (100%)
The Audit Committee Meeting	: 6 meeting from total of 6 meeting (100%)
The Nomination & Remuneration Committee Meeting	: 4 meeting from total of 4 meeting (100%)
The Risk Management Committee Meeting	: None
The Annual General Shareholders' Meeting	: 1 meeting from total of 1 meeting (100%)

Criteria and Recruitment

The Company considered based on the recommendation of the Nomination and Remuneration Committee that Mr. Ryuzo Nagaoka has qualifications in compliance with the Article of Association, the Securities and Exchange Act B.E. 2535, and the Public Act B.E. 2535. His knowledge, skills, experience, and capability will be beneficial to the Company's business and has appropriate for Chairman of Nomination and Remuneration Committee and Independent Director & Audit Committee.

Board of Management

As at 31st December 2014



Ms. Kantika Tanthuvanit

Senior Vice President
Corporate Governance Committee
Company Secretary

Name – Surname	: Ms. Kantika Tanthuvanit	
Current Position	: Senior Vice President General Administration Corporate Governance Committee Company Secretary	
Years of Age	: 60 years	
Nationality	: Thai	
Education	: Bachelor's Degree	Faculty of Business Administration Chiangmai University
	Postgraduate	Faculty of Business Administration Center for Marketing and Management Studies, London, United Kingdom
Director Training	: 31 October 2014	Compensation Survey Seminar
	13 December 2012	Compensation Survey Seminar
	1 February 2011	Compensation Survey Seminar
	16 December 2008	Current Issue Seminar
	4-5 September 2008	Effective Minute Taking (EMT)
	7-8 August 2008	Company Secretary Program (CSP)
	22 February 2008	Director Accreditation Program (DAP)
	24 July 2007	Finance for Non-Finance Director (FND)
	10 July 2007	Understanding the Fundamental of Financial Statement (UFS)
		Thai Institute of Directors Association (IOD)
Years of being Board of Directors	: None	
Working Experience	: Present	Senior Vice President General Administration Corporate Governance Committee Toyo-Thai Corporation Public Company Limited Director Toyo Thai New Energy Pte. Ltd. Director Toyo Thai Power Holdings Pte. Ltd. Director and General Manager Administration Division Toyo Thai Malaysia Sdn. Bhd. Senior Vice President General Administration & Finance Toyo-Thai Corporation Public Company Limited Company Secretary Toyo-Thai Corporation Public Company Limited Director Global Business Management Company Limited Director Toyo-Vietnam Corporation Ltd.
	2013 - Present	
	2011 - Present	
	2011 - 2013	
	2008 - Present	
	2007 - Present	
	2006 - Present	
Positions in other listed companies	: None	
Positions in non-listed companies	: 5	
Position in competing	: None	

/Involving Business Person

No. of Shareholding in TTCL : 5,708,041 shares equivalent to 1.02% of total shares

Legal dispute in criminal cases : None

(other than criminal cases with petty offences)

Restrict Qualification by the Public Act. B.E. 2535 : None

Meeting Attendance in 2014

The Board of Directors' Meeting : 6 meeting from total of 6 meeting (100%)

The Audit Committee Meeting : None

The Nomination & Remuneration

Committee Meeting : 4 meeting from total of 4 meeting (100%)

The Risk Management Committee Meeting : None

The Annual General Shareholders' Meeting : 1 meeting from total of 1 meeting (100%)

Criteria and Recruitment

The Company considered based on the recommendation of the Nomination and Remuneration Committee that Ms. Kantika Tantuvanit has qualifications in compliance with the Article of Association, the Securities and Exchange Act B.E. 2535, and the Public Act B.E. 2535. Her knowledge, skills, experience, and capability will be beneficial to the Company's business and has appropriate for Senior Vice President, General Administration, Corporate Governance Committee and Company Secretary.

Board of Management

As at 31st December 2014



Mr. Saneh Poorisat

Senior Vice President
Risk Management Committee

Name – Surname	: Mr. Saneh Poorisat
Current Position	: Senior Vice President Engineering, Training and Task Force Risk Management Committee
Years of Age	: 61 years
Nationality	: Thai
Education	: Bachelor's Degree Faculty of Engineering (Electrical Engineering) King Mongkut's University of Technology North Bangkok
Director Training	: None
Years of being Board of Directors	: None
Working Experience	: Present Senior Vice President Engineering, Training and Task Force Toyo-Thai Corporation Public Company Limited Senior Vice President Engineering, Power Unit, Training and Task Force Toyo-Thai Corporation Public Company Limited Vice President Technical Officer, Engineering and Proposal Division Toyo-Thai Corporation Public Company Limited Vice President Engineering Division Toyo-Thai Corporation Public Company Limited Risk Management Committee Toyo-Thai Corporation Public Company Limited
Positions in other listed companies	: None
Positions in non-listed companies	: None
Position in competing /Involving Business Person	: None
No. of Shareholding in TTCL	: 1,900,750 shares equivalent to 0.34% of total shares
Legal dispute in criminal cases (other than criminal cases with petty offences)	: None
Restrict Qualification by the Public Act. B.E. 2535	: None
Meeting Attendance in 2014	
The Board of Directors' Meeting	: None
The Audit Committee Meeting	: None
The Nomination & Remuneration Committee Meeting	: None
The Risk Management Committee Meeting	: 4 meeting from total of 4 meeting (100%)
The Annual General Shareholders' Meeting	: 1 meeting from total of 1 meeting (100%)

Criteria and Recruitment

The Company considered based on the recommendation of the Nomination and Remuneration Committee that Mr. Saneh Poorisat has qualifications in compliance with the Article of Association, the Securities and Exchange Act B.E. 2535, and the Public Act B.E. 2535. His knowledge, skills, experience, and capability will be beneficial to the Company's business and has appropriate for Senior Vice President, Engineering, Training and Task Force and Risk Management Committee.

Board of Directors

As at 31st December 2014



Mrs. Suratana Trinratana

Chief Operation Officer (COO)

Vice President

Risk Management Committee

Name – Surname	: Mrs. Suratana Trinratana
Current Position	: Chief Operation Officer (COO) Vice President Risk Management Committee
Years of Age	: 50 years
Nationality	: Thai
Education	: Bachelor's Degree Faculty of Engineering (Mechanical Engineering) Prince of Songkla University
Director Training	: None
Years of being Board of Directors	: None
Working Experience	: Present Chief Operation Officer (COO) Vice President Toyo-Thai Corporation Public Company Limited Director Toyo Thai New Energy Pte. Ltd. Director Toyo Thai Coal Power Pte. Ltd. Director Toyo Thai Solar Power Pte. Ltd. Director Toyo Thai Power Holdings Pte. Ltd. 2013 Vice President, Chief Operation Officer, Unit President, Power Unit Toyo-Thai Corporation Public Company Limited 2012 - Present Director Toyo-Thai Power Corporation Pte. Ltd. Director and Managing Director Toyo Thai Power Myanmar Co., Ltd. Director and Managing Director ToyoThai – Myanmar Corporation Co., Ltd. 2012 Vice President, Operation Officer Sales and Procurement Division Toyo-Thai Corporation Public Company Limited 2011 - Present Director ToyoThai – USA Corporation Director and General Manager Sales & Procurement Division Toyo Thai Malaysia Sdn. Bhd. Director Global New Energy Company Limited 2010 - Present Risk Management Committee Toyo-Thai Corporation Public Company Limited
Positions in other listed companies	: None
Positions in non-listed companies	: 10
Position in competing /Involving Business Person	: None
No. of Shareholding in TTCL	: 5,735,948 shares equivalent to 1.02% of total shares

Legal dispute in criminal cases : None

(other than criminal cases with petty offences)

Restrict Qualification by the Public Act. B.E. 2535 : None

Meeting Attendance in 2014

The Board of Directors' Meeting : None

The Audit Committee Meeting : None

The Nomination & Remuneration

Committee Meeting : None

The Risk Management Committee Meeting : 4 meeting from total of 4 meeting (100%)

The Annual General Shareholders' Meeting : 1 meeting from total of 1 meeting (100%)

Criteria and Recruitment

The Company considered based on the recommendation of the Nomination and Remuneration Committee that Mrs. Suratana Trinratana has qualifications in compliance with the Article of Association, the Securities and Exchange Act B.E. 2535, and the Public Act B.E. 2535. Her knowledge, skills, experience, and capability will be beneficial to the Company's business and has appropriate for Vice President, Chief Operation Officer and Risk Management Committee.

Board of Management

As at 31st December 2014



Mr. Wanchai Ratinthorn

Vice President
Risk Management Committee



Name – Surname	: Mr. Wanchai Ratinthorn
Current Position	: Vice President Project Execution Division Risk Management Committee
Years of Age	: 49 years
Nationality	: Thai
Education	: Bachelor's Degree Faculty of Engineering (Mechanical Engineering) King's Mongkut University of Technology Thonburi
Director Training	: None
Years of being Board of Directors	: None
Working Experience	: Present Vice President Project Execution Division Toyo-Thai Corporation Public Company Limited
	2013 Vice President Construction & Commissioning Division, Unit President Petrochemical & Refinery Unit Toyo-Thai Corporation Public Company Limited
	2011 - Present Director and General Manager Project & Proposal Division Toyo Thai Malaysia Sdn. Bhd.
	2012 Vice President Execution Officer Construction & Commissioning and Project Division Toyo-Thai Corporation Public Company Limited
	2011 - Present Director Toyo Thai Power Corporation Pte. Ltd.
	2011 Vice President Project & Proposal Division Toyo-Thai Corporation Public Company Limited
	2010 - Present Risk Management Committee Toyo-Thai Corporation Public Company Limited
Positions in other listed companies	: None
Positions in non-listed companies	: 2
Position in competing /Involving Business Person	: None
No. of Shareholding in TTCL	: 1,800,000 shares equivalent to 0.32% of total shares
Legal dispute in criminal cases (other than criminal cases with petty offences)	: None
Restrict Qualification by the Public Act. B.E. 2535	: None
Meeting Attendance in 2014	
The Board of Directors' Meeting	: None
The Audit Committee Meeting	: None
The Nomination & Remuneration Committee Meeting	: None

The Risk Management Committee Meeting : 4 meeting from total of 4 meeting (100%)
The Annual General Shareholders' Meeting : 1 meeting from total of 1 meeting (100%)

Criteria and Recruitment

The Company considered based on the recommendation of the Nomination and Remuneration Committee that Mr. Wanchai Ratinthorn has qualifications in compliance with the Article of Association, the Securities and Exchange Act B.E. 2535, and the Public Act B.E. 2535. His knowledge, skills, experience, and capability will be beneficial to the Company's business and has appropriate for Vice President Project Execution Division and Risk Management Committee.

Board of Management

As at 31st December 2014



Mr. Hideto Koyama

Vice President



Name – Surname	: Mr. Hideto Koyama
Current Position	: Vice President Sales & Business Development Division
Years of Age	: 49 years
Nationality	: Japanese
Education	: Master's Degree Faculty of Engineering (Architectural Engineering) Tokyo University of Science Bachelor's Degree Faculty of Engineering Tokyo University of Science
Director Training	: None
Years of being Board of Director	: None
Working Experience	: 2014 - Present Vice President Sales & Business Development Division Toyo-Thai Corporation Public Company Limited 2013 - Present Director Toyo Thai Coal Power Pte. Ltd. Director Siam GNE Solar Energy Co., Ltd. Director Global New Energy Japan Co., Ltd. 2010 - Present Director Global New Energy Co., Ltd.
Positions in other listed companies	: None
Positions in non-listed companies	: 4
Position in competing /Involving Business Person	: None
No. of Shareholding in TTCL	: 837,360 shares equivalent to 0.15% of total shares
Legal dispute in criminal cases (other than criminal cases with petty offences)	: None
Restrict Qualification by the Public Act. B.E. 2535	: None
Meeting Attendance in 2014	
The Board of Directors' Meeting	: None
The Audit Committee Meeting	: None
The Nomination & Remuneration Committee Meeting	: None
The Risk Management Committee Meeting	: None
The Annual General Shareholders' Meeting	: 1 meeting from total of 1 meeting (100%)

Criteria and Recruitment

The Company considered based on the recommendation of the Nomination and Remuneration Committee that Mr. Hideto Koyama has qualifications in compliance with the Article of Association, the Securities and Exchange Act B.E. 2535, and the Public Act B.E. 2535. His knowledge, skills, experience, and capability will be beneficial to the Company's business and has appropriate for Vice President Sales & Business Development Division.

Board of Management

As at 31st December 2014



Mr. Gobchai Tanasugarn

Vice President
Risk Management Committee

Name – Surname	: Mr. Gobchai Tanasugarn
Current Position	: Vice President Finance & Accounting Division and Investor Relation Risk Management Committee
Years of Age	: 50 years
Nationality	: Thai
Education	: Master's Degree MBA (Finance) Florida Public & Business Administration Academy, U.S.A Bachelor's Degree Faculty of Business Administration (Finance) Florida Public & Business Administration Academy, U.S.A Bachelor of Arts (English) Narasuan University
Director Training	: 27-28 November 2014 Anti Corruption : The Practical Guide (ACPG) 4 November 2014 Company Reporting Program (CRP) 24 July 2014 Board Reporting Program (BRP) Thai Institute of Directors Association (IOD)
Years of being Board of Directors	: None
Working Experience	: Present Vice President Finance & Accounting Division and Investor Relation Toyo-Thai Corporation Public Company Limited Director Toyo Thai New Energy Pte. Ltd. Director Toyo Thai Coal Power Pte. Ltd. Director Toyo Thai Solar Power Pte. Ltd. Director Toyo-Thai Power Corporation Pte. Ltd. Risk Management Committee Toyo-Thai Corporation Public Company Limited General Manager Finance Department and Investor Relation Toyo-Thai Corporation Public Company Limited
Positions in other listed companies	: None
Positions in non-listed companies	: 4
Position in competing /Involving Business Person	: None
No. of Shareholding in TTCL	: -
Legal dispute in criminal cases (other than criminal cases with petty offences)	: None
Restrict Qualification by the Public Act. B.E. 2535	: None
Meeting Attendance in 2014	
The Board of Directors' Meeting	: None

The Audit Committee Meeting	: None
The Nomination & Remuneration Committee Meeting	: None
The Risk Management Committee Meeting	: 4 meeting from total of 4 meeting (100%)
The Annual General Shareholders' Meeting	: 1 meeting from total of 1 meeting (100%)

Criteria and Recruitment

The Company considered based on the recommendation of the Nomination and Remuneration Committee that Mr. Gobchai Tanasugarn has qualifications in compliance with the Article of Association, the Securities and Exchange Act B.E. 2535, and the Public Act B.E. 2535. His knowledge, skills, experience, and capability will be beneficial to the Company's business and has appropriate for Vice President, Finance & Accounting Division and Investor Relation and Risk Management Committee.

Board of Management

As at 31st December 2014



Mr. Yukio Kobe

Director of Engineering and Project Execution Division



Name – Surname	: Mr. Yukio Kobe
Current Position	: Director Engineering and Project Execution Division
Years of Age	: 55 years
Nationality	: Japanese
Education	: Bachelor's Degree Faculty of Engineering (Mechanical Engineering) Kyushu University, Japan
Director Training	: None
Years of being Board of Directors	: None
Working Experience	: Present Director Engineering and Project Execution Division Toyo-Thai Corporation Public Company Limited
	2013 Director Petrochemical & Refinery Unit, Power Unit and Sales & Business Development Unit Toyo-Thai Corporation Public Company Limited
	2012 Director Engineering, Proposal and Sales Division Toyo-Thai Corporation Public Company Limited
	2011 Director Engineering Division Toyo-Thai Corporation Public Company Limited
Positions in other listed companies	: None
Positions in non-listed companies	: None
Position in competing /Involving Business Person	: None
No. of Shareholding in TTCL	: 1,139,389 shares equivalent to 0.20% of total shares
Legal dispute in criminal cases (other than criminal cases with petty offences)	: None
Restrict Qualification by the Public Act. B.E. 2535	: None
Meeting Attendance in 2014	
The Board of Directors' Meeting	: None
The Audit Committee Meeting	: None
The Nomination & Remuneration Committee Meeting	: None
The Risk Management Committee Meeting	: None
The Annual General Shareholders' Meeting	: 1 meeting from total of 1 meeting (100%)

Criteria and Recruitment

The Company considered based on the recommendation of the Nomination and Remuneration Committee that Mr. Yukio Kobe has qualifications in compliance with the Article of Association, the Securities and Exchange Act B.E. 2535, and the Public Act B.E. 2535. His knowledge, skills, experience, and capability will be beneficial to the Company's business and has appropriate for Director, Engineering and Project Execution Division.

Board of Management

As at 31st December 2014



Ms. Pornchan Katejulasriroj

Director of Engineering, Project Execution and Sales & Business Development Division

Name – Surname	: Ms. Pornchan Katejulasriroj
Current Position	: Director Engineering, Project Execution and Sales & Business Development Division
Years of Age	: 51 years
Nationality	: Thai
Education	: Bachelor's Degree Faculty of Science (Chemical Engineering) Chulalongkorn University
Director Training	: None
Years of being Board of Directors	: None
Working Experience	: Present Director Engineering, Project Execution and Sales & Business Development Division Toyo-Thai Corporation Public Company Limited
	2013 - Present Director Siam GNE Solar Energy Co., Ltd.
	2013 Director Petrochemical & Refinery Unit, Power Unit and Sales & Business Development Unit Toyo-Thai Corporation Public Company Limited
	2012 Director Engineering, Proposal and Sales Division Toyo-Thai Corporation Public Company Limited
	2011 Director Engineering Division Toyo-Thai Corporation Public Company Limited
Positions in other listed companies	: None
Positions in non-listed companies	: 1
Position in competing /Involving Business Person	: None
No. of Shareholding in TTCL	: 1,312,200 shares equivalent to 0.23% of total shares
Legal dispute in criminal cases (other than criminal cases with petty offences)	: None
Restrict Qualification by the Public Act. B.E. 2535	: None
Meeting Attendance in 2014	
The Board of Directors' Meeting	: None
The Audit Committee Meeting	: None
The Nomination & Remuneration Committee Meeting	: None
The Risk Management Committee Meeting	: None
The Annual General Shareholders' Meeting	: 1 meeting from total of 1 meeting (100%)

Criteria and Recruitment

The Company considered based on the recommendation of the Nomination and Remuneration Committee that Ms. Pornchan Katejulasriroj has qualifications in compliance with the Article of Association, the Securities and Exchange Act B.E. 2535, and the Public Act B.E. 2535. Her knowledge, skills, experience, and capability will be beneficial to the Company's business and has appropriate for Director, Engineering, Project Execution and Sales & Business Development Division.

Roles and Responsibilities

Board of Directors

List of Directors

As of December 31, 2014, the Board of Directors consists of:

Name	Position
1. Mr. Hironobu Iriya	Chairman of the Board of Directors
2. Mr. Piriya Wongphayabal	Vice Chairman of the Board of Directors
3. Mrs. Nijaporn Charanachitta	Director
4. Mr. Makoto Fusayama	Director
5. Mr. Tiwa Jaruke	Director
6. Mr. Piriya Wongphayabal	Director
7. Mr. Norimasa Matsuoka	Director
8. Mr. Sivaraks Phinicharomna	Independent Director
9. Mr. Gumthorn Utarnwuthipong	Independent Director
10. Mr. Ryuzo Nagaoka	Independent Director

Ms. Kantika Tanthuvanit served as Company Secretary.

The directors whose signature is recognized as binding on the Company consist of:

Mr. Hironobu Iriya, Mrs. Nijaporn Charanachitta, Mr. Makoto Fusayama, Mr. Piriya Wongphayabal, Mr. Tiwa Jaruke, any two of these five directors jointly and affix the company seal.

Roles and Responsibilities of the Board of Directors

1. To supervise and manage TTCL under applicable laws, company objectives, Article of Association, and shareholders' meeting resolutions with honesty and integrity while remaining vigilant of the company's best interests.
2. To determine the business direction and the overall strategic goal for the company which includes the consideration to approve policies and operational directions proposed by the management. Also to govern and ensure that the management implement the approved policies with efficiency

and productivity such as to maximize the benefits to the company and its shareholders.

3. To constantly monitor the company's operation to ensure that the Board of Management manage the company in accordance with laws and approved policies.
4. To arrange for Toyo-Thai to have standardized accounting system, financial reporting, and audit as well as internal control and internal audit systems that are both efficient and effective.
5. To appoint Board of Management, audit committee and/or other committees, company secretary as appropriate for the best interest of the company and to monitor the management system in accordance with the approved policies.
6. To appoint a director or a group of directors to act on behalf of the Board of Directors.
7. To approve the roles and responsibilities of all sub committees as well as to materially amend the composition of the sub committees.



8. To arrange to have an appropriate balance of authorities of management and/or major shareholders, by considering the proportion or number of independent directors in the company's board of directors.
9. To arrange for appropriate information system that shall assure the board of directors of receiving sufficient information from the management in order to operate according to their authorities and responsibilities perfectly.
10. To attend the board meetings at least half of the total number of meetings arranged in each year.
11. To determine and amend names of authorized directors.
12. To consider the remuneration of the directors within the guidelines approved by shareholders.

The following issues shall require shareholders' approval before proceeding, directors with conflict of interests to the company and/or its subsidiaries are not permitted to vote:

- (a) Issues that the Law require shareholder's approval.
- (b) Connected transactions or acquisition/disposition of assets in accordance to the SET or any other regulatory bodies' stipulation.

Board of Management

Board of Directors appoints Member of Board of Management to relieve work of Board of Directors to manage the normal business. Therefore Board of Directors can focus on key policy and assessment of Management.

List of Members of Board of Management

As of December 31, 2014 Board of Management consists of:

Name	Position
1. Mr. Hironobu Iriya	Chairman of Board of Management
2. Mr. Tiwa Jaruke	Board of Management
3. Ms. Kantika Tanthuvanit	Board of Management
4. Mr. Saneh Poorisat	Board of Management
5. Mrs. Suratana Trinratana	Board of Management
6. Mr. Wanchai Ratinthorn	Board of Management
7. Mr. Hideto Koyama	Board of Management
8. Mr. Gobchai Tanasugarn	Board of Management
9. Mr. Yukio Kobe	Board of Management
10. Ms. Pornchan Katejulasriroj	Board of Management

Roles and Responsibilities of the Board of Management

1. To determine and roll-out policies, directions, strategies, organizational structure, and management structure such that they resonate with the current economic condition and competitive landscape for approval by the Board of Directors.
2. To determine the strategy and annual budget and to manage the operations in all divisions of the company for the Board of Directors' approval including the ability to approve, amend, change, add to the annual expense budget (if required as matter of urgency) before the Board of Director's approval.

3. To monitor the company's operation in accordance with the company's policy and to ensure maximum efficiency under any given circumstances.
4. To ensure that results from operation are inline with the approved expectations.
5. To consider sizeable capital investments for approval by the board of directors.
6. To have the authority to appoint/layoff all employees ranked below that of the CEO.
7. To approve and execute bidding and contracting with third parties.
8. To perform other duties appointed by the Board of Directors on a case by case basis and have the power to approve the following financial transactions.
 - a) In case that the business plan or the annual budget has already been approved by BOD, the BOM may execute such matters without financial constraints.

- b) In case that the financial transaction is in the condition other than a), BOM has an executable limit of Baht 20 million. The financial authorization shall cover day to day operational expenditures, capital expenditures, permanent asset, loans, other debt instruments, and insurance (excluding bidding and contracting which have no limit).

The BOM may delegate the authority to execute financial transactions to other employees at the management level as see fit.

The authority delegation from the Board of Directors to the Board of Management stated above excludes the case of possible conflict of interest (according to the SEC's regulations) except for the transaction on arm-length basis (the transaction is already approved by the Board of Directors and is the company's normal business with fair price and terms).

First four level Management and Connected Person Finance & Accounting

As of December 31, 2014, Member of Management, total 9 persons, consists of:

Name	Position
1. Mr. Hironobu Iriya	Chairman, President & CEO
2. Mr. Tiwa Jaruke	Senior Vice President Project, Proposal and Engineering
3. Ms. Kantika Tanthuvanit	Senior Vice President General Administration
4. Mr. Saneh Poorisat	Senior Vice President Engineering, Training and Task Force
5. Mrs. Suratana Trinratana	Chief Operation Officer Vice President
6. Mr. Wanchai Ratinthorn	Vice President Project Execution Division
7. Mr. Hideto Koyama	Vice President Sales & Business Development Division
8. Mr. Gobchai Tanasugarn	Vice President Finance & Accounting Division and Investor Relation
9. Mr. Jittapon Sittisak	Group Accountant of Subsidiary Companies



Roles and Responsibilities of the President & CEO

1. To operate and manage the company's normal course of business.
2. To operate and manage in accordance with business policy, business plan, and business strategy approved by the board of directors.
3. To employ, appoint, transfer, layoff, severance, to determine the appropriate salary structure and changes therewith including bonuses of all employees and to appoint employer representative to sit in the company's provident fund committee.
4. To operate and manage normal course of business operation, and engage into business contract within the limit that a Board of Management could approve, pre-approved by Board of Directors.
5. To give instruction notification, announcement such that the operation could proceed according the approved policy and to keep discipline within the organization.
6. To be the company's authorized person for the benefit of the company.
7. To appoint advisors as deem appropriate for the benefit and operation of the company.
8. To undertake any other action as authorized by the board of directors.

Nevertheless, the delegation to President & CEO should be in accordance to applicable laws and company's regulations. In case of potential conflict of interest, President & CEO does not have the authority to such approval and he has to instead propose to the Board of Directors.

Nominating for Directors and Member of Board of Management

Directors

The Company has appointed a Nomination and Remuneration Committee to select qualified candidates who have knowledge, skills, qualifications, work experience and relevant qualifications for Directors in

accordance with Section 68 of Public Company Limited Act B.E. 2535 and related Notifications of the Securities and Exchange Commission. To contribute company's operation efficiently, the company has determined criterion for appointment and dismissal of Directors as follows;

1. The Company shall have a Board of Directors consisting of at least five (5) directors but not exceeding twenty (20) persons. All of the directors shall have qualification as prescribed by applicable law and not less than a half of them shall have place of residences in the Kingdom of Thailand.
2. The Directors shall be elected at the general meeting of the shareholders in accordance with the following rules and procedures:
 - (1) Each shareholder shall have number of vote equal to the number of shares held;
 - (2) Each shareholder may cast all of his/her votes in accordance with (1) above to elect one or more persons to be Director or Directors but the vote shall be indivisible;
 - (3) The persons who obtain the highest number of votes shall be elected as the Directors in respective order of votes higher to lower according to the required number of directors, but if two or more persons obtain equal votes, the Chairman shall exercise a casting vote.
3. At every annual general meeting of shareholders, one-third (1/3) of the Director, or if it is not a multiple of three, then the number nearest to one-third (1/3) must retire from office.

There must be a drawing by lots to determine the Directors retiring on the first and second years following the registration of the Company. In each subsequent year, the Directors who occupy the position for longest period shall retire. A retiring is eligible for re-election.
4. In case where there is any vacancy among Directors other than the retirement by rotation, the Board of Directors shall at its next meeting elect a person who is qualified and is not subject to any

restriction imposed by applicable law to fill the vacancy, except where the remaining term of the vacant Director is less than two (2) months. The term of the new Director replacing the vacant Director shall be equal to the remaining term of the vacant Director.

The resolution of the Board of Director as specified in the first paragraph shall be passed by three-quarter (3/4) or more of the votes cast by the remaining Director.

5. A meeting of shareholders may resolve any Director before the expiration of his/her term by passing a resolution with the vote of three-quarter (3/4) or more of the total number of shareholders attending and eligible to vote at the meeting and holding in aggregate fifty(50) per cent or more of total number of shares held by the shareholders attending and eligible to vote at the meeting.

The Audit Committee

List of Member of Audit Committee

As of December 31, 2014, Audit Committee consists of:

Name	Position
1. Mr. Sivaraks Pinicharomna	Chairman of Audit Committee
2. Mr. Gumthorn Utarnwuthipong	Audit Committee Member
3. Mr. Ryuzo Nagaoka	Audit Committee Member

Mr. Jittapon Sittisak served as secretary of Audit Committee.

1. Roles and Responsibilities of the Audit Committee

- 1.1. To ensure accuracy and sufficiency of the financial reports
- 1.2. To ensure that the Company has appropriated and effective internal control systems as well as internal auditing activities and consider the independence of the internal audit department, including consent to the appointment, rotation, promotion, and termination of the head of internal audit department and others who are responsible for internal audit activities.
- 1.3. To ensure that the Company is complied with laws of the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission

(SEC) as well as other rules and regulations related to the Company's business.

- 1.4. To select and propose independent person who will be the Company's auditor and propose his or her compensation, including join meeting with the auditor without management attending at least once a year.
- 1.5. To consider compliance of connected or conflict of interest transactions to the rules and regulations of the SET and SEC and assure the transactions are appropriate and provide the best interest to the Company.
- 1.6. To assure the risk management has appropriate and effective process.
- 1.7. To prepare an Audit Committee's report to be disclosed in the Company's annual report.



The report must be signed by the Chairman of the Audit Committee and composed of at least the following information:

- 1.7.1 Opinion regarding completeness and reliability of the Financial Report.
- 1.7.2 Opinion regarding the sufficiency of the internal control systems.
- 1.7.3 Opinion regarding compliance with laws of SEC, rules and regulations of SET and other related laws to the Company's business.
- 1.7.4 Opinion regarding appropriation of auditor.
- 1.7.5 Opinion regarding conflict of interest transaction.
- 1.7.6 Number of Audit Committee meeting and participation.
- 1.7.7 Overall opinion or observation regarding practices of the Audit Committee.
- 1.7.8 Other issues that should be disclosed to the shareholders which fall within scope, authority, and responsibility as assigned by the Board of Directors.
- 1.8 To report activities of the Audit Committee to the Board of Directors at least 4 times a year.
- 1.9 To have authority for hiring independent consultant or professional when needed.
- 1.10 To carry out audit committee activities, the Committee shall have authority to invite executive, manager or employee to attend meetings for discussion or answer the Audit Committee's questions.
- 1.11 To review scope, authority and responsibility and conduct self-evaluation on the annual basis.
- 1.12 To perform any assignment by the Board of Directors that agreed upon by the Audit Committee.
- 1.13 During the Audit Committee practice, if they find or suspect transaction or the following

activities which may have material impact to the financial position and operation result of the Company, the Audit Committee must report to the Board of Director to take corrective action within a reasonable period of time.

- 1.13.1 Conflict of interest transaction.
- 1.13.2 Fraud or unusual transaction or significant deficiency in the internal control systems.
- 1.13.3 Violation under the laws of SET, SEC, rules and regulations of SET or other related laws of the Company's business.

In case where director or manager fails to take corrective action within a reasonable period of time, any Audit Committee member may report such transaction or activity to the SET and SEC.

- 1.14 In case the auditor discovers any suspicious circumstance that the director, manager or any person responsible for the operation of such juristic person commit an offense under the law, and informed such circumstance to the Audit Committee to continue the inspection without delay and the Audit Committee shall report the preliminary inspection to the SEC office and the auditor within 30 days from the notification date of the auditor. The circumstance that shall be informed and the procedures for acquiring the fact related to such circumstance shall be complied with the notification of the Capital Market Supervisory Board.

2. Committee and Qualification

- 2.1 The Audit Committee shall consist of not less than one third of directors and every one must be independent director and possesses qualification in accordance with the rules and regulations of the SEC or SET. At least

one member must have sufficient knowledge and experience to review reliability of financial report.

- 2.2 The Board of Directors shall select and appoint the Chairman of Audit Committee.

3. Term of the Appointment

A member of the Audit Committee shall be appointed for a term of three (3) years. A member who vacates his office at the end of the term may be re-elected no more than 2 times unless the Board of Director shall have other opinions.

Apart from vacating office at the end of the term, a member shall vacate office upon:

- 3.1 death
- 3.2 resignation
- 3.3 disqualify under this charter or rules and regulations promulgated SEC or SET
- 3.4 terminate by the Board of Directors.

In case the member resigned before completing his or her term, he or she should notify and provide reason to the company one month in advance. So that, the Board of Directors or the Shareholders shall consider appointing another director who has appropriate qualification to fill in vacancy. And, the company must notify SET with enclosed resignation letter of the member as well.

In case the members vacate office at the same time, the vacated members shall hold the office until the new members have been appointed.

In case the members vacates office due to other reasons during the term of appointment, the Board of Directors shall appoint new member within 90 days to hold the office only for the remaining term.

4. Meeting

The Audit Committee shall hold meetings at least 5 times a year. In calling the meetings, the Chairman of Audit Committee or Secretary of the Audit Committee who is instructed by the Chairman

shall send invitation letter to all members 7 days in advance. Except in an emergency case, the invitation letter may be notified by other procedures or the timing may be less than 7 days.

5. Quorum

At least one – half of the members must present in the meeting to form a quorum. In case of the Chairman of Audit committee is absent or cannot perform his or her duties, the attending members shall elect one member to be seated as chairman of the meeting.

Consent in the meeting shall be made by majority vote. Each member shall have one vote. Member who has conflict of interest shall be prohibited from voting on such matter. In case there is a tie vote, the Chairman can vote in the affirmative to adopt the motion.

Consent of the Audit Committee can be made without the meeting and shall have complete process as conducted the meeting when the consent was ratified by signatories of all members.

6. Remuneration

The President & CEO through the Nomination & Remuneration Committee proposed the remuneration of Audit Committee to the Board of Directors for approval as deems appropriate.

7. Management Responsibilities

The manager or department and executive shall be responsible for document preparing, data gathering, activity monitoring, and reporting matters to the Audit Committee or follow up each case as listing in the attached appendix.

Nomination & Remuneration Committee.

Board of Directors has approved the Nomination & Remuneration Committee on November 12, 2010 by 3 members appointed by the Directors as at December 31, 2014 Board of Directors and Compensation Committee is composed:



Name	Position
1. Mr. Ryuzo Nagaoka	Chairman of Nomination and Remuneration Committee
2. Mr. Gumthorn Utarnwuthipong	Nomination and Remuneration Committee Member
3. Mr. Ryuzo Nagaoka	Nomination and Remuneration Committee Member

Ms. Kantika Tanthuvanit served as secretary of Nomination & Remuneration Committee.

1. Roles and Responsibilities of Nomination & Remuneration Committee

- 1.1 To recommend the structure and composition of the Board of Directors together with the qualification of Audit Committee members.
- 1.2 To recommend the list of nominees for the Board of Directors to be proposed to the share holders' annual general meeting in case of vacancies by rotation and to the board in case of casual vacancies.
- 1.3 Review and propose structure of remuneration for Directors and Executives, e.g. bonus or other kinds of remuneration of monetary or non-monetary nature.
- 1.4 To consider the Remuneration of the Directors and Executives should take into the fact of suitable type, size, and performance of the company to consistence with the general market norm and the same industry, both in and out SET.
- 1.5 Self-evaluate annually the performance of Nomination and Remuneration Committee, and report to the President & CEO for approval.
- 1.6 To appraise the CEO's performance and report to the Board of Directors.
- 1.7 Other assignments relating to nominating and remunerating for directors and executives as deemed appropriate by the President & CEO or the Board of Directors.

2. Committee and Qualification

- 2.1 Being a Director.
- 2.2 The Nomination and Remuneration Committee shall be appointed by the President & CEO and consist of 3 directors.
- 2.3 The Nomination and Remuneration Committee shall have to appoint a member as independent directors at least two 2 directors.
- 2.4 The Nomination and Remuneration Committee shall elect one independent director to be the Chairman.
- 2.5 For the Independent Director who chairs the Nomination and Remuneration Committee possessing all qualifications of Independent Director as per the Notification of Capital Market Supervisor Board.

3. Term of the Appointment

A member of the Nomination and Remuneration Committee shall be appointed for a term of three (3) years ended at 31st December. A member who vacates his office at the end of the term may be re-elected no more than 2 times consecutively unless the President & CEO or Board of Directors shall have other opinions.

Apart from vacating office at the end of the term, a member shall vacate office upon:

- 3.1 death
- 3.2 resignation
- 3.3 disqualify under this charter or rules and regulations promulgated SEC or SET.

3.4 terminate by the President & CEO or Board of Directors.

In case the member resigned before completing his or her term, he or she should notify and provide reason to the company one month in advance. So that, the President & CEO shall consider appointing another director who has appropriate qualification to fill in vacancy and to be reported to the Board of Directors.

In case the members vacate office at the same time, the vacated members shall hold the office until the new members have been appointed.

In case the member vacates office due to other reasons during the term of appointment, the President & CEO shall appoint new member within 90 days to hold the office only for the remaining term.

4. Meeting

- 4.1 The Nomination and Remuneration Committee shall hold meetings at least 2 times a year.
- 4.2 In calling the meetings, the Chairman of Nomination and Remuneration Committee or Secretary of the Nomination and Remuneration Committee who is instructed by the Chairman shall send invitation letter to all members 7 days in advance. Except in an emergency case, the invitation letter may be notified by other procedures or the timing may be less than 7 days.

5. Quorum

- 5.1 At least one – half of the members must present in the meeting to form a quorum. In case of the Chairman of Nomination and Remuneration Committee is absent or cannot perform his or her duties, the attending

members shall elect one member to be seated as chairman of the meeting.

- 5.2 Consent in the meeting shall be made by majority vote.
- 5.3 Each member shall have one vote. Member who has conflict of interest shall be prohibited from voting on such matter. In case there is a tie vote, the Chairman can vote in the affirmative to adopt the motion.
- 5.4 Consent of the Nomination and Remuneration Committee can be made without the meeting and shall have complete process as conducted the meeting when the consent was ratified by signatories of all members.

6. Remuneration

The President & CEO shall consider remuneration of the Nomination and Remuneration Committee as deems appropriate and report to the Board of Directors.

7. Management Responsibilities

The manager or department and executive shall be responsible for document preparing, data gathering, activity monitoring, and reporting matters to the Nomination and Remuneration Committee.

Risk Management Committee.

Board of Directors has approved the establishment of the Risk Management Committee on 12 November 2010 by the appointment of five directors and executive officers as of December 31, 2014 will be comprised of the Risk Management Committee are as follows.



Name	Position
1. Mr. Gumthorn Utarnwuthipong	Chairman of Risk Management Committee
2. Mr. Saneh Poorisat	Risk Management Committee Member
3. Mrs. Suratana Trinratana	Risk Management Committee Member
4. Mr. Wanchai Ratinthorn	Risk Management Committee Member
5. Mr. Gobchai Tanasugarn	Risk Management Committee Member

Ms. Thippawan Chansuwan served as secretary of Risk Management Committee

1. Roles and Responsibilities of Risk Management Committee

- 1.1 To determine specific business direction and to define, analyze and examine significant risk factors including the determination of those strategic risk management.
- 1.2 To determine the standard of risk management in order to be the guidelines of each responsible task.
- 1.3 To supervise and ensure that the measurements are widely communicated and the staff has implemented as prescribed in the measurement.
- 1.4 To systematically and continuously evaluate and analyze the damage that may occur in order to ensure that the risk survey is covered all business process.
- 1.5 To support and develop risk management to be continuously implemented in whole organization and to be applicable to the international standard.

2. Committee and Qualification

The Precedent & CEO shall appoint the Risk Management Committee by selection from a number of committee and executives and/or specialists. There shall be selection of chairman of risk management committee form the selected committee.

3. Term of the Appointment

The term of position of Risk Management Committee shall be comply three (3) years and ended at 31st December of the completed year. The Risk Management Committee who complete their term can be re-elected only 2 consecutive term unless the President & CEO or Board of Directors shall have any other resolution.

Apart from vacating office at the end of the term, a member shall vacate office upon:

- 3.1 death
- 3.2 resignation
- 3.3 disqualify under this charter or rules and regulations promulgated SEC or SET.
- 3.4 terminate by the President & CEO or Board of Directors.

In case the member resigned before completing his or her term, he or she should notify and provide reason to the company one month in advance. So, that the President & CEO shall consider appointing another director who has appropriate qualification to fill in vacancy and to be reported to the Board of Directors.

In case the members vacate office at the same time, the vacated members shall hold the office until the new members have appointed.

In case the member vacates office due to other reasons during the term of appointment, the President & CEO shall appoint new member within 90 days to hold the office only for the remaining term.

4. Meeting

- 4.1 The Risk Management Committee must organize the meeting at least four (4) times a year as necessary and appoint manner.
- 4.2 In calling the meeting, the Secretary of the Risk Management Committee who is instructed by the Chairman shall send invitation letter to all members 7 days in advance. Except in an emergency case, the invitation letter may be notified by other procedures or the timing may be less than 7 days.

5. Quorum

- 5.1 At least one – half of the members must present in the meeting to form quorum. In case of the Chairman of Risk management Committee is absent or cannot perform his or her duties, the attending members shall elect one member to be seated as Chairman of the meeting.
- 5.2 Consent in the meeting shall be made by majority vote.
- 5.3 Each member shall have one vote. Member who has conflict of interest shall be prohibited

from voting on such matter. In case there is a tie vote, the Chairman can vote in the affirmative to adopt the motion.

- 5.4 Consent of the Risk Management Committee can be made without the meeting and shall have complete process as conducted the meeting when the consent was ratified by signatories of all members.

6. Remuneration

The President & CEO shall consider remuneration of the Risk Management Committee as deems appropriate and report to the Board of Directors.

7. Management Responsibilities

The chief of unit or unit and executive shall be responsible for document preparing, data gathering, activity monitoring, and report matters to Risk Management Committee.

Corporate Governance Committee

The President & CEO through the Nomination & Remuneration Committee nominated and appointed the Corporate Governance Committee to the Board of Directors for approval at meeting no. 5/2557 held on November 14, 2014 which consists of 7 persons as follows:

Name	Position
1. Mr. Gumthorn Utarnwuthipong	Chairman of Corporate Governance Committee
2. Mr. Tiwa Jaruke	Corporate Governance Committee Member
3. Ms. Kantika Tanthuvanit	Corporate Governance Committee Member
4. Mr. Chamnarn Atsanatam	Corporate Governance Committee Member
5. Ms. Jaruwan Sookthauyart	Corporate Governance Committee Member
6. Ms. Nisachol Rittayamai	Corporate Governance Committee Member
7. Mr. Nuttapol Sinkajohn	Corporate Governance Committee Member

Ms. Mallika Charoensap served as secretary of Corporate Governance Committee



To initiate the Charter of Corporate Governance Committee in order to clearly specify the scope of duties, responsibilities and best practices as the standard practices for the Corporate Governance Committee which will be proposed to the first Board Meeting in the year 2015.

Company Secretary

The Board of Directors has appointed Ms. Kantika Tanthuvanit as the Company Secretary, whose duties and responsibilities are as stipulated in the Securities and Exchange Act (No. 4), B.E. 2551, an amendment of the Securities and Exchange Act B.K. 2535. The Company Secretary is responsible for organizing meetings for the Board of Directors and shareholders, ensuring compliance with the meetings' resolutions, and advising the Board on rules and regulations to which it must comply. Additionally, the

Company Secretary is responsible for preparing and keeping the register of directors, Board meeting invitation letters, Board meeting minutes, Annual Report, invitation letters to attend the shareholders' meeting and records of its minutes, the report on conflict of interests of directors or executive officers and other duties as required by the Capital Market Supervisory Board.

Ms. Kantika Tanthuvanit was graduated in Postgraduate, Business Administration Faculty, Center for Marketing and Management Studies, London, United Kingdom and Bachelor's Degree, Business Administration Faculty, Chiangmai University. Ms. Kantika Tanthuvanit was trained in Company Secretary Program (CSP) and related program from Thai Institute of Directors (IOD) by serving as Company Secretary since 2008 to the present.

Board Meeting Attendance

For the year 2014, the directors attended the meetings are as follows :

No.	Positions	Meeting in the year 2014						
		Board of Director	Board of Management	Audit Committee	Risk Management Committee	Nomination & Remuneration Committee	Corporate Governance Committee	Shareholders Meeting
		Total 6 times	Total 24 times	Total 6 times	Total 4 times	Total 4 times		Total 1 times
1	Mr. Hironsut Jirya Chairman of Board of Director President & CEO	6/6	24/24	—	—	—	—	1/1
2	Ms. Piriya Wongphrayakul Vice Chairman of Board of Directors	6/6	—	—	—	—	—	1/1
3	Mrs. Nisaporn Chantachittha Director	6/6	—	—	—	—	—	1/1
4	Mr. Mahinda Fungyama Director	6/6	—	—	—	—	—	1/1
5	Mr. Teiya Jirako Director Board of Management Nomination & Remuneration Committee Corporate Governance Committee	6/6	24/24	—	—	14/14	—	1/1
6	Ms. Noranant Maruoka Director	6/6	—	—	—	—	—	1/1
7	Mr. Siyasak Procharoen Independent Director Chairman of Audit Committee	6/6	—	—	—	—	—	1/1
8	Mr. Guntorn Uanwattanasong Independent Director Chairman of Risk Management Committee Chairman of Corporate Governance Committee Audit Committee Nomination & Remuneration Committee	6/6	—	6/6	4/4	4/4	—	1/1
9	Mr. Rytas Nopaka Independent Director Chairman of Nomination & Remuneration Committee Audit Committee	6/6	—	6/6	—	4/4	—	1/1

Remarks : Resolution of Board Meeting No. 5/2557 to appoint the Corporate Governance Committee on November 14, 2014.

For the year 2014 the Corporate Governance Committee did not set up meeting.

Shareholders and Number of shares

10 Major shareholders as of December 30th, 2014

Name of Major Shareholders	Holding as of December 30 th , 2014	
	Number of shares	% of shares
1. TOYO ENGINEERING CORPORATION	124,800,000	22.29
2. THAI NVDR COMPANY LIMITED	49,526,023	8.85
3. GLOBAL BUSINESS MANAGEMENT COMPANY LIMITED	38,634,900	6.90
4. CHIYODA CORPORATION	33,600,000	6.00
5. ITALIAN-THAI DEVELOPMENT PUBLIC COMPANY LIMITED	18,400,000	3.29
6. MR. HIRONOBU IRIYA	15,761,134	2.81
7. STATE STREET BANK EUROPE LIMITED	10,378,639	1.85
8. MR. TIWA JARUKE	6,624,300	1.18
9. MR. JIARANAI LERTRATCHKUL	6,273,100	1.12
10. KRUNGSRI STAR EQUITY DIVIDEND FUND	6,043,962	1.08

Securities Holding Report of Directors & Executives

Securities Holding Report of Directors and Executives as of 31 December 2014

No.	Name	Position	Number of Shares Held by Person (%)	Percentage (%)	Number of Shares Held by Person (%)	Percentage (%)	Number of Shares Held by Person (%)	Percentage (%)
1.	Mr. Hironaka Itoya Spouse/Immediate Children Related Juristic Person	Chairman of Board of Directors President & CEO	13,601,134	2.80	13,761,144	2.83	100,000	
2.	Mr. Panya Wongsilachit Spouse/Immediate Children Related Juristic Person	Vice Chairman of Board of Directors	5,104,000	0.93	5,104,000	0.93		
3.	Mrs. Niyansa Charnsathien Spouse/Immediate Children Related Juristic Person	Director	4,807,507	0.87	4,807,507	0.87	50,000	
4.	Mr. Mahatit Triyaporn Spouse/Immediate Children Related Juristic Person	Director	-	-	-	-	-	-
5.	Mr. Triya Jarakul Spouse/Immediate Children Related Juristic Person	Director Board of Management Nomination & Remuneration Committee Corporate Governance Committee	8,848,000 1,170,000	1.19 0.11	8,848,000 1,170,000	1.19 0.11	(22,300)	
6.	Mr. Nitsinrat Marnontak Spouse/Immediate Children Related Juristic Person	Director	-	-	-	-	-	-
7.	Mr. Siyuska Panchanonta Spouse/Immediate Children Related Juristic Person	Independent Director Chairman of Audit Committee	104,070	0.02	104,070	0.02	-	-
8.	Mr. Gammart Udomsakdeekun Spouse/Immediate Children Related Juristic Person	Independent Director Chairman of Risk Management Committee Chairman of Corporate Governance Committee Audit Committee Nomination & Remuneration Committee	114,700	0.02	114,700	0.02	-	-



Securities Holding Report of Directors and Executives as of 31 December 2014

No.	Name	Position	Number of Shares Holding as of December 31, 2014	Percentage (%)	Number of Shares Holding as of December 31, 2013	Percentage (%)	Number of Shares Holding as of December 31, 2012
9	Mr. Wataru Nagata	Independent Director Chairman of Nominations & Remuneration Committee	100,000	0.02	100,000	0.02	-
	Sponsor/Immediate Children		-	-	-	-	-
	Related Juristic Person		-	-	-	-	-
10	Ms. Kazuko Tsurubuchi	Board of Management Corporate Governance Committee Company Secretary	5,559,041	1.01	5,700,041	1.02	50,000
	Sponsor/Immediate Children		-	-	-	-	-
	Related Juristic Person		-	-	-	-	-
11	Mr. Shingo Poyama	Board of Management Risk Management Committee	1,075,750	0.19	1,000,750	0.18	175,000
	Sponsor/Immediate Children		-	-	-	-	-
	Related Juristic Person		-	-	-	-	-
12	Mrs. Satoru Tsurumoto	Board of Management Risk Management Committee	3,553,040	1.01	3,735,040	1.02	80,000
	Sponsor/Immediate Children		2,000,000	0.36	2,000,000	0.36	-
	Related Juristic Person		-	-	-	-	-
13	Mr. Watarai Toshihiro	Board of Management Risk Management Committee	1,000,000	0.18	1,000,000	0.18	-
	Sponsor/Immediate Children		-	-	-	-	-
	Related Juristic Person		-	-	-	-	-
14	Mr. Hiroshi Koyama	Board of Management	837,500	0.15	837,500	0.15	-
	Sponsor/Immediate Children		-	-	-	-	-
	Related Juristic Person		-	-	-	-	-
15	Mr. Gohshi Tamiyoshi	Board of Management Risk Management Committee	-	-	-	-	-
	Sponsor/Immediate Children		-	-	-	-	-
	Related Juristic Person		-	-	-	-	-
16	Mr. Yukio Kato	Board of Management	1,100,500	0.20	1,100,500	0.20	-
	Sponsor/Immediate Children		-	-	-	-	-
	Related Juristic Person		-	-	-	-	-
17	Mr. Toruichi Katsuhikotani	Board of Management	1,362,000	0.25	1,332,000	0.23	50,000
	Sponsor/Immediate Children		-	-	-	-	-
	Related Juristic Person		-	-	-	-	-

Remuneration of the Board of Directors and Management

4. Remuneration in Cash for the Year Ending 31 December 2014

(1) Total cash remuneration of the Board of Directors in form of annual remuneration and special bonus amounted to THB 6,300,000 and THB 10,095,000

Name / Position	REMUNERATION OF YEAR 2014						Total Remuneration (THB)
	Board of Directors	Board of Management	Audit Committee	Remuneration and Remuneration Committee	Board Management Committee	Corporate Governance Committee	
1. Mr. Hirunobu Ariya Chairman of Board of Director / Member of Board of Management	600,000.00	700,000.00	-	-	-	-	1,300,000.00
2. Mr. Panya Wongsathienkul Vice Chairman of Board of Director	500,000.00	-	-	-	-	-	500,000.00
3. Mr. Makoto Funayama Director	500,000.00	-	-	-	-	-	500,000.00
4. Mrs. Nijaporn Charnsathien Director	500,000.00	-	-	-	-	-	500,000.00
5. Mr. Triat Jaritke Director / Member of Board of Management / Member of Nomination and Remuneration Committee / Member of Corporate Governance Committee	500,000.00	100,000.00	-	-	-	-	1,100,000.00
6. Mr. Norihiro Mitsuoka Director	500,000.00	-	-	-	-	-	500,000.00
7. Mr. Sivadol Pongthavorn Independent Director / Chairman of Audit Committee	500,000.00	-	200,000.00	-	-	-	700,000.00
8. Mr. Guoshiang Chuanthaisong Independent Director / Member of Audit Committee / Chairman of Risk Management Committee / Member of Nomination and Remuneration Committee / Chairman of Corporate Governance Committee	500,000.00	-	100,000.00	-	-	-	600,000.00
9. Mr. Byrta Pongsoke Independent Director / Member of Audit Committee	500,000.00	-	100,000.00	-	-	-	600,000.00
Total							6,300,000.00



Name / Position	SPECIAL BONUS (from 2013 performance month)						Total Special Bonus (THB)
	Board of Director	Board of Management	Audit Committee	Nominations and Remuneration Committee	Risk Management Committee	Corporate Governance Committee	
1. Mr. Hironobu Iwya Chairman of Board of Director / Member of Board of Management	300,000.00	1,140,000.00	—	—	—	—	2,040,000.00
2. Mr. Panya Wongphayakul Vice Chairman of Board of Director	400,000.00	—	—	—	—	—	400,000.00
3. Mr. Mutsoto Fungyama Director	400,000.00	—	—	—	—	—	400,000.00
4. Mrs. Nijaree Chumchaisri Director	400,000.00	—	—	—	—	—	400,000.00
5. Mr. Fusa Isongk Director / Member of Board of Management / Member of Nominations and Remuneration Committee / Member of Corporate Governance Committee	400,000.00	365,000.00	—	—	—	—	1,765,000.00
6. Mr. Nattana Matsuka Director	400,000.00	—	—	—	—	—	400,000.00
7. Mr. Sivarak Pancharomsa Independent Director / Chairman of Audit Committee	400,000.00	—	400,000.00	—	—	—	1,100,000.00
8. Mr. Gunthara Ummathong Independent Director / Member of Audit Committee / Chairman of Risk Management Committee / Member of Nominations and Remuneration Committee / Chairman of Corporate Governance Committee	400,000.00	—	140,000.00	—	—	—	540,000.00
9. Mr. Ryuzi Nagasaki Independent Director / Member of Audit Committee	400,000.00	—	150,000.00	—	—	—	550,000.00
Total							10,855,000.00

Remarks:

The remuneration paid to Director and Management members conforms to the policies and the Board resolutions. Special bonus is reflected from previous year of Management Operation Performance in which the Nominations & Remuneration Committee proposed to the Board for consideration and approval.

1.2 Details of cash remuneration of Company's management in forms of salary, bonus and benefit after retirement as follows :

Remuneration	Year 2014		Year 2013	
	Number of Management	Amount (Baht)	Number of Management	Amount (Baht)
Salary	9	40,228,800.00	10	37,536,000.00
Bonus	9	8,927,300.00	10	14,460,134.00
Benefit after retirement	9	1,557,444.44	10	1,516,727.00
รวม		50,713,544.44		53,512,861.00

Remarks :

- "Management" means the first four level management including the management who related to finance & accounting
- Year 2013, there were ten persons, namely, Mr. Hironobu Iriya, Mr. Tiwa Jaruke, Ms. Kantika Tanthuvanit, Mr. Saneh Poorisat, Mrs. Suratana Trinratana, Mr. Wanchai Ratinthorn, Mr. Hideto Koyama, Mr. Gobchai Tanasugarn, Mr. Jittapon Sittisak and Mr. Paibun Sribanpai.
- Year 2014, there were nine persons, namely, Mr. Hironobu Iriya, Mr. Tiwa Jaruke, Ms. Kantika Tanthuvanit, Mr. Saneh Poorisat, Mrs. Suratana Trinratana, Mr. Wanchai Ratinthorn, Mr. Hideto Koyama, Mr. Gobchai Tanasugarn and Mr. Jittapon Sittisak.

2 Other Remunerations

2.1 Contribution to Provident Fund

Details of Company's contribution to provident fund for executives are as follows :

คำอธิบาย	Year 2014		Year 2013	
	Number of Management	Amount (Baht)	Number of Management	Amount (Baht)
Contribution to Provident Fund	9	3,277,880.00	10	2,955,348.00
รวม		3,277,880.00		2,955,348.00

Remarks :

- "Management" means the first four level management including the management who related to finance & accounting
- Year 2013, there were ten persons, namely, Mr. Hironobu Iriya, Mr. Tiwa Jaruke, Ms. Kantika Tanthuvanit, Mr. Saneh Poorisat, Mrs. Suratana Trinratana, Mr. Wanchai Ratinthorn, Mr. Hideto Koyama, Mr. Gobchai Tanasugarn, Mr. Jittapon Sittisak and Mr. Paibun Sribanpai.
- Year 2014, there were nine persons, namely, Mr. Hironobu Iriya, Mr. Tiwa Jaruke, Ms. Kantika Tanthuvanit, Mr. Saneh Poorisat, Mrs. Suratana Trinratana, Mr. Wanchai Ratinthorn, Mr. Hideto Koyama, Mr. Gobchai Tanasugarn and Mr. Jittapon Sittisak.

Achievements in 2014



February

- Subsidiary company, Toyo Thai Power Holdings Pte. Ltd. (TTPHD), increased its registered capital from USD 37 million to USD 69.5 million (increase capital by USD 12.5 million)

August

- TTCL signed a contract for the expansion of a petrochemicals plant in Rayong Province with total project value approximately THB 200 million, in which the company was responsible for the engineering design, procurement of equipment and machinery and construction.

September

- TTCL and Toyo Thai Malaysia Sdn. Bhd. (Subsidiary) received the Letter of Intent for the construction of a petrochemical plant in Malaysia with total project value over USD 450 million, in which the company was responsible for the engineering design, procurement of equipment and machinery, construction and test run.

October

- TTCL received certification for the environmental management under standard ISO 14001:2004 and quality management under standard ISO 9001:2008 issued by Intertek Industry and Certification Services (Thailand) Co., Ltd.

Marketing & Competition

1. Competitive Strategy

The Company has established a competitive strategy and business operation policy to strengthen its competitiveness for sustainable long term growth as follows:

Strengthening the Company's status as a Regional EPC Contractor and increasing its overseas market share

Contractor's reliability is a key factor because customers will generally select contractor based on past experiences and performances, as the investment in each project requires substantial funds. Therefore, an Integrated EPC Provider must ensure the delivery of quality work on time to fortify customers' confidence in the contractors' ability to meet required schedule and price.

In the past TTCL mainly undertook projects with investment value less than THB 6,000 Million (equivalent to USD 200 Million). Nevertheless, TTCL has strived to increase the Company's reputation and raise the Company's status to a Mid-tier Regional EPC Contractor, which usually undertakes projects with value of THB6,000 – 15,000 Million (USD 200-500 Million).

In addition, TTCL has expanded its operations to other countries to capture high potential markets in the regional level. Such a strategy will not only increase the customer base for the Company, but also reduce the risk of relying solely on construction projects in the domestic market. To support such a strategy, the Company has established subsidiaries in key target countries such as Vietnam, the Republic of the Union of Myanmar, Malaysia and the United States of America.

The transitioning of the Company from a small EPC contractor to a Regional EPC Contractor enhances the Company's clients and provides alternatives for taking on more diverse construction projects. Additionally, this move will offer the Company advantages in terms of operating costs, benefiting from economy of scale.



Satisfactory proven track record

The Company exercises strategy to maintain long term relationships with clients by providing high quality of work, standard engineering services and continual after sales services that satisfy the clients' requirements. The Company has succeeded in this strategy, visible from trust and reliance given by recurring clients, for example, PTT Group, SCG Chemicals Group, Bayer Thai Co., Ltd., AGC Chemical (Thailand) Co., Ltd. (former name: THASCO Chemical Co., Ltd.), Thai Central Chemical Public Company Limited, Bayer Polyurethane (Shanghai) Co., Ltd. (China), Shim-Etsu Engineering Co., Ltd. (Japan) and Solvay SA (Belgium). Apart from assigning the additional projects, these clients also recommend the Company to new clients.

Relationship with manufacturers, suppliers of equipment and materials and subcontractors

The Company has maintained a long term sustainable relationship with the manufacturers, suppliers of equipment and construction materials as well as qualified, expert and responsible subcontractors in order for the Company to perform and deliver quality work to clients within the stipulated time schedule. Maintaining fine relationships with these service providers will help the Company to sustain its ability to compete with others and mitigate risks that may arise from being unable to procure equipment and material and skilled subcontractors for new projects in the future.

Utilizing advanced technology to perform engineering design.

Since the construction of petrochemical, petroleum and power plants require very complex designs, the Company therefore, brings forward advanced technology using 3D design programs such as the Plant Design System (PDS) and PDMS (Plant Design Management System) which helps create accurate designs, minimizes errors, and able to examine the simulation of a real plant model design in 3D. Moreover, these programs also aid the customers' employees in conducting proper plant operation and maintenance safely.

Safety in the execution of operations

Safety is considered an important policy of the Company towards the employees and the subcontractors. The Company deems that any accident occur will be a loss, impacting the cost and increasing time spent, not to mention the impact on the morale of the related parties. Therefore, the Company has complied with the OHSAS 18001:2007 standard to ensure the

safety in every function and is proud to be certified with ISO 9001:2008, ISO 14001: 2004 and TSI 18001: 2011 by Intertek Industry and Certification Services (Thailand) Co., Ltd. In each project, the Company has arranged the accident protection equipment for the employees. Moreover, the Company has analyzed any possible accidents that might occur in every aspect in order to design the protection of loss and to contain the wide spread to nearby vicinity. In addition, the Company has a good safety track record recognized by clients, evident by various certificates received throughout nearly 30 years of the business operation.

Ability to meet customers' needs and requirements

The Company's customers can be divided into 3 main industries; petrochemical and chemical industries, power industry and other industries.

The Company has flexibility to accept projects, i.e. in addition to being a fully integrated engineering design, procurement of machinery and equipment and construction, the Company can undertake projects that require management in the fields of engineering, services and construction project (EPCm), as for some cases project owners only wish to receive the management service alone, which the Company takes into account the maximum needs and satisfaction of the project owner.

2. Outlook for Petroleum, Petrochemical and Power industries in Thailand

The global economic outlook report projects that the global economy continues to expand at 3 percent in 2015, though growth rate remains fragile. This is due to the differences in the economic outlook of many countries; The US and UK see signs of economic recovery from labor markets improvement and the continued easing of monetary policy. On the contrary, European countries and Japan face inconsistent recovery as financial crisis persists. Nevertheless, the global economy expansion is at risk by 4 risk factors 1) Global trade remains weak 2) Interest rates in major economies may rise at different times causing market fluctuations 3) The effects on trade and finance of oil producing countries and 4) European countries economic risk and Japan's stagnation or deflationary pressures in a long time.



As did in 2014, oil supplies will continue to flood the market in 2015, impacting the downtrend of oil price majorly. The US Energy Information Administration (EIA) estimated 2015 global oil supply at 92.8 mb/d while demand is expected at 92.3 mb/d with the major surplus from Non-OPEC countries led by the United States of America, which will have a supply of about 14.9 mb/d in 2015, increased by 7% YOY. However, the rate is slowed down compared to 2014, with a growth of 13% YOY.

As projected by Office of the National Economic and Social Development Board, Thailand's economy is expected to grow 3.5% – 4.5% in 2015, being driven by 1) the in line improvement of the export sector with the recovery of the world economy and world trade volume, whereby global economy is expected to grow 3.5% – 4.0%, contributing to overall recovery in exports and expansion of Thailand's economy 2) the fall in global oil prices will increase the purchasing power and consumption, reducing inflationary pressure to support the continuity of a loose monetary policy and 3) the revival of investment and the tourism industry, in which the impact from the domestic political turmoil has alleviated in the second half of 2014 leading to a positive outlook for private sector investment and tourism.

Petrochemical industry in 2015 is also expected to grow following the expansion of other industries, especially downstream industries such as plastics. However, domestic political stability is still an important factor that needs to be closely monitored by industries.

Thailand Power Development Plan guidelines for 2015-2035 (PDP 2015) has been adjusted in line with the Government policy and in accordance with the development of Alternative Energy Development Plan (AEDP 2012 – 2021) for a period of 10 years and the Energy Efficiency Development Plan (EEDP 20 years). Thailand's positive economic outlook, government investment in infrastructure including the preparation for the ASEAN Economic Community (AEC) in 2015, will in turn affect the power consumption in Thailand.

3. Status of Competition

As previously mentioned the Company is currently in transition into a Regional EPC contractor and undertaking larger size projects in overseas market. Therefore, business environment and competition have significantly changed over the course. Weak global economy recovery together with the slowdown of investment in oil industry may increase the intensity of competition.

Nevertheless, the Company found that project owners continue to value the quality of work, as well as the reliability and capability of EPC contractors as the most important factor. In addition, the Company's major competitors are large international EPC contractors in which the Company has been familiar with. This in turn has allowed the Company to continue to be at advantages in many aspects, including the emphasis of doing business in ASEAN countries; The Company and its subsidiaries have high experience and expertise in the area or better yet, a strong business network with major shareholders like Toyo Engineering Corporation, Chiyoda Corporation and Italian-Thai Development Public Company Limited, all of which are leading and prominent contractors in Thailand and Japan. Furthermore, the Company also has strategic business alliances with Mitsubishi Corporation from Japan and Korea Midland Power Co., Ltd. from Korea.

Sales Structure



Sale Structure of the company and its subsidiaries of each industries in 2012 – 2014 are as follows:-

Unit : Million Baht

Industry	Operated by	2012		2013		2014	
		Amount	%	Amount	%	Amount	%
Petroleum	Exxon-Thai Corporation Plc.	8,134.66	71.62	6,320.25	35.36	3,685.71	18.68
	Exxon-Vietnam Corporation Co., Ltd.	274.23	2.41	1,036.63	5.17	1,630.94	8.37
	Exxon-Thai Malaysia Sdn. Bhd.	1,424.26	12.54	497.88	2.79	1,428.36	7.30
	Exxon-Thai USA Corporation	63.58	0.56	1,581.08	8.85	2,051.52	10.48
	Global New Energy Co., Ltd.	-	-	4.14	0.02	-	-
Total Revenue from Petroleum Consumption		9,896.73	57.13	10,042.56	56.21	8,774.62	44.83
Power	Exxon-Thai Corporation Plc.	606.17	5.34	1,488.86	8.38	4,031.48	20.59
	Exxon-Thai Malaysia Sdn. Bhd.	66.07	0.78	257.69	1.44	-	-
	Global New Energy Co., Ltd.	-	-	-	-	1,309.07	6.69
Total Revenue from Power Consumption		672.24	5.11	1,756.75	9.82	5,340.55	27.28
Other	Exxon-Thai Corporation Plc.	849.31	5.72	3,536.16	19.79	3,436.76	17.67
	Exxon-Vietnam Corporation Co., Ltd.	116.02	1.04	-	-	-	-
Total Revenue from Other Consumption		965.33	6.76	3,536.16	19.79	3,436.76	17.67
Construction Service Consumption	Exxon-Thai Power Myanmar Co., Ltd.	-	-	2,496.81	-	1,781.81	9.10
Total Revenue from Construction Service Consumption		-	-	2,496.81	13.75	1,781.81	9.10
Electricity Generation	Exxon-Thai Power Myanmar Co., Ltd.	-	-	72.69	0.41	236.74	1.22
Total Revenue from Electricity Generation		-	-	72.69	0.41	236.74	1.22
Grand Total		11,356.30	100.00	17,865.08	100.00	19,575.26	100.00

New Business Development Plan

Business Model: The 2-Prong Strategy

Since 2010, TTCL Management has set the Strategic Business Direction to expand its businesses beyond its nature of business i.e. Integrated Engineering, Procurement and Construction (EPC) which TTCL has specialized for almost 30 years. With its strong financial status, TTCL has been able to not only undertake integrated EPC construction work but also simultaneously make joint-investment upon a mutual agreement with the project owner and justify the return on investment. TTCL is on a prompted-stand to seek these opportunities for optimization of its assets, as shown in the diagram below.





Toyo - Thai Corporation Plc. has realized the importance of risk management as an essential tool to enable the Company to achieve its objectives and goals, adding value to the Company, shareholders and other stakeholders. The Board of Directors has stipulated the continual and effective risk management process to manage risks. Then risk management working group under the oversight of Risk Management Committee has assessed both internal and external risk factors that may affect the Company's goals. The working group and the committee have considered and reviewed the sufficiency of policies, control measurements and controlling approaches, determined the necessary risk treatment plan, to maintain identified risks at acceptable levels and being aligned with current situation.

The Risk Management Committee monitored and reviewed an overall risk management process of the Company which covered 4 risk Categories: Strategy Risk, Operational Risk, Financial Risk and Compliance Risk. The risk assessment done by consideration of impact and likelihood of those risks.

In 2014, For the conclusion, there are risk factors at high - medium risk level as the following:

1. Risk from large project execution both domestic and international project

From the Company's policy to expand its capability to taken bigger project, both domestic and international. If there is any mistake in the execution of these projects, the financial status of the Company may be significantly affected, especially for overseas projects which have additional risks due to unacquainted with foreign business environment, social, cultures, law and regulations including political situation in such countries. Then before bidding in each project, the Company will analyze risk factors concerned with the project and will endeavor to minimize those risk factors as much as possible.

The Company policy in execution of oversea project is to aligned with local partner to minimized the risks derived from unacquainted with foreign business environment, social,

cultures, law and regulations including political situation in that countries. The Company has emphasized that responsible project manager and management for the project must be carefully planned for project execution and monitors their progress closely to prevent an occurrence of potential problems. In addition, project manager and responsible management shall prepare and implement project execution policy which taking into account the financial burden by attempting to identify the timing and amount of currency to be used in the project and communicate with finance department in advance, so the financial management for these projects would be done appropriately.

2. Risk from delayed handover the project to customer

For engineering design, procurement, and construction services business, the contract in general, will specified the project completion and handover date in advance, including liquidated damage compensation in case of the contractor fails to complete and handover the project on time. The liquidated damage compensation is different in each contract and could result in increased project costs until the contractor experienced loss.

Besides, the delay of project could also ruin contractor's reputation and cause them to lost the trust from other customers or loss their business opportunity in the future. The delayed on project handover that may caused a breach of contract and the Company would be responsible for compensation payment may come from various reasons, for example, the complexity of the project, ineffective project management, delay of subcontractor's work, delay of delivery of machine, equipment and construction material by suppliers and the problem of weather which are the obstacles to carry out the projects to complete as planned.

The Company recognizes the damages that could arise from the delayed on project handover, either the liquidated damages payment or the loss of reputation. Then the Company has assigned the Planning and Project Control Division to monitor and control the execution of each project closely, therefore the management would know the progress and situation of each project and could provide the assistance to resolve any issues that may occur in a timely manner which makes an execution of various projects of the Company to be more effective.



3. Risk from foreign currency exchange.

In project execution aspect, the project cost may be vary from estimation by the result of currency fluctuation. In order to reduce the risk currency exchange volatility, the Company manages the risk by means of Natural Hedge or entering into a Currency Forward Contracts with financial institutes.

4. Financial Risk (i.e. risk on joint venture income, risk associate with capital adequacy, risk associate with fund commitment, risk associate with cash flow problem)

According to the Company's business development plan to provided EPC services together with joint investment in the project (EPC & Project investment business). As the Company has taken more of large scale projects, both in Thailand and overseas. So the investment capital, revenue and profit of the projects would have directly related to projects scale. If there is any mistake in the execution of these large scale projects with high value, the liquidity and financial status of the Company may significantly affected.

However, before decided to invest in any project, the management would make an appropriate selective screening regarding to the projects and co-investor. The investment climate, project's feasibility, project's potential including the stability and continuity of project's return should be studied and considered for investment worthiness.

The Company will find out and compare the funding terms from each funding source, and try to choose the one that would be suitable with the needs of the Company. The qualification, experience and financial status of project's co-investor should also be considered, whether they are appropriate for the Company to co-invest with or not. In addition during project execution period, project manager need to monitor work progress against financial targets closely in order to control project's revenue and expenditure strictly according to the plan.

Corporate Governance

The Company committed to the principles of Good Corporate Governance. The Company has devised policy and manage our business according to corporate governance principles and comply with regulations of The Office of Securities and Exchange Commission (SEC) and The Stock Exchange of Thailand (SET) to encourage the company's competitiveness, growth and long-term shareholder value, taking into account the interests of other company stakeholders. The Corporate Governance policy and the Code of Conduct can be found on the Company's website (www.tcco-thai.com) The Company's corporate governance policies are divided into two parts, the principles and the recommended best practices are presented in 5 categories, namely:

1. Rights of Shareholders
2. Equitable Treatment of Shareholders
3. Right of Stakeholders
4. Disclosure and Transparency
5. Board Responsibilities

Recognizing and valuing the principles of good corporate governance, the Company has devised a clear policy for strict conformance as follows:

1. Rights of Shareholders

The Company recognizes the importance of good corporate governance and values the shareholders' right by encourages the shareholders to exercise their rights including legal fundamental rights such as the right to attend and vote in the shareholders' meeting, the appointment or removal of directors, the remuneration of directors, the right to share in the profit (Dividend), the right to receive adequate information, etc.

Beyond such fundamental rights, the Company endeavors to provide essential information to shareholders via website, to arrange the Company's site visits, etc.

The Company has a policy to support and facilitate the shareholders, including institutional investors, to attend the general meetings of shareholders by selecting the meeting venues where the mass transit system are available and sufficient for the shareholders to conveniently commute to attend the meetings. The Company provides opportunities for the shareholders to submit registration documents for attending the meeting in advance of the meeting date in order to minimise the time for documents verification on the meeting date. The Company also provides registration channels at the meeting venue specifically for individual shareholders and institutional investors and also arranges for a barcode system for registration and vote counting to expedite the registration and vote computation process. To facilitate the shareholders, the Company also provides stamp duty for the appointment of proxies.

The Company held the Annual General Meeting of Shareholders (AGM) every year within four months after the end of each fiscal year. If there is an urgent need to consider any special matter that may or in connection with the interests of shareholders, which need shareholders' approval, the Board of Directors can call an extraordinary meeting of shareholders on case by case. In 2014, the Company organized AGM on April 9, 2014 at Head Office 27th Floor Serm-mit Tower with a total attendance of 882 shareholders comprising of 74 shareholders and 808 representatives by proxy, representing 452,865,856



shares or 80.87 percent of the total issued share capital of the Company. The meeting was organized in accordance with the processes and procedures of the AGM Checklist, which prepared by Thai Investors Association (TIA) as follow:

Before the AGM

- Provide an opportunity for shareholders to propose agenda and to nominate director candidates to be elected individually in the 2014 AGM, by which the details and procedures are placed in the Company's website at least 3 months prior to the year ended. The shareholders who wish to propose agenda must be one single shareholder or several shareholders together hold the Company's shares at least 5 percent of total voting rights of the Company.
- Send invitation notice, meeting agenda with the opinion of the Board of Directors along with proxy forms, comprised of form A, B, and C (for foreign shareholders that have appointed custodians in Thailand), in accordance with the Ministry of Commerce together with other supporting information in both Thai and English. The Company shall publish these items on the Company's website prior to the delivery of the meeting notice at least 30 days in advance of the AGM.
- Prepare AGM meeting notices that clearly specifies meeting venue, date, time, agenda, and matters to be proposed to the meeting together with appropriate detail. The opinion of the Board of Directors, minutes of the previous meeting, annual report, all proxy forms and other relevant documents shall also be provided and distributed to shareholders not less than 14 days prior to the meeting. This is to ensure that the information related to voting decision received by the shareholders is sufficient, accurate, complete and transparent. The information must also be announced in the newspapers in Thai for three consecutive days and at least three days prior to the AGM for the shareholders to prepare themselves in joining the meeting.

On the Date of the AGM

- To facilitate all shareholders at the meeting date, Adequate number of officers shall be assigned to welcome and check registration documents. The Company will make registration process available two hours prior to the meeting, by using bar code system to shorten the registration process. Furthermore, after this registration period has lapsed, shareholders who wish to attend the meeting can register to attend without losing their rights.
- Arranged each shareholder's meeting at a venue that is convenient, easy to access, and adequate size in Bangkok or its vicinity under good security and set up an emergency plan to increase confidence and security to all shareholders during the meeting.
- The bar code system was implemented to facilitate the shareholders' registration process and counting of vote for accuracy and more convenience.
- The Company must not deprive the rights of shareholders to attend their meetings. All shareholders can exercise their rights to attend the entire meetings.

- During the meeting, President & CEO as the chairman of the meeting and all 9 directors of the Company attended the meeting together with the Chairman of the Board of Directors, the Chairmen of Audit Committee, the Chairmen of Nomination and Remuneration Committee, the Chairmen of Risk Management Committee, Board of Management, Auditors and Legal Representatives. Before the meeting, the Chairman of the Board will clarify rules and criteria in relation to the meeting, such as the opening of the meetings, voting procedures, and counting of shareholders' vote for each session, in accordance to the Company's Article of Association.
- A legal advisor from IPCT Associates Law Office Co., Ltd. was assigned by the Company to review and inspect the validity of the proxy appointments, adequacy of quorum, and tabulation and reporting of votes. Therefore, the voting results for each agenda item were reported to the meeting in a timely, accurate and transparent manner.
- The Company has specified director's interest in the invitation letter and in the AGM. If any directors have particular interest or involved in any agenda, chairman of the meeting must notify the participants prior to the meeting. The directors involved in the interests must not participate in the meeting and must abstain from voting on such matter.
- The Company shall support the shareholders to exercise their rights in protecting their own interests by asking questions, expressing opinions, and making recommendations at the AGM. The shareholders also have rights to participate in the decision of important issues, which may affect the Company, for instance, the appointment or removal of directors, the selection of nominees to become independent directors, the approval of auditors, the dividend payment, the reduction or addition of capital funds, set or revises rules and regulations, and the approval of memorandum items, etc.

After the AGM

- The Company discloses the resolutions of the AGM along with the voting results on the following working day after the meeting to the Stock Exchange of Thailand (SET) and on the Company's website (www.toyo-thai.com).
- The Company must prepare the minutes of the shareholder's meeting in Thai and English and shall notify the Stock Exchange of Thailand (SET) within 14 days after the meeting, in accordance to the SET regulations, and disseminate full details of the meeting. This includes complete and appropriate records of the meeting, the resolutions reached together with the number of approval, disapproval and abstain votes, questioning process of the shareholders in each session, along with the allocation of video recordings of the AGM for their acknowledgment in the Company's website (www.toyo-thai.com).
- Consider the recommendations and opinions received from the shareholders in the quality assessment of the AGM to make improvement plan for the following AGM.



2. Equitable Treatment of Shareholders

As stipulated in the Company's Corporate Governance Policy, all shareholders are entitled to shareholder's right and to be treated on an equitable and fair basis as follows:

2.1 The Company provides an opportunity for shareholders to propose agenda and to nominate director candidates to be elected in the 2014 AGM at least 3 months prior to the year ended. The Company also posted the criteria and procedures in relation thereto in the form of a newsletter to the Stock Exchange of Thailand and on the Company's website (www.koyo-thai.com).

2.2 Shareholders are entitled to assign proxies to the meeting to cast ballots for them. The Company prepared proxy forms as prescribed by the Ministry of Commerce (Form A, B and C), whereby the shareholders may give their proxies voting instruction. The proxy forms were delivered to the shareholders together with the invitation notice to the meeting. Additionally, the shareholders could download the proxy forms from the Company's website.

2.3 The AGM 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 and to provide equal opportunities for shareholders to express their opinions, ask questions and exercise the rights to elect individual directors.

2.4 Shareholders vote on every item using the polling card distributed at the meeting. In counting votes, one share was equal to one vote. The Company would use a computer system to count the voting by deducting the abstaining votes or disapproving votes from the total shares represented in the Meeting.

2.5 Current information shall be published at the Company's website to inform shareholders of major Company's data and information which have changed, including information sheets disclosed in accordance with various regulations. After disclosure to SET, the information shall be published at the Company's website both in Thai and English.

The Company established ethical codes on maintaining confidential information and the use of inside information in the corporate governance manual. The corporate set policy on conflict of interest of Committee, Management and employee, as part of code of business ethics and of code of conduct. Generally the corporate policy is set to avoid conflict of interest when corporate members focus on their private interest against corporate objectives and execution. For example, corporate members, Committee, Management and Employee are anticipated to avoid conflict of interest concerning corporate business with customers, manufacturers, vendors even business competitors. All members are anticipated to abstain from any activities that could cause conflicts of interest and serve self-interest. Moreover all members must avoid to do property trading with advantage of confidential information.

3. Right of Stakeholders

The corporate realizes the legitimate right of all groups of stakeholders, whether inside or outside the Company, such as employee, Board of Management and subsidiaries as well as all business partners who have been engaged with corporate working as specified function in agreement with in the Corporate Governance manual and Code of Conduct handbook, in order to create confidence and stability for the Company and its stakeholders and increase the ability of the Company to compete in the long term as detailed below:

Shareholder: The Company is determined to represent all shareholders efficiently through generating maximum long-term returns on investment and is committed to conducting business with transparency, to put in place reliable financial and accounting systems, and to deliver optimum shareholder satisfaction with regular and sustainable strong operational performance and continued growth. The Board of Director, Management and all employees shall perform duties with integrity and make decisions in good faith and in fairness to major and minor shareholders alike, as well as for the good of relevant parties. They shall refrain from any activities that could cause conflicts of interest and serve self-interest. Confidential information shall not be divulged to outside parties while simultaneously paying attention to accurate, complete and punctual disclosure of material information to all shareholders in response to their unwavering trust and support given to the Company and provide the investment returns that satisfy the shareholders the most.

Customer: The Company builds customer satisfaction; report the Company's status and performance to shareholders equally, regularly, and completely; perform duties with integrity and make decisions in good faith and in fairness to major and minor shareholders alike, as well as for the good of relevant parties; refrain from potential conflicts of interest with the Company; refrain from seeking undue benefits for oneself and related parties by exploiting inside information; and refrain from unduly disclosing the Company's confidential information.

Business Partners: Refrain from demanding from, accepting, and paying improper commercial benefits to business partners. Stringently, transparently, and equally observe contracts, agreements, and conditions given to business partners, attention to their commercial confidentiality and seeks to notify suppliers/contractors as soon as possible in the case that one or more of the agreements cannot be fulfilled, in order to find a timely resolution so that the general procurement and large projects are systematic, efficient, suitable to present economic situation, and in compliance with corporate governance principles, based on good governance, transparency, and accountability.

In addition, the Company also emphasises on respecting intellectual property rights of business partners and other third parties. It is the Company's policy that directors, executives and employees of the Company and other persons acting on behalf of the Company shall avoid infringement of intellectual property rights of business partners and other third parties. At the same time, the directors, executives and employees of the Company and other persons acting on behalf of the Company shall protect and administer the Company's intellectual property in the interest of the Company.



Business Competitors: The Company has a policy to operate in an upright and transparent manner in dealings with its business competitors. The framework of this policy has been shaped by related laws and regulations, as well as concepts related to Business Code of Conduct. It does not seek to find information about Competitors through dishonest or inappropriate means. The Company does not engage in slander or discrediting its competitors.

Creditors: The Company makes sure to strictly comply with all terms of any loan agreement it enters into in a responsible and transparent manner especially guarantee condition, capital management and payment. The Company will not conceal any information or hide any facts that might possibly result in the realization of losses for its creditors. In the event that the company unable to meet any of the criteria it agreed to, it will make immediate notification to that particular creditor to allow for a course of action to be taken to rectify the situation.

Employees: The Company has always regarded its employees as valuable resources, whose roles are fundamental to the success of the Company. Accordingly, the Company aspires to increase the potential of its employees throughout their career path by improving skills, knowledge and aptitude of its employees, as well as providing every employee with an opportunity to improve its career path on an equitable basis and offering appropriate remuneration to its employees which conform to the Company's operating results in short and long terms, to bolster employee confidence of career security in working for the Company. The following are guidelines to achieving this:

- The Company places importance on the welfare and safety of its employees. The Company provides fundamental welfare and benefits as required by law, as well as social security, compensation fund and provident fund, and constantly communicates all benefits to its employees.
- In addition to those as prescribed by law, the Company also provides other welfare to its employees, such as health insurance, which covers outpatient and inpatient treatment and dental care, life insurance, personal accident insurance, annual health check-up, and in-house medical and nursing treatment with doctors and nurses standing by at the Company's office during working hours, as well as providing healthcare measure. Furthermore, the Company encourages its employees to exercise for good health by providing facilities, sport equipment and other sport activities, such as yoga and aerobics, etc. The Company also promotes good family relationship by providing various areas and activities, such as kids' room, breastfeeding room and activities during school vacation, to support employees who have the necessity to bring their children to the work place. In addition, the Company also provides financial aid to its employees in various cases, such as wedding, childbirth, ordination, death of close relatives and natural disasters, etc.
- Giving priority and promoting staff's development of their knowledge and capacities by encouraging them to attend training curriculum in the short and long terms, academic and technical to enhance their skills and competency.
- Creating the work environment on the basis of occupational health and safety for life and property of staff and the Company, whereby the Company takes into account the

safety of staff operation and as such, organizes regular training provided before commencing of works and specialty training in specific area of risks so that they can identify any exposure and protection, consequently, promoting a more safety working environment. In 2014, the Company had the Injury Frequency Rate (I.F.R.) at 0.17 case per 200,000 working hours (reference to Bureau of labor statistics: BLS) and had the Incident Severity Rate (I.S.R.) at 0.80 work days lost on an average 200,000 working hours (reference to National Safety Council : NSC).

Community and Society: The Company realizes the importance of Corporate Social Responsibility (CSR), by establishing CSR Policy, and conducts activities that support CSR and community development. Include Educational Support Project, Social Support Project and Human Resources Development Programs etc.

Responsibility towards Environment and Resources: Operate business by adopting the provisions of Occupational Health and Safety Management System (OHSAS18001:2007, TIS18001:2011 and ISO14001:2004) Encourages employee education and training with regard to environmental matters. We also promote the development and conservation activities of energy and environment which are achieved by encouragement of efficient resource usage. We issue campaign activities to promote economical and efficient resource usage such as the campaigns for electric energy and disposal of garbage and waste from both the Company office and project site. This is to make all employees aware of the duties and responsibilities on community and environment.

Respect for Human Rights: The Company has policy and practices towards the respect of human rights. It is the responsibility of every director, management, and employee of the Company to fully respect the human rights that specified in Code of Conduct such as;

- We realize and respect the history, culture and customs of each country in which we operate.
- We respect human rights and refrain from discrimination by race, religion, creed, gender, social status, nationality, age, disability, not associating with forced labor, child labor and human trafficking.
- We maintain a work environment that is free from discrimination and harassment. Great care is taken not to cause recourse to legal proceeding as a consequence of discrimination, harassment, abuse of power, etc.

Anti-Corruption Policy: The Company is committed to oppose corrupt practices and corruption in any form, therefore this Policy is set to indoctrinate good awareness and establish good value for directors, managements, and employees in all levels in order to enhance stakeholders' trust and develop the Company's long term sustainability. Therefore, in 2014, the Company signed its commitment to joining the "Private Sector Collective Action Coalition against Corruption".

To achieve the objectives, the Company defined its Anti-Corruption Policy, as follows;



- The Company shall conduct business with honesty, particularly in matters regarding financial policy, budget planning and budget evaluation in any project which shall be prepared clearly and precisely.

- Directors, Managements and Employees in all levels shall not get involved in corrupt practices or corruption in any form whether directly or indirectly.

- Directors, Managements and Employees in all levels are prohibited to offer bribe or reward to suppliers, government organizations or relevant persons. On the contrary, employees are prohibited to receive bribe or reward from suppliers, government organizations or relevant person. However, this regulation allows occasional greetings with traditional souvenirs.

- Directors, Managements and Employees in all levels shall resolutely oppose unlawful or unethical practices, for example corporate racketeering, and shall not make unlawful or unethical settlements, financial or otherwise, as a consequence of such practices.

- Directors, Managements and Employees in all levels shall immediately report any suspected corrupt practices or corruption to supervisor or a person responsible in this regard, and cooperate in the investigation. In case of any problems, the employees shall consult their supervisor or a person responsible regarding the compliance with Business Ethics via provided channels such as Internal Control Department.

- The Company will guarantee fairness and protection to the whistle-blowers of corruptive actions involved with the organization through the arrange channels. A person who commits the corruption is needed to consider discipline followed by company standard. Conviction on laws may be applied in case such act violates the laws.

Whistle-Blowing Measures, Scopes, and Protection: Mechanisms The Company shall provide appropriate protection in accordance with protection measures for whistleblower to the persons who report corrupt practices and corruption in good faith and other related persons. The Company shall provide appropriate protection to the persons who report misconduct in good faith and other related persons. Moreover, report-related information shall be kept confidential and shall not be disclosed to unrelated person except the disclosure is required by law. Any person involve in any fraud and corruption shall be subject to disciplinary action in accordance with the Company's regulations and may be subject to legal penalty if such action is illegal.

Reporting and Whistle blowing: Whistle blowing is a measure to report to committee a suspected illegal action, misconduct, or any behavior which may indicate corruption or misconduct, falsified financial statement, failure of internal controlling system or unethical conduct, or any matter which may cause damage to the Company's reputation. Employees and stakeholders who detect or have reasonable grounds for suspecting misconduct should report to one of the following channels:

Email: ir@toyo-thai.com
Letter: Internal Audit or Company Secretary Office
Toyo-Thai Corporation Public Company Limited
159/41-44, Sermmmit Tower 27th - 30th Floor,
Sukhumvit 21 (Asoke) Road, North Klongtoey,
Wattana, Bangkok 10110, Thailand.
Tel. 0-2260-8505 Fax. 0-2260-8525-6

In 2014, the Company did not receive any complaints for not respecting shareholders' rights or any accusation regarding misuse of inside information.



4. Disclosure and Transparency

The policy on correct, complete and punctual disclosure of material financial and non-financial information through dissemination channels of the Stock Exchange of Thailand and investor relations section on corporate website in both English and Thai languages so as to provide equitable and credible access opportunity for shareholders, institution investors and any persons interested in obtaining such information, as follows.

Information Disclose in the Company's Website

To ensure that the shareholders, investors, and interested persons can quickly search and retrieve the Company's public information, the Company provided the following information in both Thai and English via Company's website (www.toyo-thai.com).

- **About Toyo-Thai Corporation Public Company Limited** comprises of vision, missions, business structure, organization chart, nature of business and competition, financial and operation information, risk factors etc.
- **Good Corporate Governance (CG)** comprises of Code of Business Ethics, Code of Conduct, Role and Responsibilities of Board of Directors, Management and Sub-Committees etc.
- **Investor Relations (IR)** comprises of financial information, stock information, Shareholder information, etc.
- **Corporate Social Responsibility (CSR)** comprises of CSR activities, for example, Educational Support Project, Environmental Development Project, Social Support Project, Human Resources Development Program and etc.
- **Corporate News** comprises of executives news, Chief Executive Officer's (CEO) articles, etc.

Disclosure Information of Board of Directors and Executive Management Remuneration Fee and Shareholding

Information of the Board of Directors and executive management remuneration fee and shareholding must be reported in the annual registration statement (Form 56-1), annual report (Form 56-2), and also published at the Company's website. Under Article 59 of the Securities and Securities Exchange Act, directors and executives must report their share portfolio with each purchase, sale, or transfer of shares to SEC.

Financial Reports Preparation

The Company provides report of financial statements together with report of auditor in annual report and using appropriate and consistent accounting policy, and with reasonable and circumspect considering to enhance the stakeholders' confidence to the financial reports. The Board of Directors has appointed the Audit Committee to assume key duties and responsibilities of reviewing the Company's financial statements and operation reports to ensure its correctness and completeness. In addition, the Board of Directors provides Report of the Board of Directors' Responsibilities for Financial Statements and the Company establishes the internal control policy within each department or section to prevent confidential information from being disclosed to the public prior to formal announcement.

The Company has to prevent confidential information from being disclosed to the public prior to formal announcement. Employees must not apply the Company's confidential

information for personal or others' gains. They should maintain inside information and sensitive documents that could lead to undue exploitation for themselves, their families, or their associates, including any information influencing stock prices and the Company's proprietary commercial secrets, formula, and inventions. Those who disclose important information and news to outsiders without approval from the Chief Executive Officer shall be subject to disciplinary action according to Company procedures and may face legal action.

In 2014, the auditors from PricewaterhouseCoopers ABAS Limited, the Company's external auditors had knowledge, competence, independency, and was approved by the Office of the SEC. The Company's financial statements were approved with unqualified opinion and accurate in accordance with the generally accepted accounting principles, and assented by the Audit Committee/the Board of Directors before disclosing to shareholders.

Disclosure Information of the Company

The Company shall disclose information on material matters regarding the Company, including financial reports, non-financial information and other information as stipulated by SET and SEC that are accurate, clear, complete, easy to understand, transparent, adequate, reliable and timely, and which have been screened according to prescribed procedures. The Company disclosed information to ensure equitable access by shareholders in the following channels:

- SET's Community Portal system and SEC.
- Annual Registration Statement (Form 56-1) and Annual Report (Form 56-2).
- Company's website at www.toyo-thai.com in both Thai and English.
- Company's company visit and analysts meetings.
- Road shows for both domestic and overseas investors.
- Annual exhibition such as SET in the City and Money Expo.
- Invitation to the AGM via post.

Investor Relations (IR)

Toyo-Thai Corporation Public Company Limited attaches great importance to investor relations which is performed duties with utmost responsibility, integrity, and dedication on disclosure of correct, reliable and adequate Company information to investors, analysts and other related parties in a fair, transparent and comprehensive manner.

The Company has set up the Investor Relations Department as a focal point in conducting proactive investor relations activities, according to best practices of leading international organizations, to promote effective communication channels with investors, analysts and other related parties. Opportunities are also provided for investors to raise questions and receive Company information through various channels, such as the Company's road shows are participated in with domestic and international investors; presentations for analyst meetings; report on the operations of Investor Relations to the Board of Directors quarterly; publish the results of the operation in webcast on the Company's website; provide shareholders and institutional investors to visit and meet business executives in order to generate understandings in the business of the Company.



Investor Relations (IR)

Mr. Gobchai Tanasugarn

Vice President

Finance & Accounting Division and Investor Relations

- (59/4)-44 Sermmit Tower 27th - 30th Floor, Sukhumvit 21 (Aroke) Road, North Klongtoey, Wattana, Bangkok 10110, Thailand
- Telephone 0-2260-8505
- Facsimiles 0-2260-8525-6
- E-mail ir@toyota-thai.com

In 2014, there was no action taken against the Company by the relevant regulators on the basis of any non-disclosure of any material information within the requisite timeframes.

5. Board Responsibilities

The Corporate Board consists of qualified and experienced in development and stipulation business trends, policy and corporate strategy with corporate objective to internal control system, internal audit, risk management and revision procedure to ensure that operation is compliance with applicable laws and reasonable decision.

(A) The Board of Directors

The Company shall have a Board of Directors consisting of at least five (5) directors but not exceeding twenty (20) persons and as of December 31, 2014. Board of Directors are consists of 9 Directors:

- 2 members of Executive directors (22 %)
 - 7 members of non-executive directors (78%)
- (there were totally 3 independent directors to be at one-third of the total number of Board members or the proportion accounts for 33.33%).

Directors Qualifications: Each of the Directors must be highly qualified, knowledgeable and experienced in fields such as engineer, petroleum, petrochemicals, energy, accounting and finance, management, and law that are beneficial to the Company's business. The Board of Directors understands its responsibilities in upholding the law and adhering to all regulations and rules, as well as principles of Good Corporate Governance. It must avoid any actions which would be against the best interests of the Company and avoid conflicts of interest with the Company that would decrease efficiencies. The Company has clearly separated and defined in written the power and authorities among the Board of Directors and the managements.

Directors Nomination: Regarding the selection of qualified candidates for nomination as directors in replacement of those who are retired by rotation, the Company gives the opportunity to our shareholders to nominate candidates with qualifications required by Securities and Exchange laws and by the Company's regulations to be elected as directors. Announcement has been posted on the Company's website to invite nomination from shareholders. The Nomination and Remuneration Committee will then select qualified candidates and propose to the Board of Directors for consideration. After the Board's agreement, the list of such candidates will be proposed to the Annual General Meeting of Shareholders to approve the election by majority votes.

The directorship term of the Board of Directors: has been definitely prescribed in articles of association of the Company that one-third of the directors who has longest term, has to retire from directorship. There is no fixed period for independent director but none of the Company's independent directors holds the position for longer than 9 years and the Company has no policy in limiting each director to serve as directors in listed companies and non-listed subsidiaries.



(B) Subcommittee

The Board of Directors nominates the following subcommittees:

1. Audit Committee: The Board of Directors has appointed the Audit Committee since December 9, 2008. Consists of three (3) independent directors, at least one (1) of whom has knowledge and understanding or experience in accounting or finance. The committee has the duty in monitoring the Company's operations. To reviewing of the financial reports, the internal control system and internal audit system. Considering and selecting or removal the Company's auditor and inclusive propose compensation.

2. Nomination and Remuneration Committee: The Board of Directors has appointed the Nomination and Remuneration Committee since November 12, 2010. Consists of three (3) directors, being two (2) independent directors and one (1) board of management. The committee has the duty in considering rules and procedures for recruiting qualified personnel to take position as directors and senior executives, in accordance with the required recruiting process, and consider the criteria and forms of remuneration of directors and senior executives, and offer opinions to the Board of Directors for further consideration.

3. Risk Management Committee: The Board of Directors has appointed the Risk Management Committee since November 12, 2010. Consists of five (5) directors, being one (1) independent director and four (4) board of management. The committee has the duty in establishing and implementing a risk management framework that is suitable and practical for efficient business management, as well as meeting international standards throughout the organization (including the Company and its subsidiaries).

4. Corporate Governance Committee: The Board of Directors has appointed the Corporate Governance Committee since November 14, 2014. Consists of seven (7) directors, being one (1) independent director, two (2) board of managements and four (4) managements. The committee has the duty to reviewing Corporate Governance Policy and its Code of Conduct and to conduct self-evaluation for sufficiency of Anti-corruption practices as it is one of the Anti-corruption progress indicators of Thailand Private Sector Collective Action Coalition Against Corruption.

(C) Duties and responsibilities

The corporate Committee has duties and responsibilities with compliance of concerned laws in order to consider and approve the corporate important business matters as well as to give priority to good governance and commitment in principle as follows:

- Determining and reviewing the organization's vision, mission, strategy, operations plans and budget
- Operation with competence in order to generate value added to long-term business and management with carefulness and with avoidance to conflict of interest
- Business execution with transparency as well as disclosure
- Orientation of regulation as standard of business execution for Committee and Employee's behaviour.

Corporate organizer will do annual report related to all activities and corporate turnovers in order to propose to Shareholders for consideration and approval.

The corporate nominates Audit Committee to audit and to comment on transaction which applicable laws stimulate to be audited by Audit Committee such as the related party transactions, are affected or conflicted to interest upon case by case to ensure that each item as proposed is used to reach the highest benefit of the company. These all items will be reported in annual report and the annual registration statement (Form 56-1) as well as statement of financial notes.

(D) Chairman of the Board

The Principles of Good Corporate Governance require that the Chairman should act as an Independent Director, although this is not the case presently. However, the Chairman is a highly knowledgeable and experienced individual who is recognized both domestically and internationally for his ability to perform his duties independently, and this will help the Company to be more secure and progress in an efficient way.

(E) Board of Directors' meeting

Board meetings are scheduled in advance so that directors can schedule themselves to attend. The Company is responsible for preparing and delivering the meeting agenda and relevant documents to all directors well in advance. Given adequate preparation time, Directors must investigate and make sound decisions. The Company regulations call for the board to meet at least once a quarter, with at least 2/3 of the total board in attendance to make a quorum, with additional meetings as necessary.

In 2014, the Company held a total of six (6) Board of Directors Meetings, and one (1) Non-executive Directors Meeting. The meeting invitations are delivered to directors at least 14 days prior to meeting date to give them enough time to study, deliberate, make sound decisions on all agenda items, and schedule themselves properly to attend each meeting.

A clear agenda is set for each meeting and adequate supporting documents are distributed sufficiently in advance to allow directors to thoroughly review the details. Minutes of Board meetings, including its meeting outcomes must be made clear for future reference. Details of meetings of the Board of Directors attendance at each meeting in 2014 are provided in Board Meeting Attendance.

The Company nominates a secretary, organizer for the meeting arrangement, invitation letter sending, minutes of meeting record and other duties that are related to general responsibility as well as information filing of Committee and Management with their accomplices. Educational background, work experience, and training records of the Company secretary mentioned above are provided in company secretary.



(F) Self-assessment of the Board of Directors

The Board of Directors conducts an evaluation on the performance of the Board of Directors in order to continually improve operational effectiveness. The self-assessment covers assessment for the entire Board of Directors and individual director. (The Audit Committee, the Nomination and Remuneration Committee, the Risk Management Committee and the Corporate Governance Committee are subjected to assessments for the entire committee). The performance assessment of the Board of Directors and each committee has the same rating criteria, and is consistent with the example of self-assessment of the board, provided by the SET. Furthermore, the assessment has been reviewed regularly to ensure its appropriateness.

The criteria for the evaluation represent the percentage in each category are as follows:

- Over 85% = Excellent
- Over 75% = Very Good
- Over 65% = Good
- Over 50% = Satisfactory
- Under 50% = Need Improvement

The Board's individual assessment consists of 6 main items (i.e. 1) Characteristics of Director 2) Roles and Responsibilities of Director 3) Board Meeting 4) Director's Performance of Duties 5) Relationship with Management 6) Self-Development of Director

The sub-committee's assessment consists of 4 main items (i.e. 1) Structure and characteristics 2) Roles and Responsibilities 3) The Meeting 4) The Performance

The overall result of the 2014 The Board's Individual Assessment and Sub-Committee's Assessment indicates an average rating of "Very Good-to-Excellent".

(G) The Chief Executive Officer's Performance Assessment

The Nomination and Remuneration Committee, in charge of the annual performance assessment of the Chief Executive Officer, must forward the assessment outcome to the Board for endorsement. The performance assessment for the Chief Executive Officer in the area which are leadership, strategy, implementation of strategy, financial planning and performance relationship with the Board of Directors, relationship with external parties, management and relationship with staff, succession plan, knowledge about products and services and personal qualifications.

The performance assessment of the Chief Executive Officer is accepted and appreciated to maintain the position to perform his duties and responsibilities for the success of the company objectives as a whole.

(H) Remuneration

It is the Company's policy to compensate Directors and Management at reasonable levels to motivate and retain quality directors, or at levels comparable to industrial practices. Remuneration is linked to the Director's performance and responsibility as well as the Company's performance and benefits to the shareholders. The Nomination and Remuneration Committee sets the remuneration principles, payment method, and reports the nomination and remuneration performance to the Board of Directors for approval at the AGM. Details of remuneration payments to Directors and management in 2014 are set out in Director & Management Remuneration.

(I) Developing of committee and management

1. The Company will encourage directors, sub-committee, management, company secretary to join the training courses or activities arranged by Thai Institute of Directors Association (IOD), The Securities and Exchange Commission (SEC) or other independent organizations to enhance their knowledge and operational efficiency, realize their duties and responsibilities. The details are as follows:

Summary of IOD Training Courses

Name of Director	Position	Courses organized by The Thai Institute of Directors Association (IOD)															
		ACP	ACEP	ACPS	CSP	DAP	DCP	EWI	FND	RCC	RCF	UFS	SFE	YMS	MPK	MA	MS
Mr. Hiroroku Miyai	Chairman of the Board of Director President & CEO	-	-	-	-	742551	-	-	-	-	-	-	-	-	-	-	-
Mr. Phiya Wongsakulphat	Vice Chairman of the Board of Director	-	-	-	-	732551	-	-	-	-	-	-	-	-	-	-	-
Mr. Mahabul Panapant	Director	-	-	-	-	742551	-	-	-	-	-	-	-	-	-	-	-
Mrs. Nanyam Chansakul	Director	-	-	-	-	812544	-	-	-	-	-	-	-	-	-	-	-
Mr. Tavee Jantak	Director Member of the Nomination and Remuneration Committee Member of the Sustainability Stakeholders Committee	-	-	-	-	842551	-	-	362547	-	-	102543	-	-	-	-	-
Mr. Nattasuda Mahasarak	Director	-	-	-	-	042557	-	-	-	-	-	-	-	-	-	-	-
Mr. Suvanto Pichakarnsri	Independent Director Chairman of the Audit Committee	182552	-	-	-	142547	412547	-	-	-	225551	212557	425557	-	-	-	-
Mr. Dornthorn Udomakulphong	Independent Director Member of the Audit Committee Member of the Nomination and Remuneration Committee Chairman of the Risk Management Committee Chairman of the Corporate Governance Committee	232551	122557	-	-	732551	1842557	-	-	142554	-	-	-	-	825552	425551	425551
Mr. Rujira Nagasaka	Independent Director Member of the Audit Committee Chairman of the Nomination and Remuneration Committee	-	-	-	-	742551	-	-	-	-	-	-	-	-	-	-	-
Ms. Kanchai Tantivessat	Company Secretary Member of the Corporate Governance Committee	-	-	-	232551	412551	-	112551	382547	-	-	102551	-	-	-	-	-

ACP= Audit Committee Program / ACEP= Anti-Corruption for Executive Program / ACPS= Anti-Corruption for The Practical Guide / CSP= Company Secretary Program / DAP= Director Accreditation Program / DCP= Director Certification Program / EWI= Effective Minute Taking / FND= Finance for Non-Finance Director / MA= Monitoring the Internal Audit Functions / MPK= Monitoring the Quality of Financial Reporting / MS= Monitoring the system of Internal Control and Risk Management / YMS= How to Measure the Success of Corporate Strategy / RCC= Role of the Chairman Program / RCC= Role of the Compensation Committee / SFE= Successful Formulation and Execution of Strategy / UFS= Understanding the Fundamental of Financial Statements



2. The Company arranges important information for new director, whereby Managing Director, concerned Executives, Corporate Secretary shall present the information regarding shareholding structure, organization chart, nature of business, performance of the Company, subsidiaries, the Board of Directors' meeting and other relevant information. In addition, the company provided a manual of Company Operation Document to Directors.

3. The Company has prepared the succession plan for important positions, by specifying in the Company's strategic plan to be the benefit for the management's work succession and development and to work in place of Managing Director and the managements when they cannot perform their duties.

(J) Conflicts of Interest and Internal Information

It is very important to prevent its directors, executives and staff from using their status for personal gain. The Good Corporate Governance Manual clearly states that directors, executives and staff should avoid a connected transaction that may lead to circumstances where their personal interest conflicts with the Company's interest, particularly in the matters relating to government, suppliers, partners or competitors. The Conflict of interest includes the attempt to reveal the company's confidential information to outsiders during or after the employment period of employee or the officer of director, regardless that such information is electronic information, financial information, business information, the company's future plans, etc. and prohibited to use internal information for their own or other's advantage.

(K) Internal Control and Internal Audit System

Internal control is the process set up by the Board of Directors, managements, and other staff in order to ensure that the Company shall carry out to achieve the following 4 goals,

1. To carry out the business to achieve its goals with efficiency and effectiveness.
2. To ensure reliable financial reports and other information significantly affecting to the reliability of the financial reports.
3. To comply with laws and regulations both in domestic and abroad including other standards and rules such as rules of SET, accounting standards, and company regulations.
4. To control and maintain the appropriate acquisition, usage, and disposal of the Company's properties.

The Company has implemented efficient and appropriated internal control system together with internal audit based on "Implementation Standards for Evaluation and Audit of Internal Control over Financial Reporting" issued by the Financial Services Agency of the Japanese Government dated 21/11/2006 (hereinafter J-SOX). Furthermore the company also brought the internal control-Integrated Framework, COSO or The Committee of Sponsoring Organization of the Treadway Commission which was revised in May 2013 and the concept

of evaluation for effective system of Internal control by the Securities and Exchange Commission (SEC) to conduct in order.

(L) Risk Management

The Board is responsible for assuring the risks management to cover situation that hinder the Company from its strategic goals is in place. In doing so, the Board has appointed the Risk Management Committee to determine risk management policy and framework, to monitor and promote, and to ensure that the risk management of the Company is properly functioned and effective. The Risk Management Committee has also been assigned to assess risks which are of significance at the organization as well as project levels, to develop operational, monitoring and evaluation plans, to implement and continuously revise them to mitigate and reduce the risks down to the acceptable levels, and to report the results to the Board periodically or immediately. Details are set out in "Risk Management".



The Board of Directors determined that the Audit Committee shall supervise internal Control system, risk management system and company supervision system including the affiliated company to be in appropriated manner and effective in accordance with related regulations and legislation. The Audit Committee is also responsible for preventing conflict of interest and handling connected transaction by implementing the Framework of Internal Control System and Enterprise Risk management of COSO (The Committee of Sponsoring Organization of the Tread way Commission) to assure the internal control and risk management is appropriate as well as in line with good corporate governance and international standards.

• Control Environment

The company has set up the structure of appropriated line supervision to clearly determine responsibility and authorized authority in order to supervise and control to meet the objectives and goal. There is the written working manual as guideline.

The company has cultivated the good sense on code of conduct for the executives and staff to realize on good governance. There were the regulations of business ethics and code of conduct in written document in order to carry out their work with honest, transparent and fair for all stakeholders.

In 2014, the SEC adopted the COSO 2013 Internal Control Guideline to improve the evaluation form of internal control for the listed companies. The company provided training for the executives in order to understand the mentioned guideline and to gain effective evaluation as prescribed form of the SEC.

In 2014, the Company has submitted an application for intention to participate in CAC (Collective Action Coalition Against Corruption) on anti corruption.

• Risk Management

The Risk Management Committee has supervised the company to systematically and practically perform risk management through a working group of executives and managers in order to continually monitor both outside and inside risk factors that may occur. The risk factors were classified in the following aspects : strategy , operation , finance and compliance. The risk assessment was conducted with consideration to chance and severe impact on the company while they occur.

The protective and corrective measurement and the responsible staff were clearly determined to implement, report and monitor in order to assure that risk management is accomplished efficiently and effectively in accordance with the company 's policies and objectives.

In 2014, the Risk Management Committee reviewed risk management policy and company risk and quarterly informed to the Audit Committee and the Board Directors of the significant risks both the changing of former risks and new risks. The procedures of risk reduction were also proposed in order to manage them in an acceptable level.

• Control Activities

The company has set up policy and procedures to achieve the objectives of internal control including authorized delegation, responsibility assignment, review consideration, security of property and auditing etc. There shall be the protective and corrective measurement to manage the occurred error found in control activities in order to avoid their repetition in the future.

In 2014, the company reviewed policy and operational regulations which extended the control of head office to the subsidiaries in abroad. Moreover, the policy and operational regulations were amended to cover fraud protection and inspection.



• Information & Communication

The Company recognizes the importance of information and communication and encourage the continued development of information technology so that the information is accurate and up to date. Besides, the company also focuses on the security of data storage, processing, implementation and monitoring in order to provide the data for decision making of the management and staff will be complete, accurate and timely manner.

The intranet system is a communication channel of the company so, it is enable to communicate policies, rules, regulations, orders, manuals and required information for the operation throughout the organization.

In 2014, the company has the channels to allow the staff and stakeholders outside the organization to report any fraudulent signs.

• Monitoring Activities

The scope, duration and responsible staff for monitoring and evaluation were determined by the Management and they were regularly conducted. The Company also determined the internal audit unit to monitor the annual audit plan by considering the results of the risk assessment. A deficient findings in internal control must be reported to the responsible person on this matter in order to determine the cause and corrective way.

The significant deficient finding must be reported to the management, the Audit Committee, the Board of Directors and the auditors in order to have an improvement within an appropriated length of time.

In 2014, the internal audit unit has carried out as the annual audit plan. However, the view of the Audit Committee in the satisfactory questionnaire pointed that the number of staff in the internal audit unit should be increased, particularly, the certified auditor by the Institute of Internal Auditors in order to ensure the effectiveness of the internal control to the maximum.

Occupational Health, Safety & Environmental Implementation



Mr. Kosin Leawpairote Project Engineering Manager

Toyo-Thai Corporation Public Company Limited has emphasized the importance of Occupational Health, Safety and Environmental (HSE) Management which has been formulated and regularly updated. Moreover, the company established good practices and guidelines for Occupational Health Safety and Environmental to be in line with the international standard (OHSAS 18001: 2007, TIS 18001: 2011 and ISO 14001: 2004). The management system is continuously improving to make confidence that the project under company's responsibility will have the suitably and efficiency measures to prevent an impact on human resources, project's properties and other concerned that executed

in compliance with Mitigation Measures specified by Environmental Impact Assessment. The company also involved in community's and commonwealth activities on occasion.

Occupational Health Safety & Environmental Management System

Toyo-Thai Corporation Public Company Limited, therefore, to ensure that project implementation under TTCL's responsibility will have the suitably and efficiency measures which has overlaid the operational frameworks for HSE Department and therefore for mulated policy as following;

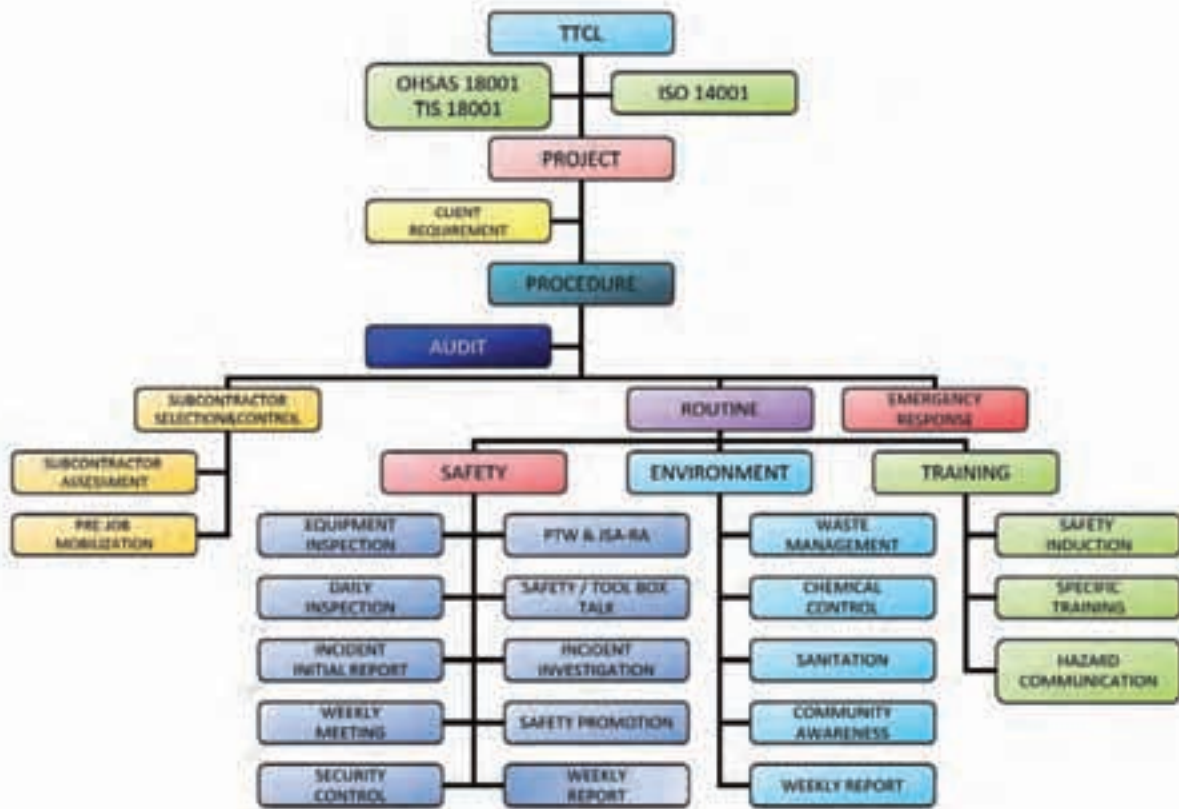


Figure 1 HSE Management System for each project

Occupational Health Safety & Environmental Management

Toyo-Thai Corporation Public Company Limited developed direction of Occupational Health Safety & Environmental Management as group work operation as following;

1. Sub-Contractor Evaluation
2. Routine Work Operation
 - 2.1 Occupational Health Safety Management
 - Daily Safety Inspection
 - Construction Machine & Electrical Tool /Equipment Inspection
 - Permit to Work (PTW)



Figure Personal Protective Equipment for each project

2.2 Environmental Management

- Environmental Impact Mitigation Measurement
- Waste Management Plan
- Chemical Control

2.3 Training

- Safety Induction Training
- Specific Training such as Confined Space, Working at High, etc.
- Hazard Communication

3. Emergency Response

Corporate Social Responsibility (CSR)

Toyo-Thai Corporation Public Company Limited, No. 4/2557 dated August 13, 2014, authorized the Board of Management consist of;

1. Mr. Hironobu Iriya	President & CEO
2. Mr. Tiwa Jaruke	Director and Senior Vice President Project, Proposal and Engineering Division
3. Mr. Saneh Poorisat	Senior Vice President Engineering, Training and Task Force
4. Ms. Kantika Tanthuvanit	Senior Vice President General Administration and Company Secretary
5. Mrs. Suratana Trinratana	Chief Operation Officer (COO) Vice President
6. Mr. Wanchai Ratinthorn	Vice President, Project Execution Division
7. Mr. Hideto Koyama	Vice President, Sales & Business Development Division
8. Mr. Gobchai Tanasugarn	Vice President Finance & Accounting Division and Investor Relation
9. Mr. Yukio Kobe	Director, Engineering and Project Execution Division
10. Ms. Pornchan Katejulasriroj	Director, Engineering, Project Execution and Sales & Business Development Division

to responsible the Corporate Social Responsibility (CSR) to be efficient and to generate and the most benefit to the Company.

The Board of Management's duties on CSR are as follows;

1. Determine and roll-out the Company's CSR Policy.

2. Propose the Working Group Name lists to communicate with all levels of employees, partners, and stakeholders to understand and realize in CSR.

3. Determine appropriate plan in line with the Company Operation Policy.

4. Determine the suitable budget, follow up, evaluate and review the performance in relation with the planned policy.



5. Encourage the exchange of knowledge, success, and experience on CSR between internal and external units.

6. Continuously report CSR activities to the Board of Directors.

To support CSR Activities and to achieve its objectives, the following persons are appointed as CSR Working Group;

1. Ms. Jaruwan Sookthauyart	Leader
2. Mr. Anuchit Piyamanit	Staff
3. Mr. Nuttapol Sinkajohn	Staff
4. Ms. Wantanee Padungthod	Staff
5. Ms. Mallika Charoensap	Staff
6. Mr. Anucha Phaphophiphatphong	Staff
7. Ms. Tatthiya Suebsaising	Staff
8. Ms. Natcha Viwattanateerakul	Staff and Secretary

Roles and responsibilities of CSR Working Group are as follows;

1. To follow up and act according to the CSR Policy.
2. To propose action plan in order to achieve the specified objectives.
3. To report the operational progress to Board of Management and to coordinate with other related units to achieve the objectives under CSR Policy.
4. To consider the Company's activities for communities and environment to be proposed to the Board of Management.
5. Undertake any other actions concerning CSR activities as authorized by the Board of Management.

CORPORATE SOCIAL RESPONSIBILITY POLICY

Toyo-Thai Corporation Plc. is engaging business in accordance with Corporate Social Responsibility (CSR), having intention to co-operate with company's stakeholders. The Company is committed to create and maintain good relationship based on trust and mutual respect, realize any possible impact on company's stakeholders such as shareholders, employees, clients, partners and government. We also place high priority on environmental conservation and support continuously on corporate social responsibility activities.

There are 6 principles of CSR Practice as follows;

1. Compliance with Code of Conduct and Code of Business Ethics
2. Human Rights and Labour Practices
3. Responsibility for Customers, Investors, Partners, Employees, and Other Stakeholders
4. Social Responsibility Activity
5. Responsibility for Environment and Safety Standards
6. Company Innovation related to CSR

1. Compliance with Code of Conduct and Code of Business Ethics.

Comply with Code of Conduct to maintain integrity and transparency in business operation. Moreover, all employees shall be encouraged to understand Code of Business Ethics of the company.

Code of Conduct

The core Principles embodies the corporate policies in all business conducts to be observed by the "Personnel".

1. Customers Trust

With the highest standards of honesty, integrity and fairness, realize customers' trust satisfaction by offering the most valuable assets of TTCL, i.e. human capital, technologies and expertise, earned through the long history of TTCL.

2. Compliance with Laws and Regulations

Comply with laws and regulations as well as international norms with the highest standards of business and professional ethics, as such compliance is the very key to and source of sustained growth of TTCL as a socially responsible company.

3. Compliance with Corporation Operation Policies and Regulations

Comply with corporation operation policies, rules and regulations such as;

- Article of Association
- Corporation Operation Policies
- Mission statements
- Company Rules and Regulations
- Company Manual and Procedure

4. Respect for Humanity

Respect human dignity and human accomplishments such as history, culture and customs of mankind and contribute to prosperity and progress of human society.

Create healthy and productive work environments and corporate culture in which the Personnel can make best use of their talents and maximize the values of individuals in pursuit of ideals of TTCL.

5. Health, Safety, Security, Environment and Quality

Place the highest priority on health, safety, security, environment and quality.

Detailed Code of Conduct

1. Comply with laws and regulations of the countries of business operation and with internal corporate rules, with the highest standards of honesty, integrity and fairness.

- 1) We realize and comply with applicable laws,

regulations and the highest ethical standards in performing our global business to achieve our customer's satisfaction and our own continued growth.

- 2) We observe internal corporate rules and maintain good communication with supervisors and coworkers to achieve corporate success.
- 3) We uphold the highest ethical standards to enhance the social trust which is essential to achieve our business goals.

2. Respect humanity of the people in the world, free from discrimination and harassment.

- 1) We realize and respect the history, culture and customs of each country in which we operate.
- 2) We respect human rights and refrain from discrimination by race, religion, creed, gender, social status, nationality, age, disability, etc.
- 3) We maintain a work environment that is free from discrimination and harassment. Great care is taken not to cause recourse to legal proceeding as a consequence of discrimination, harassment, abuse of power, etc.

3. Comply with international arrangements governing global business operations.

- 1) We realize and comply with international agreements pertinent to our global operations including, inter alia, export and import regulations and tax laws.
- 2) We recognize the differences in business practices and legal structures in each country in which we operate and conduct our business with the highest standards of integrity and ethics.

4. Comply with international treaties and laws and regulations for environmental conservation and protection, and place the highest priority on health, safety, security and environment.

- 1) We recognize that environmental conservation is given high priority in the 21st Century. We endeavor to minimize the environmental impact from our global engineering business and aim to harmonize industrial and economic



development with environmental conservation.

- 2) We shall endeavor to develop technologies and products that contribute to environmental conservation.
- 3) We are committed to the standards of quality, health, safety and security that are essential for TTCL to be recognized as a socially reliable company.

5. Respect intellectual properties, patented or otherwise, of customers, partners and others and protect those of TTCL.

- 1) We recognize the value of confidential and proprietary information of TTCL. We protect such information in accordance with our Information Security Policy.
- 2) We shall not divulge confidential information of TTCL to any third parties. We shall not use confidential and proprietary information for personal interests or any purposes against the interests of TTCL.
- 3) We treat the intellectual property as well as confidential and proprietary information of our customers, partners and other with the greatest care in accordance with applicable laws and regulations.

6. Do not commit unfair business transactions such as insider trading of stocks, in compliance with laws and regulations of the countries of business operation.

In the event we obtain confidential information relating to TTCL, our customers or partners, both domestic and abroad, we shall not trade stocks/shares/securities of the entity to which the confidential information relates, (insider trading) until such information becomes the public domain.

7. Keep accurate, complete and timely financial and accounting records, in compliance with laws and regulations of the countries of business operation.

- 1) We keep accurate, complete and timely financial accounting records. Fraudulent or

misleading records are strictly prohibited.

- 2) We disclose our corporate information on a timely basis in accordance with applicable laws and regulations to protect investors.

8. Do not stand against the overall interests of TTCL, and with the highest standards of ethics draw a line between public and private.

- 1) We do not act against the interest of TTCL for the purpose of pursuing personal or and third party's interests.
- 2) We place the highest priority to the continued growth of TTCL and to our contribute to the societies. We shall not put private interests ahead of the interests of TTCL.

9. Comply with laws and regulations of countries of business operation in dealing with customers, partners and stakeholders, and observe the highest standards of ethics in conducting business anywhere in the world.

- 1) We observe the highest ethical standards and the applicable laws and regulations that prohibit offering benefits, including, inter alia, money, gifts, meals and entertainment to any government officials or any other persons who have similar capacities.
- 2) We observe the highest ethical standards and shall not offer excessive benefits including, inter alia, money, gifts, meals and entertainment to our customers, partners and stakeholders that are beyond ethical business practice.
- 3) We shall not accept any benefits from our customers, partners and stakeholders that are beyond ethical business practice or may impair the interests of TTCL.

10. Oppose resolutely any antisocial influences and do not submit to their demands.

We resolutely oppose any unlawful or unethical practices, for example corporate racketeering, and shall not make unlawful or unethical settlements, financial or otherwise, as a consequence of such practices.

11. Report immediately and in good faith to the upper management level of any known or suspected violation of this Code of Conduct.

- 1) All the Personnel have a duty to report, immediately and in good faith, any known or suspected violation of this Code of Conduct to the upper management level.
- 2) We are responsible for cooperating in the fact-finding investigation related to the reported violation.
- 3) In the event that a serious violation is proven, the offender and his or her supervisor may be subject to disciplinary action.
- 4) It is the responsibility of the management of TTCL to ensure that no retaliation of any kind shall be taken against those Personnel who reported a violation or cooperated, in good faith, with the fact-finding investigation.

CODE OF BUSINESS ETHIC

Apart from the laws, all directors and employees must comply with Code of Business Ethics because the Company believes that having business ethics is a precious asset of the Company.

1. Compliance with Code of Conduct

- 1.1 The Company expects that all directors and employees read, understand, and comply with the standards and code of conduct assigned by the company.
- 1.2 Directors and employees should report to executives when there are problems in accordance with the Code of Conduct. Also, they shall provide advices or comments to improve the Code of Conduct.

2. Guideline of Business Operation

- 2.1 The Company must conduct its business consistently with the relevant laws. The Company shall maintain fair business operation.
- 2.2 The Company strongly believes that conducting business with honesty, morality

and ethics is good business government which will provide a stable, progressing business of the Company.

- 2.3 The Company will respect and act in compliance with local norms and traditions.
- 2.4 The Company will conduct business with honesty, particularly in matters regarding financial policy, budget planning and budget evaluation in any project which shall be prepared clearly and precisely.
- 2.5 The Company hopes that all directors and employees will honestly respect in the Company's policy, accounting process and other regulations. Moreover, employees should report to executives immediately if there is any suspicion of a violation of the code of conduct which may cause damage to the Company's reputation.

3. Responsibility for shareholders

- 3.1 The Company will conduct business in purpose to achieve the goal of maximizing economic value and shareholders' wealth in the long term. Shareholders will receive benefit from the Company's efficiency and good corporate governance.
- 3.2 The Company respects the right of shareholders to obtain sufficient information regarding the business, so that they can consider the proper direction of the business they have invested in. The company will report clear and precise information about the Company's management, financial status and operation report to shareholders on a regular basis under the rules assigned by the SEC.
- 3.3 The Company will follow the policy in compiling and keeping the information, making accounting reports to be consistent with the relevant regulations and the general accounting basis.



3.4 The Company will treat shareholders equally in the shareholders' meetings.

4. Relationship with Suppliers and contractors

4.1 To supply goods and services for the Company, they must reach the highest standard.

4.2 The Company intends to keep and develop good relationships with suppliers, government organizations and contractors of the company.

4.3 Directors and employees are prohibited to take personal advantages from suppliers, government and contractors of company.

5. Safety and Health in Workplace

5.1 The Company will prevent accidents, injuries or sickness from work. With cooperation from all employees, the company will not stop researching and managing the risks that may occur during the work.

5.2 The Company will provide equipment, tools, accessories and training for the benefit of safety of workers and the Company's assets.

5.3 The Company will immediately and efficiently take action in case of emergencies or accident from the operation.

5.4 The Company will strictly comply with the laws and relevant regulations.

5.5 The Company will develop and train its employees to assure that all employees understand and receive sufficient information about the environment in workplace, working procedures and sicknesses that may occur from work.

6. Computer system

Follow the Company's regulations and relevant laws on safely use of the computer networking system in organization.

7. Responsible for environment

The Company's policy is to conduct business accordingly the environmental laws and relevant regulations as necessary.

2. Human Rights and Labour Practices

Respect human rights, advocate non discrimination by gender and social class. Manage the compensation for employees to be at the same level with those of other

business in the industry, and refrain from child labour. Any improvement, structural change, and organization management shall be under Thai law. Moreover, we shall strictly comply with law and regulations related to occupational health and safety. We shall create work environment which is healthy and safe for employees and contractors to prevent any possible accident or damage.

Attention to Staff

The company attends and be concerned about all employees to be compared as family. The employees perform in Head Office or Construction Projects in domestic and aboard. The Permanent Employees and the Contract Employees are Thai or Foreigner.

Equality

The company has no restriction be different to employ employees the same as work by giving chance and equality with all race, Buddhism, sex, age, level, hometown, education and major for necessity of work type in organization.

Recruitment

There are 2,268 employees in company as Permanent Employees and Contract Employees, who gain minimum benefits as Thai regulation regardless of creed. The applying for a job is the Human Resource Department has checked strictly personal data and working experience for protection to be illegal labor usage, criminal case, forced labor, children labor (Human Rights and Labour Practices). The salary is transferred through bank monthly. The Permanent Employees and Contract Employees are registered at social security office for sending social security fund subvention in the part of employer and employee as performance that all employees gained government welfare as health insurance and medical treatment.

- Examination : Using skill examination, elementary knowledge of computer, translation, human resource, etc. for understanding skill and general elementary knowledge of applicants.
- Interview : the company uses the standard job performance evaluation of company by using to be different interview depend on position and department of applicants.

Leave of Employees in 2012 - 2014

Leave	Person (s)		
	2014	2013	2012
Sick Leave	2,105	2,267	1,674
Personal Business Leave	839	652	381
Maternity Leave	11	11	7
Leave Taken as a Result of Military Call-Up	6	9	5
Sterilization Leave	-	-	-
Monkhood Leave	31	36	28

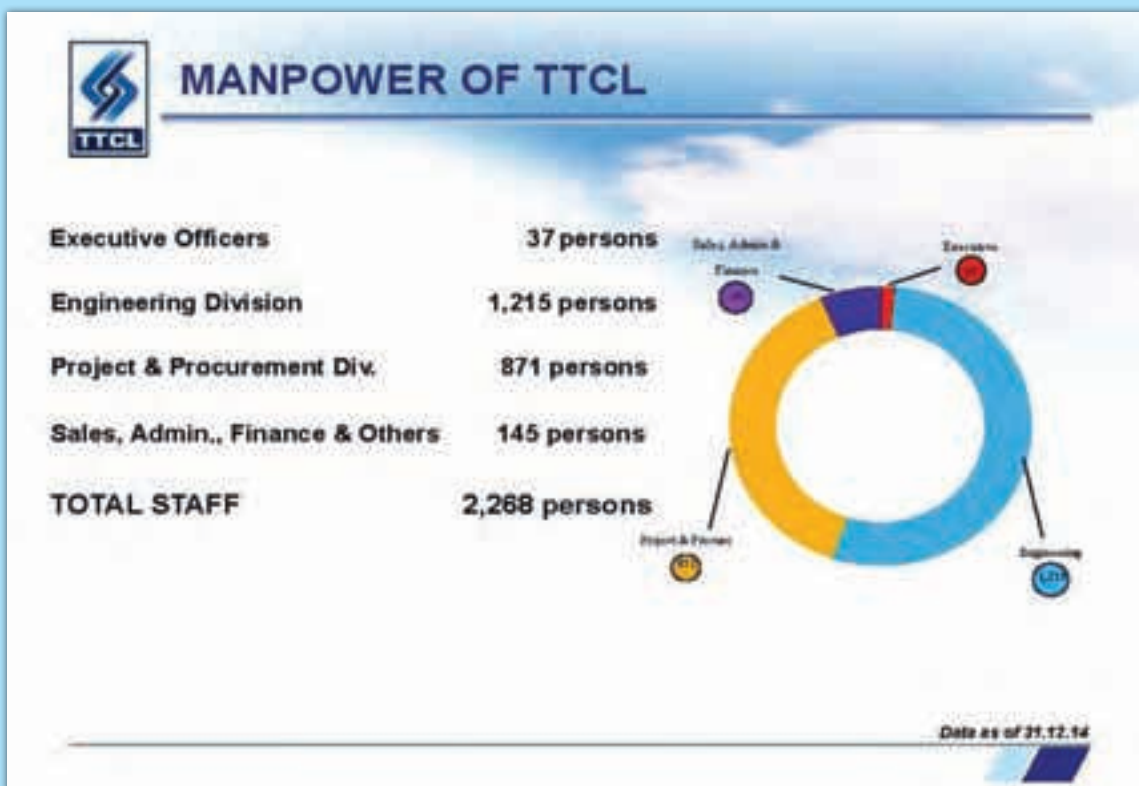
Maternity Leave of Female Employees in 2012 – 2014

Maternity Leave	Person (s)		
	2014	2013	2012
Maternity Leave Employees	11	11	7
Employees Return to Work After Childbirth	9	10	6

Rights of Employees

The company makes group health insurance with AIA Company Limited to include travelling insurance

consist of emergency and illness with ACE INA Overseas Insurance Company Limited.





Engage Environmental Law & Regulation

To ensure that all projects comply with Environmental Law & Regulations and Owner's HSE Policy. So, TTCL determined guideline operating as following;

1. Evaluate Environmental Law & Regulation compliance before starting construction work.
2. ISO 14001 Internal Audit.

Impact Prevention from Project Construction

Toyo-Thai Corporation Public Company Limited has developed Environmental Management & Control Plan to prevent, control & reduce environmental impact that may be generated from Project Construction activity through the Environmental Management & Control Plan in order to comply with Project Environmental Impact Assessment Study Report (EIA) and TTCL has established audit plan & system to ensure that TTCL's Project Construction Site proceeding in comply with the mitigation/ requirement in the Environmental Management & Control Plan.

Emergency Preparedness and Response

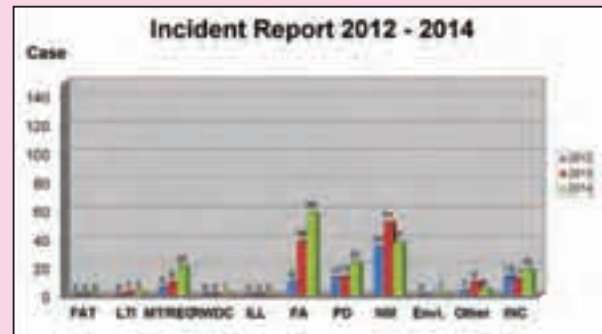
TTCL Headquarter and All Projects rehearse emergency response once a year.



TTCL's working Man-Hours of construction projects both domestic and overseas for year 2012-2014

Man-hours	Jan.	Feb.	Mar.	Apr.	May	Jun.	Jul.	Aug.	Sep.	Oct.	Nov.	Dec.	Total
2012	559,666	808,037	846,616	782,205	842,728	747,332	790,763	1,035,417	897,633	569,380	742,329	718,664	9,303,773
2013	1,324,837	1,330,283	1,898,331	2,080,646	2,039,772	2,901,557	1,861,443	2,349,179	2,245,364	1,813,694	2,013,269	1,844,965	24,585,845
2014	1,532,876	1,491,326	1,795,700	1,742,998	2,313,510	1,686,292	2,551,686	2,646,700	2,850,897	2,301,612	2,357,441	1,949,652	114,235,681

Incident Report (2012 – 2014)



Remark :

FAT : Fatality(Case)
 LTI : Lost time injury (Case)
 MT/ REC : Medical Treatment /Recordable (Case)
 RWDC : Restricted Workday (Case)
 ILL : Illness (From occupation)
 FA : First Aid (Case)

PD : Property Damage
 NM : Near Miss
 Envi. : Environmental Incident (case)
 Other : Other Incident Type
 INC : Incident Case



Environmental Management

Toyo-Thai Corporation Public Company Limited has developed Environmental Risk Management by Implement Environmental Aspect Identification & Evaluation method for all TTCL's Project.

1. Environmental Aspect Identification
2. Environmental Impact Mitigation Measure
3. Environmental Aspect Evaluation
4. Environmental Aspect Management
5. Environmental Impact Mitigation Measure

Control & Audit

Environmental Management & Control Plan Air Pollution

As a result, Environmental Aspect Identification of TTCL, that found the important Environmental Aspect of

Air Pollution from Project Site Construction is Particulate Dust from Earth Work Activities such as Excavation Work, Soil Transportation Work. So, TTCL has developed Environmental Impact Mitigation Measure for control & reduce Environmental Impact at source such as Provide Water Spraying at particulate dust generated location, provide canvas to cover soil during transportation.

Noise Pollution

According to Environmental Aspect Identification Result & Environmental Management & Control Plan of TTCL, that found the important Environmental Aspect of Noise Pollution impacts from Project Site Construction are come from Piling work activity and Air Flushing. So, TTCL has determined Environmental Impact Prevention and Mitigation Measure as table below;

No.	Activities	Prevention and Mitigation Measure
1	Piling Work	Determined working operation time; 1. Working day from Mon. – Sat. 2. Working Hour 08:00 – 17:00 Hrs. Consider using drilling machine type.
2	Air Flushing & Steam Blowing	Determined working operation time; 1. Working day from Mon. – Sat. 2. Working Hour 08:00 – 17:00 Hrs. Public communication to inform working activity detail & working period. Install silencer equipment.

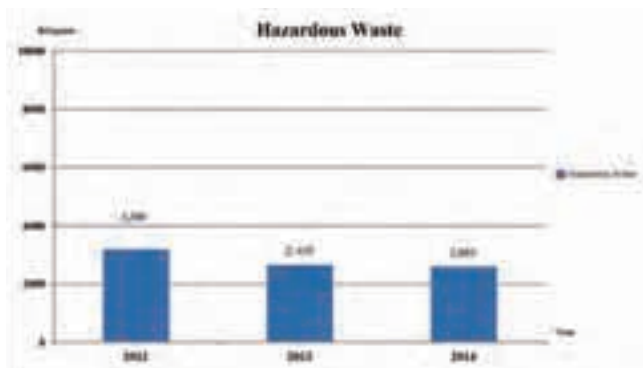
Waste Management Plan

According to Environmental Aspect Result & Environmental Management & Control Plan of TTCL that emphasize Environmental Aspect of Waste Pollution impact from Project Site Construction are come from Piling work activity and Air Flushing. So for Prevent Environmental Impact, Toyo-Thai Corporation Public Co., Ltd. has

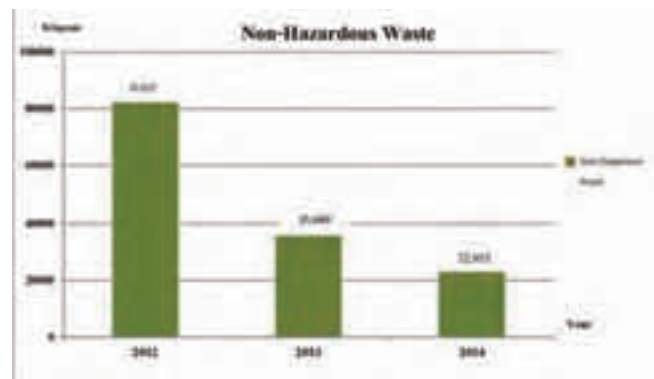
used 3R Principle; Reduce Reused & Recycle. TTCL emphasizes Waste Separation to reducing waste quantity generated on Project Site Construction and for effective Waste Management which was separate waste management as step of work as below table;

No.	Process	Objective
1	Estimate waste generated at Project Site Construction.	To develop preliminary waste quantity data and design temporary waste storage area.
2	Provide Temporary Waste Storage Area.	To prevent hazardous waste contaminates to environment.
3	Waste Separation at generated source.	To reducing hazardous waste cause by chemical or hazardous substance contaminate to general waste.
4	Waste Transportation to Temporary Waste Storage Area at Project Construction Site.	1. To store waste in the proper waste storage area. 2. To prevent subcontractor transports waste to dispose out site Project Site Construction with out permission.
5	Off Site Waste Disposal by Authorized Waste Disposal. Service	To ensure waste disposal is compiled with Law & Regulation.

Hazardous Waste



Non-Hazardous Waste





Law & Regulation of Strictly Occupational Health and Safety

Site Entering Instruction

Employee / Visitor

- Badge must be clearly displayed.
- Visitor shall be contact with security to receive VISITOR badge.
- Guests and Visitors who requesting for site visit in construction areas shall get the permission from TTCL PM and CM and they shall be properly trained or shortly briefed about HSE regulations before entering to the areas. Appropriated Personnel Protective Equipment (PPE) shall be complied. Guests and Visitors who entering construction areas shall be escorted by TTCL employees or Safety Office.
- Dressing tidy and follow as site safety rule.

Vehicle

- Only inspected vehicles with sticker are allowed. To enter construction site.
- The car must be parked in the facing forward direction.
- No parking obstruct fire hydrant.

General Safety Rules

- No weapon.
- No alcohol/ No drug.
- No brawl.
- No smoking in prohibited area.
- No horse play.
- No photo taking.
- No cell phone.
- Pregnant women do not work more than ten.

3. Responsibility for Customers, Investors, Partners, Employees, and Other Stakeholders

The customers, investors, partners, employees, and other stakeholders should be treated equally under accurately disclose, transparency and timely information. We also provide standard services to serve customers' need and lead to gain revenue and business sustainability. Moreover, the Company realizes that all employees are the most valuable resource, therefore we place an importance

on potential development, benefits, and work opportunity for the employees by encouragement of knowledge and competence development. Welfare and other employee benefit are provided including activities in relationship creation between employees and managements.

Wage, Salary and Remuneration Management

Toyoto-Thai Corporation Public Company Limited specifies clearly regulation of remuneration and welfare of employees. The evaluation of remuneration and welfare for employees of yearly. The company preserves efficiency and specialized work employees to work with company for a long time. There are two policies of paying compensation for permanent employees and retirement employees as detailed in the following ;

Remuneration and Benefit for Permanent Employees

- Salary
- Allowance
- Bonus
- Provident Fund
- Health Insurance
- Social Security Fund
- Unit Form
- Overtime
- Donation for Wreath Flower for Father and Mother Funeral
- Annual Leave
- Annual Check Up
- New Year Party and TTCL Sports Day
- Aerobic and Yoga
- Nursing Room Benefit
- Child Care
- Wedding Gift
- Basket Flower
- Movement of Patients by Air (In case working in aboard)

Compensation and Benefit for Retirement Employees

- Social Security Fund
- Provident Fund
- Compensation
- Cost of Living Allowance for Retirement Employees

However, the company provides the provident fund for resignation employees or retirement employees, who pay the accumulated money and company pay contributed

and benefits. The paying contributed of provident fund is increased as work range of employees as follows;

Provident Fund in 2012 – 2014				
Year (s)	Rate of Contribution	Employees (Persons)		
		2014	2013	2012
1-2	0	245	182	153
3-4	40	153	158	170
5-9	80	307	241	154
10 years up	100	123	111	106
Total		828	692	583

The company sets up welfare committees as regulation of Ministry of Labour and Social Welfare consist of employer and employee for consideration specially

welfare of employees. The Lists of Welfare Committee are as follows ;

1. Mr. Tiwa Jaruke	Welfare Committee (Representative of Director)
2. Mr. Chamnarn Atsanatam	Welfare Committee (Representative of General Manager)
3. Mr. Natthakit Chainanthanakit	Welfare Committee (Representative of Department Manager)
4. Mr. Kasamesin Sawangsinkasikij	Welfare Committee (Representative of Section Chief)
5. Ms. Wannisa Sirikaya	Welfare Committee (Representative of Section Chief)
6. Ms. Bantita Channarong	Welfare Committee (Representative of Staff)
7. Ms. Kanitha Chiramakara	Welfare Committee (Representative of Staff)



TTCL Sports Day

TTCL arranges annual sports day for building relationship, unity and harmony among Management and Staff in company.



Employee Relation Activities



New Year Party

Staff's New Year Party is held to strengthen relationship among Management and Staff.



Company Activity

The Company invite employee to "Photo Contest" under topic "TTCL". The winning images will be featured in TTCL's Annual Report 2014 Edition. This activity has been held annually since 2012.



Human Resources Development Programs

The Company not only emphasizes on educational and social support but also becomes highly aware of the importance of human resources which is the Company's valuable resource and a major drive of the Company's

success. Therefore, the Company has added value and developed personnel to stabilize their long term capability by providing them a wide range of knowledge and skill trainings annually as the followings;

Knowledge and Skill Development for Management and Staff



Toyo-Thai Corporation Public Company Limited invite Phra Maha Sompong Talaputto of Wat Soi Thong, Phra Aaram Luang Temple in Bangkok to discuss under the topic of the Improvement of Good Attitudes in Work



The Company invites the specialist from Advance Life Assurance Public Company Limited and UOB Thai Public Company Limited to describe in topic of "Financial Planning" and "Trade Finance" to enhance the knowledge and understanding to employee.



"English Conversation Program" for engineers and employees, in order to enhance communication with customers, partners and foreigners. The details are as follows;

1. English Conversation for Engineer.
2. English Conversation for Staff.
3. Presentation Skill for Engineer.



The Company held a seminar 2014 for executives and employees total of 5 times on the topic “How to Make Stronger Cost Saving and Constraint of Project” The Schedules are as follows;

1. 30 May – 1 June 2014 at Sheraton Hua Hin Resort and Spa, Phetchaburi.
2. 25-27 July 2014 at Novotel Hua Hin Cha Am Beach Resort and Spa, Phetchaburi.

3. 29-31 August 2014 at Amari Hua Hin Hotel, Prachuap Khiri Khan.

4. 26-28 September 2014 at Regent Cha Am Beach, Phetchaburi.

5. 7-9 November 2014 at Hilton Hua Hin Resort and Spa, Prachuap Khiri Khan.



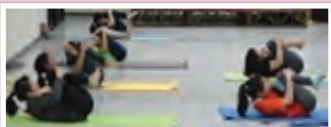
Toyo-Thai Corporation Plc. participated in IRPC Contractor Safety Day 2014 on 18th December 2014.



Healthy Promotion

According to TTCL realizes the significance of quality in health on employee's wellbeing. Therefore, the company was set up “Healthy TTCL Program” with Kluaynamthai Hospital. This program was conducted on August to November 2014.

Health Conscious Program



The employees gain annual check-up program. In case, the employee is sick or the body is not ready in working to inform with boss of department immediately. The employees can relax after working by aerobic or yoga or table tennis by expert trainers, which are welfare for employees.



Creating Consciousness and Worthily Electric Appliances Usage.

Electric Appliances and Office Equipments Usage.

The company uses efficiently Electric Appliances and Office Equipments for cutting costs and reduce environmental impact in rate of low energy consumption during working and using de-aerator in office.

The company supports Light Emitting Diode using instead of fluorescent tube in office to reduce energy and global warming.

Orientation & Training

All employees shall be attending the HSE orientation training course for employee, supervisor and manager before working. Then will be take specific training course such as;

- Confined Space Entry.
- Safe Lifting.
- Working at Height.
- First Aid and CPR.

Employees Training of year 2014

Position	Person (s) 2014
Engineers	614
Technicians	145
General Employees	54

New Comers Training of year 2012 – 2014

Description	Person (s)		
	2014	2013	2012
Orientation for New Comers			
- Work Regulation	197	499	271
- Quality Management System, Safety and Environment			

4. Social Responsibility Activity

The Company continuously supports activities for society and community such as educational program, knowledgeable opportunity on information technology for social sustainability.

CSR Projects of year 2014 into various projects as follows;

Social and Community Support Project

TTCL participated in supporting the blood donation activity from Rajavithi Hospital for patients treatment. The activity is occurred every 3 months per year at Head Office. There were 343 donors and total 135,900 cc of their blood.





TTCL supported unusable Electric Appliances and Office Equipments to Kanlayano Suankaew Foundation every 4 months per year at TTCL Office.



TTCL supported 1,678 sunglasses to Thai Red Cross Eye Bank for helping Ophthalmic patients in up country.



TTCL participated in supporting 12th August Half Marathon Bangkok 2014 for helping breast cancer Patients with The Thai Red Cross Society.

TTCL supported IOD Golf Challenge Cup 11/2014 Competition Worth 30,000 Baht to Thai Institute of Directors.



TTCL participated with The Thai Red Cross Society to donate blood for patients Treatment at Project D-176 in Rayong.



TTCL supported 10 sets of computers and educational materials to Ban Song Phi Nong School in Rayong province.



Educational Support Project

Children's Day Activity at Wat Nong Sa School, Uthai Thani province. TTCL donated 20 sets of computers, educational materials and etc.



TTCL supported 10 sets of computer and educational materials to Ban Non Khat Khao Khui Kok School, Maha Sarakham province.



TTCL accepted the Certificate in supporting shirts and shoes to students at Ban Song Phi Nong School, Rayong province.



TTCL supported 46 sets of Japanese Book to Central Library, Silpakorn University in Nakhon Pathom province.



TTCL supported 720 sets of Textbooks and Fiction to Central Library, Mahidol University in Nakhon Pathom province.



Environmental Development Project

TTCL participated with Industrial Estate Authority of Thailand to conserve and reforest at Bangpu Nature Education Center Commemorate 72nd Anniversary of Her Majesty Queen Sirikit, Samut Prakan province.



[illegible]

Supported by the U.S. Environmental Protection Agency.



5. Responsibility for Environment and Safety Standards

The Company operates business by adopting the provisions of Occupational Health and Safety Management System (OHSAS 18001:2007, TIS.18001:2554, and ISO 14001:2004). The Company also advocates the development and conservation activities of energy and environment which are achieved by encouragement of efficient resource usage. The Company arranges campaign activities supporting economical and efficient resource usage such as the electric saving campaigns and disposal of garbage and waste from both at the office and project site. This aims to increase all employees' awareness of duties and responsibilities on community and environment. Occupational Health Safety & Environmental Policy.

TTCL also emphasized the importance of an Occupational Health & Safety and Environmental Management and therefore formulated policy as following;

HSE POLICY

Toyo –Thai Corporation Public Company Limited is a leading engineering contractor that specializes in design, engineering, procurement, construction and commissioning of turnkey projects for both industrial and process plants including related facilities. The company is most active in the fields of chemicals, petrochemicals, oil and gas, fertilizers and power generation plants.

The safety of our employees, partners, concerned parties and environmental protection are our highest priorities. Toyo-Thai is committed to maintain an injury free workplace with minimum adverse impact of the environment. With recognition to the importance of Occupational Health, Safety and Environmental Management, the company has introduced the Occupational Health, Safety and Environmental Management System as part of this commitment.

In order to achieve our desired goals, the President & CEO has established a HSE Policy Statement. This policy states:

1. All company activities shall comply with all HSE legal and other applicable requirements.

2. HSE Policy and related HSE information shall be communicated to employees, partners and concerned parties to make them understand their duties and responsibilities regarding the Occupational Health, Safety and Environmental Management System and perform their tasks correctly.

3. HSE Objectives for the company and projects shall be established. A monitoring, measurement and control system shall be established to monitor HSE performance.

4. HSE Procedures and documentation for each project and functional organizations shall be established and implemented so that all activities are performed safely with concern for the environment.

5. The necessary resources shall be provided to support the implementation of the Occupational Health, Safety and Environmental Management Systems.

6. Top management shall review the HSE Policy and objectives annually for its effectiveness and suitability and seek out the opportunity for improvement of the Occupational Health, Safety and Environmental Management Systems.


Occupational Health, Safety and Environment Committee

Toyo-Thai Corporation Public Company Limited has established and appointed representative from Occupational Health, Safety and Environmental Management to represent the management in monitoring and supporting activity implementation to ensure compliance to present HSE's policy. The Committee is selected via employee votes and has a 2 years term. (15th June 2013 to 14th June 2016)

Occupational Health, Safety and Environment Committee as followings;

1.	Mrs. Suratana Trinratana	Chairman
2.	Ms. Jaruwan Sookthauyart	Committee Member (Supervisor Representative)
3.	Mr. San Jaisong	Committee Member (Supervisor Representative)
4.	Mr. Autthawat Boonyasakseree	Committee Member (Supervisor Representative)
5.	Mr. Somboon Tachasevarakul	Committee Member (Supervisor Representative)
6.	Mr. Somchai Klomraksa	Committee Member (Supervisor Representative)
7.	Ms. Thanatchaporn Swatdee	Committee Member (Supervisor Representative)
8.	Ms. Siriporn Laophottrakul	Committee Member (Supervisor Representative)
9.	Ms. Kunthilak Uransathian	Committee Member (Supervisor Representative)
10.	Mr. Boonyakrit Saowan	Committee Member (Supervisor Representative)
11.	Mr. Nuttapol Sinkajohn	Committee Member & Secretary (Professional Safety Officer)

No.	TOPIC	YEAR	2014												Budget	Person in charge	Forecast Contact										
		QUARTER	Q 1			Q 2			Q 3			Q 4															
		Month	1	2	3	4	5	6	7	8	9	10	11	12													
LEGAL COMPLIANCE																											
1	1.1 Law update and collection	P	●	●	●	●	●	●	●	●	●	●	●	●	1,000	Ms. Natchaporn E. Safety Engineer	MPC 4438										
		A	●	●	●	●	●	●	●	●	●	●	●	●													
	1.2 Safety Professional Report (Quarterly)	P			●									●	-	Safety Engineer	Mrs. Witsana E.										
		A			●																						
BMS INSPECTION																											
2	2.1 Warning Sign (Monthly)	P	●	●	●	●	●	●	●	●	●	●	●	●	-	Ms. Anucha T. Ms. Tanyapong E.	Automatic Firearm										
		A	●	●	●	●	●	●	●	●	●	●	●	●													
	2.2 Fire Alarm (Monthly)	P	●	●	●	●	●	●	●	●	●	●	●	●	-			Ms. Anucha T. Ms. Tanyapong E.	Automatic Firearm								
		A	●	●	●	●	●	●	●	●	●	●	●	●													
	2.3 Fire Hose Cabinet (Fire Testing) (Monthly)	P	●	●	●	●	●	●	●	●	●	●	●	●	-					Ms. Anucha T. Ms. Tanyapong E.	Automatic Firearm						
		A	●	●	●	●	●	●	●	●	●	●	●	●													
	2.4 Emergency Light (Monthly)	P	●	●	●	●	●	●	●	●	●	●	●	●	-							Ms. Anucha T. Ms. Tanyapong E.	Automatic Firearm				
		A	●	●	●	●	●	●	●	●	●	●	●	●													
	2.5 Sprinkler system (Monthly)	P	●	●	●	●	●	●	●	●	●	●	●	●	-									Ms. Anucha T. Ms. Tanyapong E.	Automatic Firearm		
		A	●	●	●	●	●	●	●	●	●	●	●	●													
	2.6 Smoke Detector Head Detector (Quarterly)	P			●									●	-											Ms. Anucha T. Ms. Tanyapong E.	Automatic Firearm
		A			●									●													
2.7 Fire Alarm (Quarterly)	P			●									●	-	Ms. Anucha T. Ms. Tanyapong E.	Automatic Firearm											
	A			●									●														
2.8 Maintenance (Quarterly)	P			●									●	-			Ms. Anucha T. Ms. Tanyapong E.	Automatic Firearm									
	A			●									●														
2.9 Building Inspection (Yearly)	P													-					Ms. Anucha T. Ms. Tanyapong E.	Automatic Firearm							
	A																										
2.10 Fire drill (Yearly)	P												●	-							Ms. Anucha T. Ms. Tanyapong E.	Automatic Firearm					
	A												●														

No.	TOPIC	2014												Person in charge	Budget	Remark/Content	
		YEAR		QUARTER				Q 4									
		Month	1	2	3	4	5	6	7	8	9	10	11				12
WORKING ENVIRONMENT																	
3	Environmental Monitoring & Measurement (Simulation Measurement)	P													Ms. Tattaporn Ms. Asada P.	2,500	Calculation Survey cost
TRAINING																	
4	6.1 Basic Fire Fighting Training (At least 65% of employees in head office)	P													Ms. Nattapong C. Ms. Asada P. Ms. Yongsak C. Ms. Wiphan C. Ms. Tattaporn B.	20,000	Changing fire & rescue relation
	6.2 Basic safety for new workers and Internship	A														20,000	Calculus break cost 4 * 4000 = 16,000
	6.3 Company Management System Awareness Training (OSH/MS/ISO 14001/ISO 9001/ISO 45001 System)	P														-	
	6.4 Safety supervisor level Training	A															
	6.5 Safety management level Training (For new Supervisor Level/OSI staff)	P														30,000	Advance Training
	6.6 Safety management level Training (For new Safety Management Level/OSI staff)	A														30,000	Advance Training
	6.7 Legal & OSHA Management System Implementation Training (For Project site)	P														-	
		A														-	
SAFETY AWARENESS & PROMOTION																	
5	5.1 OSHA/C Observation	P													Ms. Nattapong C. Ms. Asada P.	1,000	Document
	5.2 Safety is everybody's work (Safety through for our and enterprise)	P													Ms. Nattapong C. Ms. Asada P.	10,000	
	5.3 Safety Activity Safety Project	P													Ms. Witsada C. Ms. Wiphan C.	10,000	
	5.4 Safety Communication/Participation and Coordination	P													Ms. Nattapong C. Ms. Wiphan C.	1,000	The price cost
		A															
																111,000	
LEGEND ● NORMAL ■ IMPORTANT □ ABSENT																	
 Occupational Health, Safety and Working Environment Plan 2014 DOC. NO. MS-KCS-14-002																	
										0	January 3, 14	1 st Issued					
										REV.	DATE	REVISION					



Environmental Management Strategy

Toyo-Thai Corporation Public Company Limited has established Environmental Management Strategy in accordance with PDCA model (Plan-Do-Check-Act) to

ensure the Environmental Management have effectively proceeding and continuously improvement.

No.	Process	Objective
1	Plan	<ol style="list-style-type: none"> 1. Environmental Laws & Regulations Evaluation. 2. Establish Project Site Environmental Management Plan. 3. Provide Energy Conservation Plan for Project Site Office & Environmental Impact Prevention. 4. Develop Environmental Management & Control Plan. 5. Evaluate & Audit Project Site Environmental Aspect.
2	Do	<ol style="list-style-type: none"> 1. Proceed to comply with Environmental Plan. 2. Proceed to comply with Environmental Impact. Mitigation Measure according with Project Site Environmental Management & Control Plan.
3	Check	<ol style="list-style-type: none"> 1. Follow up & check Environmental Impact Mitigation Measurement Action. 2. Audit & Evaluation of Project Site Environmental Management & Control Plan.
4	Act	<ol style="list-style-type: none"> 1. Weekly meeting with considerate party to find solution to solve Environmental Aspect at Project Site Construction. 2. Update and monitoring to ensure working activities comply with Environmental Law & Regulation.

Awards & Qualifications

TTCL has proceeded safety program for all projects and achieved the safety target as followings;



Owner (Client)	: PTTMCC BIOCHEM CO.,LTD.
Location	: Asia Industrial Estate, Rayong, Thailand
Project Description	: Constructing Bio-succinic Acid (BSA) and Polybutylene Succinate (PBS) plastic pellet from sugar plant.
Achievement	: 1,000,000 man-hours without Loss Time Accident
Date	: May 2014

Owner (Client)	: IRPC CLEAN POWER CO.,LTD.
Location	: IRPC PUBLIC CO., LTD. INDUSTRIAL ZONE, RAYONG, THAILAND
Project Description	: Constructing a Combined Heat and Power (CHP) plant
Achievement	: 1,000,000 man-hours without Loss Time Accident
Date	: 18 December 2014





Owner (Client)	: DAP No 2 Joint Stock Company VINACHEM
Location	: Tang Loong Industrial Zone, Lao Cai, Vietnam
Project Description	: Constructing 330,000 tpy DAP fertilizer production plant No. 2
Achievement	: 3,000,000 man-hours without Loss Time Accident
Date	: 8 April 2014

Owner (Client)	: Mining Chemical Industry Holding Corporation Ltd. (MICCO)
Location	: Thai Binh, Vietnam
Project Description	: Constructing a low density ammonium nitrate (LDAN) plant
Achievement	: 3,000,000 man-hours without Loss Time Accident
Date	: 25 September 2014



6. Company Innovation related to CSR

The Company's policies on operational innovation and organization-level innovation are as follows;

Operational Innovation

1. Improve the organizational values, by raising awareness and promoting social and environmental responsibility among employees which will shape employee behavior.

2. Promote and encourage employees' social activities and employee participation in the activities initiated by the Company and employees.

3. Develop and improve environmental management system, emphasizing on the effects from the Company operation, for examples, to prevent air pollution and water pollution, manage the leftovers from construction, and prevent effects on environment and community. Environmental management standards in accordance with ISO 14001:2001 are applied to the Company operation to make the Company operation better than the criteria provided by the law of Thailand. The Company's environmental management system was assessed for the certification by Intertek Industry and Certification Services (Thailand) Limited in the early of July, and it is expected to receive Certification by this September.

Organization-Level Innovation

1. Toyo-Thai Corporation Plc., established Bio Natural Energy Co., Ltd., conducts a business of electric generation from biogas, which is renewable energy. This energy is produced by the biodegradation in anaerobic treatment system of polluted water after ethanol production (using molasses as the main raw material). The produced biogas will be primarily improved to extend gas engine life by disposal Sulfur and humidity before introduce for electric generation. The produced electric will be further exported to Provincial Electricity Authority.

Addition to generating revenue, the Company reduces direct and indirect environmental effects. Moreover, it is in line with sustainable development in respects of environment, economy, and society, which can be summarized as follows;

- Electric generation from alternative energy, biogas is precisely useful for environmental conservation both in the respect of reduction of pollutions, and replacement used of fossils fuel like coal, natural gas, and petroleum.

- Reduction of water pollution, as anaerobic treatment system used by the Company is high effective system for organic biodegradation in polluted water, BOD in the polluted water after treatment is found in the low rate.

- Reduction of air and odor pollution, biogas produced by Anaerobic treatment system namely methane, carbon dioxide, and hydrogen sulfide will be used as the main fuel for electric generation. Not cause odor pollution, and reduce greenhouse gas to be released to the atmosphere.

- Obtain Carbon Credit, Certified Emission Reductions, under Clean Development Mechanism, the Company has joined CDM which is bilateral between the Company and Environment Ministry of Japan. Therefore, the greenhouse gas with Certified Emission Reduction can be certified by CERs. CERs will be one way of the Company revenue upon exchange in carbon market.

- Aid for Power Development Funds under the regulation of Energy Regulatory Commission, in this case, the Company which is considered a small power plant of the community, is responsible for development of nearby communities. The Company was deducted the aid to the Funds so that ERC can allocate the funds to support, develop, or recover communities affected by the power plant operation.

2. TTCL is under the process for a pilot project on bio-plastic by combining thermoplastic with natural raw materials such as cassava starch or corn starch for container molding (Extruder Process). These containers have similar qualifications for usage to those made of thermoplastic. This innovation may support energy and environmental conservation because it can reduce thermoplastic usage for production. Moreover, this innovation can save the cost of production and reduce wastes as they are compostable wastes.

Auditor's Remuneration



Audit fee

The Company and its subsidiaries paid annual audit fees for the year amount THB 8,347,226 comprising of

- The Company and Branches' Auditor Remuneration amount THB 3,327,043
- Subsidiary Companies' Auditor Remuneration amount THB 5,020,183

Non Audit Fee

The Company and its subsidiaries paid for other services, including the review and consultation fee for the preparation of financial statements in accordance with the interpretation of the Thai Financial Reporting Standards No.12 as well as tax advisory services with total amount of THB 2,689,496

Connected Transactions

Value and Outstanding Amount of Connected Transactions that might lead to Conflict of Interest
For 2013 – 2014, the Company has connected transactions with the related parties as follows:

Unit: Thousand Baht

NAME / BUSINESS	RELATIONSHIP	TYPE	VALUE OF TRANSACTIONS		Outstanding as of		Audit Committee Comments for Transaction Rationality
			2013	2014	31 Dec 2013	31 Dec 2014	
1. Toyo Engineering Corporation – Japan “TEC” / EPC Contractor	TEC is main shareholder in TTCL at 22.29% of Paid-Up Registered Capital with a jointed director, Mr. Makoto Fusayama.	Service Income	-	10,907	-	9,758	In 2014 TTCL's revenue generated from TEC were THB 10.91 million (2013 , None). The Company had provided engineering services & custom services to Toyo Engineering Corporation – Japan The Audit Committee considered the transaction was done in a normal course of business practice.

NAME / BUSINESS	RELATIONSHIP	TYPE	VALUE OF TRANSACTIONS		Outstanding as of		Audit Committee Comments for Transaction Rationality
			2013	2014	31 Dec 2013	31 Dec 2014	
		- Cost of construction and services	3,968	-	-	-	Cost of the operation in 2013 were engineering service and technical advice provided to the Company amounting THB 3.97 million (2014, None). The Audit Committee considered the transaction was done in a normal course of business practice.
7. Chiyoda Corporation (Thailand)	In 2013 and 2014 Chiyoda Corporation (Japan) hold 6% in TTCL's paid-up registered capital. TTCL's shares.	- Construction and Service income	971,183	3,628	-	400	In 2013 and 2014, the Company provided engineering, consulting, and procurement services to Chiyoda Corporation (Thailand) amounting THB 971.18 million and 3.63 million respectively. Account Receivable In 2014, the Company provided engineering, consulting, and procurement

NAME / BUSINESS	RELATIONSHIP	TYPE	VALUE OF TRANSACTIONS		Outstanding as of		Audit Committee Comments for Transaction Rationality
			2013	2014	31 Dec 2013	31 Dec 2014	
							services to Chiyoda Corporation (Thailand) amounting THB 0.40 million. (2013 , None).
							The Audit Committee considered the transaction was done in a normal course of business practice.
3. Siam Solar Power Company Limited	2013 and 2014 related party as 25% and 27.88 % respectively of its shares is held by the Company.	- Construction and Service income	4,629	63	4,457	-	Siam Solar Power Co., Ltd. had operated business Solar Power Plant. In 2013, and 2014 the Company provided engineering, consulting and procurement services to Siam Solar Power Co., Ltd. amounting THB 4.63 and 0.06 million respectively

NAME / BUSINESS	RELATIONSHIP	TYPE	VALUE OF TRANSACTIONS		Outstanding as of		Audit Committee Comments for Transaction Rationality
			2013	2014	31 Dec 2013	31 Dec 2014	
							The Audit Committee considered the transaction was done in a normal course of business practice.
		- Retention (Receivable)	-	-	45,822	46,285	In 2013 and 2014, the Company provided engineering control, advices, and procurement services to Siam Solar Power Co., Ltd. , Which had withhold retention amounting THB 45.82 and 46.28 million that will release to Company when Project Complete.
							The Audit Committee considered the transaction was done in a normal course of business practice.

NAME / BUSINESS	RELATIONSHIP	TYPE	VALUE OF TRANSACTIONS		Outstanding as of		Audit Committee Comments for Transaction Rationality
			2013	2014	31 Dec 2013	31 Dec 2014	
4. 8 COINS CAPITAL PTE, LTD.	Shareholder in Toyo-Thai Power Holding Pte,Ltd as:- - 8 Coins Capital Pte,Ltd. hold 12.23% -Toyo- Thai Corporation Public Company Limited hold 57.55 %	- Short Term Loan to Toyo-Thai Power Holding Pte, Ltd. - Interest Expenses of Short Term Loan from 8 Coins Capital Pte, Ltd.	-	-	-	-	In 2013 , Toyo-Thai Power Holding Pte, Ltd. had loan from 8 Coins Capital Pte,Ltd. for support operated business Power Plant at Myanmar which had repayment to them in Year 2013 Short Term Loan from 8 Coins Capital Pte, Ltd. had interest rate as 10% per year that in line The Saving Interest Rate of bank in Myanmar. The Audit Committee considered the transaction was done in a normal course of business practice.
			20,303	-	-	-	

NAME / BUSINESS	RELATIONSHIP	TYPE	VALUE OF TRANSACTIONS		Outstanding as of		Audit Committee Comments for Transaction Rationality
			2013	2014	31 Dec 2013	31 Dec 2014	
5. Orient Bio-Fuels Company Limited	Togo Thai New Energy Pte. Ltd.(TTNE) hold 49 % in Orient Bio-Fuels Company Limited and Togo-Thai Corporation Public Company Limited hold 51.55 % in Togo-Thai Power Holding Pte. Ltd.(TTPH) which hold 100 % in Togo Thai New Energy Pte. Ltd. (TTNE)	- Construction and Service income	-	-	-	14,405	Account Receivable In Year 2014, the Company provided engineering, consulting, and procurement services to Orient Bio- Fuels Company Limited 14.41 million . The Audit Committee considered the transaction was done in a normal course of business practice.

NAME / BUSINESS	RELATIONSHIP	TYPE	VALUE OF TRANSACTIONS		Outstanding as of		Audit Committee Comments for Transaction Rationality
			2013	2014	31 Dec 2013	31 Dec 2014	
6. Siam GNE Solar Energy Co.,Ltd.(Siam GNE)	Related party as Global New Energy Co., Ltd (GNE) hold 50% in Siam GNE Solar Energy Co.,Ltd. and Toyo-Thai Company Public Company Limited hold in 49% in GNE	- Long Term Loan to Siam GNE Solar Energy Co.,Ltd. - Interest Received of Long Term Loan to Siam GNE Solar Energy Co.,Ltd.	-	14,500	-	14,500	Siam GNE Solar Energy Co.,Ltd. had loan from Global New Energy Co., Ltd for support operated business Rooftop Solar Power Plant Long Term Loan to Siam GNE Solar Energy Co.,Ltd. had interest 5 % per year which higher than normal Bank Saving Account Rate. The Audit Committee considered the transaction was done in a normal course of business practice.



Transaction with Related Parties

Measure and procedure of approval for making connected transaction

The Company will arrange to have a department responsible for transaction verification in relation to reasonableness, general trading terms and conditions, and other details of the transaction to be in the normal course of business. The Company shall proceed as following.

- 1) In case of general trading terms and conditions as well as normal course of business, the board of directors or the person assigned by the board of directors shall proceed with the transactions and shall report those transactions to the Audit Committee quarterly
- 2) In any case other than 1) above, the transaction shall be reviewed and provided with opinions by the audit committee prior to the submission for approval by the board of directors and/or shareholders

After the initial public offering, the board of directors shall manage the Company in accordance with the Stock Exchange of Thailand (SET)'s rules, regulations, instructions, and notifications as well as in compliance with the requirement in information disclosure regarding connected transactions or acquisition/disposition of assets of the Company and its subsidiaries and also in compliance with the Thai Accounting Standard (TAS)

In case of connected transactions, the audit committee shall review and provide opinions in terms of its necessity and reasonableness by considering the conditions to be in line with normal course of business and general trading terms and conditions of the Company. The Company may appoint a professional or the Company's auditor to provide opinions regarding the connected transactions to the audit committee and/or the board of directors and/or shareholders as necessary for the best interest of the Company and transparency of the transactions. The Company shall disclose the connected transactions in the notes to its audited financial statements.

The Company has set up the scope of normal trade transaction for the Company and its subsidiaries, the transaction shall have the nature of normal trade terms and conditions per the following details:

Normal Course of Business shall refer to:

The provision of integrated engineering, procurement and construction services including consultancy to industrial clients or other project's contractors, both individual and juristic person.

The purchase of raw material, construction material, consumable goods, machine and equipment, as well as the engagement of a sub contractor, which is required in the Company's business operation including other expenses normally incurred in the business course such as warehouse rental fee, transportation charge, etc. from an individual or a juristic person.

Fair Price shall refer to:

The price in which the buyer and the supplier agree to exchange goods or services when both parties have knowledge and willingness to enter into an agreement and the price is independently negotiable. The price shall be specified based on a market price, resulting from an independent negotiation on the same basis for all parties.

Policy or tendency of further connected transactions

There may be a doing connected transactions by the Company in the future that need to comply with the law concerning securities and exchanges, regulations, notification, orders or rules of the Stock Exchange of Thailand including the Accounting Standard Re: the Disclosure of information concerning Related Persons or Activities, required by the Institute of Certified Accountants and Auditors of Thailand.



Measure for conflict of interest with third party who has other types of conflict of interest.

In addition to connected transaction, the company has connected transaction with the other party who may have conflict of interest i.e. collaboration as consortium or compete in business. The company has measurement as follows:

Work together with other company as consortium

In case of jointly bid or work together as consortium, the company and its consortium member will jointly consider scope of work and responsibility in each section of such project base on its specialized and competitiveness. The consortium will have chance to win if there is suitable scope of work and responsibility of each members. Each consortium member will prepare proposal on its scope and combined each party proposal to be consortium proposal.

To prepare proposal, the company considers that the proposal shall be benefit to the company. The proposal is prepared based on accurate actual cost plus appropriate profit with approval from the Board of Directors and Board of Management. Audit Committee will review scope of work and benefit sharing amount consortium to ensure that such division of scope of work is reasonable and maximize benefit of the company.

In Consortium Operation, the Company and consortium members will separately be responsible for income and expenses in accordance with each party's scope of works.

Competition between the Company and the third party which is defined as Conflict of Interest Transaction

In competition, the Company has never practiced a conflict of interest transaction. Competition with any third party. ITD, for example, engages in Civil Engineering for large scale infrastructure projects and essentially differs from the Company's core businesses, integrated EPC. Competition, if any, will not be directly effect to the Company. In terms of transparency and fair competition, ITD might be involved as subcontractor provided that it has conformed to the Company's criteria

and procedures in subcontractor selection and its offering is best for the Company's benefit compared to others.

For TEC who appears to be in the same business, relationship seems to be more on supportive to the Company rather than competition. In bidding for a project, factors that bar competition between TEC and the Company are as follow:

- TEC emphasizes its efforts to project size over USD 500 million while the Company is focusing on USD 300 – 500 million project.
- Technological complexity and past experiences (Track Record) required for a specific project.
- Relationship and Customers' Preferences.
- Fixed cost differences between TEC and the Company. This also holds true for competitors from other developing country like Korea. Entry for low scale competition is impossible due to their high fixed costs.

For other companies within in TEC group and located in other countries, some of them concentrate only in a specific area or scope of EPC, therefore, their engagement differ from the Company's nature of businesses, integrated EPC contractor. For this reason, from the Company's point of view, theses companies act as global network and risk mitigation rather than competitors whenever overseas assistance is required, local subcontractor dealing, suppliers negotiation, etc.

Same for CHIYODA Corporation who currently holds 6% of the Company's Shares and a Thai subsidiary, namely CHIYODA (Thailand) Co., Ltd., relationship seems to be more on supportive to the Company rather than competition.

Besides, considering the balance of the Company's shareholders structure and board of directors, the shareholders can be categorized into 6 groups, (1) TEC, 22.29%, (2) CHIYODA, 6%, (3) ITD, 3.29%, (4) direct holding by the Company's management, 9.14%, and indirectly holding by the Company's management through Global Business Management Co., Ltd., 6.90%, (5) the Company's employees 1.69%, and (6) other investor, 50.69%.

In addition, the management structure is designed independently apart from any group of shareholders' influence. The Board of Directors consists of 9 seats, Independent Directors (3), TEC's Representative (1), CHIYODA's Representative (1), ITD (1), and Executive Directors (3). None of these shareholders represents in the



Board of Management, therefore, decision being made will be carried out under business norm and free of any shareholders' interference.

The Audit Committee's Comments on Related Party Transactions

The Company's related transactions are considered and addressed by its Audit Committee to ensure that they are normal business transactions with no special conditions and no transfer of interest among the Company, subsidiaries, associate companies, related companies or shareholders. In addition, regarding pricing, the policy for related transactions between the Company and related business is similar to the policy between the Company and non-related persons/businesses and carried out in the Company's interests.

The Company's Dividend Policy

The Company has a policy to pay dividend at the rate of not less than 50% of the net profit after tax and reservation required by law. However, the Board of Directors of the Company has the authority to consider the exception of compliance to this policy or change the policy from time to time but subject to the conditions that in all aspect it shall be proceeded

for the best benefit of the shareholders for example to maintain the reserved fund to repay the loan, to invest in expansion of Company's business or to use as working capital in case of there is any change in the market situation which effecting the company's cash flow in the future.

Dividend Policy of the subsidiary

Dividend Policy of the subsidiary shall be considered by the Board of Directors of the subsidiary by taking into the remaining cash flows to compare with the investment of the subsidiary without having to pay any fixed rates of dividend. In case the cash

flows has sufficient amount after satisfaction to the conservation law, the Board of Directors of such subsidiary has the right to consider for payment of dividend in each case.

The Board of Directors' Report on their Responsibilities for Financial Reports for the year 2014

The Financial Statements for Toyo-Thai Corporation Public Company Limited and its subsidiaries have been prepared in accordance with generally accepted accounting principles by choosing a proper accounting policy which has been regularly observed. Due circumspection of estimation has also been given in the preparation of the financial statements to adequately reflect substantial performance for the interest of the shareholders and investors.

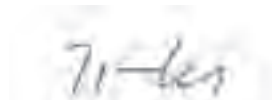
In this regard, the Board of Directors has appointed the Audit Committee comprising independent and non-executive members of the Board to oversee the quality of the financial statements and internal control system. The Committee's comments have already been shown in this annual report.

The Board is of an opinion that the overall picture of Company's internal control system is at a satisfactory level which can reasonably create confidence upon the reliability of the financial statements of the Company and its subsidiaries as of 31 December 2014.



(Mr.Hironobu Iriya)

Chairman of Board of Directors



(Mr.Tiwa Jaruke)

Director

Management Discussion and Analysis

1. The operating performance for the year ended 2014

The Company reported its Gross Profit and Net Profit for the year 2014 at THB 1.2 billion and THB 438 million declined -22% and -50% compared to the year 2013 at THB 1.6 billion and THB 880 million respectively. The weakened result was mainly caused by increased costs in EPC Construction businesses and the expenses incurred from investment in power plant businesses during the period.

The Exchange Difference on Translation Financial Statement was recorded at THB 1.2 million from exchange rate movement on Baht for the period and slightly increased the Total Comprehensive Income for the period to THB 439 million. The Profit Attributable to the Owners of the parent was recorded at THB 460 million. Then, the Basic Earnings per Share was calculated at THB 0.82, plunged -50% from last year.

2. Management Discussion and Analysis Report according to consolidated financial statements

	For Year Ended Period - Consolidated Statement				
	2014		2013 - Restated		Change
	THB Mln.	%	THB Mln.	%	%
Revenues					
Construction and service revenues (EPC)	17,554.7	89.68%	15,335.5	85.84%	14.47%
Construction revenues from service concession arrangement	1,781.8	9.10%	2,456.8	13.75%	(27.48%)
Revenue from operation power plant	238.8	1.22%	72.8	0.41%	228.02%
Total Revenues	19,575.3	100.00%	17,865.1	100.00%	9.57%
Less Cost of constructions and services (EPC)	(16,709.8)	85.36%	(13,869.9)	77.64%	20.48%
Less Construction costs from service concession arrangement	(1,543.4)	7.88%	(2,332.8)	13.06%	(33.84%)
Less Costs of operation power plant	(78.5)	0.40%	(59.2)	0.33%	32.56%
Total Costs	(18,331.7)	93.65%	(16,261.9)	91.03%	12.73%
Gross profit	1,243.6	6.35%	1,603.2	8.97%	(22.43%)
Add Other income	218.8	1.12%	84.5	0.47%	159.03%
Less Gain (Loss) on Exchange Rate, net	(36.1)	(0.18%)	94.2	0.53%	(138.36%)
Less Administrative Expenses	(827.6)	4.23%	(638.8)	3.58%	29.56%
Add Share of Profit/(Loss) of Associate	26.2		6.5		304.95%
Add Share of Profit/(Loss) of Associate	(22.2)	(0.11%)	(0.2)	0.00%	11015.00%
Profit before Financial Costs & Income Tax	602.6	3.08%	1,149.3	6.43%	(47.56%)
Less Financial Costs	(106.0)	0.54%	(27.4)	(0.15%)	287.25%
Profit before Income Tax	496.6	2.54%	1,121.9	6.28%	(55.74%)
Less Income Tax	(58.9)	0.30%	(242.0)	1.35%	(75.66%)
Net Profit for this Period	437.7	2.24%	879.9	4.93%	(50.26%)
Add/(Less) FX Dif. On Translation Fin. Statement	1.2	0.01%	107.2	(0.60%)	(98.88%)
Total Comprehensive Income for the Period	438.9	2.47%	987.1	6.41%	(55.54%)
Profit Attributable to:					
Owners of the parent	460.4		869.6		(47.06%)
Non-controlling interests	(22.8)		10.3		(321.69%)
	437.6		879.9		(50.26%)
Basic earnings per share (THB)	0.82		1.63		(49.56%)

2.1 Analysis of Revenues, Costs and Expenses

2.1.1 Revenues

Total Revenue grew nearly THB 20 billion or 10% increase when compared to 2013.



- EPC Businesses

The Revenue from EPC Construction and Services remained its major source of revenues accounting for almost 90% of the total. The Top 4 projects representing more than 70% of the total revenue were Qatar's Desalination Plant Project and Thailand's PPTC/SSUT 3 power plants project at THB 3.5 billion each. The other 2 domestic power plant construction projects, IRPC, accounted for THB 3.0 billion and USA's Skyonic – Skymine Plant – THB 2.0 billion. The Qatar and USA projects completed for more than 95% at the year ended 2014 while the remaining contract value of 5 domestic SPP power plants construction for PPTS/SSUT's and IRPC were more than 50%. Therefore, it could be expected that the PPTC/SSUT and IRPC construction projects, together with Malaysia's RAPID's SCC project awarded in late 2014, will be the Company's the major sources of revenues in 2015.

- Power Plant Businesses

The Construction Revenue from Service Concession Arrangement dropped to THB 1.8 billion or declined -27% from the previous year as the construction progress for the Company's investment in 120MW CCGT Power Plant in Yangon, Myanmar (Ahlone Project) was entering into the final stage of construction. As at the year ended 2014, the project has been completed for more than 95% and the remaining works will be finished in the beginning of 2015.

Revenue from operation power plant was tripled and recorded at THB 239 million as the Ahlone Project has operated its first full year of operation in 2014. It should also be noted that the Ahlone Project's operation in 2014 was still under Simple Cycle stage with the electricity output at 80MW. The Combined Cycle stage was scheduled by the 1st Half of 2015 in which the plant's total capacity will be increased up to 120MW. On top of EPC businesses, contribution from the Ahlone Project will play a crucial role for the Company in terms of margin in 2015.

2.1.2 Costs & Gross Profit

Gross Profit Margin Comparison Year 2014 – 2013

2014	Revenue	Cost	Gross Profit	Margin %
EPC	17,554.7	(16,709.8)	844.94	4.8%
Service Concession	1,781.8	(1,543.4)	238.40	13.4%
Operation of Power Plant	238.8	(78.5)	160.30	67.1%
Total	19,575.3	(18,331.7)	1,243.64	6.4%

2013 – Restated	Revenue	Cost	Gross Profit	Margin %
EPC	15,335.5	(13,869.9)	1,465.61	9.6%
Service Concession	2,456.8	(2,332.8)	123.97	5.0%
Operation of Power Plant	72.8	(59.2)	13.58	18.7%
Total	17,865.1	(16,261.9)	1,603.16	9.0%

Total Costs increased 13% and recorded at THB 18.3 billion in 2014. As illustrated by the above table, the Gross Profit was deteriorated by the increased costs in EPC businesses. The increased construction costs from Qatar's desalination plant construction and lean margin of machinery supply for domestic power plants construction were recognized in 2014 and were the main laggards causing the Company's profitability underperformed. The Gross Profit generated from Power Plant businesses was improved but in a less extent and impact than the EPC's. Therefore, the Company's Gross Profit margin was down to 6.4% at THB 1.2 billion, declined -22% from the year 2013.

2.1.3 Other income

The Other Income was substantially increased more than 1.5 times and recorded at THB 219 million which was mainly derived from overseas subsidiaries, TTPMC (THB 156 million) and GNE-J (THB 44 million). Adopting in 2014 the Company's new accounting standard under TFRIC 12 – Services Concession Arrangement, TTPMC's revenues from electricity generated to Yangon's grid were partially recorded as interest income, roughly around 30% of total electricity output generated. GNE-J booked gains THB 44 million from divestment of one of its developing solar farm projects in Japan. The remaining 2 projects with total capacity over 40MWdc were still on process of filing applications with the local authorities.

2.1.4 Gain (Loss) on Exchange Rate, net

Baht depreciation against USD in 2014 caused higher construction costs in Baht term. During the period, the Realized Gain on Exchange Rate was booked at THB 97 million while Unrealized Loss on Exchange Rate showed negative figures of THB -133 million. As a result, the Company presented its "Loss on Exchange Rate, net" at THB -36 million for the period.

2.1.5 Administrative expenses & Share of Profit of Associate & Joint Venture

The Administration Expenses was recorded at THB 828 million, increased 30% from last year. The majority of the increasing was a result of the higher administrative expenses from subsidiaries at THB 95 million and the Premium Share based payment expenses at THB 23 million as the Company offered investment opportunity to its management and employees during Q1 2014. Both were related to investment in overseas and rose as the Company and its subsidiaries have increasingly engaged more in power plant businesses in 2014.

Share of Profit of Associate jumped to THB 26 million in 2014 and from the outperformance of 8MW Solar Farm Power Plant in Ang Thong, Thailand. The Company also realized Share of Loss of Joint Venture from one of its subsidiaries, TTNE, who has acquired 49% shares in a joint venture named "Orient Bio-Fuels Company Limited (OBF)" in Vietnam. The equity method was proportionately applied to reflect OBF's weak performance during 2014 for consolidation at THB -22 million.



2.1.6 Finance Cost and Income Tax

The Company recorded Profit before Financial Costs and Income Tax at THB 603 million or -48% down from 2013 due to the increased in construction costs and expenses as described above. The financial cost for the period surged to THB 106 million incurred by debt financing during the 2nd half of 2014 for funding the Company's operation and investment. Income tax was THB 59 million and declined -75% from last year due to the deferred tax application in accordance with the accounting standard TAS12 and the tax privilege exemption from the investment in Ahlone Project in Myanmar. As a result, the Net Profit for the period was THB 438 million or -50% down from last year.

3. Analysis of Financial Status

3.1 Analysis of Assets

	(in THB' million)			
	31 DEC 2014	31 DEC 2013	Increase/(Decrease)	% Change
Current assets	15,677.35	10,049.92	5,627.43	55.99%
Non-current assets	6,958.15	4,928.86	2,029.29	41.17%
Total assets	22,635.50	14,978.78	7,656.72	51.12%

For the Year ended 2014, the Company's Total Assets grew 51% and increased THB 7.7 billion from December 2013 reflecting its business operations expansion and investment activities during the period.

Current Assets grew 56% and were recorded at THB 15.7 billion. Major items included Unbilled Contract Revenue – Third Parties (THB 5.4 billion), Construction in progress – Third Parties (THB 3.5 billion), and Advance payment to subcontractors (THB 2.1 billion). These increased current assets grew along with the major construction of five power plants namely PPTC/SSUT and IRPC projects in Thailand. The main reason for the huge increase in the current assets stems from the late award of the mentioned projects in 2013, which constitutes a tremendous progress in 2014. Moving forward, it is foreseen that the five power plant projects together with the huge scale Malaysia's RAPID's SCC project (awarded in late 2014) will keep the Unbilled Contract Revenue – Third Parties and Construction in progress – Third Parties at the current level.

For Non-current Assets, the increase in Financial Assets due Over 1 Year at THB 1.8 billion reflected the additional construction progress and investment in Ahlone Project during the period and was the major cause of change in the Non-current Assets. The Financial Assets will be amortized throughout the concession period of the project's life.

3.2 Analysis of Liabilities and Shareholders' Equity

Figures in THB Million	31 DEC 2014	31 DEC 2013	Increase/(Decrease)	% Change
Current liabilities	11,632.64	8,686.03	2,946.61	33.92%
Non-current liabilities	4,604.06	355.66	4,248.40	1,194.51%
Total liabilities	16,236.70	9,041.69	7,195.01	79.58%
Total Shareholders' equity	6,398.80	5,937.08	461.72	7.78%
Total liabilities and shareholders' equity	22,635.50	14,978.77	7,656.73	51.12%

Significant changes in Liabilities and Shareholders' equity were as followed:-

Total Liabilities increased by THB 7.2 billion and caused by rises in both Current and Non-Current Liabilities.

Historically, TTCL has operated with a low level of balance sheet gearing. However, as the Company entering into a larger scale of project construction and investment in power plant businesses, the Company inevitably confronted with new business environment whereby owners and supply chain are more conscious of the need to their own working capital. As a result, available financing alternatives were considered and funded in order to meet its businesses requirements.

For the above reason, the Current Liabilities increased THB 3.0 billion which was mainly caused by the rise in Short-term loans from financial institutions at THB 2.2 billion and Advances received from customers under construction contracts – third parties at THB 2.0 billion. Both were considered as main sources of fund in order to meet the Company's working capital requirement during the period.

The Non-Current Liabilities also increased THB 4.2 billion as the Company obtained THB 3.2 billion 10-year term loan from EXIM Bank of Thailand and THB 1.0 billion 3-year debenture issuance in mid-2014. The proceeds from both transactions were mainly spent in long term financing in power plant business as planned.

Shareholders' equity increased by THB 461 million or 8% growth by 3 factors, i) Total comprehensive income for the period was THB 438.89 million, ii) Increase share capital of subsidiary, TTPHD, at THB 392 million together with Premium from Share-base Payment at THB 23.19 million, and iii) Dividend payment THB -392 million. As a result, the closing balance as of 31 December 2014 became THB 6.4 billion.



4. Major Financial Ratios

Ratio	31 DEC 2014	31 DEC 2013	Favorable/Unfavorable
4.1. Gross profit margin	6.35%	8.97%	Unfavorable
4.2. Net profit margin	2.24%	4.93%	Unfavorable
4.3. Current ratio	1.35	1.16	Favorable
4.4. Debt/ Equity ratio	2.54	1.52	Unfavorable
4.5. Interest-Bearing Debt/ Equity ratio	1.16	0.16	Unfavorable
4.6. Times Interest Earned ratio	5.68	41.98	Unfavorable
4.7. Net Book Value	11.43	12.37	Unfavorable
4.8. Return on total assets	1.93%	5.87%	Unfavorable
4.9. Return on equity	6.84%	14.82%	Unfavorable
4.10. Earnings per share	0.82	1.63	Unfavorable

5. Analysis of Cash Flows

Figures in THB Million	Dec 2014	Dec 2013
Net cash (used in) generated from operating activities	(6,973.97)	(2,608.97)
Net cash (used in) investing activities	(164.21)	(212.04)
Net cash receipts from (used in) financing activities	6,416.13	3,117.01
Net increase (decrease) in cash and cash equivalents	(722.05)	296.00
Beginning balance	2,387.66	2,056.81
Exchange rate gains/(losses) on cash and cash equivalents	(54.30)	34.85
Ending Balance	1,611.31	2,387.66

At the end of 31 December 2014, the ending balance of Cash and cash equivalents was THB 1.6 billion, decreased THB -800 million from the end of 31 December 2013. Such change was caused by a combination of the Net cash used in operating activities, THB -7.0 billion and the Net cash used in investing activities, THB -164 million, and Net cash receipts from financing activities, THB 6.4 billion.

5.1 Net cash used in operating activities, THB -7.0 billion. The significant changes came from:-

- + Cash flows before changes in operating assets and liabilities THB 636 million
- + Change in Advance received from Customers THB 2,285 million
- Change in Unbilled Contract Revenue THB -2,584 million
- Construction in Progress THB -2,398 million
- Change in Financial Assets THB -1,834 million
- Change in Advance payments to sub-contractors THB -1,803 million
- Change in Accrued Construction Costs THB -1,459 million

5.2 Net cash used in investing activities, THB -164 million. The significant changes came from:-

- + Cash Receipts from interest income THB 118 million
- Cash Reserved for Debt Service THB -132 million

-
- Purchase of plant and equipment THB -56 million
 - Loans to joint venture and other party THB -47 million
 - Purchase of shares in associate THB -43 million

5.3 Net cash receipts from financing activities, THB 6.4 billion. The significant changes came from:-

- + Cash receipts from issuing debentures THB 1,000 million
- + Cash receipt from long-term loan from financial institutions THB 3,251 million
- + Cash receipt from short-term loan from financial institutions THB 2,198 million
- Dividend paid to shareholders THB -392 million

5.4 Exchange rate losses on cash and cash equivalents THB -54 million



TOYO-THAI CORPORATION PUBLIC COMPANY LIMITED

CONSOLIDATED AND COMPANY
FINANCIAL STATEMENTS

31 DECEMBER 2014
AUDITOR'S REPORT



AUDITOR'S REPORT

To the Shareholders of Toyo-Thai Corporation Public Company Limited

I have audited the accompanying consolidated and company financial statements of Toyo-Thai Corporation Public Company Limited and its subsidiaries and of Toyo-Thai Corporation Public Company Limited, which comprise the consolidated and company statements of financial position as at 31 December 2014, and the related consolidated and company statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and a summary of significant accounting policies and other notes.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Opinion

In my opinion, the consolidated and company financial statements referred to above present fairly, in all material respects, the consolidated and company financial position of Toyo-Thai Corporation Public Company Limited and its subsidiaries and of Toyo-Thai Corporation Public Company Limited as at 31 December 2014, and its consolidated and company results of operations and its cash flows for the year then ended in accordance with Thai Financial Reporting Standards.



Vichien Khingmuntri
Certified Public Accountant (Thailand) No. 3977
PricewaterhouseCoopers ABAS Ltd.

Bangkok
2 March 2015

Statement of Financial Position

As at 31 December 2014

		Consolidated			Company	
		31 December 2014 Baht	Restated 31 December 2013 Baht	Restated 1 January 2013 Baht	31 December 2014 Baht	31 December 2013 Baht
Assets	Notes					
Current assets						
Cash and cash equivalents	8	1,611,307,931	2,387,667,171	2,056,811,739	283,185,927	1,636,656,399
Temporary investments		4,320,000	-	238,410,448	-	-
Trade accounts receivable						
- related parties	9, 12	52,174,836	4,457,265	383,678,104	282,856,717	516,562,503
- third parties	9	1,901,593,708	2,426,049,249	1,138,961,781	1,690,406,559	1,403,523,474
Accounts receivable from operation power plant		30,813,661	81,204,607	-	-	-
Financial assets under concession arrangement						
due within one year	11	134,895,074	75,721,295	31,381,473	-	-
Unbilled contract revenue						
- related parties	10.1, 12	400,827,596	90,963,592	238,038,437	1,381,562,251	2,060,036,916
- third parties	10.2	5,387,533,660	3,113,771,082	1,343,439,390	3,286,936,631	2,695,576,955
Other accounts receivable						
- related parties	12	56,496	745,582	1,786,403	9,551,688	116,437,440
- third parties		93,814,151	265,088,690	89,409,173	47,815,137	48,322,626
Construction in progress						
- related parties	12	92,476,844	55,860,618	-	92,476,844	55,860,618
- third parties		3,992,910,217	1,090,962,821	254,250,819	3,005,280,412	1,070,445,689
Advance payments to sub-contractors						
- related parties	12	-	-	-	80,092,854	449,106,016
- third parties		1,528,603,235	265,804,168	75,042,904	77,465,620	213,667,317
Advance Payment for Share Subscription	12	-	66,290,101	-	-	-
Retention receivable - due with in one year						
- related parties	12	46,285,200	-	-	46,285,200	-
Loans to related parties - due within one year	12	34,489,316	-	-	590,630,400	98,033,400
Interest receivable from loan						
to related parties	12	674,568	-	-	7,101,633	3,480,975
Withholding income tax		69,297,387	2,500,470	-	67,951,901	337,759
Input tax refundable		218,707,703	60,808,096	24,855,380	202,491,307	56,586,290
Other current assets		76,568,475	62,025,921	32,297,765	18,642,531	32,872,814
Total current assets		15,677,350,058	10,049,920,728	5,908,363,816	11,170,733,612	10,457,507,191
Non-current assets						
Trade accounts receivable						
- related party	12	-	-	-	74,272,243	-
Deposit at bank used as collateral		131,858,922	-	-	-	-
Retention receivable						
- related parties	12	-	45,822,348	40,814,289	-	45,822,348
- third parties		-	19,075,015	-	-	19,075,015
Held-to-maturity investments		-	75,359	20,000,000	-	75,359
Loan to related party	12	12,973,684	-	-	35,000,000	35,000,000
Financial assets under concession arrangement						
due over one year	11	5,356,820,835	3,530,263,558	829,544,352	-	-
Investments in subsidiary, net	13	-	-	-	1,410,586,285	1,327,726,349
Investments in associate, net	14	136,832,458	67,060,623	60,589,194	62,499,900	62,499,900
Interests in joint venture	15	18,528,102	7,796,746	20,353,003	-	-
General investment	16	673,439,990	673,439,990	584,820,600	673,439,990	673,439,990
Spare parts		152,669,505	109,129,769	-	-	-
Property, plant and equipment, net	17	288,317,912	282,164,431	227,242,795	77,714,384	85,904,288
Intangible assets, net	18	24,199,958	20,697,163	22,697,622	23,211,749	20,419,251
Goodwill	13	4,065,561	-	-	-	-
Deferred tax assets	23	106,367,410	125,612,458	42,828,652	21,901,958	19,605,359
Other non-current assets		52,076,660	47,718,478	29,582,576	26,145,555	31,381,523
Total non-current assets		6,958,150,997	4,928,855,938	1,878,473,083	2,404,772,064	2,320,949,382
Total assets		22,635,501,055	14,978,776,666	7,786,836,899	13,575,505,676	12,778,456,573

The notes to the consolidated and company financial statements on pages 111 to 171 are an integral part of these financial statements.

Statement of Financial Position

As at 31 December 2014

	Notes	Consolidated			Company	
		31 December	Restated	Restated	31 December	31 December
		2014	2013	1 January	2014	2013
		Baht	Baht	Baht	Baht	Baht
Liabilities and shareholders' equity						
Current liabilities						
Short-term loan from financial institution	19	3,138,995,567	933,670,673	-	3,138,995,510	933,670,673
Trade accounts payable						
- related parties	12	-	-	3,216,249	32,735,157	34,949,449
- third parties		2,169,182,505	1,759,106,129	1,167,999,742	1,580,643,746	1,262,816,222
Other accounts payable - third parties		45,319,855	41,560,440	41,814,136	43,552,626	40,252,683
Short-term loans from related party	12	-	-	-	314,575,400	-
Interest payable from related party	12	-	-	-	1,885,428	-
Retention payable to sub-contractors		243,969,257	88,085,379	65,212,185	167,987,693	87,813,189
Accrued construction costs		2,551,443,812	4,010,446,519	2,686,257,736	1,431,817,216	3,580,103,892
Advances received from customers						
under construction contracts						
- related parties	12	310,634,312	-	-	63,259,457	372,433,658
- third parties		2,738,407,230	763,869,122	630,042,144	399,311,111	591,442,974
Deferred construction revenue						
- related parties	10.3	-	-	-	-	252,052,058
- third parties	10.4	79,448,161	901,976,197	66,381,321	79,448,161	430,513,694
Share subscription received		-	-	260,368,600	-	-
Corporate income tax payable		24,516,164	34,169,472	29,525,866	6,147,056	9,375,033
Accrued expenses		153,005,337	77,749,276	85,742,611	88,376,952	84,636,957
Other current liabilities		177,717,121	75,395,967	69,131,268	95,708,402	39,728,104
Total current liabilities		11,632,639,321	8,686,029,174	5,105,691,858	7,444,443,915	7,719,788,586
Non-current liabilities						
Long-term loan from financial institution	20	3,255,050,429	-	-	-	-
Debentures, net	21	997,387,838	-	-	997,387,838	-
Deferred income	22	147,683,395	148,799,593	144,160,446	-	-
Deferred tax liabilities	23	91,768,740	106,289,318	24,025,492	32,322	-
Employee benefits obligation	24	112,168,415	100,573,621	87,927,926	109,509,788	98,048,645
Total non-current liabilities		4,604,058,817	355,662,532	256,113,864	1,106,929,948	98,048,645
Total liabilities		16,236,698,138	9,041,691,706	5,361,805,722	8,551,373,863	7,817,837,231

The notes to the consolidated and company financial statements on pages 111 to 171 are an integral part of these financial statements.

Statement of Financial Position

As at 31 December 2014

	Notes	Consolidated			Company	
		31 December	Restated	Restated	31 December	31 December
		2014	2013	1 January	2014	2013
		Baht	Baht	Baht	Baht	Baht
Liabilities and shareholders' equity (Cont'd)						
Shareholders' equity						
Share capital						
Authorised share capital	25					
Ordinary shares 560,000,000 shares						
of par 1 Baht each		560,000,000	560,000,000	480,000,000	560,000,000	560,000,000
(As at 1 January 2013 ordinary shares						
480,000,000 shares)						
Issued and paid-up share capital						
Ordinary shares 560,000,000 shares						
of par 1 Baht each	25	560,000,000	560,000,000	480,000,000	560,000,000	560,000,000
(As at 1 January 2013 ordinary shares						
480,000,000 shares)						
Premium on share capital	25	2,905,496,747	2,905,496,747	405,162,100	2,905,496,747	2,905,496,747
Retained earnings						
Appropriated - legal reserve	26	56,000,000	56,000,000	48,000,000	56,000,000	56,000,000
Unappropriated		1,771,233,413	1,702,766,182	1,195,930,473	1,530,331,845	1,492,636,719
Premium on share capital from						
share-based payment	27	23,188,454	-	-	23,188,454	-
Discount from dilution of investment in subsidiary		(44,548,774)	-	-	-	-
Other components of equity		43,578,942	51,964,089	(7,254,813)	(50,885,233)	(53,514,124)
Equity attributable to owners of the parent		5,314,948,782	5,276,227,018	2,121,837,760	5,024,131,813	4,960,619,342
Non-controlling interests		1,083,854,135	660,857,942	303,193,417	-	-
Total shareholders' equity		6,398,802,917	5,937,084,960	2,425,031,177	5,024,131,813	4,960,619,342
Total liabilities and shareholders' equity		22,635,501,055	14,978,776,666	7,786,836,899	13,575,505,676	12,778,456,573

The notes to the consolidated and company financial statements on pages 111 to 171 are an integral part of these financial statements.

Statement of Comprehensive Income

For the year ended at 31 December 2014

	Notes	Consolidated		Company	
		2014	Restated 2013	2014	2013
		Baht	Baht	Baht	Baht
Revenues					
Construction and service revenues	7, 12	17,554,672,528	15,335,477,192	13,850,718,452	15,398,215,921
Construction revenues under concession arrangement		1,781,809,714	2,456,808,420	-	-
Revenues from operating the power plant		238,778,873	72,795,905	50,471,206	-
Total revenues		19,575,261,115	17,865,081,517	13,901,189,658	15,398,215,921
Costs					
Costs of construction and services	12, 32	(16,709,812,081)	(13,869,864,444)	(12,679,772,023)	(13,939,898,428)
Costs of construction from concession arrangement		(1,543,399,570)	(2,332,844,730)	-	-
Costs of operating the power plant		(78,459,344)	(59,224,405)	(24,400,101)	-
Total costs		(18,331,670,995)	(16,261,933,579)	(12,704,172,124)	(13,939,898,428)
Gross profit		1,243,590,120	1,603,147,938	1,197,017,534	1,458,317,493
Other income	30	218,753,320	84,467,701	67,309,644	18,344,880
Gain(loss) on exchange rate, net		(36,130,107)	94,206,806	39,842,916	16,911,183
Administrative expenses	12, 32	(827,612,002)	(638,830,167)	(686,670,369)	(571,560,607)
Share of profit of associate	14	26,245,264	6,471,429	-	-
Share of loss of joint venture	15	(22,231,644)	(203,254)	-	-
Profit before finance cost and income tax		602,614,951	1,149,260,453	617,499,725	922,012,949
Finance costs	33	(106,039,625)	(27,375,341)	(72,443,724)	(5,388,299)
Profit before income tax		496,575,326	1,121,885,112	545,056,001	916,624,650
Income tax expense	31	(58,907,236)	(241,978,728)	(115,373,774)	(184,419,271)
Net profit for the year		437,668,090	879,906,384	429,682,227	732,205,379
Other comprehensive income (expense)					
Exchange differences on translating financial statements		1,222,762	107,206,128	2,628,891	(51,902,951)
Other comprehensive income (expense) for the year, net of tax		1,222,762	107,206,128	2,628,891	(51,902,951)
Total comprehensive income for the year		438,890,852	987,112,512	432,311,118	680,302,428
Profit attributable to:					
Owners of the parent		460,454,329	869,624,015	429,682,227	732,205,379
Non-controlling interests		(22,786,239)	10,282,369	-	-
		437,668,090	879,906,384	429,682,227	732,205,379
Total comprehensive income attributable to:					
Owners of the parent		452,069,182	928,842,917	432,311,118	680,302,428
Non-controlling interests		(13,178,330)	58,269,595	-	-
		438,890,852	987,112,512	432,311,118	680,302,428
Earnings per share for the owners of the parent					
Basic earnings per share (Baht)	28	0.82	1.63	0.77	1.38

The notes to the consolidated and company financial statements on pages 111 to 171 are an integral part of these financial statements.

Statement of Changes in Shareholders' Equity

For the year ended at 31 December 2014



	Notes	Attributable to owners of the parent										Consolidated							
		Issued and paid-up share capital	Premium on share capital	Legal reserve	Unappropriated retained earnings	Premium on share capital from share-based payment	Discount from dilution of investment in subsidiary	Other components of equity											
								Baht	Baht	Baht	Baht		Premium on dilution of investment	Currency translation differences	Total other component of equity				
																Baht	Baht	Baht	Baht
Opening balance at 1 January 2013																			
Effects from the adoption of new accounting policy	3	480,000,000	405,162,100	48,000,000	1,131,381,984	-	-	9,410,796	(16,476,464)	(7,065,668)	2,057,478,416	2,320,920,666							
		-	-	-	64,548,489	-	-	-	(189,145)	(189,145)	64,359,344	39,751,167							
		-	-	-	-	-	-	-	-	-	-	104,110,511							
Opening balance after adjustment		480,000,000	405,162,100	48,000,000	1,195,930,473	-	-	9,410,796	(16,665,609)	(7,254,813)	2,121,837,760	303,193,417							
Change in equity for the year																			
Issued ordinary shares	25	80,000,000	2,500,334,647	-	-	-	-	-	-	-	2,580,334,647	-							
Dividends paid	29	-	-	-	(354,788,306)	-	-	-	-	-	(354,788,306)	(354,788,306)							
Legal reserve	26	-	-	8,000,000	(8,000,000)	-	-	-	-	-	-	-							
Total comprehensive income for the year		-	-	-	869,624,015	-	-	59,218,902	-	59,218,902	928,842,917	58,269,595							
Increase capital of subsidiary		-	-	-	-	-	-	-	-	-	-	987,112,512							
		-	-	-	-	-	-	-	-	-	299,394,930	299,394,930							
Closing balance at 31 December 2013 after adjustment		560,000,000	2,905,496,747	56,000,000	1,702,766,182	-	-	9,410,796	42,553,293	51,964,089	5,276,227,018	660,857,942							
		-	-	-	-	-	-	-	-	-	-	5,937,084,960							
Opening balance at 1 January 2014																			
Effects from the adoption of new accounting policy	3	560,000,000	2,905,496,747	56,000,000	1,423,603,055	-	-	9,410,796	(38,959,749)	(29,548,953)	4,915,550,849	571,271,003							
		-	-	-	279,163,127	-	-	-	81,513,042	81,513,042	360,676,169	89,586,939							
		-	-	-	-	-	-	-	-	-	-	450,263,108							
Opening balance after adjustment		560,000,000	2,905,496,747	56,000,000	1,702,766,182	-	-	9,410,796	42,553,293	51,964,089	5,276,227,018	660,857,942							
Change in equity for the year																			
Dividends paid	29	-	-	-	(391,987,098)	-	-	-	-	-	(391,987,098)	-							
Legal reserve	26	-	-	-	-	-	-	-	-	-	-	-							
Total comprehensive income for the year		-	-	-	460,454,329	-	-	-	(8,385,147)	(8,385,147)	452,069,182	(13,178,330)							
Discount from dilution of investment in subsidiary		-	-	-	-	-	(44,548,774)	-	-	-	(44,548,774)	44,548,774							
Premium from share-based payment		-	-	-	-	23,188,454	-	-	-	-	23,188,454	-							
Increase capital of subsidiary		-	-	-	-	-	-	-	-	-	-	391,625,749							
		-	-	-	-	-	-	-	-	-	-	391,625,749							
Closing balance at 31 December 2014		560,000,000	2,905,496,747	56,000,000	1,771,233,413	23,188,454	(44,548,774)	9,410,796	34,168,146	43,578,942	5,314,948,782	1,083,854,135							
		-	-	-	-	-	-	-	-	-	-	6,398,802,917							

The notes to the consolidated and company financial statements on pages 111 to 171 are an integral part of these financial statements.

Statement of Changes in Shareholders' Equity

For the year ended at 31 December 2014

Notes	Issued and paid-up share capital on share	Premium on share capital	Legal reserve	Unappropriated retained earnings	Premium on share capital from share-based payment	Other component of equity		Company Total shareholders' equity
	Baht	Baht	Baht	Baht	Baht	Currency translation difference	Baht	Baht
Opening balance at 1 January 2013	480,000,000	405,162,100	48,000,000	1,123,219,646	-	(1,611,173)		2,054,770,573
Change in equity for the year								
Issued ordinary shares	80,000,000	2,500,334,647	-	-	-	-		2,580,334,647
Dividends paid	-	-	-	(354,788,306)	-	-		(354,788,306)
Legal reserve	-	-	8,000,000	(8,000,000)	-	-		-
Total comprehensive income for the year	-	-	-	732,205,379	-	(51,902,951)		680,302,428
Closing balance at 31 December 2013	560,000,000	2,905,496,747	56,000,000	1,492,636,719	-	(53,514,124)		4,960,619,342
Opening balance at 1 January 2014	560,000,000	2,905,496,747	56,000,000	1,492,636,719	-	(53,514,124)		4,960,619,342
Change in equity for the year								
Dividends paid	-	-	-	(391,987,101)	-	-		(391,987,101)
Total comprehensive income for the year	-	-	-	429,682,227	-	2,628,891		432,311,118
Premium on share capital from share-based payment	-	-	-	-	23,188,454	-		23,188,454
Closing balance at 31 December 2014	560,000,000	2,905,496,747	56,000,000	1,530,331,845	23,188,454	(50,885,233)		5,024,131,813

The notes to the consolidated and company financial statements on pages 111 to 171 are an integral part of these financial statements.

Statement of Cash Flows

For the year ended at 31 December 2014

	Notes	Consolidated		Company	
		2014	Restated 2013	2014	2013
		Baht	Baht	Baht	Baht
Cash flows from operating activities					
Profit before income tax		496,575,326	1,121,885,112	545,056,001	916,624,650
Adjustments					
- Premium on share capital from share-based payment		23,188,454	-	23,188,454	-
- Depreciation and amortisation	17, 18	43,439,860	30,296,532	27,786,212	23,776,908
- Write-off equipment		5,994,990	-	1,288	-
- (Gains) losses from disposals of equipment	17, 18	(44,571,874)	(288,843)	(699)	37,320
- Unrealised (gains) losses from exchange rate		170,195,605	(27,487,536)	15,214,483	(10,378,368)
- Interest income		(168,583,990)	(15,395,124)	(63,684,504)	(12,426,988)
- Share of profit of associate	14	(26,245,264)	(6,471,429)	-	-
- Share of loss of joint venture	15	22,231,644	203,254	-	-
- Employee benefit expenses	24	12,674,193	12,645,695	12,548,895	12,403,396
- Amortisation of deferred financing fee	21	2,177,894	-	661,838	-
- Amortisation of income from government grant		(1,116,198)	-	-	-
- Interest expenses		100,475,933	27,375,341	71,781,886	5,388,299
Cash flows before changes in operating assets and liabilities		636,436,573	1,142,763,002	632,553,854	935,425,217
Changes in operating assets and liabilities					
- Temporary investments		(4,320,000)	238,410,448	-	238,410,448
- Trade accounts receivable		476,737,970	(907,866,629)	(266,636,241)	(447,666,443)
- Accounts receivable from operation power plant		50,390,946	(81,204,607)	-	-
- Financial assets under concession arrangement		(1,833,887,866)	(2,745,059,028)	-	-
- Unbilled contract revenue		(2,583,626,582)	(1,623,256,847)	87,114,988	(2,798,668,930)
- Other accounts receivable		213,362,185	(173,949,610)	107,409,867	(102,523,811)
- Construction in progress		(2,938,563,622)	(892,572,620)	(1,971,692,091)	(875,055,548)
- Advance payments to sub-contractors		(1,262,799,067)	(190,761,264)	508,720,726	(568,174,078)
- Withholding income tax		(66,796,917)	(2,500,470)	(67,406,273)	-
- Spareparts		(43,539,736)	(109,129,769)	-	-
- Input tax refundable		(157,899,607)	(35,952,716)	(145,191,247)	(43,112,721)
- Other current assets		(16,933,427)	(29,728,156)	11,342,178	(10,552,511)
- Retention receivable		18,612,163	(24,083,074)	18,612,163	(24,083,074)
- Other non-current assets		(4,433,543)	(18,135,902)	5,160,608	(9,587,494)
- Trade accounts payable		472,300,915	846,668,206	375,116,027	305,098,496
- Other accounts payable		(29,541,085)	(253,696)	2,974,275	(674,033)
- Retention payable to sub-contractors		155,883,878	22,873,194	80,174,504	22,601,004
- Accrued construction costs		(1,459,002,707)	1,324,188,783	(2,148,286,676)	1,182,082,369
- Advance received from customers					
under construction contracts		2,285,172,431	133,826,978	(939,994,479)	(98,328,893)
- Deferred construction revenue		(822,528,036)	835,594,876	(172,603,896)	699,304,378
- Accrued expense		61,852,412	(10,285,305)	(2,796,131)	(2,197,687)
- Other current liabilities		102,321,155	6,264,697	54,226,037	(17,060,213)
- Deferred income		-	4,639,147	-	-
- Employee benefit obligations		(1,087,752)	(1,324,947)	(1,087,752)	(1,317,597)
Cash use in operations		(6,751,889,319)	(2,290,835,309)	(3,832,289,559)	(1,616,081,121)
- Interest paid		(87,072,283)	(25,083,372)	(62,234,318)	(3,046,745)
- Income tax paid		(135,006,198)	(293,052,852)	(117,388,944)	(197,169,338)
Net cash used in operating activities		(6,973,967,800)	(2,608,971,533)	(4,011,912,821)	(1,816,297,204)

The notes to the consolidated and company financial statements on pages 111 to 171 are an integral part of these financial statements.

Statement of Cash Flows (Cont'd)

For the year ended at 31 December 2014

	Notes	Consolidated		Company	
		2014	Restated 2013	2014	2013
		Baht	Baht	Baht	Baht
Cash flows from investing activities					
Payment for advance share to related party	12	-	(66,290,101)	-	-
Payment for additional paid-up shares in subsidiaries	13	-	-	-	(851,527,594)
Payment for shares in joint venture	15	-	(8,000,000)	-	-
Payment for shares in associate	14	(43,321,225)	-	-	-
Deposits at financial institution pledge as collateral		(131,858,922)	-	-	-
Proceeds from sales on subsidiaries		-	-	199,700	-
Payment for general investment		-	(88,619,390)	-	(88,619,390)
Payment for held to maturities security		75,359	19,924,641	75,359	20,000,000
Payment for loan made to a subsidiary	13	-	-	(653,020,000)	(89,180,550)
Proceeds from loan to a subsidiary	13	-	-	103,883,327	-
Payment for loan to related party	12	(46,955,000)	-	-	-
Cash receipts from interest income		118,420,719	11,488,274	62,285,791	9,139,291
Purchases of plant and equipment	17	(55,894,719)	(80,520,657)	(15,277,416)	(42,725,239)
Proceeds from disposals of equipment		3,173,315	1,975,060	700	323,088
Purchases of computer software	18	(7,846,233)	(1,996,788)	(6,773,560)	(1,742,249)
Net cash used in investing activities		(164,206,706)	(212,038,961)	(508,626,099)	(1,044,332,643)
Cash flows from financing activities					
Cash receipts from short-term loan from financial institutions		12,524,251,941	891,466,290	12,524,251,941	891,466,290
Cash payment to loan to financial institutions		(10,326,702,168)	-	(10,326,702,168)	-
Cash receipts from financial institutions		3,251,310,000	-	-	-
Cash payment for financing fee in loan		(42,765,627)	-	-	-
Cash receipts from issued ordinary shares	25	405,292,500	2,580,334,647	-	2,580,334,647
Cash receipts from short-term loan from related party		-	-	363,742,070	-
Cash receipts from issuing debentures		1,000,000,000	-	1,000,000,000	-
Cash payment for financing fee in issuing debenture	12	(3,274,000)	-	(3,274,000)	-
Dividends paid to shareholders	29	(391,987,098)	(354,788,306)	(391,987,098)	(354,788,306)
Net cash receipts from financing activities		6,416,125,548	3,117,012,631	3,166,030,745	3,117,012,631
Net increase (decrease) in cash and cash equivalents		(722,048,958)	296,002,137	(1,354,508,175)	256,382,784
Cash and cash equivalents at the beginning of the year		2,387,667,171	2,056,811,739	1,636,656,399	1,382,641,888
Exchange rate gains(losses) on cash and cash equivalents		(54,310,272)	34,853,295	1,037,703	(2,368,273)
Cash and cash equivalents at the ending of the year	8	1,611,307,941	2,387,667,171	283,185,927	1,636,656,399
Non-cash items					
Conversion of accounts receivable - related party to share capital	13	-	-	83,059,637	-
Accounts payable for purchases of equipment		112,500	1,590,532	112,500	1,590,532
Accounts payable for purchases of computer software		225,000	-	225,000	-
Change from investment in joint venture to subsidiary		-	20,353,003	-	24,000,000
Transfer advance received of shares from related party to ordinary shares		66,290,101	260,368,600	-	-
Settle-off loan to related party with accounts payable related party	12	-	-	58,626,573	-
Settle-off loan from related party with accounts receivable related party	12	-	-	58,657,210	-
Settle-off accounts receivable to related party with accounts payable related party	12	-	-	5,552,303	-
Accounts receivable for disposal of property, plant and equipment		41,398,560	-	-	-
Accounts payable for acquired shares in a joint venture	15	32,963,000	-	-	-

The notes to the consolidated and company financial statements on pages 111 to 171 are an integral part of these financial statements.

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

1 General information

Toyo-Thai Corporation Public Company Limited (the “Company”) is a public limited company incorporated and resident in Thailand. The address of the Company’s registered office is at 159 Sermit Tower Floor 27-30, Soi Sukhumvit 21, Asoke Road, Klong-Toeynua, Wattana, Bangkok.

Head Office: 159 Sermit Tower Floor 28, Soi Sukhumvit 21, Asoke Road, Klong-Toeynua, Wattana, Bangkok

Philippines Branch: Suite B, 5th Floor Builder’s Center, 170 Salcedo Street, Legaspi Village, Makati City

Qatar Branch: Al Emadi Building Area No.41, Street No.230 Building No.233 1st Floor, Office No.8 P.O. Box 55420 Doha

The Company is listed on the Stock Exchange of Thailand. For reporting purposes, the Company and its subsidiaries are referred to as the Group.

The principal business operations of the Group are engineering services including design, procurement and construction for integrated industrial factories.

These consolidated and company financial statements were authorised by the Board of Directors on 2 March 2015.

2 Accounting policies

The principal accounting policies applied in the preparation of these consolidated and company financial statements are set out below:

2.1 Basis of preparation

The consolidated and company financial statements have been prepared in accordance with Thai generally accepted accounting principles under the Accounting Act BE 2543, being those Accounting Standards issued under the Accounting Profession Act BE 2547, and the financial statement reporting requirements of the Securities and Exchange Commission under the Securities and Exchange Act.

The consolidated and company financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with Thai generally accepted accounting principles requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 5.

An English version of the consolidated and company financial statements have been prepared from the statutory financial information that are in the Thai language. In the event of a conflict or a difference in interpretation between the two languages, the Thai language statutory financial statements shall prevail.

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

2 Accounting policies (Cont'd)

2.2 Revised accounting standards and financial reporting standards, new financial reporting standards, interpretation of accounting standards and financial reporting standards

2.2.1 Revised accounting standards and financial reporting standards, new interpretation of accounting standards and financial reporting standards which are effective on 1 January 2014 are:

TAS 1 (revised 2012)	Presentation of financial statements
TAS 7 (revised 2012)	Statement of cash flows
TAS 12 (revised 2012)	Income taxes
TAS 17 (revised 2012)	Leases
TAS 18 (revised 2012)	Revenue
TAS 19 (revised 2012)	Employee benefits
TAS 21 (revised 2012)	The effects of changes in foreign exchange rates
TAS 24 (revised 2012)	Related party disclosures
TAS 28 (revised 2012)	Investments in associates
TAS 31 (revised 2012)	Interest in joint ventures
TAS 34 (revised 2012)	Interim financial reporting
TAS 36 (revised 2012)	Impairment of assets
TAS 38 (revised 2012)	Intangible assets
TFRS 2 (revised 2012)	Share-based payment
TFRS 3 (revised 2012)	Business combinations
TFRS 5 (revised 2012)	Non-current assets held for sale and discontinued operations
TFRS 8 (revised 2012)	Operating segments
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 financial reporting in hyperinflationary economies
TFRIC 10	Interim financial reporting and impairment
TFRIC 12	Service concession arrangements
TFRIC 13	Customer loyalty programmes
TFRIC 17	Distributions of non-cash assets to owners
TFRIC 18	Transfers of assets from customers
TSIC 15	Operating leases - incentives
TSIC 27	Evaluating the substance of transactions in the legal form of a lease
TSIC 29	Service concession arrangements: Disclosure
TSIC 32	Intangible assets - Web site costs

These revised accounting standards and financial reporting standards and new accounting interpretations have no impact to the Group except the adoption of TFRIC 12 "Service concession arrangements" (information of accounting policies for determining whether an arrangement contains a lease and for service concession arrangements is described in Notes 3). The adoption of this interpretation has resulted in accounting records for certain contractual arrangements on power purchase agreements with Ministry of Electric Power of Myanmar. The Group has retrospectively applied this interpretation and the impact of the changes on the consolidated statements of financial position as at 31 December 2013 and the consolidated statements of income and comprehensive income for the three-month and nine-month periods ended 30 September 2013 is presented in 3.

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

2 Accounting policies (Cont'd)

2.2 Revised accounting standards and financial reporting standards, new financial reporting standards, interpretation of accounting standards and financial reporting standards (Cont'd)

2.2.2 Revised accounting standards and financial reporting standards, new financial reporting standards and revised interpretation of accounting standards and financial reporting standards which are effective on 1 January 2015

1) Revised accounting standards and new financial reporting standards which are relevant to the Group are:

TAS 1 (revised 2014)	Presentation of financial statements
TAS 16 (revised 2014)	Property, plant and equipment
TAS 19 (revised 2014)	Employee benefits
TAS 34 (revised 2014)	Interim financial reporting
TFRS 13	Fair value measurement

TAS 1 (revised 2014), the key change is that an entity is required to group items presented in 'other comprehensive income' (OCI) on the basis of whether they are potentially reclassifiable to profit or loss subsequently. This standard will only impact the Group presentation of other comprehensive income items in the statement of other comprehensive income.

TAS 16 (revised 2014), the key change is in relation to spare parts, stand-by equipment and servicing equipment which shall be recognised in accordance with this standard when they meet the definition of property, plant and equipment. Otherwise, such items are classified as inventory.

TAS 19 (revised 2014), the key changes are (a) actuarial gains and losses will be recognised immediately in 'other comprehensive income'. Actuarial gains and losses will no longer be deferred using the corridor approach or recognised in profit or loss; and (b) past-service costs will be recognised in the period of a plan amendment; unvested benefits will no longer be spread over a future-service period. This standard will impact the Group's unrecognised past-service costs.

TAS 34 (revised 2014), the key change is the disclosure requirements for the operating segment. An entity shall disclose information of a measure of total assets and liabilities for a particular reportable segment if such amounts are regularly provided to the chief operating decision maker and if there has been a material change from the amount disclosed in the last annual financial statements for that reportable segment. This standard will impact the operating segment disclosure of the Group's interim financial information.

TFRS 13 provides a single source of fair value measurement for use across IFRSs and sets out the fair value disclosure requirement. This standard will only impact the Group disclosure in relation to fair value.

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

2 Accounting policies (Cont'd)

2.2 Revised accounting standards and financial reporting standards, new financial reporting standards, interpretation of accounting standards and financial reporting standards (Cont'd)

2.2.2 Revised accounting standards and financial reporting standards, new financial reporting standards and revised interpretation of accounting standards and financial reporting standards which are effective on 1 January 2015 (Cont'd)

2) Revised accounting standards, financial reporting standards, interpretation for accounting standards and financial reporting standards which have no impact to the Group are:

TAS 2 (revised 2014)	Inventories
TAS 7 (revised 2014)	Cash flow statements
TAS 8 (revised 2014)	Accounting policies, changes in accounting estimates and errors
TAS 10 (revised 2014)	Events after the reporting period
TAS 11 (revised 2014)	Construction contract
TAS 12 (revised 2014)	Income taxes
TAS 17 (revised 2014)	Leases
TAS 18 (revised 2014)	Revenue
TAS 20 (revised 2014)	Accounting for government grants and disclosure of government assistance
TAS 21 (revised 2014)	The effects of changes in foreign exchange rates
TAS 23 (revised 2014)	Borrowing costs
TAS 24 (revised 2014)	Related party disclosures
TAS 26 (revised 2014)	Accounting and reporting by retirement benefit plans
TAS 27 (revised 2014)	Separate financial statements
TAS 28 (revised 2014)	Investments in associates and joint ventures
TAS 29 (revised 2014)	Financial reporting in hyperinflationary economies
TAS 33 (revised 2014)	Earnings per share
TAS 36 (revised 2014)	Impairment of assets
TAS 37 (revised 2014)	Provisions, contingent liabilities and contingent assets
TAS 38 (revised 2014)	Intangible assets
TAS 40 (revised 2014)	Investment property
TFRS 2 (revised 2014)	Share-based payments
TFRS 3 (revised 2014)	Business combinations
TFRS 5 (revised 2014)	Non-current asset held for sale and discontinued operations
TFRS 6 (revised 2014)	Exploration for and evaluation of mineral resources
TFRS 8 (revised 2014)	Operating segments
TFRS 10	Consolidated financial statements
TFRS 11	Joint arrangements
TFRS 12	Disclosure of interest in other entities
TSIC 10 (revised 2014)	Government assistance - No specific relation to operating activities
TSIC 15 (revised 2014)	Operating leases - Incentives
TSIC 25 (revised 2014)	Income taxes - changes in the tax status of an entity or its shareholders

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

2 Accounting policies (Cont'd)

2.2 Revised accounting standards and financial reporting standards, new financial reporting standards, interpretation of accounting standards and financial reporting standards (Cont'd)

2.2.2 Revised accounting standards and financial reporting standards, new financial reporting standards and revised interpretation of accounting standards and financial reporting standards which are effective on 1 January 2015 (Cont'd)

2) Revised accounting standards, financial reporting standards, interpretation for accounting standards and financial reporting standards which have no impact to the Group are: (Cont'd)

TSIC 27 (revised 2014)	Evaluating the substance of transactions involving the legal form of a lease
TSIC 29 (revised 2014)	Service concession arrangements: Disclosures
TSIC 31 (revised 2014)	Revenue - barter transactions involving advertising services
TSIC 32 (revised 2014)	Intangible assets - Web site costs
TFRIC 1 (revised 2014)	Changes in existing decommissioning, restoration and similar liabilities
TFRIC 4 (revised 2014)	Determining whether an arrangement contains a lease
TFRIC 5 (revised 2014)	Rights to interests arising from decommissioning, restoration and environmental rehabilitation funds
TFRIC 7 (revised 2014)	Applying the restatement approach under IAS29 Financial reporting in hyperinflationary economies
TFRIC 10 (revised 2014)	Interim financial reporting and impairment
TFRIC 12 (revised 2014)	Service concession arrangements
TFRIC 13 (revised 2014)	Customer loyalty programmes
TFRIC 14	TAS 19 - The limit on a defined benefit asset, minimum funding requirements and their interaction
TFRIC 15 (revised 2014)	Agreements for the construction of real estate
TFRIC 17 (revised 2014)	Distributions of non-cash assets to owners
TFRIC 18 (revised 2014)	Transfers of assets from customers
TFRIC 20	Stripping costs in the production phase of a surface mine

3) New accounting standard which is effective on 1 January 2016 is:

TFRS 4 (revised 2014)	Insurance Contracts
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TFRS 4 applies to all insurance contracts (including reinsurance contracts) that an entity issues and to reinsurance contracts that it holds. TFRS 4 is not relevant to the Group's operations

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

2 Accounting policies (Cont'd)

2.3 Financial instruments

Financial assets carried in the statement of financial position include cash and cash equivalents, deposits in financial institutions, temporary investment, trade account receivable, other receivables and loan to subsidiary. Financial liabilities carried in the statement of financial position include accounts payable and other payable. The particular recognition methods adopted are disclosed in the individual policy statements associated with each item.

The Company is party to derivative financial instruments which comprise forward foreign exchange contracts (Note 34).

2.4 Group Accounting - Investments in subsidiaries and interests in joint venture and associates

2.4.1 Investments in subsidiaries

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one-half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The Group uses the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If this is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in profit or loss.

Intercompany transactions, balances and unrealised gains or loss on transactions between Group companies are eliminated. Unrealised losses are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Investments in subsidiaries are accounted for at cost less impairment. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes direct attributable costs of investment.

A test for impairment for investments in subsidiaries is carried out when there is a factor indicating that investments might be impaired. If the carrying value of the investments is higher than its recoverable amount, impairment loss is charged to the income statement.

A list of the Group's subsidiaries and the effects acquisitions of subsidiaries are shown in Note 13.

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

2 Accounting policies (Cont'd)

2.4 Group Accounting - Investments in subsidiaries and interests in joint venture and associates (Cont'd)

2.4.2 Transactions and non-controlling interests

The Group treats transactions with non-controlling interests as transactions with equity owners of the Group. For changes in a parent's ownership interest in a subsidiary that do not result in a loss of control, the difference between any consideration paid/received and the relevant share acquired/disposed of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

When the Group ceases to have control, any retained interest in the former subsidiary is re-measured at its fair value, with the change in carrying amount recognised in profit or loss. The fair value is initial carrying amount for the purposes of subsequently accounting for the retained interest. In addition, any amounts previously recognised in other comprehensive income in respect of the former subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities.

2.4.3 Interests in joint ventures

The Group's interests in jointly controlled entities are accounted for using the equity method of accounting in the consolidated financial statements. Under the equity method, the interests in joint ventures are initially recognised at cost which includes goodwill identified on acquisition, net of any accumulated impairment loss (if any). The Group's share of its joint ventures' post-acquisition profits or losses is recognised in the profit or loss, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the interests in joint ventures. When the Group's share of losses in joint ventures equals or exceeds its interests in joint ventures, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint ventures.

In the company financial statements, interests in joint ventures are accounted for using the cost method of accounting. A list of the Group's joint ventures and the financial effects of the acquisitions and disposals of joint ventures are shown in Note 15.

2.4.4 Investment in associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting in consolidated financial statement and are initially recognised at cost. The Group's investment in associates includes goodwill identified on acquisition, net of any accumulated impairment loss (if any).

The Group's share of its associates' post-acquisition profits or losses is recognised in profit or loss, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate. Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

2 Accounting policies (Cont'd)

2.4 Group Accounting - Investments in subsidiaries and interests in joint venture and associates (Cont'd)

2.4.4 Investment in associates (Cont'd)

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group. Dilution gains and losses arising in investments in associates are recognised in profit or loss.

In the company financial statements, interests in associates are accounted for using the cost method of accounting. A list of the Group's principal associates and effects acquisitions and disposals of associates are shown in Note 14.

2.5 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The financial statements are presented in Thai Baht, which is the Company's functional currency and the Group's presentation currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in the other comprehensive income. Conversely, when a gain or loss on a non-monetary item is recognised in profit and loss, any exchange component of that gain or loss is recognised in the profit and loss.

(c) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses for each statement of comprehensive income are translated at average exchange rates; and
- All resulting exchange differences are recognised in the comprehensive income.

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

2 Accounting policies (Cont'd)

2.6 Cash and cash equivalents

Cash and cash equivalents are carried in the statement of financial position at cost. Cash and cash equivalents comprise cash on hand, deposits held with financial institutions and short-term highly liquid investments with maturities of three months or less from the date of acquisition.

2.7 Trade accounts receivable

Trade accounts receivable are recognised initially at original invoice amount and subsequently measured at the remaining amount less allowance for doubtful receivable based on a review of all outstanding amounts at the year end. The amount of the allowance is the difference between the carrying amount of the receivable and the amount expected to be collectible. Bad debts (if any) are written off during the year in which they are identified and recognised in the profit or loss as administrative expenses.

2.8 Service concession arrangements

A service concession arrangement is an arrangement involving an operator constructing and/or upgrading, operating and maintaining infrastructure used to provide a public service for a specified period of time. The operator is paid for its services over the period of the arrangement. The arrangement is governed by a contract that sets out performance standards, mechanisms for adjusting prices and arrangements for arbitrating disputes. The grantor controls (through ownership, beneficial entitlement or otherwise) any significant residual interest in the infrastructure at the end of the term of the arrangement.

The Group, as the operator for constructing and operating infrastructure, recognises receivable arising from a service concession arrangement to the extent that it has an unconditional right to receive cash or another financial asset from or at the direction of the grantor, for the construction of concession assets. Receivable recognised as a result of the service concession arrangement are measured at fair value upon initial recognition. Revenue from construction services is recognised using the percentage of completion method. The stage of completion is measured by considering the physical inspection in accordance with the condition agreed with the customers. Revenue from service from operation power plant is recognised when the services have been rendered.

The contractual obligation in commitment repair and maintenance such infrastructure which are not performed in order to improve the condition of infrastructure are measured and recognized based on the best estimation of expending to pay for the commitment as at the end of accounting period.

2.9 Spare parts

Spare parts are stated at cost less allowance for obsolescence. Cost is calculated based on the moving average basis. The spare parts are categorised as specific spare parts and common spare parts. Specific spare parts are used for specific plant equipment in the power plant; common spare parts are for general use. The Group reviews its allowance for obsolete, slow-moving and defective spare parts for specific cases.

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

2 Accounting policies (Cont'd)

2.10 Construction contracts

A construction contract is a contract specifically negotiated for the construction of an asset or a combination of assets that are closely interrelated or interdependent in terms of their design, technology and functions or their ultimate purpose of use.

When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised to the extent of contract costs incurred where it is probable those costs will be recoverable. Contract costs are recognised when incurred.

When the outcome of a construction contract can be estimated reliably, contract revenue and contract costs are recognised by using the percentage of completion method. The stage of completion is measured by referencing to the completion of a physical proportion of the contract work performed as per the conditions agreed with customers. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

Costs incurred in the year in connection with future activity on a contract are excluded and shown as work in process.

The aggregate of the costs incurred and the profit/loss recognised on each contract is compared against the progress billings up to the year end. Where the total costs incurred and recognised profits (less recognised losses) exceed progress billings, the balance is shown as "Unbilled contract revenue" under current assets in the statement of financial position. Where progress billings exceed total costs incurred plus recognised profits (less recognised losses), the balance is shown as "Deferred construction revenue" under current liabilities in the statement of financial position.

2.11 Investments

Investments other than investments in subsidiaries and interests in joint ventures are classified into the following three categories: held-to-maturity, trading investments and general investments. The classification is dependent on the purpose for which the investments were acquired. Management determines the appropriate classification of its investments at the time of the purchase and re-evaluates such designation on a regular basis.

- Investments with fixed maturity that the management has the intent and ability to hold to maturity are classified as held-to-maturity and are included in non-current assets, except those with maturities within 12 months from the end of the reporting period, which are classified as current assets.
- Investments that are acquired principally for the purpose of generating a profit from short-term fluctuations in price are classified as trading investments and included in current assets.
- Investments in non-marketable equity securities are classified as general investments.

Three categories of investments are initially recognised at cost, which is the fair value to purchase the investments. Cost of investment includes transaction costs.

Held-to-maturity investments are carried at amortised cost using the effective yield method and less impairment.

Trading investments are subsequently carried at fair value. Realised and unrealised gains and losses arising from changes in the fair value of trading investments are included in the income statement. Trading investments in active markets are valued at the market value at the close of business on the statement of financial position date by reference to the Stock Exchange of Thailand and the Thai Bond Dealing Centre quoted bid price.

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

2 Accounting policies (Cont'd)

2.11 Investments (Cont'd)

General investments are carried at cost less impairment.

A test for impairment is carried out when there is a factor indicating that an investment might be impaired. If the carrying value of the investment is higher than its recoverable amount, impairment loss is charged to the profit or loss.

On disposal of an investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to the profit or loss. When disposing of part of the Group's holding of a particular investment in debt or equity securities, the carrying amount of the disposed part is determined by the weighted average carrying amount of the total holding of the investment.

2.12 Property, plant and equipment

All property, plant and equipment are initially recorded at cost. Subsequently all plant and equipment is stated at historical cost less accumulated depreciation and impairment (if any). The costs of property, plant and equipment comprise both the purchase price and any costs directly attributable to bringing the assets to location and condition necessary for them to be capable of operating in the manner intended by management. Their costs also include the initial estimate of the costs of dismantling and removing the item and restoring the site on which they are located, the obligation for which the Group incurs either when the items are acquired or as a consequence of having used the items during a particular period.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Depreciation is calculated on the straight-line basis to write off the cost of each asset, except for land which is considered to have an indefinite life, to its residual value over the estimated useful life as follows:

Power plant	20 years
Furniture and fixtures	5 to 10 years
Office equipment	5 years
Motor vehicles	5 years

The assets' residual values and useful lives are reviewed and adjusted if appropriate, at the end of each reporting period.

Where the carrying amount of an asset is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are included in the profit or loss.

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of cost of the assets, during the period of time required to complete and prepare the assets for their intended use. All other borrowing costs are recognised as expenses in the income statement.

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

2 Accounting policies (Cont'd)

2.13 Intangible assets

2.13.1 Computer software

Acquired computer software licenses are capitalised based on the costs incurred to acquire and for intended bring into use of the specific software acquired. These costs are amortised using straight-line method over their estimated useful lives of 10 years.

2.13.2 Golf membership

Expenditure associated with golf membership acquisition is capitalised and amortised using the straight-line method over the useful life of 10 years. Intangible assets are not revalued.

2.14 Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary undertaking at the date of acquisition. Goodwill on acquisitions of subsidiaries is separately reported in the consolidated statement of financial position.

Goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose, identified according to operating segment.

2.15 Impairment of assets

Assets and intangible assets that have a definite life are reviewed for impairment losses whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the carrying amount of the assets exceeds its recoverable amount which is the higher of an asset's net selling price and value in use. For the purposes of assessing impairment, assets are grouped at the lowest level for which there are separately identifiable cash flows. Assets that suffered an impairment are reversed for possible impairment loss when the estimation of the recoverable amounts were changed in the subsequent period after the Group's recognition of impairment.

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

2 Accounting policies (Cont'd)

2.16 Leases - where a Group company is the lessee

Leases of assets which substantially transfer all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the inception of the lease at the lower of the fair value of the leased property or the present value of the minimum lease payments. Each lease payment is allocated to the principal and to the finance charges so as to achieve a constant rate on the finance balance outstanding. The outstanding rental obligations, net of finance charges, are included in other long-term payables. The interest element of the finance cost is charged to the statement of income over the lease period so as to achieve a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant or equipment acquired under finance leases is depreciated over the shorter period of the useful life of the asset or the lease term.

Leases not transferring a significant portion of the risks and rewards of ownership 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 statement of income on a straight-line basis over the period of the lease.

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 recognised as an expense in the period in which termination takes place.

Leases - where a Group company is the lessor

Leases in which a significant portion of risks and rewards of ownership are retained by the lessee are classified as finance lease. Where a Group company is the lessor, when assets are leased out under a finance lease, the present value of the lease payments is recognised as a receivable. The difference between the gross receivable and the present value of the receivable is recognised as unearned finance income. Finance lease income (interest income from finance leases) is recognised over the term of the lease using the net investment method, which reflects a constant periodic rate of return. Revenue recognition mentioned in the accounting policy in Note 2.23.

2.17 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made. Where the Group expects a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

2.18 Government grant

Government grant relating to assets

The Group initially recognise government grant relating to assets as deferred income and systematically recognise as revenue in the income statement in accordance with depreciation expense incurred from the related assets in each accounting period.

Government grant relating to revenue

The Group initially recognise government grant relating to revenue as deferred income and systematically recognise as revenue in the income statement in accordance with carbon credit portion delivered to the government in each accounting period compare to all carbon credit required to deliver.

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

2 Accounting policies (Cont'd)

2.19 Borrowings

Long term loans and debentures are recognised initially at the fair value, net of transaction costs incurred. Long term loans and debentures are subsequently stated at amortised cost using the effective yield method; any difference between proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of long term loans and debentures.

Fees paid on the establishment of long term loans and debentures facilities are recognised as transaction costs of the debentures to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent that there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

2.20 Employee benefits

The Group has post-employment benefits consisting of both defined benefit and defined contribution plans. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. A defined benefit plan is a pension plan that is not a defined contribution plan. Typically defined benefit plans define an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age of employee, years of service and compensation.

2.20.1 Defined benefit plan - retirement benefit

The Group provides for post employment benefits, payable to employees under the labour laws applicable in Thailand and other countries in which the Group has its operations. 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. Actuarial gains or losses will be recognised in the profit or loss in the period to which they relate. The costs associated with providing these benefits are charged to the profit or loss so as to spread the cost over the employment period during which the entitlement to benefits is earned.

2.20.2 Defined contribution plan - provident fund

The Group operates a provident fund that is a defined contribution plan. The assets are held in a separate fund which is managed by an external fund. The provident fund is funded by payments from employees and by the Group. Contributions to the provident fund are charged to the profit or loss in the year to which they relate.

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

2 Accounting policies (Cont'd)

2.21 Share-based payment

The Group operates a number of equity-settled, share-based compensation plans, under which the entity receives services from employees as consideration for equity instruments (options) of the Group. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted excluding the impact of any non-vesting conditions (for example, the requirement for employees to save).

Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each reporting period, the entity revises its estimates of the number of options that are expected to vest based on the non-marketing vesting conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

The grant by the company of options over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity.

2.22 Share capital

Ordinary shares and non-redeemable preference shares with discretionary dividends are classified as equity. Other shares including mandatory redeemable preference shares are classified as liabilities.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.23 Revenue recognition

a) Construction revenues

Revenues from construction contracts are recognised using the percentage-of-completion method by reference to the completion of a physical proportion of the contract work performed as assessed by the project engineers and owners or customers. Provision for anticipated loss on construction project will be made in the accounts as soon as the possibility of loss is ascertained (accounting policy no. 2.10 construction contracts).

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

2 Accounting policies (Cont'd)

2.23 Revenue recognition (Cont'd)

b) Interest income

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

c) Dividends

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

d) Government grants

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as other liabilities and are credited to the income statement when related conditions are met, on a straight line basis over the expected lives of the related assets.

Government grants relating to revenue are included in deferred income and are credited to the income statement in accordance with the portion of carbon credit delivered to government in each accounting period compare to carbon credit required to deliver.

2.24 Costs of construction

Costs of construction contracts comprise the costs of labour, subcontractors' charges, other services and overheads which are recognised on the percentage-of-completion method.

Contracts of which incurred construction costs exceed calculated costs of construction, and costs of project of which revenue have not yet been recognised are shown as "Construction in progress" under current assets in the statement of financial position, while contracts of which calculated costs of construction exceed incurred costs of construction are shown as "Accrued construction costs" under current liabilities in the statement of financial position.

2.25 Dividends

Dividends are recorded in the consolidated and company's financial statements in the period in which they are approved by the shareholders of the Company and subsidiaries. Interim dividends are recorded in the consolidated and company financial statements when they are approved by the Board of Directors of the Company and subsidiaries.

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

2 Accounting policies (Cont'd)

2.26 Corporate income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In such case the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which the applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised, using the liability method, on temporary differences arising from differences between the tax base of assets and liabilities and their carrying amounts in the financial information. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates and laws that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2.27 Segment reporting

Reporting segments are referred from the Group's internal report which is reviewed by the Chief Operating Decision Maker (CODM). CODM is the President and Chief Executive Officer who makes decisions about resource allocation and assesses the segment performance.

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

3 Effect from adoption for service concession arrangements according to TFRIC 12

The Group apply retrospectively adjustment for the adoption of TFRIC 12 Service concession arrangements as follows:

The effects of the adoption of the revised standards and related interpretations to the statement of financial position at 1 January 2013 is presented as following:

	(Unit : Baht)		
	Consolidated		
	As previously report	Adjustments	As restated
Statement of financial position at 1 January 2013			
Property, plant and equipment, net	969,946,762	(742,703,967)	227,242,795
Intangible assets, net	200,447,168	(177,772,546)	22,697,622
Financial assets due within one year	-	31,381,473	31,381,473
Construction in progress - third parties	66,564,174	187,686,645	254,250,819
Financial assets due over one year	-	829,544,352	829,544,352
Deferred tax liabilities	-	24,025,492	24,025,492
Shareholders' equity			
Retained earnings	1,131,381,984	64,548,489	1,195,930,473
Other components of shareholders' equity	(7,065,668)	(189,145)	(7,254,813)
Non-controlling interests	263,442,250	39,751,167	303,193,417
Currency translation differences	(16,476,464)	(189,145)	(16,665,609)

The effects of the adoption of the revised standards and related interpretations to the statement of financial position as at 31 December 2013 and the statement of comprehensive income for the year ended 31 December 2013 are presented as following:

	(Unit : Baht)		
	Consolidated		
	As previously report	Adjustments	As restated
Statement of financial position at 31 December 2013			
Unbilled sale electricity	26,307,790	(26,307,790)	-
Accounts receivable from operation power plant	-	81,204,607	81,204,607
Other account receivable - third parties	2,430,375,607	(87,198,317)	2,343,177,290
Property, plant and equipment, net	4,003,705,021	(3,721,540,590)	282,164,431
Intangible assets, net	194,719,438	(174,022,275)	20,697,163
Financial assets due within one year	-	75,721,295	75,721,295
Construction in progress - third parties	213,597,938	877,364,883	1,090,962,821
Financial assets due over one year	-	3,530,263,558	3,530,263,558
Input tax refundable	62,123,485	(1,315,389)	60,808,096
Deferred tax liabilities	2,382,447	103,906,871	106,289,318
Shareholders' equity			
Retained earnings	1,423,603,055	279,163,127	1,702,766,182
Other components of shareholders' equity	(29,548,953)	81,513,042	51,964,089
Non-controlling interests	571,271,003	89,586,939	660,857,942
Currency translation differences	(38,959,749)	81,513,042	42,553,293

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

3 Effect from adoption for service concession arrangements according to TFRIC 12 (Cont'd)

The effects of the adoption of the revised standards and related interpretations to the statement of financial position as at 31 December 2013 and the statement of comprehensive income for the year ended 31 December 2013 are presented as following:

	(Unit : Baht)		
	Consolidated		
	As previously report	Adjustments	As restated
Statement of comprehensive income year ended 31 December 2013			
Construction revenues from concession arrangement	-	2,456,808,420	2,456,808,420
Revenues from operating the power plant	-	72,795,905	72,795,905
Sales electricity	105,107,385	(105,107,385)	-
Other income	24,024,483	60,443,218	84,467,701
Costs of constructions and services	13,928,110,209	(58,245,764)	13,869,864,445
Costs of construction under concession arrangement	-	2,332,844,730	2,332,844,730
Costs of operating the power plant	-	59,224,405	59,224,405
Costs of goods sold	59,050,783	(59,050,783)	-
Administrative expenses	662,290,185	(23,460,018)	638,830,167
Income tax expenses	162,097,349	79,881,379	241,978,728
Profit for the period	631,953,368	247,953,017	879,906,385
Profit for non-controlling interests	(23,056,009)	33,338,378	10,282,369
Currency translation differences	16,071,191	91,134,937	107,206,128
Basic earnings per share	1.23	0.40	1.63

4 Financial risk management**4.1 Financial risk factors**

The Group's activities expose it to a variety of financial risks, including the effects of changes in debt and equity market prices, foreign currency exchange rates and interest rates. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group uses derivative financial instruments such as foreign currency forward contracts to hedge certain exposures.

Risk management is carried out by management in accordance with policies approved by the Board of Directors. The Board provides principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, credit risk, use of derivative financial instruments and investing excess liquidity.

4.1.1 Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to US Dollars. Entities in the Group use foreign currency forward contracts to hedge their exposure to foreign currency risk in connection with measurement currency.

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

4 Financial risk management (Cont'd)

4.1 Financial risk factors (Cont'd)

4.1.2 Credit risk

The Group has no significant concentrations of credit risks. The Group has policies in place to ensure that sales of products and services are made to customers with an appropriate credit history. Derivative counterparties and cash transactions are limited to high credit quality financial institutions. The Group has policies that limit the amount of credit exposure to any one financial institution.

4.1.3 Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions.

4.2 Accounting for derivative financial instruments and hedging activities

The Group is party to derivative financial instruments, which mainly comprise foreign currency forward contracts. Such instruments are not recognised in the financial statements on inception.

Foreign currency forward contracts protect the Group from movements in exchange rates by establishing the rate at which a foreign currency asset will be realised or a foreign currency liability will be settled. Any increase or decrease in the amount required to realise the asset or settle the liability is offset by a corresponding movement in the value of the foreign currency forward contract. The gains and losses on the derivative instruments and the underlying financial asset or liability are therefore offset for financial reporting purposes and are not recognised in the financial statements. The fee incurred in establishing each agreement is amortised over the contract period.

4.3 Fair value estimation

The fair value of publicly traded derivatives and trading investments is based on quoted market prices at the statement of financial position date. The fair value of foreign currency forward contracts is determined using forward exchange market rates at the statement of financial position date.

The carrying amounts of financial assets and liabilities with a maturity of less than one year are assumed to approximate their fair values.

5 Significant accounting judgments and estimates

The Group makes estimations and assumptions concerning the future. The result of accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are set out below.

5.1 Accrued construction costs

Accrued construction costs are estimated based from management experience after taking into consideration of work progress and updated budget project costs incurred as part of the budget.

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

5 Significant accounting judgments and estimates (Cont'd)

5.2 Construction revenue

Construction revenue and construction costs are recognised by using the percentage of completion method. The stage of completion is measured by reference to the completion of a physical proportion of the contract work performed as assessed by the project engineers and owners or customers.

5.3 Leases

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

5.4 Employee benefits

The present value of the pension obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost (income) for pensions include the discount rate. Any changes in these assumptions will have an impact on the carrying amount of pension obligations. The Group determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the pension obligations. In determining the appropriate discount rate, the Group considers the market yield of government bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related pension liability.

The key assumptions for defined benefit obligations and other long-term benefits are based in part on current market conditions is disclosed in Note 24.

5.5 Provision and contingent liabilities

The Group has contractual obligations to maintain or restore infrastructure which be estimated from maintenance plan over concession period.

The Group has contingent liabilities as a regarding of litigation. The Group's management has used judgment to assess of the results of the litigation and believes that no significant loss will result apart from provision for liabilities which already recorded at each reporting date.

6 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

7 Segment information

The Group has two segments report which are comprised of energy business and construction business. Energy business is to provide service for generating and sell electricity to the government both in Thailand and overseas. Construction business is to provide construction service for petrochemical plants and power plants in Thailand and overseas.

Reporting segments are referred from the Group's internal report which is reviewed by the Chief Operating Decision Maker (CODM). CODM is the President and Chief Executive Officer who makes decisions about resource allocation and assesses the segment performance.

The Chief Operating Decision Maker considers the following reporting segments.

					Consolidated
	Energy business		Construction business		
	Projects providing services in Thailand Baht	Projects providing services overseas Baht	Projects providing services in Thailand Baht	Projects providing services overseas Baht	Total Baht
For the year ended 31 December 2014					
Construction and service income					
Sales	-	238,778,873	7,837,205,175	11,499,277,067	19,575,261,115
Segment result	-	135,919,429	592,303,411	515,367,280	1,243,590,120
Unallocated costs					(805,922,030)
Net profit for the year					437,668,090
As at 31 December 2014					
Fixed assets	171,688,614	31,993,576	76,793,535	7,842,187	288,317,912
Consolidated total assets	188,133,160	462,511,643	12,015,896,991	9,968,959,261	22,635,501,055
					Consolidated
					Restated
	Projects providing services in Thailand Baht	Projects providing services overseas Baht	Projects providing services in Thailand Baht	Projects providing services overseas Baht	Total Baht
For the year ended 31 December 2013					
Construction and service income	-	72,795,905	4,669,977,041	13,122,308,571	17,865,081,517
Segment result	-	56,696,499	404,747,810	1,141,703,629	1,603,147,938
Unallocated costs					(723,241,554)
Net profit for the year					879,906,384
As at 31 December 2013					
Fixed assets	182,034,051	6,728,218	84,781,664	8,620,498	282,164,431
Consolidated total assets	199,502,872	467,922,169	8,100,534,511	6,210,817,114	14,978,776,666
Chief Operating Decision Maker considers monthly performance of reporting segments from profit before finance costs and income tax.					

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

8 Cash and cash equivalents

As at 31 December	Consolidated		Company	
	2014 Baht	2013 Baht	2014 Baht	2013 Baht
Cash and cash at banks	1,488,581,431	861,346,054	283,185,927	386,656,399
Fixed deposits due within 3 months	122,726,500	1,526,321,117	-	1,250,000,000
Cash and cash equivalents	1,611,307,931	2,387,667,171	283,185,927	1,636,656,399

The interest rate were 0.02%-7.00% per annum (2013: 0.02-8.00% per annum).

9 Trade accounts receivable

As at 31 December	Consolidated		Company	
	2014 Baht	2013 Baht	2014 Baht	2013 Baht
Related parties				
Not yet due	10,168,797	-	200,794,623	4,010,492
Overdue				
- up to 3 months	-	-	3,423,636	508,094,746
- 3 - 6 months	-	4,457,265	70,022,430	4,457,265
- 6 - 12 months	-	-	4,087,507	-
- more than 12 months	42,006,039	-	4,528,521	-
Total	52,174,836	4,457,265	282,856,717	516,562,503

As at 31 December	Consolidated Restated		Company	
	2014 Baht	2013 Baht	2014 Baht	2013 Baht
Third parties				
Not yet due	890,281,856	2,051,216,809	679,354,950	1,057,901,085
Overdue				
- up to 3 months	602,881,138	281,285,777	602,620,895	281,285,778
- 3 - 6 months	327,258,031	50,562,134	327,258,031	49,664,148
- 6 - 12 months	62,908,839	87,296	62,908,839	-
- more than 12 months	18,263,844	42,897,233	18,263,844	14,672,463
Total	1,901,593,708	2,426,049,249	1,690,406,559	1,403,523,474

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

10 Unbilled contracts revenue and deferred construction revenue**10.1 Unbilled contract revenue - related parties**

As at 31 December	Consolidated		Company	
	2014 Baht	2013 Baht	2014 Baht	2013 Baht
Contract costs to date	3,113,796,652	2,599,021,209	10,251,573,684	5,932,385,269
Recognised profits to date	385,598,690	345,853,882	1,140,071,356	656,886,455
Contract costs incurred and Recognised profits to date	3,499,395,342	2,944,875,091	11,391,645,040	6,589,271,724
<u>Less</u> Progress billings	(3,098,567,746)	(2,853,911,499)	(10,010,082,789)	(4,529,234,808)
	<u>400,827,596</u>	<u>90,963,592</u>	<u>1,381,562,251</u>	<u>2,060,036,916</u>

10.2 Unbilled contract revenue - third parties

As at 31 December	Consolidated		Company	
	2014 Baht	2013 Baht	2014 Baht	2013 Baht
Contract costs to date	35,113,593,538	23,420,769,484	22,591,417,285	19,327,375,487
Recognised profits to date	3,196,977,901	2,662,033,806	2,262,109,808	2,443,775,486
Contract costs incurred and Recognised profits to date	38,310,571,439	26,082,803,290	24,853,527,093	21,771,150,973
<u>Less</u> Progress billings	(32,923,037,779)	(22,969,032,208)	(21,566,590,462)	(19,075,574,018)
	<u>5,387,533,660</u>	<u>3,113,771,082</u>	<u>3,286,936,631</u>	<u>2,695,576,955</u>

10.3 Deferred construction revenue - related parties

As at 31 December	Consolidated		Company	
	2014 Baht	2013 Baht	2014 Baht	2013 Baht
Contract costs to date	-	-	-	1,236,064,751
Recognised profits to date	-	-	-	126,204,589
Contract costs incurred and recognised profits to date	-	-	-	1,362,269,340
<u>Less</u> Progress billings	-	-	-	(1,614,321,398)
	<u>-</u>	<u>-</u>	<u>-</u>	<u>(252,052,058)</u>

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

10 Unbilled contract revenue and deferred construction revenue (Cont'd)**10.4 Deferred construction revenue - third parties**

As at 31 December	Consolidated		Company	
	2014 Baht	2013 Baht	2014 Baht	2013 Baht
Contract costs to date	2,563,026,650	4,810,483,219	2,563,026,650	3,047,126,609
Recognised profits to date	208,921,238	283,918,164	208,921,238	242,499,516
Contract costs incurred and recognised profits to date	2,771,947,888	5,094,401,383	2,771,947,888	3,289,626,125
<u>Less</u> Progress billings	(2,851,396,049)	(5,996,377,580)	(2,851,396,049)	(3,720,139,819)
	(79,448,161)	(901,976,197)	(79,448,161)	(430,513,694)

11 Financial assets under concession arrangement

	Consolidated			
	Minimum lease payments		Present value of minimum lease payments	
	2014 Baht	Restated 2013 Baht	2014 Baht	Restated 2013 Baht
Financial assets under concession arrangement				
- within one year	295,755,892	75,721,295	134,895,074	75,721,295
- later than one year and not later than five years	1,179,199,088	1,168,599,072	577,203,251	553,331,971
- after five years	6,704,253,016	4,174,299,132	4,779,617,584	2,976,931,587
	8,179,207,996	5,418,619,499	5,491,715,909	3,605,984,853
<u>Less: unearned finance income</u>	(2,687,492,087)	(1,812,634,646)	-	-
Present value of minimum lease payments receivable	5,491,715,909	3,605,984,853	5,491,715,909	3,605,984,853

Financial assets under concession arrangement can be analysed as follows;

- Financial assets under concession arrangement due within one year	134,895,074	75,721,295
- Financial assets due over one year due over one year	5,356,820,835	3,530,263,558
	5,491,715,909	3,605,984,853

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

12 Related party transactions

Enterprises and individuals that directly, or indirectly through one or more intermediaries control, or are controlled by or are under common control with, the Company, including holding companies, subsidiaries and fellow subsidiaries are related parties of the Company. Associates and individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the Company and close family members of these individuals and companies associated with these individuals also constitute related parties.

In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

Related parties are those parties connected with the Group and the Company through shareholders, common shareholders or directors. The significant investments in subsidiaries, associates and joint ventures are set out in Notes 13, 14 and 15. As at 31 December 2014, the major shareholders are as follows:

	<u>Shareholding (%)</u>
• Toyo Engineering Corporation (incorporated in Japan)	22.29
• Global Business Management Company Limited	6.90
• Chiyoda Corporation (incorporated in Japan)	6.00
• Italian Thai Development Public Company Limited	3.29
• Others	61.52

The significant trading transactions with subsidiaries and related parties are show below. These transactions are considered to be in the normal course of business and are based on the prices as agreed in related contracts.

For the years ended 31 December	<u>Consolidated</u>		<u>Company</u>	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
	<u>Baht</u>	<u>Baht</u>	<u>Baht</u>	<u>Baht</u>
Services income				
Major shareholder	320,241,051	-	320,241,051	-
Subsidiaries	-	-	2,788,079,028	3,999,820,033
Associates	63,250	4,628,520	63,250	4,628,520
Joint venture	2,698	-	2,698	-
Related parties - shareholders	6,075,048	971,183,174	6,075,048	971,183,174
Related parties - others	2,007,463	-	-	-
	<u>328,389,510</u>	<u>975,811,694</u>	<u>3,114,461,075</u>	<u>4,975,631,727</u>
Revenue from operation and maintenance				
Subsidiaries	-	-	50,471,206	43,125,000
	<u>-</u>	<u>-</u>	<u>50,471,206</u>	<u>43,125,000</u>
Interest income				
Subsidiaries	-	-	58,550,523	2,665,265
Joint ventures	1,053,132	-	-	-
	<u>1,053,132</u>	<u>-</u>	<u>58,550,523</u>	<u>2,665,265</u>

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

12 Related party transactions (Cont'd)

For the years ended 31 December	Consolidated		Company	
	2014 Baht	2013 Baht	2014 Baht	2013 Baht
Cost of services				
Major shareholders	-	3,968,135	-	3,968,135
Subsidiaries	-	-	12,319,560	142,332,686
	-	3,968,135	12,319,560	146,300,821
Cost from operation and maintenance				
Subsidiaries	-	-	24,400,100	9,693,538
	-	-	24,400,100	9,693,538
Dividends paid				
Major shareholders	87,360,000	92,352,000	87,360,000	92,352,000
Related parties - shareholders	63,444,430	77,361,890	63,444,430	77,361,890
	150,804,430	169,713,890	150,804,430	169,713,890
Director and management remuneration				
Short-term employee benefits	99,999,662	89,089,846	90,905,973	79,270,809
Post-employee benefits	2,988,426	463,626	1,698,583	1,936,479
	102,988,088	89,553,472	92,604,556	81,207,288
As at 31 December	2014 Baht	2013 Baht	2014 Baht	2013 Baht
Trade Accounts receivable - related parties				
Current assets				
Subsidiaries	-	-	258,293,669	512,105,238
Associate	-	4,457,625	-	4,457,625
Joint ventures	42,016,739	-	14,404,951	-
Related parties -shareholders	10,158,097	-	10,158,097	-
	52,174,836	4,457,625	282,856,717	516,562,503
Non-current asset				
Subsidiaries	-	-	74,272,243	-
	-	-	74,272,243	-
Others receivable - related parties				
Subsidiaries	-	-	9,495,192	116,380,944
Related parties -shareholders	56,496	745,582	56,496	56,496
	56,496	745,582	9,551,688	116,437,440

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

12 Related party transactions (Cont'd)

As at 31 December	Consolidated		Company	
	2014 Baht	2013 Baht	2014 Baht	2013 Baht
Unbilled contract revenue - related parties				
Subsidiaries	-	-	980,734,655	1,969,073,323
Joint ventures	282,620	-	282,620	-
Major shareholders	309,333,884	-	309,333,884	-
Related parties -shareholders	91,211,092	90,963,592	91,211,092	90,963,593
	<u>400,827,596</u>	<u>90,963,592</u>	<u>1,381,562,251</u>	<u>2,060,036,916</u>
Construction in progress - related parties				
Related parties -shareholders	92,476,844	55,860,618	92,476,844	55,860,618
	<u>92,476,844</u>	<u>55,860,618</u>	<u>92,476,844</u>	<u>55,860,618</u>
Advance payments to sub-contractors				
Subsidiaries	-	-	80,092,854	449,106,016
	<u>-</u>	<u>-</u>	<u>80,092,854</u>	<u>449,106,016</u>
Advance payments for share subscription - related parties				
Related parties -shareholders	-	66,290,101	-	-
	<u>-</u>	<u>66,290,101</u>	<u>-</u>	<u>-</u>
Interest receivable from loans to subsidiaries				
Subsidiaries	-	-	7,101,633	3,480,975
Joint ventures	674,568	-	-	-
	<u>674,568</u>	<u>-</u>	<u>7,101,633</u>	<u>3,480,975</u>
Retention receivable - related parties				
Current asset				
Associate	46,285,200	-	46,285,200	-
Non-current asset				
Associate	-	45,822,348	-	45,822,348
	<u>46,285,200</u>	<u>45,822,348</u>	<u>46,285,200</u>	<u>45,822,348</u>
Loans to related parties				
Current asset				
Subsidiaries	-	-	590,630,400	98,033,400
Joint ventures	34,489,316	-	-	-
Non-current asset				
Subsidiaries	-	-	35,000,000	35,000,000
Joint ventures	12,973,684	-	-	-
	<u>47,463,000</u>	<u>-</u>	<u>625,630,400</u>	<u>133,033,400</u>

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

12 Related party transactions (Cont'd)

Loans to related parties

As at 31 December 2014, the outstanding loans to subsidiaries of a Baht 625.63 million (31 December 2013: Baht 133.03 million) are short-term loan granted to ToyoThai-USA Corporation (TTUS) of USD 18 million or equivalent to Baht 588.92 million which bears BIBOR (3 months) plus interest of 2.30 per annum and a long-term loan granted to Bio Natural Energy Co., Ltd. of Baht 35 million (31 December 2013 : Baht 35 million) which bears interest of 2.75% per annum.

As at 31 December 2014, the outstanding loan to a joint venture of Baht 14.50 million is a long-term loan from Global New Energy Co., Ltd., a subsidiary, granted to Siam GNE Solar Energy Co., Ltd. This loan bears interest of 5.50% per annum. The interest payment is due every six months and the principal instalment repayments specified in the loan agreement which will start repayment in 2015 until 2024.

As at 31 December 2014, the outstanding loan to a joint venture of USD 1 million or equivalent to Baht 32.96 million is a loan from Toyo Thai New Energy Pte. Ltd, a subsidiary, granted to Orient Bio-Fuels Company Limited. This loan bears interest of 1.50% per annum. The principal and interest instalment repayments are due within 1 year.

The movements in loans to related parties can be analysed as follow:

	Consolidated	Company
For the year ended 31 December 2014	Baht	Baht
Opening balance	-	133,033,400
Increase	46,955,000	653,496,580
Decrease	-	(162,509,900)
Gains on exchange rate	508,000	1,610,320
Ending balance	47,463,000	625,630,400

During the year 2014, the Company received loan repayment of USD 3.68 million or equivalent to Baht 103.88 million from Toyo-Vietnam Corporation Limited (TVC). On 7 May 2014, the Company entered into the settle off agreement with TVC of 1.32 million to make payment for construction to the Company of Baht 58.63 million.

	Consolidated		Company	
As at 31 December	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Account payable - related parties				
Subsidiaries	-	-	32,735,157	34,949,449
	-	-	32,735,157	34,949,449
Short-term loans - related parties				
Subsidiaries	-	-	314,575,400	-
	-	-	314,575,400	-

Short-term loans from related parties

As at 31 December 2014, short-term loans from related parties of Baht 314.58 million are short-term loans from Toyo Thai Power Holdings Pte., Ltd. (TTPHD) of USD 7 million or equivalent to Baht 231.79 million. This loan bears interest at the rate of 2% per annum. The principal instalment repayments are due within one month from the date on which TTPHD calls or at any time within one month following advance notice from the Company given to TTPHD and short term loan from Toyo-Thai Malaysia SDN.BHD (TTML) of USD 2.5 million or equivalent to Baht 82.79 million. The principle instalment repayments are due within one month from the date on which TTML calls or at any time within one month following advance notice from the Company given to TTML.

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

12 Related party transactions (Cont'd)

The movements in loans from subsidiaries can be analysed as follow:

	Consolidated	Company
For the year ended 31 December 2014	Baht	Baht
Opening balance	-	-
Increase	-	363,742,070
Decrease	-	(58,657,210)
Loss from exchange rate	-	9,490,540
Ending balance	-	314,575,400

During the year 2014, the Company received loan from Toyo Thai Power Holdings Pte., Ltd. (TTPHD) of USD 8.85 million or equivalent to Baht 281.88 million. This loan bears interest at the rate of 2% per annum and Toyo-Thai Malaysia SDN.BHD (TTML) of USD 2.5 million or equivalent to Baht 81.86 million. On 29 August 2014, the Company entered into the settle-off agreement with Toyo Thai Power Holding Pte. Ltd. (TTPHD) of USD 1.85 million to made payment for feasibility in coal power plant at Myanmar to the Company of Baht 58.66 million.

	Consolidated		Company	
As at 31 December	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Interest payable from loan from related parties				
Subsidiaries	-	-	1,885,428	-
	-	-	1,885,428	-
Advance received from customers under construction contract - related party				
Subsidiary	-	-	63,259,457	372,433,658
Related parties - shareholders	310,634,312	-	-	-
	310,634,312	-	63,259,457	372,433,658

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

13 Investments in subsidiaries, net

As at 31 December	Country	Type of business	Ownership interest		Paid-up capital		Company	
			2014	2013	2014	2013	2014	2013
			%	%			Baht	Baht
Toyo-Vietnam Corporation	Vietnam	Constructions and engineering services	93.34	93.34	USD 1,500,000	USD 1,500,000	43,985,494	43,985,494
Bio Natural Energy Co., Ltd.	Thailand	Renewable energy development	70	70	Baht 5,000,000	Baht 5,000,000	3,500,000	3,500,000
Toyo-Thai Malaysia SDN.BHD	Malaysia	Constructions and engineering services	100	100	Malaysian Ringgit 750,000	Malaysian Ringgit 750,000	7,593,351	7,593,351
Toyo-Thai Myanmar Corporation Co., Ltd.	Myanmar	Constructions and engineering services	90	90	USD 300,000	USD 300,000	8,465,331	8,465,331
Toyo-Thai-USA Corporation	USA	Constructions and engineering services	80	80	USD 50,000	USD 50,000	1,233,200	1,233,200
Toyo-Thai Power Corporation Pte. Ltd.	Singapore	Constructions and engineering services and Renewable energy development	57.55	70.18	USD 21,250,000	USD 21,250,000	-	-
Toyo-Thai Power Myanmar Corporation Co., Ltd.	Myanmar	Electricity generating services	59.67	71.67	USD 51,587,300	USD 500,000	83,793,909	734,273
Toyo-Thai Power Holding Pte. Ltd.	Singapore	Investing in energy business	57.55	70.18	USD 69,500,000	USD 57,000,000	1,238,015,000	1,238,015,000

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

13 Investments in subsidiaries, net (Cont'd)

As at 31 December	Country	Type of business	Ownership interest		Paid-up capital		Company At cost	
			2014 %	2013 %	2014	2013	2014 Baht	2013 Baht
TT Solar Company Limited	Thailand	Investing in energy business	-	99.85	Baht -	Baht 199,700	-	199,700
Global New Energy Company Limited	Thailand	Business Development services	40	40	Baht 60,000,000	Baht 60,000,000	24,000,000	24,000,000
Toyo Thai Solar Power Pte. Ltd.	Singapore	Investing in Energy Business	57.55	70.18	USD 3,000,000	USD 3,000,000	-	-
Global New Energy Japan Company Limited	Japan	Electricity generating services	57.55	-	Yen 200,500,000	-	-	-
Toyo Thai New Energy Pte. Ltd.	Singapore	Investing in Renewable Energy Business	57.55	-	USD 1,000,000	-	-	-
Toyo Thai Coal Power Pte. Ltd.	Singapore	Investing in Energy Business	57.55	-	USD 5,000,000	-	-	-
Total							1,410,586,285	1,327,726,349
Less : Impairment charge							-	-
Investment in subsidiaries, net							1,410,586,285	1,327,726,349

Note - The Company has control over Global New Energy Japan Company Limited, a subsidiary, with the ownership interest 40% because the management and directors of the Company and such subsidiaries, who have authorization in making decision, are the same persons.

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

13 Investments in subsidiaries, net (Cont'd)

A summary of movements in investments in subsidiaries are as follows:

	Company	
	2014	2013
For the year ended 31 December	Baht	Baht
Opening net book value	1,327,726,349	452,198,755
Payment for shares in a subsidiary	83,059,636	851,527,594
Change in type of investment	-	24,000,000
Disposal of investment in a subsidiary	(199,700)	-
Closing net book value	1,410,586,285	1,327,726,349

Increase share capital in Toyo Thai Power Myanmar Corporation Co., Ltd.

As at 2 June 2014, the Company entered into a conversion of debt to equity with Toyo-Thai Power Myanmar Corporation Co., Ltd (TTPMC), a subsidiary. Such subsidiary agreed to issue 510,873 shares at a par value of USD 100 per share at a price of USD 100 per share allotting 25,544 shares of USD 2.55 million to the Company and 485,329 shares of USD 48.53 million to Toyo-Thai Power Corporation Pte. Ltd. (TTPSG) in the same proportion of shareholding for the settlement of debts on construction to the Company of Baht 83.06 million and advance payments from TTPSG of Baht 1,590.55 million.

At the Extraordinary General Meeting on 28 February 2014, the shareholders of TTPSG approved to increase the authorised share capital in TTPMC from 5,000 common shares at a par value of USD 100 per share to 515,873 common shares at par value of USD 100 per share, for the settlement of debts to the Company and TTPSG. On 7 May 2014, TTPMC registered the increased share capital with the Ministry of National Planning and Economic Development.

Establishment of subsidiaries

On 19 March 2014, the Board of Toyo-Thai Power Holding Pte. Ltd. (TTPHD) granted approval for the establishment of a new subsidiary named Toyo-Thai New Energy Pte. Ltd. (TTNE) in Singapore. The purpose of this new subsidiary is to the invest in renewable energy business with registered share capital of 1,100,000 shares at a par value of USD 1 per share, which will be 100% held by TTPHD and fully paid-up by TTPHD.

On 15 October 2014, the Board of Toyo-Thai Power Holding Pte. Ltd. (TTPHD) granted approval for the establishment of a new subsidiary named Toyo Thai Coal Power Pte. Ltd. (TTCP) in Singapore. The purpose of this new subsidiary is to the invest in coal energy business with registered share capital of 5,000,000 shares at a par value of USD 1 per share, which will be 100% held by TTPHD and fully paid-up by TTPHD.

Disposal of investment in a subsidiary

On 31 March 2014, the Company entered into a sale agreement to sell shares of TT Solar Company Limited to Thai Summit Autopart Industry Co., Ltd. for Baht 0.2 million. The Company received the full payment on 31 March 2014.

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

13 Investments in subsidiaries, net (Cont'd)

Changing in proportion of shareholding in shareholders of Toyo Thai Power Holdings Pte. Ltd. (TTPHD)

On 18 February 2014, Toyo Thai Power Holdings Pte. Ltd. (TTPHD), a subsidiary, increase its registered capital of USD 12.5 million. These shares are sold to TTP Partners LP (TTPLP) an exempted limited partnership registered under the laws of the Cayman Islands. TTPLP's shares are held by the directors, executives and employees of the Company. However, TTPLP is a related party but is not in the Group. Therefore, the registered capital of TTPHD will increase from USD 57 million to USD 69.5 million, which will decrease the Company's percentage held in TTPHD from 70.18% to 57.55% because the Company has not increased share capital in TTPHD.

Business Combination

On 21 January 2014, Toyo-Thai Solar Power Pte.Ltd., a subsidiary of Toyo-Thai Power Holdings Pte. Ltd. acquired common stocks in Global New Energy Japan Co., Ltd. (GNE Japan) of Yen 200 million or equivalent to Baht 62.39 million. The subsidiaries had fully paid for capital.

Details of cost of acquisition and net assets acquired as at the combination date are as follow:

	Baht
Value of acquired assets and liabilities as at combination date	
Cash and cash equivalents	8,294,538
Property plant and equipment, net	49,575,560
Other assets	610,068
Other liabilities	(150,129)
Fair Value of assets, net	58,330,037
Goodwill	4,065,561
Cost of acquisition	62,395,598
Less: Cash of acquired subsidiary	(8,294,538)
Cash invested in subsidiary	54,101,060

Goodwill was from the acquisition of energy business in Japan. Goodwill will not be amortised but annually tested for impairment.

14 Investment in associate

As at 31 December 2014, the Group has an investment in associate as follows:

Siam Solar Power Company Limited

The Company holds in Siam Solar Power Company Limited, an associate, the associate engages in electricity generation using solar power. The Company holds a total of 2,500,000 registered ordinary shares with a par value of Baht 100 representing 25% of Siam Solar Power's authorised share capital. The Company had fully paid for 2,500,000 authorised shares, amounting to Baht 62.50 million.

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For the year ended at 31 December 2014

14 Investment in associate (Cont'd)

The Movement of the investment in associate during the year ended 31 December 2014

1st - Change in investment in an associate

At the Board of Directors' meeting on 14 May 2014, the Board granted approval for Toyo-Thai Solar Power Pte. Ltd, a subsidiary, acquired 125,000 common shares of Siam Solar Power Co, Ltd. at a par value of USD 105 per share or 5% of the registered capital totaling USD 404,224 or equivalent to Baht 13.12 million from Global Business Management Co., Ltd., one of Company's shareholder.

Details of the consideration paid and estimated net assets purchased assumed recognized at the acquisition date are as follow:

	<u>Baht</u>
Purchase consideration	13,119,102
Net carrying value of Siam Solar Power Co, Ltd. under interest acquired	<u>14,807,940</u>
Gain from purchase price negotiation in acquired 5% interest of assets	<u>1,688,838</u>

The book value at 5% interest of assets and liabilities acquired in Siam Solar Power Co, Ltd. at the date that the Group made investment in Siam Solar Power Co, Ltd. are as follows:

	<u>Baht</u>
Cash and cash equivalents	8,808,223
Trade and other accounts receivable	34,364,286
Property, plant and equipment, net	781,554,172
Other assets	26,240
Retention payable	(56,285,200)
Long-term loan from financial institution	(467,900,000)
Other liabilities	<u>(4,408,913)</u>
Book value of net assets	<u>296,158,808</u>
Interest acquired	5%
Book value of net assets acquired	<u>14,807,940</u>

2nd - Change in investment in an associate

At the Board of Directors' meeting on 29 December 2014, the Board granted approval for Toyo-Thai Solar Power Co., Ltd, a subsidiary, acquired 250,000 common shares of Siam Solar Power Co, Ltd at a par value of USD 120 per share or 10% of the registered capital totalling USD 916,243 or equivalent to Baht 30.20 million from Komipo Global Pte. Ltd.

Details of the consideration paid and estimated net assets purchased assumed recognized at the acquisition date are as follow:

	<u>Baht</u>
Purchase consideration	30,202,123
Net carrying value of Siam Solar Power Co, Ltd. under interest acquired	<u>34,629,696</u>
Gain from purchase price negotiation in acquired 10% interest of assets	<u>4,427,573</u>

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For the year ended at 31 December 2014

14 Investment in associate (Cont'd)**Business Combination (Cont'd)**

The book value at 10% interest of assets and liabilities acquired in Siam Solar Power Co, Ltd. at the date that the Group made investment in Siam Solar Power Co, Ltd. are as follows:

	Baht
Cash and cash equivalents	19,801,901
Trade and other accounts receivable	33,437,444
Property, plant and equipment, net	738,245,359
Other assets	133,133
Retention payable	(46,285,200)
Long-term loan from financial institution	(394,010,000)
Other liabilities	(5,025,675)
Book value of net assets	<u>346,296,962</u>
Interest acquired	10%
Book value of net assets acquired	<u>34,629,696</u>

Net assets from acquisition of investment in Siam Solar Power Co, Ltd. are stated at the net book value of tangible and intangible assets and liabilities at the date of acquisition. The Group is in the process of appraising the fair value of tangible and intangible assets and liabilities and the adjustments to fair value will be done. The difference between net book value and net fair value will be adjusted with goodwill.

The movements in investment in an associate can be analysed as follows:

	Consolidated Baht	Company Baht
For the year ended 31 December 2014		
Opening book value	67,060,623	62,499,900
Payment for shares in associate	43,321,225	-
Share of profit of associated	26,245,264	-
Translation adjustment	205,346	-
Closing book value	<u>136,832,458</u>	<u>62,499,900</u>

The share of the associate's profit is calculated on the Company's 40% interest based on Siam Solar Power Company Limited's statement of income for the year ended 31 December 2014.

The Group's share of the assets, liabilities, revenues and expenses of an associate is as follows:

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For the year ended at 31 December 2014

14 Investment in associate (Cont'd)**Business Combination (Cont'd)**

Details of the financial position and operation of an associate return follow the Group's ownership are as follows:

		For the year ended 31 December 2014				
	Country	Assets Baht'000	Liabilities Baht'000	Revenue Baht'000	Profit(Loss) Baht'000	% interest held
Siam Solar Power - Company Limited	Thailand	791,618	445,324	193,598	70,488	40
		For the year ended 31 December 2013				
	Country	Assets Baht'000	Liabilities Baht'000	Revenue Baht'000	Profit(Loss) Baht'000	% interest held
Siam Solar Power - Company Limited	Thailand	836,464	560,655	140,804	35,233	25

15 Interest in joint ventures

As at 31 December 2014, the Group has 2 investments in interest in joint ventures as follows;

a) Siam GNE Solar Energy Co., Ltd.

Siam GNE Solar Energy Co., Ltd, a joint ventures of the Group, the joint venture engaged in a renewable energy business with a total of 160,000 registered ordinary shares at a par value of Baht 100 per share. The Company holds 50% of its authorized share capital amounting to Baht 8 million and fully paid-up capital.

b) Orient Bio-Fuels Company Limited

On 26 March 2014, Toyo Thai New Energy Pte. Ltd, a subsidiary, entered into the shares purchase agreement to acquire 49% of total shares in a joint venture named "Orient Bio-Fuels Company Limited (OBF)". The total purchase consideration is USD 1 million, equivalent to Baht 32.96 million and shares were transferred to subsidiary in October 2014. As at 31 December, subsidiary has not made payment for shares. The company has an outstanding commitment in respect of the under portion of investment in Orient Bio-Fuels Company Limited (OBF), a joint venture in Vietnam, of USD 4 million or equivalent to approximately Baht 131.85 million (Note 35).

Details of the consideration paid and estimated net assets purchased assumed recognized at the acquisition date are as follow:

	Baht
Purchase consideration	32,963,000
Net carrying value of OBF under interest acquired	57,628,115
Gain from purchase price negotiation in acquired 49% interest of assets	24,665,115

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15 Interest in joint venture (Cont'd)

Orient Bio-Fuels Company Limited (Cont'd)

The book value at 49% interest of assets and liabilities acquired in OBF at the date that the Group made investment in OBF are as follows:

	Baht
Cash and cash equivalents	10,873,002
Trade and other accounts receivable	1,532,923
Inventories	5,152,985
Property, plant and equipment, net	1,274,475,919
Construction in progress	3,558,808
Other assets	12,125,454
Short-term loan	(17,888,223)
Trade accounts payable	(31,454,598)
Advance received from customers	(9,057,094)
Long-term loan from financial institution	(949,764,249)
Accrued expenses and other liabilities	(181,946,529)
Book value of net assets	<u>117,608,398</u>
Interest acquired	49%
Book value of net assets acquired	<u>57,628,115</u>

Net assets from acquisition of investment in OBF are stated at the net book value at the date of acquisition. The Group is in the process of appraising the fair value of tangible and intangible assets and liabilities and the adjustments to fair value will be done. The difference between net book value and net fair value will be adjusted with goodwill.

The movements in interest in joint venture can be analysed as follow:

	Consolidated	Company
For the year ended 31 December 2014	Baht	Baht
Opening book value	7,796,746	-
Increase in interest in joint ventures	32,963,000	-
Share of loss in joint ventures	(22,231,644)	-
Closing book value	<u>18,528,102</u>	<u>-</u>

The Group's share of the assets, liabilities, revenues and expenses of joint ventures is as follows:

Details of the financial position and operation of joint ventures follow the Group's ownership are as follows:

For the year ended 31 December 2014						
	Assets	Liabilities	Revenue	Profit(Loss)	% interest	
Country	Baht'000	Baht'000	Baht'000	Baht'000	held	
Siam GNE Solar Energy Co., Ltd	Thailand 46,599	25,947	5,557	719	50	
Orient Bio-Fuels - Company Limited	Vietnam 2,274,515	2,155,694	6,358	(97,508)	49	
For the year ended 31 December 2013						
	Assets	Liabilities	Revenue	Profit(Loss)	% interest	
Country	Baht'000	Baht'000	Baht'000	Baht'000	held	
Siam GNE Solar Energy Co., Ltd	Thailand 15,843	249	-	(407)	50	

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For the year ended at 31 December 2014

16 General investment

As at 31 December 2014, the Group has 2 general investments as followings;

Navanakorn Electric Company Limited

The Company has investment in preferred shares of Navanakorn Electric Company Limited which has its authorised share capital of 15,320,000 share at par value of Baht 100 per share. The Company hold 41.95% of its authorised share capital or 6,426,600 share of Baht 642.66 million. One Company fully paid-up capital and represents less than 1% of total voting rights.

The investment in preferred shares limits the voting right of the Company to the maximum of 1% of the total voting rights in which the Company will receive its return on investment through accumulative dividends at a fixed rate. The overall objective of such investment transaction is to invest in a good prospective project in which the Company will not be involved in routine management as outlined in various terms and conditions in the Shareholders' agreement dated 26 January 2011.

Skyonic Corporation

The company has investment in preferred shares of Skyonic Corporation which registered in the USA. The Company paid USD 999,999.69 or equivalent to Baht 30.78 million for 610,948 preferred stocks with paid-up value of USD 1.6368 per share.

Such investment in preferred shares limits the voting right of the Company to the maximum of 1.1% of total voting rights in which the Company will receive its return on investment through in accumulative dividends at a fixed rate. The overall objective of such investment transaction is to invest in a good prospective project in which the Company will not involve in routine management as outlined in various terms and conditions in the Shareholders' agreement (series C) dated 7 June 2013.

The movements in general investment can be analysed as follows:

	Consolidated and Company Baht
For the year ended 31 December 2014	
Beginning balance	673,439,990
Translation adjustment	-
Ending balance	<u>673,439,990</u>

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

17 Property, plant and equipment, net

	Consolidated					
	Land Baht	Furniture, fixtures and equipment Baht	Motor vehicles Baht	Power plant Baht	Assets under installation Baht	Total Baht
At 1 January 2013 (Restated)						
Cost	6,750,000	103,518,803	29,931,596	-	164,007,250	304,207,649
Less Accumulated depreciation	-	(63,325,722)	(13,639,132)	-	-	(76,964,854)
Net book amount	6,750,000	40,193,081	16,292,464	-	164,007,250	227,242,795
For the year ended 31 December 2013 (Restated)						
Opening net book amount	6,750,000	40,193,081	16,292,464	-	164,007,250	227,242,795
Additions	-	41,430,779	5,721,526	-	34,958,884	82,111,189
Disposals, net	-	(1,501,838)	(184,380)	-	-	(1,686,218)
Transfer in (out)	-	12,649,963	-	185,247,109	(197,897,072)	-
Depreciation charge (Note 32)	-	(17,687,089)	(5,262,481)	(3,341,985)	-	(26,291,555)
Currency translation differences	-	(144,616)	932,836	-	-	788,220
Closing net book amount	6,750,000	74,940,280	17,499,965	181,905,124	1,069,062	282,164,431
At 31 December 2013 (Restated)						
Cost	6,750,000	145,554,281	36,012,053	185,247,109	1,069,062	374,632,505
Less Accumulated depreciation	-	(70,614,001)	(18,512,088)	(3,341,985)	-	(92,468,074)
Net book amount	6,750,000	74,940,280	17,499,965	181,905,124	1,069,062	282,164,431

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

17 Property, plant and equipment, net (Cont'd)

	Consolidated				
	Furniture, fixtures and equipment Land Baht	Motor vehicles Baht	Power plant Baht	Assets under installation Baht	Total Baht
For the year ended 31 December 2014					
Opening net book amount	6,750,000	17,499,965	181,905,124	1,069,062	282,164,431
Additions	12,952,933	1,102,709	-	23,716,378	56,007,219
Disposals, net	-	(1)	-	-	(1)
Write-off, net	-	(417,598)	-	(5,577,392)	(5,994,990)
Transfer in (out)	-	1,772,120	-	(1,772,120)	-
Depreciation charge (Note 32)	-	(22,968,825)	(10,337,499)	-	(38,822,425)
Currency translation differences	(1,894,260)	12,760	(37,664)	(3,117,158)	(5,036,322)
Closing net book amount	17,808,673	13,048,909	171,567,625	14,318,770	288,317,912
At 31 December 2014					
Cost	17,808,673	36,887,862	185,247,110	14,318,770	414,683,665
Less Accumulated depreciation	-	(23,838,953)	(13,679,485)	-	(126,365,753)
Net book amount	17,808,673	13,048,909	171,567,625	14,318,770	288,317,912

Power plant assets include a 1.2 MW power plant station in Ayutthaya province of Baht 185 million. The operation of such power plant depends on the volume of wastewater from the ethanol plant.

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For the year ended at 31 December 2014

17 Property, plant and equipment, net (Cont'd)

	Company				
	Land Baht	Furniture, fixtures and equipment Baht	Motor vehicles Baht	Assets under installation Baht	Total Baht
At 1 January 2013					
Cost	6,750,000	94,397,319	25,588,237	5,722,479	132,458,035
<u>Less</u> Accumulated depreciation	-	(58,641,893)	(11,882,824)	-	(70,524,717)
Net book amount	<u>6,750,000</u>	<u>35,755,426</u>	<u>13,705,413</u>	<u>5,722,479</u>	<u>61,933,318</u>
For the year ended 31 December 2013					
Opening net book amount	6,750,000	35,755,426	13,705,413	5,722,479	61,933,318
Additions	-	30,597,640	5,721,526	7,996,545	44,315,711
Write-off, net	-	(244,672)	(115,736)	-	(360,408)
Transfer in (out)	-	12,649,964	-	(12,649,964)	-
Depreciation charge (Note 32)	-	(15,385,145)	(4,644,092)	-	(20,029,237)
Currency translation differences	-	6,493	38,411	-	44,904
Closing net book amount	<u>6,750,000</u>	<u>63,379,706</u>	<u>14,705,522</u>	<u>1,069,060</u>	<u>85,904,288</u>
At 31 December 2013					
Cost	6,750,000	128,267,823	31,092,691	1,069,060	167,179,574
<u>Less</u> Accumulated depreciation	-	(64,888,117)	(16,387,169)	-	(81,275,286)
Net book amount	<u>6,750,000</u>	<u>63,379,706</u>	<u>14,705,522</u>	<u>1,069,060</u>	<u>85,904,288</u>
For the year ended 31 December 2014					
Opening net book amount	6,750,000	63,379,706	14,705,522	1,069,060	85,904,288
Additions	-	14,686,856	-	703,060	15,389,916
Disposals, net	-	(1,240)	-	-	(1,240)
Write-off, net	-	(1)	-	-	(1)
Transfer in (out)	-	1,772,120	-	(1,772,120)	-
Depreciation charge (Note 32)	-	(18,857,061)	(4,723,093)	-	(23,580,154)
Currency translation differences	-	228	1,347	-	1,575
Closing net book amount	<u>6,750,000</u>	<u>60,980,608</u>	<u>9,983,776</u>	<u>-</u>	<u>77,714,384</u>
At 31 December 2014					
Cost	6,750,000	140,934,310	31,098,025	-	178,782,335
<u>Less</u> Accumulated depreciation	-	(79,953,702)	(21,114,249)	-	(101,067,951)
Net book amount	<u>6,750,000</u>	<u>60,980,608</u>	<u>9,983,776</u>	<u>-</u>	<u>77,714,384</u>

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18 Intangible assets, net

	Consolidated			
	Computer software Baht	Golf membership Baht	Assets under installation Baht	Total Baht
At 1 January 2013 (Restated)				
Cost	39,064,370	2,082,000	1,002,608	42,148,978
<u>Less</u> Accumulated amortisation	(18,137,636)	(1,313,720)	-	(19,451,356)
Net book amount	<u>20,926,734</u>	<u>768,280</u>	<u>1,002,608</u>	<u>22,697,622</u>
For the year ended 31 December 2013 (Restated)				
Opening net book amount	20,926,734	768,280	1,002,608	22,697,622
Additions	1,672,957	-	323,832	1,996,789
Transfer in (out)	1,326,440	-	(1,326,440)	-
Amortisation charge (Note 32)	(3,874,977)	(130,000)	-	(4,004,977)
Currency translation differences	7,729	-	-	7,729
Closing net book amount	<u>20,058,883</u>	<u>638,280</u>	<u>-</u>	<u>20,697,163</u>
At 31 December 2013 (Restated)				
Cost	42,256,619	2,082,000	-	44,338,619
<u>Less</u> Accumulated amortisation	(22,197,736)	(1,443,720)	-	(23,641,456)
Net book amount	<u>20,058,883</u>	<u>638,280</u>	<u>-</u>	<u>20,697,163</u>
For the year ended 31 December 2014				
Opening net book amount	20,058,883	638,280	-	20,697,163
Additions	6,033,369	2,037,864	-	8,071,233
Write-off, net	(2)	-	-	(2)
Amortisation charge (Note 32)	(4,284,208)	(333,227)	-	(4,617,435)
Currency translation differences	48,999	-	-	48,999
Closing net book amount	<u>21,857,041</u>	<u>2,342,917</u>	<u>-</u>	<u>24,199,958</u>
At 31 December 2014				
Cost	45,637,481	4,119,865	-	49,757,346
<u>Less</u> Accumulated amortisation	(23,780,440)	(1,776,948)	-	(25,557,388)
Net book amount	<u>21,857,041</u>	<u>2,342,917</u>	<u>-</u>	<u>24,199,958</u>

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18 Intangible assets, net (Cont'd)

	Company			
	Computer software Baht	Golf membership Baht	Assets under installation Baht	Total Baht
At 1 January 2013				
Cost	36,404,492	2,082,000	1,002,608	39,489,100
<u>Less</u> Accumulated amortisation	<u>(15,750,707)</u>	<u>(1,313,720)</u>	<u>-</u>	<u>(17,064,427)</u>
Net book amount	<u>20,653,785</u>	<u>768,280</u>	<u>1,002,608</u>	<u>22,424,673</u>
For the year ended 31 December 2013				
Opening net book amount	20,653,785	768,280	1,002,608	22,424,673
Additions	1,418,417	-	323,832	1,742,249
Transfer in (out)	1,326,440	-	(1,326,440)	-
Amortisation charge (Note 32)	<u>(3,617,671)</u>	<u>(130,000)</u>	<u>-</u>	<u>(3,747,671)</u>
Closing net book amount	<u>19,780,971</u>	<u>638,280</u>	<u>-</u>	<u>20,419,251</u>
At 31 December 2013				
Cost	39,149,349	2,082,000	-	41,231,349
<u>Less</u> Accumulated amortisation	<u>(19,368,378)</u>	<u>(1,443,720)</u>	<u>-</u>	<u>(20,812,098)</u>
Net book amount	<u>19,780,971</u>	<u>638,280</u>	<u>-</u>	<u>20,419,251</u>
For the year ended 31 December 2014				
Opening net book amount	19,780,971	638,280	-	20,419,251
Additions	4,960,695	2,037,865	-	6,998,560
Disposals, net	(2)	-	-	(2)
Amortisation charge (Note 32)	<u>(3,872,833)</u>	<u>(333,227)</u>	<u>-</u>	<u>(4,206,060)</u>
Closing net book amount	<u>20,868,831</u>	<u>2,342,918</u>	<u>-</u>	<u>23,211,749</u>
At 31 December 2014				
Cost	43,977,744	4,119,865	-	48,097,609
<u>Less</u> Accumulated amortisation	<u>(23,108,913)</u>	<u>(1,776,947)</u>	<u>-</u>	<u>(24,885,860)</u>
Net book amount	<u>20,868,831</u>	<u>2,342,918</u>	<u>-</u>	<u>23,211,749</u>

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19 Short term loan from financial institutions

	Consolidated		Company	
	31 December 2014 Baht	31 December 2013 Baht	31 December 2014 Baht	31 December 2013 Baht
Short-term loans from financial institutions				
- Promissory note	1,548,349,057	-	1,548,349,000	-
- Bill of exchanges	1,497,688,600	-	1,497,688,600	-
- Trust receipt	92,957,910	933,670,673	92,957,910	933,670,673
	<u>3,138,995,567</u>	<u>933,670,673</u>	<u>3,138,995,510</u>	<u>933,670,673</u>

As at 31 December 2014, the Company had short-term loans from local financial institutions in the form of a promissory note not over 1 month and bill of exchange not over 3 months for import machinery and equipment. These interest bear 1.13%-3.65% and 3.36%-3.38% per annum (As at 31 December 2013, short-term loans totaled Baht 933 million with interest rate at 1.4% per annum).

Credit facilities

As at 31 December 2014, the Group has unused credit facilities amounting of Baht 8,439 million which is the Company's credit facilities of Baht 8,439 million (2013: Baht 2,965 million which is the Company's credit facilities of Baht 2,965 million).

20 Long term loan from financial institution-net

20.1 The long-term loans from financial institutions are as follows

	Consolidated	
	2014 Baht	2013 Baht
Long-term loans in US Dollars from financial institution, net	3,296,300,000	-
<u>Less</u> Deferred financing fee, net	<u>(41,249,571)</u>	<u>-</u>
Total long-term loans from financial institution, net	<u>3,255,050,429</u>	<u>-</u>

Long-term loans from financial institutions of subsidiary

On 28 May 2014, Toyo-Thai Power Myanmar Co., Ltd. (TTPMC), a subsidiary, entered into a facility agreement with the Export-Import Bank of Thailand (EXIM Bank) for USD 100 million, or Baht 3,045 million, the annual interest at LIBOR plus a margin. The principal will be repaid in 36 quarterly instalments scheduled at 35 equal instalments and the remainder in the last instalment. The first loan repayment is 15 months from first drawdown loan which is on 17 October 2014.

The loan is for the construction of the power plant in Myanmar and its operations. It's secured with the right to receive compensation under an investment insurance policy, the share charge, and the guarantee agreement with Toyo-Thai Power Corporation Pte. Ltd. (TTPSG). Under the facility agreement, the subsidiary is required to comply with certain terms and conditions, such as maintaining a debt-to-equity ratio and a debt coverage ratio, and setting a reserve in the deposit accounts as a provision to cover loan and interest payments.

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20 Long term loan from financial institution-net (Cont'd)**20.2 The movement of the long-term loans from financial institutions**

The movement of the long-term loans from financial institutions can be analysed as follows:

	Consolidated	
	2014	2013
	Baht	Baht
Opening net book value	-	-
Receipts from long-term loan	3,251,310,000	-
Payment for financing fee	(42,765,627)	-
Amortisation of deferred financing fee	1,516,056	-
Exchange difference on translation	44,990,000	-
Closing net book value	<u>3,255,050,429</u>	<u>-</u>

20.3 Maturity of long-term loans is as follows:

	Consolidated	
	2014	2013
	Baht	Baht
Within 1 year	-	-
Later than 1 year and not later than 5 years	1,448,003,003	-
Later than 5 years	<u>1,807,047,426</u>	<u>-</u>
Total long-term loan, net	<u>3,255,050,429</u>	<u>-</u>

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21 Debentures, net

The long-term debentures are Thai Baht debenture as follows:

As at	Consolidated		Company	
	31 December 2014 Baht	31 December 2013 Baht	31 December 2014 Baht	31 December 2013 Baht
Debentures				
Unsubordinated and unsecured debentures	1,000,000,000	-	1,000,000,000	-
<u>Less</u> Deferred financing fee amortised later than one year	(2,612,162)	-	(2,612,162)	-
Unsubordinated and unsecured debentures, net	997,387,838	-	997,387,838	-

The movements in debenture can be analysed as follows:

For the year ended 31 December	Consolidated		Company	
	2014 Baht	2013 Baht	2014 Baht	2013 Baht
Opening net book value	-	-	-	-
Issuing of debentures	1,000,000,000	-	1,000,000,000	-
Financing fee for issuing debentures	(3,274,000)	-	(3,274,000)	-
Amortisation of deferred financing fee	661,838	-	661,838	-
Closing net book value	997,387,838	-	997,387,838	-

At the Board of Directors, meeting no. 2/2014 on 9 April 2014, the Board granted approval for the Company to issue debentures which is unsubordinated and unsecured with a debenture holders' representative in the name-registered certificate, totalling not more than Baht 1,000 million. During 28 April - 2 May 2014, the Company issue such debentures of Baht 1,000 million for 1,000,000 shares at par value of Baht 1,000 per share at selling price Baht 1,000 per share for 3 years at interest rate 4.65% per annum with quarterly interest payment.

The maturities of debentures are as follows:

As at	Consolidated		Company	
	31 December 2014 Baht	31 December 2013 Baht	31 December 2014 Baht	31 December 2013 Baht
- Within 1 year				
Unsubordinated and unsecured debenture	-	-	-	-
- Later than 1 year and not later than 5 years				
Unsubordinated and unsecured debenture	997,387,838	-	997,387,838	-
Total unsubordinated and unsecured debenture	997,387,838	-	997,387,838	-

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

22 Government grants

The subsidiary, Bio Natural Energy Co., Ltd., entered into the government grant assistance agreement with the Energy Policy and Planning Office (EPPO) of Thailand in 2010. This government programme enabled Bio Natural Energy to receive subsidy with a total credit facility line of Baht 20 million from the Energy Conservation Promotion Fund support programme for industrial biogas technology. To receive the subsidy, the subsidiary has to operate the power plant using the biogas generated from the wastewater of Ethanol plants at the minimum volume specified in the agreement.

Bio Natural Energy is also receive a subsidy from the Ministry of Environment of Japan (MOE) to construct the biogas power plant and to sell back the carbon credit generated from production to MOE at the volume stipulated in the agreement. The subsidy received will be based on the percentage of completion of the plant not to exceed Yen 350 million or Baht 129.16 million.

During the year 2014, the group recorded government grants relating to assets of Baht 20 million and recognised revenue of Baht 1.12 million in comprehensive income statement. The group has not recognised any revenue from government grant relating to revenue of Baht 129.16 million since the Group did not start deliver carbon credit to government yet.

As at 31 December 2014, the government grants of Baht 147.68 million were included in non-current liabilities as deferred revenue (31 December 2013: Baht 148.80 million).

23 Deferred tax assets, net

Corporate income tax for the years ended 31 December 2014 and 2013 are calculated based on the net profit (tax base) which excluded the interests in joint ventures. The rates are as follows:

	2014	2013
Thailand	20%	20%
Singapore	17%	17%
Philippine	30%	30%
Qatar	10%	10%
Japan	25.5%	-
Vietnam	25%	25%
Malaysia	25%	25%
United State of America	34%	34%
Myanmar	25%	25%

	Consolidated		Company	
	2014	Restated 2013	2014	2013
	Baht	Baht	Baht	Baht
Deferred tax assets				
Deferred tax asset to be recovered within 12 months	-	-	-	-
Deferred tax asset to be recovered after 12 months	106,367,410	125,612,458	21,901,958	19,605,359
Total deferred tax assets	<u>106,367,410</u>	<u>125,612,458</u>	<u>21,901,958</u>	<u>19,605,359</u>
Deferred tax liabilities				
Deferred tax liabilities to be recovered within 12 months	(32,322)	-	(32,322)	-
Deferred tax liabilities to be recovered after 12 months	(91,736,418)	(106,289,318)	-	-
Total deferred tax liabilities	<u>(91,768,740)</u>	<u>(106,289,318)</u>	<u>(32,322)</u>	<u>-</u>

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

23 Deferred tax assets (Cont'd)

The movement in deferred tax assets and liabilities during the year is as follows:

	Consolidated		
	Employee benefit obligation Baht	Fixed assets Baht	Total Baht
Deferred tax assets			
At 1 January 2014 (Restated)	20,236,603	105,375,855	125,612,458
Charged/(credited) to profit or loss	2,250,253	(8,606,384)	(6,356,131)
Translation adjustment	-	(12,888,917)	(12,888,917)
At 31 December 2014	22,486,856	83,880,554	106,367,410
At 1 January 2013 (Restated)	16,955,468	25,873,184	42,828,652
Charged/(credited) to profit or loss	3,281,135	68,954,007	72,235,142
Translation adjustment	-	10,548,664	10,548,664
At 31 December 2013 (Restated)	20,236,603	105,375,855	125,612,458

	Consolidated		
	Fixed assets Baht	Construction in progress Baht	Total Baht
Deferred tax liabilities			
At 1 January 2014 (Restated)	103,906,871	2,382,447	106,289,318
Charged/(credited) to profit or loss	(22,169,548)	7,616,648	(14,552,900)
Translation adjustment	-	32,322	32,322
At 31 December 2014	81,737,323	10,031,417	91,768,740

	Consolidated		
	Fixed assets Baht	Construction in progress Baht	Total Baht
Deferred tax liabilities			
At 1 January 2013 (Restated)	24,025,492	-	24,025,492
Charged/(credited) to profit or loss	79,881,379	2,382,447	82,263,826
At 31 December 2013 (Restated)	103,906,871	2,382,447	106,289,318

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For the year ended at 31 December 2014

23 Deferred tax assets (Cont'd)

The movement in deferred tax assets during the year are as follows

	Company	
	Employee benefit obligation Baht	Total Baht
Deferred tax assets		
At 1 January 2014	19,605,359	19,605,359
Charged/(credited) to profit or loss	2,296,599	2,296,599
At 31 December 2014	21,901,958	21,901,958
At 1 January 2013	16,955,468	16,955,468
Charged/(credited) to profit or loss	2,649,891	2,649,891
At 31 December 2013	19,605,359	19,605,359
	Company	
	Loss on exchange rate Baht	Total Baht
Deferred tax liabilities		
At 1 January 2014	-	-
Charged/(credited) to profit or loss	-	-
Translation adjustment	32,322	32,322
At 31 December 2014	32,322	32,322
At 1 January 2013	-	-
Charged/(credited) to profit or loss	-	-
At 31 December 2013	-	-

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

24 Employee benefit obligations

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Statement of financial position	112,168,415	100,573,621	109,509,788	98,048,645
Expenses of employee benefits for the year	12,817,214	12,645,695	12,548,895	12,403,396
	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Current portion due within one year	-	-	-	-
Long-term portion due more than one year	112,168,415	100,573,621	109,509,788	98,048,645
	<u>112,168,415</u>	<u>100,573,621</u>	<u>109,509,788</u>	<u>98,048,645</u>

The movement in the employee benefit obligation over the year is as follows:

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Beginning balance	100,573,621	87,927,926	98,048,645	85,645,249
Current service cost	5,172,518	9,480,561	4,904,199	9,230,912
Interest cost	4,725,536	4,490,081	4,725,536	4,490,081
Actuarial (gain)/loss	2,919,160	-	2,919,160	-
Benefits paid	(1,222,420)	(1,324,947)	(1,087,752)	(1,317,597)
Ending balance	<u>112,168,415</u>	<u>100,573,621</u>	<u>109,509,788</u>	<u>98,048,645</u>

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

24 Employee benefits obligation (Cont'd)

The amounts recognised in the statement of income are as follows:

	Consolidated		Company	
	2014 Baht	2013 Baht	2014 Baht	2013 Baht
Current service cost	5,172,518	9,480,561	4,904,199	9,230,912
Interest cost	4,725,536	4,490,081	4,725,536	4,490,081
Actuarial (gain)/loss	2,919,160	(1,324,947)	2,919,160	(1,317,597)
Total, included in administrative expenses	<u>12,817,214</u>	<u>12,645,695</u>	<u>12,548,895</u>	<u>12,403,396</u>

The principle actuarial assumptions used were as follows;

	2014	2013
Discount rate	4.41%	4.59%
Inflation rate	8.39%	7.96%

25 Share capital and premium on share capital

	Number of shares (Share)		Issued and paid-up Baht	Premium on share capital Baht	Total Baht
	Authorised ordinary shares	Issued and paid-up shares			
At 1 January 2013	480,000,000	480,000,000	480,000,000	405,162,100	885,162,100
Issued of shares	80,000,000	80,000,000	80,000,000	2,500,334,647	2,580,334,647
At 31 December 2013	560,000,000	560,000,000	560,000,000	2,905,496,747	3,465,496,747
Issued of shares	-	-	-	-	-
At 31 December 2014	<u>560,000,000</u>	<u>560,000,000</u>	<u>560,000,000</u>	<u>2,905,496,747</u>	<u>3,465,496,747</u>

According to the Minutes of Extraordinary Shareholders Meeting 1/2013 on 26 July 2013, the Board of Directors granted approval to the Company to increase authorised share capital from Baht 480 million to Baht 560 million by issuing 80 million new common stocks at a par value of Baht 1 totalling Baht 80 million. The Company registered these new shares with Ministry of Commerce on 16 August 2013.

During 22 - 27 November 2013, the Company sold 80 million ordinary shares to the Public Offering to be made to the public who are shareholders and others of Baht 33 per share totalling of Baht 2,580.33 million net of expenditure incurred issuing those shares.

As at 31 December 2014, the total authorised ordinary shares are 560 million shares at Baht 1 par value (2013: 560 million shares at Baht 1 par value).

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

26 Legal reserve

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Beginning balance	56,000,000	48,000,000	56,000,000	48,000,000
Appropriation during the year	-	8,000,000	-	8,000,000
Ending balance	<u>56,000,000</u>	<u>56,000,000</u>	<u>56,000,000</u>	<u>56,000,000</u>

Under the Public Limited Company Act., B.E. 2535, the Company is required to set aside as a legal reserve at least 5% of its net profit after the accumulated deficit is brought forward (if any) until the reserve is not less than 10% of the registered capital.

27 Share-based payment

The Group has option to directors and employees for purchase new common shares of 8,388,000 million shares issued by Toyo-Thai Power Holdings PTE LTD (TTPHD), a subsidiary located in Singapore. The option to purchase share is USD 1 per share or equivalent to Baht 30 per share. The grant date is on 1 January 2014 and option period is the first quarter of 2014 in the condition of employees is able to purchase shares and resign without condition of working period with the Company.

As at 31 December 2014, employee exercise the option to purchase all common shares in the first quarter of 2014 and the transaction cost is Baht 1.41 million which is recognised as net amount with the consideration.

The weighted average fair value of options granted during the period determined using the Black-Scholes valuation model was USD 1.084 per option or equivalent to Baht of 32.75 per option. The significant inputs into the model were a weighted average share price of USD 1.084 or equivalent to Baht 32.75 per share at the grant date, exercise price shown above, volatility of 10%, dividend yield of 2% and an annual risk-free interest rate of 2.85%

28 Earnings per share

Basic earnings per share attributable to equity holders of the parent is calculated by dividing the net profit attributable to equity holders of the parent by the weighted average number of ordinary shares issued during the year.

	Consolidated		Company	
	2014	Restated 2013	2014	2013
Net profit attributable to equity holders of the parent (Baht)	460,454,329	869,624,015	429,682,227	732,205,379
Weighted average number of ordinary shares in issue (Shares)	<u>560,000,000</u>	<u>532,164,384</u>	<u>560,000,000</u>	<u>532,164,384</u>
Basic earnings per share (Baht)	<u>0.82</u>	<u>1.63</u>	<u>0.77</u>	<u>1.38</u>

There are no dilutive potential ordinary shares issued in years presented above.

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

29 Dividends

At the Board of Directors' meeting held on 13 August 2014, the Board of Directors' meeting approved a interim dividend payment in respect of half-year 2014 performance for 560 million shares at Baht 0.30 per share, totaling Baht 167.99 million. The company paid interim dividend on 12 September 2014.

At the Annual General Shareholders' Meeting on 9 April 2014, the shareholders approved a dividend payment for 2013 at Baht 0.70 per share totaling Baht 368 million. The Company paid interim dividends in September 2013 at Baht 0.30 per share for 480 million shares, totaling Baht 144 million. The remaining dividends of Baht 0.40 per share for 560 million shares, totaling Baht 223.99 million, were paid to the shareholders on 8 May 2014.

At the Board of Directors' meeting held on 14 August 2013, the Board of Directors' meeting approved a interim dividend payment in respect of half-year 2013 performance for 480 million shares at Baht 0.30 per share, totaling Baht 143.59 million. The company paid interim dividend on 13 September 2013.

At the Annual General Shareholders' Meeting on 5 April 2013, the shareholders approved a dividend payment for 2012 at Baht 0.64 per share for 480 million shares, totaling Baht 307.2 million. The Company paid interim dividends during 2012 at Baht 0.20 per share, totaling Baht 96 million. The remaining dividends of Baht 0.44 per share, totaling Baht 211.19 million, were paid to the shareholders on 3 May 2013.

30 Other income

	Consolidated		Company	
	2014	Restated 2013	2014	2013
	Baht	Baht	Baht	Baht
Interest income	168,583,990	75,838,342	63,684,504	12,426,988
Unrealised gains (losses) from changes in value of investments	-	-	-	(21,851)
Gain (loss) from disposal equipments	44,571,874	288,843	699	(37,320)
Other income	5,597,456	8,340,516	3,624,441	5,977,063
Total	218,753,320	84,467,701	67,309,644	18,344,880

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

31 Income tax

	Consolidated		Company	
	2014	Restated	2014	2013
	Baht	2013	Baht	Baht
		Baht		
Current tax	67,104,005	231,950,044	117,638,051	187,069,162
Deferred tax (Note 23)	(8,196,769)	10,028,684	(2,264,277)	(2,649,891)
Total tax expense	<u>58,907,236</u>	<u>241,978,728</u>	<u>115,373,774</u>	<u>184,419,271</u>

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the basic tax rate of the home country of the Company as follows:

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Profit before tax	496,575,326	1,121,885,112	545,056,001	916,624,650
Tax rate	20%	20%	20%	20%
Tax calculated at a tax rate	99,315,065	224,377,022	109,011,200	183,324,930
Tax effect of				
Income not subject to tax	(38,894,184)	(26,161,468)	(48,242)	(442,618)
Expenses not deductible for tax purpose	13,463,972	29,914,040	8,790,574	4,020,166
Tax losses for which no deferred income tax asset was recognised	(74,261,312)	(14,997,551)	-	-
Share of profit of associate	(5,249,053)	(6,471,429)	-	-
Share of loss of joint venture	4,446,329	203,254	-	-
Employee benefit obligation	(2,250,253)	(2,649,891)	(2,296,599)	(2,649,891)
Unrealised (gain) loss on exchange rate	12,921,240	(10,548,664)	32,322	-
Fixed assets and construction in progress	31,862,668	33,639,394	-	-
Others	17,552,764	14,674,021	(115,481)	166,684
Tax charge	<u>58,907,236</u>	<u>241,978,728</u>	<u>115,373,774</u>	<u>184,419,271</u>

The weighted average applicable tax rate for the Group and the Company was 12% to 21%(2013: 21% to 22%).

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

32 Expenses by nature

	Consolidated		Company	
	2014	Restated	2014	2013
	Baht	2013	Baht	Baht
		Baht		
Construction supplies and subcontractor charges	13,449,652,636	11,226,786,950	9,775,251,388	11,440,904,517
Salaries, wages and other employee benefits	2,444,406,688	2,647,159,762	2,678,085,723	2,464,120,019
Consultant expenses	62,881,980	22,705,228	49,142,955	15,828,044
Rental expenses	599,031,500	164,301,937	591,366,955	139,920,375
Depreciation and amortisation expenses (Notes 17 and 18)	43,439,860	77,184,700	27,786,214	23,776,908

33 Finance costs

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Interest charges	101,137,770	27,375,341	72,443,724	5,388,299
Others	4,901,855	-	-	-
Total finance costs	106,039,625	27,375,341	72,443,724	5,388,299

34 Financial instruments**a) Financial assets and financial liabilities**

As at 31 December 2014, the Company and the subsidiary had outstanding balances of financial assets and financial liabilities denominated in foreign currencies as follows:

(Unit : Baht/1 foreign currency)						
Currency	Consolidated		Company		Exchange rate	
	Financial assets	Financial liabilities	Financial assets	Financial liabilities	As at 31 December 2014	
					Buying	Selling
United State of America	1,041,140,078	1,133,341,237	1,901,234,917	1,529,912,981	32.8128	33.1132
Yen	866,247	3,944,664	756,022	3,944,664	0.2712	0.2765
Euro	278,255	60,389,763	3,902,620	60,389,763	39.7507	40.3552
Pound	-	9,035,249	-	9,035,249	50.7959	51.5035
Singapore Dollar	4,299,435	362,170	-	362,170	24.6644	25.1274
Australia Dollar	-	1,052,757	-	1,052,757	26.5348	27.0788
Philippines Peso	837,364	-	837,364	-	0.7243	0.7512
Sweden Krona	1,863,643,149	1,505,664,098	-	-	4.1572	4.2413
Malaysia Ringgit	-	409,640	-	409,640	9.2880	9.5621
Myanmar Kyat	16,657,646	11,297,693	-	-	0.0318	0.0321
Taka Bangladesh	441	-	441	-	0.4211	0.4249
Riyal Qatar	18,563,523	1,907,734	18,563,523	1,907,734	9.0100	9.0925

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

34 Financial instruments (Cont'd)**a) Financial assets and financial liabilities (Cont'd)**

Currency	(Unit : Baht/1 foreign currency)					
	Consolidated		Company		Exchange rate	
	Financial assets	Financial liabilities	Financial assets	Financial liabilities	As at 31 December 2013	
					Buying	Selling
USD	69,619,481	51,548,135	67,359,590	44,719,273	32.6778	32.9494
Yen	201,521,208	100,114,619	1,415,558	100,114,619	0.3102	0.3159
Euro	162,500	2,408,571	162,500	2,408,571	44.7210	45.3225
Singapore Dollar	72,984	212,189	-	192,189	25.6485	26.1167
Australia Dollar	-	84,119	-	84,119	28.9078	29.4474
Philippines Peso	24,840	-	-	-	0.7266	0.7529
Sweden Krona	75,944,358	46,360,000	-	-	4.9802	4.8902
Malaysia Ringgit	-	17,264	-	17,264	9.8205	10.1137
Myanmar Kyat	64,874	209,332,780	-	-	0.0331	0.0334

b) Foreign currency risk

The Company and its subsidiaries' exposure to foreign currency risk arises mainly from the purchase of equipment and services that are denominated in foreign currencies. The Company manages its exposure to foreign currency risk by balancing its net position of receipt and payment of the foreign currency transactions in each period, and by considering the purchase/sale of forward contracts from time to time so as to reduce exposure to the foreign currency risk it may incur.

At 31 December 2014, the Company had forward foreign exchange contracts amounting to USD 12.90 million. The settlement dates on open forward contracts ranged between 1 and 18 months. Amounts in US dollar to be settled and contractual exchange rates of the outstanding contracts were:

	Consolidated
USD 2.58 million at the rate of Yen 117.65 per USD 1	303,537,000 Yen
USD 9.03 million at the rate of Yen 116.40 per USD 1	1,051,092,000 Yen
USD 1.29 million at the rate of Yen 120.35 per USD 1	155,251,500 Yen

c) Fair values

The carrying amount of cash and cash equivalents, deposits of financial institution pledged as collateral, accounts receivable, amounts due to related parties, accounts payable, amount due from related parties, short-term loan and accrued expenses approximates the fair value due to the short maturities.

Long-term to related party and accounts receivable to related party

The contract amounts and fair values of certain long-term loan to related party and accounts receivable to related party with fixed interest rate at the date of financial statement are as follows:

	Consolidated		Company	
	Contract Baht	Fair value Baht	Contract Baht	Fair value Baht
Account receivable and long-term loan subsidiary	-	-	112,084,903	124,411,236

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

34 Financial instruments (Cont'd)**c) Fair values****Long-term loans from financial institutions and unsubordinated and unsecured debentures**

The fair values of long-term loans from financial institutions and unsubordinated and unsecured debentures with fixed interest rates have been calculated from the net present value of future cash flows discounted by market interest rates using rates at the date of financial statements.

The contract amounts and fair values of certain long-term loans from financial institutions and unsubordinated and unsecured debentures with fixed interest rates at the date of financial statements are as follows:

	Consolidated		Company	
	Contract	Fair value	Contract	Fair value
	Baht	Baht	Baht	Baht
Long-term loan from financial institution	3,251,310,000	3,443,042,372	-	-
Unsubordinated and unsecured Debentures	1,000,000,000	1,027,727,796	1,000,000,000	1,027,727,796

Forward contract

The fair value of forward contract is calculated using rates quoted by the Company's bankers as though the contract is terminated at the statement of financial position.

The net fair values of the derivative financial instruments at the statement of financial position date were:

The net fair values of the forward foreign exchange contracts at 31 December 2014 were:

	Baht
Favourable forward foreign exchange contracts	-
Unfavourable forward foreign exchange contracts	422,436,977

35 Commitments and contingent liabilities

As at 31 December 2014, the Group had commitments and contingent liabilities including contracts as following:

1) Capital commitments

The Company has an outstanding commitment in respect of the undue portion of investment in Orient Bio-Fuels Company Limited (OBF), a joint venture in Vietnam, of USD 4 million or equivalent to approximately Baht 131.85 million.

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For the year ended at 31 December 2014

35 Commitments and contingent liabilities (Cont'd)

2) Operating leases and services commitments

The Company and its subsidiary have entered into lease agreements in respect of the lease of office building space and services and the rental of vehicles. As at 31 December 2014 and 2013, the rental payable under these contractual obligations is as follows:

	2014	2013
Paid within	Million Baht	Million Baht
1 year	108.64	129.46
1 - 2 years	43.55	139.20
3 - 5 years	15.68	19.99
Total	167.87	288.65

3) Guarantees

3.1) As at 31 December 2014, the Company has guaranteed bank credit facilities of its subsidiary up to USD 38.5 million or equivalent to Baht 1,274 million (2013: Baht 131.80 million) and MYR 91.2 million or equivalent to Baht 872 million.

3.2) As at 31 December 2014, the Group had outstanding bank guarantees in respect of certain performance bond and contractual performance as follows:

3.2.1 Letter of guarantee for contractual performance as required in the normal course of the business of the Group amounting to USD 199.90 million (2013: USD 153.30 million) and Baht 2,422.85 million (2013: Baht 1,921.38 million) and SEK 340.29 million.

3.2.2 Letter of guarantee for electricity use and others amounting to Baht 13.53 million (2013: Baht 12.04 million).

3.3) As at 31 December 2014, a subsidiary had outstanding bank guarantee for contractual performance as required in the normal course of business amounting to USD 20.69 million or equivalent to approximately Baht 682.16 million (2013: Baht 481.70 million) and QAR 0.42 million or equivalent to approximately 3.81 Baht million.

4) Litigations

During the year 2014, the plaintiff as subcontractor has filed the plaint claiming that the Company has defaulted on the agreement for payment of additional costs for 2 construction projects of Baht 18.79 million and Baht 66.18 million, respectively. However, the Company has filed a statement of defence and counter-claim for a total of Baht 65.05 million. The court will make an appointment for trial proceedings on 23- 26 June 2015 and 30 June – 3 July 2015.

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36 Significant contracts

Interest rate swap contract

On 30 December 2014, the Company entered into an Interest Rate Swap (“IRS”) contract to manage the exposure of its floating rate loan to interest rate risk from long-term loan amount of USD 10 million. With the IRS contract, the Company receives interest at a floating rate based on 3-month LIBOR plus certain margin per annum and pays interest at a fixed rate of 1.99 % per annum from 5 January 2015 to 17 December 2021.

Power purchase agreement

Bio Natural Energy Co., Ltd., a subsidiary, entered into power purchase agreement dated 9 February 2011 with Provincial of Electricity Authority. The term of this agreement began on the agreement date and will continue for 5 year and automatically continue 5 year and effective until terminated the agreement.

Service concession arrangements

Toyo-Thai Power Myanmar Corporation Ltd., a subsidiary, agreed into Power Purchase Agreement dated 15 May 2013 with Ministry of Electric of Myanmar. The term of this agreement began on the agreement date and will continue for 30 years from the commercial operation date at the rate and formula specified in the agreement. The Group has obligations to supply minimum quantities of electricity and steam to customers in each contract year. If in any contract year, the customers have not taken the minimum quantities of electricity according to the Power Purchase Agreements, customers shall pay for quantities of electricity and steam not taken (“Take-or-Pay”). The quantities of electricity that the customers have paid for but have not taken in that year (“Make-up”) can be taken free of charge in subsequent years. Under the concession arrangement, the Group must deliver the specified assets to the grantor at the end of concession period (Built-Operate- Transfer). In addition, the Group has obligation for major overhaul every three years.

The Group recognised revenue of Baht 1,781,809,714 and profit of Baht 238,410,144 in the period of exchanging construction services for a financial asset.

Land rental contract

The Company entered into land rental contract with Ministry of Electric of Myanmar for 30 years land rental. The term of this agreement began on the agreement date and will continue for 30 years from 15 May 2013.

37 Post statement of financial position events

1) Share transfer

On 5 January 2015, the Company transferred shares in Toyo Thai-Myanmar Corporation Co., Ltd. of 100 shares amounting of USD 33,737.80 to Toyo Thai Malaysia Sdn. Bhd.

2) Interest rate swap contract

On 21 January 2015, the Company entered into an Interest Rate Swap (“IRS”) contract to manage the exposure of its floating rate loan to interest rate risk from long-term loan amount of USD 10 million. With the IRS contract, the Company receives interest at a floating rate based on 3-month LIBOR plus certain margin per annum and pays interest at a fixed rate of 1.40 % per annum from 21 January 2015 to 17 January 2020.

Notes to the Consolidated and Company Financial Statements

For the year ended at 31 December 2014

37 Post statement of financial position events (Cont'd)

3) Dividend

At the Board of Directors' meeting no. 1/2015 on 2 March 2015, the Board approved a dividend payment for the operating results of 2014 at Baht 0.60 per share, totalling Baht 336 million. The dividend payment is scheduled for consideration and approval the Annual General Shareholders' Meeting in 2015. The Company already paid interim dividend at Baht 0.30 per share for 560 million shares, totalling Baht 168 million in September 2014 (see note 29 Dividend). Therefore, the remaining dividend payment was at Baht 0.30 per share totalling Baht 168 million.

4) Change company name

At the Board of Directors' meeting no. 1/2015 on 2 March 2015, the Board approved to change the company name from Toyo-Thai Corporation Public Company Limited to TTCL Public Company Limited. The change in company name is scheduled for consideration and approval by the Annual General Shareholders' Meeting in 2015.

5) Debenture issuance

At the Board of Directors' meeting no. 1/2015 on 2 March 2015, the Board approved debt financing up to Baht 4,000 million by issuing debentures. The purpose of the increase in debt issuance is for use as a working capital to support the EPC business growth and use for financing business activity. The debenture issuance is scheduled for consideration and approval by the Annual General Shareholders' Meeting in 2015.

Form 56-2 Checklist

Annual Report 2014 Toyo-Thai Corporation Plc.



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For more information please visit www.sec.or.th or www.toyo-thai.com



Ms. Pinyarat Jindaratsamee Process Engineer



Mr. Pongsatorn Triakandha Piping Engineer



Ms. Sunisa Nimnom Piping Engineer



Mr. Prapat Kamkaew Mechanical Superintendent

JOY OF ENGINEERING AND ACHIEVEMENT

Photo Contest



Name	Position	Page
Mr. Arkom Yuangyai	Instrument Engineer	Cover
Mr. Kosin Leawpairote	Project Engineering Manager	Back Cover, Page 3, 111
Mr. Pongpat Kussalerdjariya	Instrument Engineer	Back Cover, Page 1 , 2
Mr. Sorrowoot Chaiyawong	Civil Engineer	Back Cover, Page 6 , 17
Mr. Sarayut Wimolsong	Civil Superintendent	Back Cover, Page 16
Mr. Accapon Kumrit	Piping Engineer	Back Cover, Page 3
Ms. Chonticha Chantarawichai	Department Staff	Inside Front Cover, Page 2
Ms. Jeerawat Khunpetch	Piping Engineer	Inside Front Cover
Ms. Thannapat Khonsap	Department Staff	Inside Front Cover
Mr. Atiyut Singhakarn	Piping Engineer	Inside Front Cover
Ms. Pannapa Prommajan	Piping Engineer	Page 3
Mr. Suwit Ketraksa	Piping Engineer	Page 2
Ms. Pinyarat Jindaratsamee	Process Engineer	Page 230
Mr. Prapat Kamkaew	Mechanical Superintendent	Page 230
Ms. Sunisa Nimnom	Piping Engineer	Page 230
Ms. Prissana Phookongkaew	Department Staff	Page 2
Mr. Pongsatorn Triakandha	Piping Engineer	Page 230



Name of Company	:	Toyo-Thai Corporation Public Company Limited	
Head Office located at	:	159/41-44, Sermmit Tower, 27 th – 30 th Floor, Sukhumvit 21 Road (Asoke), North Klongtoey, Wattana, Bangkok 10110, Thailand	
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Fax.	:	(66) 2260 8525-6	
Home Page	:	www.toyo-thai.com	
Type of Business	:	Engineering Service and Construction (Integrated EPC)	
Registration No.	:	0107551000185	
Registered Capital	:	560,000,000.00 Baht	
Paid-up Capital	:	560,000,000.00 Baht	
Par Value	:	1.00 Baht	
Securities Registrar	:	Thailand Securities Depository Co., Ltd. 62 The Stock Exchange of Thailand Building Rachadapisek Road, Klongtoey, Bangkok 10110, Thailand	
Tel.	:	(66) 2229 2800	
Fax.	:	(66) 2359 1259	
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Fax.	:	(66) 2286 5050	
Independent Auditor	:	Mr. Vichien Khingmontri	CPA. No. 3977
		Mr. Somchai Jinnovart	CPA. No. 3271
		Ms. Amornrat Pearmpoonvattanasuk	CPA. No. 4599



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