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Message from Chairman of The Board and Chief Executive Officer

Dear Shareholders,

Year 2013 is a bullish year of global solar sector. Many countries appeared on the solar map and became more visible regarding their solar activities such as strong solar moves in South Africa, Latin America and ASEAN. It is understandable that the countries wanted to kick – start growth as quickly as possible after the systems in the pipeline are approved. Solartron as the dominant player in ASEAN solar energy market is set to benefit from this strong growth.

Accordingly, it is necessary for Solartron to improve the products especially solar cells and solar modules efficiently to supply the export market and remain competitive in the solar market. For the fiscal year 2013, the revenue from turnkey solar power plant project has amount 1,352 million Baht increased 198 million Baht or 17.18% from the year before due to an increase in the volume and demand of solar power plants. Although the profit from project management business has decreased 15 million Baht or 19.35% as a result of a decrease in world market price of solar power plants, we are confident that the 2014's operating results from export market will be more positive due to increase volume of global solar market demand.

Additionally, we are very pleased to announce that we completed the solar cell and solar module factory with state of the art technology from Germany .It will generate good return on our solar business as well as a positive image for Solartron.

On behalf of the Board of Directors, we would like to thank our shareholders, employees, trade partners and customers for their continuous trust and support. As a Company, we will endeavor to improve efficiency and performance in all units of our operations. We promise to always conduct our business responsibly, ethically and transparently to ensure good corporate governance.

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

Mr.Cherdpong Siriwit
Chairman of the Board of Directors
Solartron Public Company Limited

Mrs.Patama Wongtoythong
Chief Executive officer
Solartron Public Company Limited

Report of the Audit Committee

To the Shareholders:

The Audit Committee was appointed by the Board of Directors to be responsible for internal auditing, financial report auditing, and to promote and ensure the Company's compliance with the Code of Best Practices for Listed Companies enabling good corporate governance and the efficiency and effectiveness of the corporate risk management and internal audit system.

The Board of Directors set a two year service term for the Audit Committee members and for the Independent Directors to replace them at the end of their terms. The rotation of the Audit Committee members ensures the independence of its work. In year 2013, the Audit Committee consisted of 3 members: Ms. Rawittha Pongnuchit, as the Chairman of the Audit Committee, Gen. Surapan Poomkaew and Mr. Suchat Trisirivattwat as Audit Committee members. All of the Audit Committee is considered to be independent, a professional standard and a condition required by law.

In 2013, the Audit Committee had 4 meetings with the Management, the Internal Audit Unit, and the accounting auditor. From February 2013 onwards, the Audit Committee had arranged for joint reviews of the financial report with the accounting auditors in absence of the Management to further ensure the independence and objectivity of the auditors. A summary of the important work performed by the Audit Committee during the year 2013 and its opinions are as follow:

1. Accuracy and reliability of the company's financial report

The Audit Committee reviews the financial report in conjunction with the auditor before the management presented it before the Board of Directors's meeting for approval. The auditor did not find any inconsistency within the company's financial report. The Committee extensively reviewed the financial report and the items that incurred significant changes and/or items of major importance. The Committee also reviewed the appropriateness and sufficiency of the company's disclosure of financial information in order to be confident that the information provided is accurate, sufficient, and timely. The Committee deemed that the financial reports for 2013 were accurate, adequate, reliable, and in line with generally accepted accounting standards.

2. Good corporate governance

The Board of Directors and the Management recognized the importance of operational management that is in line with good corporate governance to strengthen stakeholder's confidence in the company.

3. Risk management

The Audit Committee reviewed and monitored the company's risk management effort every quarter in order to ensure that the management adequately managed risks to an acceptable level and accurately identified sufficient risk factors that are required information for the Internal Audit Unit. The committee deems that in 2013, the management had identified sufficient risk factors and was able to mitigate a certain level of risks for the company.

4. Sufficiency of internal control system

The Audit Committee, Auditor, and Internal Control Unit have collaboratively examined the corporate internal control system in every quarter. It has been deemed that the Company's internal control system is sufficient and can reasonably establish confidence in the Company's achievements in term of efficient and effective operations, reliability of the corporate financial reports, and compliance with applicable rules and policies.

5. Appropriate list of potential conflict of interests

The Audit Committee had examined the company's list of transactions and interrelated items that may cause potential conflict of interests. The committee deemed that the list of transactions and interrelated items for 2013 are items that were carried out for the good of the company as a whole and those they are in accordance with the normal business practice and pricing. There is transparency in the disclosure of financial budget that is accurate, complete, and in accordance with the guidance and requirements set by the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission.

6. Compliance with the law and regulations of the Securities and Exchange Commission, the SET regulations, and the laws related to the Company's operation

The Audit Committee verified the Company's compliance with applicable laws cooperatively with the Legal Department, the Regulatory Compliance Unit, and Internal Control Unit. No matters of importance indicating that the Company had violated any laws, rules and requirements related to the Company's operations were found.

7. Suitability of the auditors

The Audit Committee deemed that the performance of the auditor from Pitisevi Co., Ltd. was independent and appropriate according to the auditing standards. Consequently, the committee has agreed to propose to the Board that the shareholder's meeting to continue appointing Pitisevi Co., Ltd. as its auditor for the second year in 2014.

Additionally, the Audit Committee also conducted a self-assessment on its performance for the year 2013 based on the criteria set out by the Audit Committee Charter for good practice. The self-assessment results indicate that the Audit Committee has sufficiently and responsibly performed its duty within the scope assigned by the corporate Board with due diligence and independence. It is the Audit Committee's opinion that the Company had provided correct financial reports, operated under the efficient internal control system, had implemented effective risk management, complied with the laws, regulations, and requirements pertaining to corporate business operations, appropriately disclosed related party transactions, and sufficiently, transparently, and reliably operated according to good corporate governance guidelines.



Mrs. Rawittha Pongnuchit
Chairman of Audit Committee
Solartron Public Company Limited

1. Business Overview and Policy

Vision:

The Leader of Solar Technology in Southeast Asia

Mission:

Solartron runs business with the balance between “Worth” and “Value” for Shareholders, Employees, Stakeholders, Community and the Environment, resulting in numerous corporate social responsibility awards and social acceptance.

Quality Policy:

“We are committed to create sustainable energy for customer”

Solartron determines to do business with the social corporate responsibility and improve the quality of life of the workforce and their families as well as of the community and society at large.

Labor and Social Accountability Policy

Solartron aims on Labor and Social Accountability improvement and ensures for the better quality of standard of living.

Solartron is committed to its policy of conducting activities without making undue impacts on its own personnel and properties, those of its contractors, the public, and the ecology alike.

To aid continuous improvement, Solartron promotes:

1. Commitment to improve R&D research and develop Solar Technology.
2. Commitment to improve the competency of employees.
3. Commitment to improve customer’s satisfaction.

Health, Safety and Environmental Policy

Solartron recognizes Health, Safety and Environmental Policy. We run business with committed to deliver the good quality of products. Our products are environmental friendly.

Product Certifications and Standards:**1. Factory management (UKAS, NAC, The Ministry of Labour of Thailand surveillance audit is required)**

- ISO 9001:2008 – Operation (receiving inspection, QC inspection, process inspection, final inspection) SGS, obtained.
- ISO 14001:2004 – SGS, obtained.
- TIS 18001:1999 – SGS, obtained.
- OHSAS18001:2007 – SGS, obtained.
- TLS 8001:2003 – (Thai Labour Standard) The Department of Labour Protection and Welfare, The Ministry of labour, obtained.

2. Product (TUV: annual surveillance audit is required)

- TUV Rheinland (Germany), IEC 61215 Edition 2, IEC61730, obtained.
- TISI (Thai Standard), TIS 1843:2542, IEC61215 Edition 1, obtained.
- CE Mark (EU): product certification for export to EU,
Obtained Directive 89/336/EEC : Electromagnetic computability.
RoHS (EU): product certification for EU, obtained.

3. Corporate Social Responsibility: Standard for Corporate Social Responsibility (CSR-DIW)

2. Nature of Business

Solartron Public Company (limited) is one of the largest solar cell and solar module manufacturer in ASEAN with capacity of 70 megawatt per year. The Company has been granted BOI privilege for corporate income tax exemption for eight years. Therefore the solar cell and solar module factory will make the company achieve the cost-efficient and can compete in the solar world market.



Revenue structure of solar business

Value (1,000 baht)

Business type	2011	(%)	2012	(%)	2013	(%)
1. Turnkey EPC of Solar Power Plant*	1,242,623	97.98	1,101,993	93.31	1,347,185	97.18
2. Solarmodules Business	24,077	1.90	51,942	4.40	5,003	0.36
3. Other business**	1,539	0.12	27,068	2.29	34,064	2.46
Total Revenue	1,268,239	100	1,181,003	100	1,386,253	100

Remark * Including solar cell installation service along with the solar modules and balance of system.

** The significant other budineed cobsitst of the revenue from interest, the profit from the foreign exchange

Detail of Business**2.1 Turnkey EPC of Solar Power Plant**

The company has been providing turnkey Engineering Procurement and Construction (EPC) of Solar Power Plant more than 150 megawatts starting from survey, design, installation, commissioning, monitoring, maintenance and after sale service. At present, the company is constructing 50 megawatts solar power plant in Burirum and Prachinburi.

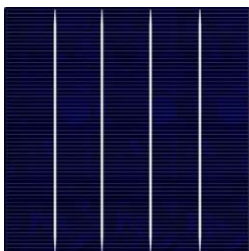
2.2 Solar Module Business

The Company produces varietiesof modules that fit for customer needs. Major raw material that make module high efficient is solar cell that comes from State of the art of Solartron cell Factory. The company provided solar modules to more than 250,000 solar applications all over Thailand and neighboring countries. Due to long term references and high quality of solar modules, Solartron will export the products to Europe/US in 2014 onward.

Solar cell product of Solartron



3 busbar solarcell
(SP 3B)



4 Busbar solarcell
(SP 4B)

Quality and Performance

- . PID Free
- All products passed in-line optical inspection
- 100% inspected for shunt resistance and reverse current
- Better performance in low light condition for improve energy yield.
- Low light-induced degradation conditions.
- All Solar cell are tightly classified to optimize output module
- Standard cells calibrated by Fraunhofer ISE
- Regularly monitor performance and solderability
- Superior mechanical performance
- All products conform to the regulation of RoHS

Pmax(W)	Eff*(%)	Voc(V)	Isc(A)	Vmpp (V)	Impp(A)
4.14	17.0	0.626	8.65	0.517	8.08
4.19	17.2	0.628	8.68	0.519	8.10
4.23	17.4	0.630	8.72	0.522	8.13
4.28	17.6	0.630	8.75	0.525	8.16
4.33	17.8	0.634	8.77	0.527	8.19

Solar Module product of Solartron

245W/250W/255W/260W

Multicrystalline Silicon Solar Module



Module Efficiency is up to 16%, minimizing installation costs and maximizing the output of the system.

1662.7x992.7x40mm is suitable for residential and commercial on-grid system.

Higher Durability, Certified to withstand 2400 Pa wind load and 5400 Pa snow load.

Higher Output, Improved ribbon layout and cable length, Enhanced fill factor, Increased power output up to 1% by reducing power loss.

Lower Junction Box Temperature, Separated junction box design, Better heat dissipation, Lower diode operating temperature and life time.

Warranty

10 years Product Workmanship Warranty

25 years Linear Power Output Warranty:

Output power shall not be less than 97.5% in the first year

Loss shall not exceed 0.7 % per year from year 2nd to 25th

Standards and Certification

ISO 9001:2008, ISO 14001:2004, TIS 18001:1999 and

OHSAS 18001:2007 certified factories

CE Mark (EMC–Directive 2004/108/EC) certificate of European Conformity

RoHS certified of directive on the restriction of the use of certain hazardous substances

TÜV Rheinland IEC61215, IEC61730



TIS.1843-2553

Mechanical Characteristics

Solar Cell :	60 Cells, 156x156 multicrystalline	Junction box :	IP67 Certified Junction Box
Dimension :	1662.7 x 992.7 x 40mm.	Diodes :	3 Schottky bypass diodes
Weight :	18 kg.	Connector :	MC4 compatible
Construction :	Front: High Transmission 3.2 mm. tempered glass; Rear: PET; Encapsulant: EVA	Output cables :	4.0 mm ² 12 AWG cable. Cable length 315 mm.

Electrical Characteristics

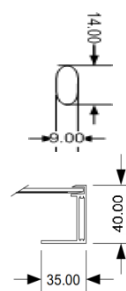
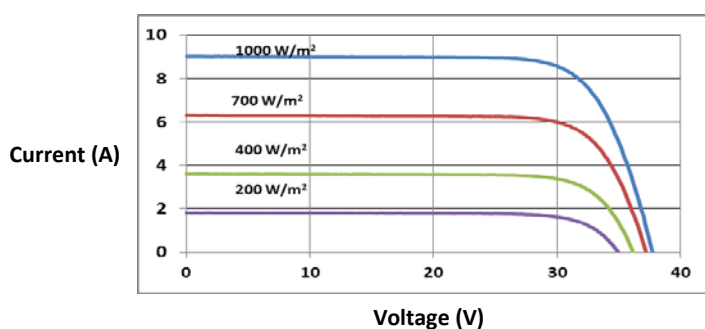
STC Performance	SP245	SP250	SP255	SP260
Rated Power, Pm (W)	245	250	255	260
Open Circuit Voltage, Voc (V)	37.5	37.67	37.70	37.74
Short Circuit Current, Isc (A)	8.78	8.89	9.00	9.05
Maximum Power Voltage, Vmp (V)	29.56	30.01	30.40	30.70
Maximum Power Current, Imp (A)	8.29	8.34	8.40	8.47
Module Efficiency (%)	14.84	15.15	15.45	15.75
Maximum Power Tolerance (W)	-0 W,+3 W			
Maximum System Voltage (V)	1000			
Maximum Rated Current Series (A)	15			
Temperature coefficients of Pmax	-0.42 % / °C			
Temperature coefficients of Voc	-0.31 % / °C			
Temperature coefficients of Isc	0.05 % / °C			
Nominal operating cell temperature (NOCT)	45.0 °C			

- ❖ STC: Irradiance of 1,000 W/m², Air Mass AM1.5, Module Temperature 25 °C.
- ❖ Weaklight Performance at 200 W/m² : Efficiency of module shall not be less than 96% of STC efficiency.

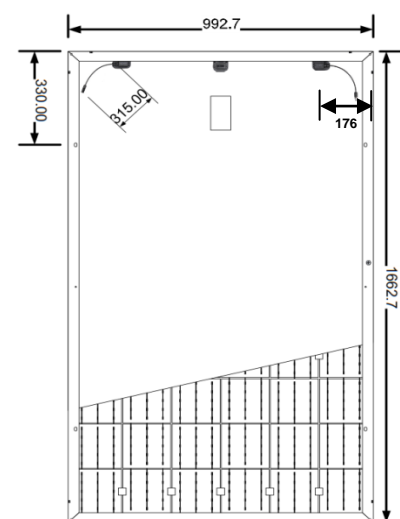
NOCT Performance	SP245	SP250	SP255	SP260
Rated Power, Pm (W)	181.17	184.87	188.57	192.26
Open Circuit Voltage, Voc (V)	34.54	34.69	34.72	34.75
Short Circuit Current, Isc (A)	7.08	7.17	7.26	7.30
Maximum Power Voltage, Vmp (V)	27.15	27.56	27.92	28.20
Maximum Power Current, Imp (A)	6.67	6.71	6.75	6.81

- ❖ NOCT: Irradiance of 800 W/m², Ambient Temperature 20 °C, Wind Speed 1m/s.

I-V CURVES OF PV MODULE



DIMENSION OF PV MODULE



Note : mm.

Packaging Configuration

Modules per box	25 pieces
Container 20' HC	300 pieces
Container 40' HC	650 pieces

Solar Module product of Solartron



295W/300W/305W/310W Multicrystalline Silicon Solar Module

Module Efficiency is up to 16%, minimizing installation costs and maximizing the output of the system.

1972.7x992.7x40mm is suitable for power plant system .

Higher Durability, Certified to withstand 2400 Pa wind load and 5400 Pa snow load.

Higher Output, Improved ribbon layout and cable length, Enhanced fill factor, Increased power output up to 1% by reducing power loss.

Lower Junction Box Temperature, Separated junction box design, Better heat dissipation, Lower diode operating temperature and life time.

Warranty

10 years Product Workmanship Warranty

25 years Linear Power Output Warranty:

Output power shall not be less than 97.5% in the first year

Loss shall not exceed 0.7 % per year from year 2nd to 25th

Standards and Certification

ISO 9001:2008, ISO 14001:2004, TIS 18001:1999 and

OHSAS 18001:2007 certified factories

CE Mark (EMC–Directive 2004/108/EC) certificate of European Conformity

RoHS certified of directive on the restriction of the use of certain

hazardous substances

TIS 1843-2553 (IEC61215) Crystalline silicon terrestrial photovoltaic

modules, Thai Industrial Standards

TÜV Rheinland IEC61215, IEC61730



TIS.1843-2553

Mechanical Characteristics

Solar Cell :	72 Cells, 156x156 multicrystalline	Junction box :	IP67 Certified Junction Box
Dimension :	1972.7 x 992.7 x 40mm.	Diodes :	3 Schottky bypass diodes
Weight :	22 kg.	Connector :	MC4 compatible
Construction :	Front: High Transmission 3.2 mm. tempered glass; Rear: White PET; Encapsulant: EVA	Output cables :	4.0 mm ² 12 AWG cable. Cable length 315 mm.

Electrical Characteristics

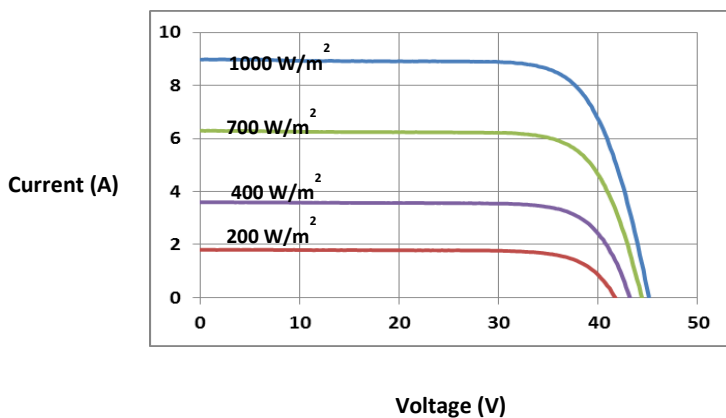
STC Performance	SP295	SP300	SP305	SP310
Rated Power, Pm (W)	295	300	305	310
Open Circuit Voltage, Voc (V)	44.70	44.81	44.99	45.03
Short Circuit Current, Isc (A)	8.88	8.94	8.96	9.05
Maximum Power Voltage, Vmp (V)	35.91	36.09	36.36	36.71
Maximum Power Current, Imp (A)	8.24	8.32	8.39	8.44
Module Efficiency (%)	15.06	15.32	15.57	15.83
Maximum Power Tolerance (W)	-0 W, +3 W			
Maximum System Voltage (V)	1000			
Maximum Rated Current Series (A)	15			
Temperature coefficients of Pmax	-0.42 % / °C			
Temperature coefficients of Voc	-0.31 % / °C			
Temperature coefficients of Isc	0.05 % / °C			
Nominal operating cell temperature (NOCT)	45.0 °C			

- ❖ Standard Test Conditions of Irradiance of 1,000 W/m², Spectrum 1.5 AM , Module Temperature 25 °C.
- ❖ Weaklight Performance at 200 W/m² : Efficiency of module shall not be less than 95.5% of STC efficiency

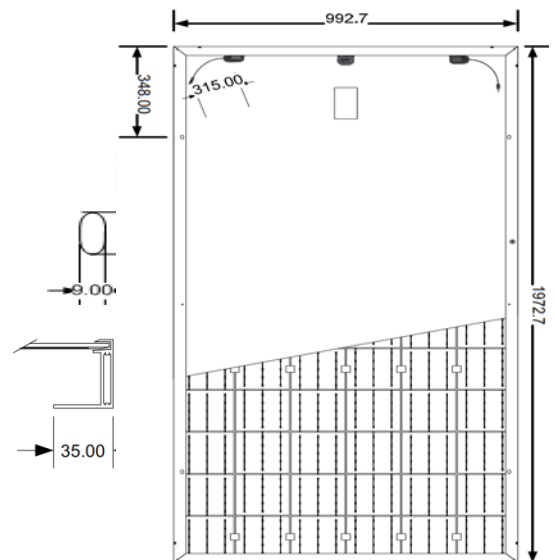
NOCT Performance	SP295	SP300	SP305	SP310
Rated Power, Pm (W)	215	219	222	226
Open Circuit Voltage, Voc (V)	42.93	43.03	43.14	43.31
Short Circuit Current, Isc (A)	7.09	7.19	7.23	7.25
Maximum Power Voltage, Vmp (V)	33.12	33.50	33.67	33.92
Maximum Power Current, Imp (A)	6.51	6.55	6.61	6.67

- ❖ NOCT: Irradiance of 800 W/m², Ambient Temperature 20 °C, Wind Speed 1m/s.

I-V CURVES OF PV MODULE



DIMENSION OF PV MODULE



Note : mm.

Packaging Configuration

Modules per box	25 pieces
Container 20' HC	250 pieces
Container 40' HC	650 pieces

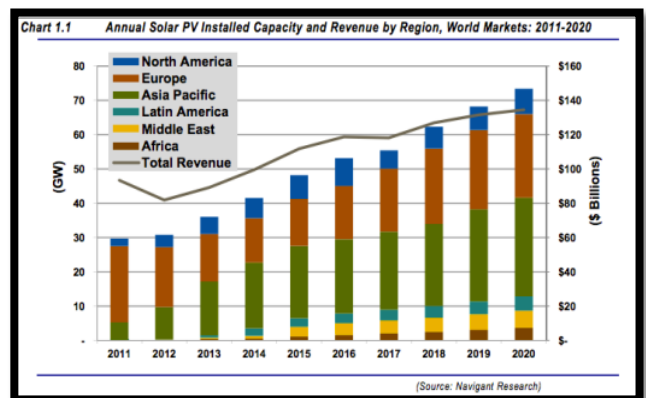
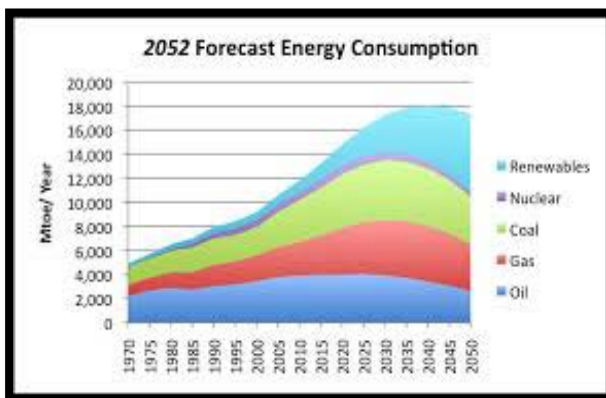
2.3 Solar Market Outlook

Global Energy Market can be divided into two major sectors

2.1 Conventional Energy which is gas, oil, coal etc. that is limited and polluted.

2.2 Renewable Energy which consists of Solar, Wind, Biomass energy etc.

At present global energy demand grows rapidly especially in Europe, US and Japan. For Thailand, the ministry of energy provides many supportive programs to encourage private sector to produce electricity from renewable energy such as Adder and Feed in Tariff program. Therefore Thai solar industry will be in mass production era which makes cost effectiveness for solar investors. In the near future, the price of electricity generated from solar power will be equal to the price of electricity from Grid. Finally, solar power system will be recognized significantly all over Thailand.



3. Risk Factor

Solartron Risk Management Policy

The Company has realized the significance of risk management and good corporate governance. The significant risk factors are explained as follows:

1. Risk from raw material Supply

Silicon is the world second largest element. Silicon comes from Quartz and Thailand has good quality of Quartz more than 27 million tons which can produce up to 500,000 megawatts.

The price trend of silicon wafer will go down due to the increasing demand of solar business. For export customer, company will produce solar modules that bill of material supplied by customer. Solartron also gets the privilege from Board of Investment (BOI) for 0% import duty of all raw materials. So, it is easier for solartron suppliers to provide raw material with the cooperation from Thai custom.

2. The Volatility of Solar Module Price

We sell and buy solar modules in term of US dollar/watt. Eventhough the price per watt goes down, the efficiency per watt goes up. So Solartron focus on improving the Module efficiency in order to get the good quality of solar modules and lowest cost of goods sold. The Company cooperates with the leader of solar consultant to improve the manufacturing line and Module efficiency to gain more watts and mitigate the risk from the volatility of solar module price.

3. Financial Risk

In order to produce the solar cells and solar modules, the company needs both working capital and capital expenditure. At present the company can raise fund on the stock exchange of Thailand by getting approval general Mandate from shareholders. And uses project finance to support working capital. In addition, the financial ratio of Debt to Equity is very low (0.4). The company is capable to manage the short and long term financing to mitigate the financial risk

4. Exchange rate risk

The company imports most of raw materials in term of US dollar payment, while most of the export products are sold in US. Dollars. This means that sales revenues and major raw materials cost of the company are directly linked to the exchange rate (Natural Hedge).

5. Political Risk

Thai political instability is another important factor that affects overall industry. For the company, our target customers are long term contract customers. They rely on the specific type of products that fit for customer's designs. Our products are approved by the customer and the international trade Center. That's why the overall country's image will not affect company directly

6. Human Resources Risk

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

7. Technology Risk

Technology plays an important role for the company in providing high quality of product. If the company does not have necessary technology and professional staffs that are capable of utilization of equipment, it may lose the trust from customers. The company gives high importance in investment for advanced solar technology to reduce the technology risks, the company will only invest in the "must-have" technology and add more valuable for in house research and development to improve the efficiency to complete in international Solar market.

4. General Information

Company Name	Solartron Public Company Limited	Registrar :
Type of Business	Manufacturing, Survey, Design and Installation of solar power systems and Turnkey Solar Power Plant Project Management	Thailand Securities Depository Co., Ltd 62 The Stock Exchange of Thailand Building Rachadapisek Road, Klongtoey, Bangkok 10110 Tel: +66-2-229 2800 Call Center: +66-2-229 2888
Company Code	010754700087	
Head Office	1000/65,66,67 PB.Tower 16 th Floor Sukhumvit 71 Road, North Klongtan, Wattana, Bangkok 10110 Tel. +66-2-392-0224-6 Fax. +66-2-381-2971, +66-2-381-0936	Auditor: Miss Chawana Wiwatpanachat, The Certified Public Accountants License No..4712 Miss Wanpen Aoonruan The Certified Public Accountants License No. no.7750 Pitisevi Company Limited 8/4 SoiVipavadee rangsit 44, Vipavadee rangsit road, Ladyoa. Jatujak, Bangkok Tel. : +66-2-9413584-6 Fax. : +66-2--9413658
Solartron Module Factory	88/8 km 6, Thanarach Road, Tumbol Nongnumdang, Parkchong District, Nakornratchasima 30130	
Solartron Cell Factory	88/8 km 6, Thanarach Road, Tumbol Nongnumdang, Parkchong District, Nakornratchasima 3013	
Website	www.solartron.co.th	
E-mail	support@solartron.co.th	Lawyer:
Registered Capital	791.397,723 Baht	Mr. Somkiat Ruengsurakiat
Registered Ordinary Shares	791.397,723 Shares	Bangkok Law Office & Associates Co.,Ltd.
Par Value	1Baht	17 Fl., Ocean TowerII Bldg., 75/20Sukhumvit 21 Road, Klongtoey
Registered Ordinary Sharewith paid	494,624,723Shares	Nua, Wattana, Bangkok 10110
Registered Capital with paid	494,624,723 Baht	Tel. : +66-2-661-6896-9 Fax. : +66-2-661-6895
Established Date	November 12, 1986	

5. Shareholder Structure

As of December 31, 2013, the company has a registered capital of Baht 791,659,723 consisting of 791,659,723 ordinary shares with par value of 1 Baht. The paid up capital of Baht 494,624,723 consisting of 494,624,723 ordinary shares with par value of 1 Baht.

The list and percentage of the first 10 major shareholders in company's shareholder record are as follows:

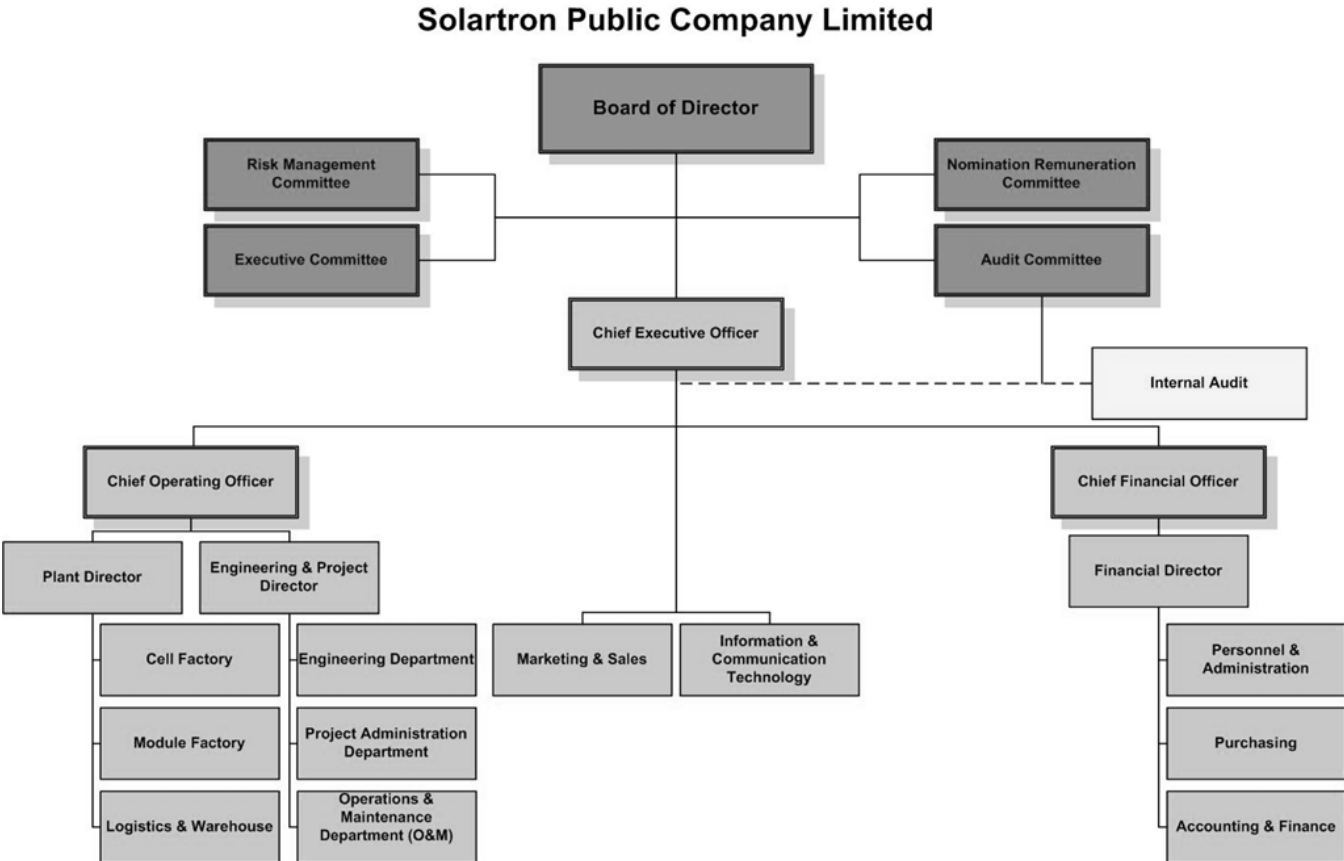
As of December 31, 2013			
Rank	Name	Number of Share	%
1	Taechanarong Group	54,379,200	10.99%
	1. Ms. Phupha Taechanarong	22,943,300	4.64%
	2. Ms. Phipanee Taechanarong	20,897,500	4.22%
	3. Ms. Phatamon Taechanarong	8,478,400	1.72%
	4. Mr. Songkran Taechanarong	2,060,000	0.41%
2	Klomjitchareon Group	27,965,000	5.65%
	1. Mr. Pradit Klomjitchareon	15,000,000	3.04%
	2. Mr. Sa-nga Klomchitcharoen	9,965,000	2.01%
	3. Mrs. Wilai Klomchitcharoen	3,000,000	0.60%
3	Rojmeta Group	20,580,000	4.16%
	1. Ms. Pornsiri Rojmeta	15,000,000	3.04%
	2. Mr. Akaradej Rojmeta	5,580,000	1.12%
4	Mr. Preecha Wasusopol	16,635,900	3.36%
5	Mr. Somsawat Rodsattru	14,935,200	3.02%
6	Mr. Athikom Asawatungsatien	6,533,000	1.32%
7	CLEARSTREAM NOMINEES LTD	5,101,554	1.03%
8	Mr. Nopadol Srisuwan	5,000,000	1.01%
9	Mr. Nattapong Panratanamongkol	4,616,200	0.93%
10	Ms. Sophit Phusanakhom	4,000,000	0.81%
	Total for Top ten Major shareholders	159,746,054	32.28%
	Others	334,878,669	67.72%
	Total paid up capital	494,624,723	100%

6. Dividend Policy

The maximum company dividend policy is approximately 40 % of its Net Profit after deduction of legal reserves. Factors that are considered include corporate operationresults, financial position, liquidity, and business expansion plans. The dividend payment requires approval from corporate shareholders and/or the Board of Directors.

7. Company Structure

7.1 Organization Chart



7.2 The Board of Director

Mr.Cherdpong Siriwit**Chairman of the Board of Director****Academic Background**

Master Degree	M.A. Economics, Georgetown University, U.S.A.
Bachelor Degree	B.A. Economics (Honor), Thammasat University

Work Experience

Present	>> Chairman of the Board of Directors, Solartron PCL.
Present	>>Independent Director,Chairman of Audit Committee, IRPC PCL. >> Director / Audit Committee Advance Finance Public Company Limited >> Chairman, Thai Sugar Mirror Company Limited >> Chairman, Vithai Biopower Company Limited >> Director, Ever Green Plus Company Limited
2006 - 2009	>> Independent Director/Audit Committee/Nomination Committee, PTT Chemical PCL.
2005	>> Permanent Secretary of Energy, Ministry of Energy
2002	>> Deputy Permanent Secretary of Industry, Ministry of Industry.
2001–2002	>> Secretary General of Thai Industrial Standard Institute.
2000–2001	>> Director General of Department of Mineral Resource, Ministry of Industry

Training Program

- >> Audit Committee Program (ACP) Class 27/2009
- >> Director Certification Program (DCP), Class 104/2008
- >> Finance for Non-Finance Directors (FND), Class 13/2004
- >> Role of the Chairman Program (RCP), Class 10/2004
- >> Director Accreditation Program (DAP), Class 8/2004
Thai Institute of Directors (IOD)
- >> Capital Market Academy Leadership Program, (CMA) Class 5
- >> Politics and Governance in Democratic System for Executives
Class, King Prajadhipok's Institute

Number of Shares held	>> -0-
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The Board of Director

Mrs. Patama Wongtoythong**Chief Executive Officer****Deputy Chairman of the Board and the company secretary****Academic Background**

Master Degree	Master of Business Administration (Finance, Policy and Planning) University of Missouri, U.S.A.
Bachelor Degree	Bachelor of Business Administration (Accounting), Thammasat University

Work Experience

2008–Present	>> Chief Executive Officer, Solartron PCL
2007 – 2008	>> Deputy Chief Executive Officer, Solartron PCL
2005–2007	>> Chief Financial Officer, Solartron PCL
2000 –2005	>>Managing Director, B.M.S. Co., Ltd.

Training Program

- >>Director Accreditation Program, Thai Institute of Directors Association (IOD)
- >>Director Certification Program (DAP54/2005) Thai Institute of Directors Association(IOD)
- >> Financial Restructuring & Corporate Recovery, Organized by World Bank and The Office of Corporate Debt Restructuring Advisory Committee
- >> Senior Executive Development Program
- >> Full Scale Internal Auditing and Control Program
- >>Future and Derivatives for Investor Program
- >> The Governance Role of the Board on the Prepararion and Reponse to Unforeseen Crisis and the Oversight of (Foreign) Subsidiaries
- >> GRC : Tool for Board Govenance
- >> Thailand Competitiveness : Making Corporate Govenance Productive

Number of Shares held

>> 0.05 %

The Board of Director

Mr.Akaradej Rojmeta

Director



Academic Background

Master Degree	Master of Business Administration, Tarleton University, Texas, U.S.A.
Bachelor Degree	Bachelor of Business Administration, Thammasat University

Work Experience

2004–Present	>> Director, Solartron PCL
2006–Present	>> Executive Director, Netbay co., Ltd.
2007 - 2008	>> Chief Executive Officer, Solartron PCL

Training Program

2004	>> DAP27/2004 Thai Institute of Directors Association (IOD)
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Number of Shares held	>> 4.16 %
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The Board of Director

Mrs.Rawittha Pongnuchit
Independent Director
Chairman of Audit Committee



Academic Background

Master Degree	Master of Political Science, Thammasat University
Bachelor Degree	Bachelor of Law, Ramkhamhaeng University

Work Experience

Present

- >>Independent Director,Chairman of Audit Committee, Solartron PCL
- >> Independent Director/ Audit Committee Panda Jewery Public Company Limited
- >> Independent Director/ Audit Committee / Chairperson of Legal Sub Committee Synnex (Thailand) Public Company Limited
- >>Independent Director / Audit Committee Numhengconcrete (1992) Company Limited
- >> President of Phutra Corperation Company Limited
- >> President of 59th Director Certification Program

Past Position

- >>Inspector General, Ministry of Finance
- >> Deputy Director of Bureau of Tax Appeal, Revenue Department
- >>Legal officer 9, Specialized in Combating the Erosion of Tax Systems, Bureau of Central Audit Operations, Revenue Department
- >>Director, Office of the Secretary, Revenue Department
- >> Deputy Spokeman of Ministry of Finance
- >> Spokesman of Revenue Department
- >> General Officer Revenue Department
- >>Audit Committee, Pranda Jewery PCL .

Other Experience

- >> Director Liquidation Department Thai Asset Management Cooperation
- >> Chairman of Audit Committee / Director Krugnthai
- >> Committee of Alien Work Permit Committee, Business Development Department
- >> Chairman of Audit Committee / Director Sukhumvit Asset Management
- >> Director/ Audit Committee / Chairman of the Nomination and Remuneration Committee IRPC Public Company Limited
- >> Director/ Audit Committee / Risk Committee Thai Credit Guaranty Corporation
- >> Director of AOT Public Company Limited
- >> Ministry of Finance Representative, Tourism Authority of Thailand, Ministry of Tourism and Sports.

Training Program

- >> Training Courses on Administrative Law for Executive, Class 3
- >> Thai Economy in Commercial Trade Program, Class 1
- >> Capital Market Academy, Class 3
- >> The Joint State-private Sector Regular Course, National Defense College, Class 15
- >> Director Certification Program (DCP 59), Thai Institute of Directors Association (IOD)
- >> Public Law and Management Course, Institute of King Prajadhipok, Class 3

Number of Shares held

- >> -0-

The Board of Director

Mr.Suchat Trisirivattwat

Independent Director

Audit Committee



Academic Background

Master Degree	Master of Science (Accounting), Thammasat University
Bachelor Degree	Bachelor of Business Administration (Accounting), Thammasat University

Work Experience

2004–Present	>> Independent Director, Audit Committee, Solartron PCL
2006 - Present	>> Director, Klangdong Lime and Expert Environment Co., Ltd.
2006 – Present	>> Managing Director, Indara Insurance PCL
2001 – 2009	>> Managing Director, Environmental Conservative Service Co.,Ltd.

Training Program

- >> Advance Audit Committee Programs (1/2009)
- >> Role of the Compensation Committee Program 5/2008)
- >> Chartered Director Class (3/2008)
Thai institute of Directors (IOD)
- >> The Role of the Chairman Program
- >> Improving the Quality of Financial Reporting
- >> Director Accreditation Program (DAP21/2004)
- >> Audit Committee Program (ACP21/2004)
- >> Director Certification Program (DCP27/2004)

Number of Shares held

>> -0-

The Board of Director

Dr.Pavan Siamchai
Director
Chief Operation Officer

**Academic Background**

Doctor of Philosophy	Ph.D in Electrical and Electronics Engineering, Tokyo Institute of Technology, Japan
Master Degree	Master of Engineering (Electrical), Chulalongkorn University
Bachelor Degree	Bachelor of Engineering (Electrical) 2 nd Honor, Chulalongkorn University

Work Experience

2009–Present	>> Director, Risk Management Committee Chief Operating Officer, Solartron PCL
2007 - 2009	>>Project Coordinator, Centrotherm photovoltaics AG
2005 – 2007	>>Chief Operating Officer, Solartron PCL
1996 -2005	>> Researcher / Project Manager NECTECH >> Researcher / Project Manager NASDA

Academic Experience	>> Guest Lecturer Mahanakorn University of Technology >> Guest Lecturer Asian Institute of Technology
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Number of Shares held	>> -0-
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The Board of Director

Gen.Suraphan Poomkaew

Independent Director

Audit Committee



Academic Background

Doctoral Degree	Doctoral of Public Administration, Ramkhamhaeng University
Master Degree	Master of Arts (Social Development) (M.A.), National Institute of Development Administration
Bachelor Degree	Bachelor of Sciences, Chulachomklao Royal Military Academy

Work Experience

2013 - Present	>> Audit Committee Solartron PUBLIC COMPANY LIMITED
2013 – Present	>> Director , National Power Supply PUBLIC COMPANY LIMITED
2011–Present	>> Chairman of Audit Committee, TWZ CORPORATION PUBLIC COMPANY LIMITED
2008-2011	>> Audit Committee, TWZ CORPORATION PUBLIC COMPANY LIMITED
2006-2007	>> Inspector General
2004-2006	>> Commander of Armed Forces Development Command

Training Program >> Director Accreditation Program (DAP) 84/2010

Number of Shares held >> 0.30%

7.3 Management Structure

Management structure of company consists of 2 Committees, The Board of Director and Audit Committee. Each Committee has duties and responsibilities as follows:

Board of Directors

As of December 31, 2013, the Company's Board of Directors comprises of:

1. Mr. Cherdpong Siriwit	Chairman / Director
2. Ms. Patama Wongtoythong	Deputy Chairman / Deirector / Company Secretary
3. Mr. Akaradej Rojmeta	Director
4. Dr. Pavan Siamchai	Director
5. Ms. Rawittha Pongnuchit	Independent Director / Audit Committee
6. Gen. Surapan Poomkaew	Independent Director / Audit Committee
7. Mr. Suchat Trisirivattwat	Independent Director / Audit Committee

Scope of duties and responsibilities of the Board of Directors

1. To undertake the duties in accordance with laws, objectives and requirements of the company and resolutions of the shareholders with due care and integrity and to look after the interest of the company.
2. To set the business policies and direct the operations of the company and supervise the management to ensure effectiveness and compliance with the prescribed policies and to maximize the economic value of the business and to provide maximum business stability to shareholders.
3. To arrange a reliable accounting system, financial reports and auditing and to set up internal control procedures and suitable internal audit system with consistent follow-up.
4. To approve the quarterly and financial reports and auditing and the annual investment budget and to monitor the operating results of the company, including the major progress in various aspects and provide advice/suggestions and make a decision with due care on the agenda proposed in the meeting of the board of directors.
5. To appoint/remove the subcommittee on specific matters as deemed suitable.
6. An independent director is ready to provide his independent judgment on the issues and to oppose any act of other directors or the management if there is any conflict significant to the company and the shareholders

7. To arrange a policy on business supervision, business ethics and employee ethics as a guideline on business conducts and to arrange and supervise the administrative work in accordance with the good governance principles consistently.
8. To approve the key transactions of the company such as acquisition or disposal of assets, expansion of the investment projects, determination of the authority to be assigned and any action required by laws and to look after the conflict of interest among stakeholders of the company.
9. To approve and/or grant consent on the inter-company transactions between the company and its subsidiaries in accordance with related notifications, requirements and guidelines of the Stock Exchange of Thailand.
10. To suspend sale or purchase of shares of the company one month before public disclosure of the financial reports.
11. To report any shareholding by himself/herself and his/her spouse and children in the meeting of the board of directors every quarter and to immediately inform the company if there is any purchase or sale of sharer (securities) of the company.
12. To arrange a self assessment of the director annually.

The Executive Committee

As of December 31, 2013, the Company's Executive Committee consists of:

- | | |
|----------------------------|----------------------------|
| 1. Mr. Akaradej Rojmeta | Director |
| 2. Ms. Patama Wongtoythong | Deputy Chairman / Director |
| 3. Dr. Pavan Siamchai | Director |

Scope of duties and responsibilities of the Board of Executive Directors

1. Decide on important matters related to the Company. Determine the corporate missions, objectives, guidelines, and policies. Supervise the overall work
2. Have the power to employ, appoint, and transfer personnel as necessary and appropriate to be the management or staff members for corporate operations. Define appropriate functions, responsibilities, and remunerations of employees. Have the power to dismiss, lie off, and discharge employees as appropriate.
3. Have the power to determine business terms and conditions, such as credit limits, payment terms, trade agreements, and trade term changes.
4. Have the power to act and appear as a corporate representative to outsiders regarding affairs related and advantages to the Company.

5. Approve the appointment of advisors needed in the corporate operations.
6. Deal with affairs concerning the Company's general operations.

The functions and responsibilities of CEO shall comply with legislation and the Company's regulations. The approval of CEO does not apply to approval of transactions that would allow CEO and related persons to have interest or cause conflict of interests affecting the Company.

Table 1: A summary of approved financial amounts of transactions according to the Company's authorization manual

Approved Financial Amounts for Important Transactions	BOD	EXCOM	CEO
1. Approval of Annual Budget	More than THB 25 Million	Less than THB 25 Million	Less than THB 5 Million
2. Approval of Changing/Increasing of Annual Budget or Investment Budget	Change more than 20 %	Change between 10 to 20 %	Change not over 10 %
3. Approval of purchasing and procurement	More than THB 25 Million	More than THB 25 Million	More than THB 5 Million

Note : (1) The power to approve the financial amounts mentioned is governed by legislation and regulations of the company, the Stock Exchange of Thailand and Securities, and Exchange Commission.

(2) BOD: Board of Director, EXCOM: Executive Committee Board, and CEO

Audit Committee

As of December 31, 2013, the Audit Committee comprises of:

1. Ms. Rawitha Pongnuchit Chairman of Audit Committee
2. Gen. Surapan Poomkaew Audit Committee
3. Mr. Suchat Trisirivattwat Audit Committee

The Chairman of the Audit Committee shall appoint the secretary of the audit committee

Scope of duties and responsibilities of the audit committee

The scope of duties of the Audit Committee has been made in accordance with the notifications issued by the Stock Exchange of Thailand:

1. To verify in assuring that the Company's financial report is correct and actuated and sufficiently disclosed.
2. To verify in assuring that the Company shall have the appropriated effective internal control and internal audit systems on cooperation with the internal auditor and internal controller and to consider the independence of the internal audit agency as well as to provide the approval for the appointment, transfer, termination of the chief of the internal audit agency or any other agencies responsible for the internal audit.
3. To verify in assuring that the Company has acted in compliance with the law on Securities and Exchange, requirements of the Stock Exchange and the laws relating to the Company's business.
4. To consider, select, propose to appoint the independent person or persons to perform the duty as the Company's auditor and to propose the remuneration for such person/persons, considering the reliability, resources adequacy, workloads and personnel's experiences as well as participating in the meeting with the auditor without the involvement of the Management for at least once year.
5. To consider the related items or the items that would have the conflict to interest to meet the requirement of law or the provision of the Stock exchange to assure that such items are reasonable and resulted in the maximum benefit to the Company.
6. To prepare the report of the Audit Committee's activities, consisting of the opinions about the preparation process and the disclosure of the Company's accurate, complete and reliable financial report, including the opinions relating to the adequacy of the Company's internal control system by disclosing it in Company's annual report. Such report must be signed by the Chairman of the Audit Committee and must consist of at least the following information:
 - 6.1 The opinions about the accuracy, completion and reliability of the Company's financial report.
 - 6.2 The opinions about the adequacy of the Company's internal control system.
 - 6.3 The opinions about the act in compliance with law on Securities and Stock Exchange, provisions of Stock Exchange or the laws relating to the Company's business.
 - 6.4 The opinions about the appropriateness of the auditor.

- 6.5 The opinions about the items that may post the conflict of interest.
- 6.6 The number or the meeting of the Audit Committee and each member's meeting participation.
- 6.7 The overall opinions or the observations obtained by the Audit Committee from the operation as required in the charter.
- 6.8 Other items as deemed to be known by shareholders and general investors under the scope and responsibility assigned to them by the Company's Board of Directors.
7. Any other operations as assigned by the Company's Board of Directors with the approval of the Audit Committee who directly responsible for the Company's Board of Directors who shall remain to be responsible for the Company's operation against the third party.
8. To verify and amend the Audit Committee charter to be up to date and to suit with the Company's conditions and circumstances.

Independent Director Selection Criteria

1. Not holding shares exceeding 1% of the total shares with voting rights of the Company, its parent Company, its associated company, or any potential conflicting person, which shall be inclusive of the shares held by those related persons;
2. Not being nor having been a director participating in the management, employee, officer, consultant who receiving regular salary, or controlling person over the Company, or potential conflicting person, excepting that he/she has no such characteristic for at least two years before the date of filling of the application with the Officer;
3. No being a person related by blood or by registration under laws as father, mother, spouse, sibling and child, including spouse of child of executive, ,major shareholder, controlling person of the Company or its subsidiary company;
4. Not having nor having had any business relationship with the Company, its parent company, its associated company, or potential conflicting person as might interfere with his/her use of independent discretion, including not being nor having been a major shareholder, a dependent direction, including not being nor having been a major shareholder, a dependent director, or an executive of a person who has a business relationship with the Company, its parent company, its subsidiary company, its associated company or potential conflicting person except that he/she has no such characteristic for at least two years before the date of filling of the application with the office.

5. Not being nor having been an auditor of the Company, its parent company, its subsidiary company, its associated company, or potential conflicting person, and not being a major shareholder, a dependent director, an executive, or partner of the auditing firm employing an auditor of the Company, its parent company, its subsidiary company, its associated company, or potential conflicting person except that he/she has no characteristic for at least two years before the date of filling of the application with the Office;
6. Not being nor having been any professional services provides including a legal advisor and a financial advisor, obtaining service fees of more than Baht 2 million per annum from the Company, its parent company, its subsidiary company, its associated company, or potential conflicting person. If a professional adviser is a legal entity, this will include a major shareholder, a dependent director, an executive, or a partner of such professional services provider except he/she has no such characteristic for at least two years before the date of filling of the application with the Office;
7. Not being a director appointed to represent any director of the Company, a major shareholder, or a shareholder who is a related person of the Company's major shareholder;
8. Not having any other characteristics which make it incapable of expressing an independent opinion with regard to the Company's operation.

Directors' and Executives' remuneration

1. Directors' Remuneration

The board of directors determines clear policies and guidelines for payment of directors' remunerations. For transparency, the remunerations are proposed to shareholders annually. They are adequate and motivational so that the company is able to keep highly qualified directors. Directors serving in committees receive appropriate remunerations corresponding to more duties and responsibilities. Remunerations are divided into 2 categories:

- 1) Regular remunerations are paid for non-executive directors monthly with/without board meetings.
- 2) Meeting remunerations are paid for directors who attend a board meeting.

2. Remunerations for the Management

Remunerations for the Management are in line with the Company's procedures and policies, and in relation to corporate operation results and each individual's performance. Amounts of the remunerations are motivational and enable the company to achieve loyalty among the competent Management.

3. Remuneration for the Board of Directors

In the company annual general shareholder meeting year of 2013 of April 26, 2013, the compensation for the committee members was set as follows:

Remuneration	Monthly payment / person	Meeting allowance / Time/person
The Board of Directors	12,000 THB	25,000 THB
Audit Committee	4,000 THB	20,000THB
Nomination and Remuneration Committee	-	20,000THB
Risk Management Committee	-	20,000THB

Remark: The Chairman of every committee will get the compensation 20% more than the committee members.

Monetary Remuneration

The total remuneration was paid as follows:

Monetary Remuneration	2011	2012	2013
Total remuneration (Baht)	1,781,800 THB	1,862,000THB	2,199,200.00
Number of Committee Member (Persons)	7	7	7
Type of remuneration	Meeting allowance and monthly payment	Meeting allowance and monthly payment	Meeting allowance and monthly payment

Others Remuneration

The Company has the provident fund for the employees that began August 20, 2004 wherein employees pay 5% of their salary and the company will match an additional 5% each month into the provident fund.

The number of Board of Director Meeting and Audit Committee Meeting and the Attendance by Individual Member of Fiscal Year 2012 and 2013

Name	Board of Directors Meeting		Audit Committee Meeting		Annual General Meeting	
	2012	2013	2012	2013	2012	2013
Mr.Cherdpong Siriwit	5/6	5/6	-	-	1/1	1/1
Ms.Patama Wongtoythong	9/9	6/6	-	-	1/1	1/1
Mr.Akaradej Rojmeta	9/9	6/6	-	-	1/1	1/1
Mrs.Rawittha Pongnuchit	5/6	6/6	4/4	4/4	1/1	1/1
Mr.Suchat Trisirivattwat	6/6	6/6	4/4	4/4	1/1	1/1
Ms.Romchalee Chanprasit	6/6	-	-	4/4	-	1/1
Dr. Pavan Siamchai	-	3/6	-	3/4	1/1	1/1

Directorships and Executive Development

The company has provided training and human resources development programs for all of its personal through internal and external training. It allows the board to participate in its operations and ventures. Corporate directors and executives have participated in training courses organized by accredited institutions, such as Chairman Program, Director Accreditation Program (DAP), and Director Certification Program (DCP) provided by Thai Institute of Directors (IOD), also basic courses for the Audit Committee, courses offered by the Stock Exchange of Thailand, and cutting-edge management courses offered by other professional institutions.

New directors are required to complete training and orientation providing important knowledge and skills that are crucial for their directorships. Once there are business expansions or new ventures, the company invites corporate directors to visit the sites and monitor the progress regularly. This is to enhance confidence among shareholders.

Personnel Development Policy

The company has always valued its human resources. Policies on continuous training and human resource management have been established. The aims are to help employees reach their potential, ensure effectiveness at work, and allow them to grow in their fields. All employees are required to receive training that is in line with the company's direction and strategies. Training is well planned and always financially supported by the company which are held in the company and outside by other institutions. Also, the Company encourages the communication to transfer and share knowledge between employees in the organization (Knowledge Management).

In addition, the company has focused on developing better quality of life of employees. Also, the company has focused more on developing employees' knowledge and understanding about health and environmental safety in the workplace.

Succession Plans

The corporate board of director realizes that succession plans become necessary in case the managing director or top executives are not able to work. To ensure readiness for the circumstance, the Company has prepared its human resources to be able to take on different responsibilities assigned in order to appropriately cover for their colleagues or fulfill their new positions. Executives are given opportunities to learn about the work outside their fields. This is to enable them to fill in assignments for their colleagues who are unable to take on the responsibilities. The board of directors has assigned the nomination and remuneration committee to research and coordinate with accredited consulting firms and professional institutions during development and revision of succession plans.

Supervision of Use of Inside Information

The company prohibits its directors and the Management from using inside information concerning important matters including trading of securities before publication for personal gains. Preventive measures against the use of inside information by the directors and the management are as follows:

1. The company informs executives about their obligation to disclose security holdings and changes of the holdings of themselves, their spouses, and their children who have not yet attained the majority according to the Securities and Exchange Act B.E. 2535, article 59 and statutory penalty, article 275.

2. Circular notices are sent to executives advising those who receive important inside information that affects prices of securities not to trade corporate securities within that one month and not to disclose the important inside information before the corporate financial statements or the particular information is publicized.
3. Should there be any changes in security holdings of the company's directors and executives, the changes must be reported to the board of directors in security holdings matter on the agenda.
4. Important inside information and confidential documents saved as hard copies or soft files are protected and access is limited to top executives only when necessary. If any inside information needs to be disclosed to corporate employees, the employees will be informed properly about the limitation of the use of that information. An employee who discloses corporate confidential information will be penalized.

8. Corporate Governance

1. The Structure and Responsibility of Solartron Board of Directors

1) Board of Directors

As of December 31, 2013, the Company's Board of Directors comprises of:

1.	Mr. Cherdpong	Sirivit	Chairman
2.	Ms. Patama	Wongtoythong	Deputy Chairman / Director / Company Secretary
3.	Mr. Akaradej	Rojmeta	Director
4.	Ms. Rawittha	Pongnuchit	Independent Director / Audit Committee
5.	Gen. Surapan	Poomkaew	Independent Director / Audit Committee
6.	Mr. Suchat	Trisirivattwat	Independent Director / Audit Committee
7.	Dr. Pavan	Siamchai	Director

The company has 7 directors, of which 4 are non-executive directors and 3 are independent directors. The Board of Directors is in charge of managing and governing the company's operations according to law, rules and regulations of the Stock Exchange of Thailand, the Securities and Exchange Commission, Capital Market Supervisory Board, and the company's objectives and requirements. The Board performs their duties with integrity and diligence. The Board of Directors is appointed by the company's shareholders. The Board has established the Corporate Secretary Office to recommend and assist the Board to conduct their duties in compliance with relevant rules, regulations and corporate governance. The office also coordinates and ensures that corporate shareholders receive appropriate treatment.

Scope of Duties and Responsibilities

1. Manage corporate operations for shareholders' optimum benefits. Fulfill duties with due diligence and integrity. Comply with the law, objectives, requirements and resolutions of the shareholders' meeting. Disclose to shareholders information that is correct, complete and transparent.
2. Appoint or replace executive directors.
3. Determine policies, strategies, and directions of the Company. Ensure the Management's compliance with the policies, strategies, and directions determined with effectiveness and efficiency in order to maximize shareholders' wealth and sustainable growth.

4. Consider and make decisions concerning significant matters, for instance, business plans, budgets, major investment projects, administrative power, and any other articles required by related laws.
5. Evaluate the Management's performance and determine the Management's remunerations.
6. Be responsible for operation results and the work of the Management.
7. Establish an accounting system, financial reports, and reliable audits. Ensure that there are procedures for internal control evaluation, effective and efficient internal audits, risk management, financial reports, and follow-ups.
8. Prevent any conflicts of interest between interested persons and the Company.
9. Ensure that the business is operated with integrity.
10. Issue requirements and regulations considering the Company's internal activities.
11. Present a full statement on responsibilities of the Company's Board of Directors in preparing the annual report together with the audited financial statements and other significant matters in line with the SET Code of Best Practice for Directors of Listed Companies.
12. May appoint any other individual or other committee to function in the Company's operation under the Board's supervision or a power of attorney within a period approved by the Board. The authorization can be terminated, canceled, changed, or amended.
13. Supervise the Company's day-to-day operations.

2) Executive Committee

As of December 31, 2013, the Company's Executive Committee

- | | | | |
|----|--------------|--------------|----------------------------|
| 1. | Mr. Akaradej | Rojmeta | Director |
| 2. | Ms. Patama | Wongtoythong | Deputy Chairman / Director |
| 3. | Dr. Pavan | Siamchai | Director |

Scope of the Board of Executive Directors' Duties and Responsibilities

1. Determine policies, directions, strategies, and main management structures for the Company's operations that suit and support the economy and competition, as defined and announced to corporate shareholders. Submit the proposed policies, directions, strategies, and structures to the Board of Directors for approval.
2. Determine business plans, budgets and administrative power of the Company to be submitted to the Board of Directors for approval.
3. Establish organizational structures and manpower policy including overviews of recruitment, training, employment, succession planning, performance evaluation, and remuneration criteria for all corporate employees.

4. Examine and monitor policies and management plans to ensure their effectiveness and suitability for the Company's operations.
5. Monitor the Company's performance to ensure compliance with the approved business plans.
6. Consider large investment projects of the Company in accordance with the provided guidelines for project approval.
7. Conduct financial transactions with financial institutions involving account opening, borrowing, pawning, mortgages, guarantees, and other activities including property trading and land ownership registration according to specified objectives and amounts of money in order to facilitate the Company's operations.
8. Monitor the development of managing systems and risk management of each division.
9. Carry out tasks assigned by the Board of Directors.

Any power mentioned above given to the Board of Directors shall be under the law and the Company's regulations. Any activities that benefit/may benefit or affect interests of any executive director or individual, or that may lead to conflicts of interest (according to the SEC Notification), are required to be presented by the Board of Executive Directors to the Board of Directors for consideration. The particular executive director and the interested individual shall not be allowed to vote in the meeting concerning the matter.

3) **Audit Committee**

As of December 31, 2013, the Audit Committee comprises of:

- | | |
|------------------------------|-----------------------------|
| 1. Ms. Rawittha Pongnuchit | Chairman of Audit Committee |
| 2. Gen. Surapan Poomkaew | Audit Committee |
| 3. Mr. Suchat Trisirivattwat | Audit Committee |

The Chairman of the Audit Committee shall appoint the secretary of the audit committee.

Scope of Duties and Responsibilities:

1. To review and ensure that the disclosure of information in financial statements are accurate and adequate.
2. To review the Company's internal control system and internal audit system ensuring their appropriateness and effectiveness
3. To review and ensure that the Company's operations are in compliance with securities and stock exchange laws, the SET regulations, or other laws applicable to corporate businesses.
4. To consider, select and nominate the external auditor; and propose the external auditor's remuneration.

5. To review the Company's disclosure in case of related party transactions or transactions that may lead to any conflict of interest and ensure that the disclosed information is correct and complete
6. To perform any duties as assigned by the Board of Directors and agreed upon by the Audit Committee, such as reviewing financial management and risk management policies, reviewing Management's compliance with business ethics, and reviewing with Management important reports to be presented to the public as prescribed by the law, i.e. Management's reports and analyses, etc.
7. To prepare reports of the Audit Committee for disclosing in the Company's annual report in which shall be signed by the Chairman of the Audit Committee and consist of at least the following information :
 - 7.1 Opinions on accuracy, completeness and reliability of the Company's Financial Statements
 - 7.2 Opinions on adequacy of the Company's internal control system.
 - 7.3 Comments the Company's on compliance with laws on securities and the Stock Exchange of Thailand, the Set requirements, or laws applicable to the Company's businesses.
 - 7.4 Comments on suitability of the auditor.
 - 7.5 Comments on transactions that may lead to conflicts of interest.
 - 7.6 Numbers of the Audit Committee meetings and attendances of each of the Audit Committee members.
 - 7.7 Comments or overview observation which the Audit Committee has obtained from performing in compliance with the Charter.
 - 7.8 Any reports considered appropriate for notifying corporate shareholders and general investors under the scope, duties and responsibilities as assigned by the Board of Directors.
8. To report routine activities in order that the Board of Directors shall acknowledge the Audit Committee's activities as follows:
 - 8.1 The Audit Committee's minutes of meetings clearly specifying the Committee's comments on different matters.
 - 8.2 The report on the Committee's opinions on corporate financial statements, internal audit and internal audit procedure.
 - 8.3 Any report considered appropriate for acknowledgement of the Board of Directors.
9. In performing its duties, should the Audit Committee find any doubtful transactions or conducts as shown below which may cause a significant impact to the Company's financial status and operating results, it should report to the Board of Directors for improvement and correction within time frames it deems appropriate:
 - 9.1 Conflict of interest transactions.

- 9.2 Any suspicion or presumption of corruption, abnormality, or fault which are significant in the internal audit system.
- 9.3 Any suspicion that there might be noncompliance with securities and stock exchange laws, the SET regulations, or laws applicable to the Company's businesses. Should the Audit Committee report to the Board of Directors matters that significantly affect the Company's financial status and operating results, and discussion between the Committee and the Board of Directors on improvement and correction occurs, after the agreed due date, the Audit Committee finds that the matters have not been acted upon without any good reasons, one of the Committee's members may further report the finding to the Securities and Exchange Commission and the Stock Exchange of Thailand.
10. In case that the auditor finds any doubtful acts committed by a director, manager or any person responsible for the Company's operations that might be noncompliant with the law and reports to the Audit Committee the fact about such conducts for acknowledgement and prompt inspection, the Audit Committee shall then notify the outcome of preliminary inspection to the SEC, SET and the auditor within 30 days after being notified by the auditor report. Reporting of doubtful acts and the procedure to gain the facts on such acts shall be in line with the Capital Market Commission's regulations.
11. To have authority to invite directors, Management, department heads or employees to discuss or answer the Audit Committee's inquiries.
12. To review the scope of authority and responsibilities, and appraise the Audit Committee's performance on a yearly basis The Audit Committee is required to hold at least four meetings a year and serve a two-year term.

The Audit Committee: Qualifications of the Audit Committee are in line with relevant SET requirements. All Audit Committee members are independent directors. Mr. Suchat Trisirivattwat, Chairman of the Audit Committee, possesses sound knowledge, understanding, professional experience in accounting and finance. In 2013, the committee had 4 meetings, and reports on their work were regularly completed.

4) **Nomination and Remuneration Committee**

As of December 31, 2013, the Nomination and Remuneration Committee comprises of:

- | | | |
|----|---------------------------|---|
| 1. | Ms. Rawittha Pongnuchit | Chairman of Nomination and Remuneration Committee |
| 2. | Mr. Suchat Trisirivattwat | Nomination and Remuneration Committee |
| 3. | Ms. Patama Wongtoythong | Nomination and Remuneration/Secretary |

The Chairman of the Nomination and Remuneration committee shall appoint the secretary of the Nomination and Remuneration committee.

Scope of Duties and Responsibilities:

1. Determine policies, regulations, and procedures for nomination of directors and executives including remunerations and other benefits in accordance with their responsibility, the operating results of the Company, the normal practices in the same industries and as indicated in the Board of Executive director's policy.
2. Select and nominate qualified personnel to the Board of Director for consideration and appointment of directors, directors in committees, executives including other committees.
3. Review and give recommendations to the Board of Director corresponding to the organization structure, size and members of the Board of Director.
4. Develop guidelines for evaluating performance of directors and executives in order to determine appropriate annual remunerations corresponding to their duties, responsibilities, and risks.
5. Supervise to disclose reports of the work of the Nomination and Remuneration Committee in the corporate annual report, commencing in 2008.

The Nomination and Remuneration Committee: The Company required that the Remuneration Committee and Nomination Committee be combined. The Chairperson and the majority of the committee members shall be independent directors. Directors serve in this committee have expertise in several fields, such as governance, law, account and human resource management.

5) Risk Management Committee

As of December 31, 2013, the Risk Management Committee comprises of:

- | | | |
|----|---------------------------|---------------------------------------|
| 1. | Mr. Suchat Trisirivattwat | Chairman of Risk Management Committee |
| 2. | Ms. Rawittha Pongnuchit | Risk Management Committee |
| 3. | Ms. Patama Wongtoythong | Risk Management Committee /Secretary |

Scope of Duties and Responsibilities:

1. Develop policies to be considered by the Board of Directors regarding the overall corporate risk management that covers the Company's major risks, such as market risk, liquidity risk, management risk, investment risk, and reputation risk.
2. Design strategies in line with risk management policies to monitor and evaluate the corporate risk amount, as well as maintain the appropriate risk level.
3. Review the adequacy of risk management policies and system, as well as effectiveness of the system and policies practiced.

4. Provide recommendations in line with policies and strategies determined by the Board of Directors and present those recommendations to the Board.

The Risk Management Committee: The Board requires most of the Risk Management Committee members and the Chairperson to be independent directors. Directors serve in this committee have expertise in several fields, such as accounting and finance, management, investment, and corporate businesses.

2. Policy of Corporate Governance

The Board of Directors has always realized the importance of conducting business in compliance with good corporate governance principles. The Board resolved corporate governance policy in written to comply with the principles of corporate governance stated by the Stock Exchange of Thailand (SET) as well as rules and regulations of the Securities Commission (SEC) which cover the following categories:

- Rights of shareholders and equitable treatment of shareholders
- Role of stakeholders,
- Disclosure and transparency
- Role and Responsibilities of the Board of Directors

1. Rights of shareholders and equitable treatment of shareholders

1. The Company always respects rights of its shareholders: basic shareholder rights as prescribed the law, ownership right through appointment of the Board of Directors, and other rights as appropriate. The Company takes care of its shareholders more than legal requirements, such as provision of information, news, updates through the corporate website. Important news for shareholders is notified by letters. Shareholders are welcome to visit the Company by request.
2. The Company provides shareholders, prior to a meeting, with information on the date, time, venue, and all agenda items concerning issues to be decided. A notice of a meeting and support documents are sent to corporate shareholders at least 7 days in advance. The notice for the 2011 shareholders meeting was posted on the Company's website so that shareholders could study all the information prior to receiving the notice in documentation.
3. The Company's website where corporate shareholders and those interested may download corporate financial information, corporate profiles, and meeting information is www.solartron.co.th. Inquiries and requests for further information may be e-mailed to support@solartron.co.th
4. The Company facilitates and encourages its shareholders to exercise their rights and votes. There are two closing times of the transfer book. The transfer book is closed for shareholders' right to attend a shareholders meeting, allowing the shareholders to consider and approve the annual dividend payment. The book is closed again for shareholders' right to receive dividends, allowing the shareholders to choose whether they will hold the stocks for the dividends or not. Shareholders meetings are organized at convenient venues. The Company has chosen to hold annual general meetings at hotel in the middle of Bangkok, near the Company's head office. The meetings are notified in newspapers. Shareholders can register about one hour prior to each meeting. Should a shareholder not be able to physically present at a meeting, they may appoint their proxy or an independent director as their proxy to attend and vote in the meeting.

5. The Company held the Annual General Meeting1/2013 on April 26, 2013, where all directorswere present. Corporate shareholders were givenopportunities to directly inquire the corporate directorsand committees. The Company does not deprive ittshareholders of access to corporate information. Allimportant information, for instance, is included indistributed notices without any last-minute additionof agendas or changes in important matters.Shareholders who arrive late are always allowed toattend meetings.
6. The Company allows its shareholders to propose matters to be included in a meeting's agenda, priorto the meeting, with requirements and procedures.For instance, there shall be at least 5% of totalshares. A meeting agenda is presented in detail.Criteria for approving or rejecting proposed mattersas part of meetings' agendas are stated clearly. Thereare channels and periods of time for acceptingshareholders' proposals. After proposals are accepted,the Board of Directors' meeting will consider andselect the proposals. Shareholders will be informedabout the Board's meeting resolutions and reasonsin detail regarding the proposals through theCompany's website and corporate shareholdersdid not propose any additional matters to be includedin the shareholders' meeting agendas. Moreover, theCompany encourages its shareholders to electronicallysubmit the Board their inquiries related toshareholders' meeting agendas via its website priorto shareholders' meeting dates.
7. The Company has facilitated nomination of candidatesfor corporate directors by shareholders. Guidelinesfor the procedure and criteria have been provided.For instance, registered mail can be used forshareholders' submission of their nominations to theCompany's Secretarial Division. Periods of time foraccepting shareholders' director nominations aredefined. Forms for nominees' profiles are provided.The procedure for nominees' declaration of theirconsent is explained. Detailed information regardingthe nomination is posted on the Company's website.After nominations are accepted, the board of directors'meeting will consider the nominations. However, upto the present there has been no nomination fromcorporate shareholders.
8. The Company provides information on a shareholders'meeting for its shareholders on the corporate website.Hard copies of the same information are also sent tocorporate shareholders. Shareholders' meeting noticesand support documents are sent to shareholders atleast 14 days in advance.
9. In the annual shareholders meeting notice, theCompany informed its shareholders about rulesand procedure of attending the shareholders' meeting.It nominated corporate independent directors. Shareholders were providedwith standard proxy forms for indicating their opinionsin voting.
10. Agenda of the 2013 annual shareholders' meetingnotice covered appointments of directors, considerationof directors' remuneration, appointment of anindependent auditor and determination of theirremuneration, dividend payment, and other importantmatters,

- such as the issuance and offering of the Company's warrants, and allocation of new ordinary shares. Necessary information for shareholders' decision was presented.
11. In the 2013 AGM, the Chair informed corporate shareholders about procedures relevant to the meeting including voting procedure. The shareholders were given opportunities to express their opinions and ask questions. There were inquiries about the Company's financial statements and operating results. In director appointment, the shareholders voted on each nominated director. Voting cards were used in case of disagreement over the meeting agenda. The meeting was recorded on video.
 12. In minutes of the 2013 Annual General Shareholders' Meeting, names of all the directors physically present/absent were shown. All corporate directors were present. Summaries of clarifications, questions, answers, opinions, the voting procedure, and the vote count procedure were provided. Regarding disagreement, the meeting resolution was presented along with the total of votes in favor/ against and no vote. The minutes were posted on the corporate website within 14 days after the AGM.
 13. Regarding the use and protection of inside information, the Company has established measures to prevent the use of inside information by directors, management, and employees for abusive self-dealing.
 14. The Company requires that a director shall not operate or have any position in any ordinary partnership, or be a general partner in limited partnership, or be a director in any other limited company or public company limited that operates businesses of the same nature and that is the Company's direct and indirect competition, unless the information about their position(s) is disclosed to the shareholders' meeting before the appointment. Directors shall inform the Company immediately about their direct and indirect conflicts of interest arising in any corporate contracts done between fiscal years, or due to change in their acquisition of shares or debentures of the Company or its subsidiaries between fiscal years. The Company encourages its directors, Management and those related to the Board to disclose information about their interests as part of the Board's meeting agendas. Directors who have interests in any issues being considered are not allowed to vote on those particular issues.

3. Role of Stakeholders

Besides protecting the benefits and rights of its shareholders, the Company realizes the significance of other stakeholders contributing to its financial stability and sustainability. These stakeholders include, for instance, customers, employees, trading partners, creditors, and the surrounding community. The Company has always ensured integrity and fair treatment for each stakeholder through its established business ethics, such as:

Rights of shareholders: They are defined in “Rights of Shareholders and Equitable Treatments of Shareholders” section.

Rights of employees: The Company respects its employees’ legal rights according to the Labor Protection Act and related laws. It ensures fair and equal treatment for all employees regardless of their ranks, nationalities, religious beliefs, and gender. Employees are entitled to benefits according to their positions without discrimination. For transparency and fairness in employees’ promotions and pay raises, the Company has established a committee comprising of Management of different departments. To support its growth, the Company encourages its employees’ knowledge and skill development through in-house and outside training. Provident fund has been set for corporate employees’ security. The Company upholds Thai Labor Standard 8001 on human rights and social responsibility. It was given full and highest accreditation by the Department of Labor Protection and Welfare, Ministry of Labor, with the Thai Labor Standard (TLS: 8001).

Rights of customers: Apart from customers’ rights specified in contracts, the Company cares about their satisfaction. Follow-up and customer satisfaction evaluating systems have been established. Follow-ups and satisfaction evaluations are done periodically in line with ISO 9001:2008, ISO 14001:2004, OHSAS 18001:2007 and TLS 8001: 2003. The aim is to promote long-term relationships between the Company and customers.

Rights of trading partners: Most of the Company’s relationships with its trading partners are in the form of joint ventures. The Company always respects its trading partners’ legal rights and rights as specified in joint venture agreements. It adheres to integrity, equality, and rights of benefits corresponding to their investments.

Rights of creditors: The creditors’ rights specified in trade agreements are respected. The Company has earned trust among its creditors from ethical operations. Information and updates concerning the Company and its financial status are provided for the Company’s creditors.

Rights of the community and environment: The Company has always been responsible to the society and environment. It strictly complies with applicable laws, such as environmental and factory laws. The Company collaborates with the government sector and agencies, helps developing public infrastructure, provides financial supports, and promotes social activities that bring understanding and sustainable development to the community.

For projects that may have a potential impact on the community and environment, the company conducts public hearings and tries to minimize those effects. Specific procedures have been set for environmental and social factor studies, minimizing environmental and social impact, along with

feasibility studies. The company had conducted public hearings and analyses of impacts on the community and environment.

The company always realizes the importance of all groups of stakeholders as mentioned. It also values all suggestions, opinions, and comments that enable development, improvement and correction of the corporate operations. All stakeholders can contact the company to report improper incident, complain, request for clarifications or correction, or make any suggestions via email: support@solartron.co.th or faxing the internal audit office at 02-381-2971. In the previous year, there was no wrongdoing reported to the company.

4. Disclosure of Information and Transparency

The company ensures that corporate information is provided correctly, accurately, on time, and transparently through channels that are trustworthy and equally easy to access for the public. The followings are corporate practices:

1. Annual statements (Form 56-1) and annual reports are disclosed through the SET channels and corporate website, www.solartron.co.th. There are also updates related to the company and the industry posted on the website to facilitate decision-making of those involved.
2. The company disclosed additional information including duties of the Board of Directors and committees, the director and executive remuneration policy, summarized corporate governance policy, environmental and social policies, the company's compliance with established policies, summarized business ethics, and directors' training background were disclosed.
3. A statement of the Board of Directors' responsibilities for the company's financial statements is provided along with the auditor's report in the corporate annual report. The contents include the certification that the company's financial statements are fairly presented in accordance with generally accepted accounting principles and regulations, and that the financial statements are accurate, complete, and true according to accounting standards. The statement is signed by the Board Chairman and Managing Director.
4. Contents of the Company's website consist of organizational information, shareholding structure, the Board structure, vision/missions, businesses and products, corporate governance policies and compliance results, business ethics, information for investors, environmental and social policies, annual reports, financial statements, news and updates in both Thai and English.
5. The company is well aware of the importance of disclosing information to investors with accuracy, transparency, and accessibility. A team set up to coordinate communications between the company, investors, and shareholders can be reached by email at support@solartron.co.th.

5. Responsibilities of the Board of Directors

- The structure of the Board consisted of 7 directors. 3 out of 7 are independent directors of which one is the Chairman of the Board but not the Managing Director. The company's Board of Directors possesses skills and expertise in various fields, such as accounting, finance, law, governance, production technology, personnel, purchasing, marketing, real estate, internal audit, and information technology. Detailed profiles, qualifications, experiences, and ownership of directors are included in Form 56-1.

Category of Directors

Name	The Board of Director	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee
Mr. Cherdpong Sirivit	/	-	-	-
Ms. Patama Wongtoythong	/	-	/	/
Mr. Akaradej Rojmeta	/	-	-	/
Ms. Rawittha Pongnuchit	/	/	/	/
Mr. Suchat Trisirivattwat	/	/	/	/
Gen. Surapan Poomkaew	/	-	-	-
Dr. Pavan Siamchai	/	/	-	-

- It is required that during the annual general meeting, one third (1/3) or close to one third of corporate directors resign. Each director's term is three years. In case that the Board serves until the end of its term and the new Board has not yet been appointed, the former Board still continues to work until the new Board has been appointed. The company has not determined how many terms the Board can consecutively serve. The Nomination and Remuneration Committee is considering this matter in relation to feasibility of selecting personnel with experience specific to the company's business to serve in the Board.
- The Board of Directors has established the following committees: the Audit Committee, the Nomination and Remuneration Committee, the Risk Management Committee, and the Corporate Governance Committee, as well as defined their functions and responsibilities. For transparency and independence in the work, the majority of the committee members are independent directors, and chairs of the committees are independent directors. To maintain true independence of the corporate committees, the Chair of the Board is not the chair or a member of those committees. The committees serve 2 years. In case that a committee serves until the end of its term and a new committee has not yet been appointed, the former committee still

continues to work until a new committee has been appointed. At the end of their term, if a director is not re-elected, their position in their current committee shall end automatically. If there is a new director in a committee, that director shall remain in the position as long as the committee's term.

4. The board requires that a director must not operate or have any position in any ordinary partnership, or be a general partner in limited partnership, or be a director in any other limited company or public company limited that operates businesses of the same nature and that is the company's direct and indirect competition, unless the information about their positions is disclosed in the annual general meeting before the appointment. The requirement is applied to corporate executives as well.
5. The company's vision, missions, strategies, goals, business plans, budgets, internal control, internal audit, and risk management have been governed with effectiveness and efficiency. The current corporate vision has been reshaped from being a sugar manufacturer to a producer of alternative energy which is environmentally friendly. The new vision is based on the idea that sugar is an energy source for human beings. Ethanol fuels automobiles. Fertilizer nourishes plants. Electricity energizes appliances. Corporate investments are in line with such vision.
6. The board has established corporate governance policy as follows: "The Company is committed to corporate governance to build trust among shareholders, employees, and customers, as well as to create sustainable competitive advantage. It emphasizes internal control, internal audit, and risk management, as well as ensures that managements implement policies effectively in compliance with legislation and business ethics." The policy has been communicated throughout the Company. The company ensures that its personal understands and complies with the corporate governance. The work and corporate policies are always evaluated and reviewed annually.
7. The board has set a written ethics and codes of business conduct for the company's directors and employees, which cover key matters, such as honesty, integrity, conflicts of interest, and compliance with laws. Compliance to the codes is monitored, and penalties are defined. Each year the Company's human resources department evaluates, reviews, and revises the codes of conduct.
8. Conflicts of Interest Prevention, The board of directors thoroughly considers and deals with transactions with (potential) conflicts of interest. The Audit Committee considers related-party transactions according to the SET legislation and procedure. Stakeholders in transactions are not allowed to decide on those particular transactions, which are fully and accurately disclosed in annual reports and from 56-1.
9. Efficient Administrations and Internal Control, the company's internal control unit has been formed to ensure effective operations, accurate and reliable information, compliance with legislation, efficient and effective use of corporate resources, and protection and corporate assets. The corporate internal audit provides analyses, audits, evaluations, advice, and

- recommendations to support corporate activities. The Audit Committee independently reviews and audits adequacy and efficiency of the company's internal control and internal audit once a year. The opinions on the corporate internal control system are included in the annual report.
10. Risk Management, the risk management committee engages in establishing the total risk management. Adequacy and efficiency of the company's risk management system will be reviewed at least once a year. The early warning system will be in place for irregularity scanning.
 11. The board of director sets at least 4 board meeting every 3 months, and 1 additional meeting: one is a meeting before one month of annual shareholders' meeting and the other one is a meeting for annual budget, each director of the board is notified in advance. For the flow of the company's operations, there are monthly executive meetings where the board entitles the meeting to make decisions. In every board meetings, the board of directors is informed about matters that have been approved by the Company's executive meeting to ensure that the board is able to supervise, control, and monitor the work of managements on a regular basis.
 12. In board meetings, the chairman, managing director, and secretary consider agendas. This is to ensure that the agendas cover important matters. Each director may propose agendas independently.
 13. The board's secretary sends meeting documents to each director in advance of the meeting date. The documents are concise. Confidential issues that cannot be disclosed in writing or prior to the meetings are brought to be discussed during the meeting.
 14. In a board of directors meeting, the chairman of the board allocates adequate meeting time for managements' presentations and comprehensive directors' discussions. The chairman encourages careful consideration in the meeting. Directors pay attention to each issue presented in the meeting, including issues concerning governance of the company. Top executives from different departments attend the board meeting to present details on the issues that they are responsible for in order to facilitate the Board's decision-making. The Board also has a chance to know more about the top executives, as well as has access to important additional information through the top executives. Directors may request more information about issues in the meeting from the company's secretary.
 15. Minutes of the board of directors' meetings include such important matters as dates, times, names of directors who are present and absent, summaries of proposals, summaries of discussions and remarks, resolutions, opinions from directors who disagree, names of people preparing minutes, and names of those approving minutes. The minutes are bound and easy to retrieve. They cannot be changed. Numbers of the board meetings and attendance are disclosed. The board sets a meeting every 3 months in a year, and the executive committee has monthly meetings concerning the company's operating results. Information from the executive committee meetings is presented to the corporate board of directors.

In 2013, the board evaluated its works according to the applicable SET evaluation criteria. Also, there were evaluations of directors in groups and individually. The board considered the evaluation results and put forward recommendations for improvement.

6. Selection of Directors and Management

1. The nomination and remuneration committee has determined that an independent director: (1) must possess an amount of shares that does not exceed 0.5% of the total of voting shares; (2) must not involve in corporate management and must not be an employee or advisor including an audit advisor, a legal advisor, or any other type of advisor receiving salary, or a person with controlling power over the company, its subsidiaries and associates, or a person who may have conflicts of interest or may hold a stake in that manner not less than 2 years; (3) must not have any business relationship, interest or stake both direct and indirectly; (4) must not be a close relative or have other type of relationship with management and major shareholders that might result in lack of independence. Such requirements, which are stricter than other general requirements, have been approved by the company's board.
2. In the past 2013, the independent directors have no any business relationship or any providing the professional service to the Company.
3. Board of director appointed 3 directors as a member of the Nominating and Remuneration Committee. 2 out of 3 members are company's independent directors. This committee has planned to determine policies, regulations, and procedures for nomination of directors in order to select and nominate qualified personnel to the Board of Director and shareholder for consideration in annual general shareholders' meeting. However, the criteria for consideration must be not less than the qualifications specified in Section 68 of the SEC ACT B.E. 2535 (including the revised version) and related announcements of the SEC. The election of directors is organized in line with the following Company's regulations:
 1. The corporate Board of Directors consists of a least four directors, which not less than half of the number of directors must reside in the Kingdom. The directors must be qualified individuals who do not possess characteristics as prohibited by the laws.
 2. The election of directors by the shareholder meetings is in line with the majority of votes, and the following regulations and procedure:
 - a) One vote per share is allowed for a shareholder.
 - b) Shareholders vote for each individual nominated as a director. The number of vote(s) received by each nominee does not exceed the number of share(s) held by the particular voter, as specified in (a). The shareholder cannot allot any of their share(s) to any other individual. Directors are those individuals receiving the highest votes. Should the individuals receive the same number of votes where only one place for a director remaining, the chairperson shall be granted the final vote.

3. In an annual general meeting, one third of the directors are required to resign. If the total number of directors does not allow such division, the number of directors to resign should be at the closest to one third of the total.

7. Use of inside information

According to Corporate Governance policy, the Company prohibits its directors, the executives, and employees from using inside information concerning important matters including trading of securities before publication for others or personal gains. Directors, executives, and employees have the right to trade corporate securities within one month before the corporate financial statements are publicized.

8. Auditor fee

In 2013, the Auditor fee of the Company and subsidiaries shall be the amount of THB 990,000 and other fees shall be the amount of 40,000 baht

9. Corporate Social Responsibility

The Company is confident that the development of sustainable organization not only involves the return on investment and suitable growth for shareholders, but corporate social responsibilities are also the identified as important to achieving the success.

The Company is mindful of replaying the benefit to the community and continuously conducts activities that bring prosperity to the society, such as clean energy park projects that service not only government sector but also community and students to have clean energy awareness.

Community social responsibility project

Activities

Education improvement

- Launch Children's day activity and Scholarship provided to Baan Pong Kra Sung School.
- Sports day at Prasitwittayakarn (Baan Nar) School.
- Enroll Buddhist ceremony year 2013 with Bann Pong Kra Sung School and Prasit Wittayakarn (Banna) School.
- Join "Gift Giving" to SPG funding for Children.

Environmental Project

Activities

Energy saving measurement project

- Switch off; Light and Air conditioner during lunch break time.
- Switch Air conditioner before and after working time.

Garbage banking Project

- Launch project garbage separation by type at Head Office and Factory, the monetary from selling glasses, plastic bottles will conglomerate to neighbor social development fund.



10. Internal Control and Risk Management

Internal Control

The company values strong internal control system that can adequately protect the interest of all its stakeholders. By applying a suitable internal control model, the company can achieve its corporate goals effectively and efficiently in terms of its operation, financing, risk management, and corporate governance. At the Board of Directors meeting (6/2556) on November 13, 2013, the Board assessed the sufficiency of the company's internal control system based on the report from The Audit Committee presented in the previous Board of Directors meeting. The assessment criteria are based on the COSO 2013. The new COSO 2013 guideline covers five different aspects of internal control: control environment, risk assessment, control activities, information and communication, monitoring activities.

The Audit Committee reviewed the company's internal control system and considered it to be sufficient; especially in monitoring activities of the directors and management, shareholders, and those that may be related to them as well as the activities of the companies within the group in order to ensure that the directors and the management do not use the company's assets without authorization or for personal gain. Internal audit is an important part of internal control system. The Audit Committee appointed Ms. Piyathida Sadeewong as the Internal Audit Manager. Ms. Piyathida Sadeewong used an internal audit policy that is the standard developed by the Institute of Internal Auditors of Thailand. The policy's objective is to support the company in achieving its business targets effectively and efficiently while having a comprehensive internal and external reviews and complying with the rules and regulations of the law.

The Audit Committee has the right to appoint, remove, and/or reassign the internal audit manager when it considered appropriate. During The Audit Committee meeting (4/2013) on November 13, 2013, the committee has reviewed the qualification of the Internal Audit Manager and concludes that he is suitable to lead the unit to effectively and efficiently complete their tasks. The company's Risk Management Committee set the risk management policy and process for the management to execute. The management team is responsible for identifying risk factors and planning effective control systems. By considering the risk factors, the management can develop a better business model and control system that will enable it to manage risk at an acceptable level.

11. Transactions with Related Parties**Connected Transaction with Parties with Possible Conflict of Interest**

During the year 2013, the Company entered into the connected transactions with the parties or persons who might have conflict of interest to the Company. Most of the transactions were related to sales and purchased of spare parts and services. The said transactions were engaged in accordance with the conditions mutually agreed between the Company and the related parties, which relied on the normal business conditions. The Company already disclosed information on such connected transactions, such as description of transactions, transactions value, and pricing policy in note 7 in the financial statements.

Necessity and Reasonableness

Most of the connected transactions are the transactions undertaken to support previous project of business of the Company. To enter into each previous, the Company always makes a decision based on the utmost good faith for the Company's benefits without any conflict of interests.

Procedures for Connected Transaction

The Company has clearly stated the procedures for connected transaction in an authorized manual of the Company which aligns with the regulations of the Stock Exchange of Thailand.

Policy and Possibility in conducting the Connected Transaction in Future

The Company has to enter into the connected transactions, but such transactions shall be conducted based on the normal business conditions by not transferring any benefits to the parties who might have the conflict of interest with the Company. The Company shall assign The Audit Committee or the external auditor or independent specialists to consider an appropriate value, and disclose type of transaction, value, and rational in conducting the transactions to the shareholders as required by the notifications of the Securities and Exchange Commission and the Stock Exchange of Thailand.

Transactions with Related Parties

Connected transactions between Solartron PCL and Mrs.Patama Wongtoythong

Connected transactions between Solartron PCL. and Facrent Co., Ltd.

Relationship	Description	Size of activities (Baht)		The necessary and reasonable of activities and policy to set the price
		2012	2013	
Spouse of Mrs.Patama Wongtoythong	Warehouse rental	556,920	556,920	The location of warehouse is near the Bangkok office and the rental rate is lower than market rate.

The above connected transactions are reasonable, equitable and in line with an ordinary and usual course of the Company's business and / or supporting an ordinary and usual course of the Company's business and / or supporting an ordinary and usual course of the Company's business.

12. Financial Highlight

(Unit: Million Baht, except earnings per Share)

Financial Statements	2011	2012	2013
Cash and cash equivalents	128.48	44.95	181.75
Total current assets	1,416.77	1,660.58	856.71
Total assets	1,890.06	2,407.66	2,183.26
Total current liabilities	858.59	1,160.37	656.36
Total liabilities	879.13	1,173.32	675.06
Total shareholders' equity	1,010.93	1,234.34	1,508.19
Operation Results			
Total incomes	1,823.00	1,181.00	1,386.25
Revenues from the selling and rendering of services	1,266.70	1,153.93	1,352.19
Gross profit	94.33	243.10	238.12
Net income	29.29	136.68	121.27
Financial Ratio			
Current ratio (times)	1.65	1.43	1.31
Gross profit (%)	7.45	21.07	17.61
Net profit (%)	2.31	11.84	8.97
Return on equity (%)	3.31	12.17	8.84
Return on assets (%)	1.88	6.36	5.28
Assets turnover (times)	0.81	0.54	0.59
Total debts to equity ratio (times)	0.87	0.95	0.45
Interest Coverage Ratio	2.94	-13.16	139.78
Dividend per share (Baht)	-	0.05	0.05
Earnings per share* (Baht)	0.09	0.31	0.25
	Average 398,233,078 Shares	Average 449,659,723 Shares	Average 494,624,723 Shares

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

Remark * Baht per Share

13. Management Discussion and Analysis

Report of the Independent Certified Public Accountants

Solartron Public Company Limited (The Company) would like to report on Management's Discussion and Analysis of Financial Positions and Operating results for the year ended December 31, 2013 as follows:

1. The operating results and profitability

The Company operation results for the year ended on December 31, 2013 recorded the comprehensive net income of 121.27 million Baht decreasing in amount of 15.41 million baht or representing 11.27% from the same period last year in the comprehensive net income of 136.68 million Baht and the year End of 2013 Earnings per Share of 0.25 Baht due to the main reasons as follows:

1.1 Total Revenues

The Company had total revenues in year 2013 and 2012 amounting to 1,386.25 million Baht and 1,181.00 million Baht respectively which an increase of 205.25 million Baht, or increased by 17.38% The total revenues are divided to sales and other income as follows:

Total Revenues	Year 2013		Year 2012 (Restated)		Increase (Decrease)	
	Million Baht	%	Million Baht	%	Million Baht	%
Sales Revenues	1,352.19	97.54	1,153.94	97.71	198.25	17.18
-Revenue from sales of goods which installation service and construction of solar power plant	1,347.18	97.18	1,101.99	93.31	245.19	22.25
-Revenue from sales of goods	5.01	0.36	51.95	4.40	(46.94)	(90.35)
Other incomes	34.06	2.46	27.07	2.29	6.99	25.82
Total Revenues	1,386.25	100.00	1,181.00	100.00	205.25	17.38

1.1.1 Sales Revenues

In 2013, The Company had sales amounting to 1,352.19 million Baht; an increase amounted to 198.25 million Baht from year 2012, representing an increase of 17.18% which

was primarily due to the increase in revenues from percentage of construction completion as follows:

1. The Company has been completed of the revenue recognition of the Solar Power Plant 50 MW projects
 - i) Project Solar Power Plant Phase II 25 MW at Bumnetnarong, Chaiyaphum Province;
 - ii) Project Solar Power Plant Phase II 25 MW at BangPaHan, Ayutthaya Province.
2. The Company has been recognized revenue of the Solar Power Plant 50 MW projects Phase III as follows:
 - i) Project Solar Power Plant Phase III 12.5 MW at Prakhonchai, Buriram Province, Project amount 312.04 Million Baht, percentage of completion for year 2013 as 54.61%
 - ii) Project Solar Power Plant Phase III 12.5 MW at Nongkee, Buriram Province, Project amount 314.94 Million Baht, percentage of completion for year 2013 as 52.19%
 - iii) Project Solar Power Plant Phase III 25 MW at Kabinburi, Prachinburi Province, Project amount 619.29 Million Baht, percentage of completion for year 2013 as 30.00%

1.1.2 Other Incomes

In 2013, The Company had the other income of 34.06 million Baht increase equivalent 6.99 million Baht or 25.82% because of gain of exchange rate amount 9.32 million Baht.

1.2 Cost of sales and Selling and Administrative Expenses

Financial Statement	Year 2013		Year 2012 (Restated)		Increase(Decrease)	
	Million Baht	%	Million Baht	%	Million Baht	%
Sales Revenues	1,352.19	100.00	1,153.94	100.00	198.25	17.18
Cost of sales	1,114.07	82.39	910.83	78.93	203.24	22.31
Total Selling& Admin Expenses	117.60	8.70	91.87	7.96	25.73	28.01
- Selling Expenses	8.62	0.64	9.33	0.81	(0.71)	(7.61)
-Administrative Expenses	108.98	8.06	82.54	7.15	26.44	32.03

Cost of Sales

The Company had the cost of sales of 1,114.07 million Baht, an increases amount 203.24 million Baht or 22.31% from significantly increase of sales volume.

1.3 Selling and Administrative Expenses

The Company had selling and admin expenses of 117.60 million Baht which increased equivalent to 25.73 million Baht or 28.01% because of increasing in minimum wage and expenses from cell factory and module factory expense increase amount 26.44 million Baht or 32.03%.

Profit

Financial Statement	Year 2013		Year 2012 (Restated)		Increase(Decrease)	
	Million Baht	%	Million Baht	%	Million Baht	%
Sales Revenues	1,352.19	100.00	1,153.94	100.00	198.25	17.18
Cost of Sales	1,114.07	82.39	910.83	78.93	203.24	22.31
Gross Profit	238.12	17.61	243.11	21.07	(4.99)	(2.05)
Selling and Admin expenses	117.60	8.70	91.87	7.96	25.73	28.01
Operating Profit	154.58	11.65	178.31	15.45	(23.73)	(13.31)
Finance costs	3.03	0.22	4.36	0.38	(1.33)	(30.50)
Income Tax (expenses)	30.28	2.24	37.27	3.23	(6.99)	(18.76)
Net Profit for the year	121.27	8.97	136.68	11.84	(15.41)	(11.27)

1.4 Gross Profit

In 2013, The Company had Gross Profit amounted to 238.12 million Baht, a decrease of amount 4.99 million Baht or 2.05% and the year 2013 profit margin 17.61% comparing to the year 2012 profit margin 21.07%. Cost of the project increased from higher wages and the impact of severe flood at Kabinburi Solar Power Plant Project (Prachinburi) Therefore, cost of logistics and project management increased.

1.5 Operating Profit

In 2013, The Company had operating profit amounted of 154.58 million Baht, a decrease from year 2012 amount 23.73 million or 13.31% because of an increase of selling and admin.

1.6 Net Profit

Company's net profit for the year 2013 amount 121.27million Baht , a decrease from the year 2012of Baht 15.41million or a decrease of 11.27%as a result of increasing in selling and administrative expense for the year 2013around 117.60million Baht from the increase of minimum wage, number of employee, improvement of factory, preparation of solar rooftop project and start the production of Cell Factory and expansion of Module Factory.

1.7 Return on shareholders' equity.

The return on equity (ROE) in year2013 is 8.71%, which decreased from 12.17% in 2012 due to the decrease of net profit.

2. Ability to manage assets.

2.1 Asset Component

Table compares the statement of financial position for the year 2013 and 2012.

Financial Statement	Year 2013		Year 2012	
	Million Baht	%	Million Baht	%
Cash and Cash equivalents	181.75	8%	44.95	2%
Temporary Investment	17.17	0%	-	-
Trade accounts and other receivable-net	232.93	11%	462.75	19%
Unbilled receivables	252.72	12%	169.95	7%
Retention receivable	2.95	0%	8.39	0%
Claim receivables from insurance company	-	0%	690.51	29%
Inventories-net	118.90	5%	103.27	4%
Advance payment for machinery and equipment	5.59	0%	124.73	5%
Other current assets	44.70	2%	56.04	2%
Total current assets	856.71	39%	1,660.58	69%
Deposits at banks held on collateral	111.12	5%	134.66	6%
Property, plant and equipment - net	1,203.14	55%	601.80	25%
Intangible assets - net	9.83	0%	9.34	0%

Deferred tax assets - net	1.74	0%	0.57	0%
Other non – current assets	0.71	0%	0.70	0%
Total non – current assets	1,326.54	61%	747.08	31%
Total Assets	2,183.26	100%	2,407.66	100%

2.2 Asset Quality

Year 2013, The Company has total assets of 2,183.26million Baht, a decrease from year 2012of 224.41million Baht, or 9.32% from the decrease in Trade accounts and other receivable in year 2013.

3. Adequacy of liquidity and capitalization

3.1 Liquidity

Components of cash flows:

Table compares cash flows for the year 2013 and 2012

Unit: Million Baht

Statement of Cash Flows	December 31, 2013	December 31, 2012
Net cash provided by(used in) operating activities	371.95	(60.77)
Net cash provided by(used in) investing activities	(374.54)	(186.04)
Net cash provided by(used in) financing activities	139.39	163.28
Net increase(decrease) in cash and cash equivalents	136.80	(83.53)
Cash and cash equivalents at beginning of the period	44.95	128.49
Cash and cash equivalents at end of the period	181.75	44.95

Year 2013, The Company's net cash flow provided by(used in) operating activities increased as 371.95 million Baht, year 2012 decreased as (60.77) million Baht due to decrease in operating liabilities, provision for flood damages 551.96 million Baht.

Net Cash flow provided by (used in) investing activities decreased as 374.54 million Baht, year 2012 decreased as 186.04 million Baht, as the company has invested in new machinery and equipment for Cell Factory 70 MW and modification of Module Factory from 30 MW to 70 MW

Net Cash flow provided by (used in) financing activities increased as 139.39million Baht, year 2012 increased as 163.28million Baht due to cash receipt of increased capital as 180.21 million Baht.

The company's operating, investing and financing cash flows for the year 2013 effect net increase in cash and cash equivalents of 136.80million Baht to 44.95 million Baht in cash at beginning of period. Cash at end of period were 181.75million Baht.

3.2 Liquidity Ratio

Year 2013, The Company's current ratio decreased from 1.31 to 1.43 times due to increasing in trade accounts and other payable.

3.3 Ability to repay short-term debt.

Year 2013, The Company's current liabilities amounted to 656.36 million Baht, while current asset of 856.71 million Baht. The Company was able to repay all short-term debts.

4. Expenditure

Year 2013, Investment expenditure, the company has invested a total of 1,104 million Baht, divided as follows:

1. 70MW Solar Cell Factory with a total investment of 953 million Baht consisting of 90 million baht for building, 863 million baht for machinery and equipment.
2. Expand sign of Module Factory from 30 MW to 70MW with a total investment of 151million baht consisting of 48million baht for building improvement and 103million baht for machinery and equipment.

5. Source of funds.

5.1 Capital Structure

Year 2013, Liabilities increased as 675.06 million Baht and year 2012 as 1,173.32 million Baht, representing an decrease rate of 498.26 million Baht or 42.46%, resulting in a debt to equity (D/E) is 0.44 times while the previous year's level of 0.95 times for the period. The company still has a strong financial structure.

5.2 Shareholders

Year 2013, The Company's shareholders, an increase of 1,508.19 million Baht to 1,234.34 million Baht, increase 273.85 million Baht or 22.19% due to the capital increase and a net profit increase.

5.3 Liabilities

Year 2013, The Company has total liabilities of 675.06 million Baht, the year 2012 total liabilities of 1,173.32 million Baht decreased as 498.26million Baht or 42.46% by provision for flood damages decreased as 551.96million baht.

6. Factors or events that could affect the financial position or operations in the future.

6.1 Exchange Rate

If the baht against the U.S. Dollar, Euro and Yen remains strong (weak) continuously, it will result in the company's sales and cost reduction (increase) and loss (gain) on foreign exchange significantly to net profit.

Solartron Public Company Limited

Annual financial statements

And

Audit Report of Certified Public Accountant

For the years ended

31 December 2013 and 2012

INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF
SOLARTRON PUBLIC COMPANY LIMITED

I have audited the accompanying financial statements of SOLARTRON PUBLIC COMPANY LIMITED, which comprise the statements of financial position as at December 31, 2013, statement of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

My responsibility is to express an opinion on these financial statements based on my audit. I conducted my audit in accordance with 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.

INDEPENDENT AUDITOR'S REPORT

Opinion

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of SOLARTRON PUBLIC COMPANY LIMITED as at December 31, 2013, and its financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Emphasis of matter

I draw attention to Notes 3 and 4 to the financial statements regarding the change in accounting policy resulting from the adoption of Thai Accounting Standard 12, "Income Tax" and Note 5 to the financial statements regarding the change in accounting policy of the inventory valuation from the specific method to the weighted - average method. My opinion is not qualified in respect of this matter.



(Miss Chaovana Viwatpanachati)

Certified Public Accountant (Thailand) No. 4712

OFFICE OF PITISEVI CO.,LTD.
8/4 Floor 1st, 3rd Soi Viphavadee Rangsit 44
Chatuchak, Bangkok
February 28, 2014

SOLARTRON PUBLIC COMPANY LIMITED

STATEMENT OF FINANCIAL POSITION

AS AT DECEMBER 31, 2013

		Unit : Baht		
		December 31,	December 31,	January 1,
		2013	2012	2012
<u>ASSETS</u>	Note		(Restated)	(Restated)
CURRENT ASSETS				
Cash and cash equivalents	8	181,750,955	44,951,781	128,485,931
Temporary investments		17,173,493	-	-
Trade accounts and other receivable - net	9	232,931,836	462,750,039	283,275,817
Unbilled receivables	10	252,720,943	169,945,082	3,867,160
Retention receivable		2,953,164	8,389,800	53,398,564
Claim receivables from insurance company	11	-	690,513,747	554,758,673
Inventories - net	12	118,898,229	103,267,264	110,387,408
Advance payment for machinery and equipment		5,586,240	124,726,523	263,100,000
Other current assets		44,699,384	56,040,208	19,500,905
Total current assets		856,714,244	1,660,584,444	1,416,774,458
NON - CURRENT ASSETS				
Deposits at banks held on collateral	13	111,120,328	134,662,560	59,739,965
Property, plant and equipment - net	14	1,203,142,124	601,802,666	251,784,439
Intangible assets - net	15	9,830,921	9,342,313	4,739,074
Deferred tax assets - net	16	1,737,270	573,874	32,503,008
Other non - current assets		710,573	695,435	124,516,507
Total non - current assets		1,326,541,216	747,076,848	473,282,993
TOTAL ASSETS		2,183,255,460	2,407,661,292	1,890,057,451

SOLARTRON PUBLIC COMPANY LIMITED
STATEMENT OF FINANCIAL POSITION (Con't)
AS AT DECEMBER 31, 2013

		Unit : Baht		
		December 31,	December 31,	January 1,
		2013	2012	2012
<u>LIABILITIES AND SHAREHOLDERS' EQUITY</u>	Note		(Restated)	(Restated)
CURRENT LIABILITIES				
Bank overdrafts and short - term loans				
from financial institutions	17	170,237,803	183,669,426	91,757,401
Trade accounts and other payable	18	451,397,219	361,064,319	167,627,769
Current portion of hire - purchase contracts	19	4,235,673	2,658,992	1,159,401
Construction revenue received in advance	10	2,812,202	17,647,120	44,429,204
Provision for flood damages		-	15,191,561	536,391,209
Amount due to consortium counterparty	11	-	551,964,885	-
Current portion of employee benefit obligation	20	132,800	-	-
Accrued income tax		8,179,061	-	-
Other current liabilities		19,361,629	28,175,868	17,222,236
Total current liabilities		<u>656,356,387</u>	<u>1,160,372,171</u>	<u>858,587,220</u>
NON - CURRENT LIABILITIES				
Liabilities under hire - purchase contracts - net	19	8,346,770	6,767,923	2,511,213
Convertible debentures		-	-	13,570,650
Employee benefit obligation - net		10,361,562	6,179,379	4,458,800
Total non - current liabilities	20	<u>18,708,332</u>	<u>12,947,302</u>	<u>20,540,663</u>
TOTAL LIABILITIES		<u>675,064,719</u>	<u>1,173,319,473</u>	<u>879,127,883</u>

SOLARTRON PUBLIC COMPANY LIMITED
STATEMENT OF FINANCIAL POSITION (Con't)
AS AT DECEMBER 31, 2013

		Unit: Baht		
		December 31, 2013	December 31, 2012 (Restated)	January 1, 2012 (Restated)
LIABILITIES AND SHAREHOLDERS' EQUITY (Con't)		Note		
SHAREHOLDERS' EQUITY				
Share capital	21			
Authorized share capital				
791,397,723 common shares of Baht 1.- each		791,397,723	719,452,723	450,000,000
Issued and paid - up share capital				
494,624,723 common shares of Baht 1.- each				
(31 December 2012: 449,659,723 common shares				
of Baht 1.- each)		494,624,723	449,659,723	398,233,078
Premium on share capital	21	676,168,704	540,927,097	505,617,325
Retained earnings				
Appropriated				
Legal reserve	22	48,243,054	39,677,192	39,677,192
Unappropriated		265,988,061	178,741,781	39,896,120
Other components of shareholders' equity		23,166,199	25,336,026	27,505,853
Total shareholders' equity		1,508,190,741	1,234,341,819	1,010,929,568
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		2,183,255,460	2,407,661,292	1,890,057,451

SOLARTRON PUBLIC COMPANY LIMITED
STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31, 2013

		Unit : Baht	
		2013	2012
			(Restated)
	Note	2013	2012
REVENUES			
Revenue from sales of goods which installation services and construction of solar power plants		1,347,184,929	1,101,993,302
Revenue from sales of goods		5,003,409	51,942,341
Other incomes		34,064,167	27,068,088
Total revenues		1,386,252,505	1,181,003,731
EXPENSES			
Revenue from sales of goods which installation services and construction of solar power plants		1,111,302,020	862,819,144
Cost of sales - goods		2,768,001	48,011,381
Selling expenses		8,618,276	9,328,058
Administrative expenses	7	108,981,320	82,539,050
Total expenses		1,231,669,617	1,002,697,633
PROFIT BEFORE FINANCE COST AND INCOME TAX		154,582,888	178,306,098
Finance costs		(3,030,581)	(4,361,251)
PROFIT BEFORE INCOME TAX		151,552,307	173,944,847
Income tax expenses	4, 16	(30,282,299)	(37,269,013)
NET PROFIT FOR THE YEAR		121,270,008	136,675,834
Other comprehensive income			
Actuarial loss	16	(1,874,232)	-
COMPREHENSIVE INCOME FOR THE YEAR		119,395,776	136,675,834
Basic earnings per share (Baht : share)	24	<u>0.25</u>	<u>0.31</u>

SOLARTRON PUBLIC COMPANY LIMITED
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2013

		Unit : Baht					
		Issued and paid - up share capital	Premium on share capital	Retained earnings		Other components of equity	Total
	Note			Appropriated Legal reserve	Unappropriated	Surplus on revaluation of fixed assets	
Balance as at January 1, 2012 (Before adjustment)		398,233,078	505,617,325	39,677,192	516,649	34,382,316	978,426,560
Cumulative effect of change in accounting policy for deferred tax	4	-	-	-	39,379,471	(6,876,463)	32,503,008
Balance as at January 1, 2012 (After adjustment)		398,233,078	505,617,325	39,677,192	39,896,120	27,505,853	1,010,929,568
Capital increase during the year		51,426,645	35,309,772	-	-	-	86,736,417
Transfer of surplus on revaluation of assets		-	-	-	2,169,827	(2,169,827)	-
Comprehensive income for the year		-	-	-	136,675,834	-	136,675,834
Balance as at December 31, 2012		449,659,723	540,927,097	39,677,192	178,741,781	25,336,026	1,234,341,819
Balance as at January 1, 2013 (Before adjustment)		449,659,723	540,927,097	39,677,192	171,833,900	31,670,033	1,233,767,945
Cumulative effect of change in accounting policy for deferred tax	4	-	-	-	6,907,881	(6,334,007)	573,874
Balance as at January 1, 2013 (After adjustment)		449,659,723	540,927,097	39,677,192	178,741,781	25,336,026	1,234,341,819
Cumulative effect of change in accounting policy for valuation of inventory	5	-	-	-	(1,032,010)	-	(1,032,010)
Capital increase during the year	21	44,965,000	135,241,607	-	-	-	180,206,607
Legal reserve	22	-	-	8,565,862	(8,565,862)	-	-
Dividend paid	23	-	-	-	(24,721,451)	-	(24,721,451)
Transfer of surplus on revaluation of assets		-	-	-	2,169,827	(2,169,827)	-
Comprehensive income for the year		-	-	-	119,395,776	-	119,395,776
Balance as at December 31, 2013		494,624,723	676,168,704	48,243,054	265,988,061	23,166,199	1,508,190,741

SOLARTRON PUBLIC COMPANY LIMITED
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2013

	Note	Unit : Baht	
		2013	2012 (Restated)
CASH FLOWS FROM OPERATING ACTIVITIES			
Net profit before tax		151,552,307	173,944,847
Reconciliations of net profit to net cash provided by (used in) operating activities:			
Depreciation and amortization expenses	14, 15	21,656,123	14,721,575
Doubtful accounts	9	315,682	4,945,401
Reversal of allowances for doubtful accounts	9	(1,314,266)	(10,918)
Reversal of provision for flood damages		(15,191,561)	(15,389,111)
Allowances for diminution in value of inventories		-	126,865
Reversal of allowances for diminution in value of inventories	12	(1,050,477)	(366,654)
Withholding income tax deducted at source written off		-	2,546,073
Adjustment beginning inventories of retained earnings		(1,032,010)	-
Employee retirement benefit		1,972,193	1,720,579
Loss (Gain) from disposal of machinery and equipment		(598,128)	(710,401)
Written - off fixed asset		126,587	784,405
Unrealized loss (gain) on foreign exchange rate		10,368,941	402,337
Interest expenses		3,030,581	4,361,251
Gain from operating activities before changes in operating assets and liabilities		169,835,972	187,076,249
Decrease (Increase) in operating assets:-			
Trade accounts and other receivable		231,181,872	(184,441,067)
Unbilled receivable		(82,775,861)	(166,077,922)
Retention receivable		5,436,635	45,008,764
Claim receivables from insurance company	11	690,513,748	(135,756,275)
Inventories		(14,455,208)	7,359,933
Other current assets		14,106,056	(47,095,251)
Other non - current assets		(15,138)	3,894,549

SOLARTRON PUBLIC COMPANY LIMITED
STATEMENT OF CASH FLOWS (Con't)
FOR THE YEAR ENDED DECEMBER 31, 2013

		Unit : Baht	
	Note	2013	2012 (Restated)
CASH FLOWS FROM OPERATING ACTIVITIES (Con't)			
Increase (Decrease) in operating liabilities:-			
Trade accounts and other payable		(40,435,828)	193,066,575
Construction revenue received in advance		(14,834,918)	(19,227,005)
Provision for flood damages		-	(505,809,337)
Amount due to counterparty under consortium		(551,964,885)	551,964,885
Other current liabilities		(8,814,240)	10,952,562
Cash provided by (used in) operating activities		397,778,205	(59,083,340)
Interest paid		(3,030,581)	(4,361,251)
Income tax refunded (paid)		(22,798,075)	2,671,066
Net cash provided by (used in) operating activities		371,949,549	(60,773,525)
CASH FLOWS FROM INVESTING ACTIVITIES			
Temporary investments increase		(17,173,493)	-
Deposits at banks held on collateral increase (decrease)		23,542,232	(74,922,595)
Acquisition of property, plant and equipment	14	(374,561,986)	(26,390,190)
Advance payment for machinery and equipment		(5,586,240)	(80,380,000)
Acquisition of intangible assets		(1,363,561)	(5,062,040)
Proceeds from disposal of property, plant and equipment		598,131	715,186
Net cash provided by (used in) investing activities		(374,544,917)	(186,039,639)
CASH FLOWS FROM FINANCING ACTIVITIES			
Increase in bank overdrafts and short - term loans from financial institutions		(13,431,623)	91,912,025
Repayments of hire-purchase contracts		(2,658,991)	(1,798,778)
Cash received from issuance of convertible debentures		-	84,000,000
Cash paid for convertible debenture issuance expenses		-	(6,863,583)
Repayments of convertible debentures to debentureholder		-	(3,970,650)
Cash receipt of increased capital	21	180,206,607	-
Dividend paid	23	(24,721,451)	-
Net cash provided by (used in) financing activities		139,394,542	163,279,014

SOLARTRON PUBLIC COMPANY LIMITED
STATEMENT OF CASH FLOWS (Con't)
FOR THE YEAR ENDED DECEMBER 31, 2013

	Unit : Baht	
	2013	2012
Note		(Restated)
Net increase (decrease) in cash and cash equivalents	136,799,174	(83,534,150)
Cash and cash equivalents at beginning of the year	44,951,781	128,485,931
Cash and cash equivalents at end of the year	181,750,955	44,951,781

SUPPLEMENTAL DISCLOSURES OF CASH FLOWS INFORMATION

1. Non - cash items

Purchase of assets on credit	14	117,269,470	-
Purchase of assets on hire - purchase contracts	14	5,814,519	7,555,079
Transferring of equipment to inventory	14	125,280	-
Transferring of advance payment to property, plant and equipment	14	124,726,523	338,680,000
Transferring of advance payments for raw materials and deferred charges to advance payment for machinery and equipment		-	119,926,523
Increase of ordinary share as a result of conversion of convertible debentures		-	51,426,645
Increase of premium on share capital as a result of conversion of convertible debenture		-	42,173,355

2. Unutilized credit facilities for future working capital		173,837,797	206,330,574
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SOLARTRON PUBLIC COMPANY LIMITED**NOTES TO THE FINANCIAL STATEMENTS****AS AT DECEMBER 31, 2013****1. GENERAL INFORMATION**

The Company was incorporated as a limited company in Thailand on November 12, 1986 and registered to be a public company limited under the Limited Public Company Act B.E. 2535 with the Department of Business Development on September 24, 2004. The Company's head office is located at 1000/65,66,67, P.B.Tower 16th Floor, Soi Sukhumvit 71, Sukhumvit Road, North Klongton, Wattana, Bangkok and has a branch located at 88/8 Moo 10, Nong Nam Daeng, Pak Chong Nakornratchasima. The Company is engaging in assembly, selling and installation of solar-cell systems and related equipment and construction of solar power plant.

2. BASIS OF PREPARATION OF INTERIM FINANCIAL STATEMENTS

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

The financial statements have been prepared in accordance with Thai Financial Reporting Standards under the Accounting Act B.E. 2543 (2000) being those Thai Accounting Standards issued under the Accounting Profession Act B.E. 2547 (2004) including related interpretations and guidelines promulgated by the Federation of Accounting Professions under The Royal Patronage of His Majesty the King ("FAP") and the financial reporting requirements of the Securities and Exchange Commission under the Securities and Exchange Act B.E. 2535 (1992).

The financial statements has been presented in accordance with Thai Accounting standard No. 1 (Revised 2009) subject : "Presentation of Financial Statements" and the requirements of The Department of Business Development announcement subject : "The mandatory items, have to be presented in the financial statements, B.E. 2554" dated September 28, 2011 under the Accounting Act B.E. 2543 The financial statements are presented in Thai Baht, which is the Company's functional currency unless otherwise stated.

3. ADOPTION OF NEW ACCOUNTING STANDARDS

3.1 Adoption of new accounting standards effective in the current year In current year, the Company have applied revised and newly issued Thai Accounting Standards (TAS), Thai Financial Reporting Standard (TFRS), Interpretations (SIC) and Accounting Treatment Guidance as announced by the Federation of Accounting Professions as follows:-

Thai Accounting Standards

TAS 12	Income Taxes
TAS 20 (revised 2009)	Accounting for Government Grants and Disclosure of Government Assistance
TAS 21 (revised 2009)	The Effects of Changes in Foreign Exchange Rates Thai Financial Reporting Standard

Thai Financial Reporting Standard

TFRS 8	Operating Segments
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Interpretations

SIC 10	The Effects of Changes in Foreign Exchange Rates Thai Financial Reporting Standard
SIC 21	Income Taxes - Recovery of Revalued Non - Depreciable Assets
SIC 25	Income Taxes - Changes in the Tax Status of an Entity or its Shareholders

Accounting Treatment Guidance for Transfers of Financial Assets

The above-mentioned Thai Accounting Standards (TAS), Thai Financial Reporting Standard (TFRS), Interpretations (SIC) and Accounting Treatment Guidance do not have any significant impact on the Company's financial statements in this year of initial application except the following accounting standards and Thai Financial Reporting Standard which the Company have applied the standard from January 1, 2013 consist of.-

TAS 12

This accounting standard requires an entity to identify temporary differences arising from differences between the carrying amount of an asset or liability in the accounting records and its tax base, and to recognize deferred tax assets and liabilities under the stipulated guidelines. In current period, the Company have changed this accounting policy and restated the prior year's financial statements, presented as comparative information, though the Company had initially recognized the tax effects as deferred tax assets or liabilities. The cumulative effect of first adoption of new accounting standard as disclosed in Note 4 to the financial statements.

TFRS 8

This accounting standard requires a 'management approach', under which segment information is presented on the same basis as that used for internal reporting purposes but it appears likely that the number of reportable segments, as well as the manner in which the segments are reported, will change in a manner that is consistent with the internal reporting provided to the chief operating decision-maker. The change in policy only impacts presentational aspects and has no impact on the Company reported assets, liabilities, results or earnings per share.

The Company consider its reportable segments to be the major lines of business, there is significant change to the information previously reported as disclosed in Note 26 to the financial statement.

3.2 New Thai accounting standards announce during the year not yet adopted

The Federation of Accounting Professions has issued Notification regarding the revised and newly Thai Financial Reporting Standard (TFRS) and Interpretations (TFRIC) which was announced and these have published in the Royal Gazette and which will become effective for the financial statements for the fiscal years beginning on or after January 1, 2014 and 2016. The Company has not applied such standards before the effective period as follows:-

3.2.1 Effective for the financial statements for fiscal years beginning on or after January 1, 2014

Thai Accounting Standards

TAS 1 (revised 2012)	Presentation of Financial Statements
TAS 7 (revised 2012)	Statement of Cash Flows
TAS 12 (revised 2012)	Income Taxes
TAS 17 (revised 2012)	Leases
TAS 18 (revised 2012)	Revenue
TAS 19 (revised 2012)	Employee Benefits
TAS 21 (revised 2012)	The Effects of Changes in Foreign Exchange Rate
TAS 24 (revised 2012)	Related Party Disclosures
TAS 28 (revised 2012)	Investments in Associates
TAS 31 (revised 2012)	Interests in Joint Venture
TAS 34 (revised 2012)	Interim Financial Reporting
TAS 38 (revised 2012)	Intangible assets

Thai Accounting Standards

TFRS 2 (revised 2012)	Share-Based Payments
TFRS 3 (revised 2012)	Business Combinations
TFRS 5 (revised 2012)	Non-current Assets Held for Sale and Discontinued Operations
TFRS 8 (revised 2012)	Operating Segments

Thai Financial Reporting Standard

SIC 15	Operating Leases – Incentives
SIC 27	Evaluating the Substance of Transactions in the Legal of a Lease
SIC 29	Service Concession Arrangements: Disclosures
SIC 32	Intangible Assets – Web Site Costs

Interpretations

TFRIC 1	Changes in Existing Decommissioning, Restoration and Similar Liabilities
TFRIC 4	Determining whether an Arrangement contains a Lease
TFRIC 5	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
TFRIC 7	Applying the Restatement Approach under TAS 29 Financial Reporting in Hyperinflationary Economies
TFRIC 10	Interim Financial Reporting and Impairment
TFRIC 12	Service Concession Arrangements

TFRIC 13	Customer Loyalty Programmes
TFRIC 17	Distributions of Non - cash Assets to Owners
TFRIC 18	Transfers of Assets from Customers

3.2.2 Effective for the financial statements for fiscal years beginning on or after January 1, 2016

Thai Financial Reporting Standard

TFRIC 4	Insurance Contracts
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The management of the Company are still evaluating the effect of these 31 Thai Accounting Standards (TAS), Thai Financial Reporting Standard (TFRS) and Interpretations (SIC and TFRIC) and has not been able to reach a conclusion as to their effect to the financial statements for the year in which they are applied except the following standards :

TAS 1 (Revise 2012)

This accounting standard clarifies that conversion features that are at the holder's discretion do not impact the classification of the liability component of the convertible instrument. TAS 1 also explains that, each component of equity, an entity may present the breakdown of other comprehensive income either in the statement of changes in equity or in the notes to the financial statements. This standard has no impact to the Company.

TAS 7 (Revise 2012)

This accounting standard clarifies that only expenditures that result in a recognized asset in the statement of financial position are eligible for classification as investing activities. This standard has no impact to the Company.

TAS 12 (Revise 2012)

This accounting standard amends an exception to the existing principle for the measurement of deferred tax assets or liabilities on investment property measured at fair value. TAS 12 currently requires an entity to measure the deferred tax relating to an asset depending on whether the entity expects to recover carrying amount of the asset through use or sale. This amendment therefore adds the rebuttable presumption that the carrying amount of an investment property measured at fair value is entirely recovered through sale. As the result of the amendment, TSIC 21 - Income tax - recovery of revalued non -

depreciable assets is incorporated into TAS 12 (revised 2012). This standard has no impact to the Company.

TAS 18 (Revise 2012)

This accounting standard removes the appendix to TAS 18. This standard has no impact to the Company.

TAS 19 (Revise 2012)

This accounting standard deletes the transition provisions of the current TAS 19. This standard has no impact to the Company.

TAS 24 (Revise 2012)

This accounting standard removes the requirement for government - related entities to disclose details of all transactions with the government and other government - related entities. It also clarifies and simplifies the definition of related parties. This standard has no impact to the Company.

TAS 34 (Revise 2012)

This accounting standard emphasizes the existing disclosure principles for significant events and transactions. Additional requirements cover disclosure of changes in fair value measurements (if significant), and the need to update relevant information from the most recent annual report. This standard has no impact to the Company.

TFRS 8 (Revise 2012)

This financial reporting standard clarifies that an entity is required to disclose a measure of segment assets only if the measure is regularly reported to the chief operating decision - maker. This standard has no impact to the Company.

4. EFFECT FROM FIRST TIME ADOPTION OF FINANCIAL REPORTING STANDARD

From January 1, 2013, the Company has adopted revised and newly accounting standard as disclosed Note 3.1 to the financial statement. The cumulative effect of the change in the accounting policy has been separately presented in the statements of changes in shareholders' equity.

The amounts of adjustments affecting the statements of financial position and the statements of comprehensive income are summarized as follows:

Adjustment of financial statements

	Unit : Baht		
	As at December 31, 2013	As at December 31, 2012 (Restated)	As at January 1, 2012 (Restated)
Statement of financial position			
Deferred tax assets increase	7,528,821	6,907,881	39,379,471
Deferred tax liabilities increase	(5,791,551)	(6,334,007)	(6,871,463)
Deferred tax assets - net increase	1,737,270	573,874	32,508,008
Retained earnings - Unappropriated increase	7,528,821	6,907,881	39,379,471

	Unit : Baht	
	2013	2012 (Restated)
Statement of comprehensive income		
expenses tax increase (decrease)	(694,837)	31,929,133
Net income for the year increase (decrease)	694,837	(31,929,133)
Basic earnings per share increase (decrease)	<u>0.00</u>	<u>(0.07)</u>

5. CHANGE IN ACCOUNTING POLICY

In the year 2013, the Company has changed its inventory, type of steel plate, cost method from specific identification of cost to the weighted - average formula to be inconsistent and more appropriate to the Company's operation.

It is impracticable for the Company to determine the effect of changing the accounting policy on information of the period ended December 31, 2012, the Company, therefore, applies the new accounting policy to the carrying amounts of inventories as at the beginning of the current period and has made a corresponding adjustment to the opening balance of retained earnings of the periods amounting to Baht 1.03 million which is separately presented in the statement of changes in shareholders' equity.

6. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial statements are prepared on the historical cost basis in measuring the value of the component of financial statements except as described in the each following accounting policies.

The accounting policies set out below have been applied consistently to all periods presented in these financial statements except a new accounting policy for the year 2013 as a result of the first adoption of revised and newly accounting standard including income taxes and operating segments.

6.1 Recognition of revenues

Revenue is recognized when it is probable that the economic benefits associated with the transaction will flow to the enterprise and the amount of the revenue can be measured reliably.

6.1.1 Revenue from construction of solar power plant and long - term sales of goods with installation service

Revenue from long - term construction of solar power plant and installation service is recognized by the percentage of completion method which is based on comparison of actual construction costs incurred up to the end of the year and total anticipated total construction costs to be incurred to complete the project. The revenue recognized but not yet due per contract is presented as "Receivable not yet billed" under Current Liabilities.

6.1.2 Revenue from short - term sales of goods with installation service

Revenue from short - term sales of goods with installation service is recognized when the installation is completed, the customer has accepted the installation service and sales invoices has been issued to the customer.

6.2 Cash and cash equivalents

Cash and cash equivalent consist of cash on hand, bank deposits, and all highly liquid investments with financial institution with an original maturities of 3 months or less, which are not restricted to any use and including call notes receivable and term notes receivable maturing within 3 months or less and not subject to withdrawal restrictions.

Time deposits with maturity exceed three-month period but less than twelve-month period are recorded as current investment (if any).

Cash at bank that have restricted in use are presented separately as "Deposits at bank held as collateral" under non-current assets in the statement of financial position.

6.3 Trade and other receivables and allowance of doubtful account

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

and its current financial position.

6.4 Inventories

The Company value its inventories at the lower of cost or net realizable value with the net of allowance for loss on obsolete inventories, cost are using weighted average method.

Comprises all costs of purchase, costs of conversion and other cost incurred in bringing the inventories to their present location and condition. In the case of manufactured inventories and work - in - progress, cost includes an appropriate share of labor and overhead based on normal operating capacity.

6.5 Property, plant and equipment and depreciation

Property is presented at cost amount, plant and equipment are presented at cost less from accumulated depreciation and net allowance for impairment loss. However, the Company chose to presented the value of land and improvement, building and improvement, machinery and equipment plant at revalued amounts. The revalued amount is the fair value determined on the basis of the property's existing use at the date of revaluation less any subsequent accumulated depreciation and impairment losses. Revaluations are performed by independent professional values with sufficient regularity to ensure that the carrying amount of these assets does not differ materially from that which would be determined using fair values the reporting date.

Any increase in value, on revaluation, is recognized in other comprehensive income and presented in the revaluation reserve in equity unless it offsets a previous decrease in value recognized in profit or loss in respect of the same asset. A decrease in value is recognized in profit or loss to the extent it exceeds an increases previously recognized in other comprehensive income in respect of the same asset. The revaluation surplus is utilized by reference to the difference between depreciation bases on the revalued carrying amount of the and depreciation based on the asset's original cost and transferred directly to retained earnings. Upon disposal of a revalued asset, any remaining related revaluation surplus is transferred directly to retained earnings and is not taken into account in calculating the gain or loss on disposal.

When parts of an item of land, premises and equipment have different useful lives, they are accounted for as separate items (major components) of lands, premises and equipment.

Expenditure for additions, renewals and betterment are capitalized. Repair and maintenance costs are recognized as expenses when incurred.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset (calculated as difference between the net disposal proceeds and the carrying amount of the asset) is included in

profit or losses when the asset is derecognized.

The Company depreciate their cost, after deducting residual value by the straight - line method over the assets useful live at the following rates:-

Land improvement	5, 10, 20 years
Buildings and improvement	5 - 25 years
Machinery and equipment plant	20 years
Furniture, fixture, office equipment	5 years
Vehicles	5 years

No depreciation is provided for land and provided on assets under construction and installation.

6.6 Borrowing cost

Borrowing cost directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective assets. All other borrowing costs are treated as expenses in the period these are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of the Company.

6.7 Intangible asset and amortization

Intangible assets that are acquired by the Company and have finite useful lives are presented at historical cost net of accumulated amortization and net allowance for impairment (if any).

Intangible assets with finite lives are amortized on a systematic basis by the straight-line method, over the economic useful live and tested for impairment whenever there is an indication that the intangible asset may be impaired.

The amortingation of intangible assets are based on their economy in useful lifes as follows:

Software Computer	5 years
Certificates	25 years

6.8 Employee benefits

6.8.1 Short - term employee benefits

Short-term employee benefit obligations, which include salary, wages, bonuses, contributions to the social security fund and provident fund, are measured on an undiscounted basis and are recognized expenses when incurred.

6.8.2 Defined contribution plan

Obligations for contribution to provident fund are recognized as an expense in profit statement of income as incurred.

The liability of retirement benefit is recognized in the statement of financial position using the present value of the obligation at the reporting date and past service costs. The retirement benefit is calculated annually by an independent actuary using the projected unit credit method. The present value of the benefit obligations is determined by discounting the estimated future cash outflows using interest rates of referred government bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating to the terms of the related retirement liability. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited in income or loss.

The defined benefits liability comprises the present value of the defined benefit obligation less unrecognized past service cost and unrecognized actuarial gains or losses.

6.9 Provision

A provision is recognized in the statement of financial position when the Company have a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

6.10 Foreign currencies transaction

Transactions in foreign currencies are converted into Baht at the rates of exchange on the transactions date. Monetary assets and liabilities denominated in foreign currencies at the reporting date are converted into Baht at the exchange rate on that date. Gain or loss on exchange rates are recognized as income or expense for the reporting period.

6.11 Income tax

The tax expense for the year comprises current and deferred tax. Tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity.

In this case the tax is also recognized in other comprehensive income or directly in equity, respectively.

Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of reporting period in the countries where the Company operate and generate taxable. Income Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax

Deferred income tax is recognized, using the liability method, on temporary differences arising from differences between the tax base of assets and liabilities and their carrying amounts in the financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized. Deferred income tax is provided on temporary differences except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable where there is an intention to settle the balances on a net basis.

At each reporting date, the Company review and reduce the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

The Company records deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

6.12 Earnings per share

Basic earnings per share is calculated by dividing the net profit for the year by the weighted average number of common shares issued and paid-up during the year.

6.13 Related party transactions

Related parties comprise enterprises and individuals that control, or are controlled by, the Company, whether directly or indirectly, or which are under common control with the Company including holding companies, subsidiaries and fellow subsidiaries are related parties of the Company. Associates and individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the over the enterprise, key management personnel, including directors and officers of the Company and close members of the family of these individuals and companies associated with these individuals also constitute related parties.

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

In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

6.14 Impairment of assets

The Company assess at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an assets is required, the Company estimates the asset's recoverable amount.

The recoverable amount of assets is the greater of the asset's value in use and fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognized in profit or loss.

For assets other than goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased.

If such indication exist, the Company estimate the asset's recoverable amount in which case an impairment loss recognized in prior periods for an asset other than goodwill shall be reversed.

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

6.15 Lease

Financial lease - Lessor

Lease which the Company transfer substantially all the risks and rewards of ownership are as finance leases. Amount due from leases under hire purchases and financial leases are recorded as receivables at the amount of the Company net investment in leases. Financial lease income is allocate to accounting periods to reflect a constant periodic rate of return on the Company net investment outstanding in respect of the leases.

Operating lease - Lessee

Lease of assets under which all the risks and rewards of ownership are effectively retained by the leaser are classified as operating leases. Lease payments under an operating lease are recognized as an expense over the lease term.

6.16 Segment reporting

Business segments provide products or services that are subject to risks and returns that are different from those of other business segments. Geographical segments provide products or services within a particular economic environment that is subject to risks and returns that are different from those of components operating in other economic environments.

Segment results that are reported to the Managing Director (the Chief Operating Decision Maker) include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise of mainly investments assets, land, premises and equipment and deferred tax assets.

6.17 Financial instruments

Financial assets carried on the statement of financial position include cash and cash equivalents, trade and other receivables and financial liabilities carried on the statement of financial position include bank overdraft overdraft and short - term loans from financial institutions trade, trade and other payable and

liabilities under hire - purchase contracts - net. The particular recognition methods adopted are disclosed in the individual policy statements associated with each item.

6.18 Significant accounting judgments and estimates

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

Significant accounting judgments and estimates are as follows:-

6.18.1 Recognition and derecognition of assets and liabilities

In considering whether to recognize or to derecognized assets or liabilities, the management is required to make judgment on whether significant risk and rewards of those assets or liabilities have been transferred, based on their best knowledge of the current events and arrangements.

6.18.2 Allowance for doubtful accounts

Allowance for doubtful accounts are intended to adjust the value of receivables for probable credit losses. The management uses judgment to establish reserves for estimated losses for each outstanding debtor. The allowances for doubtful accounts are determined through a combination of specific reviews, collection experience, and analysis of debtor aging, taking into account changes in the current economic conditions. However, the use of different estimates and assumptions could affect the amounts of allowances for receivable losses and adjustments to the allowances may therefore be required in the future.

6.18.3 Allowance for obsolescence and diminution

Allowance for obsolescence and diminution in value of inventories are intended to adjust the value of inventories for probable losses. The management uses judgment to establish allowances for estimated losses for each outstanding inventories. The allowances for obsolescence and diminution in value of inventories are determined through a combination of analysis of inventories aging.

6.18.4 Property plant and equipment and depreciation

In calculating depreciation on building and equipment, the management estimates useful lives and salvage values of the Company's and its subsidiaries building and equipment and reviews estimated lives and salvage values if there are any changes.

Fair value from revaluation is determined by independent valuation specialists using market approach. Management determined the assumptions and estimates for independent valuation specialists to use in determining fair value.

6.18.5 Estimation construction project costs

The Company estimates costs of construction project based on details of the blue prints, taking into account the volume and value of construction materials to be used in the project, labour cost and other miscellaneous cost to be incurred to complete to project. The Company takes into account the tendency of fluctuation in construction material, direct labour, and other costs. Estimates are reviewed consistently or whenever actual costs differ significantly from the figures used in the original estimate.

6.18.6 Impairment of assets

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

6.18.7 Deferred tax assets

Deferred tax assets are recognized in respect of temporary differences only to the extent that it is probable that taxable profit will be available against which these differences can be recognized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of estimate future taxable profits.

6.18.8 Provision for employee benefit

In providing retirement employee benefit, the management is required to use judgment to determine the probability that its employee will work until retired by considering the past information which will be revised annually. The assumptions applied in the annual calculation are based on cost of service in the past and terms of employment benefit.

6.18.9 Lease

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

7. TRANSACTIONS WITH PERSONS AND RELATED COMPANIES

The Company has certain transactions with its related companies. A partial of assets, liabilities, income and expenses are incurred from such related transactions. These companies are related through directorships as follows.-

	Relationship	Type of Business	Operation Location	Percentage of Holding (%)
Related company				
Fac Rent Co., Ltd.	Co-director' spouse	Warehouse rental	Thailand	-

The significant transactions with related companies are as follows:

	Unit : Baht	
	2013	2012
Related company		
Warehouse rental fee	556,920	556,920

Management's benefit expenses

The Company had salaries, bonus, meeting allowances, contributions to the social security fund, provident funds, other welfare and post-employment benefits to their directors and management recognized as follows :

	Unit : Baht	
	2013	2012
Short - term benefits	22,413,312	23,622,291
Post - employment benefits	813,496	653,823
Total	23,226,808	24,276,114

8. CASH AND CASH EQUIVALENTS

Cash and cash equivalents consist of :-

Cash and cash equivalents consist of :-

	Interest rate (per annum)	Unit : Baht	
		2013	2012
Cash in hand		362,185	353,528
Cash at bank - Current accounts		4,051,239	20,135,083
- Savings accounts		1,181,429	24,463,170
- two month fixed deposits	1.50 - 2.40	176,156,102	-
Total		181,750,955	44,951,781

9. TRADE ACCOUNTS AND OTHER RECEIVABLE - NET

	Unit : Baht	
	2013	2012
<u>Trade accounts receivable</u>		
Trade accounts receivable	243,903,281	480,931,992
Post - Dated Cheque	499,619	-
Total trade accounts receivable	244,402,900	480,931,992
<u>Less</u> allowances for doubtful accounts	(21,358,853)	(22,357,437)
Trade accounts receivable - net	223,044,047	458,574,555
<u>Other receivables</u>		
Advance payment	1,362,981	1,802,331
Accrued interest receipt	1,561,098	1,042,071
Accrued receivable	368,067	443,814
Prepaid expenses	6,595,643	887,268
Total other receivable	9,887,789	4,175,484
Total trade accounts and other receivable - net	232,931,836	462,750,039

The Company has trade afferred its right for the receipt of payments for 3 solar plant construction project to a commercial bank as collateral for credit facilities from such bank.

Trade account receivables aged by number of days are as follows:

	Unit : Baht	
	2013	2012
Accounts receivable not yet due	215,389,384	386,624,535
Accounts receivable over due		
Under or equal to 3 months	2,340,364	70,324,695
Over 3 months to 6 months	4,950,590	1,675,272
Over 6 months to 12 months	197,079	3,040,987

Over 12 months	21,525,483	19,266,503
Total	244,402,900	480,931,992
<u>Less</u> allowances for doubtful accounts	(21,358,853)	(22,357,437)
Trade accounts receivable - net	223,044,047	458,574,555

Movements of allowance for doubtful accounts are as follows:

	Unit : Baht	
	2013	2012
Beginning balance for the year	22,357,437	17,433,872
<u>Add</u> Increase during year	315,682	4,934,483
<u>Less</u> Reversal of doubtful accounts	(1,314,266)	(10,918)
Ending balance for the year	21,358,853	22,357,437

10. UNBILLED RECEIVABLE AND CONSTRUCTION REVENUE RECEIVED IN ADVANCE

Unbilled receivable and construction revenue received in advance, consist of:-

	Unit : Baht	
	2013	2012
Total long-term construction contract value which the Company is entitled to received	1,278,569,998	,805,253,666
Retentions as per contract	1,653,164	8,389,800
Unbilled Receivables		
Revenue recognise on percentage of completion basis	534,635,765	1,992,102,934
<u>Less</u> Value of contract billed	(281,914,822)	(1,822,157,852)
Receivables not yet billed	252,720,943	169,945,082
Construction revenue received in advance		
Value of contract billed	18,885,222	88,358,456
<u>Less</u> Revenue recognised on percentage of completion basis	(16,073,020)	(70,711,336)
Construction revenue received in advance	2,812,202	17,647,120

The Company has completed the construction of the 35 MW solar power plant damaged from the flood in 2011 and delivered the plant in 2013.

11. CLAIM RECEIVABLES FROM INSURANCE COMPANY

In 2011, the Company's 345 MW solar power plant project under a Consortium Agreement in AyudhayaProvince was affected by the big flood incident which the Company had partly recognized loss from

flood incident and claim from insurance companies in the financial statements for the year 2011. Later, in 2012, the loss assessment from flood incident was finalized and the Company as the beneficiary under the Consortium had been approved for the claim in sum of Baht 1,671.77 million of which Baht 767.09 million allocated to the Company and Baht 904.68 million to the counterparty.

As at December 31, 2012, compensation receivable from insurance companies and amount due counterparty under the Consortium of Baht 690.51 million and Baht 551.96 million were shown in the statement of financial position. In 2013, the Company has fully received the claim amount and paid to the counter party.

12. INVENTORIES - NET

Inventories - net, consist of.-

Inventories - net, consist of.-

		Unit : Baht	
		2013	2012
Finished goods		45,832,700	27,092,410
Raw materials		46,157,424	41,077,105
Spare part and supplies		4,109,888	1,941,510
Goods in transit		22,804,076	34,212,575
Total		118,904,088	104,323,600
<u>Less</u>	Allowance for diminution in value and obsolete of inventories	(5,859)	(1,056,336)
	Net	<u>118,898,229</u>	<u>103,267,264</u>

13. DEPOSITS AT BANKS HELD ON COLLATERAL

Deposits at banks held on collateral, consist of.-

Deposits at banks held on collateral, consist of.-

			Unit : Baht	
Type of deposits	Collateral for	Interest rate	2013	2012
3-12 month fixed deposit	credit facilities	1.45 - 2.75	110,896,696	126,437,644
Saving account		utilization to electricity	223,632	8,224,916
		0.75		
Total			<u>111,120,328</u>	<u>134,662,560</u>

14. PROPERTY, PLANT AND EQUIPMENT-NET

Property, plant and equipment - net are consist of:-

	Unit : Baht						
	Land and Land improvement	Buildings and Buildings improvement	Machinery and equipment	Furniture, fixture and office equipment	Vehicles	Assets under construction and installation	Total
Cost / Revaluation							
As at January 1, 2012	48,741,254	43,598,330	52,979,778	35,944,538	23,213,722	149,218,721	353,696,343
Purchase during the year	-	2,120,274	2,597,405	3,914,652	10,534,336	345,903,523	365,070,190
Disposal during the year	-	(18,500)	(2,342,126)	(14,301,510)	(2,317,015)	-	(18,979,151)
Transfer in (out) during the year	-	-	-	-	-	-	-
As at December 31, 2012	48,741,254	45,700,104	53,235,057	25,557,680	31,431,043	495,122,244	699,787,382
Accumulated depreciation							
As at January 1, 2012	12,318,233	15,883,463	51,869,164	25,578,240	19,060,375	-	124,709,475
Depreciation for the year	1,926,497	2,365,478	388,431	4,687,061	2,183,023	-	11,550,490
Depreciation of revaluation	-	(3,415)	(1,826,291)	(14,051,848)	(2,308,407)	-	(18,189,961)
As at December 31, 2012	14,244,730	18,245,526	50,431,304	16,213,453	18,934,991	-	118,070,004
Surplus on revaluation							
As at January 1, 2012	-	8,005,440	31,801,442	-	-	-	39,806,882
Increase during the year	-	-	-	-	-	-	-
As at December 31, 2012	-	8,005,440	31,801,442	-	-	-	39,806,882
Accumulated depreciation - Surplus on revaluation							
As at January 1, 2012	-	964,328	4,460,238	-	-	-	5,424,566
Increase during the year	-	482,164	2,230,119	-	-	-	2,712,283
As at December 31, 2012	-	1,446,492	6,690,357	-	-	-	8,136,849
Allowance for impairment loss							
As at January 1, 2012	10,524,186	1,060,559	-	-	-	-	11,584,745
Increase during the year	-	-	-	-	-	-	-
As at December 31, 2012	10,524,186	1,060,559	-	-	-	-	11,584,745
Net book value							
As at January 1, 2012	25,898,835	33,695,420	28,451,818	10,366,298	4,153,347	149,218,721	251,784,439
As at December 31, 2012	23,972,338	32,952,967	27,914,838	9,344,227	12,496,052	495,122,244	601,802,666

14. PROPERTY, PLANT AND EQUIPMENT-NET (Con't)	Unit : Baht							Total
	Land and Land improvement	Buildings and Buildings improvement	Machinery and equipment	Furniture, fixture and office equipment	Vehicles	Assets under construction and installation		
Cost / Revaluation								
As at January 1, 2013	48,741,254	45,700,104	53,235,057	25,557,680	31,431,043	495,122,244		699,787,382
Purchase during the year	-	426,000	7,827,524	4,088,988	8,644,136	476,659,328		497,645,976
Disposal during the year	-	-	-	-	(2,885,542)	-		(2,885,542)
Transfer in (out) during the year	-	136,535,462	957,932,053	223,384	-	(970,216,243)		124,474,656
As at December 31, 2013	48,741,254	182,661,566	1,018,994,634	29,870,052	37,189,637	1,565,329		1,319,022,472
Accumulated depreciation								
As at January 1, 2013	14,244,730	18,245,526	50,431,304	16,213,453	18,934,991	-		118,070,004
Depreciation for the year	1,921,241	2,903,654	4,756,623	4,849,727	3,637,642	-		18,068,887
Depreciation of revaluation	-	-	-	-	(2,885,539)	-		(2,885,539)
As at December 31, 2013	16,165,971	21,149,180	55,187,927	21,063,180	19,687,094	-		133,253,352
Surplus on revaluation								
As at January 1, 2013	-	8,005,440	31,801,442	-	-	-		39,806,882
Increase during the year	-	-	-	-	-	-		-
As at December 31, 2013	-	8,005,440	31,801,442	-	-	-		39,806,882
Accumulated depreciation - Surplus on revaluation								
As at January 1, 2013	-	1,446,492	6,690,357	-	-	-		8,136,849
Increase during the year	-	482,164	2,230,119	-	-	-		2,712,283
As at December 31, 2013	-	1,928,656	8,920,476	-	-	-		10,849,132
Allowance for impairment loss								
As at January 1, 2013	10,524,186	1,060,559	-	-	-	-		11,584,745
Increase during the year	-	-	-	-	-	-		-
As at December 31, 2013	10,524,186	1,060,559	-	-	-	-		11,584,745
Net book value								
As at January 1, 2013	23,972,338	32,952,967	27,914,838	9,344,227	12,496,052	495,122,244		601,802,666
As at December 31, 2013	22,051,097	166,528,611	986,687,673	8,806,872	17,502,543	1,565,329		1,203,142,125
Depreciation for the year ended December 31, consist of :-							2013	2012
Production cost and cost of goods sold							1,263,713	1,260,181
Administrative expense							16,805,174	10,290,309
Total							18,068,887	11,550,490

As at December 31, 2013 and 2012 , the Company and its subsidiaries had additional information of property, plant and equipment as follows :-

1) Lands and land improvement, factory and machinery had net book value amounting to Baht 17.24 million and Baht 17.28 million respectively, have been mortgaged as collateral under a credit facility agreement with one local bank (See Note 17 to the financial statement).

2) The Company had fully depreciated fixed assets but still in active use at the cost value totaling Baht 74.34million and Baht 70.93 million respectively.

3) In 2013, the Company has paid the outstanding amount of Baht 5.32 million. The total value of the contract was Baht 130.25 million

15. INTANGIBLE ASSET - NET

Intangible asset consist of.-

	Software Computer	Industrial Standard Certificates	Total
As at January 1, 2012	2,797,271	1,941,803	4,739,074
Purchase / Transferred - in	4,353,120	3,478,008	7,831,128
Disposals / Transferred - out	(3,610,500)	-	(3,610,500)
Amortisation / Transferred - out	(264,885)	(193,916)	(458,801)
Decrease in accumulated amortisation	841,412	-	841,412
As at December 31, 2012	4,116,418	5,225,895	9,342,313
Purchase / Transferred - in	237,553	1,126,008	1,363,561
Amortisation for the year	(600,091)	(274,862)	(874,953)
As at December 31, 2013	3,753,880	6,077,041	9,830,921

16. DEFERRED TAX

Deferred tax assets and liability are as follows:

Deferred tax assets and liability are as follows:

	Unit : Baht	
	2013	2012 (Restated)
Deferred tax assets	7,528,821	6,907,881
Deferred tax liabilities	(5,791,551)	(6,334,007)
Net	1,737,270	573,874

16.1 Movements in deferred tax assets and liability during the year were as follows:

	Unit : Baht			As at Dec 31, 2013
	As at Jan 1, 2013 (Restated)	Profit or loss	(Charged) Credited to Other comprehensive income	
Deferred tax assets				
Trade accounts receivable	3,143,789	(31,962)	-	3,111,827
Inventory	211,267	(210,094)	-	1,173
Property, plant and equipment	2,316,949	-	-	2,316,949
Employee benefit obligation	1,235,876	394,438	468,558	2,098,872
Total	6,907,881	152,382	468,558	7,528,821
Deferred tax liabilities				
Surplus from revaluation of assets	(6,334,007)	542,456	-	(5,791,551)
Net	573,874	694,838	468,558	1,737,270
Unit : Baht				
(Charged) Credited to				
	As at Jan 1, 2013 (Restated)	Profit or loss	Other comprehensive income	As at Dec 31, 2013
Deferred tax assets				
Trade accounts receivable	2,758,443	385,346	-	3,143,789
Inventory	259,225	(47,958)	-	211,267
Property, plant and equipment	2,316,949	-	-	2,316,949
Employee benefit obligation	891,760	344,116	-	1,235,876
Deficits	33,153,094	(33,153,094)	-	-
Total	39,379,471	(32,471,590)	-	6,907,881
Deferred tax liabilities				
Surplus from revaluation of assets	(6,876,463)	542,456	-	(6,334,007)
Net	32,503,008	(31,929,134)	-	573,874
Unit : Baht				
For the year end December 31, 2013				
		Before Tax	Tax(expense) income	Net tax
Deferred tax for :				
Actuarial loss		(2,342,790)	468,558	(1,874,232)
Income tax recognized in other comprehensive income		(2,342,790)	468,558	(1,874,232)

16.2 Income tax expenses for the year are as follows:

Income tax recognized. Profit or loss.

	Unit : Baht	
	2013	2012 (Restated)
Current income tax		
Income tax charge	30,977,136	5,339,880
Deferred tax		
Deferred tax expense relating to the original and reversal of temporary differences	(694,837)	31,929,133
Income tax expenses	<u>30,282,299</u>	<u>37,269,013</u>

16.3 Reconciliation for effective tax rate

	For the year ended December 31, 2013			
	2013		2012 (Restated)	
	Tax rate	Tax amount	Tax rate	Tax amount
	%	(Baht)	%	(Baht)
Profit before income tax		151,552,308		173,944,847
Tax expense	20%	30,310,462	23%	40,007,315
Tax effect of expenses that are not deductible for tax purposes:		(28,163)		2,051,068
Deferred tax expense (income) from decrease in tax rate		-		(4,789,370)
Tax expense (effective rate)	19.98%	30,282,299	21.43%	37,269,013

16.4 Tax rate

Current tax.

The Company and its subsidiaries calculated interim income tax from net profit for the period after adjust nontaxable expenses and revenue in accordance with the Revenue Code. By the royal Decree No. 530 B.E. 2554 dated 21 December 2011 it was granted a in the corporate income tax rate for 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.

Deferred tax

Deferred tax has been measured using the effective rate at 20% announced by the government at reporting date.

17. BANK OVERDRAFT AND SHORT-TERM LOANS FROM FINANCIAL INSTITUTIONS

Bank overdraft and short - term loans from financial institutions consist of :-

Bank overdraft and short - term loans from financial institutions consist of :-

	Interest rate (per annum)		Unit : Baht	
	2013	2012	2013	2012
Bank overdraft	7.375 - 7.775	5.00 - 7.775	27,662,203	22,344,329
Trust receipts and promissory notes	5.50 - 6.00	2.00 - 6.00	142,575,600	161,325,097
			170,237,803	183,669,426

As at December 31, 2013, the Company has overdrafts and other credit facilities with several banks totaling Baht 290 million which are collateralised by the receive collections from solar power plant, deposits at bank held on collateral, the mortgage of land, plant and machinery and a director's personal guarantee.

18. TRADE ACCOUNTS AND OTHER PAYABLE

Trade accounts and other payable, consist of.-

	Unit : Baht	
	2013	2012
Trade accounts payable	314,889,896	339,240,218
Other payable		
Asset payables	117,269,470	-
Account payable - construction	-	5,937,004
Accrued expenses	6,514,807	7,474,629
Advanced received from customers	28,064	1,182,368
Retention	12,690,782	7,199,340
Others	4,200	30,760
Total other payable	136,507,323	21,824,101
Total trade accounts and other payable	451,397,219	361,064,319

19. LIABILITIES UNDER HIRE - PURCHASE CONTRACTS - NET

Liabilities under hire-purchase contracts - net, consist of.-

	Unit : Baht	
	2013	2012
Liabilities under hire-purchase contract	13,570,160	10,292,198
<u>Less</u> Deferred interest	(987,717)	(865,283)
Present value of minimum lease payments	12,582,443	9,426,915
<u>Less</u> Portion due within one year - net	(4,235,673)	(2,658,992)
Net	<u>8,346,770</u>	<u>6,767,923</u>

20. EMPLOYEE BENEFIT OBLIGATIONS - NET

The Company adopted TAS 19 Employee Benefits which effect from January 1, 2011. The Company choose to recognized past service cost with retained earnings balance as at January 1, 2011.

The Company operates post - employment benefit and pension based on the requirement of the Thai Labour Protection Act B.E. 2541 to provide retirement benefits and other long term benefits to employees based on pensionable remuneration and length of service.

Post-employment benefit obligation recognised as liability consist of :

	Unit : Baht	
	2013	2012
Employee benefit as at January 1	6,179,379	4,458,800
Post-employment benefit recognised for the year	1,694,121	1,059,476
Employment benefit paid during the year	278,072	126,146
Actuarial loss	2,342,790	534,957
Employee benefit as at December 31	10,494,362	6,179,379
<u>Less</u> Current portion of employee benefit obligation	(132,800)	-
Employee benefit obligations - net	<u>10,361,562</u>	<u>6,179,379</u>

The expense is recognized in the following line items in the profit or loss:

Unit : Baht

	2013	2012
Profit or loss		
Administrative expenses	1,972,193	1,720,579
Other comprehensive income		
Actuarial loss (Net tax)	1,874,232	-

Principal actuarial assumptions at the reporting date.-

Principal actuarial assumptions at the reporting date.-

	2013	2012
Discount rate (%)	4.71	4.50
Salary increase rate	7.38	6.64
Employee turnover rate	4.59	4.89
*Mortality rate (%)	TMO2008	TMO2008

*Reference from TMO2008: Thai Mortality Ordinary Table of 2008

21. SHARE CAPITAL

21.1 At the Board of Directors' meeting No. 2/2013 held on March 6, 2013, it was approved to issue and offer increased common shares by general mandate in accordance with the resolution of the Shareholders' Annual General Meeting of 2012 held on April 27, 2012 by issuing and offering 44,965,000 common shares at the price of Baht 4.15 to specific investors which resulted in increase in premium of Baht 135.24 (after deducting cost of issuing share of Baht 1.36 million).

21.2 At the Annual General Meeting of 2013 held on April 26, 2013, it was resolved as the following :

1) Approved to decrease authorized shares of 224,828,000 shares by reducing authorized common shares previously issued for the increase of capital for general mandate which the authorized fully paid-up capital shall be 494,624,723 shares at par value of Baht 1.00 totaling Baht 494,624,723.

2) Approved to increase authorized share capital for general mandate by issuing 296,773,000 common shares at par value of Baht 1.00 totaling Baht 296.77 million. The allocation of the share are as follows:-

- Common shares not over than 143,387,000 shares allotted to current shareholders at the current proportion of shareholding.

- Common shares not over 98,924,000 shares allotted to the public.

- Common shares not over 49,462,000 shares allotted to specific investor.

The Company has registered the decrease and increase of share capital with the Ministry of Commerce on May 15, 2013.

22. LEGAL RESERVE

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

As at December 31, 2013 the Company is required to set aside to a statutory reserve of Baht 8.57 million

23. DIVIDEND PAYMENT

At the Annual General Shareholders' Meeting of 2013 held on April 26, 2013, it was approved to pay the dividend at Baht 0.05 per share amounting to Baht 24.72 million which was paid in May 2013 and approved to appropriate the statutory reserve of Baht 8.57 million.

24. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing profit for the periods attributable shareholders of the Company (excluded other comprehensive income) by the weighted average number of common shares issued during the year.

	2013	2012 (Restated)
Profit attributable to ordinary share holder of the Company (Baht)	121,270,008	136,675,834
Number of outstanding at the beginning of the year (share)	449,659,723	398,233,078
Weight average number of ordinary share during the year (share)	35,972,000	48,369,674
Weight average number of ordinary share outstanding (share)	485,631,723	446,602,752
Basic earnings per share (Baht : Share)	0.25	0.31

25. SEGMENT FINANCIAL INFORMATION

The Company have engaged in engaging in assembly, selling and installation of solar-cell systems and related equipment and construction of solar power plant business which the Management considers as an integrated and complementary line of services. As a result, the Management determines that the said operations are in the same industry segments.

In terms of operating locations, the Management also determines that the Company have only one geographical segment since they operate solely in Thailand. Accordingly, the Company revenues, net income and assets as shown in the financial statements are consequently associated with the same industry and geographical segments.

26. EXPENSES BY NATURE

Significant expenses classified by nature consist of.-

	Unit : Baht	
	2013	2012
Changes in inventories of finished goods and work in process	15,470,186	30,333,514
Raw material and supplies used	18,048,665	23,046,554
Management's benefit expenses	23,226,808	24,276,114
Employee expenses	70,618,155	42,520,864
Depreciation expenses	21,656,123	14,721,575
Finance cost	3,030,581	4,361,251

27. RIGHTS AND PRIVILEGES FROM THE INVESTMENT PROMOTION

By virtue of the provision of Investment Promotion Acts B.E. 2520, a subsidiary has been granted certain rights and privileges for manufacture of construction material in stainless steel.

Number of investment promotion	the approved date	the first date that generate income
2181(9)/2548	December 23, 2005	not yet generate income

1. Exemption of import duty and for machinery and equipment that are approved by the Board of Investment.

2. Exemption of corporate income tax derived from the profit of the promoted activities for a period of eight years effective from the first sale generated.

3. Permission of deduction of investment in installation or construction of facilities at 25% in excess of its usual depreciation.

4. Exempt from import duty for raw materials and supplies used for the production of exported goods for a period of 5 years commencing from the first importation.

28. PROVIDENT FUND

The Company and its employees have jointly established a provident fund in accordance with the Provident Fund in accordance with the Provident Fund Act B.E. 2530. The Company and its employees contributed to the fund monthly at the rate of 2% of their basic salary. The fund manager will be paid to employees termination in accordance with the fun rules. For the years ended December 31, 2013 and 2012, the Company contributed Baht 1.98 million and 0.68 million respectively.

29. FINANCIAL INSTRUMENT

The Company complied with the Thai Accounting Standard No. 107 "Presentations and Disclosure of Financial Instruments" as a guidance to disclose about the financial instruments as follows:-

29.1 Accounting policies

The related accounting policies are disclosed in Note 6.17 to the financial statements.

29.2 Financial risk management

The Company is exposed to normal business risks from changes in market interest rates and currency exchange rates and from non-performance of contractual obligations by counterparties. The Company did not speculate or engage in the trading of any derivative financial instrument.

30. COMMITMENTS AND CONTINGENCIES

30.1 As at December 31, 2013 and 2012 the Company has letter of guarantee issued by several banks to governmental and private organizations of amounting to Baht 320.57 million and Baht 279.71 million respectively.

30.2 The Company was in possession of unutilized letter of credit issued by several banks, consist of.-

Currency	Unit : Million	
	2013	2012

US dollar	0.52	0.22
Euro	2.85	4.06
Yen	39.97	-

30.3 The Company has commitment under plant design and supply of machinery and equipment as below;

<u>Currency</u>	Unit : Million	
	2013	2012
Euro	0.02	3.79
Yen	56.50	-
Baht	21.83	-

31. CAPITAL MANAGEMENT

The primary objectives of the Company' capital management are to maintain their ability to continue as a going concern and to maintain an appropriate capital structure.

As at December 31, 2013 and December 31, 2012 (Restated), debt-to-equity ratio in the financial statements was 0.45 : 1 and 0.95 : 1 respectively.

32. EVENTS AFTER REPORTING PERIOD

At the Board of Director's Meeting No. 1/2014 held on February 28, 2014, it was approved to pay dividend from net profit from its operation for the year 2013 at Baht 0.50 per share amounting to Baht 24.73 and to appropriate legal reserve from net profit at 5% of net profit amounting to Baht 6.025

33. APPROVAL OF FINANCIAL STATEMENT

These financial statements have been approved by the Company's Board of Directors on February 28, 2014.