

สารบัญ

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HIGHLIGHTS OF THE YEAR

OPERATING RESULTS (MILLION BAHT)	For the Year ended		
	2013 (Consolidated)	2012 (Company)	2011 (Company)
REVENUE			
Revenue from projects	669	510	458
Revenue from sale of industrial equipments	24	15	19
Other income	23	49	60
Total Revenue	717	574	537
Profit (Loss)			
Earning (Loss) before Interest, Tax, Depreciation and Amortization (EBITDA)	(35)	42	46
Earning(Loss) before Income Tax	(57)	28	36
Net Earnings (Loss)	(60)	21	31
FINANCIAL STATUS (MILLION BAHT)	2013	2012	2011
Assets			
Current Assets	795	791	528
Fixed Assets	267	247	191
Non Current Assets	31	21	38
Total Assets	1,093	1,059	757
Liabilities			
Current Liabilities	402	343	273
Non Current Liabilities	63	61	53
Total Liabilities	465	404	326
Capital			
Registered Capital	560	525	350
Fully Paid Capital	384	350	251
Total Shareholders' Equity	628	654	432
PER SHARE DATA (BAHT)	2013	2012	2011
Par Value	1.00	1.00	1.00
Net Earning (Loss)	(0.17)	0.08	0.12
Book Value	1.64	1.87	1.81
Market Price	2.26	4.50	N/A

FINANCIAL RATIOS	2013 (Consolidated)	2012 (Company)	2011 (Company)
Profitabilities Ratios			
Return on Equity (%)	(9.33)	3.36	7.17
Net Profit Margin (%)	(8.47)	3.99	4.85
Return on Total Asset (Times)	0.66	0.63	0.70
Capital Structure			
Debt to Shareholders' Equity (Times)	0.43	0.38	0.66
Growth Opportunities (%)			
Total Assets	3.21	39.89	19.60
Total Liabilities	15.10	23.93	83.07
Total Shareholders' Equity	(3.97)	51.39	(2.77)
Total Revenue	31.18	(6.89)	43.32
Net Earning	(385.71)	(32.26)	(25.12)

Report from the Board of Director

To Shareholders

In 2013, unstable political situations had resulted in the postponement of many state's projects whereas the mid-year economic depression had impacted the country's industrial sector with some level of significance. Under the circumstances, the Board of Directors together with the executive team have continue to work effortlessly to emphasize on the quality management system, maintaining good control and monitoring of business operation as well as efficient capital management. Consequently, the company managed to accomplish the determined goals for works relating to high voltage cables, sub-power station, telecommunication poles, including metal works in general. Additionally, the company is engaged in the investment of real estate development project under the name of Imperial Land Co., Ltd. for the purpose of expanding business channels.

In 2014, the company is determined to enhance the performance efficiency in order to achieve works of standardized quality and expected to continuously generate income from high voltage cable project currently under bid solicitation after as it has been delayed in the previous year. Also, the raise in job opportunity for telecommunication work is also expected under 3G system project provided by mobile service providers by whom the progress of signaling pole installation must be accelerated as per contract agreement.

I would like to take this opportunity, on behalf of the Board of Directors, executive team, and employees, to thank you all shareholders, value customers, our business alliance, relevant parties, both public and private organizations, including financial institutions for your continuous trust and supports of our business operation and hope to enrich and prolong this relationship. The Board of Directors, including the executive team and all employees are determined to cooperatively drive the organization forward to ensure sustainable growth under good corporate governance.



. Police Colonel Kowit Piromwon
Chairman of the Board of Directors

Report from Audit Committee

To Shareholders

The Audit Committee of Ua Withya Public Company Limited had been appointed by meeting of shareholders, consists of 3 qualified Independent Directors and Non – Executive Board Member (not being an employee) or paid consultant in the company and not a person who may have conflict of interest even though finance or management of the company. In 2012, the Audit Committee meeting had been held 12 times and below is the attendance names list:

Name-Surname	Position	No. of attended
Mr. Sivaraks Phinicharomna	Chairman of Audit Committee	12
Mr. Suwit Wannasirisook	Audit Committee	8
Mrs. Weena Suksawasdi Na Ayutthaya	Audit Committee	12

The committee has performed its duties and responsibilities as assigned by The Board of Directors in accordance with the Stock Exchange of Thailand's regulations for good corporate governance by consider and comment on key issues with senior management team, Head of Internal Audit with related agendas with reporting and give several suggestions to Board of Directors to ensure appropriate action on quarterly basic. Overall operations can be summarized as follows:

VERIFIED FINANCIAL STATEMENTS

Verified annually and quarterly financial statements of the Company which reviewed by certified auditors as Executives and mentioned auditors prior to meeting to approve the Financial Statements as were accurately and adequately disclosed. Besides the Audit Committee arranged a cooperate meeting with auditors without executives to verified the internal control systems, financial statements and ensure that auditor operated independently.

The Audit Committee are accordance with auditor that mentioned Financial Statement is corrected and legally defined accounting principles including these transactions were accurately and adequately disclosed.

VERIFIED OF INTERNAL CONTROL SYSTEMS AND INTERNAL AUDIT, RISK MANAGEMENT AND CORPORATE COVERNANCE

Verified the internal control systems in order to estimate the sufficient and efficient of internal control systems by receiving the report from internal auditor every quarter includes efficiently recommendation on internal control system. Apart from this, we had estimate sufficient and efficient of internal control systems adherence to COSO 2013 of Securities and Exchange Laws, regulations of The Stock Exchange of Thailand. In addition, there has no importance weakness and defect so we have more confidence for effectiveness of internal control based. The Audit Committee comment as company has efficiency and adequate internal control system.

The Audit committee has oversight of internal auditing by reviews scope of work in order to be confidence on accurately and efficiency to internal audit charter, independence, budget and sufficiency of human resources adequate internal control system. Apart from this, also consider and approve annual audit plans from internal audit as prepared, respectively and the risks which expanded to subsidiaries. Although adjust the plans in accordance with changes in risks as well as reviewed overall performance of Internal Audit. Notes from Audit Committee said that internal control system of company is independence enough and efficiency as well as operation of the internal investigation into the goal.

Auditor committee had verified that company has suitable and efficiency risk management system considering from importance risk factors in company internal control process sufficiency assessment therefore the importance risk factors has disclosed in the annual report.

Audit Committee has reviewed and act according to the audit committee charter. Notes from Audit Committee said that audit committee processes of company are sufficient, proper and effective.

VERIFIES TO SECURITIES AND EXCHANGE LAWS, REGULATIONS OF THE STOCK EXCHANGE OF THAILAND AND RELATED LAWS

Audit Committee has reviewed and act according to Securities and Exchange Laws, regulations of The Stock Exchange of Thailand, Capital Market or any related laws according to our business operations include outsider obligation. By this, in the year 2013 there has no importance point which rerated laws and regulation.

TRANSACTION BETWEEN COMPANY AND INDIVIDUAL OR ANY RELATED ENTITIES OF LIST OF POSSIBLE CONFLICT OF INTEREST

Audit Committee has considered of transaction between company and individual or any related entities of list of possible conflict of interest with company in accordance with Securities and Exchange Commission Thailand and any involved agency to ensure reports are reasonable for company usages. Audit Committee agreed with Auditors on any transaction with company are importance which are disclosed in Financial Statement and Notes to Financial Statement. In addition, any mentioned transactions are reasonable and useful of our business operation and that information is accurately and efficiency published.

PROPOSE THE APPOINTED OF AUDITOR

Audit Committee has considered and evaluated performance in year 2013 of the auditor was satisfactory and independence.

In 2013, the consideration and propose of auditor come from comparing the rate of service in the recent year, performance, coverage of operation by the board of directors agreement to appoint Price Water House Coopers ABAS Ltd to be company's auditor in 2013 with the service fee of 1.45 Million Baht. This will be proposed in the next annual general meeting of the shareholder.

OPINION AND OVERALL OBSERVATION FROM OPERATION

Overall performance, the Audit Committee has shown their knowledge, thoroughly and independence, thus no limitation of receiving information from management, employees and concerned parties. They also provided comments and useful instructions to every concerned party equally.

On behalf of Audit Committee
Ua Withya Public Company Limited



Mr. Sivaraks Phinicharomna
Chairman of Audit Committee

February 25, 2014

Corporate Governance

The Board of Director of Ua Withya Public Company Limited realizes the importance of developing good corporate governance systems, operate business with integrity, morality, responsible for the performances, ability to complete and fair to all stakeholders in order to build prosperity, increase shareholders' value adhere to the Principle of Good Corporate Governance for Listed Companies define by The Stock Exchange of Thailand and base on Sufficiency Economy is entails moderation, reasonableness and self-immunity system as underlying on knowledge, cautious and awareness to be used in planning and operating. As well as build Executives and every employees to have morals, honest, industrious, endure for people to shares and used their intelligences for operations and changes in Economy, Political, Culture and Social in order to meet the benefit well-balanced and sustainable by Board of Directors had adheres Principles of Good Corporate Governances and reconsidered of suitability every year which The Company see that Principles of Good Corporate Governance is appropriate to current situations.

In accordance with Principles of Good Corporate Governances by The Stock Exchange of Thailand, the company classify into five practices as follows:

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

Practice 1. Right of Shareholders

The Board of Directors realizes the importance of Rights of Shareholders which is the basic of shareholders acquired in the Article of Association and any related laws which includes sell or transfer shares, right to attend Annual General Meeting of Shareholders, Proxies right in attending and voting procedures, rights for voting on appointing or relieve individual director, rights for voting on appointing and set the amount of auditor fee, rights for dividend payments, rights for recommendation and ask in the Annual General Meeting of Shareholders and right to receive adequate and timely information etc.

Apart from basic of rights, the company realizes the importance on published the correct, completely information to shareholders by disclose the information on company's website in both

Thai and English version to get the information thoroughly. In 2012, the company has conducted many operations in order to facilitate and promote the right of shareholders as follows:

- 1.1 Rights to receive information Board of Directors has provides the disclosure related transactions by practice in accordance with The Stock Exchange of Thailand and disclosed information in both Thai and English version to The Stock Exchange of Thailand and company's website together with summarized in Form 56-1 and 2013 Annual Report .
- 1.2 Rights to attend the Annual General Meeting of Shareholders The company has held the Annual General Meeting of Shareholders every year within 4 months counting from end of company's financial year. Every Annual General Meeting of Shareholders, we has realizes on right of shareholders according to the law as well as supporting the right by not violate or rights deprivation of shareholders as follows:

Importance agendas in Annual General Meeting of Shareholders

- (1) **Appointment of Directors:** The Company gives chance shareholders used their right to elect director individually by providing the profile of directors whom proposed to be directors together with mentioned position in other companies as clearly stated if a company engaged in business which has the same condition, competition with company business and number of participating in Board of Directors meeting by passing the consideration from Board of Directors (due to company has not been appointed Nominating Committee)
- (2) **Remuneration:** The details of remuneration for Directors are given to be proposed which accordance to policies and conditions of remuneration for Directors. By this, the company proposed amount of compensation offered to get the approval from Annual General Meeting of Shareholders and this also disclosed in Annual Report and Form 56-1.
- (3) **Appointment of Auditors and Audits Fee:** The details of name of auditors, accounting office, independence, relationship with the company, number of years served, reason for changing auditors (if any) and comparative information

between current and passed audits fee. In addition, mentioned has passed the resolution from Audit Committee which includes other services from accounting office (auditor under)

- (4) **Dividend Payment:** The details of allocation of profit , Dividend Payment, policies of company Dividend Payment and comparative information between current and passed Dividend Payment are given together with specify the date of closing registration book in order for right to receive Dividend Payment.

Practice 2. Equitable Treatment of Shareholders

The Board of Directors performs duty in the best interest of all shareholders equally. Hence, shareholders can be certain that their rights are protected and well treated with the following policies:

2.1 The Annual General Meeting of Shareholders

- (1) For all shareholders to participate in consideration and voting in each agenda if a shareholder is unable to attend a meeting, the Company provides proxy forms. As a result, the shareholder is able to give proxy to an individual or the Chairman of Audit Committee or an independent director in order to exercise his/her rights.
- (2) Voting Right in the meeting in accordance with total amount of shares hold as one share equal to one vote.
- (3) The Company has preceded agendas respectively and no addition agenda in the meeting or changes importance information without notice to shareholders.
- (4) Voting is done openly; ballots for voting of each agenda are distributed to shareholders in order for effective and fast voting method. The company is only count disagreed and/or sustained and deducted with total votes attended meeting, the remaining vote seems as agreed. Therefore, if any agenda there are some shareholders vote as disagreed or sustained then this shareholder will use ballot for voting and lift up the ballot in order for staffs to collect it together with keeping ballot for voting for evidence.
- (5) Duty Stamps are available for any shareholders who donated / granted.

2.2 Maintenances of internal information

The company has measurement method of using inside information for prevent misuse for Directors, Executives and employee perform their duties with integrity, responsibility, discipline and good attitude toward themselves and public nor their position to seek benefit for themselves and/or other, keep company benefits and property by nor bring inside information or property to use for their own benefits and/or any other which may support other business competition of company. By this, the company has penalty for case of breach on inside information ranging from verbal warnings to termination of employment process.

In the past year Directors, Executives and employees are strictly follows the rules and seems that there are not misuses of inside information.

2.3 Determination on company stock

Directors, Executives and employees in acknowledged department are prohibited from buying and selling the Company's common shares for 1 month before disclosing financial statements publicly. In case that directors or management make buy, sell or transfer transactions of the Company's common shares, the transactions have to be reported to Securities and Exchange Commission within 3 days from transaction date as well as be copied for the Company's secretary in order to be reported to the Board of Directors.

In the past year Directors, Executives and employees are strictly follows rules and seems that there aren't determinations on company stock.

2.4 Control of related transaction

The company operates with a conflict of interest with reasonable diligence by considering on highest returns on benefits and set price in accordance with fair trade seems as transaction with third parties immaculately and follows rules of The Stock Exchange of Thailand by defines as one of policy on good corporate governance and disclosure to ensure equality in the information.

Any transaction may cause conflict of interest; the company wills follows the steps of related transaction as announce from The Stock Exchange of Thailand as title of Disclosure of information and other acts of listed companies concerning the connected transaction and set directors who are connected person will not attend the meeting and have no right to vote in the

meeting to Board of Directors whom are not entering connected transaction may have fully comments and vote independently. The company secretary will announce the person who entering connected transaction need to leave the room. After the meeting adjourned disclose name, relationship of who entering connected transaction, price set, transaction value and any opinion differ (if any) to The Stock Exchange of Thailand by schedule of time and disclose in company website which can be check.

The Company has standard control on related transaction and disclosed in 2013 Related Transaction in annual report and Form 56-1.

Practice 3. Role of Stakeholders

The company has pay attention to all stakeholders by operation the business with responsibility and fairness to all parties, develop the business to growth and make reasonable returns to shareholders, protect the interest and take care of properties as like their own properties.

Shareholder: The Company has pay respect to major and minor shareholders equally and acts as good representative of shareholders to develop the business including returns of dividend payment fairly. Apart from this, company provides confidential to shareholders will receive collect information, control on transaction , conflict of interest and protect inside information usage including trading especially 1 month before financial statement publicly.

Employees: The Company is focusing on human resource development and recognized that employees are valuable resources and is essential to bring the organization's success therefore the company will support, promote training course and developing knowledge of employees in order for foundation to support critical business strategy continually together with build stable career and provide opportunities for growth potential of each person as well as employees are involved in setting strategic direction and development company. Paying respect to employees and basic human rights by returns with fairness, appropriate knowledge and each employee performance in accordance with providing welfare in order to encourage employees' quality of life and well-being as follows:

- Provident Fund for saving which member need to send money at the rate of 3 percent of salary and received contribution from the company as the same rate every month.
- Annual Health Check
- Uniform

- Send staff to training course, seminar
- Subsidy if their parents died
- In case of fire grants experience and other natural disasters.

Customer: The operation of company is based on honesty, justice on giving correct information any complaints from customers will be recognized in order to satisfy and respond customers' need and developing products and services to satisfy customer needs and creating value-added for products and services includes commercial confidentiality of clients.

Partners: The Company operates in accordance with agreement and term of trade within rules. Partner will receive payment/products as agreed and treated equally by developing relationships, understanding includes exchange some knowledge to develop products and services. Moreover, other benefits which are not specified in trading agreements will not be requested or accepted.

Creditors: Treat on creditors equally, responsible and transparent by follows Terms of contract. In the passed, company has paid to creditors follows to credit term as agreed. The company has operated the business by follows through rules of competitions and under lawsuits strictly.

Competitors: The Company operates in accordance with agreement and conditions under trustworthy competition and law frameworks and does not infringe competitors' secrets fraudulently. Lawsuits have not been filed against the Company by competitors.

Social and Environment: The company operates by focusing on natural resources and environment which pay attention to energy conservation activities which support better quality of life includes awareness of preservation and conservation of the environment to remain sustainable beneficial to the community.

Channel of Stakeholder: In case shareholders and stakeholders has issues on accuracy of financial report, accuracy of internal control system or offend and unethical then shareholders and stakeholders could contact through company secretary TEL: (02) 543-9020-8 Ext. 166 FAX: (02) 543-9029 E-mail: monthon@uwc.co.th and report of investigation will keep its confidentiality. In 2013, The Company does not receive any complaints from shareholders and stakeholders.

Practice 4. Disclosure and Transparency

Board of Directors has realized on quality and disclosing information equitably, transparency and fairness through easily by regulating disclosure of information to stakeholders to ensure all parties are as follows:

- **Corporate Governance:** The Company has corporate governance in accordance with good corporate governance for listed companies of The Stock Exchange of Thailand in 5 conditions are Equitable Treatment of Shareholders, Role of stakeholders, Disclosure and Transparency and Responsibilities of the Board.
- **Importance information as for financial and non financial:** The company has disclose importance information including financial and non financial information under the condition of The Stock Exchange of Thailand and The Securities and Exchange Commission correctly, completely transparency and on time which passed through examination procedure in both Thai and English to The Stock Exchange of Thailand and company website (www.uwc.co.th). By this, Financial Statement (Annually and Quarterly) has passed examination procedure and informed to The Stock Exchange of Thailand and The Securities and Exchange Commission. In addition, disclose information to shareholders and investors before hand. As other importance information on principles of good governance has been set in Annual Report, Form 56-1, company website by updating information including all documents can be downloaded.
- **Shareholding Structure :** The company has disclose top ten major shareholders as at date of closing registration book to held Annual General Meeting of Shareholders.
- **Internal Control and Internal Audit :** The company has disclose report from Audit Committee and evaluation of Board of Directors related to internal control in 5 parts which as follows:
 - (1) Good control on environmental
 - (2) Proper risk estimation
 - (3) Activities on good internal control
 - (4) Good Information and communication system
 - (5) Good monitoring and evaluation system

- **Report on responsibilities of Board of Directors on Financial Report** Board of Directors has realized on importance of financial report preparation correctly, in accordance with accounting standard which disclose such information that has been audited by independent auditors and approved by Audit Committees and Board of Directors prior to dissemination to shareholder. In order to ensure, Board has prepared a report of Board of Directors for financial report was signed by Chairman and Executive Chairman which disclosed in Annual Report and Form 56-1 together with report from Independent Certified Public Accountants. By this, such report is meet accounting standard report and investors could find this information for their decision.
- **Management Structure:** The Company has disclosed Board of Directors and sub committees' roles on the number of meetings, the number of each Director attended meeting, shares holding including details on training.
- **Board of Directors and Executives remuneration:** The Directors' remuneration approval from the Shareholders' Meeting. By this, the company has disclosed policy of paying remuneration to Directors and Executives of company and including format in Annual Report and Form 56-1
- **Related Transaction and/or Asset Acquisition:** Board of Directors has clear practice guidelines in order to discarded on beneficial and for highest returns to company and shareholders. Transactions which conflicts of interest then company will clarify and disclosed in meeting resolution in accordance with rules from Capital Market by stakeholders may leave the room and no right to vote in that agenda for independently in consideration.
- **Meeting and Communicate between Executives and Chief Executives, highest commanders of every department of company and subsidiaries:** Company has held the meeting between Executives Board and Chief Executives and highest commanders of every department of company and subsidiaries every month in accordance of the target of business operation and business strategy. By this, communication is a way to cooperate with every employee for understanding and act in the same direction together with responsible for their duties in order to achieve their goals.

- **Investor Relation:** The company has set the center for disclosure importance information and news to investors and related person as following person:

Mr. Monthon Chatuwatlopkul Corporate Secretary

Phone: (02) 543-9020-8 ext. 166

Fax: (02) 543-9029

Email : monthon@uwc.co.th

Miss Thanyaporn Jatejamlong Investor Relation

Phone: (02) 543-9020-8 ext. 137

Fax: (02) 543-9029

Email : thanyaporn@uwc.co.th

Practice 5 Responsibilities of The Board

The Board of Directors governs and monitors the Company's business to ensure of setting objectives and goals direction for best interest of the Company based on good corporate governance principles. The Board of Directors is responsible for setting policies, operating goals, budget and business strategy as well as monitoring business operations to ensure the compliance with the business plan and budget and determining authority and responsibilities of each committee therefore roles and responsibilities of The Board are as follows:

1. Leadership and Vision

Board of Directors consists of person who posses the knowledge, ability, several experiences and understanding on roles, responsibilities which make practical tasks more efficiently. Moreover, schedule roles, target and business strategy as well as follows and corporate performance of management by used corporate governance as a tool for value added and reach company objective for highest returns to company and shareholders. In addition, roles and responsibilities of Board of Directors, Executives and Employees are set separately.

Moreover, Internal Audit Committees are responsible for Internal Audit directly which includes make sure that internal control system are enough and appropriate risk management to

keep company beneficial by used corporate governance as a tool for value added and reach company objective for highest returns to company and shareholders.

2. Good Corporate Governance

The Board of Directors realizes the importance of good corporate governance to build and organization with an effective system, transparency in business operation cause reliability, acceptance by shareholders, investors and public which brings prosperity, beneficial to shareholders, stakeholders, society as a whole as well as enhance employee progress.

3. Eliminating conflicts of interest

Board of Directors has clearly practice guidelines to eliminating conflicts of Interest to build beneficial to company and shareholders, any transaction cause conflict of interest the company will clarify and disclosed in the resolution of the meeting as in accordance with regulations from Capital Market by stakeholders (Directors) will leave the room and no vote for that agenda for independently decision. The company does not provide financial assistance nor subsidiaries and prepared summary in Annual Report and Form 56-1.

In addition, Company has determined to Directors and Executives to report on conflict of interest of themselves or related person which concerned to management of company. By this, report on conflict of interest may not need to disclosed.

4. Internal Control System and Internal Audit

The Board of Directors realizes the importance and provides internal control System for operation in term of Financial follows the policies and rules by appointed Internal Audit to be responsible for checking the operation system of internal control as planned to report Audit Committee and Board of Directors. Moreover, they are independently to perform their duties. There are 5 sections of Internal Control System Organization and Environmental, Risk Management, control practice of management, Information and Communication and monitoring system every year at least 1.

The Board of Directors and Audit Committee comments there are appropriate and enough internal control in accordance with Report from Audit Committee within annual report and Form 56-1.

5. Boards Meeting

The Board of Directors schedules date and time of each committee meeting during the year in advance with specific agenda. The meeting document is delivered at least 7 days in advance in order to provide the board members adequate time to study the document before the meeting. Except in case of emergency for protecting the Company's benefits, the notice can be less than 7 days. In every meeting for accuracy, transparency and auditable, all board members independently express their opinions on the Company's operating results in various aspects including cautiously consider conflicts of interest issues and are able to request for additional information for consideration.

INTERNAL CONTROL

The Company's committees have always reviewed and verified the Company's internal control in several ways for instance organization and environment internal control, risk management, management performance control, information technology system, and monitoring system. We found that we had systematic administration with target to identify operating direction for work efficiency. The Company has monitored internal and external events which may continuous affect to the Company. As a result, we found that our internal control system was appropriately sufficient and had improvement and modification according to auditor's comments, including good coordination internally. The internal control system can be categorized as follows.

- Organization and Environment The company has organization chart and environmental which will support business operation effectively and enough internal control system, the responsibilities of each field is separated for beneficial to examine of operation , updating sub-system and reduce duplication in order to be under the same standards. Apart from this, cleary targeted business every year by regard on Economic, Market Situation and Competition.

- Risk Management Risk management is conducted based on the company's business , suitability and type of risks which have been evaluated from internal and external factors. Consequently, preventive measures will be identified to manage risk to be at acceptable for the organization and does not affect the Company's operations.

- Governing Executives' Implementation The line of authorities and responsibilities of The Board of Directors and executives have been clearly set together with specific power on approval on each level for transparency and benefit of all shareholders as well as eliminate any conflict of interest.

- Information and Technology The company has employed state of the art technology and continuously improve information system to enhance the efficiency and to support the potential growth.

- Following up system The company has evaluation system and performance tracking in order to assure on measure and internal control system is effective all the time, response to any changes appropriately and timely. The company has organized head of employees to follows work

of subordinate and evaluated. By this, Executives pay attention to speed and effectiveness management on target and report to Board of Directors clearly and consistently.

The Company's committees has considered that the Company has sufficient and reliable internal control system, good arrangement of internal control by identify clear management principal, consistent operation reporting, continuous monitoring, sufficient risk assessment, could control and manage risk in acceptable level. In addition, the Company has competent internal audit and auditor who can verify work system efficiency. The Company's committees realized that the Company will be able to relieve and solve the mistaken suddenly because of good internal control and internal audit system.

Shareholding and Management Structure

1. SHAREHOLDERS

The following is the top ten major shareholders of the Company as of December 27, 2013 as follows:

Name of Major Shareholders	Proportion of Share Holding	
	No. of shares	%
1.Capital Engineering Network Public Company Limited	221,697,130	57.783
2.Mr. Suwan Lertpanyaroj	23,995,700	6.254
3.Mr. Danuwat Praritsantik	12,085,283	3.150
4.Mr. Wasan Lalitnorasate	9,325,100	2.430
5.Nippon Pack (Thailand) Public Company Limited	8,778,500	2.288
6.Mr. Tatch Tuptaweepon	8,314,100	2.167
7.Mr. Witchathap Surbtaweepon	7,246,500	1.889
8.Mr. Vichai Phisitwitthayanon	6,690,700	1.744
9.Mr. Adisorn Harnwong	5,384,400	1.403
10.Miss Naruemon Sitburana	4,173,100	1.088
Total	307,690,513	80.196

DIVIDEND PAYMENT POLICY

Ua Withya PCL: the company has plans to have dividend payments not less than 40 percents of net profit of financial statement (after income tax) unless dividend payments not effect company business operation. Anyhow, the company may set the dividend payment less than mentioned amount if it necessary for the company to used those amounts of net profit to expand the company business.

2. MANAGEMENT

As of December 31, 2013 the Board of Directors consists of 10 members who are formed into 3 groups including The Board of Directors, Executive Committee and Audit Committee.

The roles and responsibilities of Board of Directors

1. Perform duty in accordance with law, Company's objective and regulations, including resolutions of the Ordinary General Meeting of Shareholders, with honesty and reserve the Company's benefits.
2. Corporate Governance: revises and approves the policies, important strategies and annual budget.
3. To consider, define, and resolve the Board of Director's regulations.
4. To consider appointing, dismiss, authorize and assign Executive Committee, Chief Executive Officer, Remuneration Committee, Audit Committee and sub Board of Directors committee duties.
5. To consider appointing and replacing of chairman, Vice chairman Executive Committee, Chairman of Executive Committee, Managing Director, Remuneration Committee, Audit Committee, Independent Committee and sub Board of directors committee.
6. To regulate and resolve the conflict of interests including illegal used of company's assets of the Board of Directors and Executives.
7. To acknowledge the report of business management from Executive Committees.
8. To re-examine the compliances with the regulations and adequate information disclosure to public.
9. Create the Company's internal control and efficiency internal audit
10. To re-examine and approve of the audited financial statements from the auditor and/or Audit Committee.
11. Do the annual report of the committees and responsible for issuing and revealing financial statement showing financial standing and operating result during the previous year to present in the Shareholders' meeting.
12. Arrange the Ordinary General Meeting of Shareholders within 4 months after ending the Company's fiscal year.
13. To determine the scope of Executive Committee and Managing Director's purchasing, hire purchasing on property and payment authorization.

14. To consider and allocate the Directors' remuneration according to the approval from the Shareholders' Meeting.
15. To consider and approve of the adjustment of Chairman of Executive Committee and Managing Director 's salary.
16. To consider and approve of the financing activities, financial administrating and managing such as obtaining long term loans and/or short term loans with the amount beyond the authority of Executive Committees.
17. To consider and approve of purchasing assets with the amount beyond the authority of Executive Committees and Managing Director.
18. Consider and approve raw material purchasing for manufacturing in the part over Board of director's and Managing Director's authorization.
19. To consider and approve of hiring for producing when it is beyond the Executive Committee and Managing Director.
20. Consider and approve adjustment, selling, destroy, write off of the seedy fixed assets which are unusable in the part over Board of director's and Managing Director's authorization.
21. Consider and approve adjustment of price and/or quantity and/or destroy goods inventory, raw materials inventory which are seedy and/or out of date, in the part over Board of director's and Managing Director's authorization.
22. To consider and approve of establishing new subsidiaries or investing in subsidiaries.
23. To consider and approve of establishing new affiliate companies or investing in affiliate companies.
24. To set the date, time and place of the Ordinary Shareholders' Meeting and to determine the agenda, closing date for shares transfer, profit allocation, legal reserve, general reserve and/or dividend payment as well as to propose the recommendations to the shareholders.
25. To consider appointing of consultants to the Board of Directors and/or sub committee in order to provide opinions on a specific subject.
26. To consider other subjects those are beyond the authorities of the Executive Committee, Managing Director or as seen appropriate by Board of Director.

However, any issue which directors and/or any persons related to directors have benefits or conflict of interests with the Parent Company, and/or the Company, and/or subsidiaries, and/or joint venture. The director who has benefits or conflict of interests will not have right to vote in such issue.

Moreover, the committees have scope of duty to supervise the Company to follow the regulations of The Securities Exchange of Thailand or announcement of The Securities and Exchange Commission, Capital Market Supervisory Board, any law related to the Company's business for instance related transaction, receipt and sales of properties.

Roles and responsibilities of Executive Boards

1. Call for Board of Directors' meeting for the Executive Chairman and issue proxy of Board of Directors' meeting. In the urgent case that the Executive Chairman cannot issue the proxy, then allow deputy of Executive Chairman issuing the proxy of Board of Directors' meeting for the Executive Chairman.
2. To operate and manage the business in line with the company's objectives, articles of Association, policies, regulations, rules, directives and resolutions of the Board of Directors and/or resolutions of shareholders' meetings in all respects.
3. To consider and determine policy, direction and strategy for the Company's business Operations, financial plans, budget, manpower resources management, investment in information technology, expansion of business operations, public relations, control and supervision for all appointed working committees to achieve the targets.
4. Identify organization structure, organization management authorization; including appointment, hiring, restructure, dismissal; set up wages and compensation; consider the performance, bonus, allowance; and dismiss the employees in management level of the Company.
5. To consider annual budgetary appropriations as proposed by the management before presenting them for consideration and approval by the Board of Directors. This also includes consideration and approval for changes and additional annual budgetary appropriations at the time when there is no Board of Directors' meeting, and thereafter presentation to the next meeting of the Board.

6. To approve major investment transactions as defined in the annual expenditure budget as assigned by the Board of Directors, or as earlier approved in principle by the Board.
7. To have authority in approving capital expenditure although buying the fixed assets, office stationery, renovation and maintenance, dispense/ to sell fixed assets, to rent/hire purchase of assets which exceed budget estimation within the limit of each transaction not exceeds the budget which has been approved by Board of Directors.
8. Present business expansion plan and join with other party to the Committees.
9. Has an authorization to approve for loan borrowing, any financing, related to normal operation of Company's business within the limit of each item not over than authorized by the Company's committees.
10. To have authority to consider and approve borrowing of funds and/or to guarantee the Credit of subsidiaries and/or affiliated company and/or other companies which not exceed the budget which has been approved by Board of Directors.
11. Consider and approve for purchasing of raw materials for manufacturing within the limit not over than authorized by the Company's committees.
12. Consider and approve adjustment, selling, destroy, write off of the seedy fixed assets which are unusable, within the limit not over than authorized by the Company's committees.
13. Consider and approve adjustment of price and/or quantity and/or destroy goods inventory, raw materials inventory which are seedy and/or out of date, within the limit not over than authorized by the Company's committees.
14. To serve as advisers to the management relating to financial policy, marketing, personnel management, and other operational aspects.
15. To consider the profit and loss of the company, proposal for interim or annual dividend payment for approval by the Board of Directors.
16. To have authority in delegating any several directors or any individuals to carry out any particular assignment under the control and supervision of the Executive Committee, or delegate the authority to such individuals to have authority as deemed appropriate by the Executive Committee and within a period deemed appropriate. The Executive

Committee may rescind, revoke, amend or rectify the individuals or delegation of power as and when deemed appropriate.

17. To have power on any finance transaction of company as for example opening and/or closing an account/ Financial Institution by specified the authorization signature for bank accounts including specified the conditions authorization for other bank accounts as well.
18. To consider opportunities or new company in order to increase the value on investment.
19. To consider of increase or decrease on proportion of investment in affiliated company and subsidiaries in order to purpose to Board of Directors to be approved.
20. To engage in any other activities as assigned from time to time by the Board of Directors.

By this, the authority of the Executive Committee will not cover approvals of any transactions, which may have conflict of interests. These includes any transactions which the Executive Committee or any parties who may have conflict of interest with the Executive Committee, has vested interests or any other benefits, which may also be considered as conflict of interests with the Company or the subsidiaries. This has to be in line with the regulations of the Stock Exchange of Thailand and/or The Securities and Exchange Act B.E.2535 and/or the announcements of the Securities and Exchange Commission. Approvals of such transactions must be proposed for prior approval by the Board of Directors or the shareholders' meeting.

Roles and responsibilities of Audit committee

1. To ensure that the company's financial statement is accurate, adequate and dependable.
2. To review that the company's internal control systems is appropriate and efficient in order to consider the audit committee independently throughout appointment, move, layoff Head of Internal controller or any institute which responsible form internal control division.
3. To review the Company's compliance with the law on securities and exchange the Exchange's regulations and the laws relating to the Company's business.
4. To consider, select and nominate an independent person to be the Company's auditor,

and to propose such person's remuneration, as well as to attend a non-management meeting with an auditor at least once year.

5. To review the connected Transactions, or the transactions that may lead to conflicts of interests, to ensure that they are in compliance with the laws and the Exchange's regulations, and are reasonable and for highest benefit of Company.
6. Consider revealing the Company's information if significant, to be correct and complete, In the case that related to benefits or has conflict of interests of benefits including receipt and sale of properties.
7. Verify the Company's risk management system to be appropriate and effective.
8. Determine the role about Code of Ethical conduct by causing administrative to construct complaint receiving procedure and supervise complaint receiving process, covered to receipt of information about inappropriate items in financial statement or other issues from employees.
9. Verify correctness and effectiveness of information technology related to financial report and internal control.
10. Promote financial reporting system to be in the same level as international accounting standard.
11. Verify and comment to internal audit plan, internal audit team performance, or any organization who is responsible for internal audit.
- 12 To prepare, and to disclose in the Company's annual report, Audit Committee's reports which must be signed by the Audit Committee's chairman and consist of at least the following information:
 - a. an opinion on the accuracy, completeness and creditability of the Company's financial report,
 - b. an opinion on the adequacy of the Company's internal control system,
 - c. an opinion on the compliance with the law on securities and exchange, the Exchange's regulations, or the laws relating to the Company's business,
 - d. an opinion on the suitability of an auditor,
 - e. an opinion on the transactions that may lead to conflicts of interests,
 - f. the number of the Audit Committee meetings, and the attendance of

such meetings by each committee member,

- g an opinion or overview comment received by the Audit Committee from its performance of duties in accordance with the charter, and
- h other transactions which, according to the Audit Committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Board of Directors;

13. Has an authorization to hire advisor or other third parties according to Company's regulation, to provide counsel or consult if necessary.
- 14 . Review charter of the audit committee at least one a year.
15. To perform any other matters as assigned by the company's Board of Directors with the Audit Committee's agreement.
16. The audit committee has to evaluate its performance by self-auditing and report the evaluation result, including problem and barrier caused incomplete performance and cannot meet objective of auditor committee, to the Company's committees every year.
17. The audit committee should receive training and knowledge reinforcement about work regularly and continuously.

To perform the above duties and assignments, the audit committee has direct responsibility to the Company's committees and the Company's committees remain responsible for the Company's operation to third parties.

The Name of Directors into 3 groups including The Board of Directors,

Executive Committee and Audit Committee

As at 31 December 2013, as follows:

NAME	BOARD OF DIRECTORS	EXECUTIVE BOARD	AUDIT COMMITTEE BOARD
1. Police Colonel Kowit Piromwong	Chairman and Independent Director	-	-
2. Mr. Wutichai Leenabanchong	Vice Chairman and Director	Executive Chairman	-
3. Mr.Sivaraks Phinitcharomna	Independent Director	-	Audit Committee Chairman
4. Mr. Suwit Wannasirisook	Independent Director	-	Director
5. Mrs.Weena Suksawasdi Na Ayutthaya	Independent Director	-	Director
6. Mr. Monthon Chatuwallopkul	Director and Vice Managing Director	Director	-
7. Mr.Teerachai Leenabanchong	Director	-	-
8. Mr. Pipit Jaovisidha	Director	-	-
9. Dr. Chenin Chian	Director	-	-
10. Mr.Taweephan Chongvilaiwan	Director	Director	-

Authorized Directors to bind the company as at December 31, 2013

Authorized Directors to bind the company consists of Mr. Wutichai Leenabanchong signed conjunction with Mr. Monthon Chatuwallopkul and with company's seal.

Meeting of Committees

By 1 year in advance, the Company's committees would set the meeting quarterly and might have extra meeting schedule as necessary. In year 2013, there were the meetings of each committee as follows.

<i>MEETING OF COMMITTEES OF EACH COMMITTEE</i>	<i>YEAR 2013 TOTAL OF MEETING</i>
Shareholder's Meeting	2
Board of Director's Meeting	7
Audit Committee's Meeting	12
Executive Board of Director's Meeting	8

Name	Shares Holder's Meeting	Board Of Director	Audit Committee	Executive Boards
1. M.R. Chirakom Kitiyakara ^{1/}	2/2	4/7	-	-
2. Police Colonel Kowit Piromwong ^{2/}	2/2	7/7	-	-
3. Mr. Wutichai Leenabanchong	2/2	7/7	-	8/8
4. Mr. Sivaraks Phinitcharomna	1/2	7/7	12/12	-
5. Mr. Suwit Wannasirisook	2/2	5/7	8/12	-
6. Mrs. Weena Suksawasdi Na Ayutthaya	2/2	7/7	12/12	-
7. Mr. Monthon Chatuwallopkul	2/2	7/7	-	8/8
8. Mr. Pipit Jaovisidha	1/2	6/7	-	-
9. Mr. Teerachai Leenabanchong ^{3/}	2/2	5/5	-	-
10. Dr. Chennin Chain ^{4/}	1/1	4/5	-	-
11. Mr. Taweephun Chongvilaiwan ^{4/}	1/1	5/5	-	8/8
12. Mr. Somchai Tongsirikool ^{5/}	0/1	2/2	-	-
13. Mr. Ukrit Athirathimai ^{5/}	0/1	2/2	-	-

Remarks

1// Resigned from being Chairman of Board of Director and Director on October 28, 2013

2/ Appointed to be Chairman of Board of Director on November 8, 2013

3/ Appointed to be Director on March 27, 2013

4/ Appointed to be Director on April 30, 2013

5/ Resigned from being Director on April 30, 2013

Illegal Record

During the past 10 years, the Directors and Executives of the Company have never been dismissed, or accused of misbehaviors, or prosecuted for bankruptcy, or committed offence under the law relating to securities and exchange, crime, and dispute or are in the process of prosecution

Selection of Directors and Executives

- **Method of selection of person to be Director**

Since the Company has not established a selection committee, the board of directors shall consider a candidate from his/her knowledge, ability and experience related to the Company's business in accordance with the Public Limited Companies Act B.E. 2535 and related notifications of The Office of the Securities and Exchange Commission. The list of the candidates for director position has to be proposed to a meeting of shareholders for consideration and approval according to the Company's regulations. In case that the retirement is not due to rotation, the board of directors may consider and search for an appropriate person to be appointed as a director in replacement of the vacate position according to the Company's regulations.

Appointment of Committees in Shareholders' meeting and rights of minor investors

- **Right of minor shareholders**

Shareholders can nominate an appropriate candidate to the meeting of shareholders for consideration.

Appointment of Directors

- **Appointment**

As Article of Association The appointment of Board of Directors have approval from Annual General Meeting of Shareholders as following rules and procedures.

- (1) One shareholder has votes in a number equal to number of shares he holds multiplied by number of directors to be elected.
- (2) Each shareholder may use all votes under (1) to elect one or more than one director. In case of voting for more than one director, he may distribute his votes as he pleases.
- (3) Persons who receive highest votes arranged in order from higher to lower in a number equal to that of directors to be appointed are elected

directors of the company. In the event of a tie at a lower place, which would make the number of directors greater than that required, then the

As every meeting of Shareholders given to remove any Directors one in three if the number of Directors to be removed not match to three then removal should be to nearest to one in three.

Retire Directors in the first or second year following the registration of company if committee did not agree any other method then drawing will be issued. The subsequent year, the directors who serve the longest of holding the position will need to retired and may re-elect.

Remuneration of Directors and Executives The Remuneration for Directors

The remuneration of directors consists of monthly compensation and meeting allowance passed on the resolutions from the board of directors No.2/2013 held on March 27, 2013 and approved by 2013 Annual General Meeting of Shareholders held on April 30, 2013 as follows details:

(1) Chairman

- Monthly fee equals to Baht 25,000. By this, will not be paid when attended the meeting.

(2) Board of Directors

- Fee for attended the meeting as Baht 12,500 (every time) By this, as for Directors whom status as company's employee will be paid Baht 5,000 each time attended the meeting.

(3) Audit Committee

- Fee for Chairman of Audit Committee as Baht 20,000 (every time)
- Fee for Audit Committee as Baht 12,500 (every time)

(4) Nomination and Remuneration Committee

- Fee for Chairman of Nomination and Remuneration Committee as Baht 20,000 (every time)
- Fee for Nomination and Remuneration Committee as Baht 12,500 (every time)

By this, in year 2013 the company had paid total of remuneration fees in the totaling amount of Baht 1,487,500.00 as detail follows:

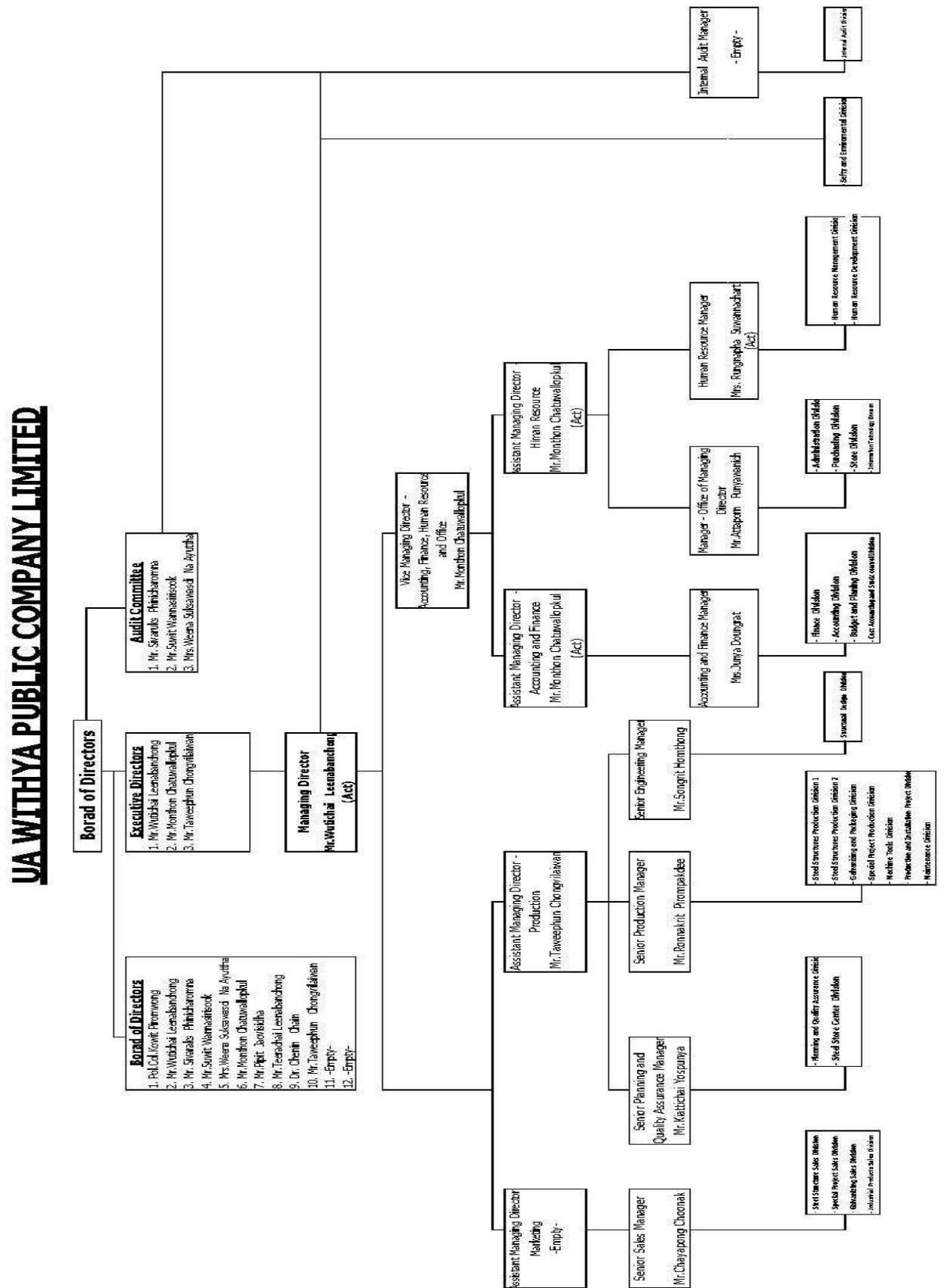
Name	Compensation (Baht)
1. M.R. Chirakom Kitiyakara	250,000.-
2. Police Colonel Kowit Piromwong	150,000.-
3. Mr. Wutichai Leenabanchong	87,500.-
4. Mr. Sivaraks Phinitcharomna	327,500.-
5. Mr. Suwit Wannasirisook	162,500.-
6. Mrs. Weena Suksawasdi Na Ayutthaya	237,500.-
7. Mr. Somchai Tongsirikool	25,000.-
8. Mr. Monthon Chatuwatlopkul	35,000.-
9. Mr. Teerachai Leenabanchong	62,500.-
10. Mr. Pipit Jaovisidha	75,000.-
11. Mr. Ukrit Athirathimai	75,000.-
12. Dr. Chenin Chain	50,000.-
13. Mr. Taweephan Chongvilaiwan	25,000.-
Total	1,487,500.-

Remuneration of Executives

In 2013, amounting of remuneration paid to 6 Executives which includes salary, he profession , Allowance, Social Insurance, Provident Fund and Employee Benefit in totaling amount of Baht 8,554,601.-

ITEM	COMPENSATION (BAHT)
1. Salary , Bonus , Professtional of position	8,153,670.-
2. Other Benifits ext, Provident Fund ,Employee Benifit	400,931.-
Total	8,554,601.-

ORGANIZATION CHART



Board of Directors

1. Pol. Col. Kowit Piromwong

Chairman of the Board &Independent Director & Director



2. Mr. Wutichai Leenabanchong

Vice Chairman & Executive Chairman & Director &
Managing Director (Act)



3. Mr. Sivaraks Phinicharomna

Independent Director & Chairman of Audit Committee & Director



4. Mr. Suwit Wannasirisook Independent Director& Audit Committee & Director



5. Mrs. Weena Suksawasdi Na Ayuthaya Independent Director & Audit Committee & Director



6. Mr. Monthon Chatuwallopkul Deputy Managing Director& Executive Director & Director



7. Mr. Teerachai Leenabanchong

Director



8. Mr. Pipit Jaovisidha

Director



9. Dr. Chenin Chain

Director



10. Mr. Taweephun Chongvilaiwan

Director



Personal Information of the Company's Board of Directors

Ua Withya Public Company Limited

Name - Surname	Position	Started Date
1. Police Colonel Kowit Piromwong	Chairman of the Board of Directors	2013
	Director	
	Independent Director	
2. Mr. Wutichai Leenabanchong	Vice Chairman of the Board of Directors	2013
	Director	
	Managing Director (Act.)	
	Executive Chairman	
3. Mr.Sivaraks Phinitcharomna	Audit Committee Chairman	2009
	Director,	
	Independent Director	
5. Mr. Suwit Wannasirisook	Director	2009
	Independent Director	
	Audit Committee	
6. Mrs.Weena Suksawasdi Na Ayutthaya	Director	2009
	Independent Director	
	,Audit Committee	
7. Mr. Monthon Chatuwallopkul	Director	2013
	Vice Managing Director	
	Executive Director	
	Corporate Secretary	
8. Mr. Teerachai Leenabanchong	Director	2013
9. Dr. Chenin Chain	Director	2013
10. Mr. Taweephun Chongvilaiwan	Director	2013

1. Police Colonel Kowit Piromwong

- Director
- Chairman of board of directors
- Independent Director

Age : 67 Years

Number of shares holds : - shares

Proportion of shareholding : -%

Change of share hold (Decrease) : - shares

Relationship among the executive : None

Highest Education

- Master of Social Science Administration – Thammasat University
- Bachelor of Law (Honor) – Thammasat University

Training Program for Director

- Director Accreditation Program (DAP) 79/2009 -Thai Institute of Directors

Experiences

- Superintendent 4th Inquiry Division – Narcotics Suppression Bureau
- Division Director, Anti-Money Laundering Office
- Deputy Secretary General, Anti-Money Laundering Office

2. Mr. Wutichai Leenabanchong

- Director
- Vice Chairman
- Executive Chairman
- Managing Director (Act)

Age : 49 Years

Number of shares holds : - shares

Proportion of shareholding : -%

Change of share hold (Decrease) : - shares

Relationship among the executive : None

Highest Education

- Master of Business Law (Faculty of Law) -Chulalongkorn University
- Master of Business (Faculty of Commerce and Accountancy) -Chulalongkorn University
- Bachelor of Engineering Program in Mechanical Engineering -Chiangmai University

Training Program for Director

- Director Accreditation Program (DAP) 78/2009 - Thai Institute of Directors
- Financial Statement for Directors (FSD) 4/2009 - Thai Institute of Directors

Importance Positions in the present

- Chairman, Executive Chairman and Chief Executive Officer
Capital Engineering Network Public Company Limited
- Chairman and Managing Director -Rayong Wire Industries Public Company Limited
- Chairman and Managing Director – Enesol Company Limited
- Chairman and General Managing Director – Pipe Line Engineering Company Limited
- Director – HTP & CEN Corporation Company Limited
- Director - Imperial Land Company Limited
- Director - WJC Enterprise Company Limited
- Director - PPS Energy and Marine Company Limited

Experiences

- Project Manager - Diethelm Engineering Company Limited
- Assistant Section Chief Sharp Appliances (THL) Limited

3. Mr.Sivaraks Phinicharomna

- Director
- Independent Director
- Chairman of Audit Committee

Age	: 63 Years
Number of shares holds	: - shares
Proportion of shareholding	: -%
Change of share hold (Decrease)	: - shares
Relationship among the executive	: None

Highest Education

- Master of Arts in Public Administration, Minnesota State University
- Bachelor of Political Science, Chiangmai University
- Certificate (Accountancy) UCLA, California USA
- Certificate (Taxation) H&R BLOCK TAX SCHOOL, California USA
- Certified Public Accountant, California, USA
- Certified Professional Internal Auditor from The Institute of Internal Auditors (The IIA)
- Certified Fraud Auditor from Association of Certified Fraud Examiners (The ACFE)

Training Program for Director

- Director Accreditation Program (DAP) 14/2004 - Thai Institute of Directors
- Director Certification Program (DCP) 44/2004 - Thai Institute of Directors
- Audit Committee Program (ACP) 16/2007 - Thai Institute of Directors
- Role of the Chairman Program (RCP) 24/2009 - Thai Institute of Directors

Importance Positions in the present

- Chairman of Audit Committee -Toyo-Thai Corporation Public Company Limited
- Audit Committee, Ini3 Digital Company Limited
- Assistant Internal Audit Director – Thaikom Public Company Limited
- Honorary Advisor of Energy Committee, Senate
- Special Instructor (Master of Internal Audit) – University of Thai Chamber of Commerce
- Special Instructor (Forensic Accounting) -Thammasart University
- Special Instructor (Master of Internal Audit) – Chulalongkorn University

Experiences

- Director – The Institute of Internal Auditor of Thailand
- Audit committee – Prinsiri Public Company Limited
- Director and Governance Director - The Institute of Certified Accountants and Auditors of Thailand
- Account Executive Committee – Federal of Accounting Professions under The Royal Patronage of His Majesty the King
- Deputy Chief Financial Officer – Digital Phone Company Limited

- President (Internal Audit) - Shin Satellite Public Company Limited
- Manager (Accountancy & Finance) - Shinnawat International Public Company Limited
- President (Internal Audit & Development system) – STA Group Public Company Limited
- Financial Controller (Los Angeles) - Borg-Werner Public Company Limited USA

4. Mr. Suwit Wannasirisook

- Director
- Independent Director
- Audit Committee

Age : 46 Years

Number of shares holds : - shares

Proportion of shareholding : -%

Change of share hold (Decrease) : - shares

Relationship among the executive : None

Highest Education

- Master of Commerce and Accountancy – Thammasat University

Training Program for Director

- Director Accreditation Program (DAP) 61/2007 - Thai Institute of Directors
- Director Certification Program (DCP) 152/2011 – Thai Institute of Directors

Importance Positions in the present

- Certified Public Accountant

Experiences

- Senior Managing Director – AST Master Company Limited
- Vice Chairman – Traffic Corner Holding Public Company Limited
- Assistant of President (Accountancy) Yarnphan Public Company Limited
- Senior Manager – PricewaterhouseCoopers (consultant of Law and Taxation)

5. Mrs. Weena Suksawasdi Na Ayutthaya

- Director
- Independent Director
- Audit Committee

Age : 44 Years

Number of shares holds : - shares

Proportion of shareholding : -%

Change of share hold (Decrease) : - shares

Relationship among the executive : None

Highest Education

- Master of Business Administration (Finance) – University of Missouri – Kansas City (UMKC), MissouriUSA
- Master of Business (Business Administration) Assumption University
- Bachelor of Commerce Financial and Accountancy – Chulalongkorn University

Training Program for Director

- Director Accreditation Program (DAP) 82/2010 - Thai Institute of Director
- Director Certification Program (DCP) 154/2011 – Thai Institute of Director

Importance Positions in the present

- Assistant Director Accounting, finance and administration – CIMB Thai Public Company Limited

Experiences

- First Vice President (Financial and Accounting) – CIMB Thai Public Company Limited
- President (Managerial Accounting and Information Technology) CIMB Thai Public Company Limited
- Analyst in Investment – National Science and Technology development agency
- Vice President – Finance and Investment J F Thanakom Securities Public Company Limited

6. Mr. Monthon Chatuwallopkul

- Director
- Executive Director
- Deputy of Managing Director
- Corporate Secretary

Age : 45 Years

Number of shares holds : - shares

Proportion of shareholding : -%

Change of share hold (Decrease) : - shares

Relationship among the executive : None

Highest Education

- Master Degree (Accounts) Thammasat University
- Bachelor Degree (Accounts) Ramkhamhaeng University

Training Program for Director

- Director Accreditation Program (DAP) 82/2010 - Thai Institute of Directors

Importance Positions in the present

- Director and Executive Director -Capital Engineering Network Public Company Limited
- Director and Executive Director -Rayong Wire Industries Public Company Limited
- Director – Enesol Company Limited
- Director – Pipe Line Engineering Company Limited
- Director – HTP & CEN Corporation Company Limited
- Director - Imperial Land Company Limited
- Director - WJC Enterprise Company Limited
- Director - PPS Energy and Marine Company Limited
- Special Instructor, South-East Asia University

Experiences

- President (Accounting and Finance), Administration -Sri Siam Paper Public Company Limited
- Managing Director (Internal Audit) - Chamrus CPA Company Limited

7. Mr. Theerachai Leenabanchong

- Director

Age : 42 Years

Number of shares holds : - shares

Proportion of shareholding : -%

Change of share hold (Decrease) : - shares

Relationship among the executive : Relatives to Mr. Wutichai Leenabanchong

Highest Education

- Master of Business Administration – Assumption University
- Bachelor Degree of Business Administration (Marketing) – Assumption University

Training Program for Director

- Director Accreditation Program (DAP) 104/2013 - Thai Institute of Directors (IOD)

Importance Positions in the present

- Marketing Director – Worldgas (Thailand) Company Limited
- Director – Capital Engineering Network Public Company Limited

Experiences

- Deputy Managing Director – Thai-German Products Public Company Limited
- Director – Worldgas (Thailand) Company Limited

8. Mr. Pipit Jaovisidha

- Director

Age : 40 Years

Number of shares holds : - shares

Proportion of shareholding : -%

Change of share hold (Decrease) : - shares

Relationship among the executive : None

Highest Education

- Master of Business Administration American Intercontinental University, GeorgiaUSA
- Bachelor of Science David Lipscomb University, TennesseeUSA

Training Program for Director

- Director Accreditation Program (DAP) 79/2009 - Thai Institute of Directors

Importance Positions in the present

- Executive Director and Managing Director (Sale and Marketing Department)
Capital Engineering Network Public Company Limited
- Executive Director - Rayong Wire Industries Public Company Limited
- Senate Consultant
- Editor – AP Research Publishing Company Limited
- Managing Director – Agriculture Prospect Company Limited

Experiences

- Marketing Department – Seamico Securities Public Company Limited

9. Dr. Chenin Chain

- Director

Age : 55 Years

Number of shares holds : - shares

Proportion of shareholding : -%

Change of share hold (Decrease) : - shares

Relationship among the executive : None

Highest Education

- Doctor of Business Administration Program (Finance) - United State International University
- Master of Business Administration (Management) - Georgia State University

Training Program for Director

- Director Accreditation Program (DAP) 29/2004 - Thai Institute of Directors (IOD)
- Director Certification Program (DCP) 58/2005 - Thai Institute of Directors (IOD)

Importance Positions in the present

- Director - Capital Engineering Network Public Company Limited
- Managing Director - Rayong Wire Industries Public Company Limited
- Executive Director - Siam Paper Public Company Limited
- Special Instructor - Chulalongkorn University

Experiences

- Chairman of Audit Committee - Rayong Wire Industries Public Company Limited

10. Mr. Taweephun Chongvilaiwan

- Director

Age : 56 Years

Number of shares holds : - shares

Proportion of shareholding : -%

Change of share hold (Decrease) : - shares

Relationship among the executive : None

Highest Education

- Bachelor Degree of Engineering (Mechanical) Chulalongkorn University

Training Program for Director

- Director Accreditation Program (DAP) 104/2013 - Thai Institute of Directors (IOD)

Importance Positions in the present

- Assistant Managing Director (Production) - Ua Withya Public Company Limited

Experiences

- Advanced Info Service (Billing Department, International Roaming Department) Bangkok
- Administration Senior Manager - AGC Electronics (Thailand) Co.,Ltd.
- Deputy managing Director (Admin.) - Siam Asahi Technoglass Co.,Ltd.

Personal Information of the Company Subsidiary's Board of Directors

Subsidiaries Company Name : IMPERIAL LAND CO.,LTD.

Propotion of shares hold : 99.99% of total share capital - Issued and paid up

NAME	POSITION IN HEAD COMPANY	POSITION IN SUBSIDIARY COMPANY	Propotion of shares holding in subsidairy
1 .Mr. Wuthichai Leenabanchong	<ul style="list-style-type: none"> - Dirrector - Vice Chairman - Executive Chairman - Managing Director (Act) 	- Authorized Director	1 Share
2. Mr. Monthon Chatuwallopkul	<ul style="list-style-type: none"> - Director - Executive Director - Vice Managing Director - Croporate Secretary 	- Authorized Director	1 Share

Nature of Business

The company manufactures galvanized steel structures for high voltage electrical towers, telecommunication towers and steel structures for electrical substation as well as providing galvanizing services. The products of the Company are as follows:

1. Transmission Line Tower -TLis galvanized steel structures which meet customer needs as used for high voltage transmission line project of Electrical Generation Authority of Thailand for 115 Kv to 500 Kv electrical powers from main power station to electrical substation prior to transmit to end users using concrete poles.
2. Telecommunication Tower –TC is steel poles which equipped with communication equipment in telecommunication system as height from 20 Meters to more than 100 Meterswhich manufactured to satisfy customer needs, often requires details in design and experiment before production.
3. Substation Steel -STis steel for substation and electrical equipment for exampleStructurer, Disconnecting Switches, Lighting Arrestors, Capacitors and others.
4. Building and Frame – BF, General Fabrication – GF is steel structures which used in various businesses including galvanizing and non-galvanized such as steel roof, structural steel frame for building and factory, steel fences, billboards and scaffolding.
5. Galvanizing Services this service provides customers with the products of the metalitself. The products are resistantto corrosion. These include the production of steelwire rack. The company can offer galvanizing services under several standards e.g. American standard including ISO 1461, ASTM A123, ASTM A 152, British Standard BS 729, Japanese Standard JIS H 8641 and JIS H 9124, Australian Standard AS 1214: AS/NZS 4680 and German Standard DIN 50976.

6. Industrial products__The company has been in business of buying and selling industrial products as its initial business for over 40 years by importing and selling industrial motors, gears, sprockets and chain from many manufacturers from abroad. However, the Company has mostly import from manufacturer named “Renold” from England. This manufacturer is the leading manufacturer over the world and under the brand-named of Arnold from Germany (Subsidiary of Renold) is among the highest quality standard. Currently, the company has focusing on not to stock many inventories especially for those of high value but less turnover ratio.

Competitive Strategies

The company has formed competitive strategies based on our above 40 years’ experience to maintain our competitiveness and secure leadership in the industry. The key factors of the Company’s achievement are as follows.

1) Products and Services Strategy

1.1 Producing Quality and Standard Products

The Company, for over 40 years of our operation, always intends to be the leader in products’ quality and maintain both before and after sales service. We always provide training and development to our employees and emphasize on customer satisfactions. As a result, we have skilled and competent team for running our business. Moreover, the Company has nice and closed relationship with our customers, then continuously hired. Thus, the Company focuses on producing the quality products to be in lined with the acceptable standard. We design products by using up-to-date computer program. The quality raw materials are selected from acceptable source of supply and produced by modern machine and controlled process to be in accordance with Industrial

Standard and ISO9001:2008. So we can get customers' confidence in purchasing the Company's products.

1.2 Reliable and On time delivery

The Company is a manufacturer and seller of zinc-galvanized steel frame. Our engineering team will study and offer the suitable steel frame to satisfy each customer's requirement, including services in consulting, designing, selecting, procurement, and testing for both government and private sector. Most of our works are in term of projects with supply agreement, sizing around Baht 10 million for small projects until Baht 100 million onward for large projects, with project operating term from 6 months to 2 years. According to specific delivery schedule of customer, on-time delivery is very important in our operation. In the past, the Company has always delivered products according to the schedule, resulted from safety stock policy and rapid production process of the Company.

2) Pricing strategy

The Company has price setting policy for our competitiveness, focus on efficient cost management to minimize production loss, then the Company can set competitive selling price. Now the Company has the policy to set products' price by adding contribution margin to cost based on raw materials and equipment price, other compositions price, production difficulty, pricing period, scale of work, plant capacity, including the profile of each customer who has been coordinated.

3) Sales and Distribution Strategy

The Company can divide the distribution channels into 2 channels for each work group and type for efficiency in customer approach.

1) Being a sub-contractor of the contractors who won the job bidding, the most works were steel structure of high-voltage power transmission system and communication tower steel structure. Previously, the Company got the job of steel structure of high-voltage power transmission system from J-POWER SYSTEMS CORPORATION, THAI SUMIDEN ENGINEERING AND CONSTRUCTION COMPANY LIMITED, and LOXLEY PUBLIC COMPANY LIMITED; job of communication tower steel structure from BB TECHNOLOGY LIMITED (work for TOTAL ACCESS COMMUNICATION COMPANY LIMITED and ITALIAN THAI DEVELOPMENT PUBLIC COMPANY LIMITED (work for TOT COMPANY LIMITED)).

2) Participating project bidding directly to be a main contractor of the projects, mostly were substation steel structure, which sometimes EGAT, PEA, and MEA provided chance of direct bidding to manufacturer. However, the Company now has the policy to focus on direct bidding to be convenience for operation and coordination and also expand the Company's bidding profile.

4) Promotion Strategy

The Company focuses on the promotion strategy to approach new customer or launch new products by providing consulting service, knowledge, and understanding in products for suitable application. We have experienced sales persons and engineers to provide technical guidelines to meet customer's purpose. After delivery, we also have the strategy to follow up customers' satisfaction about the completed works and ask about their future plans.

Customer Characteristics

The Company produces and sells the steel structure of high-voltage power transmission system using in businesses of EGAT, PEA, and MEA. Mostly, we were subcontractor, worked for main

contractors who entered the contract with government sector directly because the construction projects of large and entire power transmission systems (Turnkey Project) already have their own contractors who got the work from owner. As a result, the project of steel structure of high-voltage power transmission system is only a part of such construction projects. Therefore, the main contractors would open the bidding or subcontract the work which required specific knowledge and skilled subcontractor. Then it is a chance of the Company to bid the work or be hired from the main contractors who are big companies. However, the Company also sells our products by direct bidding with government sector or State Enterprises for instance EGAT, PEA, and mobile network operators. The products mainly are for communication tower steel structure, substation steel structure, and zinc galvanizing service.

Normally main contractors have to make advance payment for products at about 10 – 15 percent of the project's value as working capital for manufacturing. After delivery, the Company will provide the main contractors Guarantee Letter for Performance to be used with Bank Guarantee, issued by the bank serviced for the Company to provide for customers. In the case that the Company is hired by government sector, we have to submit Bid Bond, value at 5 percent of central price as of bidding date, together with Performance Bond, value at 10 percent of project value at the date of winning bid.

Sales and Distribution Channels

The Company has major distribution channels categorized by products and services characteristics as follows.

1. Zinc-galvanized Steel Structure

The Company produces and sells zinc-galvanized steel structure, mostly sold for steel structure of high-voltage power transmission system. Previously, EGAT, PEA, and MEA opened the bidding and hiring for the projects of large and entire power transmission systems (Turnkey Project), included production of the Company's zinc-galvanized steel structure. Although, such projects required a main contractor taking care of whole project, then the Company has only subcontracted such work from the main contractor. However, now the Company has the policy to focus on selling of general steel structure to diversify the Company's income from various sources.

2. Industrial Products

The Company imports industrial products in the group of transmission parts such as chain, gear wheel, motor, and gear. Most of our imported products are Renold from England, produced by world class manufacturer, and Arnold from Germany (Renold's subsidiary) to sell directly to manufacturing customers. Now we cover sales area mainly in Bangkok and territory.

Industry condition and competition

1. High Voltage Tower Steel Structure Industry

The growth of this industry follows the transmission line expansion projects of electricity authorities such as EGAT and PAE while Thailand's demand of electricity is continuously increasing, there will be growth in the transmission line expansion of large projects. Presently, there are 5 local manufacturers .

Factor impacting the business operation

- Fluctuations on price of raw materials are dramatically increases as the main raw material is steel and zinc due to highly volatile world market condition. Year 2012, price of zinc is not volatility increased which not effect to production cost as bids. The Company must be planned carefully for long term commitment in order to consistent and be able to adjust prices based on higher raw material costs.
- New competitors: Due to high demand of high voltage towers steel structure, new competitors . Are expected to enter in the near future leading to more competition. However, the existing manufacturers are expanding to market abroad which will reduce the level of local market competition.

Demand of high voltage tower steel structure

The domestic demand of high voltage tower steel structure is approximately 30,000 tons per year and will be at this level or slightly reduce for the next 5-10 years.

2 High Voltage Tower Steel Structure Industry

The needs of industry of High voltage Tower Steel Structure are rapidly high even though installation of telecommunication network aims to decrease. Currently, many of them have been installed unless neighboring country has been extended to support development in this field. Expectation of market in term of Telecommunication Tower will increased but in other hand decreased in expansion as in part of our subsidiaries will have product for telecommunication as self support type.

Factor impacting the business operation

Fluctuations on price of raw materials are dramatically increases as the main raw material is steel and zinc due to highly volatile world market condition. Year 2013, price of zinc is not volatility increased which not effect to production cost as bids. The Company must be planned carefully for long term commitment in order to consistent and be able to adjust prices based on higher raw material costs.

Demand of high voltage tower steel structure

It is expected demand in local may decrease than year 2013 in order to serve 3G including other foreign market.

3 Steel structure for electricity substation industry

To build an electricity substation, steel structure has to be designed to support other electrical equipment such as circuit, breakers, disconnecting switches, lighting arresters as necessary for substation industry.

Demand on steel structure for electricity substation

Demand of electricity substation steel structure depends on the expansion of transmission line of EGAT and PAE. In addition, the demand of electricity and substation will increase with the increase in number of big factories. It is expected that the demand will be 3,000 – 5,000 tons per year.

4. General Steel Structure Industry

Business process of general steel structure industry, company is emphasizing on design or project which meet customer need by focusing on qualities, size and right format to be suitable for each place construction.

Demand of General Steel

Demand of general steel will increase continually due to direction of steel industries especially in term of construction which will use concrete supplies instead.

5. Galvanize Coating Services

The demand of galvanize coating for steel products is growing because the galvanize coating will improve durability. The Company provides galvanize coating as an additional service for customers only.

6. Industrial Equipment Products

The subsidiary distributes power transmission equipments such as chain, gear and motors especially RENOLDS and ARNOLDS brand which are premium quality brands. In this market, the

suppliers compete to deliver products in short-time; therefore, raw material availability and production schedule have to be planned in advance.

Sources of Supply

1. Galvanizing Services

Efficient inventory management is a key factor in the manufacture of galvanized steel towers and is a major factor in the race. Which the company can maintain its competitiveness it. The Company has sufficient inventory and market demand. As a result, the company can deliver on time to the customers needs. The company has a policy to control inventory levels to provide appropriate and adequate to meet the needs of customers in a timely manner. The company behind the purchase steel, zinc and other raw materials from suppliers in full.

At the present, The Company has ordered raw material more 5 distributors. however In the past, those distributors can supply steel materials to the need of the company with reasonable price and shipment. Apart from this, each year the Company has ordered whole zinc from Padang Public Company Limited as the only one zinc manufacturer in Thailand. However, in case of locally zinc deficiency in the country, then zinc can be ordered from overseas.

The Company has purchased raw materials from domestic suppliers under the policy to make advance order partially to get enough raw materials based on required quality and application. In addition, the Company has efficiency inventory management system, covering selection of raw materials' suppliers who are reliable on both raw materials' quality and on time delivery, then waive the company from delay delivery problem.

2. Industrial Products

The Company are mostly import industrial goods from England and Germany and control inventory by tracking the past record of selling in order to maintain appropriate inventory level each period.

(1) Quick turning products or often ordered products are the products with high requirement from market and the purchaser requires using the products suddenly after ordering, then the Company must have enough inventory and prompt for delivery, such as chain and chain link.

(2) General products or rarely ordered products are the high valued products and purchaser can wait for them, then the Company will not keep a lot of inventory, such as gear wheel and spider.

Capacity

Factory and Office

At present, the Company has 1 factory, consists of office building, steel structure manufacturing plant, drilling plant, and zinc galvanizing plant, located at 247, RomKlao Road, San Saep sub-district, Minburi district, Bangkok on the area of 28-3-24 Rai.

Capacity

The Company has optimal capacity and actual capacity as follows.

Product	Optimal Capacity	Actual capacity (ton/year)					
		2011		2012		2013	
		ton	%	ton	%	ton	%
Steel structure	24,000	10,982	45.76	13,036	54.32	16,718	69.66
Galvanizing-seel structre	24,000	9,293	38.72	8,152	33.97	13,442	56.01
Galvanizing-customer		2,104	8.77	2,384	9.93	2,035	8.48

Risk Factors

The major risk factors which might affect operating results of the company and its subsidiaries, and risk of prevention guideline can be summarized as follow:

1. Risk from price fluctuation of raw materials

The Company which manufacturer of steel consists as Transmission Line Tower (TL), Telecommunication Steel Towers (TC) and Steel Structure for Electrical Substations (ST) by the raw materials are Steel and galvanized which as price movement of steel and galvanize will changed all the time due to demand and supply from producer and user from all around the world. Therefore, the changing in price of steel and galvanized will affect the company capital as well.

The Company had plans to resolve the risk factor consists as the following:

(1) To settle the selling price and assessment of projects by maintaining the profit in order to complete with other manufacturer.

(2) The Company had planed to follows the change of raw material prices and able to estimate its price for decision making in price settle on hiring services for producing steel towers and plan to order the products to keep its in stock.

(3) The Company had improved on management production continually for the purpose of controlling cost of production.

(4) Keep in touch among customers makes negotiating in price deduction easier in respecting price changes.

(5) The Company have after sales services which led to customers' satisfaction in term of qualities and after sales services. By this, the company could set up the reasonable higher price on our products.

2. Risk from Sources of Raw Material and depend on Distributor of Raw Material

The Company has purchased all raw materials locally therefore led to have risk from lack of material in respecting of late delivers on raw materials for other sources.

However, the company follows the estimation of situation closely by plans to order raw material in advance and never arrears with one's payment results to have good relationship with

distributors. The company has never facing any shortage of raw materials. Apart from this, the company has the choice to buy raw material from other distributors

3. Risk of relying on customer

The Company is a manufacturer of steel consists as Transmission Line Tower (TL), Telecommunication Steel Towers (TC), and Steel Structure for Electrical Substations (ST), General steel structure and industrial products. The main customer of UWC is main contractor or period contractor from Electricity Generating Authority of Thailand (“EGAT”), Provincial Electricity Authority (“PEA”), CAT Telecom Public Company Limited. By this, the Company had the risk from depend on mentioned customers.

Anyhow, the Company had purchasing order of raw material from customers continuously due to the Company has meet the requirements in term of qualities, on time services, reasonable prices and after sales services including occurs problems to improves all the times. By this, its results in customer satisfaction in term of after sales services including build relationship with customers. Apart from this, company’s products require skillful in producing and the Company had personnel experienced.

4) The risk from customer credit

The Company which gives 30-90 days of credit to customer therefore has risk in term of collecting debts if we could not collect the debts or not the whole amount then its effected liquidity and company financial status.

However, the Company has the regulation to set the amount of credit to customer and policy set doubtful debts account from passed experiences and current status of remaining debtor. The doubtful debt accounts will estimated from historical of paying debts and anticipate potential, risk for paying debts in the future. For the debtor be in arrears more than 1 year need to reserve 100 percent and follow up the debtors regularly.

5. Risk from Working Capital

In business operation of the Company their need to reserve raw material in advance for the usages of producing Transmission Line Tower and deliver the product in time therefore if dismiss remaining stock to circulate properly then its will effected lack of money to circulate and declining in liquidity.

However, this company has plans to reserve raw materials and inventories by considering on changes of raw material price and quantities to deliver which in the past the company has no problem on this area.

RELATED TRANSACTION

1. DISCLOSURE OF RELATED TRANSACTIONS AS FOLLOWS:

Related Company	Relationship	Type of Transaction	Value of Transaction (Million Baht)	Necessity and Reasonableness
Imperial Land Co.,Ltd.	Subsidiary Company	Short-term Loans to Subsidiary	40.00	Real Estate Project under development Contact, payment to contractor
Capital Engineering Network Public Company Limited	Parent Company, Some common Director	Short-term Loans from the Parent Company	130.00	Investment in Subsidiary Company and working capital
EMC Public Company Limited	Related Company through same major shareholder	Revenue from Project	14.83	Market Price in Normal Business
WJC Enterprise Company Limited	Related Company through same major shareholder	Revenue from Sale	8.30	Market Price in Normal Business
HTP & Cen Corporation Company Limited	Related Company through same major shareholder	Revenue from Project	1.80	Market Price in Normal Business
PPS Energy and Marine Company Limited	Related Company through same major shareholder	- None -	-	-
Rayong Wire Industries Public Company Limited	Related Company through same major shareholder	- None -	-	-
Enesol Company Limited	Related Company through same major shareholder	- None -	-	-
Pipeline Company Limited	Related Company through same major shareholder	- None -	-	-

Related Company	Relationship	Type of Transaction	Value of Transaction (Million Baht)	Necessity and Reasonableness
Picnic Corporation Public Company Limited	Related Company	- None -	-	-
Key Management Personnel	Executive Persons	- None -	-	-

2. NECESSITY AND REASONABLENESS OF THE RELATED TRANSACTIONS

The Company has Short-term loan agreement to subsidiary company for pay to contractor in project under development. The loan is interest at the rate of 5.35% per annum. The company has short-term loan from the parent company for working capital and investment in subsidiary company. The loan is interest at the rate of 5.25 % per annum. Selling and service to related company in the last year had normal business and market price in trade.

3. POLICY AND TENDENCY TO APPROVED RELATED TRANSACTION IN THE FUTURE

-None-

Report of Responsibilities of the Board of Directors on Financial Reporting

The Consolidated and Company Financial Statements of Ua Withya Public Company Limited and its subsidiary and of Ua Withya Public Company Limited was made under policies of Board of Directors which in accordance with Thai Financial Reporting Standards and recorded adequately together with using judgment for estimating Financial Statements to reflect the reality in company and its subsidiary operation.

The Board of Directors has realized an importance of quality of the Consolidated and Company Financial Statements by reviews on Financial Statement information in Notes To Financial Statement together with explanation and analysis to beneficial of shareholders and investors.

In this regard, the Board of Directors has appointed an independent Audit Committee to oversee and responsible for the quality of Financial Statements. The Audit Committee has examined financial data, internal control and audit systems to ensure suitability and efficiency to ensure recording of accounts to be accurate, complete and adequate includes to prevent corruption or unusual by comments of this investigation appeared in report of Audit Committee which disclosed in this year annual report.

From Management Structure and Internal Control System and reviews from Certified Public Accountant, it is reasonable confident to believe that the Consolidated and Company Financial Statements of Ua Withya Public Company Limited and its subsidiary and of Ua Withya Public Company Limited as at December 31, 2013 shows operating results, cash flow with reasonable accuracy accounting to Thai Financial Reporting Standards.



(Police Colonel Kowit Piromwong)
Chairman of the Board of Directors



(Mr. Wutichai Leenabanchong)
Executive Chairman

REPORT OF INDEPENDENT AUDITOR



AUDITOR'S REPORT

To the Shareholders and the Board of Directors of Ua Withya Public Company Limited

I have audited the accompanying consolidated and company financial statements of Ua Withya Public Company Limited and its subsidiary and of Ua Withya Public Company Limited, which comprise the consolidated and company statements of financial position as at 31 December 2013, 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 Ua Withya Public Company Limited and its subsidiary and of Ua Withya Public Company Limited as at 31 December 2013 and its consolidated and company results of operations and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

A handwritten signature in black ink, appearing to read 'P. Thangtanagul'.

Pisit Thangtanagul
Certified Public Accountant (Thailand) No. 4095
PricewaterhouseCoopers ABAS Ltd.

Bangkok
25 February 2014

FINANCIAL REPORTING

UA WITHYA PUBLIC COMPANY LIMITED

CONSOLIDATED AND
COMPANY FINANCIAL STATEMENTS

31 DECEMBER 2013

Ua Withya Public Company Limited and its subsidiary
Statement of Financial Position
As at 31 December 2013

		Consolidated	Company		
		31 December 2013	31 December 2013	31 December 2012	1 January 2012
				Restated	Restated
	Notes	Baht	Baht	Baht	Baht
Assets					
Current assets					
Cash and cash equivalents	8	59,488,347	56,891,538	57,714,251	2,705,732
Short-term investments	9	100,953,460	100,953,460	792,453	769,535
Trade and other receivables, net	10	99,957,102	99,957,102	242,396,633	254,778,660
Inventories, net	11	357,471,365	357,471,365	389,758,466	267,778,802
Deposit for subsidiary acquisition	12	9,000,000	9,000,000	90,000,000	-
Real estate project under development		167,185,096	-	-	-
Long-term loan to a subsidiary	26	-	40,000,000	-	-
Other current assets		650,704	650,704	10,262,743	2,254,901
Total current assets		794,706,074	664,924,169	790,924,546	528,287,630
Non-current assets					
Restricted cash		-	-	-	3,568,378
Investment in a subsidiary	13	-	138,600,000	-	-
Property, plant and equipment, net	14	266,906,495	266,906,495	246,759,213	190,536,445
Intangible assets, net	15	3,534,062	3,534,062	2,540,640	2,884,762
Other non-current assets		27,771,944	27,771,944	18,643,264	32,116,736
Total non-current assets		298,212,501	436,812,501	267,943,117	229,106,321
Total assets		1,092,918,575	1,101,736,670	1,058,867,663	757,393,951

The note on pages 10 to 39 are an integral part of the financial statements

Ua Withya Public Company Limited and its subsidiary
Statement of financial position (Cont'd)
As at 31 December 2013

	Notes	Consolidated	Company		
		31 December	31 December	31 December	1 January
		2013	2013	2012	2012
		Baht	Baht	Restated Baht	Restated Baht
Liabilities and shareholders' equity					
Current liabilities					
Bank overdrafts and short-term borrowings					
from financial institutions	16	289,925,876	289,925,876	86,072,454	112,854,516
Trade and other payables	17	102,060,575	109,829,561	184,160,165	114,489,442
Short-term loans from the parent	26	-	-	57,500,000	30,000,000
Deposit from exercise of warrants		-	-	154,181	-
Other current liabilities		10,169,240	9,933,398	15,312,048	15,376,911
Total current liabilities		402,155,691	409,688,835	343,198,848	272,720,869
Non-current liabilities					
Employee benefit obligations	18	32,069,585	32,069,585	29,317,172	29,046,108
Deferred tax liabilities	19	30,573,537	30,573,537	31,866,691	23,818,570
Total non-current liabilities		62,643,122	62,643,122	61,183,863	52,864,678
Total liabilities		464,798,813	472,331,957	404,382,711	325,585,547
Shareholders' equity					
Share capital					
Authorised share capital					
Ordinary shares, 560,015,418 shares					
at par value of Baht 1 each					
(2012: ordinary shares, 525,000,000 shares					
at par value of Baht 1 each					
2011: ordinary shares, 350,000,000 shares					
at par value of Baht 1 each)					
	20	560,015,418	560,015,418	525,000,000	350,000,000
Issued and fully paid-up share capital					
Ordinary shares 383,673,599 shares					
fully paid-up of Baht 1 each					
(2012: ordinary shares 350,000,000 shares					
fully paid-up of Baht 1 each					
2011: ordinary shares 250,504,000 shares					
fully paid-up of Baht 1 each)					
	20	383,673,599	383,673,599	350,000,000	250,504,000
Premium on ordinary shares	20	73,918,598	73,918,598	73,918,598	-
Retained earnings					
Appropriated - legal reserve	21	10,648,982	10,648,982	9,657,277	8,557,969
Unappropriated		(2,445,006)	(1,160,055)	58,724,921	42,829,479
Other components of shareholders' equity					
Unrealised gain on revaluation of					
available-for-sale securities					
		139,433	139,433	-	-
Revaluation surplus on land		162,184,156	162,184,156	162,184,156	129,916,956
Total shareholders' equity		628,119,762	629,404,713	654,484,952	431,808,404
Total liabilities and shareholders' equity		1,092,918,575	1,101,736,670	1,058,867,663	757,393,951
The note on pages 10 to 39 are an integral part of the financial statements					

Ua Withya Public Company Limited and its subsidiary
Statement of Comprehensive Income
For the year ended 31 December 2013

		Consolidated	Company	
		2013	2013	2012
				Restated
	Notes	Baht	Baht	Baht
Revenues				
Revenue from steel tower manufacturing		669,177,637	669,177,637	535,446,338
Revenue from sale of industrial equipment		24,338,553	24,338,553	15,008,421
Other income	22	23,310,479	23,686,547	23,614,212
Total revenues		716,826,669	717,202,737	574,068,971
Expenses				
	23			
Cost of steel tower manufacturing		623,871,132	623,871,132	490,766,424
Cost of sale of industrial equipment		18,313,743	18,313,743	9,995,359
Selling expenses		5,682,296	5,682,296	5,468,580
Administrative expenses		111,292,703	110,383,820	30,205,446
Finance cost		15,020,635	15,020,635	9,213,284
Total expenses		774,180,509	773,271,626	545,649,093
(Loss) profit before income tax		(57,353,840)	(56,068,889)	28,419,878
Income tax	19	(2,824,382)	(2,824,382)	(6,415,048)
(Loss) profit for the year		(60,178,222)	(58,893,271)	22,004,830
Other comprehensive income				
Revaluation surplus on land	14	-	-	40,334,000
Unrealised gain on revaluation of available-for-sale securities	9	139,433	139,433	-
Income tax relating to components of other comprehensive income		-	-	(8,066,800)
Other comprehensive income, net of tax		139,433	139,433	32,267,200
Total comprehensive (expense) income for the year		(60,038,789)	(58,753,838)	54,272,030
(Loss) earnings per share				
	24			
Basic (loss) earnings per share		(0.17)	(0.16)	0.08
Diluted (loss) earnings per share		(0.13)	(0.12)	0.07

The note on pages 10 to 39 are an integral part of the financial statements

Ua Withya Public Company Limited and its subsidiary
Statement of Changes in Shareholders' Equity
For the year ended 31 December 2013

	Notes	Consolidated							Total Baht
		Retained earnings			Other component of shareholders' equity				
		Issued and fully paid-up share capital	Premium on ordinary shares	Appropriated - legal reserve	Unappropriated available-for-sale securities	Unrealised gain on revaluation of	Revaluation surplus on land		
		Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht
Opening balance at 1 January 2013		350,000,000	73,918,598	9,657,277	50,045,573	-	202,730,195	686,351,643	
Retrospective adjustment from change in accounting policy	3	-	-	-	8,679,348	-	(40,546,039)	(31,866,691)	
Opening balance after adjustment		350,000,000	73,918,598	9,657,277	58,724,921	-	162,184,156	654,484,952	
Changes in shareholders' equity for the year									
Issuance of ordinary shares	20	33,673,599	-	-	-	-	-	33,673,599	
Appropriation to legal reserve	21	-	-	991,705	(991,705)	-	-	-	
Total comprehensive expense for the year		-	-	-	(60,178,222)	139,433	-	(60,038,789)	
Closing balance at 31 December 2013		383,673,599	73,918,598	10,648,982	(2,445,006)	139,433	162,184,156	628,119,762	

The note on pages 10 to 39 are an integral part of the financial statements

Ua Withya Public Company Limited and its subsidiary
Statement of Changes in Shareholders' Equity (Cont'd)
For the year ended 31 December 2013

	Notes	Company						
		Retained earnings			Other component of shareholders' equity			
		Issued and fully paid-up share capital	Premium on ordinary shares	Appropriated - legal reserve	Unappropriated	Unrealised gain on revaluation of available-for-sale securities	Revaluation surplus on land	Total
		Baht	Baht	Baht	Baht	Baht	Baht	Baht
Opening balance at 1 January 2012		250,504,000	-	8,557,969	34,168,810	-	162,396,195	455,626,974
Retrospective adjustment from change in accounting policy	3	-	-	-	8,660,669	-	(32,479,239)	(23,818,570)
Opening balance after adjustment		250,504,000	-	8,557,969	42,829,479	-	129,916,956	431,808,404
Changes in shareholders' equity for the year								
Issuance of ordinary shares	20	99,496,000	79,596,800	-	-	-	-	179,092,800
Cost of share subscription	20	-	(5,678,202)	-	-	-	-	(5,678,202)
Dividends paid	25	-	-	-	(5,010,080)	-	-	(5,010,080)
Appropriation to legal reserve	21	-	-	1,099,308	(1,099,308)	-	-	-
Total comprehensive income for the year		-	-	-	22,004,830	-	32,267,200	54,272,030
Closing balance at 31 December 2012		350,000,000	73,918,598	9,657,277	58,724,921	-	162,184,156	654,484,952
Opening balance at 1 January 2013		350,000,000	73,918,598	9,657,277	50,045,573	-	202,730,195	686,351,643
Retrospective adjustment from change in accounting policy	3	-	-	-	8,679,348	-	(40,546,039)	(31,866,691)
Opening balance after adjustment		350,000,000	73,918,598	9,657,277	58,724,921	-	162,184,156	304,484,952
Changes in shareholders' equity for the year								
Issuance of ordinary shares	20	33,673,599	-	-	-	-	-	33,673,599
Appropriation to legal reserve	21	-	-	991,705	(991,705)	-	-	-
Total comprehensive expense for the year		-	-	-	(58,893,271)	139,433	-	(58,753,838)
Closing balance at 31 December 2013		383,673,599	73,918,598	10,648,982	(1,160,055)	139,433	162,184,156	279,404,713

The note on pages 10 to 39 are an integral part of the financial statements

Ua Withya Public Company Limited and its subsidiary
Statement of Cash Flows
For the year ended 31 December 2013

		Consolidated	Company	
		2013	2013	2012
	Notes	Baht	Baht	Baht
Cash flows from operating activities				
Profit before income tax		(57,353,839)	(56,068,888)	28,419,878
Adjustments for:				
Interest income		(1,223,651)	(1,223,651)	(4,121,026)
Interest expense		14,841,877	14,841,877	8,947,653
Depreciation and amortisation	14, 15	7,378,305	7,378,305	4,683,660
Doubtful accounts - trade accounts receivable	23	72,292,423	74,495,249	15,000
Doubtful accounts - retention receivables		2,202,826	-	-
Gain from sales of short-term investments		(799,412)	(799,412)	(61,798)
Reversal of allowance for decrease in value of inventories		(229,039)	(229,039)	(177,670)
Gain on disposal of equipment		(124,074)	(124,074)	(75,473)
Amortisation of deferred income - related parties		-	-	(264,240)
Unrealised loss on exchange rate		100,321	100,321	-
Employee benefit obligations	18	4,071,546	4,071,546	1,411,681
Changes in operating assets and liabilities				
Trade and other receivables		67,492,568	67,492,568	13,206,990
Inventories		32,516,140	32,516,140	(121,801,994)
Real estate project under development		(79,318,240)	-	-
Other current assets		(567,901)	(567,901)	2,169,534
Other non-current assets		71,231	71,231	(200,140)
Trade and other payables		(88,296,110)	(88,296,110)	69,508,262
Employee benefit obligations - benefit payment	18	(1,319,133)	(1,319,133)	(1,140,617)
Other current liabilities		(5,378,651)	(5,378,651)	(64,863)
Cash generated from operations		(33,642,813)	46,960,378	454,837
<u>Add</u> Interest received		1,675,365	1,675,365	3,296,063
Income tax refund		16,771,679	16,771,679	15,309,378
<u>Less</u> Interest paid		(17,042,818)	(17,042,818)	(8,521,257)
Income tax paid		(19,909,186)	(19,909,186)	(16,565,783)
Net cash (used in) generated from operating activities		(52,147,773)	28,455,418	(6,026,762)
Cash flows from investing activities				
Cash paid for short-term investments - fixed deposits		(21,574)	(21,574)	(22,918)
Cash paid for short-term investments				
- available-for-sale securities	9	(210,000,000)	(210,000,000)	(20,000,000)
Acquisition of equipment	14	(27,026,090)	(27,026,090)	(20,133,683)
Acquisition of intangible assets	14	(1,538,237)	(1,538,237)	(94,650)
Cash paid for acquisition of investment in a subsidiary		-	(43,200,000)	(90,000,000)
Cash paid for short-term borrowing to a subsidiary	26	-	(40,000,000)	-
Proceeds from disposal of short-term investments				
- available-for-sale securities		110,799,412	110,799,412	20,061,798
Proceeds from disposal of equipment		169,392	169,392	75,500
Decrease in restricted cash		-	-	3,568,378
Net cash used in investing activities		(127,617,097)	(210,817,097)	(106,545,575)

The note on pages 10 to 39 are an integral part of the financial statements

Ua Withya Public Company Limited and its subsidiary
Statement of Cash Flows (Cont'd)
For the year ended 31 December 2013

		Consolidated	Company	
		2013	2013	2012
	Notes	Baht	Baht	Baht
Cash flows from financing activities				
Proceeds from short-term borrowings from financial institutions		240,000,000	240,000,000	37,686,171
Proceeds from short-term loan from the parent	26	130,000,000	130,000,000	67,500,000
Proceeds from deposit for exercise of warrants		-	-	154,181
Proceeds from exercise of warrants		33,519,418	33,519,418	-
Proceeds from issuance of ordinary shares	20	-	-	179,092,800
Repayment of short-term borrowings from financial institutions		(35,363,788)	(35,363,788)	(65,088,971)
Repayment of short-term loan from the parent	26	(187,500,000)	(187,500,000)	(40,000,000)
Cash paid for ordinary shares distribution cost		-	-	(7,374,288)
Dividends paid	12	-	-	(5,009,775)
Net cash generated from financing activities		180,655,630	180,655,630	166,960,118
Net increase (decrease) in cash and cash equivalents		890,760	(1,706,049)	54,387,781
Opening balance of cash and cash equivalents		40,610,253	40,610,253	(13,777,528)
Closing balance of cash and cash equivalents		41,501,013	38,904,204	40,610,253

For the purposes of the statement of cash flows, cash and cash equivalents comprise the following:

Cash and cash equivalents	8	59,488,347	56,891,538	57,714,251
Bank overdrafts	16	(17,987,334)	(17,987,334)	(17,103,998)
		41,501,013	38,904,204	40,610,253

The note on pages 10 to 39 are an integral part of the financial statements

NOTES TO FINANCIAL STATEMENTS

Ua Withya Public Company Limited and its subsidiary
Notes to the Financial Statements
For the year then ended 31 December 2013

1 General information

Ua Withya Public Company Limited ("the Company") is a public company limited, incorporated and resident in Thailand. The Company is listed in the Market for Alternative Investment ("MAI") in Thailand. The address of its registered office is as follows:

247 Romklao Road, Saensaeab, Minburi, Bangkok.

The Company operates in business of manufacturing galvanized steel structure, electricity poles, telecommunication poles, electricity sub-station, galvanizing service and distributing power transmission equipment.

The Market for Alternative Investment has granted a listing of the Company's ordinary shares and permitted trading since 12 July 2012.

This company financial statement was authorised for issuing by the authorised Board of Directors on 25 February 2014.

2 Basis of preparation

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 financial statements have been prepared in accordance with Thai generally accepted accounting principles under the Accounting Act B.E. 2543, being those Thai Financial Reporting Standards issued under the Accounting Profession Act B.E.2547, and the financial reporting requirements of the Securities and Exchange Commission under the Securities and Exchange Act.

The financial statements have been prepared under the historical cost convention, except short-term investment (Note 2.6) and land (Note 2.9) as disclosed in the accounting policies below.

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 Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 4.

Certain figures in the comparative statement have been reclassified in order to be comparable to the presentation of the current year and to comply with the nature of transaction. The transaction is shown as follows:

	Consolidated and Company		
	As previously reported Baht	Reclassifications Baht	As reclassified Baht
Statement of comprehensive income			
for the year then ended 31 December 2012			
Selling expenses	4,413,522	1,055,058	5,468,580
Administrative expenses	31,260,504	(1,055,058)	30,205,446

Ua Withya Public Company Limited and its subsidiary
Notes to the Financial Statements
For the year then ended 31 December 2013

2 Basis of preparation (Cont'd)

2.1 Basis of preparation (Cont'd)

Certain figures in the comparative statement of cash flows have been reclassified in order to present on a net basis for cash flows from short-term borrowings from financial institutions that are due within 3 months. The transaction is shown as follows:

	Consolidated and Company		
	As previously reported Baht	Reclassifications Baht	As reclassified Baht
Statement of cash flows			
for the year then ended 31 December 2012			
Opening balance of cash and cash equivalents	2,705,732	(16,483,260)	(13,777,528)
Closing balance of cash and cash equivalents	57,714,251	(17,103,998)	40,610,253

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

2.2 New accounting standards, new financial reporting standards, amendments and new interpretations to accounting standards and financial reporting standards

The accounting policies used in the preparation of the financial statements are consistent with those in the financial statements for the year ended 31 December 2012 except as described below.

- a) New accounting standard, new financial reporting standard, revised of accounting standard which are effective on 1 January 2013 and are relevant to the Group are:

TAS 12	Income Taxes
TAS 21 (Revised 2009)	The Effects of Changes in Foreign Exchange Rates
TFRS 8	Operating Segments

TAS 12 requires tax expenses to be recognised for current and deferred tax. New accounting policy of income taxes and the significant impact to the Group are described in Note 3.

TAS 21 (Revised 2009) requires the Group to determine the functional currency which is the currency of the primary economic environment in which the entity operates. The Group assessed and concluded that Thai Baht is the Group's functional currency. As a consequence, applying TAS 21 (Revised 2009) has no impact to assets, liabilities and retained earnings. New accounting policy is described in Note 2.4.

TFRS 8 requires the operating segment to be described in the same manner as internal reporting used by the chief operating decision-maker. New accounting policy is described in Note 2.20. The impact to the Group in applying TFRS 8 is only on a disclosure.

Ua Withya Public Company Limited and its subsidiary
Notes to the Financial Statements
For the year then ended 31 December 2013

2 Basis of preparation (Cont'd)

2.2 New accounting standards, new financial reporting standards, amendments and new interpretations to accounting standards and financial reporting standards (Cont'd)

- b) Revised accounting standards and financial reporting standards, and interpretations of financial reporting standards and accounting standards that are relevant to the Group, but not yet effective and have not been early adopted by the Group:

Revised accounting standards and revised financial reporting standards which will become effective for the periods beginning on or after 1 January 2014

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

TAS 1 (revised 2012) clarifies that conversion features that are at the holder's discretion do not impact the classification of the liability component of the convertible instrument. TAS 1 also explains that, for each component of equity, an entity may present the breakdown of other comprehensive income either in the statement of changes in equity or in the notes to the financial statements. The management is currently assessing the impact of applying this standard.

TAS 7 (revised 2012) clarifies that only expenditures that result in a recognized asset in the statement of financial position are eligible for classification as investing activities. The management is currently assessing the impact of applying this standard.

TAS 34 (revised 2012) emphasises the existing disclosure principles for significant event and transactions. Additional requirements cover disclosure of changes in fair value measurements (if significant), and the need to update relevant information from the most recent annual report. The management is currently assessing the impact of applying this standard.

TFRS 8 (revised 2013) clarifies that an entity is required to disclose a measure of segment assets only if the measure is regularly reported to the chief operating decision-maker. The management is currently assessing the impact of applying this standard.

Apart from explanation above, other revised accounting standards and financial reporting standards have no effect to the Group.

Ua Withya Public Company Limited and its subsidiary
Notes to the Financial Statements
For the year then ended 31 December 2013

2 Basis of preparation (Cont'd)

2.2 New accounting standards, new financial reporting standards, amendments and new interpretations to accounting standards and financial reporting standards (Cont'd)

- b) Revised accounting standards and financial reporting standards, and interpretations of financial reporting standards and accounting standards that are relevant to the Group, but not yet effective and have not been early adopted by the Group: (Cont'd)

Interpretations of Thai Financial Reporting Interpretations Committee (TFRIC) and Thai Standard Interpretations Committee (TSIC) which will become effective for the periods beginning on or after 1 January 2014

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 IAS 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 interpretations of financial reporting standards and accounting standards have no impact to the Group.

New accounting standard which will become effective for the periods beginning on or after 1 January 2016

TFRS 4	Insurance Contracts
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This new accounting standard has no impact to the Group.

2.3 Group Accounting - Investments in subsidiaries

(1) 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.

Ua Withya Public Company Limited and its subsidiary
 Notes to the Financial Statements
 For the year then ended 31 December 2013

2 Basis of preparation (Cont'd)

2.3 Group Accounting - Investments in subsidiaries (Cont'd)

(1) Subsidiaries (Cont'd)

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.

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.

(2) Transactions and non-controlling interests

The Group treats transactions with non-controlling interests as transactions with equity owners of the Group. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired 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 or significant influence, any retained interest in the entity is re-measured to its fair value, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate.

2.4 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 consolidated financial statements are presented in Thai Baht, which is the Group's functional 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 or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-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 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 profit and loss.

Ua Withya Public Company Limited and its subsidiary
Notes to the Financial Statements
For the year then ended 31 December 2013

2 Basis of preparation (Cont'd)

2.5 Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months. In the Company statement of financial position, bank overdrafts are shown within borrowings in current liabilities.

2.6 Short-term investments

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 for maturities within 12 months from the statement of financial position date which are classified as current assets.

Investments intended to be held for an indefinite period of time, which may be sold in response to liquidity needs or changes in interest rates, are classified as available-for-sale; and are included in current assets unless management has expressed the intention of holding the investment for less than 12 months from the statement of financial position date or investment may need to be sold to raise operating capital.

All categories of investment are initially recognised at cost, which is equal to the fair value of consideration paid plus transaction cost.

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

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 statement of comprehensive income.

Available for sale investments are subsequently measured at fair value. The fair value of investments is based on quoted bid price 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. The unrealised gains and losses of available for sale investments are recognised in equity.

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 Company'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

2.7 Trade and other receivables

Trade accounts receivable are carried at the original invoice amount and subsequently measured at the remaining amount less any allowance for doubtful receivables 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. Doubtful debts are written-off during the year in which they are identified and recognised in the statement of comprehensive income within administrative expenses.

2.8 Inventories

Inventories are stated at the lower of either the cost and the net realisable value.

The cost of raw materials (steel), factory supplies and work in progress is determined by the weighted average method. The cost of industrial goods is determined by the first-in, first-out method.

The cost of finished goods comprises the purchase cost, conversion cost and other costs incurred in bringing the inventories to their present location and condition. In the case of manufactured inventories and work in progress, the cost of goods is determined by the weighted average method, considered an appropriate cost allocation of production overheads. It is based on normal operating capacity.

Net realisable value is the estimate of the selling price in the ordinary course of business, less applicable variable selling expenses. The Company makes allowance, where necessary, for obsolete, slow-moving and defective inventories.

Ua Withya Public Company Limited and its subsidiary
Notes to the Financial Statements
For the year then ended 31 December 2013

2 Basis of preparation (Cont'd)

2.9 Property, plant and equipment

Land is shown at revalued amount, based on valuations by external independent valuers every 3 years. All other property, plant and equipment are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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 Company 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 the statement of comprehensive income during the financial period in which they are incurred.

Increases in the carrying amount arising on revaluation of land are credited to statement of comprehensive income and shown as gain on asset revaluation in shareholders' equity. Decreases that offset previous increases of the same asset are charged in other comprehensive income and debited against gain on asset revaluation directly in equity; all other decreases are charged to the statement of comprehensive income.

Land is not depreciated. Depreciation on other assets is calculated using the straight line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Building	10 - 20 years
Machinery and equipment	5 - 10 years
Furniture and fixture, and office equipment	5 years
Vehicle	5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate.

The asset's carrying amount is written-down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.11).

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

When revalued assets are sold, the amounts included in gain on asset revaluation are transferred to retained earnings.

2.10 Intangible assets

Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful lives of not more than 10 years.

2.11 Impairment of assets

Assets that have an indefinite useful life, for example goodwill, are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment 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. The recoverable amount is the higher of an asset's fair value less costs to sell 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. Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

Ua Withya Public Company Limited and its subsidiary
Notes to the Financial Statements
For the year then ended 31 December 2013

2 Basis of preparation (Cont'd)

2.12 Lease - Where the Group is the lessee

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease.

2.13 Borrowing

Borrowings are recognised initially at the fair value, net of transaction costs incurred.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the end of reporting date.

2.14 Current and deferred income taxes

The tax expense for the year 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 this 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 reporting year in the countries where the company's subsidiaries and associates operate and generate taxable income. Management yearically evaluates positions taken in tax returns with respect to situations in which 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 statements. 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 year 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.

The Company does not recognise income taxes payable or receivable in future periods with respect to temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. The principal temporary differences arise from allowance for declining in value of inventories and employee benefit obligations.

2.15 Employee benefits

Short-term employee benefits

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

Defined contribution plans

The Company participates in a provident fund, which is a defined contribution plan, the assets for which are held in a separate trustee-administered fund and are managed by a licensed Fund Manager. The provident fund is funded by payments from employees and by the Company. The Company's contributions to the provident fund are charged to the statement of revenues and expenses in the year to which they are related.

Ua Withya Public Company Limited and its subsidiary
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2 Basis of preparation (Cont'd)

2.15 Employee benefits (Cont'd)

Retirement obligations

The Company provides for retirement benefits, payable to employees under the labour laws applicable in Thailand. The liability recognised in the statement of financial position in respect of severance payments, the present value of the defined benefit obligation at the end of the reporting period together with adjustments for unrecognised past-service costs. The defined benefit obligation is calculated, using the projected unit credit method 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, salary increase rate, turnover rate, mortality rate, and disability rate.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to profit or loss in the period in which they arise.

2.16 Provisions

Provisions for environmental restoration, restructuring costs and legal are recognised when: the Company 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 the amount has been reliably estimated. Restructuring provisions comprise lease termination penalties and employee termination payments. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

2.17 Share capital

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.

2.18 Warrants

Warrants are issued to existing shareholders to subscribe for ordinary shares. Proceeds from issuing warrants are shown net of related expenses under the caption of "Warrants" in shareholders' equity when the warrants are issued.

2.19 Revenue recognition

Revenue from Sales

Revenue from projects

Revenue from projects is recognised in the statement of comprehensive income when the projects are completely inspected by and delivered to the buyer at the Company's plant because the significant risks and rewards of ownership have been transferred to the buyer.

For the projects which included transportation to the customer, revenue is recognized when the customer assigned the work and issued the invoice. Assigned work can be classified in proportion to its completion and delivery to the customer.

Revenue from sale of industrial equipments

Revenue from sale of industrial equipment is recognised in the statement of comprehensive income when delivered goods and issued invoice to customers.

Ua Withya Public Company Limited and its subsidiary
Notes to the Financial Statements
For the year then ended 31 December 2013

2 Basis of preparation (Cont'd)

2.19 Revenue recognition (Cont'd)

Other income

Interest income is recognised on a time proportion basis, taking into account the outstanding principle and the effective rate over the period to maturity, when it is determined that such income will accrue to the Company.

Income from the sale of raw materials scrap (steel) is recognized when the process of bidding occurs.

2.20 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the financial statements in the period in which the dividends are approved by the Company's shareholders or board of directors.

2.21 Operating segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as "the board of directors" that makes strategic decisions.

3 New accounting policies

Current and deferred income taxes

The impact of change in accounting policy of above to the statement of financial position as at 1 January 2012 and 31 December 2012 are as follows:

	Consolidated and Company					
	1 January 2012			31 December 2012		
	As previously reported Baht	Adjustments Baht	As restated Baht	As previously reported Baht	Adjustments Baht	As restated Baht
Deferred tax liabilities	-	32,479,239	32,479,239	-	40,546,039	40,546,039
Net Deferred tax assets	-	(8,660,669)	(8,660,669)	-	(8,679,348)	(8,679,348)
Deferred tax liabilities	-	23,818,570	23,818,570	-	31,866,691	31,866,691
Retained earnings	34,168,810	8,660,669	42,829,479	50,045,573	8,679,348	58,724,921
Other components of shareholders' equity						
- Revaluation surplus on land	162,396,195	(32,479,239)	129,916,956	202,730,195	(40,546,039)	162,184,156

Ua Withya Public Company Limited and its subsidiary
Notes to the Financial Statements
For the year then ended 31 December 2013

3 New accounting policies (Cont'd)

Current and deferred income taxes (Cont'd)

The impact on the income statement for the year then ended 31 December 2012 are as follows.

	Consolidated and Company		
	As previously reported Baht	Adjustments Baht	As restated Baht
Income tax	6,433,727	(18,679)	6,415,048
Total comprehensive income for the year	21,986,151	18,679	22,004,830
Basic earnings per shares	0.08	0.00	0.08
Diluted earnings per shares	0.07	0.00	0.07

4 Financial risk management

Financial risk management policies

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

Risk management is integral to the whole business of the Group. The Group has a system of controls in place to create an acceptable balance between the cost of risks occurring and the cost of managing the risks. The management continually monitors the Group's risk management process to ensure that an appropriate balance between risk and control is achieved.

4.1 Interest rates risk

Interest rates risk is the risk that future movements in market interest rates will affect the results of the Group's operations and its cash flows because certain borrowings have interest rates closed to the market rate and some are lower. The Group has not hold derivative financial instrument to manage risk that may incur from interest rate fluctuation.

4.2 Foreign exchange risk

The Group is exposed to immaterial foreign currency risk relating to purchases which are denominated in foreign currencies. The Group does not enter into forward exchange contracts to hedge liabilities denominated in foreign currencies.

4.3 Credit risk

Credit risk is the potential financial loss resulting from the failure of a customer or a counterparty to settle its financial and contractual obligations to the Group y as and when they fall due.

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations, close follow up, and cash and cheque collections in advance before starting a project are performed on all customers requiring credit over a certain amount. At the reporting date the Group has no significant concentrations of credit risk.

4.4 Liquidity risk

The Group monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows.

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5 Critical accounting estimates and judgements

Estimates, assumptions and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. During the year, the management believe that the estimates and assumptions that there are no significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

6 Capital risk management

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

7 Segment information

The Company invested in a subsidiary (Note 13) and prepare consolidated financial statements accordingly for the first time, for the year ended 31 December 2013. The Group then presents the following main segments for current year.

Geographic segment

Management considers that the Group operates in a single geographic area, namely in Thailand, and has, therefore, only one major geographic segment.

Business segment

The Group comprises the following main business segments:

Segment 1: represents the business of manufacturing galvanized steel structure, electricity poles, telecommunication poles, electricity sub-station, galvanizing service and distributing power transmission equipment.

Segment 2: represents the business of property development, which are newly acquired in 2013 (Note 13).

	Consolidated	
	Segment 1	Segment 2
	Million Baht	Million Baht
		Total
		Million Baht
For the year then ended 31 December 2013		
Revenues from operation	717.20	717.20
<u>Less</u> Revenues from inter-segment	(0.37)	(0.37)
Total revenue	716.83	716.83
Segment results	(56.44)	(57.35)
Unallocated transactions		-
Net loss		(57.35)
Segment fixed assets	266,906,495	266,906,495
Others		826,012,080
Consolidated total assets		1,092,918,575

Ua Withya Public Company Limited and its subsidiary
Notes to the Financial Statements
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8 Cash and cash equivalents

	Consolidated	Company	
	2013	2013	2012
	Baht	Baht	Baht
Cash on hand	350,405	350,405	389,402
Deposits with banks - current and saving accounts	54,005,904	51,409,095	52,275,460
Short-term bank deposits	5,132,038	5,132,038	5,049,389
	<u>59,488,347</u>	<u>56,891,538</u>	<u>57,714,251</u>

During 2013, the interest rate of saving deposits at banks is 1.45% - 1.88% per annum (2012: 1.75% - 2.00% per annum).

During 2013, the interest rate on short-term bank deposits was 1.49% - 2.38% per annum (2012: 1.75% - 3.00% per annum) and these deposits have maturity within 3 months.

9 Short-term investments

	Consolidated and Company	
	2013	2012
	Baht	Baht
Held-to-maturity debt securities		
- Fixed deposit accounts	814,027	792,453
Available-for-sale securities	100,139,433	-
	<u>100,953,460</u>	<u>792,453</u>

Fixed deposit accounts represented fixed deposits at banks that have maturity dates within 6 to 12 months and carry interest at rate between 2.38% - 2.75% per annum (2012: 2.75% - 3.00% per annum).

Available-for-sale securities are investment in an open-ended fund at a bank, which had no maturity date. The aggregate market value as at 31 December 2013 was Baht 100.14 million.

Movement of available-for-sale securities are as follows:

	Consolidated and Company
	Baht
Balance at 1 January 2013	-
Additions	210,000,000
Disposals	(110,000,000)
Add Unrealised gain on revaluation	139,433
Fair value at 31 December 2013	<u>100,139,433</u>

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10 Trade and other receivables, net

	Consolidated and Company	
	2013 Baht	2012 Baht
Trade receivables - third parties	101,096,539	142,948,312
<u>Less</u> Allowance for doubtful accounts	(10,001,994)	-
Trade receivables - third parties, net	91,094,545	142,948,312
Trade receivables - related companies	67,705,449	86,934,913
<u>Less</u> Allowance for doubtful accounts	(64,493,255)	-
Trade receivables - related companies, net (Note 26)	3,212,194	86,934,913
Prepaid expenses	233,514	182,604
Accrued income	1,868,054	3,827,332
Accrued income - related companies	376,068	-
Other receivables	2,171,769	5,528,933
Amount due from related companies (Note 26)	1,000,958	2,974,539
	<u>99,957,102</u>	<u>242,396,633</u>

Outstanding trade receivables can be analysed by aging as follows:

	Consolidated and Company	
	2013 Baht	2012 Baht
Third parties		
Within credit terms	55,667,681	81,404,626
Overdue:		
Less than 3 months	12,618,098	25,174,456
3 - 6 months	5,138,157	5,736,376
6 - 12 months	13,474,419	30,108,449
Over 12 months	14,198,184	524,405
	<u>101,096,539</u>	<u>142,948,312</u>
<u>Less</u> Allowance for doubtful accounts	(10,001,994)	-
	<u>91,094,545</u>	<u>142,948,312</u>
Related companies (Note 26)		
Within credit terms	116,095	9,967,563
Overdue:		
Less than 3 months	3,255,810	23,506,711
3 - 6 months	7,052,265	29,629,478
6 - 12 months	16,047,465	23,831,161
Over 12 months	41,233,814	-
	<u>67,705,449</u>	<u>86,934,913</u>
<u>Less</u> Allowance for doubtful accounts	(64,493,255)	-
	<u>3,212,194</u>	<u>86,934,913</u>

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11 Inventories, net

	Consolidated and Company	
	31 December 2013 Baht	31 December 2012 Baht
Raw material, net	190,294,668	158,892,568
Factory supplies, net	25,683,712	21,365,687
Work in progress	138,279,630	206,772,777
Finished goods, net	3,213,355	2,727,434
	<u>357,471,365</u>	<u>389,758,466</u>

The cost of inventories included in cost of goods sold amounting to Baht 515.15 million (2012 : Baht 333.18 million).

At 31 December 2013, the Company recorded allowance for declining in value of inventories, totaling Baht 13.85 million (31 December 2012: Baht 14.08 million)

12 Deposit for subsidiary acquisition

During 2012, the Company paid deposit amounting to Baht 9.00 million for acquisition of Pharos (Thailand) Co., Ltd. of which business is property development. According to share purchase agreement, it is stated that there are conditions to be satisfied by both parties, before, the purchase deal become fully effective. As at 31 December 2013, the conditions has not been fulfilled.

During 2013, the Company transferred deposit for subsidiary acquisition amounting to Baht 81.00 million, which relates to acquisition of Imperial Land Co., Ltd., to be presented as investment in a subsidiary as the purchase deal become fully effective (Note 13).

13 Investments in a subsidiary

Detail of subsidiary can be presented as:

Name of the entity	Type of business	Country of incorporation	Issued and paid-up share capital		Ownership interest	
			2013 Million Baht	2012 Million Baht	2013 %	2012 %
Imperial Land Company Limited	Property development	Thailand	138.60	-	99.99	-

Ua Withya Public Company Limited and its subsidiary
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13 Investments in a subsidiary (Cont'd)

Movement in book value of investment in a subsidiary for the year then ended 31 December 2013 are as follows:

	<u>Company</u> <u>Baht</u>
Opening balance	-
Additions	138,600,000
Closing balance	<u>138,600,000</u>

Imperial Land Company Limited

During 2012, the Company entered into a share purchase agreement for acquisition of 99.99% ownership in Imperial Land Co., Ltd. of which business is property development, with total value of Baht 138.60 million. The purchase price of Baht 81.00 million was paid and recorded as deposit for subsidiary acquisition in 2012. The remaining price were paid in the following year.

According to the share purchase agreement, it is stated that there are conditions to be satisfied by both parties before the purchase deal become fully effective. Currently, the conditions has already been fulfilled, following official approval from the meeting of board of director of the parent, who provide financial support for this acquisition, on 13 August 2013. Therefore, the Company reclassify total acquisition value from deposit for subsidiary acquisition to investment in a subsidiary on its company financial statements.

Ua Withya Public Company Limited and its subsidiary
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14 Property, plant and equipment, net

	Consolidated and Company							
	Revaluation	Cost						
		Land Baht	Buildings Baht	Machinery and equipment Baht	Office equipments Baht	Vehicles Baht	Work in process Baht	Total Baht
At 1 January 2012								
Cost/ Revaluation amount	167,098,000	126,882,425	104,464,189	8,854,082	7,377,964	-	-	414,676,660
Less Accumulated depreciation	-	(115,435,226)	(94,025,443)	(7,301,654)	(7,377,892)	-	-	(224,140,215)
Net book amount	167,098,000	11,447,199	10,438,746	1,552,428	72	-	-	190,536,445
For the year ended 31 December 2012								
Opening net book amount	167,098,000	11,447,199	10,438,746	1,552,428	72	-	-	190,536,445
Revaluation surplus	40,334,000	-	-	-	-	-	-	40,334,000
Addition	-	-	4,823,414	495,395	-	14,814,874	-	20,133,683
Disposal, net	-	-	(27)	-	-	-	-	(27)
Depreciation	-	(942,988)	(2,756,969)	(544,931)	-	-	-	(4,244,888)
Closing net book amount	207,432,000	10,504,211	12,505,164	1,502,892	72	14,814,874	-	246,759,213
At 31 December 2012								
Cost/ Revaluation amount	207,432,000	126,882,425	108,953,003	9,349,477	7,377,965	14,814,874	-	474,809,744
Less Accumulated depreciation	-	(116,378,214)	(96,447,839)	(7,846,585)	(7,377,893)	-	-	(228,050,531)
Net book amount	207,432,000	10,504,211	12,505,164	1,502,892	72	14,814,874	-	246,759,213

Ua Withya Public Company Limited and its subsidiary
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14 Property, plant and equipment, net (Cont'd)

	Consolidated and Company						
	Revaluation		Cost				
	Land Baht	Buildings Baht	Machinery and equipment Baht	Office equipment Baht	Vehicles Baht	Work in process Baht	Total Baht
For the year ended 31 December 2013							
Opening net book amount	207,432,000	10,504,211	12,505,164	1,502,892	72	14,814,874	246,759,213
Revaluation surplus	-	20,210,000	5,219,369	626,253	-	970,468	27,026,090
Transfer	-	-	15,785,342	-	-	(15,785,342)	-
Disposal, net	-	-	(43,287)	(2,029)	(2)	-	(45,318)
Depreciation	-	(1,373,822)	(4,878,633)	(581,035)	-	-	(6,833,490)
Closing net book amount	207,432,000	29,340,389	28,587,955	1,546,081	70	-	266,906,495
At 31 December 2013							
Cost/ Revaluation amount	207,432,000	147,092,425	127,459,444	8,845,351	7,375,257	-	498,204,478
Less Accumulated depreciation	-	(117,752,036)	(98,871,489)	(7,299,270)	(7,375,187)	-	(231,297,982)
Net book amount	207,432,000	29,340,389	28,587,955	1,546,081	70	-	266,906,495

The Company's land was revalued on 18 October 2012 by an external independent valuer. Valuations were made on the basis of recent market transactions on arm's length terms. The revaluation was credited to other component of equity. The initial cost of land amount to Baht 4.70 million.

Land and buildings of Baht 236.77 million have been pledged for bank overdraft credit line and short-term borrowings from financial institutions (Note 16).

Ua Withya Public Company Limited and its subsidiary
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15 Intangible assets, net

	Consolidated and Company Software license Baht
At 1 January 2011	
Cost	4,288,909
<u>Less</u> Accumulated amortization	<u>(1,404,147)</u>
Net book amount	<u>2,884,762</u>
For the year ended 31 December 2011	
Opening net book amount	2,884,762
Addition	94,650
Amortisation	<u>(438,772)</u>
Net book amount	<u>2,540,640</u>
At 31 December 2011	
Cost	4,383,559
<u>Less</u> Accumulated amortization	<u>(1,842,919)</u>
Closing net book amount	<u>2,540,640</u>
For the year ended 31 December 2012	
Opening net book amount	2,540,640
Addition	1,538,237
Amortisation	<u>(544,815)</u>
Closing net book amount	<u>3,534,062</u>
At 31 December 2012	
Cost	5,921,796
<u>Less</u> Accumulated amortization	<u>(2,387,734)</u>
Net book amount	<u>3,534,062</u>

16 Borrowings

	Consolidated and Company	
	2013	2012
	Baht	Baht
Current		
Bank overdrafts	17,987,334	17,103,998
Bill of exchange	203,333,873	-
Short-term borrowings from financial institutions	<u>68,604,669</u>	<u>68,968,456</u>
Total bank overdrafts and short-term borrowings from financial institutions	289,925,876	86,072,454
Short-term loans from the parent (Note 26)	-	57,500,000
	<u>289,925,876</u>	<u>143,572,454</u>

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16 Borrowings (Cont'd)

At 31 December 2013, Bank overdrafts and short-term borrowings from financial institutions total amount of Baht 86.59 million (31 December 2012: Baht 86.07 million) are secured by land, buildings and cash deposits of the Company (Note 14).

In May and June 2013, the Company issued the bill of exchange to a financial institution to support the Company's investment plan. The Company received proceeds amounting to Baht 203.33 million, with face value of the bill of exchange represents Baht 205.00 million. The bill of exchange carries effective interest rate of 4.75% - 5.00% per annum and due within March 2014.

The interest rate exposure on the borrowings of the Company is as follows:

	Consolidated and Company	
	2013	2012
	Baht	Baht
Borrowings:		
- at fixed rates	271,938,542	126,468,456
- at floating rates	17,987,334	17,103,998
Total borrowings	289,925,876	143,572,454

The effective interest rates at the statement of financial position date were as follows:

	Consolidated and Company	
	2013	2012
	%	%
- Bank overdrafts	MOR	MOR
- Bill of exchange	4.75 - 5.00	-
- Short-term borrowings from a financial institutions	7.78	7.78
- Short-term loan from the parent	5.25	-

17 Trade and other payables

	Consolidated	Company	
	2013	2013	2012
	Baht	Baht	Baht
Trade payables - third parties	36,525,555	36,525,555	100,501,857
Deferred revenue	38,478,546	38,478,546	68,787,969
Project in progress payable	2,000,831	-	-
Subscription payable for investment in a subsidiary	-	14,400,000	-
Accrued expenses	9,862,338	8,795,133	8,919,991
Amounts due to related companies (Note 26)	5,600	5,600	666,893
Other payables	15,187,705	11,624,727	5,283,455
	102,060,575	109,829,561	184,160,165

Ua Withya Public Company Limited and its subsidiary
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18 Employee benefit obligations

	Consolidated and Company	
	2013 Baht	2012 Baht
Liabilities in the statements of financial position		
Retirement benefits	32,069,585	29,317,172
Expenses in the statements of comprehensive income		
Retirement benefits	2,686,906	1,411,681
Actuarial losses	1,384,640	-
	4,071,546	1,411,681

The movement in the employee benefit obligation is as follows:

	Consolidated and Company Baht
At 1 January 2013	29,317,172
Current service cost	1,446,799
Interest cost	1,240,107
Actuarial losses (gains)	1,384,640
Benefit payments	(1,319,133)
At 31 December 2013	32,069,585

The amounts recognised in the statements of comprehensive income are as follows:

	Consolidated and Company	
	2013 Baht	2012 Baht
Cost of sale	2,076,882	1,006,814
Selling expenses	276,184	261,290
Administrative expenses	1,718,480	143,577
	4,071,546	1,411,681

The principal actuarial assumptions used were as follows:

	Consolidated and Company	
	2013	2012
Discount rate	4.18%	3.85%
Expected salary increase rate	4.47%	4.74%
Mortality rates	75% of TMO08	75% of TMO08
Disable rates	12.5% of mortality	12.5% of mortality
Retirement age	60 years	60 years

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19 Income taxes

	Consolidated and Company	
	2013 Baht	2012 Baht
Current tax	4,117,536	6,433,727
Deferred tax	(1,293,154)	(18,679)
	<u>2,824,382</u>	<u>6,415,048</u>

The tax on the Company'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 2013 Baht	Company	
		2013 Baht	2012 Baht
(Loss) profit before tax	(57,353,839)	(56,068,888)	28,419,878
Tax calculated at a tax rate of 20% (2012: 23%)	(11,470,768)	(11,213,778)	6,536,572
Tax effect of:			
Expenses not deductible for tax purpose	14,295,150	14,038,160	(121,524)
Tax charge	<u>2,824,382</u>	<u>2,824,382</u>	<u>6,415,048</u>

The Company has loss before income tax in the current year. Nevertheless, the Company paid current tax expense due to it has taxable profit, which is calculated from tax rate of 20.00% (2012: the weighted average applicable tax rate was 22.63%).

The analysis of deferred tax assets and deferred tax liability is as follows:

	Consolidated and Company	
	2013 Baht	2012 Baht
Deferred tax assets:		
Deferred tax asset to be recovered within 12 months	3,558,584	2,815,913
Deferred tax asset to be recovered after 12 months	6,413,918	5,863,435
	<u>9,972,502</u>	<u>8,679,348</u>
Deferred tax liabilities:		
Deferred tax liabilities to be settled after 12 months	40,546,039	40,546,039
Deferred tax liabilities, net	<u>30,573,537</u>	<u>31,866,691</u>

The gross movement and the deferred income tax account is as follows:

	Consolidated and Company	
	2013 Baht	2012 Baht
At 1 January	31,866,691	23,818,570
Credited to profit or loss	(1,293,154)	(18,679)
Charged to other components of shareholders' equity	-	8,066,800
At 31 December	<u>30,573,537</u>	<u>31,866,691</u>

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19 Income taxes (Cont'd)

The movement in deferred tax assets and liabilities during the year is as follows:

	Consolidated and Company			Total Baht
	Employee benefit obligations Baht	Allowance for doubtful accounts Baht	Allowance for declining in value of inventory Baht	
Deferred tax assets				
At 1 January 2012	5,809,222	-	2,851,447	8,660,669
Charged (credited) to profit or loss	54,213	-	(35,534)	18,679
At 31 December 2012	5,863,435	-	2,815,913	8,679,348
Charged (credited) to profit or loss	550,483	788,479	(45,808)	1,293,154
At 31 December 2013	6,413,918	788,479	2,770,105	9,972,502
			Consolidated and Company Revaluation Surplus on land Baht	
Deferred tax liabilities				
At 1 January 2012				32,479,239
Charged to other components of shareholders' equity				8,066,800
At 31 December 2012				40,546,039
Charged to other components of shareholders' equity				-
At 31 December 2013				40,546,039

20 Share capital, share premium and warrants

	Consolidated and Company			Total Baht
	Number of shares Baht	Ordinary shares Baht	Share premium Baht	
Authorised share capital				
At 1 January 2012	350,000,000	350,000,000	-	350,000,000
Register additional shares	175,000,000	175,000,000	-	175,000,000
At 31 December 2012	525,000,000	525,000,000	-	525,000,000
Register additional shares	35,015,418	35,015,418	-	35,015,418
At 31 December 2013	560,015,418	560,015,418	-	560,015,418
Issued and paid-up share capital				
At 1 January 2012	250,504,000	250,504,000	-	250,504,000
Issuance of ordinary shares	99,496,000	99,496,000	79,596,800	179,092,800
Cost of share subscription	-	-	(5,678,202)	(5,678,202)
At 31 December 2012	350,000,000	350,000,000	73,918,598	423,918,598
Issuance of ordinary shares from exercise of warrants	33,673,599	33,673,599	-	33,673,599
At 31 December 2013	383,169,599	383,673,599	73,918,598	457,592,197

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20 Share capital, share premium and warrants (Cont'd)

On 30 April 2013, the Annual General Meeting of Shareholders 1/2013 passed a resolution to approve an increase of the registered ordinary shares from Baht 525,000,000 to Baht 560,015,418, equivalent to 35,015,418 ordinary shares at par value of Baht 1.00 per share in order to reserve for exercising right to purchase ordinary shares of the Company under warrants. On 14 May 2013, the Company registered this increase in ordinary shares with Ministry of Commerce.

On 30 October 2012, the Extraordinary Meeting of Shareholders 1/2012 passed a resolution to approve an increase of the registered ordinary shares from Baht 350,000,000 to Baht 525,000,000 equivalent to 175,000,000 ordinary shares at par value of Baht 1.00 per share in order to reserve for exercising right to purchase ordinary shares of the Company under warrants. On 12 December 2012, the Company registered this increase in ordinary shares with Ministry of Commerce.

In June 2012, the Company offers ordinary shares by number of 99,496,000 shares to general public for the first time. Such ordinary shares comprises par value of Baht 1.00 per share. Shares are offered at the price of Baht 1.80 per share aggregating to of Baht 179.09 million. The Company recorded expenses in respect of shares distribution by amount of Baht 5.68 million (net of relevant tax of Baht 1.70 million) as deducted transactions in the premium on share capital. In addition, the shares increment is registered for paid-up from Baht 250.50 million to Baht 350.00 million equivalent to ordinary shares by number of 350.00 million shares in the par value of Baht 1.00 per share at the Ministry of Commerce on 28 June 2012. And the Market for Alternative Investment ("MAI") has granted a listing of the Company's ordinary shares and permitted trading since 12 July 2012 onward.

Warrants to purchase ordinary shares No.1 (UWC-W1)

On 30 October 2012, the Company issued warrants to offer to its existing shareholders detailed as follows:

Type of warrants	:	Issued in the names of respective holder and negotiable.
Term of warrants	:	3 years from the issuing and offering date
Number of warrants	:	Unit 175,000,000
Ratio	:	Old ordinary share per 1 warrant
Offering price	:	Baht 0 per unit
Exercise ratio	:	1 warrant per 1 ordinary share (which will be changeable)
Exercise price	:	Baht 1.00 per share (which will be changeable)
Exercise date	:	On the last business day of March, June, September and December of each year, throughout the term of the warrants.
Last exercise date	:	13 November 2015

Movement of warrants for the year ended 31 December 2013 as follows;

	Consolidated and Company Warrants
Opening balance	174,999,923
<u>Less</u> Exercised warrant during the period	<u>(33,673,599)</u>
Closing balance	141,326,324

For the year ended 31 December 2013, 33,673,599 warrants were already exercised by issuing new ordinary shares of 33,673,599 shares at par value of Baht 1.00 each. The Company completed ordinary share issuance process in October 2013.

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21 Legal reserve

The Public Companies Act B.E. 2535, code 116 requires that a company shall allocate not less than 5% of its annual net profit, less any accumulated losses brought forward, to a reserve account ("legal reserve"), until this account reaches an amount not less than 10% of the registered authorised capital. The legal reserve is not available for dividend distribution.

22 Other income

	Consolidated	Company	
	2013	2013	2012
	Baht	Baht	Baht
Sale of scrap from raw materials	21,152,568	21,152,568	18,970,814
Reversal of allowance for doubtful accounts	799,412	799,412	-
Interest income	1,223,651	1,223,651	4,121,026
Others	134,848	510,916	522,372
	<u>23,310,479</u>	<u>23,686,547</u>	<u>23,614,212</u>

23 Expense by nature

	Consolidated	Company	
	2013	2013	2012
	Baht	Baht	Baht
Raw material and consumables used	515,151,373	515,151,373	333,176,263
Doubtful accounts	74,495,249	74,495,249	15,000
Management remuneration	10,042,100	10,042,100	7,097,712
Staff costs	93,535,317	93,535,317	101,234,323
Depreciation and amortisation (Note 14, 15)	7,381,713	7,378,305	4,683,660
Reversal of allowance for declining in value of inventories	(229,039)	(229,039)	(177,669)
Loss on exchange	119,288	119,288	-
Others	58,663,873	57,758,398	90,406,520
Finance cost	15,020,635	15,020,635	9,213,284
	<u>774,180,509</u>	<u>773,271,626</u>	<u>545,649,093</u>

24 (Loss) earnings per share

Basic (loss) earnings per share is calculated by dividing the (loss) profit attributable to the owners of the Company by the weighted average number of paid-up and issued ordinary shares during the year.

The diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares.

	Consolidated	Company	
	2013	2013	2012
For the years then ended 31 December			
(Loss) profit attributable to shareholders (Baht)	(60,178,222)	(58,893,271)	22,004,830
Weighted average number of ordinary shares (Shares)	358,754,895	358,754,895	284,756,721
Weighted average number of ordinary shares to be issued for warrants UWC-W1 (Shares)	113,261,432	113,261,432	22,950,820
Weighted average number of ordinary shares including diluted ordinary shares (Shares)	472,016,327	472,016,327	307,707,541
Basic (loss) earnings per share (Baht)	(0.17)	(0.16)	0.08
Diluted (loss) earnings per share (Baht)	(0.13)	(0.12)	0.07

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25 Dividends per share

On 4 April 2012, the Ordinary General Meeting of Shareholders of the Company had passed a resolution to appropriate profit from operations of year 2011 to pay dividend at the rate of Baht 0.20 per share totaling Baht 5.01 million. The subsidiary paid dividend on 2 May 2012.

26 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 members of the family 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.

The Company is controlled by Capital Engineering Network Public Company Limited ("Parent company") incorporated in Thailand, which holds 57.80% (2012: 61.25%) of the Company's issued and paid up share capital. The remaining 42.20% (2012: 38.75%) of the shares are widely held.

Relationship with related parties that control or jointly control the Company or are being controlled or jointly controlled by the Company or have transactions with the Company were as follows:

Name of entities	Country of incorporation	Natures of relationship
1. Capital Engineering Network Public Company Limited	Thailand	Parent company, some common directors
2. Imperial Land Company Limited	Thailand	Subsidiary
3. Picnic Corporation Public Company Limited	Thailand	Related company
4. Enesol Company Limited	Thailand	Related company through same major shareholder
5. Rayong Wire Industries Public Company Limited	Thailand	Related company through same major shareholder
6. Pipeline Company Limited	Thailand	Related company through same major shareholder
7. HTP & CEN Corporation Company Limited	Thailand	Related company through same major shareholder
8. BMC Public Company Limited	Thailand	Related company through same major shareholder
9. WJC Enterprise Company Limited	Thailand	Related company through the same major shareholder
10. PPS Energy and Marine Company Limited	Thailand	Related company through the same major shareholder
11. Key management personnel	Thailand	Persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director of the Company (whether executive or otherwise)

Ua Withya Public Company Limited and its subsidiary
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26 Related party transactions (Cont'd)

The pricing policies for particular types of transactions are explained further below:

Transactions	Pricing policies
Revenue from projects	Cost plus margin net of cost of around 10%
Dividend paid	The amount approved by the ordinary general meeting of shareholders
Remuneration of directors and managements represent salary, meeting allowance, per diem and bonus	The amount approved by the Company's directors and ordinary general meeting of shareholders
Interest paid	The amount approved by the Company's directors, based on borrowing cost of the Company

The following transactions were carried out with related parties:

26.1 Revenues

	Consolidated and Company	
	2013	2012
	Baht	Baht
For the years then ended 31 December		
Revenues from manufacturing service		
Related companies	15,548,240	120,851,747
Revenues from sales		
Related company	7,759,932	-

26.2 Expenses

	Consolidated and Company	
	2013	2012
	Baht	Baht
For the years then ended 31 December		
Interest paid		
Related company	3,084,134	1,685,536
Key management remuneration (included in "Selling expenses" and "Administrative expenses")		
Directors	10,042,100	7,097,712

26.3 Trade and other receivables

	Consolidated and Company	
	2013	2012
	Baht	Baht
Trade receivables, net (Note 10)		
Related companies	3,212,194	86,934,913
Amount due from related companies (Note 10)		
Related companies	-	2,224,906
Directors	1,000,958	749,633
	1,000,958	2,974,539

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26 Related-party transactions (Cont'd)

The following transactions were carried out with related parties: (Cont'd)

26.4 Short-term loan to a subsidiary

	Company	
	2013 Baht	2012 Baht
Subsidiary	40,000,000	-

Movement of short-term loan to a subsidiary for the year then ended 31 December 2013 are as follows:

	Company	
	2013 Baht	2012 Baht
Opening balance	-	-
Addition	40,000,000	-
Closing balance	40,000,000	-

As at 31 December 2013, short-term loan to a subsidiary is unsecured in Thai Baht. The loan is due at call and carries interest at the rate of 5.35% per annum.

26.5 Investment in a related party
(included in "other non-current assets")

	Consolidated and Company	
	2013 Baht	2012 Baht
Related company	1,125	1,000

26.6 Other payables (Note 17)

	Consolidated and Company	
	2013 Baht	2012 Baht
Accrued interest		
The parent	-	548,733
Revenue received in advance		
Related companies	-	91,318
Accrued expenses		
Directors	5,600	26,842
	5,600	666,893

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26 Related-party transactions (Cont'd)

The following transactions were carried out with related parties: (Cont'd)

26.7 Short-term loans from the parent

	Consolidated and Company	
	2013 Baht	2012 Baht
Short-term loan (Note 16)		
The parent	-	57,500,000

Movement of short-term loans from the parent for the year then ended 31 December 2013 are as follows:

	Consolidated and Company Baht
Opening balance	57,500,000
Addition	130,000,000
Repayment	(187,500,000)
Closing balance	-

Short-term loans from the parent were unsecured and in Thai Baht. The loans carried fix interest at the rate of 5.25% per annum and repayable within 6 months.

26.8 Dividends paid

	Consolidated and Company	
	2013 Baht	2012 Baht
Dividends paid		
The parent	-	4,558,323

27 Commitments and contingency

The future aggregate minimum lease payment under non-cancellable operating leases are as follows:

	Consolidated	Company	
	2013 Baht	2013 Baht	2012 Baht
Not later than 1 year	664,471	559,207	853,200
Later than 1 year but not later than 5 years	125,048	125,048	684,255
	789,519	684,255	1,537,455

Ua Withya Public Company Limited and its subsidiary
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27 Commitments and contingency (Cont'd)

The future aggregate payment for other commitments are as follows:

	Consolidated and Company	
	2013	2012
	Baht	Baht
Other commitments		
Bank guarantees	4,383,423	3,067,953

Contingency

According to a ruling by the court of appeal on 31 October 2013, in the case where the Company was charged as a defendant on intrusion of private land nearby the factory vicinity, the Company is required to pay charges of 420,000 Baht. Nevertheless, in January 2013, the Company further filed the case for final consideration of the supreme court, where the case is still pending for final ruling by the supreme court.

Explanation and Analysis of Financial Status and Operating Results

Revenue Structures

(Unit : Million Baht)

Product Line	Year 2013	%	Year 2012	%	Year 2011	%
Manufacturing Steel Structure Transmission Line for high Voltage Tower	511.93	71.35	219.90	38.31	305.38	47.91
Manufacturing Telecommunication Tower	35.48	4.95	58.76	10.24	47.42	7.44
Manufacturing Substation Steel Structure Tower	51.78	7.22	58.79	10.24	77.40	12.14
Manufacturing General Structure	47.82	6.66	172.13	29.98	128.80	20.21
Service for Galvanizing	22.24	3.10	25.87	4.51	23.16	3.63
Selling Industrial Products	24.33	3.39	15.01	2.61	18.58	2.91
Other Revenue	23.90	3.33	23.61	4.11	36.66	5.75
Total	717.48	100.00	574.06	100.00	637.40	100.00

Note : Other Revenue consisted of : Sale of scrap from raw material , Zinc , steel (By product of the steel structure production and Galvanizing service) , Reversal of allowance for doubtful accounts , Interest Income , Selling of Assets

Work in Progress not deliver

as at December 31 , 2013 and 2012 , The Company had project in progress and expected to be deliver in 2014 and 2013 as follow :

Products	As at December 31 ,2013 Quantity of works (Ton)	As at December 31 , 2013 Value of Works Not Deliver (Million Baht)	As at December 31 ,2012 Quantity of works (Ton)	As at December 31 , 2012 Value of Works Not Deliver (Million Baht)
Steel Structure Transmission Line for high Voltage Tower	7,684	369.39	14,819	664.30
Telecommunication Tower	219	10.96	228	12.20
Substation Steel Structure Tower	260	13.87	701	32.90
General Steel Structure	251	5.84	445	13.50
Total	8,414	400.06	16,193	722.90

Analysis of results of operations.

(1) Income

For the year 2013, the Company and its subsidiaries had total revenue of 716.83 million baht, an increase of 142.76 million baht or 24.87%, while the net loss total 60.17 million baht or decreased 373.50% compared to the same period in 2012 had total revenues 574.07 million baht with the net profit of 22.00 million baht the overall operating results for the year 2013 compare to the same period of year 2012 is shown in table 1 below.

Table 1 provides an overview of performance.

Unit : Million Baht

	Items	For the year ended 31 December			
		2013	2012	Increased (Decreased)	
		(Consolidated)	(Company)	Amount	Percentage
1	Revenue from steel tower manufacturing	669.18	535.45	133.73	24.98
2	Revenue from sale of industrial equipment	24.34	15.01	9.33	62.16
3	Other income	23.31	23.61	(0.30)	(1.27)
4	Total revenues	716.83	574.07	142.76	24.87
5	Total expenses	774.18	545.65	228.53	41.88
6	Profit (loss) before income tax	(57.35)	28.42	(85.77)	(301.79)
7	Total comprehensive(expense) income for the year	(60.17)	22.00	(82.17)	(373.50)

In 2013 the Company and its subsidiaries had the total revenues of 716.83 million baht. Compare to the year of 2012. The total revenue in 2012 was 574.07 million baht, increased 142.76 Million Baht or 24.87 percent, which are detailed below.

- The Company's income from manufacturing and project contract 669.18 million baht, and increased in the amount of 133.73 million baht or 24.98 percent compare to the same period in 2013 was 535.45 million baht due to increased in delivered Steel Structures for high voltage electrical towers from received in 2012 projects.
- The revenue from industrial products sale 24.34 million baht as 9.33 million baht increased or 62.16 percent when compared to the same period in 2012 was 15.01 million baht due to

in 2013 sale of the steel industrial applications to the related company was 8.30 million baht increased.

- The other income in 2013 in the amount of 23.31 million baht or 3.25 percent of total revenues as detailed below.
- Sales of scrap, zinc's scrap and others in the amount of 21.25 million baht.
- The Company's had interest income 1.22 million baht which came from financial Institutions 0.71 million baht, related companies 0.37 million baht and delay payment from customers as amounting of 0.14 million baht.

(2) Cost and Expenses

Year 2013, the company and its subsidiaries had Gross Profit to revenues as 10.41 percent and Net Loss as 8.39 percent of total revenues was decreased when compared to the same period in 2012 was Gross Profit to revenues as 12.77 percent and Net Profit as 3.83 percent of total revenues due to Steel Structures for high voltage electrical tower projects was lower gross profit margin than other projects and the allowance for doubtful accounts receivable amounting of 74.49 million baht.

Table 2: Provides an overview of costs and expenses and gross profit to revenue.

	Items	Amount (million baht) , %				Amount increased (decreased)	
		2013 (Consolidated)	Percent	2012 (Company)	Percent	Million Baht	Percent
1	Total revenues	716.83	100.00	574.07	100.00	142.76	24.87
2	Cost of steel tower manufacturing and cost of sale	642.19	89.59	500.77	87.23	141.42	28.24
3	Gross profit	74.64	10.41	73.30	12.77	1.34	1.83
4	Sales and administrative expenses	116.97	16.32	35.67	6.21	81.30	227.92
5	Profit(loss) before finance cost and income tax expenses	(42.33)	(5.91)	37.63	6.55	(79.96)	(212.49)
6	Financial cost	15.02	2.10	9.21	1.60	5.81	63.08
7	Profit (loss)before income tax expenses	(57.35)	(8.00)	28.42	4.95	(85.77)	(301.79)
8	Income tax expenses	2.82	0.39	6.42	1.12	(3.60)	(56.07)
9	Net Profit (Loss)	(60.17)	(8.39)	22.00	3.83	(82.17)	(373.50)

(3) Gross Profit

In the year 2013, the Company and its subsidiaries had gross margin as 10.41 percent, which was a decrease compared to the same period of 2012, where the gross profit was 12.77 percent, due to the Steel Structure for high voltage electrical towers project, which the Company had got order in the early year and delivery in 2013 had less in profit margin.

(4) Expenses

In 2013, the Company had a total cost of 774.18 million baht, the cost increased from 2012, with a total cost of 545.65 million baht, an increase of 228.53 million baht or 41.88 percent by the following reasons.

- Cost of steel tower manufacturing 623.87 million baht, an increase of 133.10 million baht as approximately increased of 27.12 percent when compared to the same period in 2012 in the amount of 490.77 million baht, varied by amount of projects that the company has delivered to the customer.
- Cost of industrial equipment sale 18.32 million baht, an increase of 8.32 million baht or 83.20 percent compared to the same period in 2012, which had a total sale of industrial equipment of 10.00 million baht. It was varied of sale.
- Cost of sales 5.68 million baht, an increase of 0.21 million baht or approximately 3.84 percent when compared to the same period of the year 2012, which was 5.47 million baht. It varied by the payment from industrial customers and galvanizing industry customers.
- The cost of administration of 111.29 million baht, an increase of 81.09 million baht or approximately 268.51 percent increase when compared to the same period in 2012, which amounted to 30.20 Million baht. In year 2013, there has been an allowance for doubtful accounts receivable and insured the project with financial liquidity of 74.49 million baht.
- Finance costs consist of interest expense and banking fee of 15.02 million baht, an increase of 5.81 million baht or 63.08 percent increased when compared to the same period in 2012, which amounted to 9.21 Million Baht. Thus, the company and its subsidiaries has short-term loan from financial institution as increased amounting to 205 Million Baht, purpose used in company working capital and investment in subsidiaries company.

(5) Net profit (Loss)

In 2013, the Company had a net loss of 60.17 million baht as decreased of 82.17 million baht or equivalent 373.50 percent when compared to the same period in 2012 has net profit of 22.00 million baht. Mainly from the year 2013 there was allowanced for doubtful account as amounting of 74.49 million baht.

Financial Analysis

Table 3 : Overview statement of financial position

	Items	Amount (Million baht)		Increased (decreased)	
		As of December 31,2013 (Consolidated)	As of December 31,2012 (The Company)	Million baht	Percent
1	Total Assets	1,092.92	1,058.87	34.05	3.22
2	Total Liabilities	464.80	404.38	60.42	14.94
3	Total Shareholders' Equity	628.12	654.49	(26.37)	(4.03)

(1) Assets

As of December 31, 2013, the company and its subsidiaries had total assets of 1,092.92 million baht, an increased from 2012, with total assets of 1,058.87 million baht, an increased in the amount of 34.05 million baht, by following reasons.

- Cash and cash equivalents amount of 56.89 million baht had a net decreased of 2.96 million baht when compared to the same period in 2012 had in the amount of 57.71 million baht due to reduce in bank balances
- Short-term investments 100.95 million baht, a net increase of 100.16 million baht, compared to the same period in 2012 had 0.79 million baht. Because of the company had invested in fund with a bank in the amount of 100.14 million baht.
- Trade and other receivables 99.96 million baht, a decreased of Baht 142.82 million baht, compare to the same period in 2012, which had amount of 242.39 million baht due to the allowance for doubtful accounts receivable and insured the project with financial liquidity 74.49 million baht thus as a debtor or EMC Public Company Limited with related company

as amounting of 64.49 Million Baht which most debts unpaid for more than 1 year and account receivable of STN Construction Company Limited (external debtor) as amounting of 10 Million Baht also debts unpaid for more than 1 year. Moreover, the company has follow-up both account receivables but guideline for payment is not clear.

- Earning money for buying business amounting of 9 Million Baht which these are under conditions of agreement and accelerated by contract termination thus request refund as the company believe that this business is likely to invest.
- Inventories, net of 357.47 million baht, a decreased of 32.28 million baht, compare to the same period in 2012 which had the amount of 389.75 million baht. Mainly cause by a decreased of work in process 68.50 million baht with more delivered and raw materials increased by 35.70 million baht.
- Other current assets 0.65 million baht, a net decreased of 9.61 million baht compare to the same period in 2012 had the amount of 10.26 million baht, because of an income tax refund from the IRS in the amount of 16.77 million baht.
- Property, land and equipment in the amount of 266.90 million baht an increased of 20.14 million baht, compared to the same period in 2012, which amounted of 246.76 million baht. The company has purchased of fixed assets increased by 27.02 million baht and a decreased by depreciation 6.83 million baht.
- Intangible assets in the amount of 3.53 million baht. An increased of 0.99 million baht, compared to the same period in 2012 which had the amount of 2.54 million baht. An increased by purchased the software programs 1.53 million baht and lower by amortized 0.54 million baht.
- Other assets of 27.77 million baht. An increased of 9.12 million baht, compared to the same period in 2012 which was 18.64 million baht. Cause by withholding taxes in the years of 2013 and 2014 in amounts of 15.79 million baht and 11.83 million baht respectively.

(2) Liabilities

At the 2013 year end, the Company and its subsidiaries had total liabilities of 464.80 million baht, an increase of 60.42 million baht from the 2012 year end, which was amount 404.38 million baht due to the increased in bank overdrafts, short-term loan from financial institution and employee

benefit obligations. A decreased in accounts payable and other payables, short-term loans, other current liabilities and deferred tax assets.

Current liabilities in the year of 2013 were 402.15 million baht, an increase of 58.95 million baht from the end of the year 2012, which was 343.20 million baht. Caused by overdrafts increased by 0.88 million baht, an increase of short-term loans from financial institutions 202.97 million baht. Decreased of account payable and other creditor 88.80 million baht, short-term loans from related parties decreased 57.50 million baht and other current liabilities decreased by 5.53 million baht.

Non-current liabilities in 2013 in the amount of 62.64 million baht increased of 1.46 million baht from year-end 2012 which had the amount of 61.18 million baht

(3) Shareholders Equity

In 2013, the Company had a loss from operations 60.04 million baht and increased in paid up capital of 33.67 million baht. Resulting in the shareholders' equity decreased to 628.12 million Baht from last year which was 654.49 million baht or decreased in the amount of 26.37 million baht or 4.03 percent.

The quality of Assets

- **Trade and other receivables, net**

Totaling amount of Net Trade and Other Receivables in the year 2019 equals to 99.96 Million Baht due to the company had recorded the doubtful account and can divide as follows to the duration of debt consists as follows:

Remaining Duration	2013		2012		2011	
	Million	%	Million	%	Million	%
Debtor – Not Yet Due	55.79	33.05	91.37	39.75	170.53	71.39
Debtor – Overdue						
0 – 3 months	15.88	9.41	48.68	21.18	67.62	28.31
3 - 6 months	12.19	7.22	35.37	15.39	0.17	0.07
6 – 12 months	29.52	17.49	53.94	23.46	0.56	0.23
More than 12 months	55.43	32.84	0.52	0.22	-	-
Total	168.81	100.00	229.88	100.00	238.88	100.00
Net Doubtful Accounts	(74.49)	(44.13)	-	-	-	-
Total Trade Receivable	94.32	55.87	229.88	100.00	238.88	100.00
Other Receivables	5.62		12.52		15.90	
Trade and other receivable - net	99.96		242.40		254.78	

As December 31, 2013 Company had trade account receivable before deducted the doubtful account as totaling of 94.32 Million Baht and allowance for doubtful accounts receivable and insured the project with financial liquidity 74.49 million baht by account receivable which not yet due, remaining duration not more than 12 months amounting of 55.79 Million Baht, 57.59 Million Baht and 55.43 Million Baht respectively which calculated to 33.05 percent, 34.12 percent and 32.84 percent respectively. The management of the Company determined that an allowance for doubtful account for trade accounts receivable which overdue 12 months that need liquidity provision for doubtful account in the amount of 74.49 million baht for the year 2013. Trade and other receivables - net in the year of 2013 decrease of 142.44 million baht from the end of the year 2012, which was 242.40 million baht. The management has increased lending to debtors more strictly and follow-up continuously. Allowance for doubtful of debtors which has been reserved, company has demand payment of debts in legal procedure for a chance on receive payment.

For Trade Credit Policies, usually the Company will give 30-90 days on credits as the present, the Company tries to improve on efficiency of collection the debts by asking for the payment of debts when its due date and give short term credit for the new customers. In

summarized, year 2013 the Average Collection Period equals to 106 days when compared to year 2012 as 161 days.

● Net Inventories

Changing of inventories are decreased as amounting of 389.76 Million Baht (Year 2012) and amounting of 357.47 Million Baht (Year 2013) or 32.29 Million Baht decreased or equals to 8.28 percent. Mainly cause by a decreased of work in process 68.50 million baht with more delivered and the raw material increased by 35.70 million baht for the new project in 2014 of the Company and its subsidiaries company. the inventories as consists as following:

Type of inventories	2013		2012		2011	
	Million	%	Million	%	Million	%
Finished Goods	17.06	4.59	16.79	4.16	17.14	6.08
Work in process	138.28	37.24	206.77	51.20	100.95	35.79
Raw Material	190.29	51.25	158.89	39.35	139.46	49.45
Raw Material in transit	-	-	-	-	-	-
Factories supplies	25.68	6.92	21.38	5.29	24.48	8.68
Total	371.31	100.00	403.83	100.00	282.03	100.00
<u>Less</u> Provision for decline in value of inventories	(13.85)	(3.73)	(14.08)	(3.49)	(14.26)	(5.06)
Inventories - Net	357.47	96.27	389.75	96.51	267.77	94.94

As December 31, 2013 the Company and its subsidiaries company had Inventories before deducted the provision for decline in value as totaling of 357.47 Million Baht , by Finished Goods , Work in process , Raw Material and Factories supplies amounting of 17.06 Million Baht, 138.28 Million Baht , 190.29 Million Baht and 25.68 Million Baht respectively which calculated to 4.59 percent, 37.24 percent , 51.25 percent and 6.92 percent respectively.

In consider of Inventory turnover Period , the company had turnover rate from 1.52 times (year 2012) to 1.72 times (year 2013) which which increased from demand of Clients from the project of the company which deliver within 1-2 year from 2012.

FINANCIAL RATIO FOR THE YEAR 2011- 2013

FINANCIAL RATIO			FOR THE YEAR ENDED		
			2013>12	2012>11	2011>10
<u>Liquidity Ratio</u>					
	Current Ratio	Time	1.62	2.30	1.94
	Quick Ratio	Time	0.75	1.17	0.96
<u>Leverage Ratio</u>					
	Debt / Equity Ratio	Time	0.43	0.38	0.66
	Interest Coverage	Time	(2.72)	4.88	7.40
<u>Profitability Ratio</u>					
	Gross Profit Margin	(%)	7.40	9.03	7.64
	Net Profit Margin	(%)	(8.47)	3.99	4.85
	Return on Assets	(%)	(5.33)	3.36	4.09
	Return to Equity	(%)	(9.33)	3.36	7.17
<u>Activity Ratio</u>					
	Accounts Receivable Turnover	Time	3.46	2.27	2.42
	Average Collection Period	Day	106	161	151
	Inventory Turnover	Time	1.72	1.52	1.99
	Average Sales Period	Day	212	272	183
	Fixed Asset Turnover	Time	2.79	2.80	2.92
	Total Asset Turnover	Time	0.66	0.63	0.70
<u>Detial per share</u>					
	Earnings(Loss) per Share	Baht	(0.17)	0.06	0.12

Cash flow analysis

Table 4 : Overview statement of cash flows

	Items	Amount (Million baht)		Increased (decreased)
		2013	2012	Million baht
1	Net cash used in generated from operating activities	(52.15)	(6.03)	(46.12)
2	Net cash used in investing activities	(127.62)	(106.55)	(21.07)
3	Net cash generated from financing activities	180.66	166.96	13.70
4	Net increased (decreased) in cash and cash equivalents	0.89	54.38	(53.49)
5	Opening balance of cash and cash equivalents	40.61	(13.78)	54.39
6	Closing balance of cash and cash equivalents	41.50	40.60	0.90

In 2013, net cash flow from operating activities was negative in the amount of 52.15 million baht due to the trade receivables and other receivables decreased by 67.49 million baht inventories decreased by 32.51 million baht. Property development project increased 79.31 million baht. Other current assets decreased by 0.56 million Baht. Others assets decreased by 0.07 million Baht. Trade accounts payable and other payables decreased by 88.29 million baht in other current liabilities decreased by 5.37 million baht. Employee benefit was 1.32 million baht. Received accrued interest of 1.67 million baht. Income tax refunding 16.77 million baht. Interest expend 17.04 million baht. Income tax expend 19.91 million baht Cash flow from investment was negative in the amount of 127.62 million baht as a result of the company's interest received from fixed deposits of 0.21 million baht, paid to current investments in available for sale securities 210.00 million baht as received from the sale of current investments and available for sale securities 110.79 million baht. Purchased additional fixed assets 27.03 million baht. Received from the sale of assets 0.17 million baht and purchased of intangible assets 1.53 million baht. Cash flow from financing activities is a positive in the amount of 180.66 million baht. As a result of the Company's short-term loans from financial institutions increased by 240.00 million baht. Short-term loans from related parties increased by 130.00 million baht. Received from exercised of warrants 33.52 million baht. Short-term loans re-

payment to financial institutions of 35.36 million baht and short-term loans re-payment from related parties 187.50 million baht. From the reasons stated above, make cash and cash equivalents increased 0.89 million baht. As of December 31, 2013 the Company had cash and cash equivalents balance of 41.50 million baht.

Subsidiaries Investment

In 2013, the company purchased shares from Imperial Land Co., Ltd. by 99.99%, or a total of 1,099,998 shares, at the rate of 100 Baht per share, totaling 138.60 million Baht in subsidiaries investment. This is presented in the Financial Statements of the company and subsidiaries under In-Progress Real Estate Project Account for sales and rental, totaling 167.19 million Baht.

Source of Funds

● Liabilities

Total liabilities of company in year 2012 equals to 372.52 Million Baht which 70.75 Million Baht or 23.45 percent increased as year 2011 amounting of 301.77 Million Baht which results came from increased from Trade and other accounts payable, Short – term borrowings from a related party amounting of 69.67 Million Baht and 27.50 Million Baht respectively, but Bank overdrafts and short – term borrowings from financial institutions decreased amounting of 26.78 Million Baht.

Amount of other liabilities in year 2012 equals to 343.20 Million Baht as 70.48 Million Baht or 25.84 percent increased from year 2011 which amounting of 272.72 Million Baht as main reason came from decreased in Bank overdrafts and short-term borrowings from financial institutions amounting of 26.78 Million Baht, increased in Trade and other accounts payable amounting of 69.67 Million Baht, increased in Short – term borrowings from a related party amounting of 27.50 Million Baht.

Current Liabilities in year 2012 as amounting of 29.32 Million Baht as 0.27 Million Baht or 0.93 percent increase from year 2011 amounting of 29.05 Million Baht due to the Company has increased in Provision for employee benefits amounting of 0.27 Million Baht from previous year.

● Shareholders

In year 2011, the Company had Shareholders' equity equals to 455.63 Million Baht and year 2012, the Company had a net profit from operation equals to 21.99 Million Baht, increased in shares capital issued and paid up by 99.50 Million Baht and increased in Appraisal surplus in Land amounting of 40.33 Million Baht, and Premium on shares capital increased in amounting of 73.92 Million Baht, and paid for Dividend amounting of 5.01 Million Baht, and appropriated – Legal reserve amounting of 1.10 Million Baht. In addition, this leads company had shareholders' equity as at year 2012 in totaling of 686.35 Million Baht.

	Consolidated and Company			
	Number of shares Baht	Ordinary shares Baht	Share premium Baht	Total Baht
Authorised share capital				
At 1 January 2012	350,000,000	350,000,000	-	350,000,000
Register additional shares	175,000,000	175,000,000	-	175,000,000
At 31 December 2012	525,000,000	525,000,000	-	525,000,000
Register additional shares	35,015,418	35,015,418	-	35,015,418
At 31 December 2013	560,015,418	560,015,418	-	560,015,418
Issued and paid-up share capital				
At 1 January 2012	250,504,000	250,504,000	-	250,504,000
Issuance of ordinary shares	99,496,000	99,496,000	79,596,800	179,092,800
Cost of share subscription	-	-	(5,678,202)	(5,678,202)
At 31 December 2012	350,000,000	350,000,000	73,918,598	423,918,598
Issuance of ordinary shares from exercise of warrants	33,673,599	33,673,599	-	33,673,599
At 31 December 2013	383,169,599	383,673,599	73,918,598	457,592,197

On 30 April 2013, the Annual General Meeting of Shareholders 1/2013 passed a resolution to approve an increase of the registered ordinary shares from Baht 525,000,000 to Baht 560,015,418, equivalent to 35,015,418 ordinary shares at par value of Baht 1.00 per share in order to reserve for exercising right to purchase ordinary shares of the Company under warrants. On 14 May 2013, the Company registered this increase in ordinary shares with Ministry of Commerce.

On 30 October 2012, the Extraordinary Meeting of Shareholders 1/2012 passed a resolution to approve an increase of the registered ordinary shares from Baht 350,000,000 to Baht 525,000,000 equivalent to 175,000,000 ordinary shares at par value of Baht 1.00 per share in order to reserve for exercising right to purchase ordinary shares of the Company under warrants. On 12 December 2012, the Company registered this increase in ordinary shares with Ministry of Commerce.

In June 2012, the Company offers ordinary shares by number of 99,496,000 shares to general public for the first time. Such ordinary shares comprises par value of Baht 1.00 per share. Shares are offered at the price of Baht 1.80 per share aggregating to of Baht 179.09 million. The Company recorded expenses in respect of shares distribution by amount of Baht 5.68 million (net of relevant tax of Baht 1.70 million) as deducted transactions in the premium on share capital. In addition, the shares increment is registered for paid-up from Baht 250.50 million to Baht 350.00 million equivalent to ordinary shares by number of 350.00 million shares in the par value of Baht 1.00 per share at the Ministry of Commerce on 28 June 2012. And the Market for Alternative Investment ("MAI") has granted a listing of the Company's ordinary shares and permitted trading since 12 July 2012 onward.

Warrants to purchase ordinary shares No.1 (UWC-W1)

On 30 October 2012, the Company issued warrants to offer to its existing shareholders detailed as follows:

Type of warrants	:	Issued in the names of respective holder and negotiable.
Term of warrants	:	3 years from the issuing and offering date
Number of warrants	:	Unit 175,000,000
Ratio	:	Old ordinary share per 1 warrant
Offering price	:	Baht 0 per unit

Exercise ratio	:	1 warrant per 1 ordinary share (which will be changeable)
Exercise price	:	Baht 1.00 per share (which will be changeable)
Exercise date	:	On the last business day of March, June, September and December of each year, throughout the term of the warrants.
Last exercise date	:	13 November 2015

Movement of warrants for the year ended 31 December 2013 as follows;

	Consolidated and Company Warrants
Opening balance	174,999,923
<u>Less</u> Exercised warrant during the period	<u>(33,673,599)</u>
Closing balance	<u><u>141,326,324</u></u>

For the year ended 31 December 2013, 33,673,599 warrants were already exercised by issuing new ordinary shares of 33,673,599 shares at par value of Baht 1.00 each. The Company completed ordinary share issuance process in October 2013.

Capital Adequacy

Upon analyzing the source of capital, it can be seen that the corporate and subsidiaries generate its capital from Overdraft Account and short-term loans from financial institutions and large firms, including from shareholders. It is believed by the management level that the company and subsidiaries have capital adequacy. If, however, the company or subsidiaries is experiencing the lack of capital, both can request for financial supports through funds or loans from large firms.

Currently, the sources of corporate working capital include bank loans or loans from financial institutions. The details of corporate credit line with the bank for the year ended 2013 are as followed:

Descriptions	Credit Line Received (million Baht)	Credit Line Spent (million Baht)	Balance of Credit Line as at 31 Dec. 2013 (million Baht)
Bank	170	91	79
Bill of Exchange (Financial Institution)	300	205	95
Total	470	296	174

Optimal Capital Structure or Capital Source

As at December 31, 2013, Debt to Equity Ratio of the company and subsidiaries is 0.43, which is higher than in 2012 due to the increased in total liabilities by 15% , resulting from the increased in short-term loan from financial institution in the value of 203 million Baht and from the decreased in shareholders' equity by 4% due to net loss of 60.18 million Baht for the year ended 2013 and capital increase registration resulting from the conversion of rights to purchase common shares from warrant, totaling 33.67 million Baht. Meanwhile, Debt to Equity Ratio as at December 31, 2012 was 0.38. This is due to the increased in total liabilities by 24% resulting from the increased in trade accounts payable and other payables to related parties in the value of 70 million Baht, the increased in short-term loans from large firms worth 27.50 million Baht, the decreased in short-term loan from the financial institution worth 27 million Baht, and the increased in shareholders' equity by 52% due to the increased in paid capital stock of 99.50 million Baht, excessive capital from increased in registered and paid capital of 74 million Baht, the increased in net profit as at 2012 worth 22 million Baht, and profit from land appraisal in the value of 32 million Baht (after resolving the impact resulting from accounting policies adjustment).

Liquidity Adequacy, Solvency, and Competency in Compliance with Loan Contract

The Liquidity Ratio of the company and subsidiaries as at December 31, 2013 was 1.62 whereas the Liquidity Ratio as at December 31, 2012 was 2.30. This suggests a decreased in

corporate and subsidiaries liquidity, meaning that the current assets of the company and subsidiaries exceed current liabilities by 1.62 times. Additionally, the increased in Quick Ratio in 2013 by 0.75 times also suggests lower amount of current assets of the company and subsidiaries that can be transfer to cash comparing to current liabilities, risking of poorer financial competence.

Based on the Leverage Ratio of 2.72 as at the year ended 2013, the company and subsidiaries had a net loss of 60.18 million Bath from loan loss reserve from accounts receivable, totaling 74.49 million Baht, whereas its net profit prior to loan loss reserve was 14.31 million Baht. This suggests that the company had earnings before interest and income tax of 32.15 million Baht (finance costs of 15.02 million Baht, income tax of 2.82 million Baht). Upon a new calculation, the Leverage Ratio of the year 2013 is 2.14. When compared to the Leverage Ratio of 4.88 in 2012, it can be noticed that corporate solvency had decreased. However, in spite of the circumstance, the company and subsidiaries can still maintain its financial competency in compliance with the terms and conditions of loan.

Potential Factors Affecting Future Business Operation or Financial Status

Based on the characteristics of the company's business operation, the main source of corporate earning comes from auctioning of work price and the work obtained from that auction. Hence, this type of earning solely depends on the number of works the company won from auctioning. If, however, the company is unable to participate in the auction or did not receive any work from the auction, its earning will inevitably be affected. The company is therefore determined to enhance its human resource as well as technological advancement in order to offer customers products of the finest quality that meets international standard requirement, including providing prompt delivery at reasonable price in order to create good customer satisfaction and sustainably expand the customer base and achieve highest customer trusts as per the determined corporate visions.

The Impact of Global Economic Crisis and Thailand's Economic Financial Crisis

In 2014, the fluctuation of global economy resulting from the United States and EU economic crisis has directly affected consumer demands, obstructing the investment in private sector. In spite

of the fact that the world's economic situation appears to be recovering and that there is a state policy in accelerating the investment in large projects. The operation is still currently on hold due to the country's on-going political unrest Mortgage Scheme initiated by the government, resulting in the loss of confidence from investors. Furthermore, the increased in minimum wage to 300 Baht also led to higher production cost. These factors are inevitably affecting the business growth of the company as well as of the country, including the fluctuation of Baht currency throughout 2013, which caused the price of raw material to rise.

Investment in Imperial Land Co., Ltd.

The company invested in Imperial Land Co., Ltd. by 99.99% of registered and paid capital. Following the investment, the company is focusing on real estate development project for sales or rental. In 2013, the company invested in In-Progress Real Estate Project worth 167.19 million Baht. This project is expected to be completed in the third quarter of the year 2014 and its revenue is expected be determined in the fourth quarter of 2014. The objectives of this project investment are to distribute risks of the company's business operation among other types of businesses as well as to generate long-term and constant cash flow from revenue earned from project rented by subsidiaries. Nevertheless, real estate business can be affected by speculative risk as had been experienced in the past during the Economic Bubble in 1997. The management level is well aware of such risks and tries to take great precautions in running the business.

Corporate Social Responsibility

Social responsibility of the company and subsidiaries

1. Fair business operation
2. Anti-corruption
3. Respect in human rights
4. Fair treatment of labor force
5. Responsibility towards consumers
6. Environmental responsibility
7. Community or social works
8. Innovation development and distribution of innovations used for performing corporate duties for the society, environment, and stakeholders.

General Policy:

Corporate Social Responsibility Policy of UA Withya Public Co., Ltd. and Subsidiaries

1. The Company and subsidiaries are committed to ensure prevention of all damages caused either by accidents, illness, or injury during operation and to emphasize on protecting the lives and properties of employees and the organization, including ensuring operational health and safety of employees, community, and stakeholders.
2. The Company and subsidiaries are committed to ensure protection of the ecological system, including reducing the risks and enhancing efficiency in all activities or process or procedure relating to the production of products and services of the Company to minimize the impact caused by operational health and safety risks which may have on the community or the environment as much as possible.
3. The Company and subsidiaries are committed to perform its operation in compliance with the laws or relevant industrial standards in order to ensure operational health and safety as well as environmental protection.
4. The Company and subsidiaries shall emphasize on Quality Management using quality management tool and providing efficient production process of products and services in order to ensure prompt delivery for highest customer satisfaction.

5. The Company and subsidiaries are committed to operate the business with honesty and shall instill good moral among all employees to encourage anti-corruptions, including cooperating with public and private sectors as well as the society and community in creating a sense of social responsibility.

Disclosure of Information and Corporate Social Responsibility Report:

The Company takes part in CRS-DIW Program for sustainable environmental development and social responsibility (CSR-DIW for Beginner2556) and provides description of corporate operation policy in regards to the society, environment, and stakeholders, including the operational practice, corporate social responsibility report preparation, and corporate social responsibility.

Summary of CSR-DIW for Sustainable Environmental Development and Social Responsibility (CSR-DIW for Beginner 2556)

which comprises of:

1. **Company Information**: This section provides general corporate information including location, organizational chart, product and service production chart (mechanical equipment), production, galvanizing process, organizational size, management system, and list of important contacts.

2. **Primary Assessment of Corporate Environment Status**: This section describes organizational structure in terms of environmental operation, including social duties and responsibility, environmental policy/social responsibility, and initial revision of environmental management system. The Company has already studied relevant laws and regulations in regards to the environment such as the management of water pollution, air pollution, noise pollution, odor, smokes and heat, and wastes in order to address and summarize significant environmental issues posing potential threats and affecting the laws and regulations relating to the company namely regulations of the Ministry of Industry, regulations of the Ministry of Natural Resources and Environment, regulations of the Ministry of Science, regulations of the Ministry of Labor and Welfare, and laws relating to noise pollution and vibration.

3. **Environmental Management and Practice**: This section describes corporate management and improvement approaches to initially addressing the existing environmental problems, including the objectives and goals of environmental management, environmental management planning, operational procedure, trainings, instilling morality and skills. Revision of environmental issues during operation and operational safety

had already been carried out whereas the environmental management plan had also been established to reduce the occurrence of accidents during operation. This also includes the preparation of operational documentation and staff trainings to instill morality as well as fundamental background regarding environmental management system, operational safety, creating awareness among employees regarding corporate environmental policy and water treatment plan which have already been submitted to the Department of Industrial Works under the Ministry of Industry. On September 11, 2013, the Company received CSR-DIW FOR BEGINNER AWARD 2013 for corporate Social Responsibility from the Department of Industrial Works under the Ministry of Industry.

Business Operation Affecting Corporate Social Responsibility:

There is no corporate dispute regarding environmental issues and the Company also has no records of violating the state's environmental regulation. Furthermore, the Company has been conducting business in compliance with the regulations of the Department of Industrial Works, Provincial Industry, and requirements established by relevant state agencies. The Company also passes every annual inspection and constantly have its licenses renewed.

Social and Environmental Activities:

Resulting from the current promotion of anti-corruptions among private sector by establishing higher business ethics standard, the Thai Institute of Directors (IOD) in collaboration with Securities and Exchange Commission are inviting registered firms to participate in Collective Action Coalition Against Corruption of which the IOD is the secretary.

The Company is aware of the significance of good cooperation and adjustment of business operation to suit the current situation. Hence, it is deemed appropriate for the Company to take part in the program by announcing its intentions in joining the Collective Action Coalition against Corruption Program and complete the self-evaluation form regarding anti-corruption measures. This Collective Action Coalition aims to support and take part in strategic prevention and suppression of corruptions as per attachment no. 6 in order to present its stance in the Collective Action Coalition against Corruption Program.

AUDITOR'S REMUNERATION

AUDIT FEE

The company and its subsidiary company had paid audit fees to the audit firm to which the auditor was affiliated in the previous accounting period as followed:

ITEM	PLAYER	NAME OF AUDIT FIRM	AUDIT FEE (BAHT)
HEAD OFFICE	UA WITHYA PUBLIC COMPANY LIMITED	Price Water House Coopers ABAS LIMITED.	1,434,780.00
SUBSIDIARIES COMPANY	IMPERIAL LAND COMPANY LIMITED	Price Water House Coopers ABAS LIMITED.	358,000.00

NON-AUDIT FEE

The company and its subsidiaries company has not received any services from the audit firm to which the auditor was affiliated, persons or businesses related to the auditor and audit fee to which the auditor was affiliated, in the previous accounting period. As in the future has not paid any fees for other services due to the agreement on services have not finished, in the previous accounting period.

GENERAL INFORMATION

PARENT COMPANY :

NAME OF COMPANY	:	UA WITHYA PUBLIC COMPANY LIMITED
NATURES OF BUSINESS	:	- MANUFACTURING (1) STEEL STRUCTURES FOR HIGH VOLTAGE ELECTRICAL TOWERS (2) STEEL STRUCTURES FOR HIGH VOLTAGE TELECOMMUNICATION TOWERS (3) STEEL STRUCTURES FOR ELECTRICAL SUBSTATIONS (4) STEEL STRUCTURES FOR GENERAL CONSTRUCTIONS (5) GALVANIZING SERVICES - SELLING INDUSTRIAL PRODUCTS
HEAD OFFICE	:	247 ROMKLAO ROAD, SAENSAEB , MINBURI BANGKOK THAILAND 10510
AUTHORISED SHARES CAPITAL	:	BAHT 560,015,418.00
ISSUED AND FULLY PAID UP SHARES CAPITAL	:	BAHT 383,673,599.00
PAR VALUE PER SHARE	:	1 BAHT PER SHARE
COMPANY REGISTER NUMBER	:	0107548000129
TELEPHONE	:	0-2543-9020-8
FAX	:	0-2543-9029 , 0-2915-2114
WEBSITE	:	www.uwc.co.th

SUBSIDIARY COMPANY :

SUBSIDIARY COMPANY NAME	:	IMPERIAL LAND COMPANY LIMITED
NATURE OF BUSINESS	:	- REAL ESTATE DEVELOPMENT PROJECT
HEAD OFFICE	:	1/12 SOI SHISHA CITY , THAKHAM , BANGKHUNTEAIN , BANGKOK , THAILAND

PROPOSITION OF SHARES HOLD : 1,099,998 SHARES (99.99 %)

AUTHORISED SHARES : BAHT 110,000,000.00
CAPITAL

ISSUED AND FULLY PAID UP : BAHT 110,000,000.00
SHARES CAPITAL

PAR VALUE PER SHARE : 100 BAHT PER SHARE

Company Register Number : 0105534048751

Telephone : 0-26826345 ต่อ 131

Fax : 0-26826342

WEBSITE : -

OTHER REFERENCES :

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KLONGTOEY , BANGKOK , THAILAND 10110
TELEPHONE 0-2229-2872 FAX 0-2654-5645

CERTIFIED PUBLIC : MR. PISIT THANGTANAGUL
ACCOUNTANT CPA. NO : 4095
PRICE WATER HOUSE COOPERS ABAS LIMITED
179/74-80 BANGKOK CITY TOWER, 15 FLOOR, SOUTH
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