



A collage of images showing various aspects of a pharmaceutical or chemical manufacturing process. The central image features a large, close-up of a person wearing a white lab coat and a surgical mask, holding a small vial. To the left, a person in a lab coat is working at a laboratory bench with glassware. Below this, a group of four people in business attire are gathered around a table, examining documents. To the right, a person in a lab coat and hard hat is operating a large industrial machine. In the foreground, a white delivery truck is parked in front of a warehouse, with several pallets of boxes nearby. The overall image has a warm, yellowish tint and a textured, slightly grainy appearance.



Contents

Annual Report 2013
Winner Group Enterprise Plc.

1

Message from the Board of Directors

2

Financial Highlights

3

The Board of Directors and Executives

10

Business Overview

13

Nature of Business

25

Risk Factors

32

General Information

33

Securities and Shareholder Information

34

Dividend Policy

35

Management Structure

52

Principles of Good Corporate Governance

59

Corporate Social Responsibility (CSR)

61

Internal Control and Risk Management

62

Related Party Transactions

66

Management's Discussion and Analysis

72

Report of the Board of Directors' Responsibility for the Financial Statements

73

Report of the Audit Committee

76

Independent Auditor's Report

78

Statements of Financial Position

In this regards, investors may obtain further information from Form 56-1
at www.sec.or.th or www.winnergroup.co.th

Message from the Board of Directors

Dear Shareholders,

2013 marks the 30th anniversary of Winner Group Enterprise Public Company Limited (“Winner”). Winner was founded by a group of experts in food science and technology. At present, Winner engages in the business of importing, manufacturing and distributing of raw materials, ingredients and chemical used in food processing and bakery under the world leading brands as well as Winner’s own brands. We import and distribute various kinds of popular consumer food products from all over the world. Winner grows continuously due to expertise and skills in supply raw materials and food chemical, our understanding in customers’ business and extensive distribution channels such as food industry, food services, traditional trade and modern trade.



Another major step in 2013 was that the Annual General Meeting of Shareholders No. 1/2013 resolved to transform Winner into a public limited company, increase its registered capital from Baht 78 million to Baht 100 million and change the par value of ordinary shares from Baht 100 per share to Baht 0.25 per share. In addition, Winner has been listed on MAI, and offered new shares to the general public on October 3, 2013.

In 2013, the Company has been operating in consistent with our vision to be a “leading company specialise in fully integrated food business for all distribution channels” The Company committed to deliver high quality products and reliable services in respond to customer need and satisfaction as well as develop its human resources to have a strong expertise in food businesses and maintain good relationships with its suppliers.

On behalf of the Board of Directors, I express sincere thanks to our customers, shareholders, public and private agencies, business alliances, the managements and all employees that contribute to this success. The Board of Directors will make every effort to lead Winner to a sustainable growth.

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

(Mr. Prakarn Tawisuwan)
Chairman of the Board of Directors
25th February 2014

Financial Highlights

Financial Highlights		2013	2012	2011
(thousands of Baht, unless otherwise stated)				
Total Revenue		1,392,514	1,411,107	1,292,805
Gross Profit		300,359	291,893	284,918
Net Profit		83,591	91,119	78,025
Total Assets		924,659	729,382	568,408
Total Liabilities		369,478	367,865	233,120
Total Shareholders' Equity		555,182	361,517	335,288
Key Financial Ratios				
Gross Profit Margin	%	21.8%	20.9%	22.3%
Net Profit Margin	%	6.0%	6.5%	6.0%
ROE	%	18.2%	26.2%	25.0%
ROA	%	10.1%	14.0%	13.6%
Debt to Equity Ratio	times	0.7	1.0	0.7
EPS (Diluted)	Baht	0.21	0.23	0.20



Mr. Prakarn Tawisuwan

Age 67 years

Position : Chairman of Board of Directors/
Independent Director/
Chairman of Audit Committee

Proportion of shares held: -

Education

XMBA Thammasat University

Bachelor of Economic, Thammasat University

Director Certification Program (DCP) 75/2006, Thai Institute of Directors

Experience

2013 - Present	Chairman of Board of Directors/Independent Director/ Chairman of Audit Committee Winner Group Enterprise Plc.
2013 - Present	Advisor CIMB-Principal Asset Management Ltd.
2012 – 2013	Acting President CIMB-Principal Asset Management Ltd.
2011 – 2012	Advisor CIMB-Principal Asset Management Ltd.
2010 – 2011	Sub-Committee Reform Consideration Sub-Committee, Bangkok Mass Transit Authority
2008 – 2010	Advisor TMB Asset Management Co., Ltd.
2007 – 2008	Independent Director Siam Steel Syndicate Public Company Limited
2007	Director Thai Orix Leasing Co.,Ltd.
2006-2007	Chief Retail and Wholesale Banking Officer TMB Bank Public Company Limited



Mr. Jane Wongisariyakul

Age 61 years

Position : Director

Chairman of Executive Committee

Chairman of Risk Management Committee

Managing Director (Authorized Director)

Proportion of shares held: 33.99%

Education

XMBA Thammasat University

Bachelor of Science, Food Technology Chulalongkorn University

Bachelor of Business Commerce, Beijing Language and Culture University, China

Certificate of Directors Accreditation Program (DAP) 31/2005, Thai Institute of Directors

Advanced Certificate Course in Public Economics Management for Executives 8th,

College of Politics and Governance, King Prajadhipok's Institute

Experience

1983 - Present	Director/ Chairman of Executive Committee/ Managing Director Winner Group Enterprise Plc.
2006 - Present	Independent Director/Audit Committee Member Eason Paint Public Company Limited
2008 - Present	Director Jamjuree Innovations Products Co., Ltd.
2004 - 2014	Director Spa Ovation (Thailand) Ltd.
2011 - Present	Director Jamchuri Testing Laboratory Co., Ltd.
2012 - Present	Director Jamjuree Innovations Co., Ltd.
2010 - Present	Vice Chairman of Executive Committee The Professor Dr.Tab Nilanidhi Foundation
2010 - Present	Vice Chairman Faculty of Science Foundation, Chulalongkorn University
2010 - Present	President The Alumni Association of the Faculty of Science, Chulalongkorn University
2009 - Present	Central Committee Member Chulalongkorn University Alumni Association
2005 - 2009	President of Golf Section The Alumni Association of the Faculty of Science, Chulalongkorn University



Mrs. Vannaporn Wongisariyakul

Age 58 years

Position : Director/ Executive Committee Member
Risk Management Committee Member
Deputy Managing Director (Authorized Director)

Proportion of shares held: 8.78%

Education

Master of Food Technology, Chulalongkorn University
Bachelor of Food Technology, Chulalongkorn University
Certificate of Directors Accreditation Program (DAP) 91/2011, Thai Institute of Directors

Experience

2012 - Present	Director/ Deputy Managing Director Winner Group Enterprise Plc.
1987 - 2011	Director Winner Group Enterprise Ltd.

Miss Kanokpan Kreangkraikrissada

Age 44 years

Position : Director/ Executive Committee Member /
Risk Management Committee Member/
Deputy Managing Director (Authorized Director)

Proportion of shares held: 82.93%



Education

Master of MBA, Chulalongkorn University
Bachelor of Food Science, Kasetsart University
Certificate of Directors Accreditation Program (DAP) 91/2011, Thai Institute of Directors
Certificate of Mini MBA Thammasat University

Experience

2007 - Present	Director/Deputy Managing Director Winner Group Enterprise Plc.
2005 - 2007	Assistant Managing Director Winner Group Enterprise Co., Ltd.
2001 - 2007	Director Winner Group Enterprise Co., Ltd.

The Board of Directors and Executives



Miss Kanollas Wongisariyakul

Age 31 years

Position : Director/ Executive Committee Member /
Risk Management Committee Member /
Assistant Managing Director
(Authorized Director)

Proportion of shares held: 3.90%

Education

Bachelor of Finance Thammasat University

Certificate of Directors Accreditation Program (DAP) 91/2011, Thai Institute of Directors

Experience

2012 - Present	Director/ Assistant Managing Director Winner Group Enterprise Plc.
2010 – 2011	Business Development Manager Winner Group Enterprise Ltd.
2008 – 2010	Territory Manager, Industry & Commerce Dept. Esso (Thailand) Public Company Limited

Mrs. Wilaiporn Tantanavivat

Age 63 years

Position : Director/ Nomination and
Remuneration Committee Member

Proportion of shares held: 2.42%



Education

Master of Applied Science New South Wale University, Sydney, Australia

Bachelor of Food Science Chulalongkorn University

Certificate of Directors Accreditation Program (DAP) 100/2013, Thai Institute of Directors

Experience

1994 - Present	Director Winner Group Enterprise Plc.
1983 - Present	Director Bow Commercial Ltd.



Mr. Surapat Rojchanavisart

Age 61 years

Position : Director

Proportion of shares held: 4.15%

Education

Master of Business, Tarleton State University, Texas, USA

Bachelor of General Science, Chulalongkorn University

Certificate of Directors Accreditation Program (DAP) 100/2013, Thai Institute of Directors

Experience

1985 - Present	Director Winner Group Enterprise Plc.
2012 - Present	Executive Committee Chai's Clansman Association of Thailand
2010 - Present	Director Pro Master Pack Co., Ltd.
2010 - 2011	Director Chai's Clansman Association of Thailand



Dr. Warunee Varanyanond

Age 64 years

Position Independent Director/
Audit Committee Member/
Nomination and Remuneration Committee Member

Education

Doctor of Food Technology, Kagawa University, Japan

Master of Food Technology, Chulalongkorn University

Bachelor of Food Technology Chulalongkorn University

Certificate of Directors Accreditation Program (DAP) 100/2013, Thai Institute of Directors

Experience

2013 - Present	Independent Director/Audit Committee Member/ Nomination and Remuneration Committee Member Winner Group Enterprise Plc.
2012 - Present	Director Faculty of Science Foundation, Chulalongkorn University
2010 - Present	Expert and Advisor of Director Institution of Food Research and Product Development, Kasetsart University
2009 - Present	Expert The National Innovation Agency (NIA)
2009 - Present	Expert The Agricultural Research Development Agency (Public Organization)
2009 - Present	Executive Committee Office of Certification Body of Thailand Institute of Scientific and Technological Research (TISTR)
2007 - Present	Expert of Agriculture and Biology National Research Council of Thailand
2002 - Present	Executive Committee The Food Science & Technology of Thailand



Miss Thipawan Uthaisang

Age 56 years

Position : Director/ Independent Director/
Audit Committee Member/
Chairman of Nomination and
Remuneration Committee

Education

Master of Business, Thammasat University

Bachelor of Account, Thammasat University

Bachelor of Law, Sukhothai Thammathirat University

Director Certification Program (DCP) 29/2003, Thai Institute of Directors

Advance Certificate Course in Politics and Governance in Democratic Systems for Executive 9th

College of Politics and Governance, King Prajadhipok's Institute

Senior Executive Program 8th, Capital Market Academy, The Stock Exchange of Thailand

Thailand National Defence 2010 National Defence Studies Institute

Experience

2013 - Present	Independent Director/Audit Committee Member/ Chairman of Nomination and Remuneration Committee Winner Group Enterprise Plc.
2013 - Present	Chairman of Audit Committee Prodigy Plc.
2011 - 2013	Chairman of Executive Committee PAE (Thailand) Public Company Limited
2009 - Present	Audit Committee Member Latprao Hospital Plc.
2009 - Present	Audit Committee Member Pailin Book Net Plc.
2005 - Present	Independent Director/Audit Committee Member Eason Paint Public Company Limited
2001 - Present	Executive Committee Papermate (Thailand) Co., Ltd.
2006 - 2011	Audit Committee Member PAE (Thailand) Public Company Limited

Business Overview

Vision and Business Objectives

Vision

To become the leading company expertised in integrated food business in all distribution channels.

Mission

We are committed to deliver quality products and provide reliable service, to meet the customers' needs and satisfaction with the dedication to develop company's human resources capability to have expertise in food industry and maintain good relationship with suppliers.

Business Objectives

The Company plans to develop and supply new products to meet a wide range of requirement of customers in food industry and food service operators (Food Service/HoReCa) and supply innovative products to meet consumer's needs to diversify product ranges distributed by the Company.

1. The Company will develop more customized products to meet customers' needs, OEM premix products and packaging filling services. Also, we aim to export our own products such as icing sugar and baking powder to neighboring countries. To increase the plant's production to near maximum capacity and reduce operating costs per unit to be more competitive.
2. The Company plans to develop consumer food products under our own brand to enter new markets.
3. The Company will expand customer base to include more customers in all segments of the food industry by expanding customer base from primarily food industry manufacturers to food service customers (Food Service/HoReCa) and end consumer. The Company aims to expand customer groups from Bangkok and Greater Bangkok to major cities in each region especially touristic provinces.
4. The Company plans to expand its food business to other businesses such as drugs, cosmetics, personal care, animal feed, etc. to expand growth and business diversity.

Key Milestones

Winner Group Enterprise Plc. has significant improvement in business operations as follows:

Year	Changes & Developments
1983	<ul style="list-style-type: none"> Established Winner Group Enterprise Co., Ltd with registered capital of 1 million Baht
1989	<ul style="list-style-type: none"> Constructed a warehouse on 2 rai land area, located on Bangna-Trad as a distribution center.
2004	<ul style="list-style-type: none"> The Company acquired plant located at Bangpa-in Industrial Estate on land area of approximately 5 rai, with 2,100 square meters of utilization area used for the production line of food additives and premixes.
2007	<ul style="list-style-type: none"> The Company was granted ISO 9001:2000 certification of TUV NORD CERT GmbH ("TUV") on September 26, 2007.
2008	<ul style="list-style-type: none"> The Company finished the construction of the 2nd warehouse with special area for climate and humidity control on land area of approximately 3 rai located on Bangna - Trad Road as a distribution center in Bangkok and Greater Bangkok.
2009	<ul style="list-style-type: none"> The Company received a certificate of compliance to Good Manufacturing Practices (GMP) of the Food and Drug Administration on May 18, 2009.
2010	<ul style="list-style-type: none"> The Company received ISO 9001:2008 certification from SGS United Kingdom Ltd. ("SGS") on July 13, 2010. The Company expanded the area of the 2nd warehouse located on Bangna –Trad Road about 1 Rai to support business expansion. The Company expanded in retail business by increasing the distribution of ready to eat food products through the Company's bakery and coffee shops under the brand "Delice", the first branch located at Thai CC Tower, Sathorn, the 2nd branches located at Park Lane Ekamai.
2012	<ul style="list-style-type: none"> The Company constructed a plant to produce food additives and premixes under the brand of the Company, and provided OEM services on premixes on the same piece of land of the existing plant, located at Bangpa-in Industrial Estate. The plant utilization increase about 4,700 square meters. The expansion of the 3rd branch of Delice located at The Promenade, Ramindra. The Company increased the registered capital of 40 million Baht to 78 million Baht, divided into 780,000 ordinary shares of par value of Baht 100 per share to be used to support the expansion of the business.

Year	Changes & Developments
2013	<ul style="list-style-type: none">• The Annual General Meeting of Shareholders No. 1/ 2013 on March 29, 2013 resolved to become a public company, increase the registered capital of 78 million Baht to 100 million Baht and change the par value of the ordinary shares of Baht 100 per share to 0.25 per share. The Company was listed on MAI and IPO on October 3, 2013.• The Company received a certificate of the Hal-Q Certification Mark from The Halal Science Center, Chulalongkorn University.• The expansion of the 4th branch of Delice at The Walk (Kaset-Nawamin Road), the 5th Branch at Tesco Lotus (Srinakarin), and the 6th branch 6 at Tesco Lotus (Salaya).



Nature of Business

The Company's core business is an importer, manufacturer and distributor of food ingredients and food additives used in food processing industry, including raw materials, ingredients and additives from sources around the world, as well as food ingredients and additives manufactured by the Company. The Company also imports and distributes consumer food products under the world's leading brands such as microwave popcorn, granular bars, seasoned laver, pasta, olive oil, fruit jams, juices, etc.

Revenues by product group in 2011-2013 were as follow:

Type of Revenue	2011		2012		2013	
	Million Baht	Percent	Million Baht	Percent	Million Baht	Percent
1. Sales Revenue						
1.1 Industry Products	647.8	50.1	609.5	43.2	629.6	45.2
1.2 Consumer Food Products	631.4	48.8	785.0	55.6	748.0	53.7
1. Other Incomes^{1/}	13.6	1.1	16.6	1.2	14.9	1.1
Total	1,292.8	100.0	1,411.1	100.0	1,392.5	100.0

Note: ^{1/} Other incomes consists of commission, interests, gain on disposal of assets, compensation from flood disaster, etc.

2.1 Products

The products are divided into two main groups which are industry products and consumer food products. The proportion of revenue from industry products was 45.2 percent in 2013 and the revenue from consumer food products was 53.7 percent, details as follow:

2.1.2 Industry Products (Raw Materials, Ingredients and Additives for Food Industry)

Industry products can be divided into (1) food ingredient e.g. potato starch, wheat flour, cocoa powder, egg powder, sugar and seasoning, and (2) food additive e.g. thickeners, stabilizers and preservatives. These 2 groups are from worldwide producers and manufacturers with high quality standard and from our own plant under a modernized production process and GMP standard to meet a wide range of requirement of the customers in food industry, which need their own specific formula. Our Company's products are used as raw materials, ingredients and intermediate substances in food processing by various types of food manufacturers.

Product Samples



Brands Distributed by the Company



2.1.2 Consumer Food Products

Consumer food products consist of 4 main groups which are (1) snacks (2) semi-processed raw materials and frozen products (3) gourmet foods (4) beverages. Such products are imported from various countries including USA, Spain, Italy, Australia, Singapore, China, Japan and Korea.

Product samples	
Brands Distributed by the Company	

2.2 Marketing and Competition

(A) Marketing Strategies

As the executives of the Company have experiences and expertise in sourcing of raw materials, ingredients and additives to producers and manufacturers in food industry in Thailand for a long period of time, the Company has been widely accepted by customers as one of the leading importer, manufacturer and distributor of food ingredients and food additives used in food industry, and also consumer products with quality and standard. We offer a wide and integrated range of products. The Company has been certified ISO 9001:2008 quality, while the production system has been certified with Good Manufacturing Practice (GMP). The Company has the policy of maintaining long and good relationship with customers and partners; developing competitive strategies to retain existing customers and increasing market share of the Company as follows.

1) Selecting and offering products with world-class quality constantly

The Company is additives an experienced specialist in supplying raw materials, food ingredients and used in food processing for over 30 years. So the Company has the information of all manufacturers and sources of raw materials with quality and production standards worldwide. The Company will select a manufacturer that has their own technology, acceptable production standards, and specializes in research and development. Because the Company needs to get information from research and development department of manufacturers in order to be able to advise customers on product selection for production efficiently.

Meanwhile, from getting advantage of the expertise in food products, the Company has the policy to focus on customer services to meet and satisfy our customers by providing quality products that meet their price requirements or selecting other supplier to substitute raw materials or selecting other ingredients to create a product that meets customer specification. We also offer technical assistance to develop products of customers by offering technology and innovation used in food processing, including importing new products continuously to help improve quality, lower costs and increase the variety of goods.



2) Meeting customer requirements of export industry

The Company focuses on distributing quality standard products; we then meet the needs of customers who are in food production industry for export. They need to produce products with quality and standards of each destination country, such as export to Europe, USA and Japan, etc. The industrial customers are required to have a certificate of quality for raw materials used in production as a reference for export their products, such as certificate of origin, certificate of analysis (COA), certificate of quality control system, and manufacturing standards e.g. ISO GMP HACCP HALAL KOSHER and Material Safety Data Sheet (MSDS), etc.

3) Developing premix for customers

The Company takes part in customer's product development which is our services provided to the customers by producing customized blend or premixes especially the industrial customers that we help decrease processes of production and reduce production costs.

4) Offering OEM (Original Equipment Manufacturer) and packaging services

The Company has expanded its production capacity by purchasing additional machines and packaging tools to support the production of different types of premixes such as coffee powder, tea powder, seasoning powder and flours, as well as repacking products to retail sizes. The Company has plans to offer OEM services to customers and re-packaging products that we import or produce. The packaging services of such goods are to expand distribution channels and products to a broader group of customers.

5) Building and maintaining long-term relationships with customers

The Company aims at building long-term relationships with customers by providing technical consulting services and taking care of customers closely. The Sales division of the Company has expertise in food science and technology and responsible for dealing with customers to find their needs and supply products that suit them. The Company also provides technical advices on product usage to the customers and collaborates with them to develop new products. In addition, the Company also finds alternative products for the customers in order to improve product quality and reduce costs.

6) Expanding distribution channels to Food Services and consumers

The Company plans to expand the company's product distribution channels to directly reach our target customers such as Food Services by focusing on restaurants and bakery shops (for both stand-alone restaurants and chain restaurants) and catering. Moreover, the Company also focuses on expanding distribution channels to bakery sections in modern retail outlets including supermarkets and hypermarkets, etc. which enables the Company to increase distribution channels along with the expansion of modern retail outlets of which have branches across country. For consumer food products, the Company has plan to expand to new distribution channels in which the Company has never distributed any products such as convenience stores and mini-marts, etc. so the Company can access to consumers easily and extensively.

7) Branding food products to be well-known to consumers

The company held marketing activities including publicity through various media, special events of consumer food products, etc. In addition, the Company also uses online media to create brand awareness, especially for snacks and beverages so that consumers know more about products and brands that the Company distributed.

Our Customers

Products that the Company distributes are in wide range such as raw materials, ingredients and additives for processing and consumer products so we can fulfill the customer's needs from food industry, food services providers to retail customers as follows:

Industry consists of food producers, food processing manufacturers and bakery, in private and government sectors. This group uses the Company's products for their production then sell their final products to consumers e.g. instant noodles manufacturer, egg noodles manufacturers, rice noodles manufacturers, vermicelli manufacturers, juices and beverages manufacturers, canned food manufacturers, frozen food manufacturers, sauces and seasonings manufacturers, milk and dairy products manufacturers and large and medium bakery manufacturers.

Food services consist of customers who buy products of the Company to use for themselves and the products are used for consumer's food production. This group of customers comprises of hotels, catering companies, stand-alone restaurants and chained restaurants and bakery shops.

Consumers refer to customers that buy products from the Company directly for their own consumption through retail channels such as modern trade and traditional trade or directly get services from Delice, a coffee and bakery shop owned by the Company.

Distribution Channels

The Company distributes the products through distribution channels that consistent with the characteristics of customers i.e. industry, food service/ HoReCa such as hotels, restaurants, chained bakery and restaurants, and retail to consumers through modern trade and traditional trade and coffee shops owned by the Company.

1) Food Industry Manufacturers

The Company distributes directly to more than 500 bakeries and food processing manufacturers in Bangkok and across country. The Company also sells products to dealers that sell the Company's products to small-sized factories. The Company does not officially appoint any individuals to be the Company's distributor. When selling to bakeries and food processing manufacturers, they will use the products for their own production. Then the finished products will be sold to end-consumers and/or exported to foreign countries. For this distribution channels, the Company has sales teams with expertise in food science and technology to provide technical advice on the products and together with our customers to select and develop products to meet the customers' needs.

2) Food Service

The Company is a direct supplier to food service providers e.g. hotels, restaurants, catering, chained bakeries and restaurants, stand-alone bakeries and restaurants nationwide, and bakery department in modern retail outlets. These food service providers will use the Company's products to make ready-to-eat food and bakery then sell to consumers afterwards.

3) Modern Trade and Traditional Trade

The Company sells the products in modern trade e.g. Tops Supermarket, Siam Paragon, Emporium, the Mall, Makro, Tesco Lotus, Big C, Foodland, Villas, Family Mart, etc. and traditional trade e.g. wholesalers, bakery specialized wholesalers, etc. for over 1,600 outlets. The modern trade and traditional trade channel is expanding in Thailand. As a result, the Company's products are accessible to consumers more thoroughly; especially through modern trade which targeting at customers in Bangkok and Greater Bangkok, touristic provinces and other provinces with high purchasing power.

The ownership of products distributed through modern trade and traditional trade will be transferred to modern retailers and traditional retailers instantly after the Company delivers such products. If there are any damages after delivery, the Company has no obligation in the value of such products. However, the Company might consider product return for some cases, such as product ages less than 3 months, to ensure the confidence of customers in the quality of our products; to maintain brands' image; and the Company's reputation as an importer and distributor of such goods.

(B) Market conditions and competition

The food industry is growing steadily because food is the one of the four human basic needs. Even in 2013 when the Thai economy was affected by the global economy and domestic consumption. However, the demand for products related to the food industry continues to grow.

Regarding the market competition, it can be divided into two categories (according to the product group) as follows:

1. Industry Products

Competitors are mostly importers and distributors. This sector's competition focuses on sourcing quality products with diversity and competitive pricing. The Company will have to compete with 3-5 competitors for each product. The Company set strategies to gain competitive advantage by continually and carefully select quality products that are globally accepted with international standards. The Company maintains existed customers base and expand continually by consistently supplying products, giving technical services as well as maintaining good relationships with the customers.

In addition, the Company focuses on a variety of products that fulfill the requirements of customers in food industry such as noodles, vermicelli, beverages, milk and dairy products, canned foods, frozen foods, etc., which makes sales of the Company successively grew according to the growth of the industry.

2. Consumer products

Currently, most of the Company's products are imported products with premium quality. The Company's competitors in the same product categories mainly focus on selling products through modern trade. They compete with us by doing marketing activities at point of sale in the form of promotions, such as price reduction, special product display, product demonstration, free samples, and premium giveaway, etc. The Company focuses on various activities to suit each brand's images; to build brand awareness and to boost sales constantly.

Besides modern trade, the Company has focused heavily on food services in which the products are used directly. To be able to compete in this channel, the Company's strategies focus on sourcing more products varieties and provide fast services to the customers. As there are many food service providers and need product varieties; however, their purchasing volumes are small and more frequent. The Company's sales staffs will need to monitor them closely in order to meet their needs quickly and offer customized services or repacking in quantity and size that they need.

The distribution of products through the two channels mentioned above enables the Company to have the ability to strengthen competitive advantage as we have more channels to distribute and increase sales volume.

2.3 Sourcing of Supply

Winner Group Enterprise Public Company Limited operates as an importer and manufacturer of raw materials, ingredients, additives and consumer food products to distribute in Thailand. Most products are imported from abroad. The total imported value represented 91.4 percent of the total purchase value in 2013 and the local order represented 8.6 percent of the total purchase value in 2013.

The Company ordered finished goods and raw material from suppliers and distributors details as follow:

Purchase Value	2011		2012		2013	
	Million Baht	Percent	Million Baht	Percent	Million Baht	Percent
Import	827.2	92.0	942.6	92.2	905.8	91.4
Local	72.1	8.0	80.1	7.8	84.9	8.6
Total	899.3	100.0	1,022.7	100.0	990.7	100.0

In 2013, the Company purchased from 10 major suppliers representing for approximately 79 percent of total purchase value. The Company ordered products from 2 major suppliers representing more than 10 percent of the total orders. We have been purchasing from these two suppliers for a long period of time and bond good business relationship throughout the years of business.

(A) Import of products for sale

The products that the Company sold approximately 93.5 percent of the revenue in 2013 are imported products. The selection of raw materials, ingredients and additives from each supplier is determined by the customers' requirements both in quality and prices. Because each manufacturer has different sources of raw materials, the products from each of them have different features even though they are same kind of products. At all events for every purchase order, the Company will need to have a certificate from the manufacturer specifying product details and features clearly, as the customers who are food processing manufacturers, especially exporters need to know the country of origin, quality, standards and detailed specification of raw materials prior to manufacture, And the documents will also be used as a reference for export.

(B) Production under the Company's product line for sale.

The production plant used for manufacturing located at Bangpa-In Industrial Estate, on land area of 5 Rai, 3 Ngan and 76 Square Wah with the approximate utilization area of 4,700 square meters. The main products from our own production lines are food additives and premixes, including icing sugar, coating sugar, industrial sugar, baking powder, stabilizer, etc. These products are for both standardized and made to order.

In addition, the Company also has production lines for repackaging products into different sizes to meet the customer's requirements. The products which are repackaged by the Company include raw materials, ingredients and additives used in food processing manufacturers and bakeries such as cocoa powder and spices, etc. The re-packaging is in various sizes for both directly distributing by the Company and OEM.

The main raw materials that the Company uses as ingredients in manufacturing of food additives and premixes include refined sugar, tapioca starch, corn starch, etc. The Company purchases raw materials for food additives and premixes from the domestic dealers and manufacturers.

1) Production capacity and utility rate

In the past 3 years, the sales of additive products have increased, especially in 2012 the utilization rate increased to near the maximum capacity, from 64.8 percent in 2011 to 80.7 percent in 2012 and 58.8 percent in 2013.

		2011	2012	2013
Maximum Capacity ^{1/}	Ton/year	4,305	4,305	5,673 ^{2/}
Actual Utilization	Ton/year	2,790	3,472	3,334
Utilization Rate	Percent	64.8	80.7	58.8

Note: ^{1/} Maximum capacity is calculated by the number of normal working hours of 6.5 hours per day (the hours spent in actual production) which already subtract the time spent in machine preparation and cleaning for each production) and the number of working days is 262 days a year .

^{2/} The Company has moved old machines to a new production building which helped de-bottleneck process, as a result the maximum capacity increased to 5,673 tons per year in 2013.

Quality Systems and Environmental Management

The Company has the measurements to control and monitor quality of the ingredients used in production strictly, we have a quality assurance unit to check the quality of raw materials. The quality monitoring measurements are used from the beginning process to the end, including the quality check of raw materials when stored in warehouses and in preparation for production; the ingredients quality check before production; and the products quality check after production prior to distribution. All strict measurements of quality control and monitoring ensure the Company's products to reach clean and safety standards.

The Company has continuously engaged in activities for development of quality and safety standards to ensure that the Company has acceptable quality and safety standards. In 2013, the company has been certified by the following institutions:

- Quality Management System (ISO 9001:2008) by International Organization for Standardization-ISO certification by SGS United Kingdom Ltd. ("SGS")



- Good Manufacturing Practice (GMP) – Very Good, from the Food and Drug Administration, the Ministry of Health, Thailand



The Company has been supporting the environmental protection by providing wastewater treatment to comply with the Bangpa-In Industrial Estate's regulations. In the past 3 years, the measurement results were according to the criteria of the estates, details as follow:

Wastewater Analysis Report

No.	Report Date	Sampling Locations	Parametre	Methodology	Laboratory	Result	Unit	Standard	Test Result
1	12 May 2011	Wastewater treatment pond in factory	BOD	5 Day BOD Test	Analytical Laboratory Services Company Limited	59	mg/l	500	Pass
2	21 July 2011	Wastewater treatment pond in factory	BOD	5 Day BOD Test	Analytical Laboratory Services Company Limited	56	mg/l	500	Pass
3	23 November 2012	Wastewater treatment pond in factory	BOD	5 Day BOD Test	Analytical Laboratory Services Company Limited	176	mg/l	500	Pass
4	18 June 2013	Wastewater treatment pond in factory	BOD	5 Day BOD Test	Analytical Laboratory Services Company Limited	70	mg/l	500	Pass
5	14 July 2013	Wastewater treatment pond in factory	BOD	5 Day BOD Test	Analytical Laboratory Services Company Limited	153	mg/l	500	Pass
6	14 October 2013	Wastewater treatment pond in factory	BOD	5 Day BOD Test	Analytical Laboratory Services Company Limited	46	mg/l	500	Pass
7	21 November 2013	Wastewater treatment pond in factory	BOD	5 Day BOD Test	Analytical Laboratory Services Company Limited	4	mg/l	500	Pass

Risk Factors

Business Risk

■ Risk of having business in competitive industries

As an importer and distributor of raw materials, ingredients, food chemicals and consumer food products, the Company has a large number of competitors, both imported products distributors and domestic manufacturers. Some products don't have differentiation in their features so they are easy to be replaced. As a result, the business is highly competitive in terms of price, especially raw materials, ingredients and food chemicals for manufacturers. The intensity of competitiveness may affect the Company's operational performance.

Although new competitors continually enter the business, the Company anticipates that the risk level is not high as the brands the Company distributes are renowned with high quality and acceptable among customers. The Company also meets various needs of food manufacturers, such as the Company has certificate for product quality, certificate of origin. Moreover, the Company also offers technical consulting on product applications. Our executives have more than 30 years of experiences and our sales team has specific expertise in food technology. So the Company understands the needs of food processing industry, also specialize in sourcing and providing supply alternatives to meet customer demands.

■ Risk of price and quantity instability of processed agricultural products that the Company distributed.

The Company sells products that processed from agricultural products such as starches and flours which processed from wheat, potatoes, corn and beans, etc. which represents 36.1% from sales revenue in 2013. Processed agricultural products may be subject to price fluctuations according to trading (of agricultural products) in the global market. The amount of product each year may depend on climates of the areas. When the volume of agricultural production is limited, it results in higher or changes in commodity prices or may result in the amount of products the Company gets allocated from manufacturers which may affect the Company's operations. Potato starch is the best seller of processed agricultural products with 12.6% of sales revenue in year 2013. The second best seller of processed agricultural products is wheat flour which representing 11.3% from sales revenue in 2013.

However, the Company imports processed agricultural products from foreign manufacturers which have risk-protection measurement of commodity price fluctuations. By having agreements on agricultural products such as wheat futures contracts, the manufacturer will offer wheat flour to the Company a quarter in advance and offers fixed rates to the Company at least 3 months. For price adjustment, the manufacturer will notify the Company at least 1 purchase period in advance, so that the Company will have grace period to adjust the price and inform the customers. The Company may keep the same

price for a purchase period before adjusting the price to match real market price in order to maintain good relationships with the customers. 46 percent of the revenue from sales is from sourcing and purchasing processed agricultural products, including wheat flour and potato starch, by matching customer's purchase order with the proposal from manufacturers, as the norm in trading business. In doing so the Company gets less impact of fluctuations in commodity prices from the global market.

Moreover, the management has more than 30 years of experience in trading of processed agricultural products. And with the risk mitigation by Industrial Sales Division who constantly monitors global trends and market situation of commodity prices such as wheat, potatoes, beans, corn and cocoa beans from customers and manufacturers, the Company is well aware of both price and volume trends. When there are changes in prices, manufacturer will keep the Company informed of price changed, then the Sales Division will compare if the price is consistent with the price of domestic market before negotiate or jointly define strategy with the manufacturer in order to keep pace with the changing market. In case that the price is on an upward trend, the Company will implement a plan to order in accordance with demand of customers, draft contract for future orders to determine the price and orders quantity for both manufacturers and major customers, and adapt strategies to fit with the market situation in order to be able to compete with competitors and maintain target gross margin of the product group. If the Company has been allocated such goods in limited quantities, the Company may supply substitute products to replace/fulfill the needs of the clients, reducing the impact on the performance of the Company.

The Company is also well aware of the price and quantity uncertainty of processed agricultural products that the Company distributes. Thereupon, the Company has policy to spread the risks (of such uncertainty) by increasing sales of consumer food products to distribute through other sales channels. In 2013, the Company has 45.7% market share of raw materials, ingredients and industrial food chemicals, and has 54.3% share of consumer food products.

■ Risk of imported-product cost uncertainty

In 2013, the Company imported products represented 91.4% of the purchase value. The Company mainly uses shipping as transportation and the shipping fee has been included in the cost of the product. Changes in freight rates of transportation will be in line with oil prices in the world market. If oil price rises, the freight rates will be rising as well. Meanwhile, if oil price declines, it may lower freight rates. Changes in freight rates can affect the Company's cost of sales and may affect profitability of the Company.

In 2013 the freight fee of the Company was 1.25% of cost of goods sold. The Company has managed freight cost by comparing price of different freight forwarders so the Company can negotiate for the best rates. For freight rate of main product with high volume and high import frequency, the Company will negotiate with the carrier or agent to quote at least 3 months valid rates to reduce the volatility of costs.

■ Risk of not getting distributor agreement renewal or foreign manufacturers appoint other companies to be a distributor in Thailand.

The Company has been appointed as a distributor of raw materials, ingredients, food chemicals such as potato starch, additives and consumer food products such as snacks, and gourmet food, etc. The contract types are either exclusive distributor in Thailand or authorized distributor of each product group for the period of 1-5 years. After the expiration of the contract, the agreement will be automatically renewed unless either party provides termination notice in written form. In case the contracts have not been extended or foreign manufacturers may appoint other distributors in Thailand to replace the Company, the Company may not be able to supply such products or the competitive levels could be higher, which may affect the Company's performance.

In 2013, the Company's revenue generated from sales of the products that the Company has been appointed as a distributor in Thailand represents 68.6% of all sales. The management believes in strong relationship the Company have with partners who appointed the Company to be the sole distributor for over 10 years. Throughout the years of good relationship, the Company complied with terms and conditions agreed in the contracts and generate sales growth of the products we are appointed as the distributor. So the Company has continuously gained the trust from the partners to get contract renewals as the exclusive distributor. The management is confident that the risk of the distributor agreement not being renewed is low.

The Company may have risk of the counterparties who are manufacturers take over distributing and marketing role in Thailand without appointing the Company as a distributor. However, the implementation processes require the investment for building a network of sales and distribution channels. Also, distributing raw materials, ingredients and industrial chemicals products requires skill to approach customers in highly competitive industries because the food industrial and food service customers are located around the country. Even for the consumer food products, it requires expertise in marketing and distributing the products to consumer nationwide.

In case of contract termination, the party who grants the right shall send a written agreement to notify the Company 3-6 months in advance. The management believes that with experience and expertise in sourcing raw materials, food ingredients and industrial chemicals product, along with the ability to supply food products to consumers from worldwide manufacturers, the Company can find substitute products to replace the former manufacturers, if the Company cannot get a contract renewed. The Company believed that finding new products can be done before the time the Company has to deliver goods to customers. However, the Company has never been terminated any distributor's agreement.

In 2013, the Company purchased goods from approximate 62 foreign manufacturers. The order from one major foreign manufacturer was 21.8% of purchased value. Of which, the Company got the rights to be a sole distributor in Thailand for over 10 years. The statistical data shows there is no order from any single manufacturer worth more than 30 percent of the overall orders ; therefore, the Company believes that the amount of the order is not significantly being confined to only one foreign manufacturer.

■ **Risk of the customers directly purchase products from foreign manufacturers.**

The Company's nature of business is to distribute imported products. The main income of being distributor is from distribution fees and other related incomes such as commission. When customers with high volume orders would like to have more control over their cost and foreign exchange, the customers will buy products directly from foreign manufacturers. The Company will provide support, coordinate the documentation process, and follow up shipment including tracking ship transportation, tracking shipping routes to Thailand and fix problems caused by imported goods until the goods are delivered to the customer. However, the Company is entitled as an exclusive distributor from the foreign manufacturers of such goods. When customers purchase directly from the manufacturer overseas, the manufacturer will pay a commission to the Company as a distributor of the product. In the future, if most customers of the Company buy products directly from the manufacturer overseas it may affect the profitability of the Company, because the income from the commission is lower than the income from reselling.

If the customers directly import from foreign manufacturers, the customer will have more obligations as a food importer. They will need to follow the FDA registration processes with the Food and Drug Administration (FDA), and customs clearance process which are complicated and time consuming. Besides, the process of obtaining FDA registration and customs clearance services are specific and require personnel with experience and skills, which is different from the core business of the customers. The food manufacturer may not have designated division or they may have a division without sufficient expertise to perform such contacts with government agencies. Moreover, the duration of the registration to the Food and Drug Administration will take certain amount of time before importing products each time, which may result in longer lead time comparing with ordering from the Company.

In addition, direct importing from overseas producers is not a core business of food services customers and retailers as the procedures are complicated and may not worth when comparing to the profit they get from distributing imported products. So the Company is very confident that the majority of the Company's customers will keep ordering the import goods from the Company.

■ Risk of expired products

All of the Company's products are associated with food which has limited shelf life. Normally, all products are mainly aged between 1-3 years, the quality of the product is directly correlated with the age of the product. The Company has the risk that the product will expire before it can be sold. Therefore, the Company must carry provision for allowance of obsolete and outdated, which will affect the results of the Company's performance. Moreover, the distribution of expired product may affect the Company's reputation.

The Company is well aware of the risk of expired products which affect the business performance both the image and the losses incurred. Therefore, the Company focuses on systems and measures to control the product's shelf life before the distribution and delivery to individual customers starting from the origin to the destination, which depend on the age of the product in each product group. For consumer food products that are sold in modern trade and traditional trade, the Company set the policy to control the inventory's shelf life to be not less than 3 months before the expiration date of the product. The Company regularly assigns product consultants (PC) to check the expiry date of the products in stores to control product quality to be in line with the Company's policy. For raw materials, ingredients and food chemicals, the Company has policy to control product life cycle to be in accordance with purchasing lead time. In order to sell a product each time, Sales department will forecast import duration and the length of time expected to be sold and delivered to customers in order to maintain the age of products to be suitable for processing and consumption. The Company stores products according to the products' shelf life and use First-in First-out (FIFO) system to deliver products to customers. Stocks and quality checking are conducted every month to ensure only quality products are delivered to customers. In case that the Company has products that have less than 25 percent shelf life, the following procedure will be taken:

1. For Industrial products, Sales Department will offer a special discount to customers to clear all stock before the product expires.

2. For Consumer Food products, the Company will do special promotions for short shelf life product at point of sale such as Buy 1 Get 1 Free, special discount, premium giveaway and bring products to sell directly to consumers in the special event and road show.

Throughout 30 years of the Company's operation, the Company has never been sued by consumers on the matter of expired products.

Along with the mentioned measurement to guarantee product's quality, the Company implements a 100% provision for obsolete product that has shelf life less than 3 months. In 2013, the Company recorded a loss on expired goods of Baht 4.2 million or 0.3 percent of revenue from sales in 2013, reflecting the effectiveness of product management and the risk of such effect was low during these 3 years.

Financial Risk

■ Risk of exchange rates fluctuations

The main products of the Company are imported from overseas manufacturer. The total imported order was 91.4% of the total purchase value in 2013. The main currency for payment is US Dollar which represented 87.4% percent of total imports in 2013, while the Company domestically sells the products using Thai Baht currency. As a consequence, the Company could be at risk from fluctuations in foreign currency exchange rates. When Thai Baht is weaker than US Dollar, the Company needs to pay more for goods which may affect the Company's cost of goods sold to increase. Meanwhile, if Thai Baht appreciates, it will lower the cost of products that the Company needs to pay.

However, to reduce the risk of foreign exchange rate fluctuations, the Company's financial transactions have been protected by foreign currency forward contracts every time the Company imports foreign goods. This way the Company can determine the cost of goods sold and to protect against fluctuations in exchange rates which will affect the results of operations of the Company. The forward contracts will be in the discretion of the management of the Company and in accordance with the authority level approved by the Board of Directors. Forward exchange contract will help the Company determine the exact cost of goods sold and lower the impact of fluctuations in foreign currency exchange. However, the Company has no policy to speculate on the exchange rate.

During the years 2011 - 2012 the Company recognized a loss on currency exchange of Baht 1.2 million and Baht 1.1 million respectively. In 2013 the Company recognized a gain on currency exchange of Baht 4.59 million.

■ Risk of changes in interest rates

The Company has credit facilities from financial institutions in trust receipts term loan. The Interest rates are Money market rate (MMR). The Company has the mentioned credit facilities as working capital for importing goods. As of December 31, 2013, the total outstanding balance of trust receipts was Baht 119.59 million. Changes in interest rates could impact directly to the financial cost of the Company. An increase in the interest rate may lead to a higher financial cost and result in lower operating profit.

However, the Company had working capital management policy based on the capital structure of the Company. The source of funds was primarily from operating cash flow and equity. The Company has been able to generate positive cash flow from operations during the past 3 years. In 2013, the cash flow from operations was Baht 84.7 million. The Company maintained interest-bearing debt to equity ratio in constant level at 0.2 times as of December 31, 2013 as well as continuously monitors the trend of interest rates. In the past, the Company always recognized the importance of managing working capital at the lowest costs. After being listed in the Stock Exchange, the Company will have other lower-cost sources of funding other than funding from financial institutions, which will reduce the financial cost of the Company.

Investment Risk and Shareholders' rights

■ Risk of reliance on the Company's management.

The earning of the Company over the past 30 years was a result of the experience and expertise of the Company's key executives in food industry, including Mr. Jane Wongisariyakul, Mrs. Vannaporn Wongisariyakul and Ms. Kanokpan Kreangkraikrissada. The Company's management has good relationships with customers and other partners. At present the mentioned key management team plays an important role in determining the policies and strategies. If the Company losses such key executives, whether by any reason, the Company may face management crisis which will affect the business operations of the Company.

Presently, the Company's management structure is in the form of Executive Committee consist of executives with direct industry experiences responsible in managing and decision making on important matters of the Company's operation. The Company also set out its' policy to bring professional executives with expertise in the industry to participate in the Company. The Board of Directors has delegated its' power to the Executive Committee and top management such as Deputy Managing Directors, and managers. Moreover, the Company place importance on personnel development in all departments and create senses of ownership among employees to grow together with the Company. The Company offers its employees opportunities to make suggestions or propose plans beneficial to the Company as well as empower middle-range managers to be more involved in the management and decision making, which would bring efficient management system to the Company.

General Information

Company name	:	Winner Group Enterprise Public Company Limited
Business	:	Importing, manufacturing and distributing raw material, ingredients and food additives for food industry and various food products to consumers
Head office	:	889 Thai CC Tower, 21 st Floor., Room 214-219 , South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 Thailand
Registration number	:	0107556000256
Telephone	:	0-2675-6525-31
Fax	:	0-2675-6544
Website	:	www.winnergroup.co.th
Registered capital	:	100,000,000 Baht Comprising 400,000,000 common shares of 0.25 Baht per share
Paid-up capital	:	100,000,000 Baht Comprising 400,000,000 common shares of 0.25 Baht per share
Securities registrar	:	Thailand Securities Depository Company Limited The Stock Exchange of Thailand Building, 62 Ratchadapisek Road, Klong Toey District, Bangkok 10110 Telephone 0-2229-2888 (Call Center)
Auditor	:	Bunchikij Co., Ltd. 87 Modern Town Building 9th Floor, Ekamai Soi 3, Sukhumvit 63 Road, Klongton-nua, Wattana, Bangkok 10110 Telephone 0-2382-0414

Securities and Shareholder Information

Registered and Paid-up Capital

The Company's registered and paid-up capital was 100,000,000 Baht consisting of 400,000,000 ordinary shares at the par value of 0.25 Baht.

Shareholders

Shareholders as of 31 October 2013 is as per the following.

Shareholders	Number of Share	Percentage
1. Wongisariyakul Family^{1/}		
1.1 Mr. Jane Wongisariyakul	135,954,000	33.99
1.2 Mrs. Vannaporn Wongisariyakul	35,100,000	8.78
1.3 Miss Kanollas Wongisariyakul	15,600,000	3.90
1.4 Miss Karatrat Wongisariyakul	15,600,000	3.90
Total	202,254,000	50.56
2. Rojchanavisart Family^{1/}		
2.1 Mr. Surapat Rojchanavisart	16,614,000	4.15
2.2 Mr. Paveen Rojchanavisart	15,650,000	3.91
2.3 Mr. Wanchai Rojchanavisart	780,000	0.20
2.4 Mr. Thawatchai Rojchanavisart	70,000	0.02
2.5 Mrs. Bonggoch Rojchanavisart	100,000	0.03
2.6 Miss Unchalee Rojchanavisart	100,000	0.03
Total	33,314,000	8.33
3. Miss Pimpatra Supatcharawong	19,100,000	4.78
4. Manatsathit Family^{1/}		
4.1 Mr. Anant Manatsathit	4,640,000	1.16
4.2 Mr. Sathaporn Manatsathit	4,640,000	1.16
4.3 Miss Chuntip Manatsathit	4,640,000	1.16
4.4 Mr. Chakkaphant Manatsathit	4,624,400	1.16
Total	18,544,400	4.64
5. Tantanavivat Family^{1/}		
5.1 Mrs. Wilaiporn Tantanavivat	9,688,800	2.42
5.2 Miss Phawadee Tantanavivat	1,200,000	0.30
5.3 Miss Wiphawee Tantanavivat	1,200,000	0.30
5.4 Miss Innapha Tantanavivat	1,200,000	0.30
Total	13,288,800	3.32
6. Miss Kanokpan Kreangkraikrissada	11,700,000	2.93
7. Mr. Pure Pusayapaibul	7,720,000	1.93
8. Mr. Wiwat Tungpaiboonwanich	6,055,200	1.51
9. Mr. Nopachai Srisuvanunta	5,265,200	1.32
10. Mr. Kanes Sutuntivorakoon	3,588,000	0.90
11. Others	79,170,400	19.79
Grand Total	400,000,000	100.00

Remark : ^{1/} Shareholders grouped according to the surname of shareholders above does not be counted as shares held by related persons under Section 258 of Securities and Exchange Act.

Dividend Policy

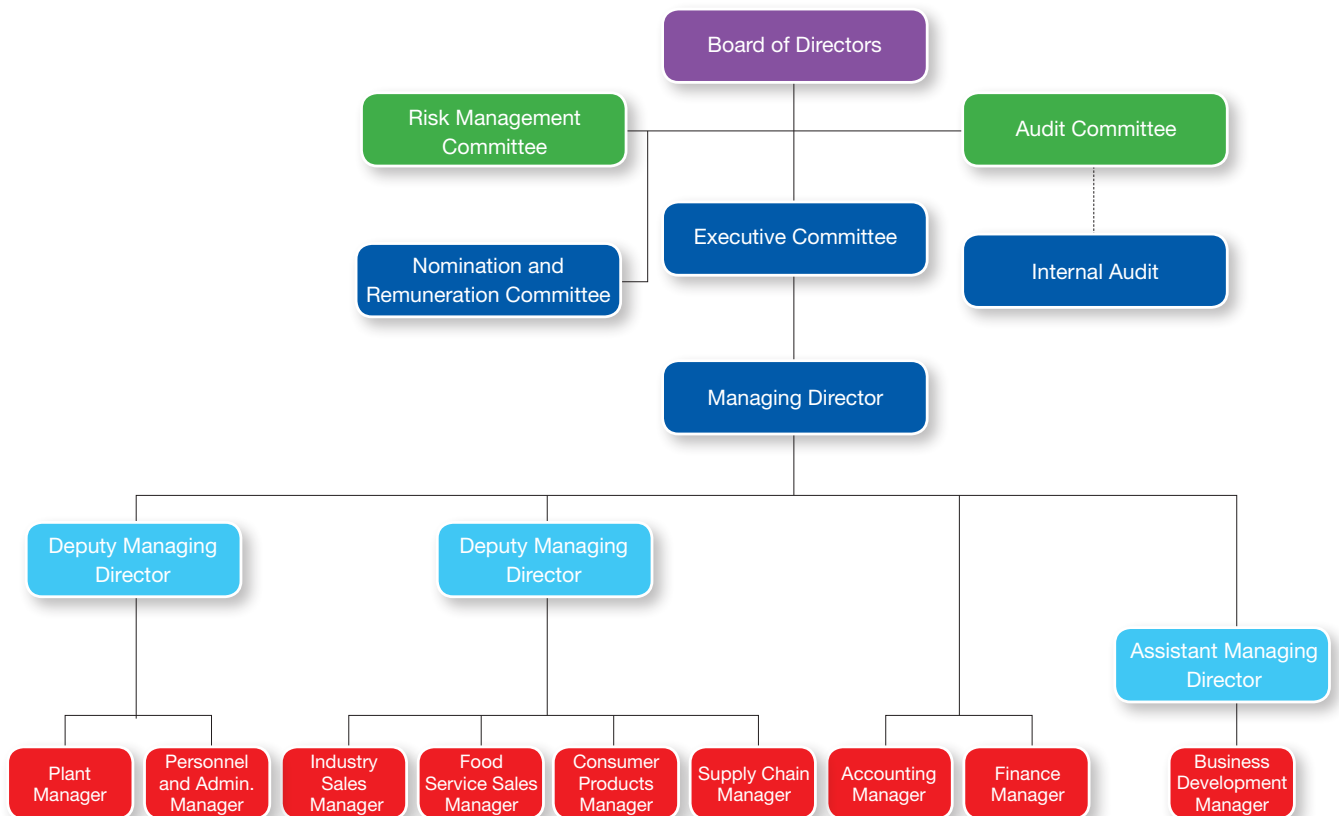
The Company has the policy to pay not less than 50 percent of the net profits of the financial statement of the Company after subtracting company taxation, provisions according to law, and other provisions. But the Company may pay the dividend different from the guideline given above, depending on the need for working capital of its operations. However, the resolution of the Company's Board of Directors regarding dividend payment must be presented for approval by the general meeting of shareholders, except for the interim dividend that the Board of Directors is authorized to approve such payment then need to report to the shareholders in the next meeting of shareholders.



Management Structure

Board and Committees

The Company has 5 committees comprises of Board of Directors, Executive Committee, Audit Committee, Risk Management Committee, and Nomination and Remuneration Committee.



■ Board of Directors

As of 31 December 2013, the Board of Directors comprise of 9 directors as follows:

Name	Position
1. Mr. Prakarn Tawisuwan	Chairman of the Board of Directors / Chairman of Audit Committee /Independent Director
2. Mr. Jane Wongisariyakul	Director
3. Mrs. Vannaporn Wongisariyakul	Director
4. Ms. Kanokpan Kreangkraikrissada	Director
5. Ms. Kanollas Wongisariyakul	Director
6. Mrs. Wilaiporn Tantanavivat	Director
7. Mr. Surapat Rojchanavisart	Director
8. Dr. Warunee Varanyanond	Director/Audit Committee Member/Independent Director
9. Ms. Thipawan Uthaisang	Director/Audit Committee Member/Independent Director

Ms. Duangporn Pongpattharawit resigned from Company Secretary effective as of 1 January 2014. The Board of Directors' Meeting No. 1/2557 resolved to appoint Miss Sudang Eksuwan as the Company Secretary effective from February 26, 2014 onwards.

Directors with signing authority on behalf of the Company

Two of four from Mr. Jane Wongisariyakul or Mrs. Vannaporn Wongisariyakul or Ms. Kanokpan Kreangkraikrissada or Ms. Kanollas Wongisariyakul have to co-sign company document with a company's seal.

Duties and Responsibilities of the Board of Directors

The resolution of the General Meeting of Shareholders No. 1/ 2556 on 29 March 2013 determined the scope of authority of the Board of Directors as follows

1. To have power and duties and responsibilities in the management of the Company in accordance with the law, the Company's objectives and Articles of Association, and the resolutions of the general meeting of shareholders by the philosophy of "Best Practices for Directors of Listed Companies" according to The Stock Exchange of Thailand (SET).
2. To arrange to have a balance sheet and income statement of the Company as at the end of the accounting period of the company and shall be audited by the auditor and present to the shareholders for approval.

3. To set goals, policies, operations plan, budgets and policies for risk management, including monitoring and supervision, administration and management of the executive to comply with the set policies, plans and budget efficiently and effectively. The Board of Directors also has the duties of overseeing the Company to be in Compliance with the law regarding securities and SET, the Notification of the Capital Market, and the requirements of SET such as related transaction and the acquisition or disposition of significant assets or the laws relating to the business of the Company.

4. To determine the management structure and use power to appoint the Executive Committee, Managing Director and other committees as appropriate, including defining the scope of authority of the Executive Committee, managing director And various committees appointed.

The scope of authority shall not authorize the manner of the Executive Committee, Managing Director and various committees to be able to approve transactions that may have conflict of interests between the Company and other companies or subsidiaries (if any), unless the approval is in accordance with the policies and guidelines and approved by the Board.

5. To Prepare an annual report of the board and responsible for the preparation and disclosure of financial statements to reflect the financial position and results of operations of the past year and presented to the shareholders for approval.

6. The Board may authorize one director or more or any other person(s) to act as the Board under the control of the Board of Directors or may delegate to such person to have authority as the Board deems appropriate within the time period under the Board's discretion. The Board may revoke, change or modify the authorization when see appropriate.

However, the authorization shall not possess to make such individuals to be able to approve the transaction that the person or other may have conflict or interest and personal gain or may have a conflict of interest in any other way with the Company or its subsidiaries (if any) as defined in the Regulations of the Capital Market and/or SET and/or any announcement of the entities involved unless the approval is in accordance with the policies and guidelines and approved by the Board.



The Meeting of the Board of Directors

The Meeting of the Board of Directors for the 2012 and 2013 are as follows.

Name	2012 ^{2/}	2013 ^{2/}
1. Mr. Prakarn Tawisuwan ^{1/}	-	7/8
2. Mr. Jane Wongisariyakul	9/9	8/8
3. Mrs. Vannaporn Wongisariyakul	9/9	8/8
4. Ms. Kanokpan Kreangkraikrissada	9/9	8/8
5. Ms. Kanollas Wongisariyakul	4/9	8/8
6. Mrs. Wilaiporn Tantanavivat	3/9	7/8
7. Mr. Surapat Rojchanavisart	3/9	8/8
8. Dr. Warunee Varanyanond ^{1/}	-	7/8
9. Ms. Thipawan Uthaisang ^{1/}	-	7/8

Note: ^{1/} Independent Committee member was appointed as the directors according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2013 on 12 February 2013.

^{2/} Show the number of times of attendance/number of Meetings.

Executive Committee

As of 31 December 2013 the Executive Committee consists of 4 directors as follows:

Name	Position
1. Mr. Jane Wongisariyakul	Chairman of Executive Committee
2. Mrs. Vannaporn Wongisariyakul	Executive Committee Member
3. Ms. Kanokpan Kreangkraikrissada	Executive Committee Member
4. Ms. Kanollas Wongisariyakul	Executive Committee Member

Roles and Responsibilities of the Executive Committee

Approved by the Board of Directors Meeting No. 2/ 2013 on March 6, 2013 the scope of authority of the Board of Directors are as follows:

1. To run the business and affairs of the Company according to the objectives, articles of association, policies, rules and regulations, orders and resolutions of the Board of Directors and/or resolutions of the shareholders of the Company.
2. To consider proposals of the management, set organizational structure, policy, direction, strategy of business operations of the Company, expansion plan, financial and budget plan, human resource management, and Information Technology investment to present to the Board of Directors for consideration and approval.

3. To appoint a subcommittee and/or a working group to be responsible for the operation or management of the Company, and determine the scope of the authority and responsibilities of the subcommittee, and/or working group including supervising the operation of the subcommittee, and/or the appointed working group according to the Company's policies and targets.

4. To monitor the performance of the Company to be in accordance with the Board's policy and targets defined and supervise the implementation of quality and performance

5. To consider the allocation of the annual budget proposed by the administration prior to presentation to the Board for consideration and approval.

6. To have the power to approve the cost of normal business operations of the Company. Each item shall not exceed Baht 40 million, but less than the budget approved by the Board of Directors. To approve major capital expenditures defined in the annual budget according to the Board of Directors or by the Board of Directors has been approved in principle.

7. To have the power to approve any acquisition of credit or loan of the Company, each item shall not exceed Baht 40 million and in case it needs the property of the Company as collateral, it shall be presented for approval by the Board of Directors.

8. To consider contract processing and signing related to the normal business operations of the Company. Each item shall not exceed Baht 40 million, but less than the budget approved by the Board.

9. To determine the organizational structure, the Corporate Management including appointment, hiring, assignment, transferring, employment termination, compensation and remuneration, bonuses for executive staff from the Managing Director or equivalent, except for the Managing Director.

10. To have power to authorize an attorney (s) for an operation under the control of the Executive Committee, or delegate to such persons to be authorized by the Board of Directors deems appropriate within the time period the Executive Committee deems appropriate. The Executive Committee may revoke or amend the attorney or the authorization as see appropriate.

11. To carry out any operations according to the assignment from the Board of Directors from time to time.

Nevertheless, the delegation of the authorization and responsibilities of the Executive Committee shall not appear to be the authorization or the Sub-authorization to an attorney that may have conflict of interests or gain with the Company and/or its subsidiaries and/or related companies (As defined by the Notification of the Capital Market and/or related organization). The Executive Committee has no power to authorize such action on the matter and it has to be submitted to the Board of Directors and/or shareholders' Meeting (as applicable) for approval. Unless the approval is in accordance with normal business and normal commercial terms which is required by the Capital Market Supervisory Board and or SET and /or the relevant organizations.

Audit Committee

As of 21 December 2013, the Audit Committee consists of 3 directors.

Name	Position
1. Mr. Prakarn Tawisuwan	Chairman of Audit Committee
2. Dr. Warunee Varanyanond	Audit Committee Member
3. Ms. Thipawan Uthaisang ^{1/}	Audit Committee Member

Ms. Waldee Seeboonraung^{2/} acts as the Secretary of the Audit Committee.

- Note :
- ^{1/} Ms. Thipawan Uthaisang is an Audit Committee Member with sufficient knowledge and experience to serve on the review of the reliability of the financial statements.
 - ^{2/} is from a third party. The Company hired to serve as Secretary of the Audit Committee under the Company's auditors, IVL Auditing Co., Ltd. She is the person the Company outsources to act as an internal auditor of the Company.

Duties and Responsibilities of the Audit Committee

The resolution of the General Meeting of Shareholders No. 1/ 2013 on 29 March 2013 determines the scope of authority of the Audit Committee as follows.

1. To review financial reports to ensure the accuracy, completeness and reliability including the disclosure of adequate information by coordinating with the external auditors and the executives responsible for the preparation of financial reports quarterly and annual, and disclose information related to the Company sufficiently before submission to the Board of Directors.

2. To review internal control system and internal audit system of the Company to be appropriate and effective, and consider the independence of the internal audit department. As well as to approve the appointment, transfer or dismissal of the chief internal audit unit or any other agency responsible for internal audit, and may suggest the auditor to review or examine any items that are necessary and important during the audit of the Company, and may suggest about how to improve the system of internal control if see important and necessary to the Board of Directors by coordinating with external auditors and head of internal audit or the third party audit company.

3. To ensure legal compliance with the regulations of SEC or SET includes policies, regulations and other laws relating to the Company's business.

4. To consider, select and nominate an independent person to act as auditor of the Company, including the remuneration of the auditors of the Company to propose to the shareholders' meeting for approval. As well as coordinate with the auditors about the purpose of performing audit scope, approach, plans and problems found during the inspection and issue that an auditor may see important, and attend meetings with the external auditors without management in attendance with at least 1 time per year.

5. To consider the disclosure of the Company in case of any transaction or items may have a conflict of interest, to have accurate and complete information in accordance with the laws and regulations of SET including the disclosure of the transaction correctly in order to ensure that they are reasonable and beneficial to the Company.

6. To ensure the Company to have appropriate and efficient risk management system.

7. To reports the performance of the Audit Committee to the Board of Directors at least 4 times a year.

8. To perform duties, the Audit Committee has the authority to request related management or employees of the Company to comments or send documents as relevant or necessary.

9. To have the power or authority to hire independent consultants of the Company to make comments or give advice as necessary.

10. To prepare a report on the Corporate Governance by the Audit Committee and disclose in the annual report of the Company. Such report must be signed by the Chairman of the Audit Committee and must contain at least the following:

- Comments on the accuracy, completeness and reliability of the financial reports of the Company
- Comments on the adequacy of internal controls of the Company
- Comments on compliance with SEC, regulations of SET or any other laws relating to the business of the Company
- Comments on the suitability of an auditor
- Comment on the transactions that may have conflict of interests
- Comments on number of meetings of the Audit Committee and attendance of each Audit Committee member
- Comments or overall remarks overall that the Audit Committee has performed its duties under the Charter
- Other items that Shareholders and investors should be notified under the scope of duties and responsibilities assigned by the Board of Directors.

11. To self-evaluate the performance and report the assessment results and operational problems that could cause the operation not to achieve the purpose of the establishment of the Audit Committee to the Board of Directors every year.

12. To perform other tasks as assigned within the scope of duties and responsibilities of the Audit Committee. In order to perform such duties, the Audit Committee is directly responsible to the Board of Directors. And the Board of Directors continues to have responsibility for the operations of the Company to outside parties.

13. When the Audit Committee performs their duties, if there are any questions of transactions or actions that may have significant impact on the financial position and results of operations of the Company, the Audit Committee shall report to the Board of Directors of the Company for rectification within the period the Audit Committee deems appropriate. The transactions or actions that may have significant impact are as follows:

- Items of a conflict of interest.
- Fraud or irregularity or significant deficiencies in internal control system.
- Violation of the regulations of SEC and SET or The laws relating to the business of the Company.

If the Board of Directors or management fails to make a rectification within the period above, any member of the Audit Committee may report such transaction or action to SEC or SET.

Definition of Audit Committee and Independent Director

1. Holds less than 1 percent of the total shares with voting rights of the Company, parent company, subsidiaries, associates, major shareholders, or controlling person of the Company, including the shares held by related persons of the independent director as well.

2. Is not or has not ever been a director, officer, employee, part-time employee, consultant that receives a salary or controlling person of the Company, parent company, subsidiaries, affiliate, subsidiaries in same tier, major shareholders or controlling person of the Company, unless the foregoing status has ended for more than 2 years prior to being appointed as Independent Director.

3. Not a person who has a relation by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of the children of executives, major shareholders, Control authority or persons to be nominated as executive or controlling person of the Company or its subsidiaries.

4. Has not or has not had a business relationship with the Company, Parent company, subsidiaries or associated companies, Major shareholders or controlling person of the Company in a manner that might interfere with his independent judgment. Not being or having been a shareholder or authority having control of the business relationship with the Company, parent company, subsidiaries, affiliates, shareholders or controlling person of the Company, unless the foregoing status has ended for more than 2 years prior to being appointed as Independent Director.

5. Is not or has not ever been an auditor of the Company, parent company, subsidiaries, associates, major shareholders or controlling person of the Company and not as a significant shareholder, control authority or partner of the audit company which is the auditor of the Company, parent company, subsidiaries, associates, major shareholders or authorized under the control of the Company, unless the foregoing status has ended for more than 2 years prior to being appointed as Independent Director.

6. Is not or has not ever been a provider of any professional includes serving as legal counsel or financial advisor which has been paid more than 2 million Baht per year from the Company, parent company, subsidiaries, associates, major shareholders or controlling person of the Company, and not as a significant shareholder, control authority or partner of such professional services, unless the foregoing status has ended for more than 2 years prior to being appointed as Independent Director.

7. Is not a director who has been appointed as a representative of the Board, Major shareholders or shareholders who are related to the major shareholders of the Company.

8. Has not or has not had a business with the same nature and in competition to the business of the Company, subsidiaries or not be a partner in a partnership company or director, employee, advisor who receives a regular salary or holds more than 1 percent of the total shares with voting rights of another company which has the same nature and in competition to the business of the Company or its subsidiaries.

9. Has no any other characteristic which make him/her incapable of expressing independent opinions, such as business partners, creditors and suppliers, etc. that may cause any conflict of interest.

10. Has Knowledge and understanding of the nature of business of the Company as well as the knowledge that is beneficial to the business operations of the Company.

11. Reports to the Board of Directors immediately if see any incidents that might make them ineligible to independence as an independent Director.

After an independent director has been appointed in accordance with the characteristics mentioned above, the independent director may be assigned by the Board of Directors to determine on the operation of the Company, its subsidiaries, affiliates, subsidiaries in same tier, major shareholders or controlling person of the Company. The decision shall be made in the form of collective decision.

The Risk Management Committee

As of 31 December 2013, the Risk Management Committee comprise of 6 directors as follows:

Name	Position
1. Mr. Jane Wongisariyakul	Chairman of the Risk Management Committee
2. Mrs. Vannaporn Wongisariyakul	Risk Management Committee Member
3. Ms. Kanokpan Kreangkraikrissada	Risk Management Committee Member
4. Ms. Kanollas Wongisariyakul	Risk Management Committee Member
5. Ms. Duangporn Pongpattharawit ^{1/}	Risk Management Committee Member
6. Ms. Prapasiri Pisitsangkakarn	Risk Management Committee Member

Note: ^{1/} Ms. Duangporn Pongpattharawit resigned from her position effective as of 1 January 2014

Duties and Responsibilities of the Risk Management Committee

The resolution of the Meeting of the Board of Directors No. 3/ 2013 on 9 May 2013 determines the scope of authority of the Risk Management Committee as follows.

1. To assess any potential risks and effects trends to have on the organization.
2. To determine risk management policies to cover any risks in administration to present to the Board of Directors.
3. To have the power to appoint a risk management team as necessary.
4. To monitor the implementation of risk management as well as analyze, evaluate, track and report systematically.
5. To report risks and suggestions for risks managing to the Board of Directors.
6. To perform other duties assigned by the Board of Directors from time to time.

The Nomination and Remuneration Committee

As of 31 December 2013, the Nomination and Remuneration Committee comprise of 3 directors as follows:

Name	Position
1. Ms. Thipawan Uthaisang	Chairman of Nomination and Remuneration Committee
2. Dr. Warunee Varanyanond	Nomination and Remuneration Committee Member
3. Mrs. Wilaiporn Tantanavivat	Nomination and Remuneration Committee Member

Duties and Responsibilities of the Nomination and Remuneration Committee

The resolution of the Board of Directors' Meeting No. 8/2013 on 11 November 2013 defining the scope of authority of the Nomination and Remuneration Committee are as follows.

Nomination

1. Setting guidelines of nominating Board of Directors and other Committee members by considering what would be the appropriate structure, number and composition of members and outlining recruitment method as appropriate.
2. Searching, selecting and proposing appropriate persons to assume the position of the Company's Directors, Executive Directors, Senior Executive of the Company and its subsidiaries
3. Scrutinizing the name list of nominators and checking personal information and qualifications of the nominators according to the laws and the regulations of the organization the nominator is from and present to the Board for consideration.
4. Approaching and interviewing the nominators who are selected by the Board of Directors to ensure that such individuals are willing to accept the position.

5. Considering the performance, qualifications and suitability of directors who retired as the term has ended and deserves the re-election and present to the Board of Directors to consider the approval, and present at a meeting of shareholders to appoint for the re-election as Directors.
6. Considering the appropriateness to be directors of the company in case there are any changes associated with the qualifications of Directors.
7. Providing orientation for new directors and develop knowledge to current directors.
8. Planning for succession of senior management.
9. Performing other duties assigned by the Board of Directors.

Remuneration

1. Formulating and preparing of the remuneration policy in written format.
2. Proposing guidelines and procedures for the payment of remuneration to the Board of Directors and other sub-committees in which the Board of Directors appointed.
3. Approving compensation form, criteria and the value of compensation for both salary and other benefits paid to Directors, Executive Committee, senior management and consultants for Executive level of the Company and its subsidiaries individually.
4. Defining criteria for evaluation of the Managing Director and presenting to the Board for consideration and approval.

Composition of the Nomination and Remuneration Committee

1. The Nomination Committee and Remuneration Committee ("The Committee") is appointed by the Board of Directors, consisting of not less than 3 members and more than ½ of the members are independent directors.
2. Chairman of the Nomination and Remuneration Committee should be independent directors by which the Board of Directors appointed. The Chairman of the Board of Directors shall approve the agenda and conduct the meeting.
3. The Secretary of the Committee shall be appointed by the Committee.

Management Team

As of 31 December 2013, the management team comprises of 10 members as follows:

Name	Position
1. Mr. Jane Wongisariyakul	Managing Director
2. Mrs. Vannaporn Wongisariyakul	Deputy Managing Director
3. Ms. Kanokpan Kreangkraikrissada	Deputy Managing Director
4. Ms. Kanollas Wongisariyakul	Assistant Managing Director
5. Mr. Krisada Sirirojana	Personnel & Admin. Manager
6. Mr. Chakrit Srikao	Plant Manager
7. Ms. Wanida San-aree	Industry Sales Manager
8. Ms. Suwannee Kongkitkul	Food Service Sales Manager
9. Ms. Duangporn Pongpattharawit ^{1/}	Finance Manager
10. Ms. Prapasiri Pisitsangkakarn	Accounting Manager

Note ^{1/} Ms. Daungporn Pongpattarawit resigned from her position effective as of January 1, 2014, Ms. Kanollas Wongisarayakul has been appointed as Acting Finance Manager effective from January 3, 2014 onwards

Duties and Responsibilities of the Managing Director

The resolutions of the Board of Directors Meeting No. 2/ 2013 on March 6, 2013 determine the scope of authority of the Managing Director as follows.

1. Taking care, managing, and operating normal business operations for the benefit of the Company according to its objectives and articles of association including regulations, resolutions, policies, plans and budgets approved by the Board of Directors and/or the general meeting of shareholders under related laws and the authority assigned by the Board of Directors.
2. Supervising the operations and/or daily administration of the Company.
3. Preparing and presenting business policy, business plans, goals, operational plans, business strategy, annual budget, and annual report and setting the management authority to present to the Executive Committee and the Board of Directors of the Company.
4. Adopting the policies of the Board of Directors to determine the direction, methods, strategies and business goals to define the core mission for management to implement.
5. Monitoring the implementation of the management and offer guidance to fix their problems for the management and operations team to implement according to strategic and business plans in order to comply with company policy.

6. Monitoring and evaluating the implementation of the management and reporting of management performance, implementation progress to the Board of Directors, the Audit Committee and the Board of Directors regularly.

7. Having the authority to approve the cost of the Company's normal business operations, such as purchasing a property, spending an important investment for the benefit of the Company, and processing another transaction for the benefit of the Company. The approval authority is the approval of normal trade. The total amount of each transaction shall not exceed Baht 20 million but not more than the budget approved by the Board.

8. Considering contract signing on normal business operations of the Company. Each transaction shall not exceed Baht 20 million but not more than the budget approved by the Board of Directors.

9. Performing other duties as assigned by the Executive Committee or Board of Directors.

For any action that the Managing Director or appointee of the Managing Director or individuals who may have a conflict (As defined by the Notification of the Capital Market and/or SET and/or associated entities) or have interest or a conflict of interest with the Company and/or its subsidiaries and/or related company, The Managing Director has no authority to act in the matter. The matter will be submitted to the meeting of the Board of Directors and/or shareholder (as applicable) for approval, unless the approval is in accordance with normal business and normal commercial terms which are required by the Capital Market Supervisory Board and/or SET and/or the relevant regulations.

Company Secretary

The Board of Directors has appointed Ms. Duangporn Pongpattharawit as the Company Secretary since March 6, 2013 (resigned from her position of a Company Secretary effective as of 1 January 2014). The qualification of the position of Company Secretary is in Enclosure 1 of Form 56-1.

Remuneration of Directors and Executives

1) Money Intensive

The Company has not paid any remuneration in 2012. For the year 2013, the Company has paid remuneration to 5 directors as the meeting attendance fee for the total amount of Baht 382,500.

In 2012 and 2013, the Company has paid remuneration to 10 Directors and Executives with a total amount of Baht 31.1 million and Baht 26.8 million respectively. Such remuneration was paid as compensation in the form of salary, bonus and incentive.

The General Meeting of Shareholders for the year 2013 on March 29, 2013 determined the compensation for the directors for the year 2013 that the Chairman of the Board has been paid the meeting allowance of 7,500 Baht per attendance, and the directors who had no part in the administration have been paid the meeting allowance of 5,000 Baht per attendance. The compensation of the Audit Committee of 2013 is determined that the Chairman of the Audit Committee has been paid the annual remuneration of Baht 150,000 and the meeting allowance of Baht 15,000 per attendance. The Audit Committee has received the annual remuneration of Baht 100,000 per year and the meeting allowance of Baht 12,000 per attendance. The Company determined the total budget of remuneration for the year 2013 for the total budget of Baht 1,500,000 excludes the salary of the Executive Committee.

The Remuneration of the Company's Directors in 2012 and 2013 are as follows:

	2013			2012
	Board of Directors	Audit Committee	Risk Management Committee	Board of Directors
1. Mr. Prakarn Tawisuwan	52,500	75,000	-	-
2. Mr. Jane Wongisariyakul	-	-	-	-
3. Mrs. Vannaporn Wongisariyakul	-	-	-	-
4. Ms. Kanokpan Kreangkraikrissada	-	-	-	-
5. Ms. Kanollas Wongisariyakul	-	-	-	-
6. Mrs. Wilaiporn Tantanavivat	30,000	-	-	-
7. Mr. Surapat Rojchanavisart	35,000	-	-	-
8. Dr. Warunee Varanyanond	35,000	60,000	-	-
9. Ms. Thipawan Uthaisang	35,000	60,000	-	-
10. Ms. Duangporn Pongpattharawit	-	-	-	-
11. Ms. Prapasiri Pisitsangkakarn	-	-	-	-
Total	187,500	195,000	-	-

2) Other remuneration

Executives can attend provident fund that Winners Group Enterprise Public Company Limited established. The Company shall contributed 3-5 percent of salaries of executives into the fund, and the executive shall pay contributions into a fund at the rate of 3-5 percent of the salary of the individual executive. Additionally, the Company offers other benefits to management positions, such as Social Security Fund, vehicles, budget for gas fee and the cost of travel, life insurance premium and phone fee, etc.

Personnel and training

■ Number of employees (excluding directors).

As of December 31, 2011 to 2013, the Company has a total of 255 employees, 248 employees and 273 employees respectively. The details of employees in each department are shown as follows.

Department	Number of employees		
	As of 31 December 2013	As of 31 December 2012	As of 31 December 2011
Plant	82	83	101
Personnel and Admin	13	11	10
Industry Sales	10	9	8
Food Service Sales	16	12	14
Consumer Products	54	53	48
Supply Chain	49	48	47
Accounting	10	9	7
Finance	9	7	7
Business Development	28	16	13
Total	273	248	255

■ Major labor disputes in the past 3 years

- No major labor disputes in the past 3 years -

Personnel compensation

■ Total compensation of employees

In 2012 and 2013, the Company has paid compensation to employees in many ways including salaries, bonuses, overtime pay and other remuneration totaling Baht 69.6 million, and 77.4 million, respectively.

■ Provident fund

The Company has set up the provident fund according to the Provident Fund Act 1987 (including the amendment) in which the Company paid 3-5% of the salaries of the employees who contribute to the provident fund and the employees pay the contributions of 3-5% of each employee's salary starting from April 1, 2006.

■ Personnel Development Policy

Winner Group Enterprise PLC recognizes that efficient workforce is a key factor to the success of the organization according to the goals of the company that focuses on the development of human resources which are important resources of the Company. The Company has decided to promote the continuous development of human resources for employees with knowledge, expertise and the increased ability to work, so the employees can maintain and improve their ability to develop the necessary capabilities to create a higher level of performance continuously. To support employees to be most efficient, the Company has been planning the annual training and field trips (both domestic and international trip) to employees as necessary and appropriate to enhance job skills to meet the responsibility of the each employee level. The Company added extra curriculum to maximize the potential of personnel. The managers of each division shall propose the training plans and budgets to the responsible Executives of line of command which should be higher than Deputy Managing Director. The training that the Company prepares for the employee shall focus on developing the personnel performance effectively and helps encourage employees to have advance opportunity for their careers and continuously grow with the organization in the future.

The control of internal information

The Company has policies and procedures to control and manage internal information of the company which shall not be disclosed to the public to use for personal gain as follows.

1. Educating directors and executives about the duty to report their securities holding and the holding of their spouse and minor children to SEC pursuant to Section 59 and penalty provisions under section 275 of the Securities and Exchange Act of B.E.2535 (include the amendment) and to report the acquisition or disposition of the holding of their spouse and minor children to SEC under Section 246 and the penalty provisions under Section 298 of the Securities and Exchange Act B.E.2535 (include the amendment).

2. Ensuring the directors and executive officers of the Company including their spouse and minor children report the holding of securities and report the changes in the Company's securities holdings to SEC pursuant to Section 59 and penalty provisions under section 275 of the Securities and Exchange Act of B.E.2535 (include the amendment) and send copies of this report to the Company the same day that the reports are submitted to SEC.

3. The Directors, executive officers and employees of the Company and subsidiaries that received inside information which may affect the stock price needs to be careful when trading securities of the Company in the last month before the financial statements or internal information is disclosed to the public. And during 24 hours after the information of the Company has disclosed to the public those related to inside information must not disclose it to anyone unless they have indicated that data to the stock market. The penalties for the violation are regarded as a disciplinary offense under the regulations of the Company and the Company will consider sanctions as appropriate such as verbal warning, written warning, probation and expelling, dismissal or removal depending on the case of violation.

4. Prohibiting directors, executives and employees of the Company to use the information that hasn't been disclosed of the Company that have or may have an impact on the price of the securities of the Company, which they have learned by their positions or statuses to purchase, sell, offer to buy or sell, persuade others to buy or sell, offer to buy or sell shares or other securities of the Company (if any), whether directly or indirectly, in a manner that is likely to cause damage to the company whether directly or indirectly. And whether such action would benefit themselves or others or would not benefit themselves or others.



Principles of Good Corporate Governance

The Company recognizes the importance of compliance and good corporate governance in business. The Board of Directors has adopted a policy to comply with the Code of Best Practices for Directors of Listed Company according to the guidelines of the Stock Exchange of Thailand (The “Stock Exchange”). All legislation shall be practical. Moreover, The Principles of Good Corporate Governance for Listed Companies (2006) according to the guidelines of the SET are used to guide the development of policies that cover the rights of shareholders, the equal treatment to shareholders, the role of stakeholders, the disclosure and transparency of information, the responsibilities of the Board of Directors. The Principles are divided into five categories as follows.

Section 1 The rights of shareholders.

The Company recognizes and respects the rights of shareholders. No action will be taken to violate or diminish the rights of shareholders. The Company shall encourage shareholders to exercise their rights. The basic rights of shareholders include the sale or transfer of shares, share in the profits of the Company, receiving sufficient information on the Company, attending to vote at a meeting of shareholders to remove directors, appointing of Auditor and the matters affecting the Company, such as dividend payment, amendments to the Articles of Association and Memorandum, reduction or increase its capital and approved special items, etc.

The Company shall perform in various matters to promote and facilitate the exercise of shareholders' rights as follows.

- The Company shall deliver the notice of the AGM and related documents to shareholders in advance of 7 days (or any period prescribed by law). The notice shall contain the details of the meeting agenda, documentation agendas and the Board of Directors' comments, a proxy form as required by law, and lists of independent directors so that the shareholders can choose to appoint a proxy to attend the meeting instead, including a map showing the location of the meeting. The meeting invitation shall provide the details of the documents to be presented to shareholders at the meeting in order to maintain the right to attend the meeting including the Articles of Association about the meeting of Shareholders and voting.
- In addition, shareholders can also access the information about the meeting agenda in advance at website “www.winnergroup.co.th” as another channel to provide the information to investors thoroughly.
- In the AGM each time, the Chairman will explain the rules for the meeting including the process of voting and allocate the appropriate time for the meeting.
- During the meeting, the Chairman shall give shareholders the equal right to fully ask questions, express comments and suggestions. The Directors and executives who attended the AGM shall answer questions at the meeting. When completed the Company will prepare a correct and complete report within 14 days from the meeting date. Then send the correct

and complete report to the relevant authorities within the time limit and publish it on the website of the Company, in order to allow shareholders and persons involved to examine.

- In the event that a shareholder cannot attend the meeting in person, the Company allows shareholders to appoint an independent director or any person as a proxy for the meeting.

Section 2 Equitable Treatment of Shareholders

The Company shall treat all shareholders equally and fairly, for both major and minor Shareholders by the principle as follows:

- The agenda of shareholder's meeting shall be announced respectively as notified in the notice of meeting. The Company has a policy not to unnecessarily add more agenda in the meeting without prior notice to shareholders. Especially important agenda that shareholders need take the time to study before making a decision.
- The Shareholders' meeting minutes shall be completely recorded with accuracy, and submit such reports to the SET within 14 days after the shareholders' meeting is finished, then the report shall be published the report on the Company's website .
- The Company shall see the necessity to disclose other information to shareholders. The information shall be in completion, with accuracy, in timely manner, and transparent. The disclosure of significant information shall be regularly.

Section 3 The Roles of Stakeholders

The Company respects the rights of all stakeholders, and has policies to treat each group of stakeholders as follows:

Shareholders

The Company operates its business with transparency, effectiveness, honesty and fairness to major and minor shareholders, with the commitment to conduct business to have growth and stability, in order to achieve maximum benefit to shareholders, and the disclosures of information has to be consistently, completely and truthfully.

Employees

Every employee is a valuable resource of the organization. They are vital to the company's growth, the capabilities to earn profit for the Company and its subsidiaries. The Company shall provide a return that is fair to employees; make sure the working environment has the safety of life and property, places importance on developing employees' skills thoroughly and regularly, comply with laws and regulations related to employee strictly, as well as avoid any unfair action that may affect the work stability of the employees and shall treat employees with courtesy and respect for their humanity.

Customers

The Company is dedicated to providing quality service and standards, seeking ways to meet customer needs effectively and efficiently, treating customers with willingness and courtesy and maintaining the confidentiality of customers, without using any customers' information to benefit themselves or others wrongfully.

Partners and/or creditors or debtors

The Company shall treat partners and/or creditors or debtors equally and fairly by taking into account the best interests of the Company, and on the basis of obtaining a fair return to both parties.

Competitors

The Company shall practice under the rules of fair competition and shall not seek confidential information of the competitors in dishonest or inappropriate ways, and shall not try to damage the reputation of competitors by a malicious accusation with no basis in fact

Society

The Company will not take any action to result in damage to the reputation of the country, society, environment and public interest. Although the Company shall also supports activities of society to build social responsibility among employees at all levels continuously and seriously. In addition the Company shall operate or control to ensure that employees at all levels strictly perform their duty according to the intendment of laws and regulations issued by regulatory agencies.

In addition, stakeholders can request information, submit complaints or inform about violations, the accuracy of financial reporting, and the deficiency of internal control or unethical business of the Company through the Independent directors or the Audit Committee. The complaints and violation reports shall be protected and kept confidential. The Independent Directors or Audit Committee will conduct data verification and find solutions (if any) and further report to the Board of Directors of the Company.

Section 4 Disclosure and Transparency

The Company recognizes the importance of the disclosures that are accurate, complete, transparent, in timely manner and meets the standards of The Stock Exchange of Thailand or the Securities and Exchange Commission for financial reporting and general information, as well as other significant information that can impact on stock prices and affect the decisions of investors and stakeholders of the Company. In order to provide equal information to every party related to the Company, the Company shall publish data via The Stock Exchange of Thailand and the Company's website at www.winnergroup.co.th.

The Board recognizes the responsibility for the financial report that shall be accurate, contain complete information, true and reasonable. The financial statements of the Company and its subsidiaries shall be prepared in accordance with generally accepted accounting standards which are appropriate. The accounting records are accurate and complete and sufficient to maintain the Company's property and identify weaknesses to prevent corruption or conduct any disorder, significantly. The accounting records shall be performed consistently and the disclosure in the notes to the financial statements shall be adequate.

Moreover, The Board of Directors has appointed an Audit Committee to review the financial statements to be accurate, complete and reliable, and the disclosures to be clear, transparent and in timely manner according to the requirements of being a public company. The Audit Committee shall review the internal control system to ensure effectiveness and consider the level of compliance of laws and regulations of the Company. In addition, The Committee shall also review the related transaction or any transaction with conflicts of interest to see if appropriate before present to the Board of Directors for approval.

In addition, the Company shall disclose information about each Director including the roles and responsibility as the Board of Directors and Sub-Committees, and shall disclose the information about the remuneration of directors and executives in Annual Report (Form 56-2) and Annual Registration Statement (Form 56-1).

About investor relations section, the Committee shall focus on the disclosure of the information to influence the decisions of investors and stakeholders with accuracy, completeness, reliability, transparency, thoroughness, in timely manner for the financial report and general information as well as important information. The information and data shall be published to public so that investors, analysts and other interested parties in general can access through various channels of the Stock Exchange and/or publications including the Company's website (www.winnergroup.co.th). The Company has appointed Ms. Duangporn Pongpattarawit^{1/} to be responsible for the data service and the disclosure of important information of the Company. Ms. Duangporn can be contacted at Phone: 0-2675-6525 #162 Fax: 0-2675-6544 Email: ir@winnergroup.co.th.

Note: ^{1/} Ms. Duangporn Pongpattarawit has resigned since January 1, 2014. The Company assigned Ms. Kanollas Wongisariyakul to responsible of the task.

Section 5 The Responsibility of the Board of Directors

1. Structure of the Board

The Board of Directors consists of the Directors with knowledge, skill and experience in the business. They are responsible for setting company's policy, vision, strategy, goals, mission, business plan and budget of the Company, and supervise Executive Committee to operate in accordance with the policy with efficiency and effectiveness under the framework of laws, objectives, regulations and resolutions of the shareholders' meeting with responsibility, honesty and under the code of conduct to maximize economic value to the business and provide maximum security to its shareholders.

The Board of Directors consists of 9 members 3 independent directors. The independent directors are individuals who are qualified in accordance with the Notification of the Capital Market Supervisory Board and related SET's announcements.

In addition, the directors shall not be appointed as directors in other listed companies for more than 5 companies. If any director is appointed in more than 5 listed companies, the Board of Directors shall consider the performance of such director.

According to the Article of Association of the Company, at the Annual General Meeting each year, 1/3 of directors shall be resigned, if the number of directors cannot be divided into three equal parts, then the number of director nearest to 1/3 of the directors shall be resigned. The directors vacating from office in the first and second years after the registration of the company can be selected by drawing lots. The following year the director who is in the office the longest shall resign, however, the director may be elected to get back in the office.

Chairman of the Board of Directors shall not be the same person as the Managing Director to achieve a balance and a review of the management. The Company shall define the roles and responsibilities of Directors, Executive Directors and Managing Director clearly in order not to let the Executive Director and Managing Director have no limit on administration and money authorization.

The Company has appointed the Company Secretary to give advice on compliance to the Board of Directors and oversee the activities of the Board, including coordination with the implementation of the resolution of the Board of Directors.

2. Sub-Committees

The company has established a sub-committee which has been appointed by the Board of Directors to assist in the management and supervision of the administration of companies, including 4 committees as follows: (1) Executive Committee (2) Audit Committee (3) Risk Management Committee, and (4) Nomination and Remuneration Committee. The information of name list, duties and responsibilities of the mentioned committees are provided in the section of "Management" under the title "Management Structure".

3. Role, duties and responsibilities of a director

The Board of Directors is responsible for corporate governance and mission of the company, according to shareholder approval, laws and regulations, objectives, Article of Association and the resolution of the shareholders' meeting. The Board of Directors shall have the discretion and prudence of business decisions. They shall perform their duty with responsibilities, care and honesty in order to keep the best interests of the Company.

Corporate Governance Policy

The Company has provided corporate governance policies in written format. So the Board of Directors has established a policy review and implementation of such policies on a regular basis every year. In addition, after the shares of the Company are registered as listed security on the Stock Exchange, the Company shall follow the rules and regulations according to the Capital Market Supervisory Board of the Securities and Exchange Commission had set. The corporate governance report shall be provided in the annual report and Annual Registration Statement (Form 56-1).

Code of Conduct

The Company has prepared the code of conduct and has disclosed to Directors and all staff members to understand the practice and use it as the guideline to correct business implementation. The content of the code of conduct is as follows:

1. Conducting business with honesty and integrity in operations associated with customers, companies, related parties, and individuals.
2. Treating customers fairly for their products and services without any discrimination.
3. Operating under standards of operating and good control system. Carefully using full competency with sufficient information and referred evidence, and complying with related laws and regulations.

4. Prohibiting the disclosure of their customers' information that the Company has known in which under normal business circumstance the information shall usually be reserved, unless the disclosure as required by law.
5. Allowing customers to complain about the imperfections of goods and services.
6. Revealing news of products and services so they are correct and completed.
7. Following the terms and conditions regarding customers fairly. If cannot compliance with the terms and conditions, the Company must immediately notify the customer to find a solution together.

Conflicts of Interest

The Board has established a policy on the prevention of conflicts of interest on the principle that any decision on business activities shall be done only for the best interests of the Company. And the Company shall avoid actions that cause a conflict of interest by requiring those who are involved or have an interest with items considered to notify the Company about the relationship, or their interests in the transaction. They shall not participate in decision-making and shall not be the authority to approve the transaction.

If there are items that may create a conflict of interest arising as a trade agreement, not a general trading conditions, they shall be presented to the Board of Directors for approval. The Audit Committee shall carefully consider if there is suitable to present to the Board of Directors or the shareholder's meetings. However, the Company shall comply with the regulations of the Capital Market Supervisory Board of the Securities and Exchange Commission and/or the Stock Exchange.

Internal Control and Internal Audit

The Board of Directors has established a policy to build a system of internal controls with efficiency and effectiveness. The Board of Directors and executives shall be responsible to rendering and maintaining internal control system and shall reveal the efficiency of the internal control system regularly in order to protect the investment of shareholders and the Company's assets. The internal control shall be consisting of financial controls, operations controls, compliance with the relevant laws and regulations and risk management. The internal control and audit shall help the company to have reasonably confidence to achieve the objectives and goals in terms of information systems and accurate financial reports, and shall help the Company to achieve effective internal control on financial reporting.

The Company has appointed an internal auditor who is a third party that is independent in the performance of duties reporting directly to the Audit Committee, in order to be responsible for monitoring the performance of the Company to be efficient. The internal auditor shall send the report directly to the Audit Committee.

In addition, the Audit Committee has reviewed the appropriateness and adequacy of internal controls at least 1 time per year and shall propose to the Board of Directors for consideration. The Board of Directors shall give opinions on the adequacy of internal controls in the annual report and Annual Information Form (Form 56-1)

Report of the Board of Directors

The Audit Committee is responsible to review the financial report. The Account and Finance Department and an auditor shall have a meeting and present a financial report to the Board of Directors quarterly. The Board of Directors is responsible for the financial statements and the financial information contained in the annual report. The preparation of financial statements shall be in accordance with accounting standards generally accepted in Thailand, and audited by an auditor who has been authorized by the Securities and Exchange Commission. The Auditor shall choose the appropriate accounting policies and practices regularly and shall have adequate disclosure of information in the notes to the financial statements.

4. Board meetings

According to the Company's Article of Association, the Board of Directors shall hold a meeting at least once every 3 months, and may have additional meetings as necessary. And the invitation letter shall be sent to the director for consideration not less than seven days prior to the date of the meeting, unless when it is necessary or urgent to protect the rights or benefits of the Company. The agenda for each meeting shall be defined clearly. The supporting documents for the meeting shall be sufficient and sent to the committee in advance, so that the Board has sufficient time to study before the meeting. In the Board of Directors meeting, every member can discuss and express their opinions openly. In addition, in the Board of Directors meeting, chief executives of the Company are requested to attend the meeting to provide additional information directly responsible.

The Company has committed that the information the Board received shall be continuously and adequate in timely manner before each meeting. However, the Directors may feel free to contact the Company Secretary directly. The Company Secretary is responsible for advising the Board of Directors in matters related to the compliance with laws and regulations.

5. Compensation

The Company determines remuneration policy to be clear and transparency. The remuneration shall be in line with the industry. The Board of Directors has appointed the Nomination and Remuneration Committee. The remuneration will be presented to shareholders for approval. Details of the remuneration of each Director shall present in section "management structure" under subtopic "Remuneration of directors and executives".

6. Development of directors and executives

The Board of Directors encourages and facilitates the training and educating those involved in the corporate governance of the Company, such as Directors, Audit Committee and managements in order to improve their performance continuously. The training and educating can be done within the Company or use the services of external institutions.

When there is a change of directors, Company Secretary shall provide useful data to the duties of a director, including the introduction on characteristics of business and business practices to the new director.

Corporate Social Responsibility (CSR)

Winner Group Enterprises Public Company Limited recognizes that we are a part of Thai society, so it is considered our duty and a responsibility to strengthen, establish, support and co-ordinate the development of society, community and environment in order to achieve optimum benefits. The Company determines our social responsibility policy as a core policy for management and employees to create awareness and understanding of social responsibility. We hold to the principle that all employees are involved in every process from proposal phase to decision making process so they can really feel like real members of the Company. The Company cultivates volunteer consciousness of employees through volunteer activities. The Board of Directors has the policy to conduct business based on the principles committed to qualified production and distribution of products with safety and quality to consumers, with regard to social responsibility, community and environment. Along with the principles of transparency, accountability, business ethics, respect for human rights, law compliance. We focus on employees as a virtual resource that is valuable to the organization, with a commitment to sustainable development and growth.

Since the Company's production base is in Bang Pa-In Industrial Estate, Bang Pa-In, Ayutthaya, we mainly aim on participating in the area to support supplies and scholarships to schools and students in the area. We also continually support the society by donating money to help flooding areas in Ayutthaya where our production base is settled. We help the area as we would like to return to the society and have the community and society moving forward with us.

In addition, the company has also cooperated with external agencies such as government organizations, private sectors and NGOs in order to be a part in helping to drive the implementation of social responsibility to maximize its benefits. And the Company give open opportunities for employees to participate by giving their feedbacks through comments boxed called the "Winner Box". The campaign has been promoted through the Company's internal magazine. To perform social responsibility, the Company has cooperated with the government, such as expressing our intention to carry out anti-drug policies by participating in the White Factory Project (the anti-drug campaign for factories), compliance with the government policy, under the Department of Labour Protection and Welfare, Ayutthaya in preventing and solving drug problems in workplaces.

The role and activities of the company has been continuously participating in the development of society, communities and environment as follows

- Donated 2 wheelchair and disabled tricycle to Thai Disable Development Foundation, 12,000 Baht.
- Donate food products imported by the Company to Reception Home for Destitute, Department of social Development and Welfare annually.
- Donated teaching and sports equipment and computer desks to Huai Sua School, Petchaburi.

- Donated money to support honoring individuals who dedicate to social projects under Princess Ngamjit Burachat Foundation, 10,000 Baht.
- Donated money to help Haiyan Typhoon victims in the Philippines through Thai Chamber of Commerce in the generosity of Thai Chamber – Haiyan project, 20,000 baht.



The next step of the Company is moving forward with consciousness of social responsibility, Community and environment as a part of Thai Society. Especially The Company's production base is in Bang Pa-In, Ayutthaya, we are mainly focusing on being involved in such areas to achieve continuously sustainability.

Internal Control and Risk Management

In the year 2013, the Company has hired IVL Auditing Co., Ltd., outsource company, to act as the Company's internal audit unit. The Audit plan was presented to the Audit Committee for approval to ensure that it was appropriate and consistent with business environment and risk factors that could be changing.

Regarding to the Board of Directors' Meeting No. 1/2014 on 25 February 2014, which the Audit Committee also attended, the Board assessed the internal control systems by asking information from managements and considering the internal control evaluation report for the year 2013 on the adequacy of internal control systems of the Company. In accordance with International Standards of COSO (The Committee of Sponsoring Organizations of the Treadway Commission), the Board of Directors, the Audit Committee and internal auditors concluded that the Company's internal control systems were adequate and appropriate to business, as follows:

1. Internal Environment

The Company set clear and measurable business targets and reviewed periodically. The Company's organization chart showed lines of duties; authority tables in written format; and key business processes manual, which were updated in line with the laws and regulations.

2. Risk Assessment

The Audit Committee and the Risk Management Committee assessed both internal and external risk factors which would affect each business processes in order to analyze and prioritize the impacts and the probabilities of occurrence; and established the appropriate risk management measures.

3. Control Activities

The Company policies were used as guidelines systematically and effectively in order to achieve the business objectives and business targets. The authority tables clearly defined the authority level and the approval limit for each level of management. Besides, the Company policies were: segregation of duty; the duties of recording and custodian of fixed assets were also segregated; and laws and regulations compliance.

4. Information and Communication

The Company properly operated the information systems and channels of communication both internal and external to provide accurate, complete and timely information for business decisions.

5. Monitoring

The Company evaluated and communicated internal control deficiencies in a timely manner. Staff reported any issue of concern to their immediate supervisor or manager including the responsible person, including senior management or the Board of Directors as required for taking corrective action.

Related Party Transactions

Related transactions with persons who have relationship with the Management and may have conflicts of interest

The Company's transactions with persons who have relationship with the Management and may have conflicts in 2013 can be summarized as follows.

Company/person that may have conflicts of interest	Relationship
Mr. Jane Wongisariyakul	<ul style="list-style-type: none"> Owns 33.9 percent share in Winner Group Enterprise Public Company Limited A Director and Manaing Director of Winner Group Enterprise Public Company Limited
Mrs. Vannaporn Wongisariyakul	<ul style="list-style-type: none"> Owns 8.8 percent share in Winner Group Enterprise Public Company Limited A director and Deputy Manaing Director of Winner Group Enterprise Public Company Limited The wife of Mr. Jane Wongisariyakul and the mother of Ms. Kanollas Wongisariyakul and Ms. Karatrat Wongisariyakul.
Spa Ovation (Thailand) Company Limited - Beauty Consulting Business	<ul style="list-style-type: none"> Ms. Kanollas Wongisariyakul owns 3.9 percent share. She is a director and Assistant Manaing Director of Winner Group Enterprise Public Company Limited and owns 30 percent share in Spa Ovation (Thailand) Company Limited. Mr. Jane Wongisariyakul owns 33.9 percent share. He is a Director and Manaing Director of Winner Group Enterprise Public Company Limited. He is also a director of Spa Ovation (Thailand) Company Limited.
Bow Commercial Company Limited - Importing medical tools, devices, spare parts and Packaging Machines	<ul style="list-style-type: none"> Mrs. Wilaiporn Tantanavivat owns 2.42 percent share and she is a director of Winner Group Enterprise Public Company Limited. She also a director and owns 24 percent share of Bow Commercial Company Limited.

Related Party Transactions of the Company

The Company's transactions with persons who have relationship with the Management and may have conflicts for the year ended 31 December 2013 can be summarized as follows.

Persons who may have conflicts	Transaction Type	Description	Relationship	Transaction Value in 2013 (Baht)	Necessity and Rationale
(1) Mr. Jane Wongisariyakul (2) Mrs. Vannaporn Wongisariyakul	Guarantees for a loan from financial institution	Mr. Jane Wongisariyakul and Mrs. Vannaporn Wongisariyakul are the guaranties for a loan from a financial institution for Winner Group Enterprise Public Company Limited	Shareholders, directors and executives of Winner Group Enterprise Public Company Limited.	-	The Company has a loan contract of Baht 210 million with a financial institution; Mr. Jane Wongisariyakul and Mrs. Vannaporn Wongisariyakul are the guarantors as the directors of the Company. The Company has completely canceled the guarantee of the mentioned directors with the financial institution on January 3, 2014.
Mr. Jane Wongisariyakul	Transaction with employee's discount	The Company sells its products to directors and/or executives.	Shareholder, director and executive of Winner Group Enterprise Public Company Limited.	53,901	The purchase price is based on a discount policy of the transaction sold to employees of the Company.
Mr. Surapat Rojchanavisart	Normal Business	The Company sells products to a person who may have conflicts.	Shareholder and director of Winner Group Enterprise Public Company Limited.	7,547	The purchase price is the market price of the Company to third parties
Spa Ovation (Thailand) Company Limited	Normal Business	The Company sells products to a person who may have conflicts.	Spa Ovation (Thailand) Company Limited shares some shareholders, directors and executives with Winner Group Enterprise Public Company Limited.	12,600	The purchase price is the market price of the Company to third parties
Bow Commercial Company Limited	Normal Business	The Company sells products to a person who may have conflicts.	Bow Commercial Company Limited shares some shareholders and directors with Winner Group Enterprise Public Company Limited.	21,289	The purchase price is the market price of the Company to third parties

Comments of the Audit Committee on Related Party Transactions

Any transaction occurred between the Company and the Executives, or a person who may have conflicts shall operate according to normal business operations of the Company, shall be reasonable on a condition that is based on general commercial terms and has clear pricing criteria. The transaction shall be able to compared with the market price of transactions with a third party and shall not make the Company lose any benefits

For financial support transaction such as loan guarantee of the Company and financial institutions, the Company has completely cancelled the guarantee of the mentioned directors with the financial institution since January 3, 2014.

The Audit Committee has considered the above transactions and commented that such transactions are necessary and reasonable and meet the price criteria sold to a third party.

Procedure for approval of related party transaction

The resolution of the meeting of the Board of Directors No. 4/2013 on 28 May 2013 states that in the case of transactions of the Company with persons who may have conflicts of interest, gain or loss, or may have any conflict of interest in the future, The Audit Committee shall consider and comment on the necessity and reasonableness of the transaction and the suitability of the price and conditions of entry to be according to the characteristics of normal business practices in the industry and the price shall be compared with the third party or the market price prior to submission to the Board of Directors or the meeting of the shareholders, as the case may be. If the Audit Committee has no expertise in considering transactions that may occur, the Company will arrange for an independent expert or auditor of the Company to give comments on such transactions and the comments shall be proposed to the Audit Committee, the Board of Directors and/or shareholders' meeting, as the case may be. The Directors or executives that are stakeholders will not be entitled to vote on such transaction. The Company will disclose in its annual statement, annual report and notes to the financial statements audited or reviewed by the auditors of the Company.

In addition, the Company will comply with the law related to the Securities and Exchange Commission and rules and regulations, notifications, orders or requirements of the Securities and Exchange Commission in compliance with requirements on the disclosure of related party transactions of the Company according to the accounting standards set by the Federation of accounting profession of Thailand.

Policy on future transactions

The resolution from the Board of Directors ' Meeting No. 4/2013 dated 28 May, 2013 has set a policy of making related party transaction that for any transactions that may occur in the future, the Company shall comply with the laws regarding the Securities and Exchange Commission and rules and regulations, notifications, orders or requirements of the Capital Market Supervisory Board and the Stock Exchange of Thailand, incompliance with requirements on the disclosure of related party transactions of the Company according to the accounting standards set by the Federation of accounting profession of Thailand. The Company has the policy on related party transactions as follows:

- In the case of commercial transactions with general trade conditions, the Company has set the framework for such transactions which was considered and agreed by the Audit Committee prior to submission to the Board of Directors to approve as principle. The management can approve the transaction if the transaction has commercial agreements in the same way that persons of ordinary prudence should be agreed with general contractors in the same situation and with the bargaining power of trade without the influence of their status as directors, management, related parties of the Company or individuals associated with the company. However, the Company shall prepare a report summarizing related party transactions to report at a meeting of the Audit Committee and the Board of Directors on a quarterly basis. In the case of the Audit Committee and the Board of Directors found that the conduct did not meet the defined policy, the Audit Committee and Board of Directors shall work jointly to find solutions.

- The commercial transactions with general trade conditions must be commercial transactions that the Company normally operates or commercial transactions that similar business to the Company does to support their regular business. The transactions shall have commercial terms and pricing conditions that are fair and do not cause any transfer of interests. The terms and conditions are as follows.

1. Prices and terms that the Company receives or offers to the public
2. Prices and terms that related party receives or offers to the public
3. Prices and terms that the Company can clarify as the price and terms that similar business offers to the public

- If there is any other transaction disassociated with the mentioned terms and conditions, the Company shall present such transactions to the Audit Committee to consider and comment prior to submission to the meetings of the Board of Directors and/or the shareholders to approve. If the committee does not have the expertise to consider the potential transaction, the Company will arrange for an independent expert or auditor to comment on such transactions and the comments shall be proposed to the Audit Committee, the Board of Directors and/or shareholders' meeting, as the case may be, to ensure that the transaction will not migrate or transfer of interests between the Company and individuals who may have conflicts of interest, and the transaction has been done for the optimum benefits of all shareholders.

Management's Discussion and Analysis

Operating Result

Table 1 : Summary of the Operating Results in 2013 and 2012

(Unit : Million Baht)

	2013	2012	Change + / (-)	% Change
Revenues from the sales of goods	1,377.6	1,394.5	(16.9)	(1.2)
Cost of the sales of goods	(1,077.3)	(1,102.7)	25.4	(2.3)
Gross profit	300.3	291.8	8.5	2.9
Other incomes	14.9	16.6	(1.7)	(10.2)
Profit before expenses	315.2	308.4	6.8	2.2
Selling expenses	(98.9)	(82.9)	(16.0)	19.3
Administrative expenses	(107.0)	(103.6)	(3.4)	3.3
Profit before finance costs and income tax	109.3	121.9	(12.6)	(10.3)
Finance costs	(4.7)	(2.7)	(2.0)	74.1
Profit before income tax	104.6	119.2	(14.6)	(12.2)
Income tax	(21.0)	(28.1)	7.1	(25.3)
Profit for the year	83.6	91.1	(7.5)	(8.2)
Other comprehensive income for the year				
-Actuarial gains	4.3	-	4.3	100.0
Income tax of components of other comprehensive income	(0.8)	-	(0.8)	100.0
Other comprehensive income for the year - net from income tax	3.5	-	3.5	100.0
Total comprehensive income for the year	87.1	91.1	(4.0)	(4.4)

The revenues from sales of goods for the year ended 2013 comparing with those of the year 2012, totaled Baht 1,377.6 million, decreased by 1.2% YOY. Cost of sales of goods totaled Baht 1,077.3 million, decreased by 2.3% YOY. As a result, profit margin was Baht 300.3 million or 21.8% when comparing to total revenues.

Selling and administrative expense for the year ended 2013, totaled Baht 205.9 million, increased by Baht 19.4 million or 10.4% YOY. After deducted the financial costs and income tax of Baht 4.7 million and Baht 21 million respectively, the net profit for the year 2013 was Baht 83.6 million, decreased Baht 7.5 million or decreased by 8.2% YOY. In addition, in the 1st quarter of 2013, the Company recognized actuarial gains arising from defined benefit plans in other comprehensive income of Baht 3.5 million. As a result, total comprehensive income was Baht 87.1 million, decreased Baht 4 million or decreased by 4.4% YOY.

1. Operating Result Analysis

1.1 The revenues from sales of goods

The revenues from sales of goods for the year ended 2013 decreased by Baht 16.9 million or 1.2% due to the decrease in sales of consumer products by Baht 37 million or 4.7% YOY. The main factors were the political situation and the economic slowdown since the 2nd half of the year 2013 which caused consumer demand and purchasing power dropped.

However, the revenues from sales of industry products increased by Baht 20 million or 3.3% YOY. The main reason was the increase in sales of Starch and Flour product group.

Table 2 : Sales by Product Type for the year 2013 and 2012

(Unit : Million Baht)

Product Type	2013	%	2012	%	Change + / (-)	% Change
Consumer Products	748.00	54.30	785.00	56.29	(37.0)	(4.7)
Industry Products	629.60	45.70	609.50	43.71	20.1	3.3
Total	1,377.60	100.00	1,394.50	100.00	(16.90)	(1.2)

1.2 Cost of Sales

In 2013, cost of sales totaled Baht 1,077.3 million, decreased by Baht 25.4 million or 2.3% YOY, which was the same direction in the decrease in sales of goods. Moreover, the decrease in cost of sales was also the result of effective cost management. This led to profit for the year 2013 was 21.8% whereas 20.9% in 2012.

1.3 Gross Profit

In 2013, gross profit totaled Baht 300.3 million, increased by Baht 8.5 million that was also the result of effective cost management.

1.4 Selling and Administrative Expenses

• Selling Expenses

In 2013, selling expenses totaled Baht 98.9 million or 7.2% comparing to the revenues from sales of goods, increased by Baht 16 million or 19.3% YOY. The main reason was the increase in marketing expenses. Most of them were advertising and promotion expenses to motivate customers. In addition, employee expenses also increased due to more employees to support Company's growth.

• Administrative Expenses

In 2013, administrative expenses totaled Baht 107 million or 7.7% comparing to the revenues from sales of goods, increased by Baht 3.4 million or 3.3% YOY. The increase in administrative expenses reflected from Company's 30th anniversary expense amounted Baht 4.6 million that was recorded in the 1st Quarter of 2013.

1.5 Net Profit

Profit for the year 2013 totaled Baht 83.6 million or 6.0% comparing to total revenues decreased 0.5% YOY. The main reason was the Company's 30th anniversary expense amounted Baht 4.6 million which occurred in January, 2013 and was recorded in the 1st Quarter of 2013.

In addition, in the 1st quarter of 2013, the Company recognized actuarial gains arising from defined benefit plans in other comprehensive income of Baht 3.5 million. This resulted in total comprehensive income was Baht 87.1 million, decreased by Baht 4 million or 4.4% YOY.

2. Financial Position Analysis

Table 3 : Overall financial Position as of December 31, 2013 and 2012

(Unit : Million Baht)

Product Type	2013	%	2012	%	Change + / (-)	% Change
Current assets	657.7	71.1	479.5	65.7	178.2	37.2
Non-current assets	267.0	28.9	249.9	34.3	17.1	6.8
Total Assets	924.7	100.0	729.4	100.0	195.3	26.8
Current Liabilities	361.4	39.1	356.7	48.9	4.7	1.3
Non-Current Liabilities	8.1	0.9	11.2	1.5	(3.1)	(27.7)
Total liabilities	369.5	40.0	367.9	50.4	1.6	0.4
Shareholders' equity	555.2	60.0	361.5	49.6	193.7	53.6
Total liabilities and shareholders' equity	924.7	100.0	729.4	100.0	195.3	26.8

2.1 Assets

As of December 31, 2013, total assets were Baht 924.7 million. The main assets were current assets totaled 657.7 million or 71.1% comparing to total assets. The increase in current assets reflected from the increase in cash and cash equivalent approximately Baht 136 million from increase in authorized share capital Baht 22 million and premium on share capital Baht 147.7 million. These amounts were received in September, 2013 and part of them was used as working capital. Furthermore, inventories totaled Baht 192 million, also increase by Baht 36 million, mainly due to the increase in goods in transit Baht 21 million comparing to end of 2012.

Non-current asset also increased from Baht 249.9 million to Baht 267 million at end of 2013 due to more purchase of machine to produce the Company's products.



2.2 Liabilities

As of 31 December 2013, total liabilities were Baht 369.5 million. Most of them were current liabilities which were 97.8% comparing to total liabilities. The main current liabilities were trade and other payable amounted Baht 223.7 million or 60.5% comparing to total liabilities and bank overdraft and short term loan from financial institutions amounted 119.6 million or 32.4% comparing to total liabilities. Short term loan from financial institutions were in the form of trust receipts for payment of imported products.

As of 31 December 2013, total liabilities increased by Baht 1.6 million or 0.4% comparing to end of 2012.

2.3 Shareholders' Equity

As of 31 December 2013, shareholders' equity were Baht 555.2 million, increased Baht 193.7 million due to the steadily increase in Company retained earnings and the increase in authorized share capital Baht 22 million and premium on share capital Baht 147.7 million from IPO of 88 million shares at the IPO price of 2.0 Baht during the 3rd quarter of 2013.

3. Cash Flow Analysis

Table 4 : Cash Flow

(Unit : Million Baht)

Cash Flow	2013	2012	Change + / (-)	% Change
Net cash flows from operating activities	84.7	60.3	24.4	40.5
Net cash flows from investing activities	(30)	(61)	31.7	(52)
Net cash flows from financing activities	77.6	32.9	44.7	135.9
Increase in cash and cash equivalents, net	132.8	32.0	100.8	315.0
Cash and cash equivalents as at January 1,	44.2	12.2	32.0	262.3
Cash and cash equivalents as at December 31,	177.0	44.2	132.8	300.5

In 2013, net cash flows from operating activities amounted Baht 84.7 million, increased Baht 24.4 million or increased 40.5% comparing to year 2012. The main reason was compensation for flooding loss amounted Baht 6.5 million which was received in March 2013. Net cash flow from investment activities were cash advance for machines and decoration expense for new branches of Delice. However, cash flows from financing activities totaled Baht 77.6 million, increased significantly from the increase in authorized share capital and premium on share capital Baht 169.7 million in the 3rd quarter of 2013

4. Financial Ratio Analysis

Table 5 : Significant Financial ratios

Financial Ratio	2013	2012	2011
Gross Profit Margin	21.8	20.9	22.3
Net Profit Margin	6.0	6.5	6.0
Return On Equity (ROE)	18.2	26.2	25.0
Return on Assets (ROA)	10.1	14.0	13.6
Debt to Equity Ratio	0.7	1.0	0.7
(Interest) Debt to Equity Ratio	0.2	0.3	0.1

In 2013, gross profit margin was 21.8% from effectiveness of cost management. Net profit margin was 6.0%. Return on (ROE) was 18.2%. These ratios decreased from 2012 mostly due to the increase in authorized share capital and premium on share capital. Return on assets (ROA) was 10.1, decreased from 2012 because of increase in cash and cash equivalent from increase in authorized share capital and premium on share capital. Debt to equity ratio and interest debt to equity ratio were 0.7 and 0.2, respectively. These ratios decreased from 2012 also resulted from the increase in authorized share capital and premium on share capital.

Factors that might have impacts on financial status or future operating results

The Company is an importer of raw materials, ingredients and food chemicals for food industry operators. The industry product price is highly competitive since it can be substituted by the local products or other imported suppliers. In addition, the volume that is allocated by the suppliers and the demand from the customer can be varied.

Consumer products are distributed through food service customers (HoReCa) - including hotels, restaurants, bakeries and airline caterings; and end consumer through modern trade (e.g. hypermarket, supermarket) and traditional trade. Main factors which affect the company's operating results are: the change of consumer's behavior that dines out more frequently; consumer purchasing power which can be varied throughout the year; the variety of the products that are available in the market; the competition in consumer promotions, which includes advertising campaigns and marketing activities.

Report of the Board of Directors' Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the financial statements of Winner Group Enterprise Public Company Limited as well as financial information presented in the Annual Reports. The said financial statements were prepared in accordance with the financial reporting standards, where an appropriate accounting policy has been selected and implemented on a regular basis and that important information is adequately disclosed in notes to the financial statements.

The Board of Directors appointed the Audit Committee consisting of independent directors to take responsibility for the quality of financial statements and assessment of the internal control system to ensure that the record of accounting is sufficiently accurate, complete and timely, and also to prevent the occurrence of corruption or irregular operations. The Audit Committee's opinion on these matters has been stated in the Audit Committee's report published in this Annual Report.

The Board of Directors is of the opinion that the Company's internal control system on the whole is satisfactory and able to ensure that the Company's financial statements as of December 31, 2013 present fairly, in all material aspects and in accordance with generally accepted accounting standards, all applicable laws and regulations.



(Mr. Prakarn Tawisuwan)
Chairman of the Board of Directors



(Mr. Jane Wongisariyakul)
Chairman of Executive Committee
and Managing Director

Report of the Audit Committee

The Board of Directors of Winner Group Enterprise Public Company Limited consists of 3 independent directors. The qualifications of all the three members meet with the regulations of the Securities and Exchange Commission (SEC) and Stock Exchange of Thailand, one of which is competent and has experience in accounting.

The Audit Committee has performed duties as assigned by the Board of Directors, which is in accordance with the Charter and in accordance with the Notification of the Stock Exchange of Thailand. In 2013, the Audit Committee held a total 5 meetings, each committee member attended the meetings as shown in the following details.

1. Mr. Prakarn Tawisuwan	Chairman of Audit Committee	attended 5/5 meetings
2. Dr. Warunee Varayanond	Member of Audit Committee	attended 5/5 meetings
3. Miss Thipawan Uthaisang	Member of Audit Committee	attended 5/5 meetings

The Audit Committee also has meetings with the Company's management and both external and internal auditors, which could be summarized as the followings.

1. Quarterly reviewed the financial statements and annual financial statements already examined and verified by the external auditor, by reviewing them together with the executives and external auditor regarding the accuracy and completeness of the documents as well as the sufficiency of disclosure. For 2013, the Audit Committee members gave their opinions in compliance with the external auditor that the Company's financial statements were appropriately accurate according to Thai Financial Reporting standards.
2. Considered the connected transactions and transactions which may cause conflicts of interest, in compliance with the laws and regulations of the Stock Exchange. The external auditor reviewed these items and found that they had all been sufficiently disclosed in the Company's financial statements. The Audit Committee was of the opinion with the external auditor, and agreed that the disclosures was reasonable and benefit to the Company.
3. Reviewed the Company's internal audit and internal control to ensure the independency and efficiency. Reviewed annual internal audit plan, advised and followed up corrective actions on significant audit findings so as to improve good governance and adequate internal control. The Audit Committee's opinions were consistent with the internal audit; that the Company has adequate internal control and appropriate to the nature of the Company's business.

4. Reviewed and monitored, as assigned by the Board of Directors, the Company's corporate governance policy and provided recommendations for development of the Company's corporate governance.
5. Reviewed the appropriateness and adequacy of risk management, by monitoring the risk management plans of 2013 and evaluating the risk management measures.
6. Considered, selected and recommended the nomination of external auditor and their remuneration by considering their past performance. Having evaluated their independence, quality of audit work, the remuneration, they are qualified with the requirements of the Stock Exchange of Thailand.

The Audit Committee is of the opinion that the Company had proper risk management, internal control system under good corporate governance abiding to all related laws and regulations. The Company's financial reports and disclosure of information were complete and reliable according to general acceptance accounting principle.



(Mr. Prakarn Tawisuwan)

Chairman of Audit Committee

25th February 2014

WINNER GROUP ENTERPRISE PLC.
(FORMERLY NAME: WINNER GROUP ENTERPRISE CO., LTD)
FINANCIAL STATEMENTS AND INDEPENDENT AUDITOR'S REPORT
JANUARY 1, 2013 TO DECEMBER 31, 2013

Independent Auditor's Report

To the Shareholders and Board of Directors of WINNER GROUP ENTERPRISE PLC.
(FORMERLY NAME: WINNER GROUP ENTERPRISE CO., LTD.)

I have audited the accompanying financial statements of WINNER GROUP ENTERPRISE PLC. which comprise the statements of financial position as at December 31, 2013, the statements of comprehensive income, changes in equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory 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 financial statements referred to above present fairly, in all material respects, the financial position as at December 31, 2013 and the financial performance and cash flows for the year then ended of WINNER GROUP ENTERPRISE PLC., respectively, in accordance with Thai Financial Reporting Standards.

Emphasis of Matter

I draw attention to Note 3 to the financial statements, the Company has adopted new accounting policies, and the financial statements have been restated. In my opinion, the adjustments made for the preparation of the restated financial statements have been properly applied.



(Mr. Pornchai Kittipanya-ngam)
Certified Public Accountant
Registration No. 2778
Bunchikij Co., Ltd.

Bangkok
February 25, 2014

Statements of Financial Position

Assets

As At December 31, 2013

Unit : Baht

	Note	2013	2012 (Restated)	January 1, 2012 (Restated)
CURRENT ASSETS				
Cash and cash equivalents	6	176,988,976	44,221,475	12,234,072
Trade and other receivables	7	281,966,536	278,400,577	221,078,698
Inventories	8	192,000,172	155,883,396	147,414,398
Other current assets		6,668,480	1,024,900	2,338,592
Total current assets		657,624,164	479,530,348	383,065,760
NON-CURRENT ASSETS				
Property, plant and equipment	9	260,092,287	235,178,367	182,346,573
Intangible assets	10	1,754,228	1,162,423	839,914
Deferred tax	11	1,939,400	2,856,000	4,109,740
Other non-current assets	12	3,249,145	10,655,064	2,155,919
Total non-current assets		267,035,060	249,851,854	189,452,146
Total assets		924,659,224	729,382,202	572,517,906

Notes to financial statements are an integral part of these statements.

Liabilities And Shareholders' Equity

As At December 31, 2013

Unit : Baht

	Note	2013	2012 (Restated)	January 1, 2012 (Restated)
CURRENT LIABILITIES				
Bank overdrafts and short-term loans from financial institutions	13	119,594,874	116,154,673	45,842,968
Trade and other payables	14	223,706,126	183,963,336	146,881,235
Current portion of obligation under finance leases	15	152,227	445,295	432,719
Accrued dividend		3,570	32,000,000	-
Accrued income tax	22	9,003,561	13,293,980	19,209,583
Other current liabilities	16	8,902,782	10,834,656	10,966,435
Total current liabilities		61,363,140	356,691,940	223,332,940
NON-CURRENT LIABILITIES				
Obligation under finance leases	15	-	152,224	593,509
Employee benefit obligations	17	8,114,426	11,020,814	9,193,350
Total non-current liabilities		8,114,426	11,173,038	9,786,859
Total liabilities		369,477,566	367,864,978	233,119,799
SHAREHOLDERS' EQUITY				
Share capital				
Authorized share capital				
400,000,000 Ordinary shares of Baht 0.25 each,	18	100,000,000		
780,000 Ordinary shares of Baht 100 each,			78,000,000	
400,000 Ordinary shares of Baht 100 each,				40,000,000
Issued and paid-up share capital, fully paid				
400,000,000 Ordinary shares of Baht 100 each,	18	100,000,000		
780,000 Ordinary shares of Baht 100 each,			78,000,000	
400,000 Ordinary shares of Baht 100 each,				40,000,000
Premium on share capital	19	147,706,160	-	
Retained earnings				
Appropriated				
Legal reserve	18.2	10,000,000	4,000,000	4,000,000
Unappropriated		297,475,498	279,517,224	295,398,107
Total shareholders' equity		555,181,658	361,517,224	339,398,107
Total liabilities and shareholders' equity		924,659,224	729,382,202	572,517,906

Notes to financial statements are an integral part of these statements.

Statements Of Comprehensive Income

For the year ended of December 31, 2013

Unit : Baht

	Note	2013	2012 (Restated)
Revenues from the sales of goods		1,377,615,210	1,394,556,830
Cost of the sales of goods		(1,077,256,228)	(1,102,664,216)
Gross profit		300,358,982	291,892,614
Other incomes	26	14,898,494	16,550,739
Profit before expenses		315,257,476	308,443,353
Selling expenses		(98,894,663)	(82,933,530)
Administrative expenses		(107,093,361)	(103,611,576)
Profit before finance costs and income tax		109,269,452	121,898,247
Finance costs		(4,698,452)	(2,639,540)
Profit before income tax		104,571,000	119,258,707
Income tax	22	(20,979,526)	(28,139,590)
Profit for the year		83,591,474	91,119,117
Other comprehensive income for the year			
Actuarial gains	17	4,333,500	-
Income tax of components of other comprehensive income		(866,700)	-
Other comprehensive income for the year			
- net from income tax		3,466,800	-
Total comprehensive income for the year		87,058,274	91,119,117
BASIC EARNINGS PER SHARE	24	0.25	0.54

Notes to financial statements are an integral part of these statements.

Statements Of Changes In Shareholders' Equity

For the year ended of December 31, 2013

	Note	Issued and paid-up share capital	Premium on share capital	Retained earnings		Total
				Appropriated Legal reserve	Unappropriated	
Balance as at January 1, 2012 - As reported		40,000,000	-	4,000,000	291,288,367	335,288,367
Effects of change in accounting policy	3.1	-	-	-	4,109,740	4,109,740
Restated balance		40,000,000	-	4,000,000	295,398,107	339,398,107
Increase in share capital	18.4	38,000,000	-	-	-	38,000,000
Dividend paid	18.1	-	-	-	(107,000,000)	(107,000,000)
Total comprehensive income for the year 2012		-	-	-	91,119,117	91,119,117
Balance as at December 31, 2012		78,000,000	-	4,000,000	279,517,224	361,517,224

For the year ended of December 31, 2013 (Continued)

	Note	Issued and paid-up share capital	Premium on share capital	Retained earnings		Total
				Appropriated Legal reserve	Unappropriated	
Balance as at January 1, 2013 - As reported		78,000,000	-	4,000,000	276,661,224	358,661,224
Effects of change in accounting policy	3.1		-	-	2,856,000	2,856,000
Restated balance		78,000,000	-	4,000,000	279,517,224	361,517,224
Increase in share capital	18.4	22,000,000	147,706,160	-	-	169,706,160
Legal reserve	18.2	-	-	6,000,000	(6,000,000)	-
Dividend paid	18.1	-	-	-	(63,100,000)	(63,100,000)
Total		-	-	-	83,591,474	83,591,474
comprehensive income for the year 2013						
Comprehensive income for the period					3,466,800	3,466,800
Balance as at December 31, 2013		100,000,000	147,706,160	10,000,000	297,475,498	555,181,658

Notes to financial statements are an integral part of these statements.

Statements Of Cash Flows

For the year ended of December 31, 2013

Unit : Baht

	Note	2013	2012 (Restated)
Cash flows from operating activities			
Profit before income tax		104,571,000	119,258,707
Adjustments to reconcile net profit to net cash provided by operating activities			
Reversal of allowance for doubtful accounts		845,400	(39,655)
Debt Recovery			(4,336)
Bad debts		190,681	37,661
Depreciation and amortization	9, 10	14,090,697	9,188,319
Allowance for obsoleleted stock		-	81,545
Loss on expired goods (Reversal)		(320,605)	-
Compensation for flooding loss		-	(6,522,395)
Loss on expired goods		4,224,636	3,104,679
(Gain) loss on sale of fixed assets		(1,087,310)	(40,263)
Loss from assets written off		474,186	-
Unrealized (gain) loss on exchange rate		(1,192,535)	737,559
Employee benefit expenses	17	1,427,112	1,827,464
Interest income		(1,449,717)	(59,519)
Interest expenses		4,698,452	2,639,540
		126,471,997	130,209,306
Change in operating assets and liabilities			
(Increase) decrease in assets			
Trade and other receivables		(12,732,083)	(50,781,437)
Inventories		(40,020,808)	(11,655,222)
Other current assets		1,875	1,307,620
Other non-current assets		(701,516)	(8,499,146)
Increase (decrease) in liabilities			
Trade and other payables		35,681,885	36,315,307
Other current liabilities		(862,685)	(1,207,707)
Cash received from operating activities		107,838,665	95,688,721
Cash received from insurance claim	26	6,522,395	-
Interest paid		(4,480,417)	(2,604,162)
Income taxes paid		(25,220,045)	(32,801,452)
Net cash provided by operating activities		84,660,598	60,283,107

Statements Of Cash Flows (Continued)

For the year ended of December 31, 2013

Unit : Baht

DRAFT	Note	2013	2012 (Restated)
Cash flows from investing activities			
Interest received		1,449,717	59,519
Sale of fixed assets		1,467,290	103,000
Purchase of fixed assets		(30,438,932)	(60,472,043)
Payment for intangible assets		(1,103,970)	(588,600)
Payment for asset payable		(871,839)	(280,577)
Net cash used in investing activities		(29,497,734)	(61,178,701)
Cash flows from financing activities			
Increase in loans from financial institutions		3,440,200	70,311,706
Repayment for lease contract liabilities		(445,293)	(428,709)
Proceeds from share capital increase	18	169,706,160	38,000,000
Dividend paid	18	(95,096,430)	(75,000,000)
Net cash provided by financing activities		77,604,637	32,882,997
Increase in cash and cash equivalents, net		132,767,501	31,987,403
Cash and cash equivalents as at January 1,		44,221,475	12,234,072
Cash and cash equivalents as at December 31,		176,988,976	44,221,475

Notes to financial statements are an integral part of these statements.

Notes to Financial Statements

For the year ended December 31, 2013

1. General information

1.1 Winner Group Enterprise Co., Ltd. was incorporated in Thailand on January 18, 1983 and changed its status to a public company with its new registered name, Winner Group Enterprise Public Company Limited ("the Company"), on April 10, 2013. 2011. The Company's shares were approved for trading in the MAI under Stock Exchange of Thailand on October 3, 2013.

The Company is engaged in manufacturer, import and distributor of the raw material, ingredient, chemicals food and consumer product.

1.2 The address of the Company is THAI CC TOWER 21st floor, 214-219 room, 889 South Sathorn Road, Yanawa, Sathorn, Bangkok and have branches are as follows :

Plant location	259 Bang-Pa-In Industrial Estate, Moo 2, Klong-Jik, Bang-Pa-In, Ayuthaya.
Warehouse	W/H 1 60 Bangna-Trad 26 Soi, Bangna, Bangkok.
	W/H 2 23 Bangna-Trad 26 Soi, Bangna, Bangkok.
Delice	Branch 1 889 THAI CC TOWER floor G, unit 2, South Sathorn Road, Yanawa, Sathorn, Bangkok.
	Branch 2 18 Sukhumvit 61 Soi, Sukhumvit Road, Khlongtan-nua, Wattana, Bangkok.
	Branch 3 589/7 Ram Inthra Road, Khannayao, Bangkok.
	Branch 4 509 Prasertmanukit Road, Ladpow, Bangkok.
	Branch 5 9 Moo 6 Srinakharin Road, Bang Muang Mai, Muang Samutprakarn, Samutprakarn
	Branch 6 99/14 Moo1 Pinklao-Nakornchaisri Road, Bang-toey, Samphan, Nakronprathom

1.3 The major shareholder, named Mr. Jane Wongisariyakul (33.99% shareholding) and other members in Wongisariyakul family (16.58% shareholding).

2. Basis for preparation and presentation of the financial statements

2.1 The financial statements are prepared in accordance with Thai Financial Reporting Standards (TFRS); guidelines promulgated by the Federation of Accounting Professions (“FAP”); and applicable rules and regulations of the Thai Securities and Exchange Commission.

2.2 The financial statements are presented in Thai currency reporting purposed and presented in Thai language. This English translation of financial statements has been prepared for the convenience of the readers who were not conversant with Thai language.

2.3 Notifications of applying the Financial Reporting Standards

2.3.1 The FAP has issued the following new and revised TFRS relevant to the Company’s operations and effective for accounting periods beginning on or after 1 January 2013:

TFRS	Topic
TAS 12	Income Taxes
TAS 21 (revised 2012)	The Effects of Changes in Foreign Exchange Rates
TFRS 8	Operating Segments

The adoption of these new and revised TFRS has resulted in changes in the Company’s accounting policies. The effects of these changes are disclosed in note 3.

2.3.2 In addition to the above new and revised TFRS, as at December 31, 2013 the FAP had issued a number of other new and revised TFRS which are effective for financial statements beginning on or after January 1, 2014:

TFRS	Topic	Year effective
TAS 1 (revised 2012)	Presentation of financial statements	2014
TAS 7 (revised 2012)	Statement of Cash Flows	2014
TAS 12 (revised 2012)	Income Taxes	2014
TAS 17 (revised 2012)	Leases	2014
TAS 18 (revised 2012)	Revenue Recognition	2014
TAS 19 (revised 2012)	Employee Benefits	2014
TAS 21 (revised 2012)	The Effects of Changes in Foreign Exchange Rates	2014
TAS 24 (revised 2012)	Related Party Disclosures	2014
TAS 28 (revised 2012)	Investments in Associates	2014
TAS 31 (revised 2012)	Interests in Joint Ventures	2014
TAS 34 (revised 2012)	Interim Financial Reports	2014
TAS 36 (revised 2012)	Impairment of Assets	2014
TAS 38 (revised 2012)	Intangible Assets	2014
TFRS 2 (revised 2012)	Share-based Payment	2014
TFRS 3 (revised 2012)	Business Combinations	2014
TFRS 4 Insurance Contracts	2016	
TFRS 5 (revised 2012)	Non-current Assets held for Sale and Discontinued Operations	2014
TFRS 8 (revised 2012)	Operating Segments	2014
TFRIC 1	Changes in Existing Decommissioning, Restoration and Similar Liabilities	2014
TFRIC 4	Determining whether an Arrangement contains a Lease	2014
TFRIC 5	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds	2014
TFRIC 7	Applying the Restatement Approach under TAS 29 Financial Reporting in Hyperinflationary Economies	2014
TFRIC 10	Interim Financial Reporting and Impairment	2014

(Continued)

TFRS	Topic	Year effective
TFRIC 12	Service Concession Arrangements	2014
TFRIC 13	Customer Loyalty Programmes	2014
TFRIC 17	Distributions of Non-cash Assets to Owners	2014
TFRIC 18	Transfers of Assets from Customers	2014
TIC 15	Operating Leases-Incentives	2014
TIC 27	Evaluating the Substance of Transactions Involving the Legal Form of a Lease	2014
TIC 29	Service Concession Arrangements – Disclosure	2014
TIC 32	Intangible Assets-Web Site Costs	2014

The Company would not yet adopt the above standards. The management of the Company is in the process of evaluating the impact of these accounting standards on the financial statements in the year when they are initially applied.

2.4 The preparation of financial statements in conformity with TFRS requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. Actual results may differ from estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which estimates are revised and in any future periods affected.

3. Changes in accounting policies

From January 1, 2013, consequent to the adoption of new and revised TFRS as set out in note 2.3.1, the Company has changed its accounting policies in the following areas:

3.1 Accounting for income tax

The principal change introduced by TAS 12 is the requirement to account for deferred tax liabilities and assets in the financial statements. Deferred tax liabilities and assets are the amounts of income taxes payable and recoverable, respectively, in future periods in respect of temporary differences between the carrying amount of the liability or asset in the statement of financial position and the amount attributed to that liability or asset for tax purposes; and the carry forward of unused tax losses. The accounting policy for deferred tax is described in note 4.

The Company adopted TAS 12 with effect from January 1, 2013. The effects of the change are recognised retrospectively in the financial statements. The impact of the change on the financial statements is as follows:

Unit: Baht

Statement of financial position as at	December 31, 2013	December 31, 2012	January 1, 2012
Increase in deferred tax assets	2,241,599	3,457,660	4,202,697
Increase in deferred tax liabilities	302,199	601,660	92,957
Increase in retained earnings	1,939,400	2,856,000	4,109,740
Increase in shareholders' equity	1,939,400	2,856,000	4,109,740

Unit: Baht

Statement of comprehensive income for the year ended December 31,	2013	2012
Increase in income tax expense	49,900	1,253,740
Decrease in profit for the year	(49,900)	(1,253,740)
Decrease in earnings per share		
- Basic earnings per share (in Baht)	(0.000)	(0.007)

3.2 Accounting for the effects of changes in foreign exchange rates

From January 1, 2013, the Company has adopted TAS 21 (revised 2009) Accounting for the effects of changes in foreign exchange rates.

The principal change introduced by TAS 21(revised 2009) is the introduction of the concept of functional currency, which is defined as the currency of the primary economic environment in which the entity operates. TAS 21(revised 2009) requires the entity to determine its functional currency and translate foreign currency items into its functional currency, reporting the effects of such translation in accordance with the provisions of TAS 21(revised 2009). Foreign currencies are defined by TAS 21(revised 2009) as all currencies other than the entity's functional currency.

Management has determined that the functional currency of the Company is Thai Baht and that the adoption of TAS 21(revised 2009) from January 1, 2013 has not had a significant impact on the Company's reported assets, liabilities or retained earnings.

3.3 Presentation of information on operating segments

From January 1, 2013, the Company has adopted TFRS 8 Operating Segments. The new policy has been applied retrospectively and segment information included in the financial statements for the year ended December 31, 2012, which are included in the Company's 2013 financial statements for comparative purposes, has been re-presented accordingly. The change in policy only impacts presentational aspects and has no impact on the Company's reported assets, liabilities, results or earnings per share.

TFRS 8 introduces the "management approach" to segment reporting. It requires a change in the presentation and disclosure of segment information based on the internal reports regularly reviewed by the Company's Chief Operating Decision Maker in order to assess each segment's performance and to allocate resources to those segments. Previously the Company presented segment information in respect of its business and geographical segments in accordance with TAS 14 Segment Reporting.

4. Summary of significant accounting policies

4.1 Measurement basis used in preparing financial statements

Historical cost is used as measurement basis in preparing these financial statements except some items indicated in relevant notes.

4.2 Cash and cash equivalent

Cash represents cash on hand and demand deposits with bank.

Cash equivalents comprises fixed deposit and short-term highly liquid investments which are not restricted in their uses, and that are readily convertible to known amount of cash and which are subject to an insignificant risk of change in value, such as deposit expiring less than 3 months from acquisition date or investments.

4.3 Trade receivables

Trade receivables are stated at net realizable value which are the amount of invoices netted from allowance for doubtful account. Allowance for doubtful account is based on the estimated uncollectible amounts by considering from the present financial status of each account receivable.

Besides, the management of company will also provide the allowance for doubtful accounts by considering from the status of each account receivable.

4.4 Inventory

Inventories are valued at cost or net realizable value, whichever is lower. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

The costs of purchased inventories comprise the purchase price and other costs directly attributed to the acquisition of goods. Manufacturing cost of finished goods and work in process comprise from raw materials, labor and manufacturing overhead. The cost of inventories are calculated as follows:

Finished goods	
Purchase	Valued at cost prices under First-in, First-out (FIFO) method
Produce	Valued at cost of production under weighted average method
Work in process	Valued at cost of production under weighted average method
Raw material	Valued at cost prices under First-in, First-out (FIFO) method
Packaging supplies	Valued at cost prices under First-in, First-out (FIFO) method

The company provided the allowance for expired goods from the goods which are expired and damaged.

4.5 Property, plant and equipments

Land is stated at cost.

Plant and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment (if any). Depreciation is calculated by the straight-line method, based on the estimated useful lives of the assets as follows :

Land improvement	8-10	years
Building construction	17-30	years
Machinery and equipment	4-10	years
Tools and equipment	5-10	years
Furniture and fixtures	5	years
Vehicles and labor-saving equipment	5-7	years

An initial estimate of the costs of dismantling and removing the item and restoring the site, when the Company have obligation to do have been include in cost of property, plant and equipment.

Cost of addition, improvement, repair or extension of lease agreement that increase the future economic benefit are recognized as assets.

Depreciation is separately calculated on each component of assets, when the cost of each component is significant in relation to the total cost of the item.

The useful life and residual value of assets, and depreciation method are reviewed at least at each financial year-end.

Depreciation is recognized as expense for each accounting period.

4.6 Intangible asset

Intangible assets are stated at cost less accumulated amortization and allowance for loss on impairment (if any). Amortization is calculated by the straight-line method from the date that intangible assets are available for use over the estimated useful lives of the assets, unless such lives are indefinite. Intangible assets with an indefinite useful life are not amortized but are systematically tested for impairment at each statement of financial position date. The estimated useful lives are as follow:

Computer softwares	5	years
--------------------	---	-------

The company recorded the amortization as expenses for each accounting period.

4.7 Impairment of assets

The Company should assess the impairment of assets i.e. Property, Plant and Equipment and Intangible assets whenever there is indication that an asset may be impaired, the impairment will be assessed by estimating the recoverable amount of asset, if it is below the carrying amount of the asset, it signs an asset is impairment. The company should recognize the impairment loss in the statement of comprehensive income.

Recoverable amount of assets is the higher of an asset's net selling price and its value in use, and it is determined from an individual asset or a cash-generating unit.

4.8 Leases agreement

4.8.1 Financial leases

The leases of assets, which the substantial all the risks and rewards associated with the ownership of the assets have been transferred to the lessee, title may or may not eventually be transferred to the lessee under the finance lease arrangements, are classified as finance leases. The lessee is to record the finance lease as an asset and obligation at an amount equal to the fair value of the leased asset or the present value of the minimum lease payment whichever is lower. The interest expense is charged to the statements of comprehensive income over the lease period. The leased asset is depreciated over the useful life of the asset.

4.8.2 Operating leases

The leases of assets, which the substantial all the risks and rewards associated with the ownership of the assets have not been transferred to the lessee, are classified as operating leases. The payments made under operating leases are charged to the statement of comprehensive income on a straight-line method over the period of the lease agreement.

4.9 Liabilities, provisions and expenses

The Company recognizes liabilities, provisions and expenses in the financial statements when it has legal obligation or possible obligation arising from past events, the settlement of which is expected to be made in the amount that can be estimated with sufficient reliability.

4.10 Revenue recognition

Revenue from sales of goods is recognized when significant risks and rewards of ownership have been transferred to the buyer based on the invoices value less discount, goods return and amounting to the estimates (if any).

Service income is recognised as services are provided.

Interest income is recognized on the period of time.

4.11 Employee benefits

Short – term employee benefits

Short – term employee benefits, which fall due wholly within 12 months after the end of period in which the employees render the related service, are recognized as expenses when incurred.

Postemployment benefits

The Company and its employees have jointly established a provident fund. The contributions from employees are deducted from monthly salaries and contributions by the Company. The fund's assets are held in a separate trust fund and the Company contributions are recognized as expenses when incurred.

The severance payments retirement under the labor law as a defined benefit plan, was calculated by a qualified actuary by using the projected unit credit method.

4.12 Translation of foreign currency

Foreign currency transactions are translated into Thai Baht at the exchange rate on the transaction date. The remaining balances of assets and liabilities denominated in foreign currency at the end of reporting periods are translated into Thai Baht at the exchange rates of that date. Exchange differences are accounted for as profit or loss in the statement of comprehensive income.

4.13 Income tax

Income tax expense for the year comprises current and deferred tax. Current and deferred tax are recognised in profit or loss except to the extent that they relate to items recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

4.14 Basic earnings per share

Basic earnings per share are computed by dividing the profit for the years attributable to shareholders by the weighted average number of ordinary shares outstanding during the period.

5. Related party transactions

5.1 The company's policy about the price charge to the related parties are as follows:

Type of transactions	Policies of price setting
- Sales vehicle to person or related party	Market price
- Sales goods to person or related party	Market price

The financial statements included the related party transactions by considering the following: intercompany shareholding or the same group of shareholders, directors or management team. Besides, the related parties are considered when one of parties has the ability to control the other party or can exercise significant influence over the other party in making financial and operating decisions. Some part of the Company's assets, liabilities, revenues and expenses arose from transaction with the persons and related parties. The effects of these transactions are reflected in the accompanying financial statements on the basis determined by the normal business.

5.2 The relationship of person or related parties

	The relationship	Unit : Baht	
		2013	2012
Accounts receivable			
Spa Ovation (Thailand) Co., Ltd.	Related party	2,696	-
Sale of fixed assets	Director and shareholder	-	100,000
Revenue and expenses for the year			
Revenues from the sales of goods related parties	Director, holding and	95,337	81,528
Key management personnel remuneration	Director or holding or key management		
-Short-term employee benefits		28,450,187	32,883,597
- Postemployment benefits		758,017	729,057
Total		29,208,204	33,612,654
Gain on sale fixed assets	Director and holding	-	93,456

Key management personnel represent persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly.

6. Cash and cash equivalent

Unit: Baht

Consist of :	2013	2012
Cash	3,056,237	171,653
Cash in transit	-	991,649
Cheque on hand	1,189,873	1,488,483
Demand deposits	12,742,866	41,569,690
3 months	160,000,000	-
Total	176,988,976	44,221,475

7. Trade and other receivables

Unit: Baht

Consist of :	2013	2012
Trade accounts receivable		
- Trade receivables	264,345,725	249,423,206
- Note receivables	8,817,093	15,026,609
	273,162,818	264,449,815
Less Allowance for doubtful accounts	(889,595)	(44,195)
Total trade accounts receivable	272,273,223	264,405,620
Other receivables		
- Other receivables	771,983	7,040,171
- Cash advance for inventories	423,578	2,414,435
- Prepaid expenses	2,538,272	1,160,455
- Advance to employees	32,391	2,779
- Accrued income	5,927,089	3,377,117
Total Other receivables	9,693,313	13,994,957
Total trade and other receivables	281,966,536	278,400,577

The aging of the past due trade account receivables are as follows:

Unit: Baht

Consist of :	2013	2012
Not yet due	218,305,711	203,185,428
Overdue 1 - 30 days	37,346,448	39,646,317
Overdue 31 - 90 days	7,603,675	5,912,857
Overdue 91 - 180 days	200,296	671,547
Overdue over 180 days	899,595	7,057
Total	264,345,725	249,423,206

8. Inventories

Unit: Baht

Consist of :	2013	2012
Finished goods		
Purchase	121,647,457	106,997,211
Produce	4,672,384	4,756,234
Total finished goods	126,319,841	111,753,445
Work in process	28,306	33,710
Raw material	3,643,295	3,258,450
Packaging supplies	1,066,620	1,260,016
Total	131,058,062	116,305,621
Less Allowance for obsolete goods	(996,677)	(1,317,282)
Total	130,061,385	114,988,339
Add Goods in transits	61,938,787	40,895,057
Total inventories	192,000,172	155,883,396

Cost of inventories, included as expenses in cost of goods sold for the year ended December 31, 2013 was Baht 1,077 million (2012: Baht 1,102 million).

Loss (reversal) from obsolete stock for the year ended December 31, 2013 was Baht (0.32) million (2012: Baht 0.08 million).

9. Property, plant and equipment

Unit: Baht

Consist of:	2012	Increase (Decrease) in the period			2013
		Increase	Decrease	Transfer	
Cost price					
Land	114,250,000	-	-	-	114,250,000
Land improvement	4,020,641	877,875	-	8,782,111	13,680,627
Building construction	56,831,291	600,000	(255,000)	37,400,000	94,576,291
Machinery and equipment	11,962,378	534,000	(697,500)	1,934,000	13,732,878
Tools and equipment	5,967,949	3,291,313	(581,365)	1,113,765	9,791,662
Furniture and fixtures	23,844,259	5,450,301	(2,102,261)	2,659,217	29,851,516
Vehicles and labor-saving equipment	24,998,022	3,813,084	(2,501,181)	-	26,309,925
Total	241,874,540	14,566,573	(6,137,307)	51,889,093	302,192,899
Accumulated depreciation					
Land improvement	(1,148,639)	(1,355,923)	-	-	(2,504,562)
Building construction	(20,837,074)	(3,648,922)	93,741	-	(24,392,255)
Machinery and equipment	(4,314,401)	(1,637,364)	576,408	-	(5,375,357)
Tools and equipment	(2,359,458)	(1,273,120)	322,144	-	(3,310,434)
Furniture and fixtures	(11,234,585)	(4,208,571)	2,002,858	-	(13,440,298)
Vehicles and labor-saving equipment	(13,629,901)	(1,428,382)	2,487,911	-	(12,570,372)
Total	(53,524,058)	(13,552,282)	5,483,062	-	(61,593,278)
Add Work in progress	188,350,482				240,599,621
Property, plant and equipment, net	46,827,885	15,872,358	(199,920)	(43,007,657)	19,492,666
	235,178,367				260,092,287

Land and building of the Company (Book value as at December 31, 2013: Baht 170.66 million) are used as collateral to bank overdraft and short term loan facilities as mentioned in note 13.

The cost of plant and equipment, which were depreciated in fully amount are as follows :

Year 2013 in amount of Baht	13.21	million
Year 2012 in amount of Baht	23.64	million

10. Intangible assets

Unit: Baht

Consist of:	2012	Increase (Decrease) in the period			2013
		Increase	Decrease	Transfer	
Cost					
Computer softwares	2,022,190	1,103,970	-	26,250	3,152,410
Total	2,022,190	1,103,970	-	26,250	3,152,410
Accumulated amortization					
Computer softwares	(859,767)	(538,415)	-	-	(1,398,182)
Total	(859,767)	(538,415)	-	-	(1,398,182)
Intangible assets, net	1,162,423	565,555	-	26,250	1,754,228

11. Deferred tax

Unit: Baht

Consist of :	2013	2012
Deferred tax assets	2,241,599	3,457,660
Deferred tax liabilities	(302,199)	(601,660)
Net	1,939,400	2,856,000

Movements in total deferred tax assets and liabilities during the year ended December 31, 2013 and 2012 were as follows:

Unit: Baht

Consist of:	(Charged) / Credited to:			December 31, 2013
	January 1, 2013	Profit or loss	Other comprehensive income	
Deferred tax assets				
Accounts receivable	8,839	169,080	-	177,919
Inventories	263,456	(64,121)	-	199,335
Employee benefit obligation	2,204,163	(204,578)	(866,700)	1,132,885
Goods return provision	240,565	490,895	-	731,460
Loss from flooding	526,799	(526,799)	-	-
Unrealized loss from forward contracts	213,838	(213,838)	-	-
Total	3,457,660	(349,361)	(866,700)	2,241,599
Deferred tax liabilities				
Property, plant and equipment	(454,113)	363,862	-	(90,251)
Finance lease	(147,547)	(64,401)	-	(211,948)
Total	(601,660)	299,461	-	(302,199)
Net	2,856,000	49,900	(866,700)	1,939,400

Unit: Baht

Consist of:	(Charged) / Credited to:			December 31, 2013
	January 1, 2013	Profit or loss	Other comprehensive income	
Deferred tax assets				
Accounts receivable	16,770	(7,931)	-	8,839
Inventories	247,147	16,309	-	263,456
Employee benefit obligation	1,838,670	365,493	-	2,204,163
Goods return provision	264,432	(23,867)	-	240,565
Loss from flooding	1,835,678	(1,308,879)	-	526,799
Unrealized loss from forward contracts	-	213,838	-	213,838
Total	4,202,697	(745,037)	-	3,457,660
Deferred tax liabilities				
Property, plant and equipment	(260,559)	(193,554)	-	(454,113)
Finance lease	167,602	(315,149)	-	(147,547)
Total	(92,957)	(508,703)	-	(601,660)
Net	4,109,740	(1,253,740)	-	2,856,000

12. Other non-current assets

Unit: Baht

Consist of :	2013	2012
Deposits and retention	3,249,145	2,547,629
Advance payment	-	8,107,435
Total non-current assets	3,249,145	10,655,064

13. Loans from financial institutions

Loans from financial institutions are in the form of trust receipts with the interest rate at MMR (Money Market Rate) p.a..The Company has 3 facilities of bank overdrafts. Such loans are guaranteed by its land and building.

14. Trade and other payables

Unit: Baht

Consist of :	2013	2012
Trade payables		
- Domestic	11,241,690	6,657,410
- Foreign	167,485,391	134,255,698
- Note payables	1,218,382	1,080,631
Total trade payables	179,945,463	141,993,739
Other payables		
- Other payables	4,590,057	6,046,384
- Accrued expenses	38,925,861	35,419,947
- Advance received	244,745	503,266
Total other payables	43,760,663	41,969,597
Total trade and other payables	223,706,126	183,963,336

15. Obligation under finance leases

Unit: Baht

Consist of :	2013	2012
Obligation under finance leases	164,800	659,200
Less Deferred interest expenses	(12,573)	(61,681)
Total	152,227	597,519
Less Current portion of obligation under finance leases	(152,227)	(445,295)
Obligation under finance leases, net	-	152,224

The Company has entered into the lease contract with one financial institution, the terms of agreement are 60 months, the first repayment was in 2009 and the last repayment will be in 2014.

The Company has entered into lease contracts of vehicles. The Company has the option to purchase the assets at the end of the lease term and the Company must comply with conditions and limitations specified in the lease contracts.

The balance minimum lease payments in the liabilities under finance lease contracts are as follows:

Unit: Baht

Consist of :	Less than 1 year	2013 1-5 year	Total
Future minimum lease payments	164,800	-	164,800
Less Deferred interest expenses	(12,573)	-	(12,573)
Present value of future minimum lease payments	152,227	-	152,227

Unit: Baht

Consist of :	Less than 1 year	2012 1-5 year	Total
Future minimum lease payments	494,400	164,800	659,200
Less Deferred interest expenses	(49,105)	(12,576)	(61,681)
Present value of future minimum lease payments	445,295	152,224	597,519

16. Other current liabilities

Unit: Baht

Consist of :	2013	2012
Revenue Department	4,872,361	8,175,335
Allowance for goods return	3,657,299	1,202,825
Others	373,122	1,456,496
Total current liabilities	8,902,782	10,834,656

17. Employee benefit obligations

17.1 Movement in the present value of the defined benefit obligations

Unit: Baht

Consist of :	2013	2012
Defined benefit obligations at beginning	11,020,814	9,193,350
Actuarial gains in other comprehensive income	(4,333,500)	-
Current service costs	1,200,136	1,476,600
Interest costs 226,976	350,864	
Defined benefit obligations at ending	8,114,426	11,020,814

17.2 Expenses recognized in statement of comprehensive income

Unit: Baht

Consist of :	2013	2012
Current service cost	1,200,136	1,476,600
Interest cost	226,976	350,864
Total	1,427,112	1,827,464

17.3 Principal actuarial assumptions at the reporting date

Unit: Baht

Consist of :	2013	2012
Discount rate	3.39	3.82
Future salary increase	6.87	7.20

Assumptions regarding future mortality are based on published statistics and mortality tables in 2008.

18. Equity

18.1 Dividend paid

Year 2013

The board of directors' meeting, held on October 15, 2013, approved to declare the interim dividend payment to shareholders on the profit of year 2013 in the amount of Baht 28 million, at Baht 0.07 per share.

The shareholders' meeting, held on March 29, 2013, approved to declare the dividend payment to shareholders on the profit of year 2012 in the amount of Baht 35.1 million, at Baht 45 per share.

Year 2012

The shareholders' meeting No. 7/2012 held on November 13, 2012 had a resolution to declare the interim dividend payment to the shareholders from the profit of 9 month period ended September 30, 2012 in the amount of Baht 75 million, at Baht 187.50 per share, which the first payment is in amount of Baht 43 million in December 2012, and the second payment is in amount of Baht 32 million in January 2013.

The shareholders' meeting No. 1/2012 held on April 24, 2012 had a resolution to declare the dividend payment to the shareholders from the profit of the year 2011 in the amount of Baht 32 million, at Baht 80 per share, which the first payment is in amount of Baht 16 million in May 2012, and the second payment is in amount of Baht 16 million in October 2012.

18.2 Legal reserve

Section 116 of the Public Companies Act B.E. 2535 Section 116 requires that a public 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.

18.3 Managing Capital

The Company has no regulation to maintain the debt to equity ratio with outside party. The company has policy to manage the capital by maintaining the Company's ability to continue the business as a going concern and providing the appropriate returns to the shareholders.

18.4 Share capital

Consist of:	2013			2012		
	Par value (Baht)	Amount of shares (Share)	Amount of Baht (Baht)	Par value (Baht)	Amount of shares (Share)	Amount of Baht (Baht)
<i>Authorized, issued and paid up</i>						
At January 1,						-
- Ordinary share	100.00	780,000	78,000,000	100.00	400,000	40,000,000
Increase in new shares	0.25	399,220,000	22,000,000	100.00	380,000	38,000,000
At December 31,						
- Ordinary shares	0.25	400,000,000	100,000,000	100.00	780,000	78,000,000

2013

The shareholders' meeting, held on March 29, 2013 approved these belows:

- To transform into the Public company, named as Winner Group Enterprise Public Company Limited.
- To split the par value of share from Baht 100 per share to Baht 0.25 per share and increase the ordinary shares from 780,000 shares to 312,000,000 shares.
- To increase the authorized share capital, amounting to Baht 22 million by 88,000,000 ordinary shares of Baht 0.25 each, for initial public offering. The number of shares increase from 312,000,000 shares to 400,000,000 shares, totally authorized share capital of Baht 100 million.

On April 10, 2013, the Company registered par value of share to Baht 0.25 per share and registered share capital to Baht 100 million.

On September 17, 2013, the Securities and Exchange Commission approved the public offering of the Company's shares. The Company received payment of this share capital increment and all expenses related to the share offering amounting to Baht 6,293,840 ,net from income tax are presented as a deduction from the premium on share capital. The Company registered the increased in its paid-up capital with the Department of Business Development on September 30, 2013.

2012

The extra-ordinary shareholders' meeting No. 1/2012 held on November 29, 2012 the shareholders had a special resolution registered to increase the share capital of 380,000 ordinary shares of Baht 100 each from 400,000 ordinary shares to 780,000 ordinary shares or Baht 78 million, The registration to the Ministry of Commerce was on December 12, 2012.

19. Premium on share capital

Unit: Baht

Consist of :	2013	2012
Cash received from initial public offering	176,000,000	-
Less : Value of share capital 88 million shares, Baht 0.25 each	(22,000,000)	-
Less : Expenses for initial public offering - net from income tax	(6,293,840)	-
Premium on share capital – net	147,706,000	-

20. Staff provident fund

The Company joined with a contributory registered provident fund, in accordance with The Provident Fund Act B.E. 2530. The contributions from staffs are deducted from the monthly salaries, with the Company matching the individual's contributions.

21. Classification of expenses by nature

Unit: Baht

Consist of :	2013	2012
Change in finished goods and goods in process	14,560,992	(16,666,433)
Raw material and supply used	72,740,306	63,865,664
Purchase for goods	908,478,706	948,569,783
Employee expenses	79,490,639	71,932,157
Key management expenses	29,208,204	33,612,654
Depreciation	13,552,282	8,858,027
Amortization	538,415	330,291
Finance cost	4,698,452	2,639,540
Others expenses	164,674,708	178,707,179
Total	1,287,942,704	1,291,848,862

22. Income tax expenses

Unit: Baht

	2013	2012
Current tax expense	20,929,625	26,885,850
Deferred tax expense	49,901	1,253,740
Total	20,979,526	28,139,590

Unit: Baht

	2013			2012		
	Before tax	Tax expense benefit	Net of tax	Before tax	Tax expense benefit	Net of tax
Defined benefit plan						
actuarial gains	4,333,500	(866,700)	3,466,800	-	-	-
Total	4,333,500	(866,700)	3,466,800	-	-	-

Income tax recognised in other comprehensive income

Reconciliation of effective tax rate

	2013		2012	
	Rate	Unit: Baht	Rate	Unit: Baht
Profit (loss) for the year		83,591,474		91,119,117
Total income tax expense		20,979,526		28,139,590
Profit (loss) before income tax expense		104,571,000		119,258,707
Income tax using the Thai corporation tax rate	20.00	20,914,200	23.00	27,429,502
Income tax reduction – deferred		49,901		1,253,740
Income not subject to tax		-		(1,500,151)
Expenses not deductible for tax purposes		15,426		956,499
Total	20.06	20,979,526	23.60	28,139,590

Income tax reduction

Royal Decree No. 530 B.E. 2554 dated 21 December 2011 grants a reduction in the corporate income tax rate for the three accounting periods 2012, 2013 and 2014; from 30% to 23% for the accounting period 2012 which begins on or after 1 January 2012 and to 20% for the following two accounting periods 2013 and 2014 which begin on or after 1 January 2013 and 2014, respectively.

It is understood that the Government will proceed to amend the law in order to maintain the corporate income tax rate at not higher than 20% for the accounting period 2015 which begins on or after 1 January 2015 and onwards in order to give full effect to the Cabinet resolution dated 11 October 2011 to increase Thailand's tax competitiveness.

23. Segment information

The Company business operations involve two principal segments: (1) Industry Product (2) Consumer Product. These operations are mainly carried on in Thailand. Below, segment information consist of:

Unit: Million Baht

Consist of:	Industry Product		Consumer Product		Total	
	2013	2012	2013	2012	2013	2012
External revenue	629,596	609,571	748,019	784,986	1,377,615	1,394,557
Segment profit	99,684	74,507	89,029	119,729	188,713	194,236
Segment assets as at December 31,	320,776	288,639	292,815	262,598	613,591	551,237

Reconciliation of reportable segment profit or loss and assets

Unit: Thousand Baht

Profit or loss	2013	2012
Total profit for reportable segments	188,713	194,236
Other income	14,898	16,550
Unallocated amounts - Other corporate expenses	(99,040)	(91,527)
Profit before income tax	104,571	119,259

Unit: Thousand Baht

Assets	2013	2012
Total assets for reportable segments	613,591	551,237
Other unallocated amounts	311,068	178,145
Profit before income tax	924,659	729,382

24. Basic earnings per share

(Unit: Baht/ share)

Consist of :	2013	2012
Profit for the year attributable to ordinary shareholders of the Company (Basic)	83,591,474	91,119,117
Number of ordinary shares outstanding at January 1,	312,000,000	160,000,000
Increase new shares	22,421,918	8,328,800
Weighted average ordinary shares (Basic)	334,421,918	168,328,800
Earnings per share (Basic)	0.25	0.54

25. Commitments and contingent liabilities

25.1 There are outstanding commitments with banks as follows :

Consist of :	Currency	2013	2012
Letter of guarantee	(Baht)	1,750,145	1,808,231
Letter of credit	(USD)	-	3,908
	(EUR)	-	3,704

25.2 Forward exchange contract

The outstanding balance of forward exchange contract are as follows :

Consist of :	Currency	2013	2012
The exchange forward contract – Bought	(USD)	6,033,930	4,794,397
	(EUR)	392,588	-
	(JPY)	5,202,000	-
	(AUD)	-	26,992

25.3 Operating lease obligations

The Company has operating lease obligations, which is consist of vehicle and related rental, and equipment rental (copiers). The periods of operating lease obligations are approximately 1-3years.

As at December 31, 2013, the minimum lease payments in the operating lease contracts with the present value of future minimum lease payments are as follows:

Unit: Baht

Items of lease	Terms	2013	2012
Office Building and Ware House	Within one year	6,170,056	6,545,144
	Within one-three years	5,307,686	4,522,618
Service	Within one year	77,180	41,688
	Within one-three years	100,323	24,966
Office equipments (Copier)	Within one year	149,400	45,200
	Within one-three years	141,700	-

25.4 Technical Service and Royalty agreements

On May 4, 1993, The Company entered into the License agreement with a company, in USA, which the company has a right to be the exclusive independent sales distributor of GMI in the Territory of Thailand and under the agreement the company has to pay royalty of purchase price of such product for the period of 5 years from the date of agreement. After such initial term and in the absence of any notice of termination, this agreement shall be automatically extended on a year to year to year basis.

26. Compensation for loss from Insurance company

During in October, 2011, the Company has been affected by flooding at Aumphur Bang-Pa-In, Ayutthaya Province. The inventories and fixed assets were damaged in amount of Baht 9.17 million and was unable to sell, at present it is under the investigation of damage by the insurance company. Subsequently, during February, 2013, the Company received Loss Acceptance Letter from an insurance company in the amount of Baht 6.52 million which was recorded as other income in year 2012.

27. Financial instruments

27.1 Risk management policies

27.1.1 Credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations. The Company is exposed to credit risk primarily with respect to trade accounts receivable. The company manages the risk by adopting appropriated credit control policies and procedures.

Credit risk which arises from trade accounts receivables are not much, since the company has a strict policy concerning the analyzing and approving credit for its customer and the debt collection process is also closely tracked by the company.

The maximum exposure to credit risk is limited to the carrying amounts of receivables as stated in the statements of financial position.

27.1.2 Interest rate risk

Interest rate risk arises from the potential for a change in market interest rates to having affected the value of the financial assets and liabilities of the Company.

As at December 31, 2013 and 2012, the company has the significant financial assets and liabilities are classified by type of interest rates, and the fixed interest rates are classified based on the maturity date or the date of new interest rate is fixed if it is fixed before the maturity date, are as follow:

2013

Unit : Million Baht

Consist of:	Fixed interest rates		Floating interest rate	Non-interest bearing	Total
	Within 1 year	Over 1 – 5 year			
Financial Assets					
Cash and cash equivalents	172.74	-	-	4.25	176.99
Trade and other receivable	-	-	-	281.97	281.97
Financial liabilities					
Loans from financial institutions	-	-	119.59	-	119.59
Trade and other payable	-	-	-	223.71	223.71
Obligation under finance leases	0.15	-	-	-	0.15

2012

Unit : Million Baht

Consist of:	Fixed interest rates		Floating interest rate	Non-interest bearing	Total
	Within 1 year	Over 1 – 5 year			
Financial Assets					
Cash and cash equivalents	41.56	-	-	2.66	44.22
Trade and other receivable	-	-	-	278.40	278.40
Financial liabilities					
Short-term loans from financial institutions	-	-	116.15	-	116.15
Trade and other payable	-	-	-	183.96	183.96
Obligation under finance leases	0.44	0.15	-	-	0.59

27.1.3 Foreign exchange rate risk

The Company exposure to foreign currency risk mainly relating to purchase/sale which is denominated in foreign currencies. The Company hedged against currency risk by entering into forward exchange contracts with maturities of less than 1 year.

As at December 31, 2013, the Company has the balances of forward contract as follows:

	Amount of Contract		Fair Value (Baht)
	Foreign currency	Baht	
Forward Contract Foreign Currency (USD)	6,053,930	194,465,339	5,413,847
Forward Contract Foreign Currency (EUR)	392,588	5,202,000	17,474,874
Forward Contract Foreign Currency (JPY)	1,638,734	236,081	(4,474)

As at December 31, 2012, the Company has the balances of forward contract as follows:

	Amount of Contract		Fair Value (Baht)
	Foreign currency	Baht	
Forward Contract Foreign Currency (USD)	4,794,397	148,931,254	(1,064,679)
Forward Contract Foreign Currency (EUR)	26,992	861,753	(4,508)

27.1.4 Fair value of financial instruments

Fair value means the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction.

The methods and assumptions are used by the company in estimating fair value of financial instruments are as follows:

Financial assets and financial liabilities held for the short-term maturities, such as cash on hand and deposits at financial institutions, accounts receivable and payable, and short-term loans, the carrying amounts in the statements of financial position approximate at the fair value.

Fair value of obligation under finance leases is determined based on the present value of future cash flows, discounted at the market interest rate at the date of the statement of financial position.

28. Events after the reporting period

The board of directors' meeting, held on February 25, 2014 has raised the agenda of shareholders' meeting as follows:

- To declare the dividend payment in the amount of Baht 68 million, Baht 0.17 per share. The Company has already paid an interim dividend of Baht 28 million, Baht 0.07 per share. Accordingly, the remaining dividend of Baht 40 million, Baht 0.10 per share, will be paid and recorded after it is approved by the Annual General Meeting of the Company's shareholders.
- To appropriate legal reserve of Baht 2.2 million, totaling legal reserve of Baht 10 million.

29. Approval of financial statements

These financial statements were approved and authorized for issue by Board of Directors on February 25, 2014.



Winner Group Enterprise Plc.



Winner Group Enterprise Plc .

THAI CC TOWER 21 Floor. 214-219 RM., 889 South Sathorn Road,
Yannawa, Sathorn, Bangkok 10120 Thailand

Tel : +66-2675-6525-31

Fax : +66-2675-6533

Email : winner@winnergroup.co.th

www.winnergroup.co.th