

# **บริษัท สหการสอบบัญชี จำกัด**

## **UNITED AUDITING LIMITED**

### **REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS**

**TO THE SHAREHOLDERS AND BOARD OF DIRECTORS**

**ROJANA INDUSTRIAL PARK PUBLIC COMPANY LIMITED**

We have audited the consolidated financial statements of Rojana Industrial Park Public Company Limited and its subsidiaries and the separated financial statements of Rojana Industrial Park Public Company Limited as at December 31, 2013, and the related consolidated and the separated statements of income, the statements of comprehensive income, the statement of changes in equity and the statements of cash flows for the year then ended, and notes, comprising 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 responsible for internal control 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**

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Thai Standards on Auditing. Those standards require that we 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

In our opinion, the related consolidated and the separated statements of the financial statements referred to above present fairly, in all material respects, the financial position of Rojana Industrial Park Public Company Limited and its subsidiaries and of Rojana Industrial Park Public Company Limited as at December 31, 2013, the results of consolidated and the separated of operations and cash flows for the year then ended, in accordance with Thai Financial Reporting Standards.

**Miss Pranee Phonngam**

Certified Public Accountant No. 4987

United Auditing Limited

Bangkok.

February 28, 2014.

FINANCIAL STATEMENTS AND REPORT OF THE INDEPENDENT  
CERTIFIED PUBLIC ACCOUNTANTS  
ROJANA INDUSTRIAL PARK PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES  
FOR THE YEARS ENDED DECEMBER 31, 2013

ROJANA INDUSTRIAL PARK PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2013

(‘Baht)

		CONSOLIDATED FINANCIAL STATEMENTS		SEPARATED FINANCIAL STATEMENTS	
		2013	2012	2013	2012
<b>ASSETS</b>					
<b>Current assets</b>	<b>Note</b>				
Cash and cash equivalents	7	140,591,906	250,618,355	83,312,754	180,549,125
Temporary investment used as collateral	8	516,359,992	335,967,908	-	-
Accounts and other receivable	9	1,261,088,171	337,367,015	41,320,509	42,900,384
Accrued income from insurance companies	30	-	1,522,299,245	-	45,192,325
Short-term loans from related company - net	36.3	-	-	693,030,000	1,811,167,795
Property development cost	10	4,659,284,324	6,919,186,281	1,762,280,341	1,741,335,829
Inventories		202,059	171,162	-	-
Spare part - net	11	207,011,147	141,442,904	-	-
Advances to purchase land and building		51,759,056	602,024,084	-	435,543,998
Other current assets	12	837,381,145	753,247,504	79,515,825	66,725,447
<b>Total current assets</b>		<b>7,673,677,800</b>	<b>10,862,324,458</b>	<b>2,659,459,429</b>	<b>4,323,414,903</b>
<b>Non-current assets</b>					
Cash at banks used as collateral		5,639,369	5,631,475	102,227	102,333
Investments in associated company	36.1	2,457,943,402	2,352,311,023	1,538,031,303	1,538,031,303
Investments in subsidiaries company	36.2	-	-	4,012,023,269	4,441,432,269
Investment property	13	2,393,932,870	2,285,317,463	1,250,424,390	1,141,808,983
Property, plant and equipment - net	14	18,995,942,316	17,908,371,726	1,606,915,521	2,836,054,415
Intangible asset - net	15	342,382,178	350,809,880	-	-
Other non- current assets		24,634,331	48,154,090	23,026,405	46,158,247
<b>Total non - current assets</b>		<b>24,220,474,466</b>	<b>22,950,595,657</b>	<b>8,430,523,115</b>	<b>10,003,587,550</b>
<b>Total assets</b>		<b>31,894,152,266</b>	<b>33,812,920,115</b>	<b>11,089,982,544</b>	<b>14,327,002,453</b>

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

## STATEMENTS OF FINANCIAL POSITION (Continued)

AS AT DECEMBER 31, 2013

('Baht)

		CONSOLIDATED FINANCIAL STATEMENTS		SEPARATED FINANCIAL STATEMENTS	
		2013	2012	2013	2012
<b>LIABILITIES AND EQUITY</b>					
<b>Current liabilities</b>	<b>Note</b>				
Overdrafts and short-term loans from financial institute	16	1,595,816,674	4,917,150,086	1,565,000,000	4,670,618,238
Accounts and other payable					
Accounts payable	17	1,099,499,189	366,968,312	21,122,237	76,467,132
Other payable		-	101,950,016	-	-
Payable - related company		229,592,820	154,598,314	351,797	692,636
Assets payable		368,967,334	331,921,041	-	139,127,948
Retention payable		420,327,415	358,512,477	311,242	230,292
Accrued expenses		259,235,938	450,668,411	54,963,021	52,829,577
Advance received from customers		12,798,328	2,700,075,414	280,000	3,451,775
Short-term loan from related company	36.5	112,000,000	112,000,000	588,367,165	468,720,890
Short-term loan	18	-	589,725,049	-	-
Long-term loans due within 1 year	19	1,686,595,855	869,036,745	537,241,795	597,541,795
Debtenture due within 1 year	20	400,000,000	-	400,000,000	-
Unearned income		1,763,509,189	284,704,451	178,372,975	309,725,125
Advance received from insurance companies	26.3	50,000,000	-	-	-
Other current liabilities		88,295,256	65,540,286	3,044,452	5,783,380
<b>Total current liabilities</b>		<b>8,086,637,998</b>	<b>11,302,850,602</b>	<b>3,349,054,684</b>	<b>6,325,188,788</b>
<b>Non - current liabilities</b>					
Payable - related company	36.4	88,109,651	246,905,386	-	-
Long-term loans	19	13,582,217,981	12,222,762,824	2,873,895,052	1,939,185,835
Debtentures	20	312,000,000	712,000,000	312,000,000	712,000,000
Other liabilities - deposit received		33,195,656	31,266,353	35,821,618	35,824,067
Post-employment benefits obligation	21	22,301,357	20,423,030	9,719,444	8,635,997
<b>Total non - current liabilities</b>		<b>14,037,824,645</b>	<b>13,233,357,593</b>	<b>3,231,436,114</b>	<b>2,695,645,899</b>
<b>Total liabilities</b>		<b>22,124,462,643</b>	<b>24,536,208,195</b>	<b>6,580,490,798</b>	<b>9,020,834,687</b>

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

ROJANA INDUSTRIAL PARK PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION (Continued)

AS AT DECEMBER 31, 2013

(Baht)

		CONSOLIDATED FINANCIAL STATEMENTS		SEPARATED FINANCIAL STATEMENTS	
		2013	2012	2013	2012
<b>LIABILITIES AND EQUITY (Continued)</b>					
<b>Equity</b>	<b>Note</b>				
<b>Share capital</b>	22				
Authorized share capital					
1,602,956,678 ordinary shares of Baht 1.00 each		1,602,956,678	1,602,956,678	1,602,956,678	1,602,956,678
Issued and paid-up share capital					
1,431,559,305 ordinary shares of Baht 1.00 each		1,431,599,305	-	1,431,599,305	-
1,369,945,594 ordinary shares of Baht 1.00 each		-	1,369,945,594	-	1,369,945,594
Cash receipts from share subscription	23.1	4,011,056	11,081,364	4,011,056	11,081,364
Premium on share capital	22.1	2,787,974,996	2,607,326,004	2,787,974,996	2,607,326,004
Retained earning					
Appropriated					
Legal reserves	24	160,295,668	160,295,668	160,295,668	160,295,668
Unappropriated		2,151,253,525	2,425,309,369	125,610,721	1,157,519,136
Other components of equity		190,765,376	70,543,856	-	-
<b>Total parent company</b>		<b>6,725,899,926</b>	<b>6,644,501,855</b>	<b>4,509,491,746</b>	<b>5,306,167,766</b>
Non-controlling interests		3,043,789,697	2,632,210,065	-	-
<b>Total equity</b>		<b>9,769,689,623</b>	<b>9,276,711,920</b>	<b>4,509,491,746</b>	<b>5,306,167,766</b>
<b>Total liabilities and equity</b>		<b>31,894,152,266</b>	<b>33,812,920,115</b>	<b>11,089,982,544</b>	<b>14,327,002,453</b>

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

## STATEMENTS OF INCOME

FOR THE YEARS ENDED DECEMBER 31, 2013

		CONSOLIDATED FINANCIAL STATEMENTS		SEPARATED FINANCIAL STATEMENTS	
	Note	2013	2012	2013	2012
('Baht)					
<b>Revenues</b>					
Revenue from sales of land		1,335,817,212	2,188,442,778	252,755,562	2,188,442,778
Revenue from sales of condominium		2,030,840,057	1,870,593,478	-	-
Revenue from sales		5,299,816,565	1,395,800,605	-	-
Revenue from hotel service		81,910,137	399,319,638	-	-
Service income		363,775,258	282,653,574	303,737,271	220,323,148
Rental income		42,650,302	34,605,994	75,179,880	51,496,914
Compensation income from insurance companies	26	962,779,902	1,214,000,000	-	-
Dividend income	36.1	-	-	202,578,756	40,847,334
Gain on sale investment in subsidiaries	36.2.1,36.2.2	486,653,770	-	73,450,000	-
Other income	27	47,551,333	83,735,771	48,905,972	67,178,798
<b>Total revenues</b>		<u>10,651,794,536</u>	<u>7,469,151,838</u>	<u>956,607,441</u>	<u>2,568,288,972</u>
<b>Expenses</b>					
Cost of land sold	29	778,871,312	762,768,710	93,905,596	762,768,710
Cost of condominium sold		2,044,190,482	1,291,847,517	-	-
Cost of goods sold		5,086,089,044	2,051,222,662	-	-
Cost of hotel services		57,780,873	285,553,599	-	-
Cost of services		346,794,333	296,393,607	423,993,653	315,210,219
Cost of rental		38,308,062	38,656,550	38,308,062	38,656,550
Selling expenses		217,736,798	234,312,612	23,800,235	96,057,252
Reverse accrued insurance income net	30	41,007,807	-	18,319,914	-
Administrative expenses		721,299,466	776,230,430	194,271,710	180,586,199
Director and managements' remuneration		39,929,400	35,300,048	21,126,036	16,787,052
<b>Total expenses</b>		<u>9,372,007,577</u>	<u>5,772,285,735</u>	<u>813,725,206</u>	<u>1,410,065,982</u>
Profit before financial costs and income tax		1,279,786,959	1,696,866,103	142,882,235	1,158,222,990
finance costs		(699,378,458)	(625,143,671)	(320,041,760)	(262,445,192)
Share of income from investment in associated		319,354,412	271,078,048	-	-
Profit (loss) before income tax		899,762,913	1,342,800,480	(177,159,525)	895,777,798
Income tax	31	(16,579,235)	(29,518,122)	-	-
<b>Profit (loss) for the periods</b>		<u>883,183,678</u>	<u>1,313,282,358</u>	<u>(177,159,525)</u>	<u>895,777,798</u>
<b>Net profit (loss) attributable to :</b>					
Parent company		580,693,046	1,193,849,140	(177,159,525)	895,777,798
Non-controlling interests		302,490,632	119,433,218	-	-
<b>Total</b>		<u>883,183,678</u>	<u>1,313,282,358</u>	<u>(177,159,525)</u>	<u>895,777,798</u>
<b>Earnings (loss) per shares</b>					
Basic earnings (loss) per shares	32	0.41	0.98	(0.13)	0.74
Diluted earnings (loss) per share		0.39	0.89	(0.12)	0.66

ROJANA INDUSTRIAL PARK PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEARS ENDED DECEMBER 31, 2013

(‘Baht)

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATED FINANCIAL STATEMENTS	
	2013	2012	2013	2012
Profit (Loss) for the period	883,183,678	1,313,282,358	(177,159,525)	895,777,798
<b>Other comprehensive income :</b>				
Gain (loss) from converted subsidiaries financial statement				
from operating in oversea	-	46,246,432	-	-
Total other comprehensive income	-	46,246,432	-	-
<b>Total comprehensive income of the period</b>	<b>883,183,678</b>	<b>1,359,528,790</b>	<b>(177,159,525)</b>	<b>895,777,798</b>
<b>Total comprehensive income attributable to :</b>				
Parent company	580,693,046	1,240,095,572	(177,159,525)	895,777,798
Non-controlling interests	302,490,632	119,433,218	-	-
<b>Total</b>	<b>883,183,678</b>	<b>1,359,528,790</b>	<b>(177,159,525)</b>	<b>895,777,798</b>



ROJANA INDUSTRIAL PARK PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF CHANGES IN EQUITY  
FOR THE YEARS ENDED DECEMBER 31, 2013

('Baht)

CONSOLIDATED FINANCIAL STATEMENTS

	Note	Total parent company							Non-controlling interests	Total equity		
		Issued and paid-up share capital	Cash receipts from share subscription	Premium on share capital	Retained earnings		Other components of equity				Total parent company	
					Appropriated legal reserve	Unappropriated	Surplus on change in shareholding in associated	Gain (loss) from converted subsidiary' financial statement				Total other components of equity
Beginning balance as at January 1, 2012		1,159,827,701	-	1,991,655,263	119,621,751	1,272,134,146	191,146,468	(177,611,229)	13,535,239	4,556,774,100	2,040,777,847	6,597,551,947
Share capital	22	210,117,893	11,081,364	615,670,741	-	-	-	-	-	836,869,998	471,999,000	1,308,868,998
Surplus on change in shareholding in associated		-	-	-	-	-	10,762,185	-	10,762,185	10,762,185	-	10,762,185
Retained earning appropriated	24	-	-	-	40,673,917	(40,673,917)	-	-	-	-	-	-
Total comprehensive income for the period		-	-	-	-	1,193,849,140	-	46,246,432	46,246,432	1,240,095,572	119,433,218	1,359,528,790
<b>Ending balance as at December 31, 2012</b>		<b>1,369,945,594</b>	<b>11,081,364</b>	<b>2,607,326,004</b>	<b>160,295,668</b>	<b>2,425,309,369</b>	<b>201,908,653</b>	<b>(131,364,797)</b>	<b>70,543,856</b>	<b>6,644,501,855</b>	<b>2,632,210,065</b>	<b>9,276,711,920</b>
Beginning balance as at January 1, 2013		1,369,945,594	11,081,364	2,607,326,004	160,295,668	2,425,309,369	201,908,653	(131,364,797)	70,543,856	6,644,501,855	2,632,210,065	9,276,711,920
Share capital	22	61,653,711	-	180,648,992	-	-	-	-	-	242,302,703	109,089,000	351,391,703
Cash receipts from share subscription		-	-	-	-	-	-	-	-	-	-	-
transferred as share capital during period		-	(11,081,364)	-	-	-	-	-	-	(11,081,364)	-	(11,081,364)
Advance received from warrant		-	4,011,056	-	-	-	-	-	-	4,011,056	-	4,011,056
Surplus on change in shareholding in associated		-	-	-	-	-	(11,143,277)	-	(11,143,277)	(11,143,277)	-	(11,143,277)
Gain (loss) from converts subsidiaries's financial statement		-	-	-	-	-	-	131,364,797	131,364,797	131,364,797	-	131,364,797
Dividend	25	-	-	-	-	(854,748,890)	-	-	-	(854,748,890)	-	(854,748,890)
Total comprehensive income for the period		-	-	-	-	580,693,046	-	-	-	580,693,046	302,490,632	883,183,678
<b>Ending balance as at December 31, 2013</b>		<b>1,431,599,305</b>	<b>4,011,056</b>	<b>2,787,974,996</b>	<b>160,295,668</b>	<b>2,151,253,525</b>	<b>190,765,376</b>	<b>-</b>	<b>190,765,376</b>	<b>6,725,899,926</b>	<b>3,043,789,697</b>	<b>9,769,689,623</b>

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



ROJANA INDUSTRIAL PARK PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF CHANGES IN EQUITY (Continued)

FOR THE YEARS ENDED DECEMBER 31, 2013

('Baht)

SEPARATED FINANCIAL STATEMENTS						
Note	Issued and	Cash receipts	Premium	Retained earnings		Total
	paid-up	from share	on share	Appropriated	Unappropriated	equity
	share capital	subscription	capital	legal reserve		
Beginning balance as at January 1, 2012	1,159,827,701	-	1,991,655,263	119,621,751	302,415,255	3,573,519,970
Share capital	22	210,117,893	-	615,670,741	-	825,788,634
Advance received from exercise warrant		-	11,081,364	-	-	11,081,364
Retained earning appropriated	24	-	-	40,673,917	(40,673,917)	-
Total comprehensive income for the period		-	-	-	895,777,798	895,777,798
<b>Ending balance as at December 31, 2012</b>		<b>1,369,945,594</b>	<b>11,081,364</b>	<b>2,607,326,004</b>	<b>160,295,668</b>	<b>1,157,519,136</b>
Beginning balance as at January 1, 2013		1,369,945,594	11,081,364	2,607,326,004	160,295,668	1,157,519,136
Share capital	22	61,653,711	-	180,648,992	-	242,302,703
Advance receipts from share subscription transferred as share capital during period		-	(11,081,364)	-	-	(11,081,364)
Advance received from exercise warrant		-	4,011,056	-	-	4,011,056
Dividend	25	-	-	-	(854,748,890)	(854,748,890)
Total comprehensive income for the period		-	-	-	(177,159,525)	(177,159,525)
<b>Ending balance as at December 31, 2013</b>		<b>1,431,599,305</b>	<b>4,011,056</b>	<b>2,787,974,996</b>	<b>160,295,668</b>	<b>125,610,721</b>

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

ROJANA INDUSTRIAL PARK PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2013

			('Baht)	
	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATED FINANCIAL STATEMENTS	
	2013	2012	2013	2012
<b>Cash flows from operating activities</b>				
Profit (loss) before income taxes	597,272,281	1,223,367,262	(177,159,525)	895,777,798
Adjust with :				
Compensation income from insurance companies	(962,779,902)	(1,214,000,000)	-	-
Doubtful debt	19,558,777	-	4,109,427	-
Reverse accrued insurance income	41,007,807	-	18,319,914	-
Reverse allowance for decline of spare part	(52,042,071)	-	-	-
Depreciation of fixed assets	583,114,480	578,330,596	57,026,350	54,046,073
Amortization intangible asset	8,452,702	10,261,776	-	-
Share of profit (loss) in non-controlling interests	302,490,632	(119,433,218)	-	-
Unrealized (gain) loss on exchange rate	41,490,316	7,488,947	-	-
(Gain) loss from sale and write off fixed assets	(57,249)	(839,667)	7,483	(233,644)
Gain from sales of land	(556,945,900)	(1,425,674,068)	(158,849,965)	(1,425,674,068)
Gain from sales of condominium	13,350,425	(578,745,961)	-	-
Gain on sale investment in subsidiaries	(486,653,770)	-	(73,450,000)	-
Unclaim withholding tax	7,224,899	10,214,732	7,224,899	10,214,732
Post-employment benefits obligation	1,878,327	(409,078)	1,083,447	542,818
Dividend income	-	-	(202,578,756)	(40,847,334)
Share of income from investment in associated	(319,354,412)	(271,078,048)	-	-
Interest income	(18,248,391)	(10,353,024)	(41,144,030)	(64,166,803)
Interest expense	699,378,458	624,368,671	320,041,760	261,670,192
	(80,862,591)	(1,166,501,080)	(245,368,996)	(308,670,236)
(Increase) decrease in short-term investment used as collateral	(180,392,084)	(19,475,823)	-	-
(Increase) decrease in accounts and other receivable	2,016,338,269	3,909,984,445	250,226,010	2,204,692,281
(Increase) decrease in accrued income from insurance companies	2,510,937,340	454,937,500	26,872,411	10,000,000
(Increase) decrease in spare part	(13,526,172)	(4,050,136)	-	-
(Increase) decrease in property development cost	(1,818,240,388)	(2,035,120,740)	(114,850,109)	(229,562,049)
(Increase) decrease in inventories	(30,897)	(12,758,133)	-	-
(Increase) decrease in advance for purchase land and building	548,836,364	246,852,142	435,543,998	22,821,652
(Increase) decrease in other current assets	(531,388,802)	(2,233,001,606)	(9,862,754)	(18,548,816)
(Increase) decrease in investment property	(108,615,407)	(5,462,006)	(108,615,407)	(4,110,694)
(Increase) decrease in other non - current assets	24,207,477	15,726,808	24,068,495	72,589

ROJANA INDUSTRIAL PARK PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF CASH FLOWS (Continued)

FOR THE YEARS ENDED DECEMBER 31, 2013

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATED FINANCIAL STATEMENTS	
	2013	2012	2013	2012
('Baht)				
<b>Cash flows from operating activities</b>				
Increase (decrease) in accounts payable	981,103,703	(190,890,179)	(55,344,895)	30,969,487
Increase (decrease) in other payable	904,640,779	101,950,016	-	-
Increase (decrease) in assets payable	(331,921,041)	(356,901,081)	(139,127,948)	-
Increase (decrease) in amounts due related company	(101,906,772)	207,357,179	(340,839)	661,841
Increase (decrease) in retention payable	38,738,659	203,189,919	80,950	97,266
Increase (decrease) in accrued expenses	(244,080,138)	300,751,679	(4,640,857)	(44,917,113)
Increase (decrease) in unearned income	1,478,804,738	(1,179,637,675)	(131,352,150)	(1,179,062,675)
Increase (decrease) received in advance from insurance company	50,000,000	(935,635,034)	-	-
Increase (decrease) in advance received from customers	(2,109,654,139)	(1,270,744)	(3,171,775)	(585,225)
Increase (decrease) in other current liabilities	125,586,717	(28,370,165)	(2,738,928)	(3,234,648)
Increase (decrease) in other liabilities - deposit received	1,929,303	309,066	(2,449)	54,066
Gain (loss) from converted subsidiaries financial statement	137,647,520	32,446,096	-	-
Cash receive from operating	3,298,152,438	(2,695,569,552)	(78,625,243)	480,677,726
Cash receive from interest income	18,248,391	10,353,024	32,034,600	64,166,803
Cash payment for interest expenses	(809,795,199)	(800,674,969)	(316,975,631)	(265,584,148)
Cash payment for income tax	(31,502,138)	(29,062,670)	(6,893,257)	(8,152,139)
<b>Net cash provided by (used in) operating activities</b>	<b>2,475,103,492</b>	<b>(3,514,954,167)</b>	<b>(370,459,531)</b>	<b>271,108,242</b>
<b>Cash flows from investing activities</b>				
(Increase) decrease in short-term loan to related company	-	40,000,000	1,118,137,795	(317,403,795)
(Increase) decrease in temporary investment used as collateral	-	1,130,000,000	-	-
(Increase) decrease in cash at banks used as collateral	(7,894)	10,656	106	(1,343)
Cash payments to purchase investment in subsidiaries and associated company - net from cash	-	(1,404,297,132)	(394,541,000)	(1,971,691,414)
Cash received from sale investment in subsidiaries company	1,833,240,000	350,000,000	897,400,000	350,000,000
Cash receive dividend from investment in associated	202,578,756	40,847,334	202,578,756	40,847,334
Cash payments to purchase of property, plant and equipment	(3,691,397,245)	(5,137,019,301)	(143,585,305)	(2,024,957,475)
Cash payments to purchase of intangible assets	(25,000)	-	-	-
Cash receive from government grants	1,329,956,810	-	1,329,956,810	-
Cash receive from sale of property, plant and equipment	1,655,705	2,286,729	439,252	233,645
<b>Net cash provided by (used in) investing activities</b>	<b>(323,998,868)</b>	<b>(4,978,171,714)</b>	<b>3,010,386,414</b>	<b>(3,922,973,048)</b>

ROJANA INDUSTRIAL PARK PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF CASH FLOWS (Continued)

FOR THE YEARS ENDED DECEMBER 31, 2013

			('Baht)	
	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATED FINANCIAL STATEMENTS	
	2013	2012	2013	2012
<b>Cash flow from financing activities</b>				
Increase (decrease) in overdrafts and short-term loan				
from financial institute	(3,321,333,412)	2,490,726,806	(3,105,618,238)	2,305,618,238
Increase (decrease) in short-term loan from related company	-	121,000,000	119,646,275	468,720,890
Increase (decrease) in short-term loan	(589,725,049)	(20,144,499)	-	-
Cash payments to hire-purchase payable	-	(87,678)	-	-
Cash receive from long-term loan	4,068,512,000	5,535,494,950	1,985,567,000	310,000,000
Cash payments to long-term loan	(1,897,581,746)	(971,392,449)	(1,117,241,796)	(122,160,449)
Cash receive from increase of share capital	235,232,395	836,869,998	235,232,395	836,869,998
Cash receive from share capital of non-controlling interests	109,089,000	472,000,000	-	-
Cash payments to dividend	(854,748,890)	-	(854,748,890)	-
<b>Net cash provided by (used in) financing activities</b>	<b>(2,250,555,702)</b>	<b>8,464,467,128</b>	<b>(2,737,163,254)</b>	<b>3,799,048,677</b>
<b>Effect of foreign exchange rate changes on cash and cash equivalents</b>	<b>-</b>	<b>13,800,336</b>	<b>-</b>	<b>-</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>(99,451,078)</b>	<b>(14,858,417)</b>	<b>(97,236,371)</b>	<b>147,183,871</b>
Cash and cash equivalents at the beginning of the period	250,618,355	272,005,622	180,549,125	33,365,254
Effect of sale investment in cash equivalents at the beginning of the period	(10,575,371)	(11,054,662)	-	-
Effect from control in subsidiaries	-	4,525,812	-	-
<b>Cash and cash equivalents at the ending of the period</b>	<b>140,591,906</b>	<b>250,618,355</b>	<b>83,312,754</b>	<b>180,549,125</b>

ROJANA INDUSTRIAL PARK PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES  
NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2013

---

**1. Company and subsidiaries operations**

1.1 Company operation

Rojana Industrial Park Public Company Limited (“The Company”) is a public company limited is listed on the Stock Exchange of Thailand. The address of its registered office at 2034/115 Ital Thai Tower 26 Floor, New Petchaburi Road, Bang Kapi, Huai Khwang, Bangkok. Its main business operations are the development of industrial estate at Ayuthaya and Rayong Provinces.

1.2 Subsidiaries operation

Rojana Industrial Management Company Limited registered in Thailand. Its head office is located at 2034/115 Ital Thai Tower 26 Floor, New Petchaburi Road, Bang Kapi, Huai Khwang, Bangkok. Its main business is distributing consumed water supply for industrial companies and waste water treatment services.

Rojana Power Company Limited registered in Thailand. Its head office is located at 2034/114 Ital Thai Tower 26 Floor, New Petchaburi Road, Bang Kapi, Huai Khwang, Bangkok. Its main business is manufacturing electricity.

Rojana Property Company Limited registered in Thailand. The address of its registered office 2034/112 Ital Thai Tower 26 Floor, New Petchaburi Road, Bang Kapi, Huai Khwang, Bangkok. Its main business is Real estate of condominium for sale and rent

Rojana Energy Company Limited registered in Thailand It’s head office is located at 2034/115 Ital Thai Tower 26 Floor, New Petchaburi Road, Bang Kapi, Huai Khwang, Bangkok. It is engaged in the business of sale and purchase and development of solar energy business.

Rojana Industrial Park Rayong 2 Company Limited. The address of its registered office at 2034/115 Ital Thai Tower 26 Floor, New Petchaburi Road, Bang Kapi, Huai Khwang, Bangkok. Its main business operations are the Development in industrial park for sale, rent and utility service at Rayong Provinces.

Rojana Industrial Park Prachinburi Company Limited. The address of its registered office at 2034/115 Ital Thai Tower 26 Floor, New Petchaburi Road, Bang Kapi, Huai Khwang, Bangkok. Its main business operations are the Development in industrial park for sale, rent and utility service at Prachinburi Provinces.

RPD Property Development Company Limited registered in China. The address of its registered office at 1 Tong Jiang Road, Changzhou Jiangsu, China. Its main business is real estate of condominium for sale and rent.

KPD Property Development Company Limited registered in China. The address of its registered office at 1 Tong Jiang Road, Changzhou Jiangsu, China. Its main business is real estate of building for sale and rent.

Rojana Interiors Company Limited registered in China. Its head office is located at 1 Tong Jiang Road, Changzhou, Jiangsu, Province China. Its main business is interior service.

## **2. Basis of preparation and presentation of the consolidated and the separated financial statements**

2.1 The consolidated and separated financial statements are prepared in conformity with financial reporting standards and practices generally accepted accounting in Thailand. The format financial statement presentation is compliance with Thai Accounting Standard No.1 (revised 2009) "Presentation of Financial Statement", which is effective for financial statements for the accounting periods beginning on or after January 1, 2011 onwards and prepared in accordance with the Notification of the Department of Business Development dated September 28, 2011 regarding "The Brief Particulars in the Financial Statements B.E. 2554".

These financial statements have been prepared on the historical cost convention except as disclosed in the accounting policies.



2.2 These consolidated financial statements are consolidated with Rojana Industrial Park Public Company Limited and subsidiaries which are operating in Thailand and overseas as follows :

	Country of incorporation	Business	Percentage of shares hold by the Company (%)	
			2013	2012
<b>Direct subsidiaries</b>				
Rojana Industrial Management Co., Ltd.	Thailand	Distributing consumed water supply for Industrial Water treatment in Industrial	90	90
Rojana Power Co., Ltd.	Thailand	Manufacturing and selling electricity	41 *	41 *
Rojana Property Co., Ltd.	Thailand	Real estate of condominium for sale and rent	100	100
Rojana Energy Co., Ltd.	Thailand	Development of solar energy business	70	70
Rojana Industrial Park Prachinburi Co., Ltd.	Thailand	Development in industrial park for sale, rent and utility service	100	100
Rojana Industrial Park Rayong 2 Co., Ltd.	Thailand	Development in industrial park for sale, rent and utility service	100	100
KPD Property Development Co., Ltd.	China	Real estate of condominium for sale and rent	-	100
<b>Indirect subsidiary</b>				
RPD Property Development Co., Ltd.	China	Real estate of condominium for sale and rent	-	100
Rojana Interiors Co., Ltd.	China	Interior service	-	100

\* The Company and a shareholder which carries the share more than 60% and has management policy in the same direction. Therefore, the Company has power to exercise control. The consolidated financial statements included the financial statement of Rojana Power Company Limited.

On March 29, 2013, Rojana Property Company Limited (direct subsidiary) to get money from sale investment in RPD Property Development Company Limited (indirect subsidiary) from other company that in overseas in the amount USD 32 million equal Baht 935.84 million. The direct subsidiary entered into transferred right of management and power to control in indirect subsidiary to buyer as at December 31, 2013, that result has, investments portion to be zero, therefore the Company has non controlling to control RPD Property Development Company Limited and Rojana Interiors Company Limited that is indirect subsidiary, therefore not merged the financial statements of both companies. (see note 36.2.1)

On December 16, 2013, the Company entered into sell agreement of KPD Property Development Company Limited to other company that in overseas in the amount of USD 28 million equal Baht 897.40 million and the Company entered into transferred right of management and power to control in subsidiary to buyer that result to investments portion to be zero, therefore the Company has no power to control KPD Property Development Company Limited. Therefore not merged the financial statements of both companies. (see note 36.2.2)

- 2.3 Subsidiaries are fully consolidated as from the date of acquisition, being the date on which the Company obtain control, and continue to be consolidated until the date when such control ceases.
- 2.4 The consolidated financial statement is the consolidation between the company's and its subsidiary's accounts. Thereby, inter-company sales and balance as well as profit or loss that has not occur-yet are eliminated from this financial statement. Accounting policy for subsidiary will change according to head offices in order to consolidated the information about minority interest which is the separate account in the consolidated statements of financial position and the statements of income.

### **3. Adoption of new and revised Thai Financial Reporting Standards**

For the year ended December 31, 2013, the Company and subsidiaries have adopted the new and revised Thai Financial Reporting Standards which issued by the Federation of Accounting Professions, which are effective for the financial statements for the accounting periods beginning on or after January 1, 2013 onwards. Adoption will not have any significant impact on the financial statement of the Company and subsidiaries, as follows:

#### **3.1 TAS No.12 "Income Taxes"**

From January 1, 2013, the Company and subsidiaries have changed accounting policy which related to income tax that record as expense on an accrual basis method to deferred income tax method which without cumulative effect from change account policy. At present the Company and subsidiaries, have an investment privilege and recognized as deferred income tax assets when it is probable that it will receive benefit from the value of assets.

#### **3.2 Accounting for the effects of changes in foreign exchange rates**

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

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

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

### 3.3 Presentation of information on operating segments

From January 1, 2013, the Company and subsidiaries has adopted TFRS 8 Operating Segments. The new policy for presentation of information on operating segments, together with information on the previous policy, is given below.

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

Presentation and disclosure of segment information has not effect on the segment information reported (see note 33)

#### 4. New and revised Thai Financial Reporting Standards announced but not effective

The Federation of Accounting Professions has issued the Notifications regarding the Thai Financial Reporting Standards (TFRS), which will become effective for the financial statements for the accounting periods beginning on or after January 1, 2014 and 2016 onwards as follows;

		<b>Effective date</b>
<b>Thai Accounting Standards</b>		
TAS 1 (revised 2012)	Presentation of Financial Statements	January 1, 2014
TAS 7 (revised 2012)	Statement of Cash Flows	January 1, 2014
TAS 12 (revised 2012)	Income Taxes	January 1, 2014
TAS 17 (revised 2012)	Leases	January 1, 2014
TAS 18 (revised 2012)	Revenue	January 1, 2014
TAS 19 (revised 2012)	Employee Benefits	January 1, 2014
TAS 21 (revised 2012)	The Effects of Changes in Foreign Exchange Rate	January 1, 2014
TAS 24 (revised 2012)	Related Party Disclosures	January 1, 2014
TAS 28 (revised 2012)	Investments in Associates	January 1, 2014
TAS 31 (revised 2012)	Interests in Joint Venture	January 1, 2014
TAS 34 (revised 2012)	Interim Financial Reporting	January 1, 2014
TAS 38 (revised 2012)	Intangible assets	January 1, 2014
<b>Thai Accounting Standards Interpretation</b>		
TSI 15	Operating Leases - Incentives	January 1, 2014
TSI 27	Evaluating the Substance of Transactions Involving the Legal Form of Lease	January 1, 2014
TSI 29	Disclosure - Service Concession Arrangements	January 1, 2014
TSI 32	Intangible Assets - Web Site Costs	January 1, 2014
<b>Thai Financial Reporting Standards</b>		
TFRS 2 (revised 2012)	Share – Based Payments	January 1, 2014
TFRS 3 (revised 2012)	Business Combinations	January 1, 2014
TFRS 4	Insurance Contracts	January 1, 2016
TFRS 5 (revised 2012)	Non-current Assets Held for Sale and Discontinued Operations	January 1, 2014
TFRS 8 (revised 2012)	Operating Segments	January 1, 2014

Thai Financial Reporting Interpretation		Effective date
TFRI 1	Changes in Existing Decommissioning, Restoration and Similar Liabilities	January 1, 2014
TFRI 4	Determining whether an Arrangement contains a Lease	January 1, 2014
TFRI 5	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds	January 1, 2014
TFRI 7	Applying the Restatement Approach under IAS 29 Financial Reporting in Hyperinflationary Economies	January 1, 2014
TFRI 10	Interim Financial Reporting and Impairment	January 1, 2014
TFRI 12	Service Concession Arrangements	January 1, 2014
TFRI 13	Customer Loyalty Programmes	January 1, 2014
TFRI 17	Distributions of Non-cash assets to owners	January 1, 2014
TFRI 18	Transfers of Assets from Customers	January 1, 2014

The Company and subsidiaries' management anticipates that all of the above TSI will be adopted in the Company and subsidiaries's financial statements when they become effective which management is still evaluating the impact to the financial statement for the year those accounting standards will be started.

## 5. Summary of significant accounting policies

### 5.1 Revenue and expenses

5.1.1 Revenues from sales of land are recognized as income when transfer right of land or transfer significant risk.

5.1.2 Revenues from sales of condominium are recognized as income when the significant risk and rewards of ownership have been transferred to the buyer. The Company do not involve neither continuing management nor effective control over the condominium sold.

5.1.3 Sales of electricity, water supply and alcohol are recognized upon delivery of products.

5.1.4 Revenue from hotel service is recognized as revenue when providing services to the customer.

5.1.5 Service income is recognized to percentage of competition.

5.1.6 Rental income is recognized as revenues over the rental period.

- 5.1.7 Dividend income are recognized when entitled to receive dividends.
- 5.1.8 Other revenue and expenses are recognized on an accrual basis.
- 5.2 Cash and cash equivalents is cash on hand and at financial institute and short-term investment with high liquidity are due in less than 3 months and no restrictions on use.
- 5.3 Account receivables are presented on anticipated realizable value, the Company and subsidiary record the allowance for doubtful accounts by historical uncollected experiences, condition of economic and the account receivable's ability for the repayment.
- 5.4 Inventories are stated at cost or net realizable value whichever is lower and net realizable value estimated selling price in normal business condition less manufacturing cost and cost that needed to be paid for that specific goods. Cost are calculated as follow:
- Raw material and spare parts are calculated by the first-in first-out.
- 5.5 Property development cost is stated at the lower of cost or net realizable value. Cost consists of cost of land, land development expenditures, borrowing cost which related directly incurred to the project. The Company and subsidiaries record borrowing costs as cost of land development since the beginning of the project until the development is completed and ready to sell
- 5.6 Investment property
- The Company and subsidiaries recognize property development as investment property is stated at cost net allowance impairment (if any).
- 5.7 Investment
- 5.7.1 Investments in subsidiary company
- Investment in subsidiary companies, which presented in the separated financial statement by the cost method. The cost method is has not amortized goodwill. In case impairment in value of investment has occurred, the loss of investment is recognized in the separated statement of income.
  - Investments in subsidiary are undertaking over which the Company has over 50% of the voting rights, or over which the company exercises control.

### 5.7.2 Investments in associate company

- Investment in associated companies, which presented in the separated financial statement by the cost method not amortized. In case impairment in value of investment has occurred, the loss of investment is recognized in the separated statement of income.
- Investment in associated companies, which presented in the consolidated financial statement by the equity method. In case impairment in value of investment has occurred, the loss of investment is recognized in the consolidated statement of income.
- Investments in associate are undertaking in which the group generally has between 20% and 50% of the voting rights, or over which the Company and subsidiaries has significant influence, but which it does control. Unrealized gains on transactions between the group and its associated undertaking are eliminated to the extent of the group's interest in the associated undertakings; unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. The group's investment in associated undertaking includes goodwill (net of accumulated amortization) on acquisition. Equity accounting is discontinued when the carrying amount of the investment in an associated undertaking reaches zero, unless the group has incurred obligations or guaranteed obligations in respect of the associated undertaking.

5.7.3 Investments in debt securities, both due within one year and expected to be held to maturity, are recorded at amortized cost allowance for less impairment (if any). In the case of securities an impairment, loss from impairment is recognized as expenses is not interest in statements of income. Premiums or discounts on debt securities held to maturity had adjustment increase or decrease in interest income on a straight line basis over the term of the debt owed. Interest income on held-to-maturity debt securities are recorded on an accrual basis.

## 5.8 Property, plant and equipment

### 5.8.1 Property, plant and equipment

Property, plant and equipment are recorded at cost. Cost is measured by cash or cash equivalent paid to obtain the asset and bring it to the location and condition necessary for its intended use. In the case of self-constructed assets, the cost of construction consists of the materials, direct labor and other expenses attributable to the construction, which are allocated to the assets on a systematic basis. Property, plant and equipment, except land, are presented in the balance sheet at historical cost less accumulated depreciation.

5.8.2 Depreciation is calculated on the straight line method, except for land as it is deemed to have an indefinite life, to their residual values over their estimated useful life as follows :

Plants	25 years
Machines	15 - 25 years
Buildings and constructions	20 - 35 years
Bunding	50 years
Furniture and fixtures	5 years
Office equipment	5 years
Tools and equipment	5 years
Vehicles	5 years
Other systems	20 years

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

5.8.4 Interest costs on borrowings to finance the construction of property, plant and equipment are capitalized as part of cost of the asset, during the period of time required to complete and prepare the property for its intended use. Costs on borrowings consist of interest and other cost, which occurred from that borrowing.

5.8.5 Expenditures for addition, renewal and betterment, which result in a substantial increase in an asset's current replacement value, are capitalized. Repair and maintenance costs are recognized as an expense when incurred.



#### 5.8.6 Government grants

- Government grants related to assets measured at fair value. Recorded as Deferred income and deducted from the value of the related asset in the statements of financial position.
- Government grants are recognized in profit or loss over the useful life of the asset deterioration in the form of a reduced depreciation for a period of 50 years.

#### 5.9 The Company and subsidiaries recorded intangible asset as follow:

5.9.1 Intangible asset's subsidiaries company stated at cost net amortization accumulated, which amortized by the straight-line method according to benefit economic as follow:

Right of use gas pipelines system	19 years
Software	3 years

5.9.2 Goodwill arising on acquisition represents the excess of the cost of acquisition over the fair value of net assets acquired. Negative goodwill arising on acquisition represents the excess of the fair value of the net assets acquired over the cost of acquisition. Negative goodwill is state value less allowance for impairment (if any).

#### 5.10 Leasing

##### 5.10.1 Operating leases

Asset lease having risks and the right benefit of asset are classifying operating leases. Lease payment under an operating lease are recognized as expenses under duration of lease.

##### 5.10.2 Financial leases

Leases of assets, where the Company has transferred all the risks and rewards of ownership and intend to buy assets when the end of period of lease contract, are classification as finance leases. Financial leases are capitalizing at the inception of the lease record with liabilities occur from lease payment in the future, by not include interest expense which are financial charge. Financial charge are recorded as expenses according to the proportion of the liabilities balance outstanding.

## 5.11 Employee benefits

### 5.11.1 Short-term benefits

- The Company and subsidiaries records the payment to workmen's compensation fund as expenses throughout the accounting period.
- The Company and subsidiaries records the payment to provident fund as expenses throughout the accounting period.

### 5.11.2 Long-term benefits

The Company and subsidiaries have obligations in respect of the severance payments it must make to employees upon retirement under labor law.

The Company and subsidiaries treats these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is determined by management, using the projected unit credit method. Such determination is made based on various assumptions, including discount rate, future salary increase rate, staff turnover rate.

Actuarial gains and losses arising from post-employment benefits are recognized in full in the statements of comprehensive income.

## 5.12 Foreign currency

### 5.12.1 Currency transactions

- Transactions throughout the year are converted into Baht at the rates of transaction dates.
- Assets and liabilities at the end of the period are converted into Baht at the reference exchange rate established by the Bank of Thailand prevailing at the statements of financial position date.
- Gains or losses on exchange rate are recognized as revenues or expenses in the statement of income.
- The subsidiaries has entered into forward foreign currency contracts so as to manage the risk of contingent liabilities from changing of foreign exchange rate.
- The difference of not maturity date of foreign exchange rate is the different between the prompt foreign exchange rate and the reference foreign

exchange rate ended the year of the bank of Thailand and recognized as revenue or expense for the year.

- The difference between forward exchange rates and prompt exchange rates in the forward foreign currency contract are amortized as revenue or expenses the duration of contract.

#### 5.12.2 Agencies abroad

The financial statements of oversea subsidiary companies is translated into Thai Baht at the closing exchange rate as at statements of financial position date to assets and liabilities, and market exchange rates in which the transaction took place as to revenues and expenses. The resultant differences are record in statements of comprehensive income and shown as gain (loss) on exchange rate and convert financial statements in equity until investment are sold out.

### 5.13 Taxation

Income tax expenses (income) which is part of the yearly tax calculation are including the sum of current tax and deferred tax.

#### 5.13.1 Current tax

The current tax is tax that has to pay by calculating on taxable profit for the period. Taxable profit differs from profit that reported in the statements of income because it excludes items that can count as income or taxable expenses in other years, and not include the items that can not count as income or taxable expenses. The Company's liability for current tax is calculated by using tax rates at the reporting date.

#### 5.13.2 Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax basis used in the computation of taxable profit (tax base). Deferred tax liabilities are generally recognized for all taxable temporary differences, and deferred tax assets are generally recognized for temporary differences to the extent that it is probable that taxable profits will be available against which those temporary differences can be utilized. The carrying amount of deferred tax assets is reviewed at the reporting date. Deferred tax asset shall be reduced to the extent that utilized taxable profits are decreased. Any such

reduction shall be reversed to the extent that it becomes probable that sufficient taxable profit will be available to allow total or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates that have been enacted or substantively enacted at the end of the reporting period.

Current tax assets and liabilities are offset when there is a legally enforceable right to set off the recognized amounts and the Company and subsidiaries intend to settle on a net basis or to realize the asset and settle the liability simultaneously and when they relate to income taxes levied by the same taxation authority.

The Company and subsidiaries have presented income tax expenses or income related to profit or loss are presented in the statement of income. For current income taxes and deferred taxes related to items recognized directly in statements of equity in the same or different period, that will be recognized directly in statements of equity.

#### 5.14 Earnings (loss) per shares

5.14.1 Basic earnings (loss) per share calculated by dividing net profit (loss) for the each year by the weighted average number of ordinary shares in the period of the each year.

5.14.2 Diluted earnings (loss) per share is calculated by dividing net income for the year by the sum of the weighted average number of ordinary shares and preference shares in issue during the year and the weighted average number of ordinary shares which might need to be issued for the conversion of the warrants into ordinary shares.

#### 5.15 Critical judgments of management accounting policies and estimation

Preparation of financial statements in conformity with generally accepted accounting principles require management to make estimation and assumptions about book value critical amounts of assets and liabilities that are not readily apparent from other sources. The estimates and assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may be differ from those estimation. The significant areas that management need to use their judgments and estimation that will effect on the amounts and disclosures are as follows:

#### 5.15.1 Allowance for doubtful accounts

The Company and subsidiaries estimated the allowance for doubtful accounts from the ending balance of accounts receivable. The estimate encompasses consideration of past collection experiences and other factors, such as changes in the composition and volume of the receivable, the relationship of the allowance for doubtful accounts to the receivable and the local economic conditions.

#### 5.15.2 Impairments of investment in subsidiaries and associates

The Company treats investment in subsidiaries and associates as impaired when the management judge that there has been a significant or prolonged decline in the fair value below their cost or where other objective evidence of impairment exists. The determination of what is “significant” or “prolongend” requires judgment.

#### 5.15.3 Allowance for intangible assets

The intangible assets consist of right of use gas pipelines system, know-how, cost of research & develop and software, which tested for impairment when asset has impairment and goodwill has use life non limit, which tested for impairment every year by using a fair value method of discounted cash flows on an annual basis.

#### 5.15.4 Impairment of asset

The carrying amounts of the Company and subsidiaries are reviewed at each statements of financial position dated to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated amount expected to return to fair value less costs to sell and value in use of an asset or assets value whichever the higher value.

#### 5.15.5 Estimated liabilities

Estimated liabilities are recognized as liabilities in the statements of financial position when it is probable that an obligation has been incurred as a result of a past event, it is possible that an economic benefits will be required to settle the obligation and the amount of the obligation can be reasonably estimated.

#### 5.15.6 The derivative financial instruments.

The Company and subsidiaries are exposed to risks from interest rate. The Company uses derivative financial instruments to reduce such risks. Gain or loss on the hedging are recognized in profit or loss in the same period, with the difference that results from the interest rate of financial liabilities for hedging.

#### 5.15.7 Fair value of financial instruments

In assessment fair value of financial instruments are no trading in the market and can not search for active market, the management use judgment for estimating fair value of financial instrument calculated by criterion assessment value that has been accepted. The variable has calculated from comparing with other variables in the market, by considering from the liquidity, the relation data and changing of value of long-term financing instruments.

### 6. Supplementary cash flows information

Transaction of operating activities and investing activities that are not cash which shown in cash flows for the year ended December 31, 2013 and 2012, are as follow:

- Cash payment for purchase asset which shown in investing activities in year 2013 and 2012, cash flows as net of asset which increase less asset payable in the amount of Baht 368.97 million and Baht 331.92 million respectively and borrowing cost in the amount of Baht 98.97 million and Baht 182.41 million respectively and less assets which repaired and replace in year 2013 in the amount of Baht 1,672.81 million.
- Cash payment for purchase asset which shown in investing activities in separated financial of cash flows in year 2013 as net of cost of loan in the amount of Baht 14.70 million and in year 2012, as net of asset which increase less asset payable in the amount of Baht 139.13 million.

## 7. Cash and cash equivalents

Cash and cash equivalents as at December 31, 2013 and 2012, are as follows:

	('Baht)			
	Consolidated financial statements		Separated financial statements	
	2013	2012	2013	2012
Cash	384,434	983,917	70,000	70,000
Saving account	127,137,952	218,197,118	70,547,586	165,688,344
Current account	12,905,654	15,569,010	12,695,168	14,790,781
Fixed deposit 6-12 months	163,866	293,352	-	-
Foreign account	-	15,574,958	-	-
Total	<u>140,591,906</u>	<u>250,618,355</u>	<u>83,312,754</u>	<u>180,549,125</u>

## 8. Temporary investment used as collateral

Cash at financial institute of the subsidiary are considered bank security according to the credit facility agreement. The subsidiary cannot be used for any purpose other than repayments of loans and interest that accept by commercial bank and financial institute. (see notes 19)

## 9. Accounts and other receivable - net

Accounts and other receivable as at December 31, 2013 and 2012, are as follows:

	('Baht)			
	Consolidated financial statements		Separated financial statements	
	2013	2012	2013	2012
Account receivable				
Receivables from sales of property				
Installment due	-	15,243,842	12,480,000	12,480,000
Services and rental receivable	29,079,723	16,441,608	32,949,936	30,420,384
Water supply receivable	25,772,066	15,623,053	-	-
Receivable from sale of electricity	1,225,795,159	215,036,594	-	-
Notes receivable	-	2,520	-	-
Total account receivable	<u>1,280,646,948</u>	<u>262,347,617</u>	<u>45,429,936</u>	<u>42,900,384</u>
<u>Less</u> Allowance for doubtful debt	<u>(19,558,777)</u>	<u>-</u>	<u>(4,109,427)</u>	<u>-</u>
Account receivable - net	<u>1,261,088,171</u>	<u>262,347,617</u>	<u>41,320,509</u>	<u>42,900,384</u>
Other receivable	-	75,019,398	-	-
Total account and other receivable - net	<u>1,261,088,171</u>	<u>337,367,015</u>	<u>41,320,509</u>	<u>42,900,384</u>

Accounts receivable classified by outstanding aging as at December 31, 2013 and 2012 as follows:

	(Baht Million)			
	Consolidated financial statements		Separated financial statements	
	2013	2012	2013	2012
Less than 3 months	1,184	188	27	25
More than 3 - 6 months	68	12	1	1
More than 6 - 12 months	8	28	1	1
Over 12 months	21	34	16	16
Total	<u>1,281</u>	<u>262</u>	<u>45</u>	<u>43</u>

#### 10. Property development cost

Property development cost as at December 31, 2013 and 2012 are as follow:

	('Baht)			
	Consolidated financial statements		Separated financial statements	
	2013	2012	2013	2012
Land	8,779,609,051	10,095,303,021	5,974,783,433	5,968,320,011
Advance for license to land use	-	1,778,121,991	-	-
Development cost	5,508,652,136	7,055,772,580	3,534,719,338	3,426,332,652
Borrowing cost	543,953,023	591,965,424	384,113,415	384,113,415
	<u>14,832,214,210</u>	<u>19,521,163,016</u>	<u>9,893,616,186</u>	<u>9,778,766,078</u>
<u>Less: Transfer to cost of sales to date</u>	<u>(10,172,929,886)</u>	<u>(12,601,976,735)</u>	<u>(8,131,335,845)</u>	<u>(8,037,430,249)</u>
Property developed cost - net	<u>4,659,284,324</u>	<u>6,919,186,281</u>	<u>1,762,280,341</u>	<u>1,741,335,829</u>

The Company acquired to subsidiaries at price higher than net book value of the two subsidiaries of the land to be developed as an industrial park for sale in Prachinburi and Rayong. The fair value was estimated by independent valuer in the amount of Baht 1,221.29 million, the Company has present value the land at fair value higher cost in the statements of financial position. (see note 36.2)

A Subsidiary company establishes the company in China, in 2008 has prepaid to purchase land to China government. Value of contract tendered in the amount of Yuan 296 million has first installment due in the amount of Yuan 150 million, second installment due in the amount of Yuan 70 million and final installment in the amount of Yuan 76 million. As at December 31, 2012, the subsidiary outstanding in the amount of Yuan 56 million. After that on December 2013, the Company sold its investment. Therefore, the consolidated financial statements as at December 31, 2013, have no such transaction.



The Company and subsidiaries has mortgaged 85% of total area of land that present in property development cost and some land in the project's subsidiary that operating in oversea and land under property, plant and equipment with the financial institutions as collaterals for long-term loans (see note 16,19).

Cost of goods which record as expenses and present in cost of sale of land and condominium in consolidated and separated statements of income for the year ended December 31, 2013 and 2012, in the amount of Baht 3,008.63 million and Baht 2,054.62 million respectively.

#### 11. Spare parts - net

Spare parts as at December 31, 2013 and 2012 are as follows:

	('Baht)			
	Consolidated financial statements		Separated financial statements	
	2013	2012	2013	2012
Spare parts	207,011,147	193,484,975	-	-
<u>Less</u> allowance for damage of goods	-	(52,042,071)	-	-
Net	<u>207,011,147</u>	<u>141,442,904</u>	<u>-</u>	<u>-</u>

In 2013, the subsidiary has reversed allowance for damage from flooding in the amount of Baht 52.04 million, from inspection; the damaged parts are usable in amount of Baht 26.13 million and then record loss from damaged parts, which show net with reversal of damaged parts in the cost of goods sold.

#### 12. Other current assets

Other current assets as at December 31, 2013 and 2012 are as follow:

	('Baht)			
	Consolidated financial statements		Separated financial statements	
	2013	2012	2013	2012
Revenue Department receivable	611,140,002	403,430,825	52,176,218	42,175,397
Vat refund	76,075,325	29,870,728	-	-
Withholding income tax	36,319,240	41,917,625	6,893,257	8,152,137
Prepaid expenses	94,459,403	23,047,676	4,582,488	9,031,056
Accrued interest income	-	-	9,109,430	-
Prepaid tax	-	209,652,299	-	-
Other current asset	19,387,175	45,328,351	6,754,432	7,366,857
Total	<u>837,381,145</u>	<u>753,247,504</u>	<u>79,515,825</u>	<u>66,725,447</u>

### 13. Investment property

Investment property have movement transaction as follows:

('Baht)

	Consolidated financial statements			
	Balance as at December 31, 2012	Purchase or acquired	Disposal	Balance as at December 31, 2013
Land	2,242,776,726	2,685,000	-	2,245,461,726
Development cost for sale	36,664,411	105,930,407	-	142,594,818
Borrowing cost	5,876,326	-	-	5,876,326
Total	<u>2,285,317,463</u>	<u>108,615,407</u>	<u>-</u>	<u>2,393,932,870</u>

('Baht)

	Consolidated financial statements			
	Balance as at December 31, 2011	Purchase or acquired	Disposal	Balance as at December 31, 2012
Land	2,242,776,726	-	-	2,242,776,726
Development cost for sale	31,202,405	5,462,006	-	36,664,411
Borrowing cost	5,876,326	-	-	5,876,326
Total	<u>2,279,855,457</u>	<u>5,462,006</u>	<u>-</u>	<u>2,285,317,463</u>

('Baht)

	Separated financial statements			
	Balance as at December 31, 2012	Purchase or acquired	Disposal	Balance as at December 31, 2013
Land	1,127,066,726	2,685,000	-	1,129,751,726
Development cost for sale	8,865,931	105,930,407	-	114,796,338
Borrowing cost	5,876,326	-	-	5,876,326
Total	<u>1,141,808,983</u>	<u>108,615,407</u>	<u>-</u>	<u>1,250,424,390</u>

('Baht)

	Separated financial statements			
	Balance as at December 31, 2011	Purchase or acquired	Disposal	Balance as at December 31, 2012
Land	1,127,066,726	-	-	1,127,066,726
Development cost for sale	4,755,237	4,110,694	-	8,865,931
Borrowing cost	5,876,326	-	-	5,876,326
Total	<u>1,137,698,289</u>	<u>4,110,694</u>	<u>-</u>	<u>1,141,808,983</u>

On December 1, 2012, and January 24, 2013, the Company has entered into land lease contract for solar energy building total 3 contracts with subsidiary, which agreement to lease in Ayutthaya Provinces total 22 land plots duration for 12 year. The rental in the amount of Baht 40,000 per rai, which repayment in the amount of Baht 1.47 million per month, including for rental 12 years in the amount of Baht 211.59 million which has detail as follows:

Period	('Baht)	
	2013	2012
Less than 1 year	17,632,800	15,638,658
More than 1-5 year	68,537,058	68,537,058
Over 5 year	109,292,658	126,925,458

Investment property has fair value in the consolidated and separated financial statements in the amount of Baht 3,574.94 million and Baht 1,983.84 million, respectively, which evaluated by the management reference from purchase and sale land at present and assess price.

The Company has mortgaged investment property with the financial institutions as collaterals for long-term loans (see note 19).

## 14. Property, plant and equipment - net

Property, plant and equipment have movement transaction as follows:

(Baht)

	Consolidated financial statements				Balance as at December 31, 2013
	Balance as at December 31, 2012	Increase	Disposal	Transfer	
<b>Cost</b>					
Land	595,313,182	-	-	-	595,313,182
Land improvement	8,595,043	-	-	(8,595,043)	-
Plant and buildings	4,938,091,149	827,783,573	(1,143,487,546)	(154,528,934)	4,467,858,242
Bunding	-	-	-	2,228,639,943	2,228,639,943
Residence for employee	(8,595,043)	-	-	8,595,043	-
Furniture and fixture	396,117,105	1,155,685,260	(60,254,747)	4,991,185,698	6,482,733,316
Machinery, tool and equipment	8,086,131,187	29,915,208	(127,365,707)	3,982,697	7,992,663,385
Vehicles	121,460,255	9,706,062	(3,370,044)	(9,626,817)	118,169,456
Construction in progress	8,057,449,311	3,331,005,473	-	(8,404,613,306)	2,983,841,478
<b>Total cost</b>	<b>22,194,562,189</b>	<b>5,354,095,576</b>	<b>(1,334,478,044)</b>	<b>(1,344,960,719)</b>	<b>24,869,219,002</b>
<b>Accumulated depreciation</b>					
Land improvement	(403,685)	-	-	403,685	-
Plant and buildings	(1,365,851,972)	(149,529,256)	255,214,736	93,809,005	(1,166,357,487)
Bunding	-	(7,457,788)	-	-	(7,457,788)
Furniture and fixture	(171,706,346)	(352,763,798)	57,304,960	87,326,878	(379,838,306)
Machinery, tool and equipment	(2,924,709,394)	(58,614,122)	72,391,539	-	(2,910,931,977)
Vehicles	(71,890,559)	(14,749,507)	1,760,535	6,145,213	(78,734,318)
<b>Total accumulated depreciation</b>	<b>(4,534,561,956)</b>	<b>(583,114,471)</b>	<b>386,671,770</b>	<b>187,684,781</b>	<b>(4,543,319,876)</b>
Property, plant and equipments - net	17,660,000,233	4,770,981,105	(947,806,274)	(1,157,275,938)	20,325,899,126
<u>Add</u> Maintenance and replacement assets	3,610,882,769**				-
<u>Less</u> Allowance damage machinery	(3,362,511,276)*				-
<u>Less</u> government grants (see note 28.1)	-				(1,329,956,810)
<b>Net</b>	<b>17,908,371,726</b>				<b>18,995,942,316</b>
Depreciation of assets for the years	578,330,596				583,114,471

\* In year 2011, the subsidiary has estimated the value of the damage from the flood of machinery in the amount of Baht 3,362 million, expected to be received compensation totaling 2,462.55 million, the subsidiary has recorded an allowance for net damage assets with money will be received in the amount of Baht 899.45 million (see note 26.1). Later in 2012, the subsidiary has recorded allowance damage machinery separately from accrued income from insurance companies.

\*\* In year 2012, the subsidiary has completed maintenance and replacement of spare part. Therefore, reverse allowance damage machinery and record maintenance and replacement to cost of machinery.

## Consolidated financial statements

	Balance as at December 31, 2011	Increase	Disposal	Transfer	Balance as at December 31, 2012
<b>Cost</b>					
Land	630,564,381	-	-	(35,251,199)	595,313,182
Land improvement	11,605,102	-	-	(3,010,059)	8,595,043
Plant and buildings	5,127,598,741	-	-	(189,507,592)	4,938,091,149
Residence for employee	3,747,282	-	-	(12,342,325)	(8,595,043)
Furniture and fixture	380,725,169	9,981,987	-	5,409,949	396,117,105
Machinery, tool and equipment	8,251,461,212	14,199,117	-	(179,529,142)	8,086,131,187
Vehicles	121,036,586	10,960,075	(8,743,900)	(1,792,506)	121,460,255
Construction in progress	2,518,636,669	5,650,815,875	-	(112,003,233)	8,057,449,311
Total cost	<u>17,045,375,142</u>	<u>5,685,957,054</u>	<u>(8,743,900)</u>	<u>(528,026,107)</u>	<u>22,194,562,189</u>
<b>Accumulated depreciation</b>					
Land improvement	(2,334,137)	(48,704)	-	1,979,156	(403,685)
Plant and buildings	(1,211,722,538)	(189,445,297)	-	35,315,863	(1,365,851,972)
Residence for employee	(1,799,207)	(34,666)	-	1,833,873	-
Furniture and fixture	(123,618,005)	(53,037,721)	-	4,949,380	(171,706,346)
Machinery, tool and equipment	(2,653,866,444)	(318,643,455)	-	47,800,505	(2,924,709,394)
Vehicles	(63,030,725)	(17,120,753)	7,296,838	964,081	(71,890,559)
Total accumulated depreciation	<u>(4,056,371,056)</u>	<u>(578,330,596)</u>	<u>7,296,838</u>	<u>92,842,858</u>	<u>(4,534,561,956)</u>
Property, plant and equipments - net	12,989,004,086	<u>5,107,626,458</u>	<u>(1,447,062)</u>	<u>(435,183,249)</u>	17,660,000,233
<u>Add</u> Maintenance and replacement assets	-				3,610,882,769**
<u>Less</u> Allowance damage machinery	<u>(899,955,506)*</u>				<u>(3,362,511,276)*</u>
Net	<u>12,089,048,580</u>				<u>17,908,371,726</u>
Depreciation of assets for the years	<u>615,396,449</u>				<u>578,330,596</u>

Land of the Company, plant and buildings, machinery and equipment of the subsidiaries are mortgaged to guarantee overdraft and short-term loan from financial institute and long-term loan (see note 16, 19).

As at December 31, 2013 and 2012, the consolidated financial statements have fixed assets, which were fully depreciated but still in use in the financial statements, stated at book value less accumulated depreciation in approximately Baht 198.79 million and Baht 165.40 million respectively.

Construction in progress increase in 2013 and 2012 was included borrowing costs in the amount of Baht 98.97 million and Baht 182.41 million respectively.

('Baht)

	Separated financial statements				
	Balance as at December 31, 2012	Increase	Disposal	Transfer	Balance as at December 31, 2013
<b>Cost</b>					
Land	145,877,470	-	-	-	145,877,470
Buildings and construction	895,644,609	1,252,000	(4,041,824)	12,910,581	905,765,366
Bunding	-	-	-	2,228,639,943	2,228,639,943
Furniture and fixture	45,491,014	179,137	(38,293,182)	-	7,376,969
Tool and equipment	157,076,844	13,460,086	(30,070,329)	(505,000)	139,961,601
Vehicles	84,029,504	4,324,130	(1,800,000)	-	86,553,634
Construction in progress	2,157,057,559	139,075,648	-	(2,241,045,524)	55,087,683
Total cost	<u>3,485,177,000</u>	<u>158,291,001</u>	<u>(74,205,335)</u>	<u>-</u>	<u>3,569,262,666</u>
<b>Accumulated depreciation</b>					
Buildings and construction	(494,552,673)	(30,048,926)	4,041,804	-	(520,559,795)
Bunding	-	(7,457,788)	-	-	(7,457,788)
Furniture and fixture	(44,858,896)	(568,805)	38,288,344	-	(7,139,357)
Tool and equipment	(56,926,295)	(9,166,612)	30,062,422	-	(36,030,485)
Vehicles	(52,784,721)	(9,784,219)	1,366,030	-	(61,202,910)
Total accumulated depreciation	<u>(649,122,585)</u>	<u>(57,026,350)</u>	<u>73,758,600</u>	<u>-</u>	<u>(632,390,335)</u>
Property, plant and equipments-Net	2,836,054,415	101,264,651	(446,735)	-	2,936,872,331
Less government grants (see note 28.1)	-	-	-	-	(1,329,956,810)
Net	<u>2,836,054,415</u>	<u>101,264,651</u>	<u>(446,735)</u>	<u>-</u>	<u>1,606,915,521</u>
Depreciation of assets for the years	54,046,073				57,026,350

('Baht)

	Separated financial statements				
	Balance as at December 31, 2011	Increase	Disposal	Transfer	Balance as at December 31, 2012
<b>Cost</b>					
Land	145,877,470	-	-	-	145,877,470
Buildings and construction	895,644,609	-	-	-	895,644,609
Furniture and fixture	45,407,322	83,692	-	-	45,491,014
Tool and equipment	118,728,167	5,618,677	-	32,730,000	157,076,844
Vehicles	81,521,843	4,756,561	(2,248,900)	-	84,029,504
Construction in progress	36,161,066	2,153,626,493	-	(32,730,000)	2,157,057,559
Total cost	<u>1,323,340,477</u>	<u>2,164,085,423</u>	<u>(2,248,900)</u>	<u>-</u>	<u>3,485,177,000</u>
<b>Accumulated depreciation</b>					
Buildings and construction	(459,276,224)	(35,276,449)	-	-	(494,552,673)
Furniture and fixture	(43,677,341)	(1,181,555)	-	-	(44,858,896)
Tool and equipment	(50,873,666)	(6,052,629)	-	-	(56,926,295)
Vehicles	(43,498,180)	(11,535,440)	2,248,899	-	(52,784,721)
Total accumulated depreciation	<u>(597,325,411)</u>	<u>(54,046,073)</u>	<u>2,248,899</u>	<u>-</u>	<u>(649,122,585)</u>
Property, plant and equipments-Net	<u>726,015,066</u>	<u>2,110,039,350</u>	<u>(1)</u>	<u>-</u>	<u>2,836,054,415</u>
Depreciation of assets for the years	44,447,120				54,046,073

Land of the Company are mortgaged to guaranteed overdraft and short-term loan from financial institute and long-term loans (see note 16, 19).

The separated financial statements has assets with fully depreciated but can be used have book value before less accumulated depreciation as at December 31, 2013 and 2012 in the amount of Baht 169.99 million and Baht 114.19 million respectively.

## 15. Intangible assets - net

Intangible asset as at December 31, 2013 and 2012 are as follow:

('Baht)

	Consolidated financial statements				
	Net balance as at December 31, 2012	Purchase or acquire	Total	Amortized	Net balance as at December 31, 2013
Right of use gas pipelines system	115,381,046	-	115,381,046	(8,319,009)	107,062,037
Software	460,364	25,000	485,364	(133,693)	351,671
Goodwill	234,968,470	-	234,968,470	-	234,968,470
Total	<u>350,809,880</u>	<u>25,000</u>	<u>350,834,880</u>	<u>(8,452,702)</u>	<u>342,382,178</u>

('Baht)

	Consolidated financial statements				
	Net balance as at December 31, 2011	Purchase or acquire	Total	Amortized	Net balance as at December 31, 2012
Right of use gas pipelines system	125,536,359	-	125,536,359	(10,155,313)	115,381,046
Know-how	7,069,147	-	7,069,147	(7,069,147)	-
Cost of research & develop refined alcohol	19,293,947	-	19,293,947	(19,293,947)	-
Software	305,271	155,093	460,364	-	460,364
Goodwill (see note 36.2.4)	-	234,968,470	234,968,470	-	234,968,470
Total	<u>152,204,724</u>	<u>235,123,563</u>	<u>387,328,287</u>	<u>(36,518,407)</u>	<u>350,809,880</u>

In 2005, a subsidiary has transferred right of gas pipeline system by link to the pipeline system of PTT to PTT Public Company Limited for received gas from PTT Public Company Limited. According to the condition of supply agreement to purchase gas, a subsidiary has right to use gas pipeline according to the space of time of supply agreement to purchase gas within 21 years and renew the contract for 4 years. A subsidiary has recorded the right to use gas pipeline in historical cost less accumulated depreciation in the amount of Baht 192.95 million and presented in "Intangible assets". Intangible assets are amortized by the straight-line method of supply agreement to purchase gas, which balance 19 years.

A subsidiary has entered into technical agreement for manufacturing with oversea company for manufacturing goods. A subsidiary has paid cost of research and develops to produce-refined alcohol which has amortized from manufacture for 10 years. In January 2012, the Company has sale investment in subsidiary, therefore the consolidated financial statements as at December 31, 2012, has no these transaction.

## 16. Overdraft and short-term loans from the financial institute

Overdraft and short-term loans from the financial institute as at December 31, 2013 and 2012, are as follow:

		('Baht)			
	Interest rate	Consolidated financial statements		Separated financial statements	
		2013	2012	2013	2012
Overdraft	MOR	30,816,674	21,531,848	-	-
Short-term loans	as set by the financial institute	1,565,000,000	4,895,618,238	1,565,000,000	4,670,618,238
Total		<u>1,595,816,674</u>	<u>4,917,150,086</u>	<u>1,565,000,000</u>	<u>4,670,618,238</u>

16.1 The Company has entered into overdraft with a commercial bank in the amount of Baht 20 million and entered into contract to received loan in the amount of Baht 340 million and no limit with the financial institutes by issue promissory note and bill of exchange.

16.2 The subsidiary has entered into overdraft with commercial bank in the amount of Baht 50 million and entered into short-term loan in the amount of Baht 470 million.

16.3 The Company has entered into short-term loans contract with two of local commercial bank as follow:

- Credit limit Baht 100 million by issued promissory note that has due date not over 180 days with interest rate at MLR-2.50 per annum.
- Credit limit Baht 2,000 million for repayment of construction concrete sheet pile dam in Rojana Industrial Park Ayutthaya province with interest rate at MMR per annum due date within 9 months from first time of withdrawal. In 2013, the Company has repayment in full amount.

These loans has condition that the Company must not have any liabilities and commitments more than Baht 17,000 million, this amount does not include normal trade payable.

These loans are guaranteed by mortgage land, plant and building and machinery, tool, equipment and construction in progress of the Company and a subsidiary together with long-term loan (see note 19).



## 17. Accounts payable

Accounts payable as at December 31, 2013 and 2012 are as follow:

	('Baht)			
	Consolidated financial statements		Separated financial statements	
	2013	2012	2013	2012
Accounts payable - related company	-	-	17,326,423	31,536,265
Accounts payable - other	1,099,499,189	366,968,312	3,795,814	44,930,867
<b>Total</b>	<u>1,099,499,189</u>	<u>366,968,312</u>	<u>21,122,237</u>	<u>76,467,132</u>

## 18. Short - term loan

In 2012, the subsidiaries operating in china has short-term loan from several other person and companies totaling Yuan 118.22 million equal Baht 589.72 million, repayable within year 2013. This loan has no interest and collateral. On December 2013, the Company sold its investment. Therefore, the consolidated financial statements as at December 31, 2013, have no such transaction.

## 19. Long-term loans

Long-term loans as at December 31, 2013 and 2012 are as follow :

	('Baht)			
	Consolidated financial statements		Separated financial statements	
	2013	2012	2013	2012
Long-term loans	15,262,729,823	13,091,799,569	3,405,052,834	2,536,727,630
The benefit of lower interest rate with market rate (see note 28.2)	247,068,949	-	247,068,949	-
<u>Less</u> deferred the benefit of lower interest rate	(240,984,936)	-	(240,984,936)	-
<b>Total</b>	<u>15,268,813,836</u>	<u>13,091,799,569</u>	<u>3,411,136,847</u>	<u>2,536,727,630</u>
<u>Less</u> Current portion of long-term loans due within 1 year	(1,686,595,855)	(869,036,745)	(537,241,795)	(597,541,795)
<b>Balance</b>	<u>13,582,217,981</u>	<u>12,222,762,824</u>	<u>2,873,895,052</u>	<u>1,939,185,835</u>

19.1 The Company has entered into loan agreement with local commercial bank total Baht 6,849.27 million are as follow:

No.	Limit loan (Baht million)	Interest rate (Per year)	Term of payment	Collateral
1	400	- January 2012 to March 2012 rate at fixed deposit 12 month + 3 per annum. - April 2012 to March 2013 rate at fixed deposit 3 month + 2.5 per annum. - April 2013 onward rate at fixed deposit 12 month + 3 per annum.	Repayment of principal per quarter not less than Baht 50 million. Start to pay on December 2012 and finish in June 2015.	Mortgage land and construction in project.

No.	Limit loan (Baht million)	Interest rate (Per year)	Term of payment	Collateral
2	500	<ul style="list-style-type: none"> <li>- January 2012 to March 2012 rate at fixed deposit 12 month + 3 per annum.</li> <li>- April 2012 to March 2013 rate at fixed deposit 3 month + 2.5 per annum.</li> <li>- April 2013 onward rate at fixed deposit 12 month + 3 per annum.</li> </ul>	<p>Repayment of principal per quarter start to pay in December 2012 in the amount of Baht 10 million.</p> <p>March 2013 to December 2014 in the amount of Baht 10 million per period</p> <p>March 2014 to December 2014 in the amount of Baht 25 million per period</p> <p>March 2015 to September 2016 in the amount of Baht 35 million per period and finish in December 2016</p>	Mortgage land of the Company's project.
3	750	MLR - 1.5 per annum.	<p>Repayment of principal per quarter start to pay in December 2012 in the amount of Baht 35 million and January 2013 to September 2016 in the amount of Baht 35 million per period and finish in December 2016</p>	Ordinary shares of Rojana Property Ltd. have pawned and transfer the demand right for receiving the all, dividend from RPD Property Development Co., Ltd's shares by the subsidiary company must not take the land of the company project to doing about juristic act.
4	300	<ul style="list-style-type: none"> <li>- January 2012 to March 2012 rate at fixed deposit 12 month + 3 per annum.</li> <li>- April 2012 to March 2013 rate at fixed deposit 3 month + 2.5 per annum.</li> <li>- April 2013 onward rate at fixed deposit 12 month + 3 per annum.</li> </ul>	<p>Repayment of principal per quarter not less than Baht 45 million. Start to pay on October 2012.</p>	Mortgage land and use collateral together with original credit.
5	1,132	Fixed deposit for 6 month + 2.375 per annum	<p>Repayment of principal per quarter not less than Baht 47.16 million per quarter first repayment on June 2010 and last repayment Baht 94.32 million within March 1, 2017.</p>	Mortgage on a part of land, land development costs including a part of investment property, and mortgage pawn some of ordinary shares of Ticon Industrial Connection PLC which held by the Company.

No.	Limit loan (Baht million)	Interest rate (Per year)	Term of payment	Collateral
6	310	The first to second years at MLR-2 per annum and MLR-1.75 per annum.	Repayment of principal per quarter not less than Baht 5.30 million and finish within November 2017.	All of ordinary share of Rojana Industrial Park Rayong 2 Company Limited which hold.
7	752.87	0.01 percent per annum.	Except the principal loan for 5 year from November 23, 2012 and repayment the principal with interest per month including 120 month not less than Baht 6.28 million per month and finish within November 2027.	-
8	525	MLR-2 per annum	Repayment of principal per quarter totaling 15 period at Baht 35 million per period and finish within June 2020.	Mortgage land of the Company's project.
9	2,179.40	The first to second years at MLR-2 per annum and MLR average -1.75 per annum.	Repayment of principal with 70 percentage of revenue from land sale of subsidiary's project	Mortgage land of the subsidiary's project.

19.2 The subsidiaries has entered into loan agreements with several financial institutes are as follows:

No.	Limit loan (Baht million)	Interest rate (Per year)	Term of payment	Collateral
1	4,344	MLR - 1.5 and since the fourth year onward at MLR-1	Repayment up to contract and repayment the principal together every six month, start paying on December 2010 and finish on July 2018. In 2012 the subsidiary has entered into memorandum to the conditions which except repayment 1 year, start paying on January 2013 and finish within July 2019.	Mortgage land, factory building and structure including machinery and tools of the subsidiary company which has the net book value as at December 31, 2013 and 2012 in the amount of Baht 14,018.97 million and Baht 12,472.39 million respectively, and add collateral as cash at financial institute and bond of a subsidiary
2	2,001	MLR - 1.5 and since the fourth year onward at MLR-1	Repayments up to contract and repayment the principal together every six month.	
3	3,600	MLR - 1.5 and since the fourth year onward at MLR-1	Repayments up to contract and repayment the principal together every six month.	
4	1,500	MLR - 2.375 and MLR - 1.5 and since the second year onward	Repayment up to contract and repayment the principal together every six month, start paying on January 2013 and finish on July 2019.	

No.	Limit loan (Baht million)	Interest rate (Per year)	Term of payment	Collateral
5	300	MLR-1.25 per annum and the twentieth-fifth year onward at MLR-0.5 per annum	In September 2011, the subsidiary has change term of repayment to be per quarter start to pay on March 2011 follow: - 1-4 period Baht 5 million. - 5-8 period Baht 27.50 million. - 9-12 period Baht 20 million. - 13-16 period Baht 22.50 million - 17 period repayment in total amount.	Mortgage land, machinery and other system including building in progress of the subsidiary company which has the net assets value as at December 31, 2013 and 2012 in the amount of Baht 1,608.18 million and Baht 1,353.82 million respectively.
6	600	fixed deposit for 3 month + 1.80 per annum	Repayment of principal per quarter start to pay on March 2013 follow: - 1-8 period Baht 10 million. - 9-12 period Baht 30 million. - 13-20 period Baht 32.50 million - 21 period repayment in total amount within December 2019.	
7	1,420	- Except interest 2 year from first withdrawal - The first-second year at MLR-2 per annum and after MLR-1.75 per annum	Repayment not less than 60% of land price or not less than the amount calculated at rate Baht 1.56 million per rai, when is transferred to the buyer in each plot of land in project of subsidiary. In 2013, the subsidiaries have repayment in full amount.	Mortgage land of project in subsidiary company about 2,000 rai and the Company shall maintain its shareholding in subsidiary least 99.99%
8	2,151	Floating rate	Repayment of principal per quarter by the amount specified in the contract, as at December 31, 2013, the subsidiary withdrawal in the amount of Baht 1,338.10 million	Mortgage land, machinery and systems and pledged share certificates held by the Company.

These loan has covenants on undertakes that the Company shall maintain its ratio as follow:

**Consolidated financial statements    Separated financial statements**

Debt to equity ratio

not exceeding 2.5:1

not exceeding 1.75:1

## 20. Debentures

Debentures as at December 31, 2013 and 2012, are as follows:

	('Baht)			
	Consolidated financial statements		Separated financial statements	
	2013	2012	2013	2012
Debenture	712,000,000	712,000,000	712,000,000	712,000,000
<u>Less</u> debenture due within 1 year	(400,000,000)	-	(400,000,000)	-
Balance	<u>312,000,000</u>	<u>712,000,000</u>	<u>312,000,000</u>	<u>712,000,000</u>

The Company issued 712,000 units of unsubordinated and unsecured debentures. The debentures, which have a face value of Baht 1,000 each, were sold at an offer price of Baht 1,000 per unit, or for a total of Baht 712 million. Significant details of the debentures are summarized below.

No.	Issues date	No. of debentures (Million Units)	Amount (Million Baht)	Coupon rate (% p.a.)	Tenure	Maturity date
1/2011	May 13, 2011	0.40	400	4.00%	3 years	May 13, 2014
1/2011	May 13, 2011	0.21	212	4.35%	5 years	May 13, 2016
1/2011	May 13, 2011	0.10	100	4.75%	7 years	May 14, 2018
		<u>0.71</u>	<u>712</u>			

The debentures impose certain restrictions on the Company relating to certain debt excludes trade payable debts to equity ratios of consolidated not exceeding 2.75:1 (As at December 31, 2013 and 2012 consolidated financial statements has debt to equity ratio 1.81:1 and 2.08:1 respectively)

## 21. Post-employment benefits obligation

The Company and subsidiaries operate post-employment benefit plans under the Thai Labour Protection Act, which are considered as unfunded defined benefit plans.

Changing in the present value of the defined benefits obligation for the years ended December 31, 2013 and 2012, are as follow:

	('Baht)			
	Consolidated financial statements		Separated financial statements	
	2013	2012	2013	2012
Beginning present value of post-employee benefits obligation	20,423,030	20,800,411	8,635,997	8,093,179
Increase (decrease) in employee benefits during the period	1,878,327	(377,381)	1,083,447	542,818
Ending present value of post-employee benefits obligation	<u>22,301,357</u>	<u>20,423,030</u>	<u>9,719,444</u>	<u>8,635,997</u>

The actuarial assumptions used to calculate the defined benefits obligations for the consolidated and the separated financial statements are as follows:

	As at December 31, 2013	As at December 31, 2012
<b>Financial assumptions</b>		
Discount rate	3.41%	3.41%
Assumed increasing salary rate	5%	5%
Turnover	5%	5%
Retirement age	60 years	60 years

## 22. Share capital

### 22.1 Reconcile of share capital which is issued and paid-up

	Number of shares (shares)	Paid-up share capital (Baht)	Premium on share capital (Baht)	Registered share capital
Balance as at December 31, 2012	1,369,945,594	1,369,945,594	2,607,326,004	
Exercise of warrants during year				
ROJNA - W3 No. 5	2,770,341	2,770,341	8,311,023	January 8, 2013
ROJNA - W2 No. 14	4,950,898	4,950,898	11,555,389	March 5, 2013
ROJNA - W3 No. 6	45,211,140	45,211,140	135,633,420	April 2, 2013
ROJNA - W2 No. 15	262,025	262,025	611,564	June 7, 2013
ROJNA - W3 No. 7	3,144,997	3,144,997	9,434,991	August 22, 2013
ROJNA - W2 No. 16	96	96	223	September 3, 2013
ROJNA - W3 No. 8	4,052,566	4,052,566	12,157,698	October 7, 2013
ROJNA - W2 No. 17	1,261,648	1,261,648	2,944,684	December 6, 2013
Balance as at December 31, 2013	<u>1,431,599,305</u>	<u>1,431,599,305</u>	<u>2,787,974,996</u>	

	Number of shares (shares)	Paid-up share capital (Baht)	Premium on share capital (Baht)	Registered share capital
Balance as at December 31, 2011	1,159,827,701	1,159,827,701	1,991,655,263	
Exercise of warrants during year				
ROJNA - W3 No. 1	737,586	737,586	2,212,758	January 9, 2012
ROJNA - W2 No. 10	198,088	198,088	462,334	March 6, 2012
ROJNA - W3 No. 2	31,343	31,343	94,029	April 4, 2012
ROJNA - W2 No. 11	10,257,743	10,257,743	23,941,565	June 8, 2012
ROJNA - W3 No. 3	5,046,669	5,046,669	15,140,007	July 5, 2012
ROJNA - W2 No. 12	10,460,618	10,460,618	24,415,064	September 6, 2012
ROJNA - W3 No. 4	182,255,895	182,255,895	546,767,685	October 4, 2012
ROJNA - W2 No. 13	1,129,951	1,129,951	2,637,299	December 11, 2012
Balance as at December 31, 2012	<u>1,369,945,594</u>	<u>1,369,945,594</u>	<u>2,607,326,004</u>	

22.2 On April 24, 2012, the Extraordinary of Shareholders' Meeting annual 2012, gave the solution to increase registered capital reserving for warrant No. 2 from Baht 1,594.96 million (1,594,956,678 ordinary shares at the par value of Baht 1 each) to Baht 1,602.96 million (1,602,956,678 ordinary shares at the par value of Baht 1 each). The Company has registered increase share capital with the Department of Business Development on May 3, 2012.

### 22.3 Capital management

The Company and subsidiaries objective in company asset management is to maintain corporation continually operation ability to make return on equity holder and gains profit to other shareholder and to maintain proper equity structure to reduce asset of equity or adjust equity structure. The Company and subsidiaries may adjust dividend payment policy to equity holder, returning asset to equity holder, the issuing of new equity, or sell asset to reduce debt burden.

As at December 31, 2013 and 2012, the consolidated financial statements present Debt to equity ratio at 2.26:1 and 2.64:1 respectively (the separated financial statements : Debt to equity ratio at 1.46:1 and 1.70:1 respectively)

## 23. Warrants

23.1 Details of the warrants of the Company which were issued without charge are as follows: -

	Outstanding of warrants as at December 31, 2012	Outstanding of warrants issuance during the year	Exercise during the year	Outstanding of warrants as at December 31, 2013
Warrants				
ROJNA - W2	14,622,028	-	(5,338,161)	9,283,867
ROJNA - W3	195,527,551	-	(55,799,467)	139,728,084
Total	<u>210,149,579</u>	<u>-</u>	<u>(61,137,628)</u>	<u>149,011,951</u>
	Outstanding of warrants as at December 31, 2011	Outstanding of warrants issuance during the year	Exercise during the year	Outstanding of warrants as at December 31, 2012
Warrants				
ROJNA - W2	36,505,489	-	(21,883,461)	14,622,028
ROJNA - W3	386,369,385	-	(190,841,834)	195,527,551
Total	<u>422,874,874</u>	<u>-</u>	<u>(212,725,295)</u>	<u>210,149,579</u>

On December 31, 2013, the warrant holders exercised 1,002,764 ROJNA-W3 warrants to purchase 1,002,764 ordinary shares at Baht 4 each in the amount of Baht 4.01 million. The Company recorded as a result of the exercise of such warrants under the caption "Cash receipts from share subscription", presenting it under equity in the statement of financial position.

## 24. Legal reserve

Under the provisions of the Limited Public Company Act B.E. 2535, the Company is required to appropriate at least 5% of its annual net income after deduction of the deficit brought forward (if any) as reserve fund, until the reserve fund reaches no less than 10% of the authorized share capital. Such reserve fund is not available for distribution as dividend and the Company has full reserve.



## 25. Dividend

According to the Minutes of Shareholders' Meeting of 2013 held on April 26, 2013, gave the resolution to pay dividend to the shareholders Baht 0.30 per share in the amount of Baht 426.86 million and according the board of directors' meeting No. 9/2013 held on August 14, 2013, gave the resolution to pay interim dividend to the shareholders Baht 0.30 per share in the amount of Baht 427.88 million, the dividend totaling Baht 854.74 million. The dividend was paid during year 2013.

## 26. Compensation from insurance income

26.1 In 2013, the subsidiary that operates the power plant has been completed, repair and replacement of spare parts including compensation from insurance company which present compensation income from insurance company offset with damage value which cause by repaired ,details are as follows.

		('Baht)
Income compensation received from the insurance company		3,248,563,420
The damage from flood		
Net asset value of the damaged machinery is unavailable	941,684,851	
Machinery repair	2,244,054,173	
Reverse allowance for impairment recorded in 2011	(899,955,506)	(2,285,783,518)
Income compensation from the insurance company - net		<u>962,779,902</u>

26.2 The Subsidiary that operates the plant has impact from flood in 2011, which has insurance claim on business interruption. The compensation will be paid on a monthly basis. The subsidiary records a compensation income from insurance companies receivable during year 2012, according to the conditions and criteria specified in the policy of the insurance, in the amount of USD 40 million equivalent Baht 1,214 million. Later, in December 2012, a subsidiary has signed consent to get compensation package, including flood damage and business interruption total in the amount of USD 145 million in the amount of Baht 4,462.56 million. Therefore, compensation from business interruption is recorded to December 31, 2012.

Since year 2011 to March 2013, the subsidiary received compensation from insurance company in the amount of Baht 4,462.56 million.

26.3 In 2013, the subsidiary that operates the power plant fire causes assets under construction has been some damage in the amount Baht 7.54 million and record as expenses in administrative expenses. As at December 31, 2013, the subsidiary has not finalized the amount to get compensation from the insurance company and received compensation in the amount of Baht 50 million, that present in advance received from insurance companies under current liabilities.

## **27. Other Revenues**

During the second quarter of the year 2012, one subsidiary company in Thailand has collected fine from a customer in the amount of Baht 52.54 million, because the customer has terminated the agreement of waste water treatment services before the agreement's expiry date that should be 8 years contract. The subsidiary company has fully received the fine from the customer.

## **28. Government grants**

28.1 In 2013, the Company received government grants for the construction of flood protection in Rojana Industrial Park, Ayutthaya province totaling Baht 1,329.96 million and received in full amount in 2013, has record in deferred income and presented net in property, plant and equipment, which amortized by the straight-line method for fifty years by useful life of asset which shown amortized net with depreciation of assets.

28.2 In 2012, the Company entered into an agreement with a commercial bank in the amount of Baht 752.87 million, with interest rate at 0.01 per annum per year. These interest rate as below the market rate, because is government grants policy to assist victims of the floods in year 2011. In the third quarter of the year 2013, the Company drew down the full amount of the loan (see note 19.1) and they must pay the difference between the interest rate throughout the loan's contractual interest rate on the loan market, according to 12-month fixed deposit rate for savings bank deposits are the highest (currently at 3 percent per year), plus the cost of operating amount rate of 0.98 per annum per year in the amount totaling Baht 247.07 million. The Company recorded amortization loans at fair value (see note 19) which calculation of the present value of future cash flows discounted using a market interest rate is the interest of loan with the effective rate over the term of the loan net of depreciation.

## 29. Expenses by nature

Expenses by nature for the years ended December 31, 2013 and 2012, that occurred from important expenses are as follow:-

	Consolidated financial statements		Separated financial statements	
	2013	2012	2013	2012
Changing in property development cost	1,299,858,652	(1,013,524,048)	(24,496,377)	533,206,661
Used in raw material and supplies	4,162,479,204	1,404,897,993	-	-
Land and development	1,424,128,988	3,068,140,257	118,401,973	229,562,049
Depreciation and amortized	754,355,214	589,329,494	57,026,348	54,046,073
Expenses for employees	119,593,492	216,501,435	33,414,932	29,449,906
Management and directors benefit expenses	39,929,400	33,486,602	21,126,036	16,787,952
Specific business tax	145,301,839	114,062,259	8,340,937	71,491,466
Commission	6,896,509	21,002,436	5,438,109	20,298,600
Reverse accrued insurance income net	41,007,807	-	18,319,914	-
Other expenses	186,057,349	335,654,774	99,319,627	61,102,242
Maintenance	118,624,094	92,902,853	101,513,094	79,324,936
Security	42,162,092	35,815,332	34,511,449	30,449,486
Loss on exchange rate	43,280,778	-	-	-

## 30. Reversal of accrued insurance income

30.1 Management has been monitoring the insurance receivable of the Company and subsidiaries which hold over a period longer than one year in the amount of Baht 45.19 million and Baht 45.49 million, respectively, during the year 2013, the company and subsidiaries received compensation from insurance companies in the amount of Baht 26.87 million and Baht 22.80 million, respectively. The Company and subsidiaries has reversed accrued insurance income in the consolidated and separated statement of income. For the year ended December 31, 2013, in the amount of Baht 41.01 million and Baht 18.32 million, respectively.

30.2 A subsidiary which business power has accrued insurance income in the amount Baht 1,431.62 million in first quarter 2013, the subsidiary received the money from the insurance company the full amount.

### 31. Income tax

The Company and several subsidiary has several promotion certificates which are using the right of exemption corporate income tax, but a subsidiary has net profit from some operate that ended promotion certificates and plus other expenses that are not considered to be expenses follow revenue code, which has income tax in consolidated statement of income.

### 32. Earnings (loss) per shares

Basic earnings (loss) per share are calculated by dividing net profit (loss) attributable to shareholders by the weighted average number of ordinary shares issue during the year for the each year as follows;

	Consolidated financial statements		Separated financial statements	
	For the years ended December 31,		For the years ended December 31,	
	2013	2012	2013	2012
Net profit (loss) (Baht)	580,693,046	1,193,849,140	(177,159,525)	895,777,798
Weighted average number of ordinary shares (Share)	1,413,029,927	1,216,900,625	1,413,029,927	1,216,900,625
Basic earnings (loss) per share	0.41	0.98	(0.13)	0.74
Effect of diluted ordinary shares				
Diluted number of ordinary shares (Share)	1,503,750,697	1,346,246,755	1,503,750,697	1,346,246,755
Diluted earnings (loss) per share	0.39	0.89	(0.12)	0.66

As at December 31, 2013, the Company has balance warrants (Warrant 2) 9,283,867 units which have an exercise price of Baht 3.334 per share of 1.19982 warrants per one ordinary share and balance warrants (Warrant 3) 139,728,084 units which have an exercise price of Baht 4 per share of one warrant per one ordinary share. The calculation of the diluted earnings (loss) per share based on the assumption that there is the exercise of warrant holders, the fair values of average ordinary share which calculated diluted earnings (loss) per share equal Baht 9.91.

As at December 31, 2012, the Company has balance warrants (Warrant 2) in the amount of 14,622,028 units, which have an exercise price of Baht 3.334 per share of 1.19982 warrants per one ordinary share, and balance warrants (Warrant 3) in the amount of 195,527,551 units which have an exercise price of Baht 4 per share of one warrant per one ordinary share. The calculation of the diluted earnings per share based on the assumption that there is the exercise of warrant holders, the fair values of average ordinary share which calculated diluted earnings per share for the year ended December 31, 2012 equal Baht 10.04 per share.

### 33. Business segment information

The Company and subsidiaries' business operations involve principal segment i.e. real estate development, electricity, water supply, ethyl alcohol and interior. These operations are carried on both in Thailand and oversea. Segment information of the Company and subsidiaries for the years ended December 31, 2013 and 2012 consist of:

#### Business segments

('Baht)						
For the year ended December 31, 2013						
	Real estate	Power plant	Utility	Ethyl alcohol plant	Interior	Total
Revenues	3,744,373,414	5,299,816,565	110,619,552	-	-	9,154,809,531
Segment result	522,773,507	213,727,521	66,274,397	-	-	802,775,425
Other income						47,551,333
Compensation income from insurance companies						962,779,902
Gain on sale investment in subsidiaries						486,653,770
Company's portion in gain of investment in associated						319,354,412
Unallocated costs						(1,735,931,164)
Non-controlling interests						(302,490,632)
Profit for the period						<u>580,693,046</u>
Asset operating						
(As at December 31, 2013)	<u>11,765,824,646</u>	<u>18,553,105,429</u>	<u>1,575,222,191</u>	<u>-</u>	<u>-</u>	<u>31,894,152,266</u>
('Baht)						
For the year ended December 31, 2012						
	Real estate	Power plant	Utility	Ethyl alcohol plant	Interior	Total
Revenues	4,701,245,856	1,394,111,138	74,369,606	1,689,467	-	6,171,416,067
Segment result	2,062,658,236	(655,850,429)	37,737,243	428,372	-	1,444,973,422
Other income						83,735,771
Compensation income from insurance companies						1,214,000,000
Company's portion in gain of investment in associated						271,078,048
Unallocated costs						(1,700,504,883)
Non-controlling interests						(119,433,218)
Profit for the period						<u>1,193,849,140</u>
Asset operating						
(As at December 31, 2012)	<u>17,323,877,574</u>	<u>15,168,865,741</u>	<u>1,310,292,066</u>	<u>-</u>	<u>9,884,734</u>	<u>33,812,920,115</u>

#### Geographical segments

('Baht)						
For the years ended December 31, 2012 and 2011						
	Segment in Thailand		Segment in oversea		Total	
	2013	2012	2013	2012	2013	2012
Net revenues	7,060,634,537	3,928,779,951	2,094,174,994	2,242,636,116	9,154,809,531	6,171,416,067
Segment result	632,853,303	755,624,672	5,335,160	689,348,750	638,188,463	1,444,973,422
Property, plant and equipment - net	18,995,942,316	16,735,164,302	-	1,173,207,424	18,995,942,316	17,908,371,726

### 34. Promotional privileges

The Company has been granted certain rights and privileges as a promoted industry under the Investment Promotion Act. Of 1977, the main privileges include an exemption from corporate income tax for a period of 7 years from the date when income is first derived from the promoted activities. The promotion privileges of phase are promoted industry at the industrial estate in Ayutthaya province and project in Rayong Province are still exist. To be entitled to such rights and privileges, the company has to comply with the requirements specified in the industrial promotion certificates.

Two subsidiaries company have been granted certain rights and privilege as a promoted industry under the Investment Promotion Act. Of 1997. The main privileges include an exemption from corporate income tax for a period of 8 years from the date when income is first derived from the promoted activities. To be entitled to such rights and privileges, the subsidiaries company have to comply with the requirements specified in the industrial promotion certificates.

### 35. Revenues reporting of a promoted industry

Based on the announcement of the Board of the Investment No. 14/1998 dated December 30, 1998 regarding revenues reporting of a promoted industry, the Company is required to report the revenues from domestic sales and export sales separately. Also report separately between the promoted and non-promoted business. The required information are as follows:

('Baht)

	Consolidated financial statements		
	For the year ended December 31, 2013		
	Promoted business	Non-promoted business	Total
<b>Revenue</b>			
Revenue from sales of land	1,067,181,125	268,636,087	1,335,817,212
Revenue from sales of condominium	-	2,030,840,057	2,030,840,057
Revenue from sales	3,136,843,905	2,162,972,660	5,299,816,565
Revenue from hotel service	-	81,910,137	81,910,137
Service income	165,172,453	198,602,804	363,775,257
Rental income	-	42,650,302	42,650,302
Interest income	88,130	19,096,487	19,184,617
Compensation income from insurance companies	-	962,779,902	962,779,902
Gain on sale investment in subsidiaries	-	486,653,770	486,653,770
Other revenue	20,000	28,346,717	28,366,717
Total	<u>4,369,305,613</u>	<u>6,282,488,923</u>	<u>10,651,794,536</u>

('Baht)

Consolidated financial statements			
For the year ended December 31, 2012			
	Promoted business	Non-promoted business	Total
<b>Revenue</b>			
Revenue from sales of land	1,888,614,403	299,828,375	2,188,442,778
Revenue from sales of condominium	-	1,870,593,478	1,870,593,478
Revenue from sales	-	1,395,800,605	1,395,800,605
Revenue from hotel service	-	399,319,638	399,319,638
Service income	47,148,399	235,505,175	282,653,574
Rental income	-	34,605,994	34,605,994
Interest income	20,000	10,333,024	10,353,024
Compensation income from insurance companies	-	1,214,000,000	1,214,000,000
Other revenue	241,582	73,141,165	73,382,747
Total	1,936,024,384	5,533,127,454	7,469,151,838

('Baht)

Separated financial statements			
For the year ended December 31, 2013			
	Promoted business	Non-promoted business	Total
<b>Revenue</b>			
Revenue from sales of land	237,363,125	15,392,437	252,755,562
Service income	10,204,713	293,532,558	303,737,271
Rental income	-	75,179,880	75,179,880
Interest income	-	41,144,030	41,144,030
Gain on sale investment	-	73,450,000	73,450,000
Dividend income	-	202,578,756	202,578,756
Other revenue	-	7,761,942	7,761,942
Total	247,567,838	709,039,603	956,607,441

('Baht)

Separated financial statements			
For the year ended December 31, 2012			
	Promoted business	Non-promoted business	Total
<b>Revenue</b>			
Revenue from sales of land	1,888,614,403	299,828,375	2,188,442,778
Service income	7,070,969	213,252,179	220,323,148
Rental income	-	51,496,914	51,496,914
Interest income	-	64,166,803	64,166,803
Dividend income	-	40,847,334	40,847,334
Other revenue	-	3,011,995	3,011,995
Total	1,895,685,372	672,603,600	2,568,288,972

## 36. Related party transactions

### 36.1 Investment in associated company

('Baht)

		Consolidated financial statements							
Company's name	Business	Paid up share capital (Million Baht)		Investment portion (%)		Investment value Equity method		Share of profit from investment In associated company	
		As at December 31, 2013	As at December 31, 2012	As at December 31, 2013	As at December 31, 2012	As at December 31, 2013	As at December 31, 2012	For the years ended	
								December 31, 2013	December 31, 2012
<b>Associated Companies</b>									
Ticon Industrial Connection Public Company Limited	Development of factories and warehouses, mainly for rent and sale	912.38	877.47	20.56	21.38	2,359,551,021	2,256,275,645	301,997,409	258,633,277
Operational Energy group Limited	Provide maintenance, manage and operate the electric plant	30	30	25	25	98,392,381	96,035,378	17,357,003	12,444,771
Total						<u>2,457,943,402</u>	<u>2,352,311,023</u>	<u>319,354,412</u>	<u>271,078,048</u>

('Baht)

		Separated financial statements							
Company's name	Business	Paid up share capital (Million Baht)		Investment portion (%)		Investment value cost method		Dividend income	
		As at December 31, 2013	As at December 31, 2012	As at December 31, 2013	As at December 31, 2012	As at December 31, 2013	As at December 31, 2012	For the years ended	
								December 31, 2013	December 31, 2012
<b>Associated Companies</b>									
Ticon Industrial Connection Public Company Limited	Development of factories and warehouses, mainly for rent and sale	912.38	877.47	20.56	21.38	1,513,960,303	1,513,960,303	187,578,756	33,347,334
Operational Energy group Limited	Provide maintenance, manage and operate the electric plant	30	30	25	25	24,071,000	24,071,000	15,000,000	7,500,000
Total						<u>1,538,031,303</u>	<u>1,538,031,303</u>	<u>202,578,756</u>	<u>40,847,334</u>

In 2012, Ticon Industrial Connection Public Company Limited (associated company) issued transferable subscription rights of TICON Industrial Connection Company Limited, No.1 were allocated to the existing shareholders of the company, by way of rights issue proportionately (Right Offering), at the ratio of 1 unit of TICON-T1 for 8 existing ordinary shares. The Company, as a former shareholder have been allocated to the existing amount 20,824,084 unit. On October 24, 2012, the Company exercised warrants to purchase shares of the Company's transfer option are Ticon Industrial Connection Public Company Limited) amount 20,824,084 unit at the rate of Baht 10 per unit in the amount of Baht 208.42 million. Therefore the Company has increased investment portion.



Ticon Industrial Connection Public Company Limited, associate company has the warrant holders to purchase common stock (TICON-W2 and TICON-W4) to exercise and has issued the additional share capital to specific person and transferable subscription rights, therefore the ratio of the shareholder were changed. As at December 31, 2013 and 2012, the Company has recalculated the ratio of the shareholder and record investment in associate and present in “Surplus on change in shareholding in subsidiary” in other components of equity in the amount of Baht 190.76 million and Baht 201.91 million respectively.

### 36.2 Investment in subsidiaries

(Baht)

Company's name	Separated financial statements							
	Paid up share capital (Million Baht)		Investment portion (%)		Cost method		Dividend income	
	As at	As at	As at	As at	As at	As at	For the years ended	
	December 31,	December 31,	December 31,	December 31,	December 31,	December 31,	December 31,	December 31,
	2013	2012	2013	2012	2013	2012	2013	2012
<b>Subsidiaries</b>								
Rojana Power Co., Ltd.	3,500	2,700	41	41	1,488,764,465	1,488,764,465	-	-
Rojana Industrial Management Co., Ltd.	170	170	90	90	152,999,930	152,999,930	-	-
Rojana Property Co., Ltd.	400	400	100	100	399,999,300	399,999,300	-	-
KPD Property Development Co., Ltd.	-	USD 25 million	-	100	-	823,950,000	-	-
Rojana Energy Co., Ltd.	564.27	200.64	70	70	394,989,000	140,448,000	-	-
Rojana Industrial Park Rayong 2 Co., Ltd.	327	270	100	100	500,733,150	443,733,150	-	-
Rojana Industrial Park Prachinburi Co., Ltd.	556.98	473.98	100	100	1,074,537,424	991,537,424	-	-
<b>Total</b>					<b>4,012,023,269</b>	<b>4,441,432,269</b>		

36.2.1 On March 29, 2013 Rojana Property Company Limited (Direct subsidiary) received money from sale of investments in RPD Property Development Company Limited (indirect subsidiary) from a oversea company in the amount of USD 32 million equivalent Baht 935.84 million. The sales of investments in subsidiaries such indirect . Resulted in the consolidated statements of income for the year ended December 31, 2013 , the gain on sale of investments in subsidiaries in the amount of Baht 139.82 million.

36.2.2 On December 16, 2013, the Company received money from sale of investments in KPD Property Development Company Limited from a oversea company in the amount of USD 28 million equivalent Baht 897.40 million. The sales of investments in subsidiaries has resulted in the consolidated and separated statements of income for the year ended December 31, 2013, has gain on sale of investments in subsidiary in the amount of Baht 346.83 million and Baht 73.45 million respectively.

- 36.2.3 On March 23, 2012, the Company has enter into contract of shares agreement of Pluakdaeng Industrial Park Company Limited by agreeing to buy shares from all former shareholders in the amount of Baht 443.73 million to support the Company's business and expand the opportunities to extend its business in the area of east region which free from all kinds of pledges, derogation of legal right, and obligation. The condition is that the transfer has to increase authorized capital to Baht 270 million, by increasing some amount of shareholders, and clear all outstanding payable. On September 21, 2012, the Company has already paid the full amount and has already received share certificate, later on September 24, 2012, the subsidiary has registered and change the company to Rojana Industrial Park Rayong 2 Company Limited.
- 36.2.4 On August 10, 2012, the Company has enter share purchase agreement with major group of Prosperity Industrial Estate Company Limited total 3,791,872 shares, in the amount of Baht 801.90 million (based on the actual net asset value of the land's total area 3,234.60 Rai), in order to support the Company's business and expand the opportunities to extend business in the area of Prachinburi Province and has percentage of shares hold by the Company in the amount of 80%. On August 27, 2012, the Company has share purchase agreement from the shareholder who is the financial institute total 947,966 shares, in the amount of Baht 189.64 million. Total investment are in the amount of Baht 991.54 million, therefore the Company has investment in the 100% proportion, the Company has already paid full amount on the contract date, and on September 10, 2012, the subsidiary registered and change the Company to Rojana Industrial Park Prachin Buri Company Limited.

As at the purchase date, net assets value of two of subsidiaries are as follows:

	('Baht)
Assets	
Cash and cash equivalents	4,525,812
Real estate development	1,221,295,625
Other current assets	304,557
Property, plants and equipment - net	10,219,561
Intangible assets - net	80,360
Other non-current assets	2,000
Total assets	<u>1,236,427,915</u>
Liabilities	
Loan from related person	31,600,000
Other current liabilities	4,425,811
Total liabilities	<u>36,025,811</u>
Net assets	1,200,402,104
<u>Add</u> Goodwill	234,868,470
Total purchase price	1,435,270,574
<u>Less</u> Cash of subsidiaries	(4,525,812)
Net cash used in the purchase	<u>1,430,744,762</u>

#### **Subsidiary company – Rojana Power**

According to the Extraordinary Shareholders of Rojana Power Company Limited meeting No.1/2012 held on September 26, 2012, the approval to increase the registered capital from Baht 2,800 million (280,000,000 ordinary shares at the par value of Baht 10 each) to Baht 3,100 million (310,000,000 ordinary shares at the par value of Baht 10 each). A subsidiary registered the increase of capital with the Department of Business Development on October 31, 2012, and the Extraordinary Shareholders of Rojana Power Company Limited meeting No.2/2012 held on November 30, 2012, the approval to increase the registered capital from Baht 3,100 million (310,000,000 ordinary shares at the par value of Baht 10 each) to Baht 3,500 million (350,000,000 ordinary shares at the par value of Baht 10 each). A subsidiary registered the increase of capital with the Department of Business Development on December 28, 2012, and the Company has invested in the same proportion.

**Subsidiary company – Rojana Energy**

On February 18, 2013, the subsidiary - Rojana Energy has issued and paid up share capital of Baht 2.80 per share in the amount of Baht 199.64 million and on November 12, 2013, has issued and paid up share capital of Baht 2.30 per share in the amount of Baht 163.99 million. As at December 31, 2013, the subsidiary - Rojana Energy has shares issued and paid-up in the amount of Baht 564.27 million.

**Subsidiary company – Rojana Industrial Park Prachinburi**

According to the Extraordinary of Shareholders' Meeting of the subsidiary - Rojana Industrial Park Prachinburi No. 1/2013 held on May 30, 2013, gave the resolution to increase share capital from Baht 473.98 million (4,739,840 ordinary shares of Baht 100 each) to Baht 805.98 million (8,059,840 ordinary shares of Baht 100 each) gave the resolution to increase share capital at Baht 25 per share totaling of shares issued and paid-up in the amount of Baht 556.98 million. The subsidiary has registered increase share capital and paid-up with the Department of Business Development on June 4, 2013.

**Subsidiary company – Rojana Industrial Park Rayong 2**

According to the Extraordinary of Shareholders' Meeting of the subsidiary - Rojana Industrial Park Rayong 2 No. 1/2013 held on August 13, 2013, gave the resolution to increase share capital from Baht 270 million (27,000,000 ordinary shares of Baht 10 each) to Baht 498 million (49,800,000 ordinary shares of Baht 10 each) gave the resolution to increase share capital at Baht 2.50 per share totaling of shares issued and paid-up in the amount of Baht 327 million. The subsidiary has registered increase share capital and paid-up with the Department of Business Development, Ministry of Commerce on August 22, 2013.

### 36.3 Short-term loan to related person and company

The Company has loan to subsidiaries company no deadline for repayment and no collateral as follow:

(Baht)

	Separated financial statements				Interest rate
	Balance as at	Movement during the period		Balance as at	
	December 31, 2012	Increase	Decrease	December 31, 2013	
<b>Subsidiaries company</b>					
Rojana Property Co., Ltd	1,566,484,000	48,400,000	(935,800,000)	679,084,000	Cost of financial
Rojana Energy Co., Ltd.	-	137,546,000	(123,600,000)	13,946,000	-
Rojana Industrial Park Rayong 2 Co., Ltd.	244,683,795	353,014,424	(597,698,219)	-	Cost of financial
Net	<u>1,811,167,795</u>	<u>538,960,424</u>	<u>(1,657,098,219)</u>	<u>693,030,000</u>	

### 36.4 Payable - related company

A subsidiary has entered into four agreements to use the provision of machinery maintenance service with a connected company operating overseas. The agreements are worth a total of USD 6.9 million where the term of payment is by installment at every six months, totaling of 5 installments for each agreement.

### 36.5 Short-term loan to related company

The Company has short-term loans of a director and a subsidiary. These loans no contract, collateral and repayment. And the Company has short-term loans from two related company, natural of relationship is director and common shareholder. These loans no contract, collateral and repayment of promissory notes.

(Baht)

	Consolidated financial statements				Interest rate
	Balance as at	Movement during the period		Balance as at	
	December 31, 2012	Increase	Decrease	December 31, 2013	
<b>Related party</b>					
Bangkok office 3 Co., Ltd	64,000,000	-	(10,000,000)	54,000,000	3% per annum
Bangkok office 4 Co., Ltd	48,000,000	10,000,000	-	58,000,000	3% per annum
Total	<u>112,000,000</u>	<u>10,000,000</u>	<u>(10,000,000)</u>	<u>112,000,000</u>	

('Baht)

	Separated financial statements				Interest rate
	Balance as at	Movement during the period		Balance as at	
	December 31, 2012	Increase	Decrease	December 31, 2013	
<b>Subsidiaries company</b>					
Rojana Energy Co., Ltd.	138,000,000	160,000,000	(298,000,000)	-	Cost of financial
Rojana Industrial Park Prachinburi Co., Ltd.	218,720,890	1,393,000,000	(1,203,655,505)	408,065,385	Cost of financial
Rojana Industrial Management Co., Ltd.	-	26,000,000	-	26,000,000	-
Rojana Industrial Park Rayong 2 Co., Ltd.	-	42,301,780	-	42,301,780	-
<b>Related party</b>					
Bangkok office 3 Co., Ltd	64,000,000	-	(10,000,000)	54,000,000	3% per annum
Bangkok office 4 Co., Ltd	48,000,000	10,000,000	-	58,000,000	3% per annum
Total	<u>468,720,890</u>	<u>1,631,301,780</u>	<u>(1,511,655,505)</u>	<u>588,367,165</u>	

### 36.6 Related party transaction

Asset, liabilities, revenues, and expenses. The transactions are from common shareholders and/or directorship both directly and indirectly. Transaction and balance of account with related companies as follow:

	Consolidated financial statements		Separated financial statements	
	As at	As at	As at	As at
	December 31, 2013	December 31, 2012	December 31, 2013	December 31, 2012
<b>Balance of account</b>				
<b>Subsidiaries</b>				
<b>Rojana Power Co., Ltd</b>				
(Natural of relationship is shareholder and common shareholder and director)				
Account receivable	-	-	16,350,213	13,978,776
Unearned income	-	-	88,624,000	88,624,000
<b>Rojana Industrial Management Co., Ltd.</b>				
(Natural of relationship is shareholder and common shareholder and director)				
Account payable	-	-	17,437,976	31,536,265
Other liability-deposit received	-	-	6,053,600	6,053,600
<b>Rojana Energy Co., Ltd</b>				
(Natural of relationship is shareholder and common shareholder and director)				
Account receivable	-	-	-	492,425
<b>Rojana Industrial Park Rayong 2 Co., Ltd.</b>				
(Natural of relationship is shareholder and common shareholder and director)				
Accrued interest income	-	-	9,109,430	-
Accrued interest expenses	-	-	29,474	-
<b>Rojana Industrial Park Prachinburi Co., Ltd.</b>				
(Natural of relationship is shareholder and common shareholder and director)				
Accrued interest expenses	-	-	8,621,758	-
<b>Rojana Distribution Co., Ltd</b>				
(Natural of relationship is common shareholder and director)				
Account receivable	-	-	64,563	58,941

	('Baht)			
	Consolidated financial statements		Separated financial statements	
	As at December 31, 2013	As at December 31, 2012	As at December 31, 2013	As at December 31, 2012
<b>Balance of account</b>				
<b>Associated</b>				
<b>Operational Energy Group Limited</b>				
(Natural of relationship is shareholder and common shareholder and director)				
Accrued service charge	40,904,694	40,364,071	-	-
Accrued expenses	20,000,000	8,500,000	-	-
<b>Related party</b>				
<b>Sumikin Bussan Corporation</b>				
(Natural of relationship is Shareholder)				
Prepaid commission	-	2,415,697	-	2,415,697
Accrued commission	351,797,	692,635	351,797	692,635
Accrued service charge	1,500,000	1,500,000	-	-
Accrued maintenance	274,175,064	371,426,993	-	-
<b>Bangkok Office 3 Co., Ltd</b>				
(Natural of relationship is common shareholder and director)				
Rental and service deposit	1,345,078	1,345,078	709,536	709,536
Accrued interest expenses	417,205	-	417,205	-
<b>Bangkok Office 4 Co., Ltd</b>				
(Natural of relationship is common shareholder and director)				
Accrued interest expenses	448,110	-	448,110	-
<b>Ticon Industrial Connection PLC.</b>				
(Natural of relationship is shareholder and common shareholder and director)				
Unearned income	106,193,250	-	-	-
<b>Ticon Logistics Park Co., Ltd.</b>				
(Natural of relationship is common shareholder and director)				
Unearned income	26,392,500	-	-	-

	('Baht)			
	For the years ended December 31, 2013 and 2012			
	Consolidated financial statements		Separated financial statements	
	2013	2012	2013	2012
<b>Revenues and expenses</b>				
<b>Subsidiaries</b>				
<b>Rojana Power Co., Ltd</b>				
(Natural of relationship is shareholder and common shareholder and director)				
Service income	-	-	45,662,956	10,731,914
Rental income	-	-	9,626,600	9,626,600
Other income	-	-	2,400,000	2,400,000
<b>Rojana Industrial Management Co., Ltd.</b>				
(Natural of relationship is shareholder and common shareholder and director)				
Service income	-	-	1,803,209	1,307,412
Land lease income	-	-	7,264,320	7,264,320
Cost of water supply and waste water treatment	-	-	158,983,502	114,203,485
<b>Rojana Property Co., Ltd.</b>				
(Natural of relationship is shareholder and common shareholder and director)				
Interest income	-	-	29,878,635	60,192,412

('Baht)

For the years ended December 31, 2013 and 2012

	Consolidated financial statements		Separated financial statements	
	2013	2012	2013	2012
<b>Revenues and expenses</b>				
<b>Subsidiaries</b>				
<b>Rojana Distillery Co., Ltd.</b>				
(Natural of relationship is shareholder and common shareholder and director)				
Interest income	-	-	-	2,668,102
<b>Rojana Energy Co., Ltd.</b>				
(Natural of relationship is shareholder and common shareholder and director)				
Rental income	-	-	15,638,658	492,425
Interest expenses	-	-	1,633,936	4,898,852
<b>Rojana Industrial Park Prachinburi Co., Ltd.</b>				
(Natural of relationship is common shareholder and director)				
Interest expenses	-	-	8,621,758	-
<b>Rojana Industrial Park Rayong 2 Co., Ltd.</b>				
(Natural of relationship is common shareholder and director)				
Interest income	-	-	9,109,430	-
Interest expenses	-	-	29,474	-
<b>Rojana Distribution Co., Ltd</b>				
(Natural of relationship is common shareholder and director)				
Service income	-	-	453,249	637,023
<b>Associated</b>				
<b>Ticon Industrial Connection PLC.</b>				
(Natural of relationship is shareholder and common shareholder and director)				
Revenue from sales of land	-	64,125,000	-	64,125,000
Service income	273,123	304,492	-	-
<b>Operational Energy Group Limited</b>				
(Natural of relationship is shareholder and common shareholder and director)				
Service charge	253,408,018	215,182,796	-	-
<b>Related party</b>				
<b>Sumikin Bussan Corporation</b>				
(Natural of relationship is shareholder and common director)				
Commission	5,222,109	20,298,600	5,222,109	20,298,600
Service charge	1,500,000	1,500,000	-	-
<b>Ticon Logistics Park Co., Ltd.</b>				
(Natural of relationship is subsidiary of associated company and common director)				
Service income	30,322	43,659	-	-
<b>Bangkok Office 3 Co., Ltd</b>				
(Natural of relationship is common shareholder and director)				
Rental and service	5,428,308	452,360	2,862,144	238,512
Interest expenses	1,649,096	1,355,260	1,649,096	1,355,260
<b>Bangkok Office 4 Co., Ltd</b>				
(Natural of relationship is common shareholder and director)				
Interest expenses	1,646,137	916,767	1,646,137	916,767



The Company and subsidiaries has transactions with related parties. Such transactions are on commercial terms and bases agreed upon between the Company and those related parties in business as usual as follows:

Transactions with related companies	Pricing policy
Revenue from sale of land	Market price under the agreement in the prescribed dosage.
Service income	Contract
Other income	Price agreed
Water and waste treatment costs	Market price or agreed
Service fee	Contract
Commission	4%

### 36.7 Directors and managements' remuneration

36.7.1 Directors' remuneration are benefits payment to directors of the Company under section 90 of the Public Company Limited Act, which is not included the salary and related benefits paid to the Company's directors, who are executive management of the Company.

36.7.2 The management's benefits in cash are salary, bonus and provident funds and post-employment benefits paid to the Company's management.

36.7.3 The management's benefits paid to management according to the TAS 24 (revised 2009) "Related Party Disclosures" for the years ended December 31, 2013 and 2012 are as follows:

	('Baht)			
	Consolidated		Separated	
	financial statements		financial statements	
	2013	2012	2013	2012
Short-term employee benefit	32,839,355	29,038,458	14,422,283	11,643,154
Post retirement benefits	490,045	(1,213,986)	103,753	(190,935)
Total	<u>33,329,400</u>	<u>27,824,472</u>	<u>14,526,036</u>	<u>11,452,219</u>

### 37. Letter of guarantee

As at December 31, 2013 and 2012, the Company and its subsidiaries company have obligations with guarantees issued by commercial banks as follows: -

	(Million Baht)					
	As at December 31, 2013			As at December 31, 2012		
	Parent Company	Subsidiaries	Total	Parent Company	Subsidiaries	Total
Letter of guarantee	643.24	1,121.18	1,764.42	917.38	201.15	1,118.53

### 38. Commitments and contingent liabilities

- 38.1 As at December 31, 2013 and 2012, the Company and subsidiaries have commitments in respect of projects development and constructions of approximately Baht 1,180.38 million and Baht 917.77 million and USD 4.88 million respectively.
- 38.2 The Company and subsidiary has entered into a lease and utilities service to the Bangkok office 3 Company Limited which related company of 3 year starting from December1, 2012 to November 30, 2015. The rental and service fee in the amount of Baht 238,512 and Baht 213,847 respectively, the Company and subsidiaries had paid a deposit in the amount of Baht 709,536 and Baht 635,542 respectively.
- 38.3 The Company has entered into letter of guarantee for supply agreement to purchase gas of the Company's customer which has business in Rojana Industrial Park Rayong Province with PTT Public Company Limited in the amount of Baht 90.15 Million for 10 years. The Company has cash in hand which present in non-current assets for guarantee and will receive cash for the each year follow the quantity of customer use in rate Baht 12.91 per million BTU. All those the total quantity not less than million 6.98 BTU.
- 38.4 A Subsidiary has commitments from long - term agreement as follow:
- 38.4.1 Agreement to sale electricity to the Electricity Generation Authority of Thailand (EGAT), which is effective for a period of 25 years commencing from May 1999. Such company has to provide security of Baht 163 million in form of bank guarantee according to the Power Purchase Agreement with EGAT.
- 38.4.2 Agreement to purchase gas from PTT Public Company limited for the period of 21 years. Such agreement can be renewed or extended by 4 years.
- 38.5 As at December 31, 2013 and 2012, the Company and a subsidiary company has entered into the purchase and sale land agreement in the amount of Baht 1.75 million and Baht 1,886.23 million respectively. The Company and a subsidiary company has paid deposit of land in the amount of Baht 0.50 million and Baht 494.07 million respectively.

### 39. Presentation and disclosure for financial instruments

#### 39.1 Interest rate risk

Interest rate risk has arising from changes in market interest rates, that lead to losses to the Company and subsidiaries in the current period and the next period. A subsidiary has risk management to hedge interest rate, by the contract agreement of interest rate swap at fixed deposit 3-month plus 1.80 per annum as interest rate at THBFIX-REUTERS 3 Months of loan in the amount of Baht 600 million, fair value as at December 31, 2013 and 2012 in the amount of Baht 16.23 million and Bath 17.78 million respectively.

#### 39.2 Investment and account receivable risk

The Company and subsidiaries has no significant concentrations of investment and account receivable risk related to its cash and short-term investments. The subsidiaries places its cash and short-term investments in low risk investment accounts and with banks and high quality financial institution. The Company has a policy in place to ensure that when land is sold, ownership is transferred only when customers make full payment.

#### 39.3 Foreign exchange rate risk

A subsidiary is exposed to foreign exchange rate risk subject to borrowings are entered into in foreign currencies. The management has policy to enter into any types of foreign exchange contracts to hedge transaction risk for short-term currency exposure by enter into short-term agreement for payment during the year. As at December 31, 2013 and 2012, the Company and subsidiary no balance of foreign exchange contracts. As at December 31, 2013 and 2012, the subsidiary have balance of assets and financial liabilities are foreign exchange rate in consolidated statements of financial position are as follows:

		(Million)
	2013	2012
USD	21.90	24.10
SGD	-	0.01

#### 39.4 Fair value for financial instruments

The Company and subsidiaries carrying amounts of the following financial assets and financial liabilities approximate to their fair values:

- Cash and cash equivalents, temporary investment, accounts and other receivable and short-term loan to related company is short-term financial instruments: book value is equal to the estimated fair value.
- Account payable, assets payable, payable - related company and other current liabilities: book value is equal to the estimated fair value.
- Overdraft and short-term loans from financial institute and long-term loans which has floating rate: book value is equal to the estimated fair value, except of loans from related companies are fixed interest rates.

As at December 31, 2013 and 2012, fair values of financial assets are not materiality different from book value. Financial liabilities are present at book value with equal to the estimated fair value.

Moreover, the fair value is calculated by using the above method and assumption. The actual fair value may be different.

#### 40. Approving of issuing the financial statements

The financial statements are approved to issue by authorized directors of the Company held on February 28, 2014.