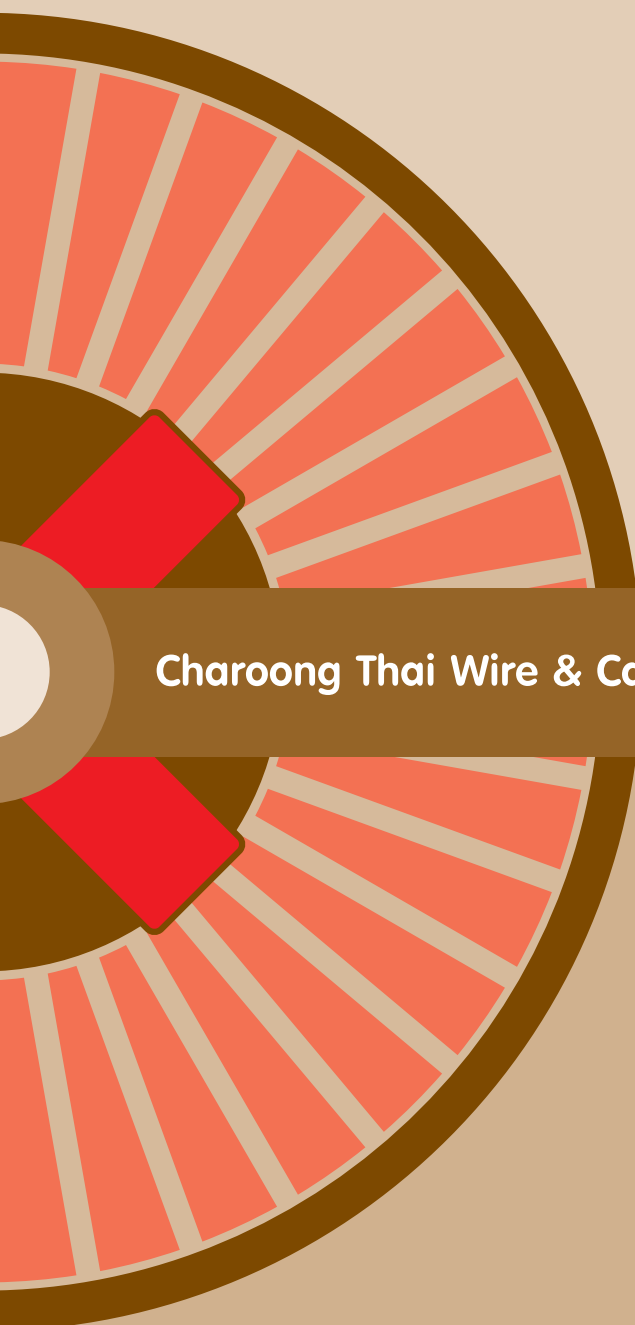


Annual Report

**2014**



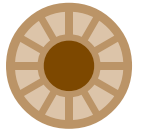
Charoong Thai Wire & Cable Public Company Limited





# Contents

<b>1</b>	<b>Policy and Overall Business Operations</b>
2	Shareholding Structure of the Group
<b>3</b>	<b>Nature of Business</b>
4	Revenue Structure
4	Product Line / Business Group
<b>10</b>	<b>Risk Factors</b>
<b>12</b>	<b>General Information</b>
12	Reference Person
13	Shareholding in Other Companies
<b>14</b>	<b>Shareholders</b>
14	Shareholding structure
<b>14</b>	<b>Dividend Policy</b>
<b>15</b>	<b>Management Structure</b>
15	Directors Structure
20	The Directors Compensation
21	Board of Directors and Management
24	Change in the CTW Shares held by Directors and Executives
27	The Criteria of Selection of Directors and Management
<b>28</b>	<b>Corporate Governance</b>
<b>32</b>	<b>Corporate Social Responsibility</b>
34	Anti-corruption Policy
<b>35</b>	<b>Internal Control and Risk Management</b>
<b>36</b>	<b>Related Transactions</b>
<b>41</b>	<b>Financial Highlights</b>
<b>42</b>	<b>Management Discussion and Analysis (MD&amp;A)</b>
<b>45</b>	<b>Report from Audit Committee</b>
<b>46</b>	<b>Statement of the Board of Directors' Responsibility for the Financial Reporting</b>
<b>47</b>	<b>Financial Statements</b>
56	Notes to Financial Statements
<b>80</b>	<b>Auditing Fee</b>



## Policy and Business Overview

Charoong Thai Wire & Cable Public Co., Ltd., (“Charoong Thai”) or (“CTW”) was established since 1967 with registered capital of Baht 10 million. The Company received investment supports from the Board of Investment (BOI) by the joint venture between Thai and Taiwanese investors which are Walsin Lihwa Electric Wire & Cable Corp. and Pacific Electric Wire and Cable Company Limited (“PEWC”). The Company became a public company limited after that and registered to enter into Thailand Stock Exchange on September 25<sup>th</sup>, 1975. It is categorized under electrical and computer section which is now under Industrial Materials & Machinery section.

PEWC is indirectly a parent company while running their business in Taiwan. The main business is manufacturing electric wires and cables, trading and telecommunication business in Asia.

The parent company and the Company are doing the same type of business which are manufacturing and distributing electrical wires and cable wires while both companies have geographically divided the job scope very clearly.

Charoong Thai and its subsidiaries such as Siam Fiber Optics Co., Ltd. (“SFO”), Double D Cable Co., Ltd. (“DDC”), Siam Pacific Electric Wire & Cable Co., Ltd. (“SPEWC”) and Shanghai Yayang Electric Co., Ltd. (“SYE”) have their main business of manufacturing aluminum electrical wire, copper electrical wire, insulated electrical wire of both high-low voltage, telephone wire, cable wire, fiber optic cable, and enameled copper wire in order to sell both domestically and internationally. The business includes OEM, exchange, and transform the mentioned products.

The Company has an investment business company which is CTW-Beta Co., Ltd. (“CTW-Beta”) which has business objective to gain the profit from investments. The Company also has the joint venture regarding communication and telecommunication business, Loxpac (Thailand) Co., Ltd. (“LOXPAC”). At present, the Company does not have any policies to increase its investment unless such investment is able to support the main business of the Company.

From the Financial Statements for the past 3 years, 2012 - 2014, the Company and its subsidiaries have sales revenue of Baht 7,284 million, Baht 6,858 million, and Baht 6,834 million, respectively.

In the year 2014, revenue from sales of the Company and subsidiaries decreased by Baht 23.68 million or 0.35% and their net profit of Baht 112.91 million decreased by Baht 182.93 million or 61.83% compared with that of the previous year due to the rising average cost of goods.

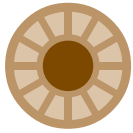
## Vision & Mission

### Vision

1. Persistently seeking ways to improve the production efficiency and quality.
2. Persistently developing innovative product and exploring the new market.
3. Persistently maintaining as the first tier cable manufacturer in Thailand.

### Mission

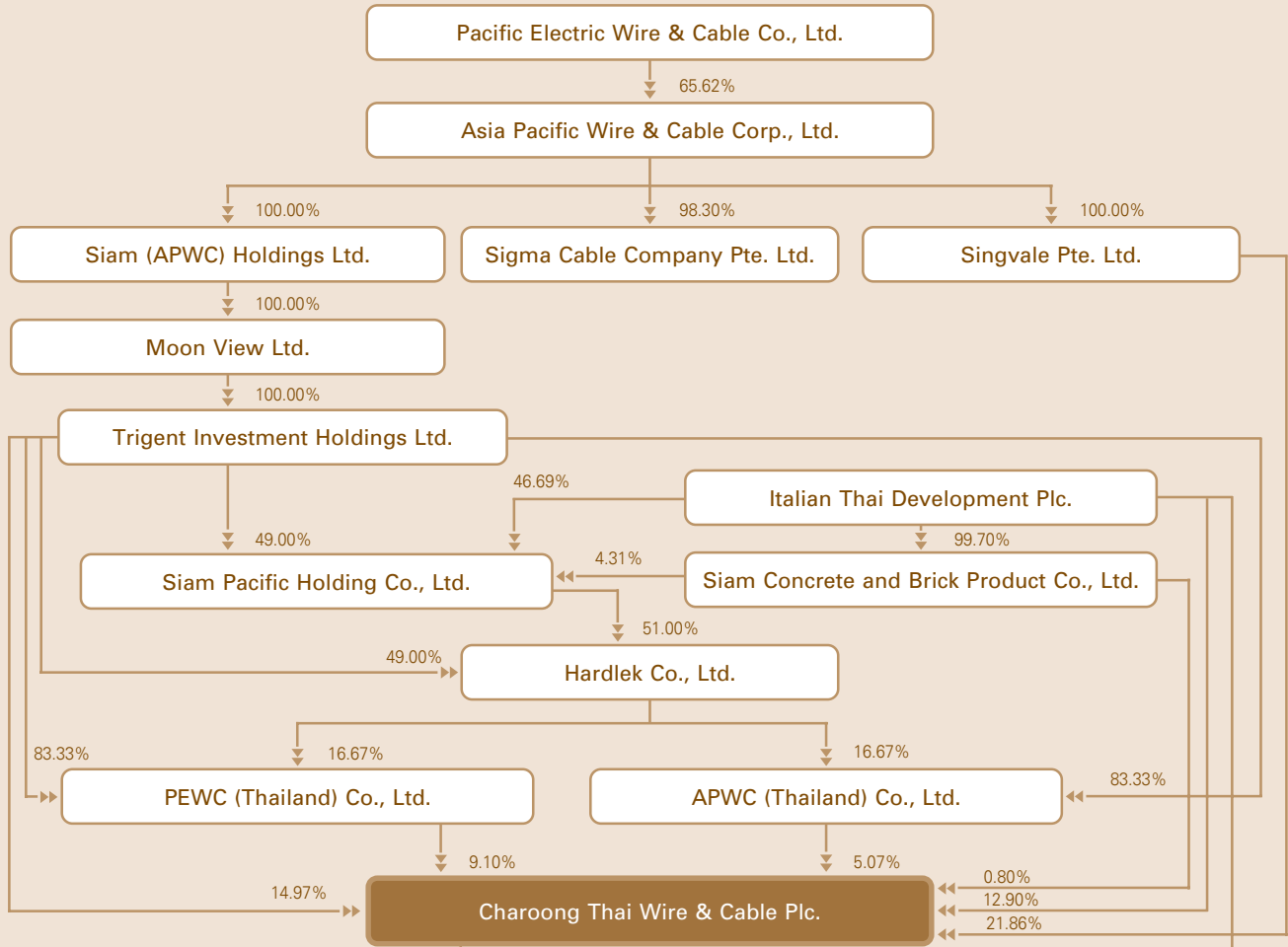
1. Providing highest quality product and service for customers.
2. Producing decent profit with consistency for shareholders.
3. Providing safe and secure working environment for staffs.



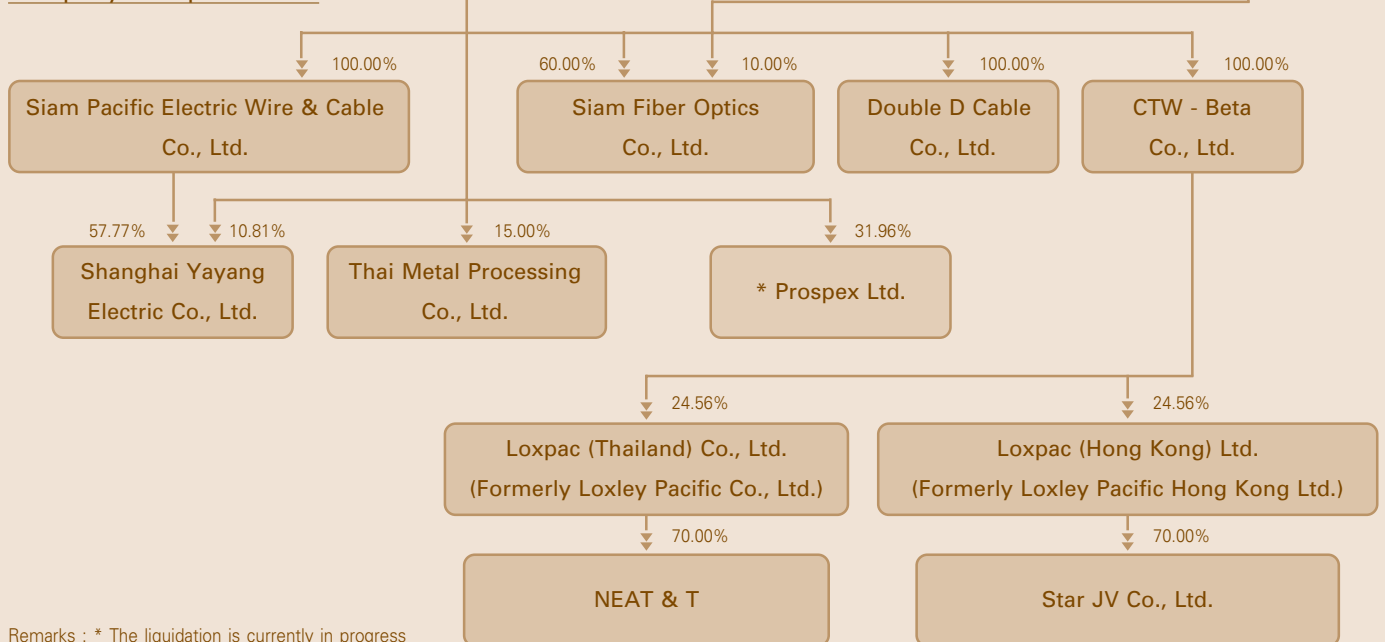
# Policy and Overall Business Operations

## Shareholding Structure of the Company Group

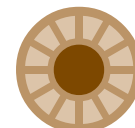
Parent Group Structure (as at 31 December 2014)



## Company Group Structure



Remarks : \* The liquidation is currently in progress



## Top 10 Shareholders of PEWC, its Parent Company

(As at 19<sup>th</sup> April, 2014)

Shareholders	Number of shares	Holding (%)
1. National Financial Stabilization Fund	23,841,129	3.56
2. Ding-Hao ACME Co., Ltd.	5,937,809	0.89
3. Yuan Yuan Corporation	5,489,457	0.82
4. Zhang, Yong-Xiang	5,400,000	0.81
5. Tai He Investment Co., Ltd.	5,317,960	0.79
6. PEWC Employee Welfare Committee	4,808,585	0.72
7. Qiu Xiao Xian	4,006,865	0.60
8. Liao Guang Rong	3,900,000	0.58
9. Qiu Xiao Qi	3,698,110	0.55
10. Century Pacific Corporation	3,659,085	0.55
11. Minority Shareholders	602,941,000	90.13
<b>Total shares issued</b>	<b>669,000,000</b>	<b>100.00</b>

## Nature of Business

### Features of Business of the Group

Charoong Thai Wire & Cable Plc. (“CTW” or “the Company”) currently has five subsidiary companies and one associated company. The product line or business group of the Company can be divided into three major categories according to the nature of the business, as follows:

#### Category 1: Manufacturing

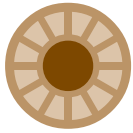
CTW, Siam Fiber Optics Co., Ltd. (SFO), Double D Cable Co., Ltd. (DDC), Siam Pacific Electric Wire and Cable Co., Ltd. (SPEWC), and Shanghai Yayang Electric Co., Ltd. (SYE) are significant manufacturers and distributors of Aluminium Cables, Low Voltage Copper Cables, XLPE Insulated High Voltage Cables, Telephone Cables, Fiber Optic Cables and Enameled Wires sold to the domestic and export market. The Company is also an Original Equipment Manufacturer (OEM) which manufactures products for customers.

#### Category 2: Investment Holding

CTW-Beta Co., Ltd. (CTW-Beta) which is engaged solely in investments for capital gain.

#### Category 3: Telecommunications

CTW holds associated company that is engaged in the telecommunications business namely, Loxpac (Thailand) Co., Ltd. (Loxpac) (Formerly known as “Loxley Pacific Co., Ltd.”).



## Nature of Business

### Revenue Structure

Revenue Structure of the Company by business group.

(Expressed in Million Baht)

Product Line / Business Category	By	% of Investment	2014		2013		2012	
			Revenue	%	Revenue	%	Revenue	%
Manufacturing / Revenue	Charoong Thai Wire & Cable Plc.		<b>2,982.36</b>	<b>43.36</b>	3,096.30	44.85	3,446.00	45.72
	Siam Pacific Electric Wire & Cable Co., Ltd.	100.00	<b>2,330.06</b>	<b>33.88</b>	2,241.04	32.46	2,521.56	33.46
	Shanghai Yayang Electric Co., Ltd.	68.58	<b>1,311.62</b>	<b>19.07</b>	1,277.73	18.51	1,306.06	17.33
	Siam Fiber Optics Co., Ltd.	60.00	<b>253.56</b>	<b>3.68</b>	288.89	4.18	263.41	3.49
	Double D Cable Co., Ltd.	100.00	<b>0.59</b>	<b>0.01</b>	0.03	0.00	-	-
Investment / Revenue	CTW-Beta Co., Ltd.	100.00	-	<b>0.00</b>	0.00	0.00	-	-
<b>Total</b>			<b>6,878.19</b>	<b>100.00</b>	<b>6,903.99</b>	<b>100.00</b>	<b>7,537.03</b>	<b>100.00</b>

(Expressed in Million Baht)

Product Line / Business Category	By	% of Investment	2014	2013	2012
Telecommunication* / Revenue	Loxpac (Thailand) Co., Ltd. (Formerly known as "Loxley Pacific Co., Ltd.")	24.56	<b>32.38</b>	20.71	75.90

Remarks : \* Figures were represented total revenues of its an associated company, which were not calculated by holding percentage of CTW.

### PRODUCT LINE/BUSINESS GROUP

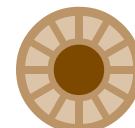
#### 1. The Manufacturing Group

##### 1.1 Features of Products

###### A) Products

Products of the group are classified into Six categories as follows:

1. Aluminium Cable
2. Low Voltage Copper Cable
3. XLPE Insulated High Voltage Cable
4. Telephone Cable
5. Fiber Optic Cable
6. Enameled Wire



## B) Sales by product

Product	Sales (%) 2014	Description
Aluminium electrical wire	12.06	- ACSR1272 - AAC - PVC Insulated Aluminium Cable
Copper electrical wire	19.21	- Building Wire (THW, NYY,VSF) - Bare Copper
High voltage power cable	10.93	- Space Aerial - XLPE Copper Cable 12/20 KV, 24 KV, 115 KV
Telephone cable	3.29	- Self-Supporting Drop Wire - Figure 8 Alpeth - PE Alpeth - Foam/Skin Alpeth
Fiber optic cable	3.67	- Single/Multi Fiber Optics
Enameled Wire	48.10	- Enameled Copper Wire
Others	2.74	- Bare Copper wire - Scrap
Total	100.00	

Most of the Company's products in the manufacturing group, Enameled Wires are sold to the private sectors and export. In regard to Electrical Wires and Cable, and Fiber Optic Cables are sold to state enterprises such as Electricity Generating Authority of Thailand (EGAT), Provincial Electricity Authority (PEA) and Metropolitan Electricity Authority (MEA) including the transformed state enterprises such as TOT Plc., and are sold to private sector such as the contractors and general customers etc.

## 1.2 Marketing and Competition

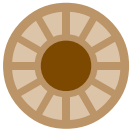
### A) Marketing Strategy

The Company has emphasized the marketing mix (4P) to enhance its target as follows:

#### 1. Product

The Company manufactures quality Aluminum Cables, Low Voltage Copper Cables, XLPE Insulated High Voltage Cables, Telecommunication Cables, Fiber Optic Cables and Enameled Wires which meet certain high standard in domestic and international by reputed institution such as, Thai Industrial Standard (TIS), International Standard (IEC: International Electronic Commission), British Standard (BS), American Standard (ASTM) etc.. Furthermore, its products have also obtained many product certificates from Thai Government and other creditable institution as the followings:

- License of Compulsory Thai Industrial Standard e.g. TIS 11-2533 (1990), TIS 293-2541 (1998), TIS 2202-2547 (2004), TIS 85-2548 (2005), TIS 2434-2552 (2009) etc. and License of Thai Industrial Standard e.g. TIS 64-2517 (1974), TIS 838-2531 (1988), TIS 2143-2546 (2003) etc.
- Type Test Approval of High Voltage Power Cable (69 KV. and 115 KV.) from Faculty of Engineering Chulalongkorn University and King Mongkut's Institute of Technology Ladkrabang.
- Product License of Fire Resistance Cable from TUV SUD PSB Pte. Ltd. Singapore.



## Nature of Business

With the above credentials, it would definitely helpful to convince the customers to choose and use the Company's products. With regard to its a subsidiary, SPEWC has started to distribute 2.6 millimeter bare copper wire which is the semi-finished product that the overseas industrial customers using as the initial raw material.

### 2. Price

Last year, overall economy of Thailand continued to recover at a slow pace. The Thai government has also continued to expedite economic activities through the investment projects. The Company can maintain its sales close to its sales in 2013. Since the price of main raw materials for production are copper and petroleum have fluctuated in the global market, the Company have to set the appropriate selling price in order to maintain the profit margin. In addition, the Company implements "Lean" system for production process that can reduce production cost and can control the profit margin. However, the Company has maintained to the standard and product quality by increasing production continuously, focusing to control unnecessary expense to sustain competitive price but some products are required increasing price against market mechanism as well.

With regard to SPEWC, its a subsidiary, it has faced with intense competition both domestic and overseas markets in the previous year. Therefore, it has to reduce the selling price which also affect the profit margin, sometimes, some products were sold at a loss. SPEWC has tried to solve this problem.

### 3. Place

The Company goal is always to increase its wire and cable products market share to expand throughout the country. Its sales mainly focus on electrical contractors and existing distributors as well as new distributors with high potential. In addition, the Company has created more sales opportunities. It has aggressively expanded on bidding more projects such as Rapid Transit Projects (Purple Line, Blue Line, Red Line, Orange Line, Pink Line), Projects of the State Railway of Thailand (SRT) which has Double Track Railway project (North to South Line and East to West Line), Small Power Producer (SPP) and Independence Power Producer (IPP) which these Projects need to use the electric wire and cable. The Company has also continued to increase the distribution channels through the mall retailers large (Modern Trade), such as Tai Watsadu, Home works, Home Pro, Global House etc. for more well-known the Company's products. With regard to its subsidiary, SPEWC has tried to find more distribution channel for new products to the neighboring and overseas countries since October 2014. It is expected to increase sales and distribution channel in 2015.

### 4. Promotion

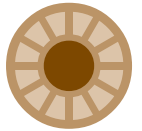
The Company made advertising and public relations through media that relate to electrical industry such as Thai Electrical & Mechanical Contractors, Thailand Engineering Journal etc., which aim directly to target potential customers. The Company also invited agencies, contractors on electricity group, engineer supervisor group or electricity system designers to visit its factory for studying manufacturing and calibrating process in order to ensure the high quality and standard of the Company's products. In addition, the Company has provided product knowledge training and seminars to the target customer, for expanding the customer group base and for brand perception and familiarity. With regard to export to Vietnam, Singapore, Myanmar and Laos market, the Company has still faced the competition from other foreign manufacturers who have lower labor cost. Therefore, it could not increase export sales as expectation.

Political turmoil in Thailand during mid 2014 has made SFO to encounter certain burdens in its business operation either the projects in public, state owned enterprise or private sector. Some have been suspended or even cancelled due to reasons associating with such political conflict. In order to save cost and budget, many sale promotion activities were limited or canceled to reflect sluggish market condition. However, SFO still carries on environmental conservation activities under ISO 14001: 2004 as well as legal requirements while CSR activities have been continued with limited budget.

SFO has been certified environmental management system ISO 14001: 2004. It continuously considers environmental protection and Corporate Social Responsibility. It also regularly provides the customers Guide Material Safety Data Sheets (Guide MSDS) concerning the proper use or handling of optic fiber cable correctly and securely.

In 2014, SPEWC has still provided and offered the special discounts for dealers when the total value of order meets a specified amount or requirement.





## B). Market Share and Competition

### Aluminum electrical wire

In the previous year, Thailand's overall economic remained stable due to the problem and many factors from domestic and overseas by recovering less-than-expected spending and investment by the public sectors. Although, the government has urged investing budget into existing infrastructure projects and future projects. These factors affect to market demanding more aluminum conductor cables.

### Copper electrical wire

Market situation of copper electrical wire, the price competition is still severe since an increase in new manufacturers. The Company has constantly improved the production efficiency in labor and technology to be consistent with the market needs and increased quality and customers' confidence for competitive advantage. As a result, the Company has obtained the orders from government and private sector such as Maintenance Center of Mass Rapid Transit (Purple Line), Samitivej Sukhumvit Hospital, The SKY Sukhumvit Condominium, Thai Watsadu, Tesco Lotus, Sansiri Bangna Project. In the middle of 2014, dealers, contractors and project owners have delayed orders in order to wait for clarification from the Government's Policies.

### High voltage power cable

Although, High voltage power cable market was similar to Aluminum electrical wire market, but for most of the High voltage power cable market, the Company will be OEM for state enterprises, including selling to the private companies who are the sub-contractor of government's projects. Thai economy continued to recover slowly in 2014 caused the delay in orders from the projects of the government and private sector.

### Telephone cable

Presently, the demand for copper telephone cable has decreasingly grown since there are alternate products resulting from technology changes, that is, fiber optic cable and wireless communication e.g. various mobile phone systems in which many service providers have entered into the market with continually numerous and extensive service types. It can be said that the Company continues to be able to sell telephone cable via 3 channels as follows:

1. The buyer buys it to replace the old one needed to be changed due to expiry schedule.
2. The buyer uses it for extending its VOICE networks the volume of which has decreased consistently.
3. The buyer uses it for new service settings e.g. ADSL hi-speed internet.

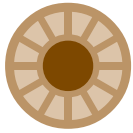
From the decreasing demand while number of competitors is still the same, the Company has implemented certain strategies to maintain its sales volume by contacting existing customers via the existing sale channel and trying to reach new customer groups who are service providers of hi-speed internet. During the year 2014, the Company secured certain number of purchase orders from this latter customer group.

The Company and its a subsidiary (SPEWC) effort to maintain their market share of around 50 percent.

### Fiber optic cable

Mobile communication in Thailand is about to move from 3G (Third Generation Mobile Network) to 4G (Fourth-Generation Wireless). The NBTC (National Broadcasting and Telecommunications Commission) has a plan for 4G licence auction during mid 2015. Such will increase demand for fiber optic cable in order to improve transmission speed. This business opportunity comes with ever more intense competition as opposed to the previous years as number of domestic fiber optic manufacturers has increased to substitute imported cable.

Presently, there are still only six major domestic manufacturers of fiber optic cable, however, there are lots of foreign manufacturers to compete in Thailand's market since there are free duty tax as well as lower production cost. The domestic manufacturers do fight hard in prices although the Company's production cost usually higher than foreign manufacturers due to the raw materials are mainly imported from offshore. Currently, the Company mainly supplies to the contractors or sub-contractors of the State Enterprise projects.



## Nature of Business

### Enameled Copper Wire

SPEWC is one of the top-three enameled copper wire manufacturers of the highest quality standard in Thailand. It also obtains standard of Underwriters Laboratories Inc. (UL) which is accepted by domestic and overseas electrical manufacturers in the world. SPEWC has always emphasized its competitiveness of quality, quick delivery and service, and full responsibilities for solving the products problem. With regard to, the intensified competition environment, SPEWC, as per its Policy, has focused more on selling products to targeted customers with real demand for the Company's products (Niche Market). In addition, SPEWC has attempted to attract the existing customers in existing markets and discover new customers in existing markets. It has also tried to discover the new markets both overseas and domestic markets for better selling price. Presently, SPEWC has developed a cost accounting system for more updated, accurate and timely (Real Time). This will result helping SPEWC to filter customers that can provide more profit to it. In 2014, SPEWC has produced and exported the 2.6 millimeter bare copper wire which the overseas industrial customers used as the initial raw material. Although, SPEWC has a thin profit margin for bare copper wire, the management has considered that it can benefit from utilizing available manufacturing capacity to the maximum.

### 1.3 Procurement of Products

#### A). Manufacturing of products

Plants of CTW and SFO are located at 35/1 and 35/2 Moo 22, Suwintawong Road, Saladaeng Sub-district, Bang Nam Prieo District, Chachoengsao Province, consists of four plants as follows :

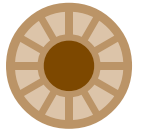
1. Aluminium Cable Production Plant
2. Power Cable Production Plant
3. Telephone Cable Production Plant
4. Fiber Optic Cable Production Plant

Plants of Subsidiary Companies, SPEWC's is located at 8 Moo 5, Tiwanon Road, Banmai Sub-district, Muang District, Pratumtanee Province.

Plant of Shanghai Yayang Electric Co., Ltd. is located at 2525 Daye R(d), Wuqiao Town, Feng Xian District, Shanghai, China.

#### Production Capacity and Utilisation Rate :

	Full Capacity (metric tones/year)	Annualised Utilisation Rate (%)		
		2014	2013	2012
<b><u>CTW</u></b>				
Aluminium electrical wires	14,400	64	74	50
Copper electrical wires	12,000	49	41	63
Telephone cables (pairs-km)	1,440,000	3	4	6
High voltage power cables	4,800	57	68	61
<b><u>SPEWC</u></b>				
Enameled copper wires	9,600	77	73	66
Communication cables (pairs-km)	1,152,000	6	10	20
<b><u>SFO</u></b>				
Fiber optic cables (km-fiber)	500,000	37	36	21
<b><u>SYE</u></b>				
Enameled copper wires	7,500	67	57	56



## B). Sources and Acquisition of Raw Materials

The technology used in the production process is obtained from its Taiwanese shareholders and the Company has continually developed. It has also received technology support from Fujikura Ltd. of Japan for more than 30 years.

### Effects on the Environment

The Company has never experience any detrimental environmental effects which exceeds government standard from the production process due to the advanced nature of the technology in use.

### Raw materials

In 2014, around eighty percent (80%) of the raw material used in the production process is imported from various countries through various agencies in Thailand and twenty percent (20%) from domestic market. There were total 47 suppliers of raw materials, 24 suppliers from domestic and 23 suppliers from overseas.

Raw materials of CTW and its subsidiaries can be divided into three principal categories :

### Conductors:

The important conductors are aluminium and copper with a purification rate of 99.70 per cent and 99.90 per cent, respectively. Aluminium and copper are imported from Indonesia, Australia, South Korea and Laos.

### Insulator (Semi-Insulator):

There are three types of insulators used in the production process as follows:

- Thermoplastic insulators :
  - Polyvinyl chloride is supplied by domestic suppliers.
  - Polyethylene is supplied by domestic 2 suppliers and imported from oversea 4 suppliers in USA, Japan, Sweden, Belgium, China, UAE, South Korea and Vietnam etc.
- Thermosetting Plastic insulators are imported from international suppliers in Belgium, USA, Japan, Sweden and United Arab Emirates.
- Semi-conductive insulators are imported from international suppliers in Belgium, USA, Japan, Sweden and United Arab Emirates.

Fiber Optics: Fujikura Co., Ltd. is the Company's only supplier of fiber optics to SFO.

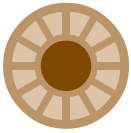
## 2. The Holding Group

CTW-Beta Co., Ltd. is solely engaged in investing in entities with a view to realize a capital gain.

## 3. The Telecommunications Group

Loxpac (Thailand) Co., Ltd. was renamed from Loxley Pacific Co., Ltd. in late 2013 ("Loxpac") which is a telecommunications operator for domestic and international telephone and facsimile, pay phone, paging, mobile phone, earth station, internet and cable TV service provider for FETZ (Free Economic and Trade Zone) in DPRK (Democratic People's Republic of Korea). During 1996, the Company set up a local operator NEAT&T (North East Asia Telephone & Telecommunications Co., Ltd.) since 1996 in FETZ which is a Joint Venture with KPTC (Korea Postal & Telecommunications Co., Ltd.). NEAT&T has a consistent operating profit ever since it established. In 2014, NEAT &T has paid Baht 14.54 million THB dividends to Loxpac on its 2013 operating results.

During 2010, Loxpac using a newly 100% owned subsidiary company "Loxley Pacific Hong Kong Co., Ltd." (Loxpac-HK) which later changed its name to Loxpac Hong Kong Ltd. to starts a new Joint Venture name "Star J.V." with KPTC to be the ISP (Internet Service Provider) monopoly in DPRK. Star J.V. lunched its internet service on 10 October 2010. Star J.V. paid Baht 12.99 million THB dividends to Loxpac-HK on its 2014 operating results in February 2015.



# Risk Factors

## 1. Exposure to the cost of key raw materials

The Company's key raw materials used in manufacture about 80 percent is imported from abroad i.e. copper, aluminium, polyvinyl chloride, polyethylene and optic fibers etc.. All of those are commodities and traded on the global market which are subject to price fluctuations in accordance with supply and demand. These international commodities almost all priced in US dollars but the Company sales revenue being largely quoted in Baht which does involved raw material price fluctuation and currency risk, and its significance would pending on the size of the contract. In 2014, the aluminium price is quite stable, while the copper price in global market has declined steadily, but the Company made a one-year contract for purchase of raw material in advance in the previous year, resulted in higher average cost of copper.

### Steps taken to mitigate the risk:

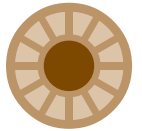
In an effort to mitigate any fluctuation of raw material price and FX related risk on procuring of raw materials, the Company would first try to pass such exposure to the customer if possible, in other words to have the customer pay for raw material. It is now a common method for the customer to provide raw material to the Company directly and it has been a successful strategy with most State Agencies. In some cases, in order to manage the currency exchange risk, then, the Company will purchase the same amount of foreign exchange forward contracts at the time to issue its L/C (Letter of Credit) in order to cover the exposure so to minimize any FX risk. In addition, the Company monitors price trend regularly and compares the key raw material price from several suppliers for getting the best condition. The Company sometimes also raise its raw materials reserve by conforming to the Company's order projections. Moreover, the Company tries to search for new sources of key raw materials in order to obtain appropriate price and quality raw materials. Its a subsidiary (SPEWC) also has risk from fluctuation of raw material price, then it has made annual contract for purchase of raw material and monthly delivery in order to prevent the lack of raw materials.

## 2. Risk derived from change in manufacturing technology

As our Company's products involve power and telecommunication technology that needs continual research and development in order to create innovation and to improve product quality standard and performance to meet the global changes under the age of Information and Communication Technology in which data transmission and receipt is done digitally. Also, the advancement of information technology and telecommunication has considerable influence upon production technology and lifestyle of people in the society. The Company has been directly affected by such changes to production technology i.e. new product line in telecommunication to be launched onto the market will mainly serve wireless technology that has replaced conventional wire connection. With respect to telecommunication products by which visual and audio signal can be transmitted in high speed, cheaper fiber optic cable with less loss has now replaced conventional copper wire.

### Steps taken to mitigate the risk:

The Company has prepared itself for risk reduction resulted from change in manufacturing technology by setting up an expert team consisting of engineers, manufacturing staffs and testing staffs to monitor such change in all aspects of technology that involved with the Company's products such as production techniques, key raw material, machinery and testing tools in order to make more efficient, develop and improve the production that can meet the customer's and current market's needs. Over the past year, the Company has procured the new technology machinery to replace the existing machinery that having low production efficiency. In addition, to support fiber optic telecommunication cable which has lower signal loss than electrical signal, able to send the signal with further distance, able to send large information, and worth of value, the Company has set up a subsidiary, Siam Fiber Optic Co.,Ltd. to manufacture such products. For traditional copper conductor cable, the company has changed its structure to support hi-speed broadband.



### 3. Risk derived from currency exchange rate fluctuation

The Company and its subsidiaries import raw materials used in the production from foreign countries which the Company may be affected on the aspect of cost derived from currency exchange rate fluctuation. In addition, there are exposure to foreign currency risk from investments in its subsidiary and associated companies that are denominated in foreign currencies. As at 31 December 2014, the Company and its subsidiaries have outstanding balance of liabilities denominated in foreign currencies of USD 46 million and JPY 12 million. Therefore, to reduce the effect from exchange rate fluctuation, the Company has managed the risk from exchange rate by using forward exchange contracts. Generally, the forward contracts mature within one year.

#### Steps taken to mitigate the risk:

The Company group had entered into forward exchange contracts when it considered appropriate in order to reduce this risk. In addition, the Company has the a policy to promote its export business to foreign markets which will be base on US dollars revenue and thereby it could help as a natural hedge mechanics. It has also followed closely the movement in exchange rates all the time.

### 4. Risk factors associated with control by major shareholders

There are four major shareholders of CTW that ultimately relate to Pacific Electric Wire & Cable Co., Ltd. group, (PEWC) with a total shareholding about 51 per cent plus few individual shareholders that may comprised by PEWC's management and representatives, so PEWC can thus make decisions that directly affect the policy of the Company. Minority shareholders are therefore at risk for its inability to vote against major shareholders.

#### Steps taken to mitigate the risk:

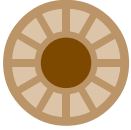
The Company, as SET rulings, has appointed the Audit Committee to inspect the management team and to comment on transactions that could lead to a conflict of interest between the Company and its related shareholders. Such four major shareholders are prohibited from voting on connected transactions in which they may have conflict of interest.

### 5. Risk derived from the shortage of skilled labor

Following the campaigns launched by the public and private sector as a part of preparing for AEC by 2015, it is envisaged that labour can freely move and industrial sector may seek for manufacturing base with lower labour cost. As such, certain domestic industries may encounter labour shortage. Many industrial groups including the Company are required to adopt more advanced machinery and technology to deal with such labour shortage problem. This urges us to find more personnel holding knowledge, skill and expertise for such machinery and technology. Also, since the past year, the government and state enterprise sectors have recruited more manpower and increased compensation baseline with better welfare which significantly attract some workforce in industrial sector to become an officer or civil servant resulting in skilled labour shortage in industrial sector.

#### Steps taken to mitigate the risk:

The Company focuses on the importance of all levels of employees in order to preserve the employees who have skills, knowledge and experience in work. The Company has also provided the healthy working environment and improved adequate and appropriate welfare facilities for employees and their family such as financial aids for marriage, having a baby, hospital admission, annual salary increase, shuttle buses service, attendance bonus etc. In addition, the Company has the development plan for new employees to compensate the retired employees and to support the shortage of skilled labor in the future which they may move to the government employee system and other ASEAN member countries in this 2015.



## General Information

### Corporate Information

Charoong Thai Wire & Cable Public Company Limited (“CTW” or the “Company”), or in Thai บริษัท จรุงไทยไวร์แอนด์เคเบิล จำกัด (มหาชน), is located at 589/71 Central City Tower 12A Floor, Bangna-Trad Road, Bangna Sub-district, Bangna District, Bangkok 10260. Its telephone numbers are (662) 745-6118 to 30 and facsimile numbers are (662) 745-6131 to 32. The Company’s home page on the internet is [www.ctw.co.th](http://www.ctw.co.th) and its registration number is 0107537000599. CTW has been a manufacturer and distributor of Aluminium Cables, Low Voltage Copper Cables, XLPE Insulated High Voltage Cables, Telephone Cables, Fibre Optic Cables and Enameled Wires sold to the domestic and export market. The Company is also an Original Equipment Manufacturer (OEM) which manufactures products for customers since 1967. As at 6 January 2015, it had paid-up capital in the amount of Baht 1,989,531,420.

### Reference Person

#### Share Registrar

Thailand Securities Depository Co., Ltd. (TSD)

62 The Stock Exchange of Thailand Building, Rachadapisek Road, Klongtoey, Bangkok, 10110, Thailand

Tel. : (662) 229-2800

Fax : (662) 359-1259

TSD Call Center : (662) 229-2888

Website : [www.tsd.co.th](http://www.tsd.co.th)

#### Auditor

Ms. Waraporn Prapasirikul, Certified Public Accountant License No. 4579 or

Ms. Supanee Triyanantakul, Certified Public Accountant License No. 4498 or

Mr. Narong Puntawong, Certified Public Accountant License No. 3315

EY Office Limited (EY) (Formerly known as Ernst & Young Office Limited)

33<sup>rd</sup> Floor, Lake Rajada Office Complex, 193/136-137 Rajadapisek Road, Klongtoey, Bangkok 10110.

Tel. : (662) 264-9090

Fax : (662) 264-0789-90

Website : <http://www.ey.com>

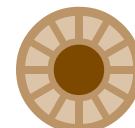
#### Lawyer

Legal Adviser & Secretary of the Board of Directors : Mr. Pairoj Tansuriwongse

Suriyatham Law Office, 423 Nakornsawan Road, Wat Sommanut, Pomprabsattrupai, Bangkok 10110

Tel. : (662) 629-8594, 281-7338

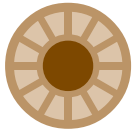
Fax : (662) 629-8594



## Shareholding in Other Companies

Company Name and Location	Kind of Activity	Type	Issued Shares Number (Shares)	Shareholding Portion Number (Shares)	%
1. CTW-Beta Co., Ltd.	Investment & Holding Company	Ordinary Shares	10,000	9,993	100.00
2. Double D Cable Co., Ltd.	Manufacturer and distributor of aluminium and copper cables, and copper rod	Ordinary Shares	200,000	199,995	100.00
3. Siam Fiber Optics Co., Ltd. Head office : 589/71 Central City Tower Fl. 12 A, Bangna-Trad Rd, Bangna, Bangkok 10260 Tel. : (02) 745-6118-30 Fax : (02) 745-6575	Manufacturer and distributor of fibre optic cables	Ordinary Shares	24,000,000	14,399,994	60.00
4. Siam Pacific Electric Wire & Cable Co., Ltd. Head Office : 30 Fl., Charn Issara Tower 2, 2922/312 New Petchburi Rd., Huay Kwang District Bangkok 10320 Tel. : (02) 308-2091 (Auto, 15 Lines) Fax : (02) 308-2081-2	Manufacturer and distributor of wire and cable products, and enameled copper wires	Ordinary Shares	6,700,000	6,700,000	100.00
5. Shanghai Yayang Electric Co., Ltd. Head Office : 2525 Daye R (d), Wujiao Town, Feng Xian District, Shanghai, China Tel. : (86 21) 5740 3196 Fax: (86 21) 5740 2366	Manufacturer and distributor of enameled copper wires	Ordinary Shares	9,548,737	6,548,737	68.58
6. Loxpac (Thailand) Co., Ltd. (Formerly known as “Loxley Pacific Co., Ltd.”) Head Office : 102 Na Ranong Rd., Klong Toey, Bangkok 10110 Tel. : (02) 240-3000 Fax : (02) 240-3180	Telecommunications	Ordinary Shares Preferred Shares	45,000,000 25,000,000	12,690,000 5,594,500	**24.56
7. Loxpac (Hong Kong) Ltd. (Formerly known as “Loxley Pacific Hong Kong Ltd.”) Head Office : Unit D, 9/F., Kai Centre, 36 Hung To Road, Kwun Tong, Kowloon, Hong Kong	Telecommunications	Ordinary Shares	40,002	9,825	24.56
8. Prospex Ltd. * Head Office : 2 Heather Street, Parnell, Auckland, New Zealand Tel. : (649) 917-8338	Public Shell Company	Ordinary Shares	1,343,236	437,597	31.96
9. Thai Metal Processing Co., Ltd. Head Office : 25Fl., Two Pacific Place Bldg. 142 Sukhumvit Rd., Klongtoey, Bangkok 10110 Tel. : (02) 653-2550 (30 lines) Fax : (02) 653-2617	Fabrication of copper rod	Ordinary Shares	1,500,000	225,000	15.00

Remarks : \* The liquidation is currently in progress. \*\* Voting Rights.



# Shareholders

## Shareholding Structure

### Major Shareholders

Major Shareholders as at 3<sup>rd</sup> April 2014

Shareholders Group	No. of Shares	% of holding	Notes
<b>Pacific Electric Wire &amp; Cable Co., Ltd. (PEWC) Group</b>			
1. Singvale Pte Ltd.	86,999,500	21.87	International Juristic Person
2. Trigent Investment Holdings Ltd.	49,568,514	12.46	International Juristic Person
3. PEWC (Thailand) Co., Ltd.	36,206,398	9.10	Domestic Juristic Person
4. APWC (Thailand) Co., Ltd.	20,186,272	5.07	Domestic Juristic Person
	<b>192,960,684</b>	<b>48.50</b>	
<b>Italian-Thai Development Plc. Group</b>			
5. Italian-Thai Development Plc.	51,327,115	12.90	Domestic Juristic Person
6. Siam Concrete and Brick Products Co., Ltd.	3,188,686	0.80	Domestic Juristic Person
	<b>54,515,801</b>	<b>13.70</b>	
<b>Bangkok Insurance Plc. Group</b>			
7. Bangkok Insurance Plc.	26,544,324	6.67	Domestic Juristic Person
8. Mr. Chai Sophonpanich	2,731,210	0.69	Domestic Natural Person
	<b>29,275,534</b>	<b>7.36</b>	
<b>Management Group</b>			
9. Mr. Sun Tao-Heng	6,273,460	1.57	International Natural Person
<b>Other Group</b>			
10. Quam Securities Company Limited A/C Client	10,000,000	2.51	Domestic Juristic Person
11. Mr. Wichit Chinwongvorakul	4,045,000	1.02	Domestic Natural Person
12. Mr. Si Lok Mark Lee	3,500,000	0.88	International Natural Person
13. Mr. Nanthapan Mahattanatan	3,186,000	0.80	Domestic Natural Person
14. Mr. Tung Yu-Jeh	2,720,928	0.68	International Natural Person
15. Minority Shareholders	91,428,877	22.98	
<b>Total</b>	<b>397,906,284</b>	<b>100.00</b>	

## Dividend Policy

The Company has dividend policy that in normal circumstances it is to provide dividend a payout ratio of not less than 25 per cent of net profit from the separate financial statements as at the end of year after deducting legal reserve and the Board shall propose to the shareholders meeting for approval.

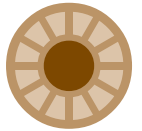
Its subsidiary companies have the dividend policy as the following details :

CTW-Beta Co., Ltd. has a dividend payout ratio of not less than 25 per cent and not exceeding 50 per cent of net profit after deducting legal reserve.

Siam Pacific Electric Wire & Cable Co., Ltd., determines the dividend payout ratio of not less than 25 percent of net profit after tax and to comply with the Civil and Commercial Code.

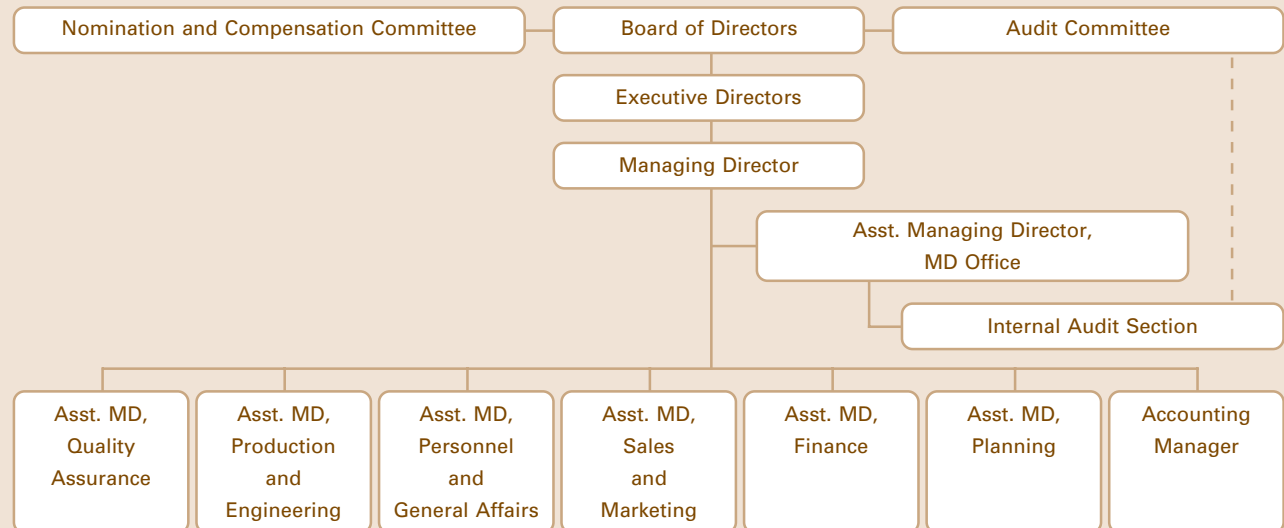
Siam Fiber Optics Co., Ltd., Shanghai Yayang Electric Co., Ltd., and Double D Cable Co., Ltd., the dividend payment shall be proposed by the Board from time to time to their shareholders meeting for approval.





## Management Structure

Organization Chart of Charoong Thai Wire & Cable Public Company Limited



## Directors Structure

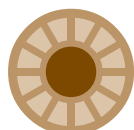
The four bodies of committees are the Board of Directors, the Audit Committee, the Nomination and Compensation Committee and the Executive Committee with the following details :

### 1. Board of Directors

The Company has 12 Directors as at 31 December 2014:

Name	Position
1. Mr. Chai Sophonpanich	Chairman
2. Mr. Premchai Karnasuta	Vice-Chairman
3. Mr. Sun Tao-Heng*	Managing Director
4. Mr. Pornwut Sarasin	Chairman of Audit Committee and Independent Director
5. Mr. Yuan Chun-Tang	Director
6. Mr. Kasem Kularbkeo*	Director and Member of the Nomination and Compensation Committee
7. Mrs. Sununtha Phaengsook*	Director and Asst. Managing Director, Finance
8. Mrs. Nijaporn Charanachitta	Director and Member of the Nomination and Compensation Committee
9. Mr. Sai Wah Simon Suen	Chairman of the Nomination and Compensation Committee, Audit Committee Member and Independent Director
10. Mr. Steven Suey Ku	Audit Committee Member and Independent Director
11. Mr. Cheng Andy Chow-Chun	Director
12. Mr. Surachai Sirivallop	Independent Director

**Remark:** \* Authorised directors  
Mr.Pong Sarasin is the Honorary Chairman of the Company.



## Management Structure

### The Meeting Attendance of Directors for 2014

Name	Board Meeting (Total 4 times)	2014 AGM (24 <sup>th</sup> April 2014)
1. Mr. Chai Sophonpanich	4/4	1
2. Mr. Premchai Karnasuta	2/4	1
3. Mr. Sun Tao-Heng	4/4	1
4. Mr. Pornwut Sarasin	3/4	1
5. Mr. Kasem Kularbkeo	4/4	1
6. Mrs. Sununtha Phaengsook	4/4	1
7. Mrs. Nijaporn Charanachitta	2/4	1
8. Mr. Sai Wah Simon Suen	4/4	1
9. Mr. Steven Suey Ku	3/4	1
10. Mr. Surachai Sirivallop	4/4	1
11. Mr. Lee Michael Chao-Chun *	1/1	1
12. Mr. Yuan Chun-Tang **	3/3	-
13. Mr. Cheng Andy Chow-Chun	3/4	-

**Remarks:** \* To be retired by rotation on 24 April 2014.

\*\* To be appointed as the Company's director on 24 April 2014.

### Authorities and Duties of directors :

The Board of Directors' duties and responsibilities, as included in but not limited to the Articles of Association of the Company are:

1. To appoint an Executive Board of Directors consisting of the Executive Chairman, Executive Vice-Chairman and other positions as necessary, to have the authority to administer and manage the operations of the Company as assigned by the Board of Directors.
2. To arrange meetings at least once in every three months at the Head Office of the Company or the province nearby in the meeting.
3. To implement and direct the Company's policies, as well as monitor and supervise its operations to maximize economic value and shareholders' wealth.
4. To notify shareholders immediately or call a shareholders' meeting in regard to events that might have a significant impact on the Company's operations or financial status and/or shareholders' benefits.

Besides, the Board of Directors delegates management authority to manage or make decisions relating to the normal business practices of the Company, but it is not allowed to approve transactions that may cause a conflict of interest among members of the executive management.

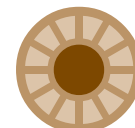
In addition to the above, the Board of Directors has granted the Managing Director the authority to approve purchases or sales of assets in the maximum value of Baht 50 million, with any amount higher than that to requiring the approval from the Board of Directors.

## 2. Audit Committee

The Company's Audit Committee consists of 3 members as at 31 December 2014 :

Name	Position	Meeting Attendance (Total 4 times)
Mr. Pornwut Sarasin	Chairman of Audit Committee and Independent Director	4/4
Mr. Sai Wah Simon Suen *	Audit Committee Member and Independent Director	4/4
Mr. Steven Suey Ku	Audit Committee Member and Independent Director	3/4

**Remark :** \* Who has knowledge and experience in reviewing financial statements.



## **Scope of duties and responsibilities of the Audit Committee member :**

- (1) To review the Company's financial reporting process to ensure that it is accurate and adequate;
  - (2) To review the Company's internal control system and internal audit system to ensure that they are suitable and efficient, to determine an internal audit unit's independence, as well as to approve the appointment, transfer and dismissal of the chief of an internal audit unit or any other unit in charge of an internal audit;
  - (3) To review the Company's compliance with the law on securities and exchange, the regulations, and the laws relating to the Company's business;
  - (4) To consider, select and nominate an independent person to be the Company's auditor, and to propose such person's remuneration, as well as to attend a non-management meeting with an auditor at least once a year;
  - (5) To review the Connected Transactions, or the transactions that may lead to conflicts of interests, to ensure that they are in compliance with the laws and the Exchange's regulations, and are reasonable and for the highest benefit of the Company;
  - (6) To prepare, and to disclose in the Company's annual report, an audit committee's report which must be signed by the audit committee's chairman and consist of at least the following information:
    - (a) An opinion on the accuracy, completeness and creditability of the Company's financial report,
    - (b) An opinion on the adequacy of the Company's internal control system,
    - (c) An opinion on the compliance with the law on securities and exchange, the Exchange's regulations, or the laws relating to the Company's business,
    - (d) An opinion on the suitability of an auditor,
    - (e) An opinion on the transactions that may lead to conflicts of interest,
    - (f) The number of the audit committee meetings, and the attendance of such meetings by each committee member,
    - (g) An opinion or overview comment received by the audit committee from its performance of duties in accordance with the charter, and
    - (h) Other transactions which, according to the audit committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's board of directors; and
  - (7) To perform any other act as assigned by the Company's board of directors, with the approval of the audit committee.
- Member of the Audit Committee are in 3 years per a period.

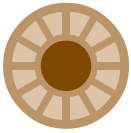
### **3. Nomination and Compensation Committee**

The Company's Nomination and Compensation Committee consists of 3 members as at 31 December 2014 :

<b>Name</b>	<b>Position</b>	<b>Meeting Attendance (Total 1 time)</b>
1. Mr. Sai Wah Simon Suen	Chairman of the Nomination and Compensation Committee	1/1
2. Mrs. Nijaporn Charanachitta	Member of the Nomination and Compensation Committee	1/1
3. Mr. Kasem Kularbkeo	Member of the Nomination and Compensation Committee	1/1

## **Duties and responsibilities of member of Nomination and Compensation Committee :**

1. To set the policy, the criteria and process of nominating Board members and top executives.
  2. To consider and select the list of qualified candidates for presenting to become the Board member and top executives.
  3. To consider and formulate the criteria and the form of payment to directors and top executives.
  4. To consider and recommend the directors' compensation to the Shareholders' meeting for approval.
- Member of the Nomination and Compensation Committee are in 3 years per a period.



# Management Structure

## 4. Executive Directors and Management Team

The Company's Executive Directors and Management Team consists of 10 persons as at 31 December 2014 :

Name	Position
1. Mr. Sun Tao-Heng	Managing Director
2. Mr. Kasem Kularbkeo	Executive Director
3. Mrs. Sununtha Phaengsook	Executive Director and Asst. Managing Director, Finance
4. Mr. Tanasit Aungkasit	Asst. Managing Director, Sales and Marketing
5. Mr. Suvit Veerapong	Asst. Managing Director, Production and Engineering
6. Mr. Kuei Chih-Chung	Asst. Managing Director, Planning
7. Mr. Ponrawat Charoengsukpaisarn	Asst. Managing Director, Personnel and General Affairs
8. Mr. Sathit Tabpech	Asst. Managing Director, Quality Assurance
9. Mr. Chang Hsiao-Chun	Asst. Managing Director, Office of Managing Director
10. Mrs. Apanut Wongjarit	Accounting Manager

### Duties and responsibilities of the Executive Directors and Management Team :

1. To carry out the Company's policies and to develop strategies according to policies set out by the Board of Directors, exclude approve to benefit or conflict of the company and subsidiaries.
2. To ensure that such policies and strategies are applied properly.
3. To manage their respective assignments and departments.
4. Be responsible for day-to-day operations.

### Secretary of the Board of Directors

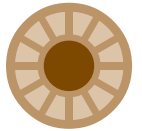
Mr. Pairoj Tunsuriwongse

### Secretary of the Company

Miss Kanjana Anekwasinchai

### Criteria of selecting an independent director (s)

1. The independent director shall meet all the following criteria 1.1 through 1.9 :
  - 1.1 Holds shares not exceeding 1% of the total shares with voting right of the applicant, its parent company, subsidiaries, associates, major shareholders, and controlling of the company, provided that the shares held by the related parties of such independent director shall be included.
  - 1.2 Is not or has never been an executive director, employee, staff, advisor who receives salary, nor controlling parties of the applicant, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties of the applicant unless the foregoing status ended at least 2 years, provided that such prohibition shall not include the case that such independent director has ever been official or advisor of the government sector that is the major shareholder or controlling party of the applicant.
  - 1.3 Is not the person who has relationship by means of descent or legal registration under the status of father, mother, spouse, brothers and sisters, and children. The prohibitive persons also include spouses of daughters and sons of management, major shareholders, controlling party or the person who is in the process of nomination to be the management or controlling party of the applicant or its subsidiary.
  - 1.4 Have no or never had business relationship with its parent company, subsidiaries, associates, major shareholders, or controlling of the company in respect of holding the power which may cause the obstacle of the independent decision, including not being or never been the significant shareholder, or controlling parties of any person having business relationship with the company, its parent company, subsidiaries, associates, major shareholders, or controlling of the company unless the foregoing status ended at least 2 years.



- 1.5 Is not or has never been the auditor of the company, its parent company, subsidiaries, associates, major shareholders, or controlling of company, and is not the significant shareholder, controlling parties, or partner of the auditing firm which employs such auditor of the company, its parent company, subsidiaries, associates, major shareholders, or controlling of company unless the foregoing status ended at least 2 years.
  - 1.6 Is not or has never been the professional service provider, including but not limited to legal service or financial advisor with received service fee more than 2 million baht per year from the company, its parent company, subsidiaries, associates, major shareholders, or controlling parties, and is not the significant shareholder, controlling parties, or partner of the above mentioned service firms unless the foregoing status ended at least 2 years.
  - 1.7 Is not the director who is nominated to be the representative of directors of the company, major shareholders, or any other shareholder related to the major shareholders.
  - 1.8 Do not operate the same and competitive business with the business of the company, or its subsidiaries, or is not a significant partner of the partnership, or is not an executive director, employee, staff, advisor who receives salary, nor holds shares for more than 1% of the total shares with voting right of any other company which operates same and competitive business with the business of the company, or its subsidiaries.
  - 1.9 Is not any otherwise which is unable to have the independent opinion regarding the business operation of the company.
2. The member of the Nomination and Compensation is considering an appropriate person to the Board of Directors for the company whom has to be competent and matching all above listed criteria, and willing to take such position as an independent director of the company, In proceeding the independent director selection, the Board shall first conduct a searching for qualified individuals whom shall meet all required criteria with his/her own willingness then send their nomination to the Board meeting or shareholders meeting for final consideration and formal appointment.

## The director compensation policy

The compensation of director consists of:

### 1. The director remuneration

According to the Company's Articles of Association, a resolution shall be issued at the Meeting of Shareholders for paying remuneration to directors and employees every year at a total rate of not more than 3 per cent of total sales, with allocations in favor of directors at one-third and in favor of employees at two-third.

Regarding such payment of remuneration to directors, the allocation is made in consultation between the chairman and some directors of the Company by means of distribution according to the number of portions, with each portion receiving an equal amount, as follows:

Chairman	2.0 portions
Vice-Chairman	1.5 portions
Director	1.0 portion

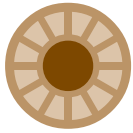
The chairman and directors shall consider together for allocation as appropriate in case having faction or adjustment of allocated proportion.

As for the directors who are not to be the director full year, theirs remuneration shall be calculated average according to the number of days in term of office of those.

### 2. Meeting fees

The 2014 Annual General Meeting of Shareholders resolved to determine the meeting fees for directors who only present at the meeting as follows:

2.1 Meeting fees for director :	Baht 30,000 per meeting.
2.2 Meeting fees for audit committee :	
- Chairman of Audit Committee	Baht 40,000 per meeting
- Member of Audit Committee	Baht 30,000 per meeting
2.3 Meeting fees for the nomination and compensation committee :	
- Chairman of Nomination and Compensation Committee	Baht 40,000 per year
- Member of Nomination and Compensation Committee	Baht 30,000 per year



# Management Structure

## The Compensation of Directors for 2014

### Monetary Compensation

No.	Name	Position	Meeting Fees (Baht)	Director Remuneration (Baht) ***
1.	Mr. Chai Sophonpanich	Chairman	120,000	3,866,000
2.	Mr. Premchai Karnasuta	Vice-Chairman	60,000	2,900,000
3.	Mr. Sun Tao-Heng	Managing Director	120,000	1,933,400
4.	Mr. Pornwut Sarasin	Chairman of Audit Committee and Independent Director	90,000	1,933,400
5.	Mr. Kasem Kularbkeo	Director and Member of the Nomination and Compensation Committee	120,000	1,933,400
6.	Mrs. Sununtha Phaengsook	Director and Asst. Managing Director, Finance	120,000	1,933,400
7.	Mrs. Nijaporn Charanachitta	Director and Member of the Nomination and Compensation Committee	60,000	1,933,400
8.	Mr. Sai Wah Simon Suen	Audit Committee Member, Independent Director and Chairman of the Nomination and Compensation Committee	120,000	1,933,400
9.	Mr. Steven Suey Ku	Audit Committee Member and Independent Director	90,000	1,933,400
10.	Mr. Surachai Sirivallop	Director	120,000	1,933,400
11.	Mr. Lee Michael Chao-Chun*	Director	30,000	1,933,400
12.	Mr. Yuan Chun-Tang**	Director	90,000	1,933,400
13.	Mr. Cheng Andy Chow-Chun	Director	90,000	1,933,400
<b>Total</b>			<b>1,230,000</b>	<b>28,033,400</b>

As at 31 December 2014, CTW has 12 directors.

**Remarks :** \* To be retired by rotation on 24 April 2014.

\*\* To be appointed as the Company's director on 24 April 2014.

\*\*\* Director remuneration was calculated from the 2013's operating results but it was paid in 2014.

### The Compensation of Audit Committee for 2014:

Name	Position	Meeting Fees (Baht)
1. Mr. Pornwut Sarasin	Chairman of Audit Committee	160,000
2. Mr. Sai Wah Simon Suen*	Audit Committee Member	120,000
3. Mr. Steven Suey Ku	Audit Committee Member	90,000
<b>Total</b>		<b>370,000</b>

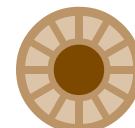
**Remark :** \* Who has knowledge and experience in reviewing financial statements.

### The Compensation of the Nomination and Compensation Committee for 2014:

Name	Position	Meeting Fees (Baht)
1. Mr. Sai Wah Simon Suen	Chairman of the Nomination and Compensation Committee	40,000
2. Mrs. Nijaporn Charanachitta	Member of the Nomination and Compensation Committee	30,000
3. Mr. Kasem Kularbkeo	Member of the Nomination and Compensation Committee	30,000
<b>Total</b>		<b>100,000</b>

### The Compensation of Executive Directors and Management for 2014:

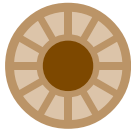
	(Number of person)	Salary (Million Baht)	Consultant Fee and Bonus (Million Baht)	Total (Million Baht)
Executive Directors and Management Team	8	21.21	11.57	32.78



## Details of the Executive Management and Controlling Person

The management of the Company and its subsidiaries has no disqualification or legal dispute.

Name-Surname / Position	Education	5 Years' Work Experience		
		Period	Position	Company
<b>Mr. Pong Sarasin</b> Honorary Chairman <b>Age</b> : 87 years <b>% Holding</b> : 0.03	Honorary Ph.D, Business Administration, Chulalongkorn University	1994 - Present 2000 - Present 2013 - Present 1999 - 2013	Honorary Chairman Chairman Honorary Chairman Chairman	Charoong Thai Wire & Cable Plc. Honda Automobile (Thailand) Co., Ltd. Thai Pure Drinks Co., Ltd. Thai Pure Drinks Co., Ltd.
<b>Family relation between Management</b> Father of Mr.Pornwut Sarasin, who is CTW's Independent Director and Chairman of Audit Committee.				
<b>Mr. Chai Sophonpanich</b> Chairman <b>Age</b> : 71 years <b>% Holding</b> : 0.69	- B.A. (Business Administration) Colorado University, USA - Training courses from Thai Institute of Directors (DCP 16/2002 and Chairman 10/2004) - Diploma, The National Defence Course for the Joint State-Private Sectors - Advanced Management Program, The Wharton School, 1984	1986 - Present 2010 - Present 1978 - 2009 1988 - Present 1979 - Present 1978 - Present 1968 - Present	Chairman Chairman and CEO Chairman and President Chairman Chairman Vice - Chairman Director	Charoong Thai Wire & Cable Plc. Bangkok Insurance Plc. Bangkok Insurance Plc. Furukawa Metal (Thailand) Plc. Bumrungrat Hospital Plc. Thai Reinsurance Plc. Bangkok Life Assurance Plc.
<b>Mr. Premchai Karnasuta</b> Vice - Chairman <b>Age</b> : 61 years <b>% Holding</b> : 0.00	MBA, University of Southern California, USA	2009 - Present 1993 - 2009 1979 - Present 1997 - Present Present Present	Vice - Chairman Executive Vice - Chairman Executive Chairman Director Director Director	Charoong Thai Wire & Cable Plc. Charoong Thai Wire & Cable Plc. Italian Thai Development Plc. Siam Fiber Optics Co., Ltd. Thai Maruken Co., Ltd. Thai Telephone and Communication Co., Ltd.
<b>Mr. Sun Tao - Heng</b> Managing Director (Authorized director) <b>Age</b> : 61 years <b>% Holding</b> : 1.57	- MBA, University of Southern California, USA - Training courses from Thai Institute of Directors (DAP 73 / 2008)	1994 - Present 1996 - Present 1996 - Present 1997 - Present 2003 - Present 2007 - Present 1995 - Present 1996 - Present 2012 - Present	Managing Director Managing Director Director Managing Director President Chairman Director Director Director	Charoong Thai Wire & Cable Plc. CTW - Beta Co., Ltd. Loxpac (Thailand) Co., Ltd. Siam Fiber Optics Co., Ltd. Pacific Electric Wire & Cable Co., Ltd. Siam Pacific Electric Wire & Cable Co., Ltd. Thai Metal Processing Co., Ltd. Asia Pacific Wire & Cable Corp. Ltd. Double D Cable Co., Ltd.
<b>Mr. Pornwut Sarasin</b> Independent Director and Chairman of Audit Committee <b>Age</b> : 55 years <b>% Holding</b> : 0.01	- MBA, Pepperdine University, USA - Training courses from Thai Institute of Directors (DAP 45 / 2005)	1986 - Present 2001 - Present 2013 - Present 1999 - 2013	Independent Director Chairman of Audit Committee Chairman Vice-Chairman	Charoong Thai Wire & Cable Plc. Charoong Thai Wire & Cable Plc. Thai Pure Drinks Co., Ltd. Thai Pure Drinks Co.,Ltd.
<b>Family relation between Management</b> Son of Mr. Pong Sarasin, who is CTW's Honorary Chairman.				

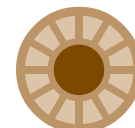


## Management Structure

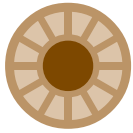
Name-Surname / Position	Education	5 Years' Work Experience		
		Period	Position	Company
<b>Mr. Steven Suey Ku</b> Independent Director and Member of Audit Committee Age : 58 years % Holding : None	B.A.(Textile Engineering), St.John's University Taiwan R.O.C.	2009 - Present	Independent Director and Member of Audit Committee	Charoong Thai Wire & Cable Plc.
		2002 - Present	President	Lay Grand International Co., Ltd.
		2002 - Present	President	Suzhou King Packing Materials Co., Ltd.
		2011 - Present	President	Smartco International Co., Ltd.
<b>Mr. Yuan Chun - Tang</b> Director Age : 54 years % Holding : 0.21	M.S. (Applied Science), Waterloo University, Canada	2014 - Present	Director	Charoong Thai Wire & Cable Plc.
		2004 - Present	Chairman	Pacific Electric Wire & Cable Co., Ltd.
		2007 - Present	Director	Siam Pacific Electric Wire & Cable Co., Ltd.
		2005 - Present	CEO	Asia Pacific Wire & Cable Corp., Ltd.
<b>Mr. Cheng Andy Chow-Chun</b> Director Age : 56 years % Holding : 0.05	B.S. (Finance) University of Southern California, USA	2013 - Present	Director	Charoong Thai Wire & Cable Plc.
		2003 - Present	Vice - President	Pacific Electric Wire & Cable Co., Ltd.
		2007 - Present	Director	Siam Pacific Electric Wire & Cable Co., Ltd.
		2010 - Present	Chairman	Asia Pacific Wire & Cable Corp., Ltd.
<b>Mr. Kasem Kularbkeo</b> Director and Member of the Nomination and Compensation Committee (Authorized director) Age : 83 years % Holding : 0.006	- B.A. (Engineering), Chulalongkorn University - Training courses from Thai Institute of Directors (DAP 35/2005, RCC 2/2007 and DCP 126/2009) - Diploma, National Defence College (Class 29)	1995 - Present	Director	Charoong Thai Wire & Cable Plc.
		1992 - Present	Advisor	Charoong Thai Wire & Cable Plc.
		2006 - Present	Member of the Nomination and Compensation Committee	Charoong Thai Wire & Cable Plc.
		1992 - Present	Senior Advisor	TASA Industrial Co., Ltd.
<b>Mr. Sai Wah Simon Suen</b> Independent Director, Member of Audit Committee and Chairman of the Nomination and Compensation Committee Age : 55 years % Holding : None	MBA, Finance Major, University of Hawaii, USA	2009 - Present	Independent Director, Audit Committee Member and Chairman of the Nomination and Compensation Committee	Charoong Thai Wire & Cable Plc.
		1997 - Present	Managing Director	Delta Holiday Company Limited.
<b>Mrs. Nijaporn Charanachitta</b> Director and Member of the Nomination and Compensation Committee Age : 64 years % Holding : 0.00 <b>Family relation between Management</b> Elder sister of Mr. Premchai Karnasuta, who is CTW's Vice - Chairman.	- MBA, University of Wisconsin (Medison), USA - Training courses from Thai Institute of Directors (DCP 56/2005)	2002 - Present	Director	Charoong Thai Wire & Cable Plc.
		2006 - Present	Member of the Nomination and Compensation Committee	Charoong Thai Wire & Cable Plc.
		1994 - Present	Senior Vice - Executive Chairman	Italian Thai Development Plc.
		Present	Director	Toyo Thai Corp., Ltd.
			Director	Bangkok Steel Wire Co., Ltd
			Director	Siam Steel Syndicate Co., Ltd.
<b>Mr. Surachai Sirivallop</b> Independent Director Age : 74 years % Holding : None	- Bachelor of Laws, Thammasat University - International Law, Albert Ludwig University of Freiburg, Germany - Training courses from Thai Institute of Directors (DCP 18/2002)	2010 - Present	Independent Director	Charoong Thai Wire & Cable Plc.
		2008 - Present	CEO and Director	Thai Reinsurance Plc.
		1990 - 2007	CEO and Managing Director	Thai Reinsurance Plc.
		2013 - Present	Director and Executive Chairman	Thaire Life Assurance Plc.
		2007 - Present	Director and Audit Committee Member	OHTL Plc.



# Management Structure



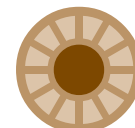
Name-Surname / Position	Education	5 Years' Work Experience		
		Period	Position	Company
<b>Mrs. Sununtha Phaengsook</b> Director and Asst. Managing Director, Finance (Authorized director) Age : 73 years % Holding : 0.01	- Mini MBA, Thammasat University - Training courses from Thai Institute of Directors (DCP 4/2000)	2000 - Present	Director	Charoong Thai Wire & Cable Plc.
		1994 - Present	Asst. Managing Director, Finance	Charoong Thai Wire & Cable Plc.
		1996 - Present	Director	CTW - Beta Co., Ltd.
		2011 - Present	Director	Siam Pacific Holding Co., Ltd.
		2012 - Present	Director	Double D Cable Co., Ltd.
<b>Mr. Ponrawat Charoensukpaisarn</b> Asst. Managing Director, Personnel and General Affair Age : 77 years % Holding : 0.01	High School, Chung-Yu College, Taiwan R.O.C.	1994 - Present	Asst. Managing Director, Personnel and General Affairs	Charoong Thai Wire & Cable Plc.
		1996 - Present	Director	CTW-Beta Co., Ltd.
<b>Mr. Sathit Tabpech</b> Asst. Managing Director, Quality Assurance Age : 59 years % Holding : 0.002	- MBA, The University of the Thai Chamber of Commerce - Training courses from Thai Institute of Directors (DCP 149/2011)	1994 - Present	Asst. Managing Director, Quality Assurance	Charoong Thai Wire & Cable Plc.
		1996 - Present	Director	CTW-Beta Co., Ltd.
		1997 - Present	Director and General Manager	Siam Fiber Optics Co., Ltd.
		2013 - Present	Director	Double D Cable Co., Ltd.
<b>MR. KUEI CHIH - CHUNG</b> Asst. Managing Director, Planning Age : 64 years % Holding : None	M.S. (Computer Science), Stevens Institute of Technology, USA	1996 - Present	Asst. Managing Director, Planning	Charoong Thai Wire & Cable Plc.
		1996 - Present	Director	CTW-Beta Co., Ltd.
		2002 - Present	Director	Siam Fiber Optics Co., Ltd.
<b>Mr. Tanasit Aungkasit</b> Asst. Managing Director, Sales and Marketing Age : 59 years % Holding : 0.01	M.S. (Plant), California State University, USA	1994 - Present	Asst. Managing Director, Sales and Marketing	Charoong Thai Wire & Cable Plc.
		1996 - Present	Director	CTW-Beta Co., Ltd.
		2000 - Present	Director	Siam Fiber Optics Co., Ltd.
		2012 - Present	Director	Double D Cable Co., Ltd.
<b>Mr. Suvit Veerapong</b> Asst. Managing Director, Production and Engineering Age : 63 years % Holding : 0.04	M.S. (Engineering), King Mongkut's Institute of Technology (North Bangkok)	1994 - Present	Asst. Managing Director, Production and Engineering	Charoong Thai Wire & Cable Plc.
		1996 - Present	Director	CTW-Beta Co., Ltd.
		2012 - Present	Director	Double D Cable Co., Ltd.
<b>Mr. Chang Hsiao-Chun</b> Asst. Managing Director, Office of Managing Director Age : 54 years % Holding : 0.03	B.A. (Accounting), Fujin University, Taiwan R.O.C.	2006 - Present	Asst. Managing Director, Office of Managing Director	Charoong Thai Wire & Cable Plc.
		1994 - 2006	Manager of MD Office	Charoong Thai Wire & Cable Plc.
		2011 - Present	Director	Siam Pacific Electric Wire & Cable Co., Ltd.
		1996 - Present	Director	CTW-Beta Co., Ltd.
<b>Mrs. Apanut Wongjarit</b> Accounting Manager Age : 58 years % Holding : None	B.A. (Accounting), Kirk University	2005 - Present	Accounting Manager	Charoong Thai Wire & Cable Plc.
		1996 - 2005	Asst. Manager, Accounting	Charoong Thai Wire & Cable Plc.
<b>Miss Kanjana Anekwasinchai</b> Company Secretary Age : 46 years % Holding : None	- MBA, Srinakharinwirot University - Training courses from Thai Listed Companies Association (Fundamental Practice for Corporate Secretary-FPCS19)	2008 - Present	Company Secretary	Charoong Thai Wire & Cable Plc.
		2008 - Present	Asst. Manager, Corporate Services	Charoong Thai Wire & Cable Plc.
		2005 - Present	Head of Internal Audit Section	Charoong Thai Wire & Cable Plc.



## Management Structure

### Changes in the CTW Shares held by Directors and Executives in 2014

Name	Position	Shares held As at 31 Dec. 2013	Shares held As at 31 Dec. 2014	Increase/ (Decrease) Shares held in 2014	Percentage of shares held (%)
Mr. Chai Sophonpanich	Chairman	2,731,210	2,731,210	-	0.69
Mr. Premchai Karnasuta	Vice - Chairman	106	106	-	0.00
Mr. Sun Tao - Heng	Managing Director	4,673,460	4,673,460	-	1.17
Spouse		1,600,000	1,600,000	-	0.40
Mr. Pornwut Sarasin	Chairman of Audit Committee and Independent Director	21,000	38,750	17,750	0.01
Mr. Sai Wah Simon Suen	Chairman of the Nomination and Compensation Committee, Member of Audit Committee and Independent Director	-	-	-	-
Mr. Yuan Chun - Tang	Director	819,844	819,844	-	0.21
Mr. Cheng Andy Chow-Chun	Director	207,224	207,224	-	0.05
Mr. Kasem Kularbkeo	Director and Member of the Nomination and Compensation Committee	6,000	6,000	-	0.00
Spouse		16,800	16,800	-	0.00
Mr. Steven Suey Ku	Member of Audit Committee and Independent Director	-	-	-	-
Mrs. Nijaporn Charanachitta	Director and Member of the Nomination and Compensation Committee	106	106	-	-
Mr. Surachai Sirivallop	Independent Director	-	-	-	-
Mrs. Sunantha Phaengsook	Director and Asst. Managing Director, Finance	40,400	40,400	-	0.01
Spouse		2,000	2,000	-	0.00
Mr. Ponrawat Charoensukpaisarn	Asst. Managing Director, Personnel and General Affairs	41,848	41,848	-	0.01
Spouse		3,360	3,360	-	0.00
Mr. Kuei Chih - Chung	Asst. Managing Director, Planning	-	-	-	-
Mr. Tanasit Aungkasit	Asst. Managing Director, Sales and Marketing	23,400	23,400	-	0.01
Spouse		4,000	4,000	-	0.00
Mr. Suvit Veerapong	Asst. Managing Director, Production and Engineering	140,000	140,000	-	0.04
Spouse		5,033	5,033	-	0.00
Mr. Sathit Tabpech	Asst. Managing Director, Quality Assurance	7,200	7,200	-	0.00
Mr. Chang Hsiao-Chun	Asst. Managing Director, Office of Managing Director	111,250	111,250	-	0.03
Mrs. Apanut Wongjarit	Accounting Manager	-	-	-	-



## Details of the Management who acts as management in its Subsidiary, Associated and Related Companies

Name of the Management	Charoong Thai Wire & Cable Plc.	Subsidiary, Associated and Related Companies									
		CTW-Beta	SFO	SPEWC	DDC	SPH	PEWC	APWC	ITD	TMP	LoxPac
Mr. Pong Sarasin	Honorary Chairman										
Mr. Chai Sophonpanich	Chairman									/	
Mr. Premchai Karnasuta	Vice - Chairman		//						X		
Mr. Sun Tao-Heng	Managing Director	//	//	X	//		//	//		/	//
Mr. Pornwut Sarasin	Chairman of Audit Committee and Independent Director										
Mr. Sai Wah Simon Suen	Chairman of the Nomination and Compensation Committee, Audit Committee Member and Independent Director										
Mr. Yuan Chun-Tang	Director			/			X	//			
Mr. Cheng Andy Chow-Chun	Director			/			//	X			
Mr. Kasem Kularbkeo	Director and Member of the Nomination and Compensation Committee										
Mr. Steven Suey Ku	Audit Committee Member and Independent director										
Mrs. Nijaporn Charanachitta	Director and Member of the Nomination and Compensation Committee								//		
Mr. Surachai Sirivallop	Independent Director										
Mrs. Sununtha Phaengsook	Director and Asst. Managing Director, Finance	//			//	//					
Mr. Ponrawat Charoensukpaisarn	Asst. Managing Director, Personnel and General Affairs	/									
Mr. Kuei Chih-Chung	Asst. Managing Director, Planning	//	//								//
Mr. Tanasit Aungkasit	Asst. Managing Director, Sales and Marketing	/	//		/						
Mr. Suvit Veerapong	Asst. Managing Director, Production and Engineering	/			//						
Mr. Sathit Tabpech	Asst. Managing Director, Quality Assurance	/	//		/						
Mr. Chang Hsiao-Chun	Asst. Managing Director, Office of Managing Director	//		/	/						
Mrs. Apanut Wongjarit	Accounting Manager										

**Remarks :** X = Chairman / = Director // = Executive Director

**CTW-Beta** : CTW-Beta Co., Ltd.

**SPEWC** : Siam Pacific Electric Wire & Cable Co., Ltd.

**SPH** : Siam Pacific Holding Co., Ltd.

**APWC** : Asia Pacific Wire & Cable Corp., Ltd.

**TMP** : Thai Metal Processing Co., Ltd.

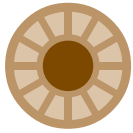
**SFO** : Siam Fiber Optics Co., Ltd.

**LoxPac** : Loxpac (Thailand) Co., Ltd.

**PEWC** : Pacific Electric Wire & Cable Co., Ltd.

**ITD** : Italian Thai Development Plc.

**DDC** : Double D Cable Co., Ltd.

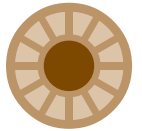


## Management Structure

### List of Directors of its Subsidiary Companies.

Name of Directors	Name of Subsidiary Companies				
	CTW - Beta	SFO	SPEWC	SYE	DDC
Mr. Chai Sophonpanich					
Mr. Premchai Karnasuta		//			
Mr. Sun Tao-Tsun			/		
Mr. Sun Tao-Heng	//	//	X	/	//
Mr. Lee Michael Chao-Chun			//	/	
Mr. Yuan Chun-Tang			/	/	
Mr. Cheng Andy Chow-Chun			/	/	
Mrs. Sununtha Phaengsook	//				//
Mr. Tanasit Aungkasit	/	//			/
Mr. Ponrawat Charoensukpaisarn	/				
Mr. Sathit Tabpech	/	//			/
Mr. Suvit Veerapong	/				//
Mr. Chang Hsiao-Chun	//		/		/
Mr. Kuei Chih-Chung	//	//			
Mr. Akira Saita		/			
Mr. Hideo Komiyama		/			
Mr. Chen Cheng Nan			//		
Mr. Bandhit Tanchavalit			//		
Mr. Chartchai Chutima			/		
Mr. Lu, Wei Ming			//		
Mr. Chu, Ying - Shyang			/		
Mr. Kong Wei				/	
Mr. Arthur Chiu				/	

**Remarks :** X = Chairman                      / = Director                      // = Executive Director



## The criteria of selection of directors and Management.

### Authorities and Duties of the Board of Directors

Directors of the Company shall perform their duties in accordance with the law, objectives and the articles of association of the Company as well as with the resolutions of general and extraordinary meetings of shareholders.

### Selection of Directors

The Nomination and Compensation Committee shall consider and select qualified candidate director as the following guidelines:

1. The Nomination and Compensation Committee is responsible for selecting an appropriate person, taking into account experience, vision, ability and character, and submit to the shareholders meeting for further approval.
2. The Company's directors shall number not less than five persons and shall be appointed by a general meeting of shareholders. Not less than half of the directors must have their domicile in the Kingdom of Thailand.
3. In voting to elect directors, it is deemed that every shareholder shall have one vote per share.
4. The majority vote of the shareholders who attend the meeting and cast their votes. In cast of a tie vote, the Chairman of the meeting shall have a casting vote.

### Expiration of Directors

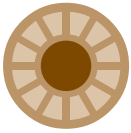
One-third of the number of directors shall retire at an annual general meeting of shareholders. If the number of directors is not divisible by three, the number of directors retiring shall be the nearest integer to one-third.

The retired directors may be re-elected.

In addition to retiring by rotation, directors must retire or be considered retired if:

- 1) they die.
- 2) they resign.
- 3) they are unqualified or prohibited from being a director according to the Public Company Act.
- 4) a general shareholder meeting resolves to dismiss a director with the vote being not less than three-fourths of the participating shareholders who are eligible to vote, and the number of shares they hold is not less than half of the shares held by the participating shareholders who are eligible to vote.
- 5) they are dismissed by order of the Court.

In the case that the director is vacant by other cause, except by rotation, the Board of Directors shall appoint a qualified person whom is not prohibited by the law of public company in his stead in the next meeting of the Board of Directors. Except the leaving Directors has the time to retain in his office less than 2 months. Such resolution of the Board of Directors must have the vote not less than three-fourth of the remaining Directors. The substitute director shall hold office only for the remaining term of office of the director whom he or she replaces.



# Corporate Governance

The Company has complied with the Good Corporate Governance principles according to the following 5 categories:

## 1. Rights of Shareholders

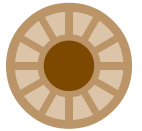
The Company always recognizes the importance of shareholders and concerns the shareholder's rights. The practice of the shareholder's right is as follows :

- 1.1 The Company shall not perform any actions which are diminishing rights of shareholders.
- 1.2 The Company shall set up shareholders' meeting at the Company's headquarter which shareholders are able to travel conveniently.
- 1.3 Regarding 2014 shareholders' meeting, the Company has not increase any agendas which are not stated in the invitation which have been sent to all shareholders.
- 1.4 Regarding invitational letter and supporting documents of each agenda, there are explanations and information for shareholders to completely studied.
- 1.5 The Company informs the procedures of voting and score counting prior to the shareholders' meeting and use the voting card.
- 1.6 The Company fully facilitate and enhance shareholder to be able to join the meeting and vote.
- 1.7 In the shareholders' meeting, the Company provides the opportunity for the shareholders to question and give opinion independently any matters concerning the Company's operation.
- 1.8 The Company proposes the shareholders' meeting to consider and approve the directors' remuneration every year.
- 1.9 The Company poses the minutes of shareholders' meeting via SET channel and the Company's website within 14 days from the shareholders' meeting date and discloses the voting results of each agenda.
- 1.10 If the consideration of all the matters referred to in the agenda is finished, the shareholders holding shares amounting to not less than one-third of the total number of shares sold may request the shareholders to consider matters other than those indicated in the notice calling for the meeting.

## 2. Equitable Treatment of Shareholders

The Company always recognizes the importance of shareholders and fair shareholder's practice. In 2014, the shareholders' meeting was held an ordinary on April 24, 2014, at the Company's Head Office. eleven directors in total had joined the meeting. The Company practices for fair shareholders' practice as follows:

- 2.1 In order to ensure that each shareholder has background information for reviewing the issues and making informed decision, the Company had prepared the invitation, meeting agenda, opinion of the Board and other support documents to all shareholders.
- 2.2 The Company sent out the invitation to shareholders at least 9 days in prior to the date of the shareholders' meeting.
- 2.3 The Company set up the invitation to shareholders' meeting in both Thai and English and is also placed in daily newspapers and posted on the Company's website prior to the meeting date.
- 2.4 Provide the opportunity for shareholders who cannot attend shareholders' meeting by themselves, exercise voting rights by authorizing representative to attend the vote instead. The power of attorney type B which shareholders could vote independently for each agenda is attached with the invitation letter.
- 2.5 Each shareholder shall have a number of votes equal to the number of shares held with one vote per share.
- 2.6 Shareholders have the right to elect each board member individually.
- 2.7 At the Annual General Meeting of Shareholders for 2014, the Company also provided an option to shareholders whereby they may appoint of three independent directors as their proxy. There were 10 shareholders who authorized the independent director to attend the meeting and vote on their behalf.
- 2.8 The Company has an established policy regarding the exploitation of inside information by executive officers for securities trading as follows:
  1. The executive officer will prepare and submit to the Company a securities holding report showing the number of securities held by him/her, his/her spouses and minor children in the prescribed form immediately following the delivery of such report to the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET).



2. The Company has submitted to each and every executive officer a circular to the effect that any executive officer who is informed of any insider information will suspend all trading transaction of the Company's securities prior to the Company's publication of operating results, (financial statements) or any other information which may materially affect the securities value.
3. The Company will restrict the access to the financial statements and relevant information of the Company prior to submit to the SET. The executive officer and other officers are instructed to keep all information confidential.

The Company will inflict the maximum punishment on any executive officer who exploits inside information or performs any act in such a way that may disgrace or damage the Company.

### 3. Role of Stakeholders

The Company always realizes the importance of all concerned parties as follows:

- 3.1 The Company has the Corporate Social Responsibility policy and Anti-Corruption policy which approved by the Board of Directors.
- 3.2 The Company has provided the Code of Conduct for Directors and Employees which is to be guideline to practice for all concerned parties as follows:

**Customers:** The Company must build productive relationships with its customers based on integrity, ethical behavior and mutual trust. Directors and managements must take care and maximize accountability in aspect of setting maintenance products standard and product quality.

**Employees:** The Company has realized the importance of safety to all employees by providing a safe and healthy work environment. It has also installed safety equipment and maintained good working environment for effective working. The Company has set up Occupational Safety and Health Committee which the evaluation will be performed on monthly basis. It also set employment procedures and equal employment to ensure that it employs the person who has quality and necessary knowledge for the business operations.

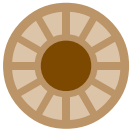
The Company has always supported the competency and knowledge development of employees by providing the in-house training seminar and public seminars both local and international.

The Company has provided the complain box for employees, in case they may acknowledge illegal behaviors or violating the Company's regulation.

In addition, the Company has established the provident fund for employees since the year 1993 to ensure financial security after retirement or leave a job. Employee can request for early retirement when reached the age of 55 and has been working for 25 years which the employee shall receive compensation according to the Company's regulations and laws.

**Vendors or Creditors:** The Company must ensure that the trading practices from suppliers or vendors are practically performed, including borrowing conditions and terms; objective, repayment, collateral and other commitments. In addition, it has regularly provided the correct information to vendors or creditors.

**Communities and Societies:** There shall be responsibility to the community and social regarding to use of resources and environmental protection. The Company has realized about the importance to maintain the environment and has perform management by using technologies and production processes which are up to the environmental standards regarding ISO 14001 : 2004 by establishing waste treatment systems such as waste water treatment system before releasing to the nature, treatment system of smokes for burning process, dust filtering system, and also establishing waste and industrial waste segregation plant in order to perform treatments which are accordance to the principles and performed by the certified units from Department of Industrial Works. It has also set up recycling, energy-saving and environmental protection system, including those which benefit to the community. The Company has been fully complied with governing law and rules and regulations of all involved agencies.



## Corporate Governance

In 2012, the Company has changed fuel used in manufacturing process of 100% from Fuel Oils, which has to be imported from abroad while its price has been increased continually, to Natural Gas supplied by PTT Plc. which is considered as clean energy that is environmental friendly and help reduce pollution. Moreover, the process shall be free of black smokes, Sulfur Dioxide (SO<sub>2</sub>), and Carbon Monoxide (CO). It will directly cut the cost for treatment of emission from combustion.

Regarding electricity usage which considered as the main energy of production, the Company give the importance and also provide support to “Energy conservation in establishment’s project” according to The Energy Conservation Promotion Act of Ministries of Energy by set up energy conservation committee, consistently specifying of policies and work plans, and set up energy conservation seminar to employees. The actions also include improve and adjust equipment and machines such as change 36W fluorescent bulbs to 10W LED bulbs in some areas of the office and factory, install capacitor bank to adjust power factor value of the factory in order to reduce system loss and reduce the fines to electrical authority, maintain machines per plan in order to reduce the loss and increase production efficiency.

**Auditors :** The Company has a good cooperation with auditor by providing complete financial and significant information as requested by the auditors. The auditors can perform their work independently.

**Shareholders and all other concerned parties:** Directors must have accountability to the shareholders and financial supporter in aspect of disclosure, accounting procedure. Directors must make decision honestly, fairness for both majority and minority shareholders, and for all stakeholders’ benefits.

### 4. Disclosure and Transparency

The Company gives important on the disclosure of information regarding their correct and complete as follows:

4.1 All information of the Company presented in the financial report is correct, creditable and in accordance with generally accepted accounting principles and standards. It has been audited by an independent external auditor who has qualification and approved by the Officer of the SEC.

In the year 2014, the auditor issued the unqualified opinion on the Company’s 2014 Financial Statements. The Company submits the financial report according to the regulation of Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) within the specified period of time and no record of the financial statements revision ordered by the SEC.

4.2 The Audit Committee’s primary duty and responsibility is to review the Company’s financial statements to ensure its correctness and sufficiency. The Board of Directors provided the Statement of the Board of Directors’ Responsibility for the Financial Statements which was certified by the Board meeting and be disclosed together with the Auditor’s Report in the annual report.

4.3 The Company disclosed the scope, functions and responsibilities of the directors, and committee as follows :

4.3.1 Functions and responsibilities of the directors, audit committee member, member of nomination and compensation committee, and the executive directors (Refer to the Director Structure on page 16 - 18)

4.3.2 Disclosed the duties of the Board for the year 2014 e.g. number of meeting number of attendance of each director.

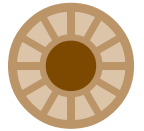
4.3.3 Disclosed the compensation of director (Refer to the Compensation of Director on page 20)

4.4 The Company completely disclosed the details on the related party transactions. (Refer to the Related Transaction on page 36 - 40)

4.5 The Company has posed the financial statements, annual information form, annual report and minutes of the annual general meeting of shareholders on the Company’s web site at [www.ctw.co.th](http://www.ctw.co.th).

4.6 Shareholders and investors can contact the Corporate Services Section for more information by calling at 02-7456118 - 30 or e-mail address : [kanjana@ctw.co.th](mailto:kanjana@ctw.co.th)





## 5. Responsibilities of the Board

The Company realizes the importance of directors' role and responsibility regarding the corporate governance for the Company's maximum benefit, details as follows:

### 5.1 Board Structure

- 5.1.1 According to the Company's Articles of Association, the directors of the Company shall be not less than 5 persons appointed by the meeting of shareholders.
- 5.1.2 As at 31 December 2014, the Company's 12 directors consists of:
 

Executive Directors	3 Persons
Non-Executive Directors	9 Persons (Independent Directors 4 persons)
- 5.1.3 At every annual general meeting of shareholders, one-third of the directors must be retired. Then the director has 3 years - period each.
- 5.1.4 The duties and responsibilities of the Chairman of the Board are different from those of the Managing Director. In order to separate responsibilities in formulating policies and management of routine work, then the Chairman of the Board is not the same person as the Managing Director.
- 5.1.5 The Company has Secretary to the Board of Directors, who is lawyer, to advise about laws and regulations that the directors shall know.

### 5.2 Committees

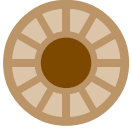
- 5.2.1 The Board of Directors has set up the Audit Committee and the Nomination and Compensation Committee to study and screen special tasks on behalf of the Board.
- 5.2.2 The attendance of each member of audit committee and nomination and compensation committee (Refer to the Audit Committee and the Nomination and Compensation Committee on page 16 - 17)
- 5.2.3 The Chairman of the Board is not either the chairman or the member of any committee to ensure independence of the committees.
- 5.2.4 The Chairman of all committee of the Company is also the independent director.

### 5.3 Roles and Responsibilities of the Board of Directors

- 5.3.1 The Board of Directors jointly determined the policy and approved the important matter regarding the Company's operation. The Board also monitored the Company's all activities that are in compliance with the laws. In 2013, the Company has no violation of the laws or related regulations of SEC or the Stock Exchange of Thailand (SET).
- 5.3.2 The Company has provided Code of Conduct for the Board of Directors, the Management and the employees to use as a guideline in performing their duties.
- 5.3.3 The attendance of each Board of Directors (Refer to the Board of Directors on page 16)

### 5.4 Board Meetings

- 5.4.1 The Board of Directors must convene at least one meeting in 3 months and held special meeting if necessary. The Board must set agenda for the meeting in advance.
- 5.4.2 The secretary to the Board is responsible for preparing and invitation letter, agenda and support documents and sending them to each member of the Board not least than 7 days in prior to the meeting date.
- 5.4.3 The quorum of each meeting requires at least 50% of the total number of Board members.
- 5.4.4 In 2014, 4 meetings were held and written minutes of each meeting were approved by the Board and kept for future reference and auditing by responsible person. On the average, each the Board meeting shall take about 1 hour and 22 minutes.
- 5.4.5 The Chairman of the Board and the Managing Director jointly considered to set the Board Meeting agenda. Each Board member is also independent to propose an issue for the Meeting agenda.



# Corporate Social Responsibility

## Corporate Social Responsibility (CSR) Policy

Charoong Thai Wire & Cable Public Company Limited engages in manufacturing and distributing electric wire, cable and telephone cable. It is determined to conduct its business with accountability against any possible impacts resulting from the Company's operation. The Company shall also manufacture products of quality and safety that international standard guided by good corporate governance and accountability for community and environment, taking into account all stakeholders. The company hence sets out its CSR Policy as follows:

### 1. Business Ethics

The Company promotes free trade competition. The company's directors, management and staffs shall, in their decision making and business conduct, strictly adhere to applicable laws, rules and regulations. They are also asked to conduct oneself under good moral principle and avoid doing anything leading to conflict of interest.

#### Ways of conduct

- 1) Not supporting any infringement of the intellectual property and copyrights.
- 2) Strictly comply with the agreed conditions and contracts with the customers, business partners, or creditors.
- 3) Manufacture up to standard quality and safety products with a suitable selling price.
- 4) Avoid doing any matters which can lead to beneficial conflicts. In case of having to do so, all information shall be fully disclosed.

### 2. Respect to human right

The Company gives priority to and respects human rights by treating all relevant parties under equality without discrimination based on gender, race, religion or domicile. It also promotes compliance with universal human right principles.

#### Ways of conduct

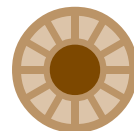
- 1) Encourage in work equity with no discrimination in racial, religion, gender and domicile.
- 2) Discourage using child labor and support any opposing of using child labor campaign.
- 3) Create a good working environment and strictly conform to the laws, rules and regulations
- 4) Encourage employees to treat others in respect to people human rights.

### 3. Fair treatment of labour

The Company strives to provide safe and healthy working environment for its staffs. Work conditions are set out under fair terms with reasonable compensation and welfare. It is intended to allow all staffs to work with happiness and good quality of life.

#### Ways of conduct

- 1) Strictly follow the labor laws, rules and regulations.
- 2) Provide clean, safe and hygiene working place for employees.
- 3) Provide doctor and nurse to be stationed at the factory clinic
- 4) Encourage and support the employees to strictly follow the rules and regulations of work safety.
- 5) Set up a Welfare committee in order to observe and improve employee welfare and working environment.
- 6) Set up an Occupational Health and Safety committee in order to observe, follow up and provide a report on any safety, risks, accidents and injuries which may happen during work operation to create awareness to all employees.
- 7) Provide equal job and promotion opportunity to all employees.
- 8) Encourage and support skill training both in-house and outside for the employees.
- 9) Avoid doing a double standard manners which is against the laws.



- 10) Allow for a complaint in case of unfairness.
- 11) Encourage exercise activities to enhance a good health for employees by providing a place, tools and equipments for exercise.

#### 4. Consumer responsibility

The Company is determined to manufacture product of quality and safety that meet international standards. Its products have to be the perfect solution for demand and expectation by customer. They are sold at fair price with reasonable warranty and quality claim. The Company also engages in communicating on how to get the most out of them properly and safely.

##### Ways of conduct

- 1) Set up suitable selling price. Manufacture up to International standard quality and safety products.
- 2) Provide a warranty and receive any complaints regarding the quality of the products.
- 3) Create products awareness by setting a product manual in order to give the right information, safety, its applications and able to provide right and clear information for the product.
- 4) Strictly follow the laws and Standard of Consumer Protection.

#### 5. Environmental conservation

The Company conducts its business by strictly observing environmental laws and regulations, promoting resource efficiency, putting in place energy saving measures, pollution control and environmental conservation.

##### Ways of conduct

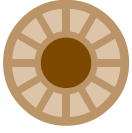
- 1) Encourage to recycle of packaging materials and other recycle materials such as wooden wheels, iron wheels, etc.
- 2) Use of natural gas instead of fuel oil in order to save energy and reduce pollution.
- 3) Provide efficient industrial waste water treatment system which the treated water shall also be utilized such as plant watering, etc.
- 4) Make use of remaining food from the cafeteria in order to produce enzyme ionic plasma to water home-grown vegetables which are planted within the factory.
- 5) Establish waste and industrial waste segregation plant regarding to recycle waste, contaminated waste, hazardous waste, compostable waste, and manage the disposal by using different treatment methods by using the companies which have license from Department of industrial works.

#### 6. Contribution to community and social development

The Company is committed to conducting its business with responsibility to environment, community and society and supporting participation in any activities aimed for public good. The Company's staffs are encouraged to have good spirit and public service mind.

##### Ways of conduct

- 1) Encourage and support employees to be involved in public contribution activities.
- 2) Encourage all employees to conduct their duties in a responsible way to the environment, community and society.
- 3) Encourage employees to have a good conscious and a good conduct to the society.
- 4) Encourage and support employment from employees who live near the factory.
- 5) Send employees to be guest speakers in the schools in order to provide knowledge about electrical system design and installing electrical system.
- 6) Set up donation activities to disabled home or foster home and invite employees to get involved.



## Corporate Social Responsibility

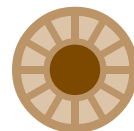
### Anti-corruption Policy

Charoeng Thai Wire & Cable Public Company Limited is committed to conducting our business with transparency guided by the good corporate governance principles and providing full support to its management and staffs to render their works with integrity, to strictly observe applicable laws and rules and regulations. The Company has therefore laid down anti-corruption policy as a guideline for its management and staffs as follows:

1. The management and staffs shall not give or ask for or take bribes or any other unlawful interest in order to persuade to do or omit doing something illegally or which may prejudice the company's legitimate benefit.
2. The management and staffs shall not seek for personal interest in conflict with the company's benefit, directly or indirectly and shall also carry out their duties and make decision on business by always taking into account the company's optimum benefit.
3. The management and staffs are assigned with duty to monitor and prevent corruption. If any corruption or any event suspicious of corruption, it is required to notify the independent director or manager without delay and provide all possible cooperation to investigate the fact.
4. Donation to any charitable activity or providing financial support for any activities or projects shall be transparently and legally done.

#### Ways of conduct

- 1) Create an appropriate internal control system for doing business as to avoid employees to behave in an inappropriate way especially in marketing and purchasing areas.
- 2) Create a way to be able to receive the complaints or report of any bad conducts.
- 3) Management and employees shall avoid conflicts between self and company interests, induce bad conducts or may make the company lose advantages.



The Company's Board of Director recognizes the importance of the internal control system and creates the internal control system covering financial, management and operation for effectiveness in accordance with related laws, rules and regulations, the appropriated risk management, as well as creating the effective investigation mechanism and balance to protect the Company's assets.

The Company's Internal Audit Section shall responsible for the internal audit by carrying out according to the charter. The internal auditor shall report the audit result to the Audit Committee and the Board of Directors.

At the Company's Board of Directors Meeting No. 1/2015 on 25 March 2015 with the attendance of the Audit Committee members, the Board of Directors had assessed the adequacy and appropriateness of Internal Control System by referencing the "Internal Control System Assessment Form" of the Office of the Securities and Exchange Commission. And the Board of Directors unanimously resolved to certify the adequacy of the Internal Control System, which consists of five components as follows:

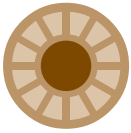
1. Control Environment
2. Risk Assessment
3. Control Activities
4. Information and Communication
5. Monitoring Activities

#### **Head of Internal Audit Section**

The Audit Committee Meeting passed the resolution to appoint Miss Kanjana Anekwasinchai who has appropriate qualification, competency and knowledge, as the Company's Head of Internal Audit Section. Details of education and training are as follows:

#### **Education**

MBA	Srinakharinwirot University
B.A. (Accounting)	The University of the Thai Chamber of Commerce
B.A. (Financial and Banking)	Ramkhamhaeng University
Training courses of Internal Audit Practice from P & D Training Center	
Training courses of Finance for Management from Faculty of Commerce and Accountancy, Chulalongkorn University	



# Related Transactions

## 1. Intragroup transactions

### Trading

The Company has had business transactions with subsidiary companies, affiliate companies and related companies. The transactions have occurred in the ordinary course of business such as through inter-company sales, service fees or management fees and have been disclosed in the Company's financial statements.

### Financial support

There are both lending and borrowing financial transactions including guaranties, amongst the CTW Group of companies in order to provide working capital and to help the liquidity of certain companies when required. These transactions are also conducted in the ordinary course of business.

## 2. Necessary and Reasonable of Related Transactions

The necessities and opinions of the Audit Committee in regard to the Related Party Transactions are as described in the tables.

## 3. Measures or procedures to approve a Related Transaction

Since the Company is a listed company on the Stock Exchange of Thailand (SET), its practice regarding related transactions is conducted according to the rules and regulations of the SET. Management is highly aware of the sensitivity of this issue and monitors closely any situation in which a potential related transaction could occur. Moreover, the Company seeks advice from the SET before engaging in a related transaction.

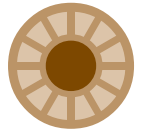
## 4. Potential future of Related Transactions

### Trading

The Company is expected to continue its business transactions with subsidiaries, affiliated companies and related companies with regard to the sale and purchase of products and raw materials in the normal course of business. In addition, the Board meeting resolved to approve in principle regarding the related party transactions with the general commercial terms between the Company and its subsidiary companies with the director, executive or related person.

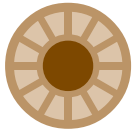
### Financial support

The Company shall support its subsidiary companies through providing working capital as required. Such transactions are expected to be in the ordinary course of business only.



## Related Transactions for the year 2014

Name	Amount (Million Baht)	Related Transactions	Relationship	Price policy/Conditions	Notes		
Siam Fiber Optics Co., Ltd. (SFO)	4.20	Sales of raw materials by CTW to SFO.	CTW holds a 60.00% stake in SFO, while Mr. Premchai Karnasuta and Mrs. Nijaporn Charanachitta are directors of CTW and major shareholders of ITD. They and family hold 32.77% stake in ITD, and ITD holds 10% stake in SFO.	Market price/ terms and conditions are considered to be a normal business practice offered to the third parties.	Terms and conditions of these transactions are considered appropriate as they occur in the normal course of business, and are disclosed in the Company's financial statements.		
	0.22	SFO owes payment to CTW for raw materials.					
	0.79	CTW purchases products from SFO.					
	6.42	SFO owes payment to CTW for management fee, service fee and rental fee.		Contract price/Management Fee is in accordance with an Agreement. The management fee charged to SFO will vary depending on the number of advisory personnel CTW assigns to assist SFO. The rate charged for various levels of advisory personnel range. CTW charge in actual cost plus 10 per cent.	These transactions are described in an Agreement and are disclosed in the Company's financial statements.		
	53.83	Management fee income for services provided by CTW to SFO.					
	9.78	Service fee income from SFO to CTW.				Contract price/CTW receives Baht 814,995 services revenue monthly from SFO for the maintenance, repair, and cleaning of facilities at SFO's factory.	These transactions are described in an Agreement and are disclosed in the Company's financial statements.
	6.11	Rental income from SFO to CTW.					
	0.30	Rental deposit from SFO to CTW.					

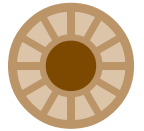


## Related Transactions

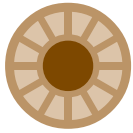
Name	Amount (Million Baht)	Related Transactions	Relationship	Price policy/Conditions	Notes
Siam Fiber Optics Co., Ltd. (SFO) (continued)	5.07	Electric income from SFO to CTW.	CTW holds a 60.00% stake in SFO, while Mr. Premchai Karnasuta and Mrs. Nijaporn Charanachitta are directors of CTW and major shareholders of ITD. They and family hold 32.77 % stake in ITD, and ITD holds 10% stake in SFO.	At cost price (actual cost).	This transaction is disclosed in the Company's financial statements.
	30.00	Loan Guarantee provided by CTW to SFO.		CTW is a guarantor of loans (Credit Facility) from Siam Commercial Bank Plc. to SFO for the purpose of working capital and business operation.	This transaction is to assist SFO cope with its liquidity and is approved by the Board meeting. The Information Memorandum was submitted to the SET and disclosed in the Company's financial statements.
	18.00	Dividend income from SFO to CTW.		CTW received a dividend income of Baht 1.25 per share from 14,399,994 shares in SFO.	Normal course of business that is disclosed in the Company's financial statements.
	<b>134.72</b>				
Siam Fiber Optics Co., Ltd. (SFO) and Fujikura Ltd.	38.09	SFO, CTW's subsidiary, purchased raw materials from Fujikura Ltd.	SFO is a 60% subsidiary company of CTW. Fujikura holds 25% stake in SFO.	Market price/Same terms and conditions as other clients.	Terms and conditions of these transactions are considered appropriate as they occur in the normal course of business, and are disclosed in the Company's financial statements.
	3.37	SFO owes payment to Fujikura for raw materials.			
	<b>41.46</b>				
Thai Metal Processing Co., Ltd. (TMP)	19.03	CTW hired TMP to melt copper rod.	CTW holds a 15% stake in TMP. Mr. Chai Sophonpanich, director of CTW, holds 0.69% stake in CTW and holds 3.98% stake in Bangkok Insurance Plc.. And Bangkok Insurance Plc. holds 5% stake in TMP.	Market Price/Terms and conditions are considered to be a normal business practice offered to third parties.	Terms and conditions are in the normal course of business. The Audit Committee agreed that the transaction is at fair price and more reasonable than CTW investing in additional machinery. This transaction is disclosed in financial statements.
	3.06	CTW owed payment to TMP for melting fee of copper rod.			
	3.38	CTW received dividend income from TMP.		CTW received a dividend income of Baht 15 per share from 225,000 shares in TMP.	Normal course of business and disclosed in financial statements.
	<b>25.47</b>				



## Related Transactions

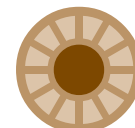


Name	Amount (Million Baht)	Related Transactions	Relationship	Price policy/Conditions	Notes
Pacific Electric Wire and Cable Co., Ltd. (PEWC)	1.73	Management fee expenses from CTW to PEWC.	PEWC indirectly holds 51% stake in CTW.	Contract price/ Management fee for service provided by PEWC to CTW.	These transactions are described in the Agreement with normal course of business that are approved by the Board meeting and are disclosed in the Company's financial statements.
	0.45	CTW owes the payment to PEWC for management fee expenses.			
Sigma Cable Pte. Ltd. (Sigma)	0.33	Sales of products by CTW to Sigma.	Sigma is affiliated company under PEWC Group.	Market Price/Terms and conditions are the same as those of other parties.	Normal course of business that disclosed in the financial statements.
Australia Pacific Electric Cable Pty. Ltd. (APEC)	1.39	Sales of products by CTW to APEC.	APEC is affiliated company under PEWC Group.	Market Price/Terms and conditions are the same as those of other parties.	Normal course of business that disclosed in the financial statements.
Siam Pacific Electric Wire and Cable Co., Ltd. (SPEWC) and Pacific Electric Wire and Cable Co., Ltd. (PEWC)	234.58	SPEWC purchases raw materials from PEWC.	SPEWC is a 100% subsidiary of CTW and PEWC is a parent company of CTW group.	Market price/ Same terms and conditions as other clients.	Normal course of business at the price below the market price a little bit, since PEWC had a surplus of raw materials (copper) that approved by the Board meeting and disclosed in the financial statements.
	13.24	Sales of products by SPEWC to PEWC.			
	4.36	SPEWC owes payment to PEWC for products.			
	3.57	SPEWC owes payment to PEWC for raw materials.			
	5.54	Management fee expenses from SPEWC to PEWC.			
	0.94	SPEWC owes the payment to PEWC for management fee expenses.			
Siam Pacific Electric Wire and Cable Co., Ltd. (SPEWC) and Pacific Electric (Hong kong) Co., Ltd. (PEWC-HK)	138.81	Sales of raw materials by SPEWC to PEWC-HK.	SPEWC is a 100% subsidiary of CTW and PEWC-HK is affiliated company under PEWC Group.	Market Price/Terms and conditions are the same as those of other parties.	Normal course of business that disclosed in the financial statements.
	92.24	PEWC-HK owes payment to SPEWC for raw materials.			
	<b>497.18</b>				



## Related Transactions

Name	Amount (Million Baht)	Related Transactions	Relationship	Price policy/Conditions	Notes
Italian-Thai Development Plc. (ITD)	66.33	Sales of products by CTW to ITD.	Mr. Premchai Karnasuta and Mrs. Nijaporn Charanachitta are directors of CTW and major shareholders of ITD. They and family hold 32.77 % stake in ITD.	Market Price/Terms and conditions are the same as those of other parties.	Normal course of business that disclosed in the financial statements.
	70.97	ITD owes payment to CTW for products.			
Ital-Thai Engineering Co., Ltd. (Ital Thai)	0.54	Sales of products by CTW to Ital Thai.	Ital Thai is affiliated company of ITD and Mrs. Nijaporn Charanachitta is a director of CTW and Ital Thai.		
	0.10	Ital Thai owes payment to CTW for products.			
ITD Hongsa Co., Ltd. (ITD Hongsa)	10.88	Sales of products by CTW to ITD Hongsa.	ITD Hongsa is a subsidiary of ITD. ITD holds 99.97% stake in ITD Hongsa.		
	10.88	ITD Hongsa owes payment to CTW for products.			
ITD-Unique Joint Venture (ITD-UNIQUE)	0.34	Sales of products by CTW to ITD-UNIQUE	ITD-UNIQUE is a Joint Venture company of ITD. ITD hold 60% stake in ITD-UNIQUE.		
	<b>160.04</b>				

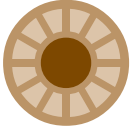


## Financial Information of the Company and its subsidiaries for 2012 - 2014

For the year ended December 31

(Unit : Million Baht)

	2014	2013	2012
<b>Operating Results</b>			
Total Revenues	6,878.19	6,903.99	7,537.03
Revenue from Sales	6,834.41	6,858.09	7,283.83
Selling Expenses	104.14	159.05	131.14
Administrative Expense	299.23	330.97	283.55
Total Expenses	6,704.18	6,467.23	6,821.55
Net Income	112.91	295.84	503.83
Earning per Share (Baht)	0.28	0.74	1.27
Par Value (Baht/Share)	5.00	5.00	5.00
<b>Financial Position</b>			
Current Assets	5,449.72	5,153.14	5,082.69
Total Investments	103.03	100.69	47.47
Property, Plant and Equipment-Net	837.25	841.97	791.30
Total Assets	6,716.74	6,425.96	6,255.73
Current Liabilities	2,206.50	1,731.00	1,758.13
Total Liabilities	2,348.72	1,825.31	1,824.64
Equity attributable to CTW's Shareholders	4,198.79	4,388.19	4,306.12
Total Shareholders' Equity	4,368.02	4,600.65	4,431.09
Book Value (Baht/Share)	10.98	11.56	11.14
<b>Financial Ratio</b>			
Current Ratio (times)	2.47	2.98	2.89
Quick Ratio (times)	1.66	2.10	2.02
Gross Profit (%)	7.81	12.84	12.04
Net Profit (%)	1.64	4.29	6.68
Return on Equity (%)	2.52	6.55	11.73
Debt to Equity Ratio (times)	0.54	0.40	0.41
Return on Assets (%)	1.72	4.67	8.22
Total Assets Turnover Ratio (times)	1.05	1.09	1.23



# Management Discussion Analysis (MD & A)

## 1. Overview of operation

In 2014, the Company and subsidiaries have operated the business of manufacturing power cable, communication cable, fiber optic cable and enameled wire. The main revenue of the Company group is from sales of enameled copper wire to the private sector customers. The Company group's total sales in 2014 decreased by 0.35% compared with the previous year which it could not reach the expected target due to the price competition and a slowdown in domestic economic. As a result, the revenue from sales to the projects of private sector was also decreased.

## 2. Operating results and profitability

### Revenue Analysis

In 2014, the Company and subsidiaries have total revenue of Baht 6,878.19 million, decreased by Baht 25.80 million or 0.37% from Baht 6,903.99 million in the previous year. Most revenue was generated by sales of products in the amount of Baht 6,834.41 million representing 98.99% of total revenue, decreased by Baht 23.68 million or 0.35% compared with the previous year due to decrease in sales of power cable and communication cable.

In addition, the Company group has domestic sales of Baht 4,698 million, representing 68.74% of total sales, and export sales of Baht 2,136 million, representing 31.26 of total sales. There is the revenue from one major customer in the amount of approximately Baht 694 million or 10.16% of total sales, arising from sales by the power cable.

In 2014, the Company group has other revenue of Baht 43.78 million, decreased by Baht 2.12 million or 4.62% from Baht 45.90 million in 2013 resulted from it's a subsidiary transferred suspense account payable-retention to other income of Baht 2 million.

### Cost and Expense Analysis

#### Cost

In 2014, the Company and subsidiaries have total cost of sales of Baht 6,300.80 million, representing 92.19 of sales, increased by Baht 323.59 million or 5.41% from Baht 5,977.21 million in the previous year due to the rising average cost of goods and decrease in market price of main raw material at the end of 2014. Therefore, The Company group has to set the allowance for diminution in value of inventory in amount of Baht 63.51 million.

#### Selling expense

The Company group has selling expenses of Baht 104.14 million in 2014, decreased by Baht 54.91 million or 34.52% from Baht 159.05 million in 2013 due to decrease in service and consultation fee.

#### Administrative expense

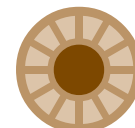
The Company group has administrative expenses of Baht 299.23 million in 2014, decreased by Baht 31.73 million or 9.59% from Baht 330.97 million in 2013 since there is the loss on exchange of Baht 42.96 million in 2013, arising from the weakness of Thai Baht comparing with US\$ when importing raw materials, while there is gain on exchange of Baht 2.15 million in 2014.

#### Finance cost

The Company group has finance cost of Baht 43.23 million in 2014, decreased by Baht 0.52 million or 1.17% from Baht 43.75 million in 2013 due to payment of debt under the trust receipts before the maturity date.

#### Corporate Income Tax

In 2014, the Company group has corporate income tax of Baht 64.31 million, decreased by Baht 23.09 million or 26.42% from Baht 87.40 million in 2013 since its operating profit dropped and the tax rate is reduced to 20% for 2014 in accordance with the decrease in tax rates for 2012 - 2014 were enacted through a royal decree. In addition, the Company group has deferred tax income of Baht 15.14 million in 2014, while it has deferred tax expense of Baht 3.88 million in 2013 as a result of the adoption of Thai Accounting standard (TAS) 12 Income Taxes that became effective in the year 2013.



## Net profit

The Company and subsidiaries have net profit of Baht 112.91 million in 2014, decreased by Baht 182.93 million or 61.83% from Baht 295.84 million in 2013. The net profit margin is 1.23% in 2014, reduced from 4.44% in 2013 caused from decrease in orders from the government and private sector due to the economic slowdown. Cost of sales of Baht 6,300.80 million in 2014 increased by Baht 323.59 million or 5.41% from Baht 5,977.21 million in 2013.

## 3. Ability to manage property

### Asset

As at 31 December 2014, the Company and subsidiaries have total assets of Baht 6,716.74 million, increased by Baht 290.78 million or 4.53% from Baht 6,425.96 million in 2013, caused by the increase in cash and cash equivalents of Baht 56.07 million and increase in inventories of Baht 265.40 million since they have to keep stock of raw materials for orders from major customers.

As at the end of 2014, the Company group has current investments of Baht 410 million which are the Company's fixed deposit of Baht 350 million and its a subsidiary's fixed deposit of Baht 60 million from cash flows from operating activities.

The Company group has trade receivables of Baht 1,871.28 million as at 31 December 2014, decreased by Baht 432.41 million or 18.77% from Baht 2,303.68 million at the end of 2013 due to collection from major trade receivables such as Provincial Electricity Authority (PEA), Kalpataru Power Transmission Limited and C.S.S. Cable and Accessory Co., Ltd., resulting in the shorter collection period.

The Company group has property, plant and equipment of Baht 812.47 million as at 31 December 2014, decreased by Baht 4.98 million or 0.61% from Baht 817.45 million at the end of 2013 due to decrease in the translation adjustment of Baht 4.95 million.

### Liability

As at 31 December 2014, the Company and subsidiaries have total liabilities of Baht 2,348.72 million, increased by Baht 523.41 million or 28.68%, divided into short-term loans of Baht 2,206.50 million and long-term loans of Baht 142.22 million. All long-term loans are the provision for long-term employee benefits, which are compensations on employees' retirement.

The Company group has short-term loans from financial institutions of Baht 309.40 million as at 31 December 2014, decreased by Baht 24.80 million from Baht 334.20 million at the end of 2013, which is short-term loans from financial institutions of its a subsidiary in China.

The Company group has trust receipts (T/R) of Baht 1,291.81 million, increased by Baht 543.22 million or 72.57% from Baht 748.59 million at the end of 2013 due to import of raw materials from overseas in late 2014.

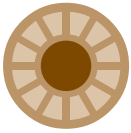
### Cash flow analysis

In 2014, the Company and subsidiaries have cash flows from operating activities of Baht 312.21 million, cash flows used in investing activities of Baht 457.51 million, cash flows from financing activities of Baht 204.43 million and decrease in translation adjustments of Baht 4.43 million, resulted in increase in cash and cash equivalents of Baht 54.70 million. The cash and cash equivalent is Baht 1,391.72 million as at 31 December 2014.

Net cash flows from operating activities of Baht 312.21 million are from profit before tax of Baht 133.12 million and cash received for trade and other receivables of Baht 363.57 million.

Net cash flows used in investing activities of Baht 457.51 million are from increase in current investments of Baht 410.00 million and decrease in restricted bank deposits of Baht 22.50 million since its a subsidiary cancelled credit line from bank.

In addition, net cash flows from financing activities of Baht 204.43 million are from dividend payment of Baht 275.98 million, increase in trust receipts of Baht 524.04 million and decrease in short-term loans from financial institutions of Baht 24.80 million.



# Management Discussion Analysis (MD & A)

## 4. Liquidity and Sufficiency of Fund

### Liquidity

As at 31 December 2014, the Company and subsidiaries have the current ratio of 2.47 times and quick ratio of 1.66 times which decreased from the current ratio of 2.98 times and quick ratio of 2.10 times at the end of 2013 since the Company group has the increase in cash and equivalents of Baht 56.07 million and increase in current investments from fixed deposit of Baht 410.00 million. Although there are increase in cash and current investments, they also have an increase in a lot of current liabilities, especially the increase in trust receipts of Baht 543.22 million since they got orders in late 2014 and purchased more raw materials for orders.

### Capital structure

As at 31 December 2014, the Company and subsidiaries have the shareholders' equity of Baht 4,198.79 million, decreased by Baht 189.40 million or 4.32% from Baht 4,388.19 million at the end of 2013 since there is total comprehensive income for the year 2014 of Baht 89.13 million while there is dividend payment of Baht 278.53 million from 2013's operating results.

The capital structure of the Company group as at 31 December 2014 consists of total liabilities of Baht 2,348.72 million and shareholders' equity of Baht 4,368.02 million. As a result, the debt to equity ratio is only 0.54 times which increases a bit from 0.40 times at the end of 2013. Therefore, the Company group has no the risk from insufficiency of fund since they have much more funds than debts. Most of the liabilities is current liabilities of 93.95% arising from the operations such as trust receipts, trade payables and short-term loans from financial institutions.

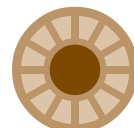
## 5. Other factors that may affect the operation in the future

Thai economy in 2014 showed slower recovery than expected. Economic growth was only at 0.7%, considerably lower than estimated by the Bank of Thailand as a result of political instability during the first half of the year 2014 while expenditure disbursement by the government agencies for many projects missed the target in the second half of the same year.

It has been expected that the Thai economic trend in 2015 will be in positive direction while the Bank of Thailand has estimated that GDP might reach 4.0% growth. Good signals of recovery are found from private investment and consumption while public consumption is still a significant factor supporting steady economic growth of Thailand based on continual expenditure disbursement.

As the company's products involve infrastructure, most of its clients are still from state owned enterprise and government agency. The company hopes for growing incomes and profits in 2015 driven by public investment policy such as megaprojects, investment in infrastructure system, acceleration of expenditure disbursement to be injected to economic system, policy about maintenance of transmission system by the Provincial Electricity Authority (PEA) and the Metropolitan Electricity Authority (MEA) etc.

# Report from Audit Committee



Dear Shareholders:

The Audit Committee of Charoong Thai Wire and Cable Public Company Limited consists of three independent directors as follows:

- |    |                        |                                 |
|----|------------------------|---------------------------------|
| 1. | Mr. Pornwut Sarasin    | Chairman of the Audit Committee |
| 2. | Mr. Sai Wah Simon Suen | Member of the Audit Committee   |
| 3. | Mr. Steven Suey Ku     | Member of the Audit Committee   |

In the year 2014, the Company's Audit Committee totally held four regular meetings and report to the Board of Directors every quarter. The attendance of the Audit Committee members is summarized as follows:

Name	Meeting Attendance/Total Meeting (Times)
1. Mr. Pornwut Sarasin	4/4
2. Mr. Sai Wah Simon Suen	4/4
3. Mr. Steven Suey Ku	3/4

The followings are summary of the Audit Committee's duties during the year 2014:

- Meetings with both external auditor and internal auditor to consider matters and to assess any occur issues if relate to the Company internal control system to ensure its adequate and appropriate.
- To review the Company quarterly financial statements and year-end financial statements for 2014 as well as all related documents and validate it is correct, sufficient, creditable and in accordance with general accounting standards. In addition, the Audit Committee considered the suggestion to improve the accounting guidelines to be in line with the new and revised accounting standards.
- To review all related party transactions between the Company and its related companies to assure that there are no transactions may lead to conflicts of interest.
- To review and to ensure that the Company complies with the Securities and Exchange Act, regulations, notification and all relevant laws with the Company's business operation.
- To pay attention on concerned issues or information (if any) that may relate or effect to the Company's financial statements.
- To monitor the operation results of internal audit section.

During the year 2014, the certified public accountant from EY Office Limited performed properly and efficiently. Therefore, the Audit Committee considers and proposes EY Office Limited and its audit fee proposal for the year 2015 for the Company and subsidiaries totaling Baht 5.01 million, then send their recommendation to the Board for consideration and such proposal will be proposed to the 2015 Annual General Meeting for further approval.

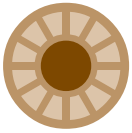
For and on behalf of the Audit Committee of  
Charoong Thai Wire and Cable Public Company Limited

*Pornwut Sarasin*

(Mr. Pornwut Sarasin)

Chairman of the Audit Committee

March 24, 2015



## Statement of the Board of Directors' Responsibility for the Financial Statements

The financial statements of Charoong Thai Wire and Cable Public Company Limited and its subsidiary companies for the year 2014 have been prepared in accordance with accounting standards enunciated under the Accounting Profession Act B.E. 2547 (A.D. 2004) and their presentation has been made in compliance with the stipulations of the Notification, issued under the Accounting Act B.E. 2543 (A.D. 2000)

The Board of Directors is responsible for the financial statements of Charoong Thai Wire and Cable Public Company Limited and its subsidiary companies as to their correctness and the completeness of the presentation. The aforementioned financial statements are prepared in accordance with the general accounting standards as applied in Thailand, using appropriate accounting policy consistently employed by the Company. They are genuinely representative of the Company's financial status and operational results. Important information is adequately disclosed in the notes to financial statements.

March 25, 2015

On behalf of the Board of Directors of Charoong Thai Wire and Cable Plc.

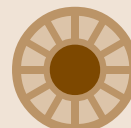
(Mr. Chai Sophonpanich)

Chairman

(Mr. Sun Tao-Heng)

Managing Director





### **To the Shareholders of Charoong Thai Wire and Cable Public Company Limited**

I have audited the accompanying consolidated financial statements of Charoong Thai Wire and Cable Public Company Limited and its subsidiaries, which comprise the consolidated statement of financial position as at 31 December 2014, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information, and have also audited the separate financial statements of Charoong Thai Wire and Cable Public Company Limited for the same period.

### **Management's Responsibility for the Financial Statements**

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

### **Auditor's Responsibility**

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

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

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

### **Opinion**

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Charoong Thai Wire and Cable Public Company Limited and its subsidiaries and of Charoong Thai Wire and Cable Public Company Limited as at 31 December 2014, and their financial performance and cash flows for the year then ended, in accordance with Thai Financial Reporting Standards.

**Waraporn Prapasirikul**

Certified Public Accountant (Thailand) No. 4579



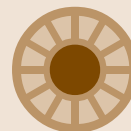
# Statement of financial position

Charoeng Thai Wire and Cable Public Company Limited  
and its subsidiaries  
As at 31 December 2014

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2014	2013	2014	2013
<b>Assets</b>					
<b>Current assets</b>					
Cash and cash equivalents	6	1,391,719,144	1,335,647,460	390,153,056	542,883,136
Current investments		410,000,000	-	350,000,000	-
Trade and other receivables	8	1,871,275,658	2,303,683,409	827,978,458	1,242,282,899
Inventories	9	1,734,567,876	1,469,165,217	1,053,274,727	911,277,300
Other current assets		42,155,481	44,647,747	3,189,719	2,077,859
<b>Total current assets</b>		<b>5,449,718,159</b>	<b>5,153,143,833</b>	<b>2,624,595,960</b>	<b>2,698,521,194</b>
<b>Non-current assets</b>					
Restricted bank deposits		239,200,000	261,700,000	-	-
Long-term loans to subsidiaries	7	-	-	35,592,808	20,077,740
Investments in subsidiaries	10	-	-	1,215,455,751	1,224,749,375
Investments in associates	11	5,260,628	2,923,378	-	-
Other long-term investments	12	97,770,000	97,770,000	22,500,000	22,500,000
Investment properties	13	24,778,859	24,513,503	18,651,309	17,817,809
Property, plant and equipment	14	812,472,828	817,452,889	436,690,815	439,883,317
Deferred tax assets	20	64,908,134	45,114,608	38,586,920	24,876,007
Other non-current assets		22,633,106	23,339,257	2,841,087	2,344,010
<b>Total non-current assets</b>		<b>1,267,023,555</b>	<b>1,272,813,635</b>	<b>1,770,318,690</b>	<b>1,752,248,258</b>
<b>Total assets</b>		<b>6,716,741,714</b>	<b>6,425,957,468</b>	<b>4,394,914,650</b>	<b>4,450,769,452</b>

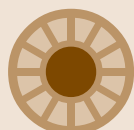
The accompanying notes are an integral part of the financial statements.



(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2014	2013	2014	2013
<b>Liabilities and shareholders' equity</b>					
<b>Current liabilities</b>					
Short-term loans from financial institutions	15	309,399,405	334,200,483	-	-
Trust receipts	15	1,291,811,156	748,588,919	247,565,793	161,235,162
Trade and other payables	16	540,580,469	544,008,711	305,778,571	366,440,384
Short-term loans from related company	7	-	6,415,860	-	-
Income tax payable		21,901,736	41,600,986	21,488,668	36,674,274
Other current liabilities		42,807,733	56,181,780	32,302,584	45,934,491
<b>Total current liabilities</b>		<b>2,206,500,499</b>	<b>1,730,996,739</b>	<b>607,135,616</b>	<b>610,284,311</b>
<b>Non-current liabilities</b>					
Provision for long-term employee benefits	17	142,223,723	94,315,002	115,751,742	77,634,057
Other non-current liabilities		-	-	500,000	300,000
<b>Total non-current liabilities</b>		<b>142,223,723</b>	<b>94,315,002</b>	<b>116,251,742</b>	<b>77,934,057</b>
<b>Total liabilities</b>		<b>2,348,724,222</b>	<b>1,825,311,741</b>	<b>723,387,358</b>	<b>688,218,368</b>
<b>Shareholders' equity</b>					
<b>Share capital</b>					
Registered					
397,906,284 ordinary shares of Baht 5 each		1,989,531,420	1,989,531,420	1,989,531,420	1,989,531,420
Issued and fully paid-up					
397,906,284 ordinary shares of Baht 5 each		1,989,531,420	1,989,531,420	1,989,531,420	1,989,531,420
Share premium		1,105,933,696	1,105,933,696	1,105,933,696	1,105,933,696
Retained earnings					
Appropriated - statutory reserve	18	180,150,000	170,000,000	180,150,000	170,000,000
Unappropriated		915,286,198	1,109,661,937	395,912,176	497,085,968
Other components of shareholders' equity		7,888,777	13,065,934	-	-
Equity attributable to owners of the Company		4,198,790,091	4,388,192,987	3,671,527,292	3,762,551,084
Non-controlling interests of the subsidiaries		169,227,401	212,452,740	-	-
<b>Total shareholders' equity</b>		<b>4,368,017,492</b>	<b>4,600,645,727</b>	<b>3,671,527,292</b>	<b>3,762,551,084</b>
<b>Total liabilities and shareholders' equity</b>		<b>6,716,741,714</b>	<b>6,425,957,468</b>	<b>4,394,914,650</b>	<b>4,450,769,452</b>

The accompanying notes are an integral part of the financial statements.



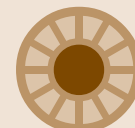
# Income statement

Charoeng Thai Wire and Cable Public Company Limited  
and its subsidiaries  
For the year ended 31 December 2014

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2014	2013	2014	2013
<b>Revenues</b>					
Sales		6,834,406,797	6,858,089,942	2,982,691,881	3,107,686,200
Other income					
Interest income		32,128,431	32,447,357	14,353,535	9,835,504
Gain on exchange		2,151,381	-	-	-
Management fee income		-	-	56,615,312	50,049,037
Dividend income		3,375,000	3,374,855	33,233,989	174,444,855
Others		6,129,872	10,081,794	32,916,374	23,772,063
<b>Total revenues</b>		<b>6,878,191,481</b>	<b>6,903,993,948</b>	<b>3,119,811,091</b>	<b>3,365,787,659</b>
<b>Expenses</b>					
Cost of sales		6,237,289,457	5,987,596,330	2,590,639,609	2,499,154,000
Allowance for diminution in value of inventory (reversal)		63,511,536	(10,388,395)	39,885,194	5,923,933
Total cost of sales		6,300,800,993	5,977,207,935	2,630,524,803	2,505,077,933
Selling expenses		104,142,964	159,051,787	63,794,475	110,082,187
Administrative expenses		299,232,534	330,966,728	171,307,263	224,005,672
<b>Total expenses</b>		<b>6,704,176,491</b>	<b>6,467,226,450</b>	<b>2,865,626,541</b>	<b>2,839,165,792</b>
<b>Profit before share of profit from investment in associate, finance cost and income tax expenses</b>		<b>174,014,990</b>	<b>436,767,498</b>	<b>254,184,550</b>	<b>526,621,867</b>
Share of profit from investment in associate	11	2,337,250	2,938,862	-	-
<b>Profit before finance cost and income tax expenses</b>		<b>176,352,240</b>	<b>439,706,360</b>	<b>254,184,550</b>	<b>526,621,867</b>
Finance cost		(43,232,430)	(43,745,332)	(3,528,202)	(4,319,673)
<b>Profit before income tax expenses</b>		<b>133,119,810</b>	<b>395,961,028</b>	<b>250,656,348</b>	<b>522,302,194</b>
Income tax expenses	20	(49,171,163)	(91,284,287)	(47,688,540)	(77,113,798)
<b>Profit for the year</b>		<b>83,948,647</b>	<b>304,676,741</b>	<b>202,967,808</b>	<b>445,188,396</b>
<b>Profit attributable to:</b>					
Equity holders of the Company		112,909,602	295,839,441	202,967,808	445,188,396
Non-controlling interests of the subsidiaries		(28,960,955)	8,837,300		
		83,948,647	304,676,741		
<b>Earnings per share</b>					
Basic earnings per share	21				
Profit attributable to equity holders of the Company		0.28	0.74	0.51	1.12

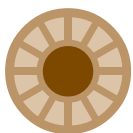
The accompanying notes are an integral part of the financial statements.



(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2014	2013	2014	2013
<b>Profit for the year</b>		<b>83,948,647</b>	<b>304,676,741</b>	<b>202,967,808</b>	<b>445,188,396</b>
<b>Other comprehensive income:</b>					
Actuarial gains (losses)	17	(23,252,486)	5,219,370	(19,322,809)	5,428,982
Income tax effect	20	4,650,497	(1,043,874)	3,864,561	(1,085,796)
Exchange differences on translation of financial statements in foreign currency		(7,441,541)	28,149,855	-	-
<b>Other comprehensive income for the year</b>		<b>(26,043,530)</b>	<b>32,325,351</b>	<b>(15,458,248)</b>	<b>4,343,186</b>
<b>Total comprehensive income for the year</b>		<b>57,905,117</b>	<b>337,002,092</b>	<b>187,509,560</b>	<b>449,531,582</b>
<b>Total comprehensive income attributable to :</b>					
Equity holders of the Company		89,130,456	319,692,472	187,509,560	449,531,582
Non-controlling interests of the subsidiaries		(31,225,339)	17,309,620	-	-
		<b>57,905,117</b>	<b>337,002,092</b>	<b>187,509,560</b>	<b>449,531,582</b>

The accompanying notes are an integral part of the financial statements.



# Statement of changes in shareholders' equity

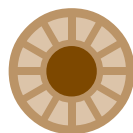
Charoeng Thai Wire and Cable Public Company Limited and its subsidiaries  
For the year ended 31 December 2014

(Unit: Baht)

## Consolidated financial statements

	Equity attributable to owners of the Company										Equity attributable to non-controlling interests of the subsidiaries	Total shareholders' equity
	Issued and fully paid-up share capital	Share premium	Retained earnings		Other components of equity			Total other components of equity	Total equity attributable to owners of the Company	Equity attributable to non-controlling interests of the subsidiaries		
			Appropriated	Unappropriated	Other comprehensive income	Other changes by the owners	Capital surplus from changes in shareholding percentage in subsidiary					
<b>Balance as at 1 January 2013</b>	1,989,531,420	1,105,933,696	147,000,000	1,071,389,873	(7,736,681)	-	4,306,118,308	4,306,118,308	124,970,555	4,431,088,863		
Profit for the year	-	-	-	295,839,441	-	-	295,839,441	295,839,441	8,837,300	304,676,741		
Other comprehensive income for the year	-	-	-	4,175,496	19,677,535	-	19,677,535	23,853,031	8,472,320	32,325,351		
Total comprehensive income for the year	-	-	-	300,014,937	19,677,535	-	319,692,472	319,692,472	17,309,620	337,002,092		
Dividend paid (Note 24)	-	-	-	(238,742,873)	-	-	(238,742,873)	(238,742,873)	-	(238,742,873)		
Unappropriated retained earnings transferred to statutory reserve	-	-	23,000,000	(23,000,000)	-	-	-	-	-	-		
Effect from the changes in shareholding percentage in subsidiary (Note 2.2 g)	-	-	-	-	-	1,125,080	1,125,080	1,125,080	76,572,565	77,697,645		
Decrease in non-controlling interests of the subsidiaries from dividend payment	-	-	-	-	-	-	-	-	(6,400,000)	(6,400,000)		
<b>Balance as at 31 December 2013</b>	1,989,531,420	1,105,933,696	170,000,000	1,109,661,937	11,940,854	1,125,080	4,388,192,987	4,388,192,987	212,452,740	4,600,645,727		
<b>Balance as at 1 January 2014</b>	1,989,531,420	1,105,933,696	170,000,000	1,109,661,937	11,940,854	1,125,080	4,388,192,987	4,388,192,987	212,452,740	4,600,645,727		
Profit for the year	-	-	-	112,909,602	-	-	112,909,602	112,909,602	(28,960,955)	83,948,647		
Other comprehensive income for the year	-	-	-	(18,601,989)	(5,177,157)	-	(23,779,146)	(23,779,146)	(2,264,384)	(26,043,530)		
Total comprehensive income for the year	-	-	-	94,307,613	(5,177,157)	-	89,130,456	89,130,456	(31,225,339)	57,905,117		
Dividend paid (Note 24)	-	-	-	(278,533,352)	-	-	(278,533,352)	(278,533,352)	-	(278,533,352)		
Unappropriated retained earnings transferred to statutory reserve	-	-	10,150,000	(10,150,000)	-	-	-	-	-	-		
Decrease in non-controlling interests of the subsidiaries from dividend payment	-	-	-	-	-	-	-	-	(12,000,000)	(12,000,000)		
<b>Balance as at 31 December 2014</b>	1,989,531,420	1,105,933,696	180,150,000	915,286,198	6,763,697	1,125,080	7,888,777	4,198,790,091	169,227,401	4,368,017,492		

The accompanying notes are an integral part of the financial statements.



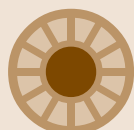
## Statement of changes in shareholders' equity (continued)

Charoong Thai Wire and Cable Public Company Limited and its subsidiaries  
For the year ended 31 December 2014  
(Unit: Baht)

### Separate financial statements

	Issued and fully paid-up share capital	Share premium	Retained earnings		Total shareholders' equity
			Appropriated	Unappropriated	
<b>Balance as at 1 January 2013</b>	1,989,531,420	1,105,933,696	147,000,000	309,297,259	3,551,762,375
Profit for the year	-	-	-	445,188,396	445,188,396
Other comprehensive income for the year	-	-	-	4,343,186	4,343,186
Total comprehensive income for the period	-	-	-	449,531,582	449,531,582
Dividend paid (Note 24)	-	-	-	(238,742,873)	(238,742,873)
Unappropriated retained earnings transferred to statutory reserve	-	-	23,000,000	(23,000,000)	-
<b>Balance as at 31 December 2013</b>	1,989,531,420	1,105,933,696	170,000,000	497,085,968	3,762,551,084
<b>Balance as at 1 January 2014</b>	1,989,531,420	1,105,933,696	170,000,000	497,085,968	3,762,551,084
Profit for the year	-	-	-	202,967,808	202,967,808
Other comprehensive income for the year	-	-	-	(15,458,248)	(15,458,248)
Total comprehensive income for the year	-	-	-	187,509,560	187,509,560
Dividend paid (Note 24)	-	-	-	(278,533,352)	(278,533,352)
Unappropriated retained earnings transferred to statutory reserve	-	-	10,150,000	(10,150,000)	-
<b>Balance as at 31 December 2014</b>	1,989,531,420	1,105,933,696	180,150,000	395,912,176	3,671,527,292

The accompanying notes are an integral part of the financial statements.



# Cash flow statement

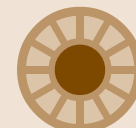
Charoeng Thai Wire and Cable Public Company Limited  
and its subsidiaries  
For the year ended 31 December 2014

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
<b>Cash flows from operating activities</b>				
Profit before tax	133,119,810	395,961,028	250,656,348	522,302,194
Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities:				
Dividend income	(3,375,000)	(3,374,855)	(33,233,989)	(174,444,855)
Depreciation and amortisation	109,382,831	102,948,503	56,932,311	55,307,152
Allowance for doubtful accounts - trade receivables (reversal)	68,844,653	(23,823,861)	(4,003,117)	2,368,956
Allowance for doubtful accounts - long-term loans to subsidiaries	-	-	-	14,052,315
Allowance for diminution in value of inventory (reversal)	63,511,536	(10,388,395)	39,885,194	5,923,933
Reversal of loss on onerous sale contracts	-	(676,792)	-	(676,792)
Loss on purchase raw materials contracts	1,327,200	-	-	-
Allowance for impairment of investment in subsidiary	-	-	9,293,624	-
Allowance for impairment of investment in associate	-	13,965,917	-	-
(Gains) loss on sales of property, plant and equipment	(386,490)	(3,422,251)	54,053	(2,031,753)
Reversal of allowance for impairment of investment properties	(833,500)	(2,084,750)	(833,500)	(2,084,750)
Share of profit from investment in associate	(2,337,250)	(2,938,862)	-	-
Provision for long-term employee benefits	37,993,797	37,956,824	30,912,818	31,043,106
Unrealised loss on exchange	18,586,845	21,810,477	1,567,652	6,330,728
Interest income	(32,128,431)	(32,447,357)	(14,353,535)	(9,835,504)
Interest expenses	34,921,940	39,077,787	2,320,318	3,275,293
Profit from operating activities before changes in operating assets and liabilities	428,627,941	532,563,413	339,198,177	451,530,023
Operating assets (increase) decrease				
Trade and other receivables	363,569,484	(111,344,604)	419,372,691	(146,130,617)
Inventories	(328,914,194)	(8,915,789)	(181,882,621)	(81,380,703)
Other current assets	4,185,273	33,272,297	(1,111,860)	807,008
Operating liabilities increase				
Trade and other payables	(4,355,938)	126,200,838	(61,211,817)	135,923,284
Other current liabilities	(18,083,431)	1,897,243	(15,844,458)	1,856,527
Other non-current liabilities	-	-	200,000	-
Cash flows from operating activities	445,029,135	573,673,398	498,720,112	362,605,522
Cash paid for long-term employee benefits	(13,337,562)	(4,531,361)	(12,117,942)	(3,610,920)
Cash paid for interest expenses	(33,771,765)	(36,922,121)	(2,246,103)	(3,124,033)
Cash paid for corporate income tax	(85,708,493)	(114,810,207)	(72,720,499)	(100,530,019)
Cash flows from operating activities before compensation for losses from flooding	312,211,315	417,409,709	411,635,568	255,340,550
Cash received for compensation for losses from flooding	-	40,000,000	-	-
<b>Net cash flows from operating activities</b>	<b>312,211,315</b>	<b>457,409,709</b>	<b>411,635,568</b>	<b>255,340,550</b>

The accompanying notes are an integral part of the financial statements.





(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
<b>Cash flows from investing activities</b>				
Decrease (increase) in current investments	(410,000,000)	190,000,000	(350,000,000)	100,000,000
Decrease in restricted bank deposits	22,500,000	-	-	-
Increase in investment in subsidiary	-	-	-	(14,999,624)
Increase in other long-term investments	-	(64,270,000)	-	-
Increase in long-term loans to subsidiary	-	-	(15,000,000)	(20,000,000)
Acquisition of property, plant and equipment	(104,491,284)	(143,397,871)	(53,599,154)	(55,166,958)
Interest income	31,251,018	33,191,765	12,773,333	10,079,924
Dividend income	3,375,000	3,374,855	33,233,989	174,444,855
Proceeds from sales of property, plant and equipment	453,443	4,262,829	12,715	2,399,277
Increase in other assets	(602,819)	(197,689)	(704,500)	(424,053)
<b>Net cash flows from (used in) investing activities</b>	<b>(457,514,642)</b>	<b>22,963,889</b>	<b>(373,283,617)</b>	<b>196,333,421</b>
<b>Cash flows from financing activities</b>				
Increase (decrease) in short-term loans from financial institutions	(24,801,079)	28,892,043	-	-
Increase (decrease) in trust receipts	524,040,806	(185,142,049)	85,312,984	41,026,731
Decrease in short-term loans from related company	(6,415,860)	-	-	-
Cash paid for liabilities under financial lease agreements	(415,682)	(4,213,867)	(415,682)	(3,913,626)
Cash received from capital increase of subsidiary	-	77,697,645	-	-
Dividend paid to non-controlling interests of the subsidiaries	(12,000,000)	(6,400,000)	-	-
Dividend paid	(275,979,333)	(237,583,886)	(275,979,333)	(237,583,886)
<b>Net cash flows from (used in) financing activities</b>	<b>204,428,852</b>	<b>(326,750,114)</b>	<b>(191,082,031)</b>	<b>(200,470,781)</b>
Increase (decrease) in translation adjustments	(4,427,198)	18,535,409	-	-
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>54,698,327</b>	<b>172,158,893</b>	<b>(152,730,080)</b>	<b>251,203,190</b>
Unrealised gain on exchange for cash and cash equivalents	1,373,357	1,357,511	-	-
Cash and cash equivalents at beginning of year	1,335,647,460	1,162,131,056	542,883,136	291,679,946
<b>Cash and cash equivalents at end of year</b>	<b>1,391,719,144</b>	<b>1,335,647,460</b>	<b>390,153,056</b>	<b>542,883,136</b>

The accompanying notes are an integral part of the financial statements.



# Notes to consolidated financial statements

Charoong Thai Wire and Cable Public Company Limited and its subsidiaries  
For the year ended 31 December 2014

## 1. General information

Charoong Thai Wire and Cable Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. The parent company of the group is Pacific Electric Wire and Cable Co., Ltd., which was incorporated in Taiwan. The Company is principally engaged in the manufacture and distribution of electric wire and cables and telephone cables. The registered office of the Company is at 589/71 Central City Tower, 12A Floor, Bangna-trad Road, Bangna, Bangkok.

## 2. Basis of preparation

2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development dated 28 September 2011, issued under the Accounting Act B.E. 2543.

The financial statements in Thai language are the official statutory financial statements of the Company. The financial statements in English language have been translated from the Thai language financial statements.

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

### 2.2 Basis of consolidation

a) The consolidated financial statements include the financial statements of Charoong Thai Wire and Cable Public Company Limited (“the Company”) and the following subsidiary companies (“the Subsidiaries”):

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			2014	2013
			Percent	Percent
CTW-Beta Co., Ltd.	Investment & holding company	Thailand	100	100
Siam Fiber Optics Co., Ltd.	Manufacturer and distributor of fiber optic cables	Thailand	60	60
Siam Pacific Electric Wire and Cable Co., Ltd.	Manufacturer and distributor of wire and cable products, and enameled wires	Thailand	100	100
Pacific-Thai Electric Wire and Cable Co., Ltd. (Held by subsidiary)	Liquidation	Thailand	100	100
Shanghai Yayang Electric Co., Ltd. (Held by subsidiary 59%)	Manufacturer and distributor of enameled copper wires	China	70	70
Double D Cable Co., Ltd.	Manufacturer and distributor of cables and provider of fabrication service	Thailand	100	100

b) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.

c) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.

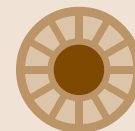
d) The assets and liabilities in the financial statements of overseas subsidiary company are translated to Baht using the exchange rate prevailing on the end of reporting period, revenues and expenses translated using monthly average exchange rates. The resulting differences are shown under the caption of “Exchange differences on translation of financial statements in foreign currency” in the statements of changes in shareholders’ equity.

e) Material balances and transactions between the Company and its subsidiary companies have been eliminated from the consolidated financial statements.

f) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statements of financial position.

g) During the year 2013, Shanghai Yayang Electric Co., Ltd., the overseas subsidiary, increased its registered share capital amounting to USD 2.5 million. The subsidiary already received proceeds from its capital increase. However, the Company and Siam Pacific Electric Wire and Cable Co., Ltd. decided to maintain the number of shares they held (and not to increase their holdings proportionately). As a result, the shareholdings of the Company and Siam Pacific Electric Wire and Cable Co., Ltd. in this company had been changed. The Company recorded the effect of changes in shareholding percentage in subsidiary under the statement of changes in shareholders’ equity.

2.3 The separate financial statements, which present investments in subsidiaries and associate under the cost method, have been prepared solely for the benefit of the public.



### 3. New financial reporting standards

Below is a summary of financial reporting standards that became effective in the current accounting year and those that will become effective in the future.

#### (a) Financial reporting standards that became effective in the current accounting year

Conceptual Framework for Financial Reporting (revised 2014)

Accounting Standards:

TAS 1 (revised 2012)	Presentation of Financial Statements
TAS 7 (revised 2012)	Statement of Cash Flows
TAS 12 (revised 2012)	Income Taxes
TAS 17 (revised 2012)	Leases
TAS 18 (revised 2012)	Revenue
TAS 19 (revised 2012)	Employee Benefits
TAS 21 (revised 2012)	The Effects of Changes in Foreign Exchange Rates
TAS 24 (revised 2012)	Related Party Disclosures
TAS 28 (revised 2012)	Investments in Associates
TAS 31 (revised 2012)	Interests in Joint Ventures
TAS 34 (revised 2012)	Interim Financial Reporting
TAS 36 (revised 2012)	Impairment of Assets
TAS 38 (revised 2012)	Intangible Assets

Financial Reporting Standards:

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

Accounting Standard Interpretations:

TSIC 15	Operating Leases - Incentives
TSIC 27	Evaluating the Substance of Transactions Involving the Legal Form of a Lease
TSIC 29	Service Concession Arrangements: Disclosures
TSIC 32	Intangible Assets - Web Site Costs

Financial Reporting Standard Interpretations:

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

Accounting Treatment Guidance for Stock Dividend

These financial reporting standards were amended primarily to align their content with the corresponding International Financial Reporting Standards. Most of the changes were directed towards revision of wording and terminology, and provision of interpretations and accounting guidance to users of the accounting standards. These financial reporting standards do not have any significant impact on the financial statements.



#### **(b) Financial reporting standards that will become effective in the future**

The Federation of Accounting Professions has issued a number of revised and new financial reporting standards that become effective for fiscal years beginning on or after 1 January 2015. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards, with most of the changes directed towards revision of wording and terminology, and provision of interpretations and accounting guidance to users of accounting standards. The management of the Company and its subsidiaries believes they will not have any significant impact on the financial statements in the year in which they are adopted. However, some of these financial reporting standards involve changes to key principles, as discussed below:

##### **TAS 19 (revised 2014) Employee Benefits**

This revised standard requires that the entity recognises actuarial gains and losses immediately in other comprehensive income while the existing standard allows the entity to recognise such gains and losses immediately in profit or loss, or in other comprehensive income, or to recognise them gradually in profit or loss. In addition, this revised standard requires that the entity recognised past service costs as an expense at the earlier of the date when a plan amendment or curtailment occurs and the date when an entity recognises any termination benefit while the existing standard allows the entity to recognise them gradually in profit or loss.

For actuarial gains and losses, this revised standard does not have any impact on the financial statements as the Company and its subsidiaries already recognised actuarial gains and losses immediately in other comprehensive income.

However, for past service costs, at present, the Company gradually recognises them in profit or loss over the period until the benefits concerned are vested. The assessment of the management of the Company is that when the revised standard is applied in 2015 and there is a change to immediately recognise those past service costs in profit or loss in all amount, the Company will have to increase its obligation on long-term employee benefits net of related tax by Baht 50 million and decrease retained earnings by Baht 50 million.

##### **TFRS 10 Consolidated Financial Statements**

TFRS 10 prescribes requirements for the preparation of consolidated financial statements and replaces the part dealing with consolidated financial statements as included in TAS 27 Consolidated and Separate Financial Statements. This standard changes the principles used in considering whether control exists. Under this standard, an investor is deemed to have control over an investee if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns, even if it holds less than half of the shares or voting rights. This important change requires the management to exercise a lot of judgement when reviewing whether the Company and its subsidiaries have control over the investees and determine which entities have to be included for preparation of the consolidated financial statements.

The management of the Company and its subsidiaries believes that this standard will not have any significant impact on the Company's and its subsidiaries' financial statements.

##### **TFRS 11 Joint Arrangements**

TFRS 11 supersedes TAS 31 Interests in Joint Ventures. This standard requires an entity to account for an investment in a jointly controlled entity that meets the definition of a joint venture using the equity method, while TAS 31 allows the entity to apply either the proportionate consolidation method or the equity method to account for such an investment.

Based on the preliminary analysis, the management of the Company and its subsidiaries believes that this standard will not have any significant impact on the Company's and its subsidiaries' financial statements.

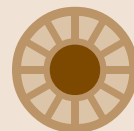
##### **TFRS 12 Disclosure of Interests in Other Entities**

This standard stipulates disclosures relating to an entity's interests in subsidiaries, joint arrangements and associates, including structured entities. This standard therefore has no financial impact to the financial statements of the Company and its subsidiaries.

##### **TFRS 13 Fair Value Measurement**

This standard provides guidance on how to measure fair value and stipulates disclosures related to fair value measurements. Entities are to apply the guidance under this standard if they are required by other financial reporting standards to measure their assets or liabilities at fair value. The effect of the change from the adoption of this standard is to be recognised prospectively.

Based on the preliminary analysis, the management of the Company and its subsidiaries believes that this standard will not have any significant impact on the Company's and its subsidiaries' financial statements.



## 4. Significant accounting policies

### 4.1 Revenue recognition

#### *Sales of goods*

Sales of goods are recognised when the significant risks and rewards of ownership of the goods have passed to the buyer. Sales are the invoiced value, excluding value added tax, of goods supplied after deducting discounts and allowances.

#### *Interest income*

Interest income is recognised on an accrual basis based on the effective interest rate.

#### *Dividends*

Dividends are recognised when the right to receive the dividends is established.

### 4.2 Cash and cash equivalents

Cash and cash equivalents consist of cash in hand and at banks, and all highly liquid investments with an original maturity of three months or less and not subject to withdrawal restrictions.

### 4.3 Trade and other receivables

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

### 4.4 Inventories

Finished goods and work in process are valued at the lower of average cost and net realisable value and includes all production costs and attributable factory overheads.

Raw materials and factory supplies are valued at the lower of average cost and net realisable value and are charged to production costs whenever consumed.

### 4.5 Investments

a) Investments in debt securities expected to be held to maturity are recorded at amortised cost. The premium/discount on debt securities is amortised/ accreted by the effective rate method with the amortised/accreted amount presented as an adjustment to the interest income.

b) Investments in non-marketable equity securities, which the Company and its subsidiaries classify as other investments, are stated at cost net of allowance for impairment loss (if any).

c) Investment in associate is accounted for in the consolidated financial statements using the equity method.

d) Investments in subsidiaries and associates are accounted for in the separate financial statements using the cost method net of allowance for impairment loss (if any).

The weighted average method is used for computation of the cost of investments.

On disposal of an investment, the difference between net disposal proceeds and the carrying amount of the investment is recognised in profit or loss.

### 4.6 Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and allowance for loss on impairment (if any).

Depreciation of condominium and office building for rent is calculated by reference to their costs on the straight-line basis over estimated useful life of 20 years. Depreciation is included in determining income.

No depreciation is provided on land not being used for operation.

On disposal of investment properties, the difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the year when the asset is derecognised.

### 4.7 Property, plant and equipment/Depreciation

Land is stated at cost. Buildings and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any).



Depreciation of plant and equipment is calculated by reference to their costs on the straight-line basis over the following estimated useful lives:

Buildings	20 - 25 years
Building improvement	5 - 20 years
Machinery and equipment	5 - 20 years
Furniture, fixtures and office equipment	3 - 10 years
Motor vehicles	5 - 10 years

Depreciation is included in determining income.

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

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in profit or loss in the year when the asset is derecognised.

#### 4.8 Related party transactions

Related parties comprise enterprises and individuals that control, or are controlled by, the Company and its subsidiaries, whether directly or indirectly, or which are under common control with the Company and its subsidiaries.

They also include associated company and individuals which directly or indirectly own a voting interest in the Company and its subsidiaries that give them significant influence over the Company and its subsidiaries, key management personnel, directors, and officers with authority in the planning and direction of the operating of the Company and its subsidiaries.

#### 4.9 Long-term leases

Leases of buildings and equipment which transfer substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lower of the fair value of the leased assets and the present value of the minimum lease payments. The outstanding rental obligations, net of finance charges, are included in long-term payables, while the interest element is charged to profit or loss over the lease period. The assets acquired under finance leases are depreciated over the useful life of the assets.

Leases of buildings and equipment which do not transfer substantially all the risks and rewards of ownership are classified as operating leases. Operating lease payments are recognised as an expense in profit or loss on a straight line basis over the lease term.

#### 4.10 Foreign currencies

The consolidated and separate financial statements are presented in Baht, which is also the Company's functional currency. Items of each entity included in the consolidated financial statements are measured using the functional currency of that entity.

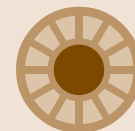
Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of reporting period.

Gains and losses on exchange are included in determining income.

#### 4.11 Impairment of assets

At the end of each reporting period, the Company and its subsidiaries perform impairment reviews in respect of the investment properties, property, plant and equipment and investments whenever events or changes in circumstances indicate that an asset may be impaired. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount. In determining value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by a valuation model that, based on information available, reflects the amount that the Company and its subsidiaries could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

An impairment loss is recognised in profit or loss.



In the assessment of asset impairment if there is any indication that previously recognised impairment losses may no longer exist or may have decreased, the Company and its subsidiaries estimate the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The increased carrying amount of the asset attributable to a reversal of an impairment loss shall not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at a revalued amount, in which case the reversal, which exceeds the carrying amount that would have been determined, is treated as a revaluation increase.

#### **4.12 Employee benefits**

##### ***Short-term employee benefits***

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

##### ***Post-employment benefits***

###### ***Defined contribution plans***

The Company, its subsidiary and their employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Company and its subsidiary. The fund's assets are held in a separate trust fund the Company and its subsidiary's contributions are recognised as expenses when incurred.

###### ***Defined benefit plans***

The Company and its subsidiary have obligations in respect of the severance payments they must make to employees upon retirement under labor law and other employee benefit plan. The Company and its subsidiary treat these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from post-employment benefits are recognised immediately in other comprehensive income.

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

For the first-time adoption of TAS 19 Employee Benefits in 2011, the Company and its subsidiary elected to recognise the transitional liability, which exceeds the liability that would have been recognised at the same date under the previous accounting policy, as an expense on a straight-line basis over up to five years from the date of adoption.

#### **4.13 Provisions**

Provisions are recognised when the Company and its subsidiaries have a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

#### **4.14 Income tax**

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

##### **Current tax**

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

##### **Deferred tax**

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

The Company and its subsidiaries recognise deferred tax liabilities for all taxable temporary differences while they recognise deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilised.

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

The Company and its subsidiaries record deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.



## 5. Significant accounting judgements and estimates

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect reported amounts and disclosures and actual results could differ from these estimates. Significant judgements and estimates are as follows:

### Leases

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

### Allowance for doubtful accounts

In determining an allowance for doubtful accounts, the management needs to make judgement and estimates based upon, among other things, past collection history, aging profile of outstanding debts and the prevailing economic condition.

### Allowance for diminution in value of inventories

In determining allowance for diminution in the value of inventories, the management exercises judgement in estimating the net realisable value of inventory based on the amount the inventories are expected to realise. These estimates are based on estimates of selling prices, which take into account events occurring after the reporting period, estimates of related costs and expenses or estimates of replacement cost of the raw materials.

### Impairment of investments

The Company and its subsidiaries treat investments as impaired when 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 “prolonged” requires judgement of the management.

### Property plant and equipment/Depreciation

In determining depreciation of plant and equipment, the management is required to make estimates of the useful lives and residual values of plant and equipment and to review estimate useful lives and residual values when there are any changes.

In addition, the management is required to review property, plant and equipment for impairment on a periodical basis and records impairment losses when it is determined that their recoverable amount is lower than the carrying amount. This requires judgements regarding forecast of future revenues and expenses relating to the assets subject to the review.

### Deferred tax assets

Deferred tax assets are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the temporary differences and losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of estimate future taxable profits.

### Post-employment benefits under defined benefit plans

The obligation under the defined benefit plan is determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

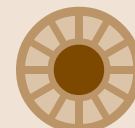
## 6. Cash and cash equivalents

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Cash	2,454	2,534	650	650
Bank deposits	1,389,265	1,333,113	389,503	542,233
Total	1,391,719	1,335,647	390,153	542,883

As at 31 December 2014, bank deposits in saving and fixed accounts carried interests between 0.05 and 1.85 percent per annum (2013: between 0.05 and 3.10 percent per annum).





## 7. Related party transactions

During the years, the Company and its subsidiaries had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Company, its subsidiaries and those related parties.

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements		Transfer Pricing Policy
	2014	2013	2014	2013	
<u>Transactions with subsidiary companies</u> (eliminated from the consolidated financial statements)					
Sales of goods	-	-	4	2	Cost plus margin
Sales of raw materials	-	-	-	2	Cost plus margin
Fabrication income	-	-	14	22	Cost plus margin
Purchases of goods	-	-	1	1	Cost plus margin
Fabrication cost	-	-	14	-	Cost plus margin
Insulation cost	-	-	1	-	Cost plus margin
Management fee income	-	-	57	50	Contract price
Service income	-	-	11	10	Contract price
Rental income	-	-	7	6	Contract price
Electric income	-	-	14	5	At cost
Interest income	-	-	1	-	1.5 - 2.0 percent per annum
Dividend income	-	-	30	171	Announced rate
<u>Transactions with related parties</u>					
Sales of goods	232	80	80	67	Market price
Purchases of raw materials	277	73	-	-	Market price
Fabrication cost	19	35	19	35	Contract price
Management fee	7	7	2	2	Contract price
Dividend income	3	3	3	3	Announced rate

As at 31 December 2014 and 2013, the balances of the accounts between the Company, its subsidiaries and those related companies are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
<b>Trade and other receivables - related parties (Note 8)</b>				
Subsidiaries	-	-	11,441	9,551
Related companies (related as the shareholders of the Company or common shareholders or directors)	180,326	54,157	81,948	42,242
<b>Total trade and other receivables - related parties</b>	<b>180,326</b>	<b>54,157</b>	<b>93,389</b>	<b>51,793</b>
<b>Trade and other payables - related parties (Note 16)</b>				
Subsidiaries	-	-	1,243	-
Related companies (related as indirect shareholders of the Company or shareholder of a subsidiary or investee of the Company)	26,108	7,249	18,227	2,744
<b>Total trade and other payables - related parties</b>	<b>26,108</b>	<b>7,249</b>	<b>19,470</b>	<b>2,744</b>



### Long-term loans to subsidiaries

As at 31 December 2014 and 2013, the balances of loans between the Company and its subsidiaries and the movements are as follow:

(Unit: Thousand Baht)

Loans to	Separate financial statements			Balance as at 31 December 2014
	Balance as at 31 December 2013	Increase during the year	Decrease during the year	
<b>CTW-Beta Company Limited</b>				
Loan	540,939	-	-	540,939
Add: Accrued interest	96,174	-	-	96,174
Total	637,113	-	-	637,113
Less: Allowance for doubtful accounts	(637,113)	-	-	(637,113)
Total	-	-	-	-
<b>Double D Cable Company Limited</b>				
Loan	20,000	15,000	-	35,000
Add: Accrued interest	78	515	-	593
Total	20,078	15,515	-	35,593
Total long-term loans to subsidiaries	20,078	15,515	-	35,593

Long-term loan to CTW-Beta Company Limited was loan in the form of at call on demand promissory notes bearing interest at the rate of time deposit 12 months of the commercial bank. During the year 2006, the Company ceased to calculate the said interest because of the uncertainty in receiving repayments. The Company considered adjusting the allowance to be at the anticipated repayment amount. (A total of Baht 103 million of interest receivable under the agreement was not recorded in its accounts. Interest income for the year ended 31 December 2014 and 2013 amounted to Baht 9 million and Baht 12 million, respectively).

Long-term loan to Double D Cable Company Limited was loan in the form of at call on demand bearing interest at the rate of time deposit 12 months of the commercial bank.

### Short-term loans from related company

The balance of short-term loans from related company as at 31 December 2013 was loans from Moon View Ventures Limited which was overseas related company without any interest charged. There was no remaining balance as at 31 December 2014 due to repayment during the current year.

### Directors and management's benefits

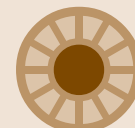
During the years ended 31 December 2014 and 2013, the Company and its subsidiaries had employee benefit expenses payable to their directors and management as below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Short-term employee benefits	75,543	87,267	53,733	62,382
Post-employment benefits	6,595	8,051	4,064	5,591
Total	82,138	95,318	57,797	67,973

### Guarantee obligations with related parties

The Company and its subsidiaries have outstanding guarantee obligations with their related parties, as described in Note 25.4 to financial statements.



## 8. Trade and other receivables

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
<u>Trade receivables - related parties</u>				
Aged on the basis of due dates				
Not yet due	112,775	21,594	24,897	25,024
Past due				
Up to 3 months	28,257	21,574	23,894	9,894
3 - 6 months	27,014	10,989	27,013	10,988
6 - 12 months	10,503	-	10,503	-
Over 12 months	1,777	-	-	-
Total trade receivables - related parties	180,326	54,157	86,307	45,906
<u>Trade receivables - unrelated parties</u>				
Aged on the basis of due dates				
Not yet due	1,434,431	1,933,231	658,285	1,113,952
Past due				
Up to 3 months	188,912	182,625	23,609	57,850
3 - 6 months	14,823	96,300	7,438	-
6 - 12 months	39,210	20,948	23,254	11,716
Over 12 months	93,967	30,273	22,342	13,190
Total	1,771,343	2,263,377	734,928	1,196,708
Less: Allowance for doubtful accounts	(85,826)	(16,333)	(2,773)	(7,039)
Total trade receivables - unrelated parties, net	1,685,517	2,247,044	732,155	1,189,669
Total trade receivables - net	1,865,843	2,301,201	818,462	1,235,575
<u>Other receivable</u>				
Other receivable - subsidiary	-	-	7,082	5,887
Other receivable	5,433	2,482	2,434	821
Total other receivables	5,433	2,482	9,516	6,708
Trade and other receivable - net	1,871,276	2,303,683	827,978	1,242,283

During the year 2014, the Company and its subsidiaries wrote-off bad debt and reversed the related allowance for doubtful accounts amounting to Baht 1 million (2013: Baht 25 million) (Separate financial statements: Nil, 2013: Baht 1 million).

## 9. Inventories

(Unit: Thousand Baht)

	Consolidated financial statements					
	Cost		Reduce cost to net realisable value		Inventories - net	
	2014	2013	2014	2013	2014	2013
Finished goods	694,628	671,876	(45,697)	(24,598)	648,931	647,278
Work in process	194,011	254,345	(8,632)	(7,097)	185,379	247,248
Raw materials and factory supplies	644,242	430,794	(41,602)	(11,436)	602,640	419,358
Goods in transit	308,329	155,281	(10,711)	-	297,618	155,281
Total	1,841,210	1,512,296	(106,642)	(43,131)	1,734,568	1,469,165



(Unit: Thousand Baht)

#### Separate financial statements

	Cost		Reduce cost to net realisable value		Inventories - net	
	2014	2013	2014	2013	2014	2013
Finished goods	466,377	415,075	(41,949)	(22,674)	424,428	392,401
Work in process	137,457	192,996	(4,730)	(5,360)	132,727	187,636
Raw materials and factory supplies	349,817	204,105	(19,192)	(4,880)	330,625	199,225
Goods in transit	172,423	132,015	(6,928)	-	165,495	132,015
Total	1,126,074	944,191	(72,799)	(32,914)	1,053,275	911,277

During the current year, the Company and its subsidiaries reduced cost of inventories by Baht 89 million (2013: Baht 19 million) (The Company only: Baht 65 million and 2013: Baht 19 million), to reflect the net realisable value. This was included in cost of sales. In addition, the Company and its subsidiaries reversed the write-down of cost of inventories by Baht 25 million (2013: Baht 29 million) (The Company only: Baht 25 million and 2013: Baht 13 million), and reduced the cost of sale during the year.

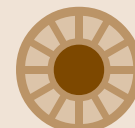
## 10. Investments in subsidiaries

Details of investments in subsidiaries as presented in separate financial statements are as follows:

(Unit: Thousand Baht)

Company's name	Paid-up capital		Cost		Dividend received during the year	
	2014	2013	2014	2013	2014	2013
Siam Fiber Optics Company Limited	240,000	240,000	144,000	144,000	18,000	9,600
Siam Pacific Electric Wire and Cable Company Limited	670,000	670,000	1,067,703	1,067,703	11,859	161,470
Double D Cable Company Limited	20,000	20,000	20,000	20,000	-	-
Shanghai Yayang Electric Company Limited	9,549	9,549	41,110	41,110	-	-
	Thousand USD	Thousand USD				
CTW-Beta Company Limited	100	100	100	100	-	-
Total			1,272,913	1,272,913	29,859	171,070
Less: Allowance for impairment loss of investments			(57,457)	(48,163)		
Total investments in subsidiaries - net			1,215,456	1,224,750		

During the year 2013, Double D Cable Company Limited called up an additional 75 percent of the value of its 200,000 ordinary shares with a par value of Baht 100 each, or a total of Baht 15 million, represented 100 percent held by the Company. In addition, Shanghai Yayang Electric Company Limited increased its registered share capital as described in Note 2.2 g) to the financial statements.



## 11. Investments in associates

### 11.1 Details of associates:

(Unit: Thousand Baht)

Company's name	Nature of business	Country of incorporation	Shareholding percentage		Cost		Carrying amounts based on equity method	
			2014	2013	2014	2013	2014	2013
			(%)	(%)				
Loxpac (Thailand) Company Limited	Providing telecommunication service	Thailand	25	25	379,246	379,246	105,151	105,151
Loxpac Hong Kong Co., Limited (Formerly known as "Loxley Pacific Hong Kong Co., Limited")	Investment & holding company	Hong Kong	25	25	302	302	5,261	2,923
Total					379,548	379,548	110,412	108,074
Less: Allowance for impairment loss of investment							(105,151)	(105,151)
Total investment in associated company - net							5,261	2,923

### 11.2 Share of gain/loss and dividend received

During the year 2014 and 2013, the subsidiary has not recognised its share of loss from investment in Loxpac (Thailand) Company Limited because the subsidiary already recognised the allowance for impairment loss of investment. In addition, there was no dividend income received from this associate.

During the current year, the subsidiary has recognised its share of gain from investment in Loxpac Hong Kong Co., Limited totally Baht 2.3 million (2013: Baht 2.9 million).

During the current year, no dividend received from this associate (2013: Baht 0.3 million).

### 11.3 Summarised financial information of associates

Financial information of the associated company is summarised below.

Company's name	Unit (Million)	Paid-up capital as at 31 December		Total assets as at 31 December		Total liabilities as at 31 December		Total revenues for the year ended 31 December		Profit (loss) for the year ended 31 December	
		2014	2013	2014	2013	2014	2013	2014	2013	2014	2013
Loxpac (Thailand) Company Limited	Baht	700	700	322	352	19	11	35	32	(37)	(24)
Loxpac Hong Kong Co., Limited (Formerly known as "Loxley Pacific Hong Kong Co., Limited")	EUR	0.03	0.03	3	3	2	2	1	1	1	1

The financial statements included investment in Loxpac (Thailand) Company Limited which based on the audited financial statements by other auditor. This associate invested mainly through its subsidiary established in the Democratic People's Republic of Korea, which often has political instability, and recorded investment in that subsidiary company by cost method. During the year 2013, the Company reviewed the allowance for impairment loss of this investment by considering discounted cash flows prepared by the Company's management. The Company therefore decided to record additional allowance for impairment amounting to Baht 14 million in the allowance for impairment of investment in an associate account in the consolidated financial statements and recorded the allowance for doubtful accounts for the long-term loans to subsidiaries in the separate financial statements.

During the year 2013, a subsidiary invested Euro 7,428 or equal to approximately Baht 0.3 million in Loxpac Hong Kong Co., Limited, represented 25% of the registered share capital of that company.



## 12. Other long-term investments

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
<b>Non-marketable equity securities</b>				
Thai Metal Processing Company Limited	22,500	22,500	22,500	22,500
Crown Century Holdings Limited	64,270	64,270	-	-
Total non-marketable equity securities	86,770	86,770	22,500	22,500
<b>Held-to-maturity debt securities</b>				
Subordinated debentures of BBL PLC.	11,000	11,000	-	-
Total held-to-maturity debt securities	11,000	11,000	-	-
Total other long-term investments	97,770	97,770	22,500	22,500

On 29 August 2013, a meeting of the Board of Directors of Siam Pacific Electric Wire and Cable Company Limited passed a resolution to invest in 7,800,000 shares of 5% non-cumulative convertible preferred stock of Crown Century Holdings Limited at a price of HKD 2 per share. The total investment value was Baht 64 million which represented 4 percent of the registered share capital. Crown Century Holdings Limited was incorporated in Hong Kong and its principle activities are investment holding and import and export trading.

During the year 2014, the Company received dividend from the long-term investments at Baht 3 million (2013: Baht 3 million).

## 13. Investment properties

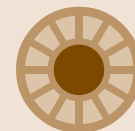
The net book value of investment properties as at 31 December 2014 and 2013 is presented below.

(Unit: Thousand Baht)

	Consolidated financial statements			Separate financial statements		
	Land - not being used for operation	Condominium and office building for rent	Total	Land - not being used for operation	Condominium and office building for rent	Total
<b>31 December 2014</b>	19,068	11,363	30,431	19,068	-	19,068
Cost						
Less Accumulated depreciation	-	(5,235)	(5,235)	-	-	-
Less Allowance for diminution in value	(417)	-	(417)	(417)	-	(417)
Net book value	18,651	6,128	24,779	18,651	-	18,651

(Unit: Thousand Baht)

	Consolidated financial statements			Separate financial statements		
	Land - not being used for operation	Condominium and office building for rent	Total	Land - not being used for operation	Condominium and office building for rent	Total
<b>31 December 2013</b>	19,068	11,363	30,431	19,068	-	19,068
Cost						
Less Accumulated depreciation	-	(4,667)	(4,667)	-	-	-
Less Allowance for diminution in value	(1,250)	-	(1,250)	(1,250)	-	(1,250)
Net book value	17,818	6,696	24,514	17,818	-	17,818



A reconciliation of the net book value of investment properties for the years 2014 and 2013 is presented below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Net book value at beginning of year	24,514	22,997	17,818	15,733
Depreciation charged	(568)	(568)	-	-
Reversal of allowance for impairment loss	833	2,085	833	2,085
Net book value at end of year	24,779	24,514	18,651	17,818

The fair value of the investment properties as at 31 December 2014 and 2013 is stated below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Land - not being used for operation	376,703	375,870	376,703	375,870
Condominium and office building for rent	21,186	20,279	-	-

The fair values of the above investment properties have been determined based on market price valuations performed by the accredited independent valuers.

## 14. Property, plant and equipment

(Unit: Thousand Baht)

	Consolidated financial statements						Total
	Land	Buildings and building improvement	Machinery and equipment	Furniture, fixtures and office equipment	Motor vehicles	Assets under installation and under construction	
<b>Cost:</b>							
1 January 2013	202,364	1,024,804	3,404,433	105,734	84,858	105,391	4,927,584
Additions	-	862	6,874	4,577	3,604	127,480	143,397
Disposals	-	(533)	(431,739)	(6,000)	(9,320)	-	(447,592)
Transfers	-	84,625	84,046	1,914	7,125	(177,710)	-
Translation adjustment	-	6,493	15,545	235	393	-	22,666
31 December 2013	202,364	1,116,251	3,079,159	106,460	86,660	55,161	4,646,055
Additions	-	3	14,829	3,195	2,629	83,835	104,491
Disposals	-	-	(48,689)	(3,449)	(1,740)	-	(53,878)
Transfers	-	13,728	48,306	1,412	-	(63,446)	-
Translation adjustment	-	(1,436)	(3,329)	(56)	(86)	(41)	(4,948)
31 December 2014	202,364	1,128,546	3,090,276	107,562	87,463	75,509	4,691,720
<b>Accumulated depreciation:</b>							
1 January 2013	-	(836,989)	(3,174,703)	(89,221)	(58,364)	-	(4,159,277)
Depreciation for the year	-	(33,388)	(52,492)	(5,328)	(9,874)	-	(101,082)
Depreciation on disposals	-	533	431,544	5,955	8,719	-	446,751
Translation adjustment	-	(2,583)	(11,943)	(151)	(317)	-	(14,994)
31 December 2013	-	(872,427)	(2,807,594)	(88,745)	(59,836)	-	(3,828,602)
Depreciation for the year	-	(33,814)	(57,551)	(6,054)	(10,495)	-	(107,914)
Depreciation on disposals	-	-	48,669	3,402	1,740	-	53,811
Translation adjustment	-	644	2,699	39	76	-	3,458
31 December 2014	-	(905,597)	(2,813,777)	(91,358)	(68,515)	-	(3,879,247)



(Unit: Thousand Baht)

Consolidated financial statements

	Land	Buildings and building improvement	Machinery and equipment	Furniture, fixtures and office equipment	Motor vehicles	Assets under installation and under construction	Total
--	------	------------------------------------	-------------------------	--	----------------	--	-------

Net book value:

31 December 2013	202,364	243,824	271,565	17,715	26,824	55,161	817,453
31 December 2014	202,364	222,949	276,499	16,204	18,948	75,509	812,473

Depreciation for the year

2013 (Baht 87 million included in manufacturing cost, and the balance in selling and administrative expenses)							101,082
2014 (Baht 95 million included in manufacturing cost, and the balance in selling and administrative expenses)							107,914

(Unit: Thousand Baht)

Separate financial statements

	Land	Buildings and building improvement	Machinery and equipment	Furniture, fixtures and office equipment	Motor vehicles	Assets under installation and under construction	Total
--	------	------------------------------------	-------------------------	--	----------------	--	-------

Cost:

1 January 2013	149,013	513,662	1,645,426	64,950	53,020	47,057	2,473,128
Additions	-	424	2,896	2,336	1,996	47,515	55,167
Disposals	-	-	(236,710)	(2,428)	(7,130)	-	(246,268)
Transfers	-	7,589	63,519	666	7,126	(78,900)	-
31 December 2013	149,013	521,675	1,475,131	65,524	55,012	15,672	2,282,027
Additions	-	504	6,804	1,918	-	44,373	53,599
Disposals	-	-	(135)	(1,987)	-	-	(2,122)
Transfers	-	12,501	5,264	1,412	-	(19,177)	-
31 December 2014	149,013	534,680	1,487,064	66,867	55,012	40,868	2,333,504

Accumulated depreciation:

1 January 2013	-	(416,337)	(1,529,273)	(55,247)	(32,016)	-	(2,032,873)
Depreciation for the year	-	(19,990)	(24,163)	(3,143)	(7,875)	-	(55,171)
Depreciation on disposals	-	-	236,683	2,394	6,823	-	245,900
31 December 2013	-	(436,327)	(1,316,753)	(55,996)	(33,068)	-	(1,842,144)
Depreciation for the year	-	(17,886)	(26,584)	(3,584)	(8,670)	-	(56,724)
Depreciation on disposals	-	-	115	1,940	-	-	2,055
31 December 2014	-	(454,213)	(1,343,222)	(57,640)	(41,738)	-	(1,896,813)

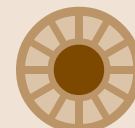
Net book value:

31 December 2013	149,013	85,348	158,378	9,528	21,944	15,672	439,883
31 December 2014	149,013	80,467	143,842	9,227	13,274	40,868	436,691

Depreciation for the year

2013 (Baht 48 million included in manufacturing cost, and the balance in selling and administrative expenses)							55,171
2014 (Baht 49 million included in manufacturing cost, and the balance in selling and administrative expenses)							56,724





As at 31 December 2014, the Company and its subsidiary had no vehicles under finance lease agreements (2013: Baht 0.4 million).

As at 31 December 2014 and 2013, certain plant and equipment items had been fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to approximately Baht 3,201 million and Baht 3,165 million, respectively (The Company only: Baht 1,503 million, 2013: Baht 1,481 million).

As at 31 December 2014, two subsidiary companies have pledged land and buildings and machinery amounting to approximately Baht 4 million and RMB 6 million (31 December 2013: Baht 6 million and RMB 6 million) as collateral against credit facilities received from financial institutions. In addition, a subsidiary has the released mortgaged of land and buildings amounting to Baht 70 million (31 December 2013: Baht 75 million) with a bank. However, the subsidiary is still restricted from selling, transferring or creating lien over the land and buildings without written consent from the bank.

## 15. Short-term loans from financial institutions and trust receipts

Short-term loans from financial institutions carry interest at rates of 5.9 - 6.7% per annum (2013: 6.1 - 6.6% per annum) while trust receipts carry interest at rates of 1.2 - 1.6% per annum (2013: 1.2 - 1.8% per annum). These are secured by pledges of fixed deposits of a subsidiary, by the mortgage of land, building and land leasehold right and the pledge of machinery by two subsidiaries and by guarantee provided by a subsidiary.

## 16. Trade and other payables

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Trade payables - related parties	9,996	5,549	4,300	2,313
Trade payables - unrelated parties	376,534	349,459	184,440	235,670
Other payables - related parties	16,112	1,700	15,170	431
Other payables	38,715	41,872	29,537	26,324
Accrued expenses	99,223	145,429	72,332	101,702
<b>Total trade and other payables</b>	<b>540,580</b>	<b>544,009</b>	<b>305,779</b>	<b>366,440</b>

## 17. Provision for long-term employee benefits

Provision for long-term employee benefits, which represents compensation payable to employees after they retire from the company, was as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
<b>Defined benefit obligation at beginning of year</b>	<b>193,047</b>	<b>174,452</b>	<b>167,931</b>	<b>151,321</b>
Current service cost	9,868	9,877	8,085	8,107
Interest cost	7,709	6,987	6,629	6,062
Benefits paid during the year	(13,337)	(4,531)	(12,118)	(3,611)
Actuarial (gains) losses	23,253	(5,219)	19,323	(5,429)
Past service costs	-	11,481	-	11,481
<b>Defined benefit obligation at end of year</b>	<b>220,540</b>	<b>193,047</b>	<b>189,850</b>	<b>167,931</b>
Unrecognised transitional provisions	(15,963)	(31,926)	(11,745)	(23,491)
Unrecognised past service costs	(62,353)	(66,806)	(62,353)	(66,806)
<b>Provisions for long-term employee benefits at end of year</b>	<b>142,224</b>	<b>94,315</b>	<b>115,752</b>	<b>77,634</b>



Long-term employee benefit expenses included in the profit or loss consist of the following:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Current service cost	9,868	9,877	8,085	8,107
Interest cost	7,709	6,987	6,629	6,062
Transitional liability recognised during the year	15,963	15,964	11,746	11,746
Past service costs recognised during the year	4,453	5,129	4,453	5,129
<b>Total expenses recognised in profit or loss</b>	<b>37,993</b>	<b>37,957</b>	<b>30,913</b>	<b>31,044</b>
Line items in profit or loss under which such expenses are included				
Cost of sales	24,285	25,430	19,335	20,510
Selling and administrative expenses	13,708	12,527	11,578	10,534

As at 31 December 2014, cumulative actuarial losses, which were recognised in other comprehensive income of the Company and its subsidiaries, amounted to Baht 52 million (2013: Baht 28 million) (The Company only: Baht 47 million and 2013: Baht 28 million).

Key actuarial assumptions used for the valuation are as follows:

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
	(% per annum)	(% per annum)	(% per annum)	(% per annum)
Discount rate	3.2	4.3	3.2	4.3
Average future salary increase rate (depending on age)	6.0	6.0	6.0	6.0
Average staff turnover rate (depending on age)	0.0 - 18.0	0.0 - 18.0	0.0 - 10.0	0.0 - 10.0

The amounts of defined benefit obligations and experience adjustments for the current year and the past three years are as follows:

(Unit: Thousand Baht)

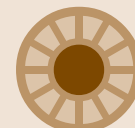
	Defined benefit obligation		Experience adjustments on the obligation	
	Consolidated financial statements	Separate financial statements	Consolidated financial statements	Separate financial statements
Year 2014	220,540	189,850	(135)	(518)
Year 2013	193,047	167,931	7,207	6,910
Year 2012	174,452	151,321	24,459	21,969
Year 2011	85,127	61,385	-	-

## 18. Statutory reserve

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

## 19. Expenses by nature

Significant expenses classified by nature are as follows:



(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Raw materials and consumables used and purchase finished goods	5,336	5,048	2,070	1,969
Changes in finished goods and work in progress	38	25	4	35
Salaries and wages and other employee benefits	479	504	307	331
Packing expenses	143	163	110	129
Fabrication expenses	19	35	33	35
Electric expenses	196	167	73	63
Repair and maintenance expenses	54	46	39	37
Depreciation and amortisation	109	103	57	55
Commission expenses	15	76	10	60
Allowance for doubtful accounts (reversal)	69	(24)	(4)	16

## 20. Income tax

Income tax expenses for the years ended 31 December 2014 and 2013 are made up as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
<b>Current income tax:</b>				
Current income tax charge	64,314	87,403	57,535	79,136
<b>Deferred tax:</b>				
Relating to origination and reversal of temporary differences	(15,143)	3,881	(9,846)	(2,022)
<b>Income tax reported in the statements of income</b>	<b>49,171</b>	<b>91,284</b>	<b>47,689</b>	<b>77,114</b>

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2014 and 2013 are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Deferred tax relating to actuarial gains (losses)	(4,650)	1,044	(3,865)	1,086

The reconciliation between accounting profit and income tax expense is shown below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Accounting profit before tax	133,120	395,961	250,656	522,302
Applicable tax rate	20% and 25%	20% and 25%	20%	20%
Accounting profit before tax multiplied by income tax rate	22,251	77,957	50,131	104,460
Effects of:				
Additional taxable income	167	63	1,885	2,417
Tax-exempt income	(1,440)	(1,263)	(6,944)	(34,889)
Non-deductible expenses	2,277	3,194	2,684	5,190
Additional expense deductions allowed	(217)	(276)	(67)	(64)
Loss for the current year	26,133	11,609	-	-
Total	26,920	13,327	(2,442)	(27,346)
Income tax expenses reported in the income statement	49,171	91,284	47,689	77,114



The components of deferred tax assets and deferred tax liabilities are as follows:

(Unit: Thousand Baht)

Statements of financial position

	Consolidated financial statements		Separate financial statements	
	As at 31 December 2014	As at 31 December 2013	As at 31 December 2014	As at 31 December 2013
<b>Deferred tax assets</b>				
Trade accounts receivable and inventories (differences in revenue recognition)	29	1,033	-	634
Allowance for doubtful accounts	2,775	3,267	555	1,408
Allowance for diminution in value of inventories	21,328	8,626	14,560	6,583
Allowance for impairment of investment in subsidiary	11,657	11,657	-	-
Allowance for asset impairment	83	250	83	250
Provision for accrued vacation leave	581	612	494	474
Provision for long-term employee benefits	28,445	18,863	23,150	15,527
Provision for loss on purchase raw material	265	-	-	-
Tax loss for the year	-	807	-	-
<b>Total</b>	<b>65,163</b>	<b>45,115</b>	<b>38,842</b>	<b>24,876</b>
<b>Deferred tax liabilities</b>				
Trade accounts receivable and inventories (differences in revenue recognition)	(255)	-	(255)	-
<b>Total</b>	<b>(255)</b>	<b>-</b>	<b>(255)</b>	<b>-</b>

As at 31 December 2014 the Company and its subsidiaries have deductible temporary differences and unused tax losses totaling Baht 353 million (2013: Baht 201 million). No deferred tax assets have been recognised on these amounts as the Company and its subsidiaries believe that they might not be used to offset taxable income in the future.

## 21. Earnings per share

Basic earnings per share is calculated by dividing profit for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

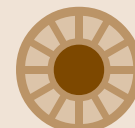
## 22. Segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance. The chief operating decision maker has been identified as the president of the group.

For management purposes, the Company and its subsidiaries are organised into business units based on its products and have four reportable segments as follows:

- The power cable segment, which consists of aluminum conductor power cable, copper conductor power cable and high-voltage power cable
- The communication cable segment
- The enameled wire segment, which consists of enameled copper wire and enameled aluminum wire
- The fiber optic cable segment

No operating segments have been aggregated to form the above reportable operating segments.



The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and total assets and on a basis consistent with that used to measure operating profit or loss and total assets in the financial statements.

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

The following tables present revenue, profit and total assets information regarding the Company's and its subsidiaries' operating segments for the years ended 31 December 2014 and 2013, respectively.

(Unit: Million Baht)

	For the year ended 31 December											
	Power cable segment <sup>1)</sup>		Communication cable segment		Enameled wire segment <sup>2)</sup>		Fiber optic cable segment		Other segments		Consolidated	
	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013
<b>Revenue</b>												
Sales	2,881	2,943	224	347	3,287	3,228	251	285	191	55	6,834	6,858
<b>Segment profit</b>	334	562	41	80	94	113	60	112	4	14	533	881
Unallocated income and expenses												
Other income											44	46
Selling expenses											(104)	(159)
Administrative expenses											(299)	(331)
Finance expenses											(43)	(44)
Share of profit from investment in associate											2	3
<b>Profit before income tax expense</b>											<b>133</b>	<b>396</b>
Income tax expense											(49)	(91)
<b>Profit for the year</b>											<b>84</b>	<b>305</b>
Non-controlling interests of the subsidiaries											29	(9)
<b>Profit attributable to equity holders of the Company</b>											<b>113</b>	<b>296</b>

<sup>1)</sup> Power cable segment consists of aluminum conductor power cable, copper conductor power cable and high-voltage power cable.

<sup>2)</sup> Enameled wire segment consists of enameled copper wire and enameled aluminum wire.

### Geographic information

Revenue from external customers is based on locations of the customers.

(Unit: Million Baht)

	2014	2013
Revenue from external customers		
Thailand	4,698	4,990
China	1,290	1,170
Hong Kong	359	321
Vietnam	248	187
Others	239	190
<b>Total</b>	<b>6,834</b>	<b>6,858</b>
Non-current assets (other than deferred tax assets)		
Thailand	1,116	1,133
China	86	95
<b>Total</b>	<b>1,202</b>	<b>1,228</b>

### Major customers

For the year 2014, the Company and its subsidiaries have revenue from one major customer in amount of Baht 694 million, arising from sales by the power cable segment (2013: Baht 803 million).



## 23. Provident fund

The Company together with its subsidiary and their employees has jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. The employees, the Company and its subsidiary contribute to the fund monthly at the rate of 5 percent of basic salary. The fund of the Company, which is managed by Bank of Ayudhya Public Company Limited and the fund of the subsidiary, which is managed by Bangkok Bank Public Company Limited, will be paid to employees upon termination in accordance with the fund rules. During the year 2014, the Company and its subsidiary contributed Baht 7 million (2013: Baht 7 million) (the Company only: Baht 5 million, 2013: Baht 5 million) to the fund.

## 24. Dividends

	Approved by	Total dividends (Thousand Baht)	Dividend per share (Baht)
Final dividends for 2012	Annual General meeting of the shareholders on 23 April 2013	238,743	0.6
Final dividends for 2013	Annual General meeting of the shareholders on 24 April 2014	278,533	0.7

## 25. Commitments and contingent liabilities

### 25.1 Capital commitments

As at 31 December 2014, the Company and its subsidiaries had capital commitments of approximately Baht 61 million relating to the construction of factory building improvement and Baht 7 million and USD 1 million relating to acquisition of machinery and equipment (31 December 2013: Baht 5 million relating to the construction of factory building improvement and USD 1 million relating to acquisition of machinery).

### 25.2 Operating lease and service commitments

As at 31 December 2014 and 2013, the Company and its subsidiary had commitments in respect of the lease of equipment, factory building and office building and the respect of service as follows:

(Unit: Million Baht)

	Unrelated parties		Related parties	
	31 December 2014	31 December 2013	31 December 2014	31 December 2013
Payable within 1 year	8	8	18	17
Payable within 2 - 5 years	-	-	3	18

(Unit: Million TWD)

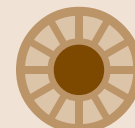
	Unrelated parties		Related parties	
	31 December 2014	31 December 2013	31 December 2014	31 December 2013
Payable within 1 year	-	-	2	2

### 25.3 Commitment to purchase raw materials

As at 31 December 2014 and 2013, the Company and its subsidiary had commitments to purchase raw materials as follows:

As at 31 December 2014

The Company and its subsidiaries	The Company only	Pricing/Metric ton	Foreign currency
(Metric ton)	(Metric ton)		
13,480 - 16,260	2,700	reference to the market price	
3,580 - 5,960	-	49,245	RMB
1,420	1,100	5,488 - 6,613	US dollar



#### As at 31 December 2013

The Company and its subsidiaries	The Company only	Pricing/Metric ton	Foreign currency
(Metric ton)	(Metric ton)		
12,520 - 15,470	3,700	reference to the market price	
100	-	51,603	RMB
1,050	200	7,258.95 - 7,414.89	US dollar
50	50	230,180	Baht

#### 25.4 Guarantee

a) As at 31 December 2014, the Company and subsidiary had guarantee obligations for bank credit lines of two subsidiaries at approximately Baht 30 million, USD 5 million and RMB 6 million (2013: Baht 75 million, USD 5 million and RMB 21 million).

b) As at 31 December 2014 and 2013, there were the following outstanding bank guarantees issued by the banks in respect of certain performance bonds required in the normal course of business by the Company and its subsidiaries.

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Letter of guarantee for bidding	177	270	169	270
Letter of guarantee for performance in accordance with the contracts	823	838	804	817
Letter of guarantee for utilities usage	32	35	17	19
	1,032	1,143	990	1,106

## 26. Financial instruments

### 26.1 Financial risk management

The Company's and its subsidiaries' financial instruments, as defined under Thai Accounting Standard No. 107 "Financial Instruments: Disclosure and Presentations", principally comprise the following:

#### Financial assets

- Cash and cash equivalents
- Current investments
- Trade and other receivables
- Restricted bank deposit
- Long-term loans to subsidiary
- Other long-term investments

#### Financial liabilities

- Short-term loans from financial institutions
- Trust receipts
- Trade and other payables
- Short-term loans from related company

The financial risks associated with these financial instruments and how they are managed is described below.

#### Credit risk

The Company and its subsidiaries are exposed to credit risk primarily with respect to trade and other receivables and loans. The Company and its subsidiaries manage the risk by adopting appropriate credit control policies and procedures. In addition, the Company and its subsidiaries sold goods to credit worthiness customers such as state enterprise and government agencies and therefore do not expect to incur material financial losses. In addition, the Company and its subsidiaries do not have high concentrations of credit risk since they have the large customer bases. The maximum exposure to credit risk is limited to the carrying amounts of trade and other receivables and loans as stated in the statement of financial position.

#### Interest rate risk

The Company and its subsidiaries are exposure to interest rate risk relates primarily to its cash at banks, short-term loans and trust receipts. Most of the Company's and its subsidiaries' financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.



Significant financial assets and liabilities classified by type of interest rate are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date or the repricing date if this occurs before the maturity date.

(Unit: Million Baht)

Consolidated financial statements as at 31 December 2014

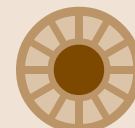
	Fixed interest rates		Floating interest rate	Non - interest bearing	Total	Effective interest rate (% p.a.)
	Within 1 year	Over 5 years				
<b>Financial assets</b>						
Cash and cash equivalents	705	-	654	33	1,392	0.1 - 1.9
Current investments	410	-	-	-	410	2.5 - 2.8
Trade and other receivables	-	-	-	1,871	1,871	-
Restricted bank deposit	239	-	-	-	239	1.1 - 1.3
Other long-term investments	-	11	-	87	98	4.4
	1,354	11	654	1,991	4,010	
<b>Financial liabilities</b>						
Short-term loans from financial institutions	309	-	-	-	309	5.9 - 6.7
Trust receipts	-	-	1,292	-	1,292	1.2 - 1.6
Trade and other payables	-	-	-	541	541	-
	309	-	1,292	541	2,142	

(Unit: Million Baht)

Separate financial statements as at 31 December 2014

	Fixed interest rates		Floating interest rate	Non - interest bearing	Total	Effective interest rate (% p.a.)
	Within 1 year	1 - 5 years				
<b>Financial assets</b>						
Cash and cash equivalents	-	-	383	7	390	0.3 - 1.7
Current investments	350	-	-	-	350	2.5 - 2.8
Trade and other receivables	-	-	-	828	828	-
Long-term loans to subsidiary	-	-	36	-	36	1.5 - 2.0
Other long-term investments	-	-	-	23	23	-
	350	-	419	858	1,627	
<b>Financial liabilities</b>						
Trust receipts	-	-	248	-	248	1.2 - 1.3
Trade and other payables	-	-	-	306	306	-
	-	-	248	306	554	





(Unit: Million Baht)

Consolidated financial statements as at 31 December 2013

	Fixed interest rates		Floating interest rate	Non - interest bearing	Total	Effective interest rate (% p.a.)
	Within 1 year	Over 5 years				
<b>Financial assets</b>						
Cash and cash equivalents	725	-	567	44	1,336	0.1 - 3.1
Trade and other receivables	-	-	-	2,304	2,304	-
Restricted bank deposit	262	-	-	-	262	1.6 - 2.3
Other long-term investments	-	11	-	87	98	4.4
	987	11	567	2,435	4,000	
<b>Financial liabilities</b>						
Short-term loans from financial institutions	214	-	120	-	334	6.1 - 6.6
Trust receipts	-	-	749	-	749	1.2 - 1.8
Trade and other payables	-	-	-	544	544	-
Short-term loans from related company	-	-	-	6	6	-
	214	-	869	550	1,633	

(Unit: Million Baht)

Separate financial statements as at 31 December 2013

	Fixed interest rates		Floating interest rate	Non - interest bearing	Total	Effective interest rate (% p.a.)
	Within 1 year	1 - 5 years				
<b>Financial assets</b>						
Cash and cash equivalents	200	-	334	9	543	0.4 - 3.1
Trade and other receivables	-	-	-	1,242	1,242	-
Long-term loans to subsidiary	-	-	20	-	20	2.0 - 2.3
Other long-term investments	-	-	-	23	23	-
	200	-	354	1,274	1,828	
<b>Financial liabilities</b>						
Trust receipts	-	-	161	-	161	1.3 - 1.5
Trade and other payables	-	-	-	366	366	-
	-	-	161	366	527	

**Foreign currency risk**

The Company and its subsidiaries are exposure to foreign currency risk arises mainly from trading transactions and borrowings that are denominated in foreign currencies. The Company and its subsidiaries seek to reduce this risk by entering into forward exchange contracts when it considers appropriate. Generally, the forward contracts mature within one year.

The balances of financial assets and liabilities denominated in foreign currencies are summarised below.

Foreign currency	Financial assets as at 31 December		Financial liabilities as at 31 December		Average exchange rate as at 31 December	
	2014	2013	2014	2013	2014	2013
	(Million)	(Million)	(Million)	(Million)	(Baht per 1 foreign currency unit)	
US dollar	13	6	46	26	32.9630	32.8136
Japanese Yen	-	-	12	-	0.2738	0.3130



The Company and its subsidiaries had no foreign exchange contracts at 31 December 2014 and 2013.

#### **26.2 Fair values of financial instruments**

Since the majority of the Company and its subsidiaries financial instruments are short-term in nature or bear floating interest rates, their fair value is not expected to be materially different from the amounts presented in the statements of financial position.

A fair value is the amount for which an asset can be exchanged or a liability settled between knowledgeable, willing parties in an arm's length transaction. The fair value is determined by reference to the market price of the financial instrument or by using an appropriate valuation technique, depending on the nature of the instrument.

### **27. Capital management**

The primary objective of the Company and its subsidiaries capital management is to ensure that it has an appropriate capital structure in order to support its business and maximise shareholder value. As at 31 December 2014, the Group's debt-to-equity ratio was 0.54:1 (2013: 0.40:1) and the Company's was 0.20:1 (2013: 0.18:1).

### **28. Approval of financial statements**

These financial statements were authorised for issue by the authorised director of the Company on 27 February 2015.

## **Fee to the Auditor**

### **1. Audit fee**

The Company and its subsidiaries paid audit fee to :

- The Company's auditor for the year 2014 totaling Baht 4,920,000.
- Other than the Company's auditor but, related individual or related company of the Company's auditor for the year 2014 totaling Baht 0.

### **2. Non-audit fee**

The Company and its subsidiaries paid non-audit fee for the year 2014 totaling Baht 0.



**Charoeng Thai Wire & Cable Public Company Limited**

**Head Office** : 589/71 Floor 12A, Central City Tower,  
Bangna-Trad Road, Bangna Sub-district, Bangna District,  
Bangkok 10260, Thailand

**Telephone** : 0 2745 6118-30

**Fax** : 0 2745 6131-32

**Factory** : 35/1 Moo 22 Suwinthawong Road, Saladang  
Bang Nam Prieu District, Chachoengsao 24000

**Telephone** : 0 3859 3401-10

**Fax** : 0 3859 3400

website :

**[www.ctw.co.th](http://www.ctw.co.th)**

email :

**[sales@ctw.co.th](mailto:sales@ctw.co.th)**



[www.ctw.co.th](http://www.ctw.co.th)

“The investors can study more information about Charoong Thai Wire & Cable Plc. from Annual Information Disclosure Form (56-1 Form) on [www.sec.or.th](http://www.sec.or.th) or the Company’s website [www.ctw.co.th](http://www.ctw.co.th)”

