



ANNUAL REPORT
2014
รายงานประจำปี 2557



精益求精

ที่สุดของที่สุด (จิง อี้ อิว จิง)

เหนือสิ่งที่ดีที่สุด ยังมีสิ่งที่ดีกว่า
ชีวิต เป็นการเรียนรู้ เป็นการไขว่คว้า
เพื่อให้บรรลุสิ่งที่สุดท้ายอดอยู่เสมอ

แจ๊ค มินท์ อิงค์อเนศ

Striving for Excellence (Jīng Yì Qiú Jīng)

Excellence knows no limits.
Life is about dreaming and
Always striving for excellence.

Jack Min Intanate

美夢成真

ความฝันที่เป็นจริง (เหม่ย เม็ง เจิง เจิน)

ทุกคนมีความฝัน
ความสุดยอดของมนุษย์
คือการมุ่งมั่นทำให้ความฝันเป็นจริง

แจ๊ค มินท์ อิงค์อเนศ

Realising Beautiful Dreams (Méi Mèng Chéng Zhén)

Everyone has a dream.
The greatest achievement is
To make our beautiful dreams
come true.

Jack Min Intanate

Content

Message from the Chairman of the Board, the Executive Chairman and the President	106
Vision and Mission	108
Financial Highlight	110
General Information	112
Corporate Social Responsibility	118
1. Operating Business with Fairness	
2. Opposition to Corruption	
3. Human Rights	
4. Fair Treatment to Workforce	
5. Commitment to Consumers	
6. Environmental Management	
7. Development of Community and Society	
Nature of Business	124
Risk Factors	128
Shareholding Structure and Management	132
Shareholding Structure	132
Management	133
Board of Directors	133
Authorized Duties of the Board of Directors	136
Executive Committee	137
Authorized Duties of the Executive Committee	137
Audit Committee	138
Authorized Duties of the Audit Committee	138
Ongoing Management	139
Authorities and Duties of the President	139
Remuneration of Management	141
Other remunerations	141
Auditor's remuneration and other expenses	141
Related Parties and Connected Transaction	152
Management Discussion and Analysis	154
Report of the Board of Directors' Responsibility for the Financial Statement	160
Report of the Audit Committee	161
Report of the Independent Auditor	162
Financial Statements	164
The Principle of Good Governance	198
Additional Guidelines on the Prevention of Corruption Involvement	202
Protection of person who informs clue on misconduct, violation or files a complaint.	204
Policy for quality, professional health, safety, and environment	204
Policy for environmental training management of employees	204
Policy for Stock Trading	205

Message from the Chairman of the Board, the Executive Chairman and the President



Performance of the Company in 2014 was closed to those of the previous year. Even though it was still in the weakening direction under the sluggish economy and reduced purchase power, IT City Public Co., Ltd. operated business with carefulness and determined to maintain its market share, procured and increased additional new products which could respond to the needs of the customers, as well arranged campaigns to boost the sales both inside and outside the branches continually. The Company could achieve the targets quite satisfactorily with regards to increasing of performance efficiency as well as control volume and quality of inventory, the matter that the Company always places special attention to. We adjusted areas of the branch to make them have the right sizing with business opportunity. Accordingly, total rental areas of IT city have decreased despite having additional number of branches. For instance, in 2014 IT City has total 84 branches which increased from the number of 69 branches in 2013.

In 2015, the Company targets to increase total revenue up to 10%, as well as expand small branches "IT City Mobile" continually. We believe that what we have worked hard to lift up efficiency of performance in 2014 can support business operations of IT City and can also handle uncertainty of economic situation which might incur.

On behalf of the Board of Directors, we would like to thank all shareholders for confidence in and strong support of our operations as well as our business partners, our valued customers including our personnel who help IT City to move forward and achieve the set targets.

Mr. Kamol Juntima
Chairman of the Board

IT City Public Company Limited

Mr. Min Intanate
Executive Chairman

IT City Public Company Limited

Mr. Ekachai Sirijirapatana
President

IT City Public Company Limited

Vision and Mission



VISION

“To be a major player in the mass market segment of the IT Smartphone Tablet industry in Thailand, achieving sustainable profits for our shareholders”

MISSION

1. To constantly achieve sustainable growth for the maximum satisfaction of shareholders partners staff clients and society.
2. To maintain financial strength and appropriate risk management.
3. To work together as a team, where everyone is given equal importance.
4. To give the importance to and develop personnel to have working efficiency and responsibility.
5. To comply with the Good Corporate Governance, the Principles of Corporate Social Responsibility.
6. To support and assist the society and community.

Financial Highlight



Ratio Analysis

As at December 31, 2011 to 2014

	2011	2012	2013	2014
Liquidity ratio				
Current ratio (times)	2.20	2.14	2.39	2.35
Quick ratio (times)	0.94	0.82	1.08	1.12
Cash flow liquidity ratio (times)	0.47	0.19	0.18	0.15
Receivables turnover - total sales (times)	46.57	42.47	43.69	43.59
Collection period - total sales (days)	8	8	8	8
Receivables turnover - wholesale (times)	9.60	7.93	9.79	15.49
Collection period - wholesale (days)	37	45	37	23
Inventory turnover (times)	7.72	7.16	7.28	7.97
Inventory turnover period (days)	47	50	49	45
Account payable turnover (times)	11.30	9.97	10.42	11.02
Payment period (days)	32	36	35	33
Cash Cycle (days)	52	60	52	36
Profitability ratio				
Gross profit margin (%)	12.28	11.02	10.06	9.96
Operating profit margin (%)	3.51	0.75	(1.48)	(1.53)
Other profit margin (%)	1.14	1.12	1.32	1.26
Quality of earnings (%)	122.75	258.67	(122.13)	(96.09)
Net profit margin (%)	3.31	1.50	(0.16)	(0.23)
Return on equity (%)	21.08	8.48	(0.85)	(1.10)
Efficiency ratio				
Return on total assets (%)	13.32	5.36	(0.56)	(0.74)
Return on fixed assets (%)	166.08	77.59	22.61	25.19
Asset turnover (times)	4.02	3.57	3.42	3.30
Financial policy ratio				
Debt to equity (times)	0.59	0.58	0.47	0.49
Interest coverage ratio (times)	Na	Na	Na	Na
Fixed charge coverate ratio (cashflow adequacy) (times)	0.92	0.61	1.12	1.80
Dividend payout ratio (%)	88	83	0	0
Data per share				
Par value (Baht)	1.00	1.00	1.00	1.00
Book value per share (Baht)	3.01	2.99	2.96	2.93
Earnings per share (Baht)	0.63	0.25	(0.03)	(0.03)
Dividend per share (Baht)	0.55	0.21	0.00	0.00
Weighted average number of shares (Share)	345,762,351	349,398,859	349,398,859	349,398,859
Growth rate				
Total assets (%)	4.94	(1.51)	(7.48)	0.50
Total liabilities (%)	5.84	(2.63)	(19.00)	3.90
Sales and service income (%)	5.16	(9.82)	(8.92)	(6.86)
Cost of sales and services (%)	5.63	(8.52)	(7.93)	(6.76)
Selling and administrative expenses (%)	3.39	5.68	2.28	(7.27)
Net profit (%)	6.94	(59.10)	(109.96)	(28.07)

General Information



Innovation
Branding
Solution
Marketing
Analysis
Ideas
Success
Management



Business	IT CITY Public Company Limited is the Retail Superstore, selling computers, tablet, peripherals and smart phone other related IT products and smart phone under the trade name "IT CITY" which is a retail superstore chain, specialising in IT products. Its slogan is "The IT Superstore".
Location	Its headquarters is located at 604/3 Pantip Plaza Bldg., 5 th - 6 th Fl., Petchburi Road, Tanon Petchburi, Rajthevee, Bangkok 10400 Thailand
Home Page	www.itcity.co.th Tel : 0 2656 5030-45 Fax : 0 2656 5049
Capital	Its registered capital is 366,798,859 Baht which is divided into 366,798,859 shares with a par value of one Baht each.
Type and Amount of Stock Sold	Its paid-up capital is 349,398,859 Baht consisting of 349,398,859 ordinary shares with a par value of one Baht each.
Company's registration No.	0107545000349
Branches	Currently, IT CITY has a total of 84 branches in Bangkok and major cities throughout Thailand. They are as follows:

Branches	Location	Commencement Date
1. Pantip Plaza	5 th Floor, Pantip Plaza	November 1996
2. Zeer Street	3 rd Floor, Zeer Shopping Complex, Rangsit	May 2000
3. Seacon IT Market	1 st Floor, Seacon Square, Srinakarin	April 2001
4. Klang IT Center	5 th Floor, Klang Plaza Nakhon Ratchasima	August 2001
5. Tukcom-Sriracha	3 rd Floor, Tukcom, Sriracha	December 2001
6. Star IT	1 st Floor, Rayong Star Complex, Rayong	June 2002
7. IT Mall	4 th Floor, Fortune Tower	August 2002
8. Kadsuankaew	3 rd Floor, Kadsuankaew, Chiang Mai	April 2003
9. Central Rama III	6 th Floor, Central Rama III	August 2003
10. Central Bangna	4 th Floor, Central Bangna	September 2003
11. Central Airport	3 rd Floor, Central Airport Chiang Mai	September 2003
12. The Mall Ngamwongwan	5 th Floor, The Mall Ngamwongwan	December 2003
13. IT Plaza Samrong	4 th Floor, IT Plaza Samrong	December 2003
14. Nasa Center Suphanburi	3 rd Floor, Nasa Center Suphanburi	December 2003
15. Panthip Chiang Mai	2 nd Floor, Panthip Plaza, Chiang Mai	October 2004
16. Tukcom-Pattaya	5 th Floor, Tukcom, Pattaya	December 2004
17. IT Square Laksi	3 rd Floor, Laksi Plaza	October 2005
18. Siam Paragon	4 th Floor, Siam Paragon	December 2005
19. Royal Park Ratchaburi	2 nd Floor, Royal Park Shopping Mall	May 2006

Branches	Location	Commencement Date
20. Tukcom-Khonkhan	4 th Floor, Tukcom Kosa, Khonkhan	July 2006
21. Future Park Rangsit	3 rd Floor, Future Park Rangsit	August 2006
22. Pantip Plaza Ngamwongwan	4 th Floor, Pantip Plaza Ngamwongwan	September 2006
23. The Mall Ramkhamhaeng	4 th Floor, The Mall Ramkhamhaeng	October 2006
24. Fashion Island	3 rd Floor, Fashion Island	November 2006
25. Top IT Phisanulok	4 th Floor, Topland Arcade	May 2008
26. Big Jieng Nongkhai	2 nd Floor, IT Big Jieng Shopping Complex	November 2008
27. Harbor Mall Lamchabang	3 rd Floor, Harbor Mall Lamchabang Shopping Complex	December 2008
28. Saraburi	3 rd Floor, Taweekit Complex	August 2009
29. Pantip Plaza Bangkapi	4 th Floor, Pantip Plaza Bangkapi	September 2009
30. Singburi	3 rd Floor, Chai Saeng Department Store	October 2009
31. Chachoengsao	2 nd Floor, Eastern Complex	December 2009
32. The Mall Bangkae	3 rd Floor, The Mall Bangkae Department Store	February 2010
33. The Mall Nakhonratchasima	3 rd Floor, The Mall Nakhonratchasima Department Store	April 2010
34. Seree Lampang	4 th Floor, Seree Department Store	July 2010
35. Hua Hin Prachuapkhirikhan	3 rd Floor, Hua Hin Shopping Mall	August 2010
36. Kanchanaburi	3 rd Floor, Kanockan Department Store	October 2010
37. The Square Bangyai	3F Floor, The Square Building	December 2010
38. Markfour Phrae	3 rd Floor, Markfour Plaza	January 2011
39. Charoenphan Phayao	2 nd Floor, Charoenphan Department Store	September 2011
40. Roi-Et Plaza	3 rd Floor, Roi-Et Plaza Department Store	September 2011
41. Taweekit Buriram	3 rd Floor, Taweekit Plaza	December 2011
42. TukCom-Chonburi	4 th Floor, TukCom Chonburi Shopping Complex.	December 2011
43. Mega Bangna	2 nd Floor, Mega Bangna Shopping Center	May 2012
44. Gateway Ekamai	4 th Floor, Gateway Ekamai Shopping Mall	July 2012
45. Seacon Bangkae	3 rd Floor, Seacon Bangkae	September 2012
46. Central Khonkhan	5 th Floor, Central Plaza Khonkhan	December 2012
47. Central Chaengwattana	G Floor, Central Chaengwattana	January 2013
48. Tukcom-Udon Thani	3 rd Floor, Landmark Plaza	February 2013
49. Central Rama II	3 rd Floor, Central Rama II	March 2013
50. Tesco Lotus Pinklao	3 rd Floor, Tesco Lotus Pinklao	April 2013
51. Fortune Mercure	3 rd Floor, Fortune Town	April 2013

Branches	Location	Commencement Date
52. Home Work Phuket	1 st Floor, Home Work	June 2013
53. Tesco Lotus Samutsongkhram	1 st Floor, Tesco Lotus	July 2013
54. Tesco Lotus Singburi (Tha Wung)	1 st Floor, Tesco Lotus	July 2013
55. Tesco Lotus Ruamchok Chiangmai	1 st Floor, Tesco Lotus	August 2013
56. Tesco Lotus Samphran Nakhonpathom	1 st Floor, Tesco Lotus	September 2013
57. Tesco Lotus Klaeng Rayong	1 st Floor, Tesco Lotus	October 2013
58. Tesco Lotus Wiangsa Suratthani	1 st Floor, Tesco Lotus	October 2013
59. Tesco Lotus Suphanburi	1 st Floor, Tesco Lotus	November 2013
60. Central Festival Chiangmai	3 rd Floor, Central Festival	November 2013
61. Suk-Anan Saraburi	2 nd Floor, Suk-anan Park	November 2013
62. Tesco Lotus Songkhla	1 st Floor, Tesco Lotus	November 2013
63. Big C Supercenter Trang	2 nd Floor, Big C Supercenter	December 2013
64. Tesco Lotus Chalong Phuket	1 st Floor, Tesco Lotus	December 2013
65. Central Festival Hatyai	3 rd Floor, Central Festival	December 2013
66. Topland Phetchabun	4 th Floor, Topland Department Store	December 2013
67. Tesco Lotus Chainart	1 st Floor, Tesco Lotus	December 2013
68. Taweekit Supercenter Buriram	1 st Floor, Taweekit Supercenter	December 2013
69. Tesco Lotus Lom Sak Phetchabun	1 st Floor, Tesco Lotus	January 2014
70. Tesco Lotus Rochana Ayutthaya	2 nd Floor, Tesco Lotus	January 2014
71. Tesco Lotus The Walk Nakhonsawan	1 st Floor, Tesco Lotus	February 2014
72. Big C Supercenter Phisanulok	2 nd Floor, Big C Supercenter	February 2014
73. Tesco Lotus Samkong Phuket	1 st Floor, Tesco Lotus	February 2014
74. Laemtong Chonburi	2 nd Floor, Laemtong Shopping Plaza	February 2014
75. Big C Supercenter Kanlapaphruek	1 st Floor, Big C Supercenter	April 2014
76. Sermthai Mahasarakham	2 nd Floor, Sermthai Complex	May 2014
77. Tesco Lotus Nakhonnayok	1 st Floor, Tesco Lotus	May 2014
78. Kadkarm Mae Hong Son	1 st Floor, Kadkarm Plaza	July 2014
79. Tukcom Kosa II-KhonKhan	2 nd Floor, Tukcom Kosa II	October 2014
80. Robinson Roi-Et	2 nd Floor, Robinson Department Store	October 2014
81. Sripong Park Uttaradit	1 st Floor, Sripong Park Shopping Complex	October 2014
82. Robinson Prachinburi	2 nd Floor, Robinson Department Store	December 2014
83. Tukcom-Sriracha II	1 st Floor, Tukcom Kosa	December 2014
84. Robinson Mukdahan	2 nd Floor, Robinson Department Store	December 2014

Remark : IT Plaza Nakhon Ratchasima has been closed since December 2014.

References

a) Share registrar :

Thailand Securities Depository Co., Ltd.
4th, 6th-7th Floor, Stock Exchange of Thailand
62 Ratchadapisek Road, Klong Toey,
Bangkok 10110
Tel: +66 (0) 2359 1200
Fax: +66 (0) 2359 1262

b) Auditor :

EY Office Co., Ltd.
33rd Floor, Lake Ratchada Office Complex
193/136-137 Ratchadapisek Road,
Bangkok 10110
Tel: +66 (0) 2264 0777
Fax: +66 (0) 2264 0789-90

c) Lawyer :

Allen & Overy (Thailand) Co., Ltd.
22nd Floor, Sinthorn Building III,
130 Wireless Road, Bangkok 10330
Tel: +66 (0) 2263 7600
Fax: +66 (0) 2263 7699

Thamprawit International Legal and Account Consultants

481 Soi Intamara 33, Suthisan Road,
Din Daeng, Bangkok 10320
Tel: +66 (0) 2279 0751-2
Fax: +66 (0) 2271 1652



Corporate Social Responsibility



IT City Public Company Limited always realizes about operating business with corporate social responsibility. Its management policy has been formulated by adopting good governance principle to ensure that such policy shall be efficiently, transparently and accountability. Moreover, the Company's operating frameworks are also based on the operating guidelines of the Stock Exchange of Thailand. The Company also encourages all stakeholders, i.e. shareholder, business partner, employee, customer, competitor, society and environment to develop in all aspects and grow together in sustainable manner.

1. Operating Business with Fairness

The Company believe that running business with fairness creates the confidence to stakeholder which will be beneficial to the business long time. Hence, the Company operates business based on accuracy, fairness, non-exploitation, integrity reliability, mutual benefits with all stakeholders. The codes of conduct can be achieved by strictly complying with rules of law, having business ethics, being direct with business transaction or corresponding with government agencies opposing to bribery with government officials that leads to business convenience or business interest.

Responsibility to Shareholders

The Company constantly perform duties with integrity, make decision in operations with honesty, transparency, and benefit to the Company and the shareholders, manage the Company's business to achieve prosperity, stability, and provide the appropriate return to the shareholders, not to seek for one's own benefit or others from work operation, not to disclose the Company's secret nor use the Company's confidential information for one's own or others' benefit without permission from the Company, not to perform any action which may cause conflicts of interest with the Company without informing the Company.

Responsibility to Vendors

The Company has a policy to treat all vendors with fairness, maintain confidentiality, not exploit or take advantage of managing and conducting transactions with vendors, the Company emphasis on a relationship and fairness aim towards mutual benefits to vendors. The Company respects vendors right receiving necessary information to evaluating the Company equally. Consequently, it will continue to regularly disclose information on performance, financial data and all supporting information as required, The Company also maintains good sustainable and consistent relationship with vendors including not abuse vendors' information.

Responsibility to Employees

The Company provide appropriate return in accordance with the knowledge, capability, responsibility, and performance of staff, encourage, develop, and increase knowledge and capability of staff, comply with laws and regulations concerning labour law and welfare of the staff, treat the staff by focusing on the basic dignity of human being and respecting to the individual's rights.

Responsibility to Customers

The Company's products are filled with details and processes that need to convey to customers, the Company therefore provides all related services starting from offering consults and key information for further consideration where customers make the right decision and choice. The Company's products have been selected and legal requirements. The Company is against infringement of intellectual property. In addition, the Company adds a channel for customers recommendation and feedback on products and services including IT CITY staff service or any problem customers may have at Company's website : www.itcity.co.th or Company's facebook : www.facebook.com/itcityfanspage.

Responsibility to Competition

IT CITY perform trading competition under the scope of fair competition, not to seek for confidential information of competitors with illegal or corrupted methods, not to neither damage reputation of competitors with slander nor perform any action without truth and fairness.

Responsibility to Society

IT CITY provide support to activities which are beneficial to communities and the society as a whole, not to perform any action which cause damage to the reputation to the country, natural resources, and environment, not to offer cooperation or support to any person who performs illegal business or who is dangerous to the society and the national security, constantly provide awareness of responsibility toward the community and society within the Company.

2. Opposition to Corruption

The Company strongly determines to fight against corruption, for instance it shall not accept any form of corruption. It is also specified that the Company including any person and any department whose work concerning with business operation shall strictly comply with the anti-corruption policy. When they are dealing transaction or business with any official or any agency, they shall place importance on transparency and honesty in order to avoid any undertaking which might be inappropriate and contrary to good governance principle. Moreover, bribery to the official to make them facilitate the Company's or for benefits of the Company's business shall also be against. Highest disciplinary penalty shall be imposed to those who violate this policy. The Company also provides channel to notify clue on misconduct or complaint as follows:

- (1) Corporate Secretary: by sending a letter via postal service or directly by hand to:

Corporate Secretary,

IT City Public Company Limited, No. 604/3 Pantip Plaza Bldg., 5th- 6th Fl., Petchburi Road, Tanonpetchburi, Rajthevee, Bangkok 10400 or E-mail: chanchai_b@itcity.co.th

- (2) Internal Audit Department:

IT City Public Company Limited, No. 604/3 Pantip Plaza Bldg., 5th- 6th Fl., Petchburi Road, Tanonpetchburi, Rajthevee, Bangkok 10400 or E-mail: chirawan_p@itcity.co.th

Protection of person who informs clue on misconduct, violation or files a complaint.

Any employee or officer who files complaint, notifies clue, gives statement or provides information with honesty and does not have any intention to defame or cause damage to any person or the Company shall be protected from the Company, for instance, his/her position, job or workplace shall not be changed, or he/she shall not be suspended from job nor shall be threatened, harassed or treated unfairly. However, if it is necessary to change or cancel the protection measure for any person prior the arrangement under this policy becomes finalized, such undertaking must be granted approval from the Audit Committee first.

3. Human Rights

The Company is aware of and respects human rights by giving fair treatment to customers, employees, temporary staff, vendors, and all stakeholders without discrimination. The Company respects human rights on labor welfare without child labor. Work hours are according to Labor Law including suitable over time request and holidays.

Protection of Customer Information

The Company pays attention to customer confidentiality. All information related to customers is kept in a database. Access, add or edit to the database are required by authorization.

Fair Service and Treatment

The Company targets to treat all customers with clear fairness, at the same time, convey the message to all levels of employees for the best implementation. Practice guideline follows the same standard for all branches. All customers are treated with fairness and equality, without discrimination on level of income, gender, age. Queuing system is implemented, drinking water is served to all customers.

Human Rights Support

The Company supports government policy, complies with laws and regulations on human Rights. This becomes a fundamental for human resource management, improvement and monitoring transparency result. HR personnel have comprehensive understanding on key requirements on human Rights, on labor law and are able to apply to work as policy makers on work procedures related on human rights and labor rights. HR personnel are able to touch down to subordinates in each branch.



4. Fair Treatment to Workforce

The Company treats all workers with fairness based upon labor law and business circumstance. Staff receive fair remuneration and suitable for their responsibilities. They are received provident fund and treat the staff by focusing on the basic dignity of human being and respecting to the individual’s rights, monitor the maintenance of workplace environment to ensure the safety to life, health, body, and property of the staff.

5. Commitment to Consumers

The Company disclose the information of products and services with completeness, accuracy, and fairness to the customer and not to distort the fact, serve the need of consumers with quality products and excellent services, provide guarantees to products and services under the appropriate regulations, prepare customer service mechanism and system for the customers to conveniently complaint any dissatisfaction of products and services at Company’s Website or Company’s Facebook.

6. Environmental Management

The Company realizes the importance of the product quality, energy and environment preservation, global warming situation, and professional health and safety as parts of the business, campaign on energy saving among all staff, activity encouraging staff to switch off computer screen during lunch break or when not using it and administration management water, garbage, waste matter with systematically.

7. Development of Community and Society

The Company have strong determination to operate business through the nurturing of CSR mentality as well as business ethics and corporate governance. The company organizes social development activities in various forms focusing at voluntary participation of our employees. Above encourages them to recognize their participation role toward their own society. IT City on regular basis supporting different activities that we believe it will render highest benefits in social collaborative environment including activities initiated by both private and public sectors. Supporting education with funds and educational equipment for schools is a step of creating strong foundation of quality life for Thai children whom is considered as a hope for future of our country.





Nature of Business



IT CITY Public Company Limited is the retail superstore chain selling computers, tablets, peripherals, smart phone and other related IT products and smart phone under the trade name "IT CITY" which is a category killer in IT products. Its slogan is "The IT Superstore". IT CITY offers a variety of over 10,000 items. Beside being a retail business, IT CITY also sells products via wholesale to customers in both Bangkok and provinces. At present, IT CITY operates the following businesses :

1. IT CITY provides one-stop shopping for leading brands of personal computer, peripherals and smart phone which are classified into four main product categories, as follows :

Computer

a) It offers desktop and notebook computers tablet such as Acer, Apple, Asus, Dell, HP, Lenovo, MSI, Samsung, SVOA, Toshiba etc.

b) It also offers various brands of LED monitors, including leading brands such as Acer, LG, Samsung, etc.

Peripherals

It offers a wide selection of printers and scanners.

a) Printers include Ink Jet, Dot Matrix, Laser, Multi function and Photocopier etc. There are various brands such as Brother, Canon, EPSON, HP, Lexmark, OKI, Panasonic, Ricoh, Samsung, Xerox, etc.

b) IT CITY has provided several branded scanners, including Canon, EPSON, HP, etc.

Accessories

It offers various computer accessories like 3G Aircard, mouse, keyboard, computer software, ink and toner cartridge, printing paper, UPS, power bank, extension plug, loudspeaker, earphone, optical drive, CD/DVD, harddisk network equipment, cable, carry bags and smart phone accessories.

Others

It offers several branded Smart Phone, Digital LED TV, Home audio video device, video camera, digital camera, office equipment such as photo copy, fax, office telephone, sticker cutting machine, label printer and projector.

2. Establishment of repair and maintenance service center for computer equipment, supply of genuine parts from the manufacturers and provision of services by our expert technicians, The Company classifies type of services as follows:

(a) Selling "iCare" service with extended warranty for computers, monitors, projector, LCD television;

(b) "iClinic" to provide software installation and upgrade, computer set up and virus removal service;

(c) "iFix", a service center appointed by the manufacturers and the distributors, to provide repair and maintenance services for hardware as to transport goods which cannot be the Company to the manufacturers or the distributors for their further action.

The above operations are the integrated services which can distinguish the Company from its competitors. It can be regarded as an enhancement of good customer relationship and help boosting up revenues of the Company. To facilitate its customers, IT CITY has also cooperated with several financial institutions such as Easy Buy, First Choice, Paylife, Aeon etc. to provide information and several payment plans for the purchase of goods and service.

Revenue structure

The table below provides IT CITY's revenue structure over the past four years (2011 - 2014)

Revenue structure	2011		2012		2013		2014	
	Amount	%	Amount	%	Amount	%	Amount	%
Sales revenue								
1. Computer	3,105.90	47.38	2,937.38	49.68	2,685.06	49.67	2,335.30	46.40
2. Peripherals	846.65	12.92	846.46	14.32	736.78	13.63	666.00	13.23
3. Accessories	1,429.99	21.82	1,272.72	21.52	1,289.83	23.86	1,392.46	27.66
4. Others	1,020.61	15.57	723.46	12.23	558.73	10.34	516.32	10.26
Total Sales revenue	6,403.15	97.69	5,780.02	97.75	5,270.40	97.50	4,910.08	97.55
Service income								
5. Spare Parts	26.81	0.41	20.50	0.35	10.40	0.19	4.23	0.08
6. Services	70.98	1.08	61.80	1.05	59.28	1.10	60.12	1.19
7. Others	1.67	0.03	1.87	0.03	1.15	0.02	0.40	0.01
Sales and Service income	6,502.61	99.21	5,864.19	99.18	5,341.23	98.81	4,974.83	98.83
Other income	52.07	0.79	48.46	0.82	64.82	1.19	58.74	1.17
Total revenue	6,554.68	100.00	5,912.65	100.00	5,406.05	100.00	5,033.57	100.00
Revenue Growth	5.30%		-9.79%		-8.57%		-6.89%	

Company's objectives

IT CITY aims to become one of Thailand's IT Smartphone and Tablet superstore leaders with sustainable profits. At the end of 2015 the company plans to expand to cover 90 branches nationwide. This will enable IT CITY to become increasingly competitive with others in terms of economies of scale. The company also expects to be able to maintain first tier distribution from direct purchase from manufacturers and producers. This will enable IT CITY to make more rebate in a high volume purchase. Moreover, the company is continuously committed to offer a wide variety of products and services under the "One Stop Shopping" concept.

The Meeting of the Board of Directors of IT City Public Company Limited (“IT City”) No. 5/2010 held on 15 December, 2010 has resolved to approve the investment in newly set-up Joint Venture Company (“JV Company”) in the amount of 48 million Baht being 40% of 120 million Baht registered capital of “JV Company”. On 1 March 2011, a “JV Company” was incorporated under the name of “S P V I Company Limited” (S P V I). S P V I distributes IT products and accessories carrying the “Apple” brand through iStudio outlet and U Store outlet. The U Store’s business is to sell IT products solely to university students at large discounts. The Apple Corner located in IT City stores is another distribution channel for Apple products. The opening of Apple Corner outlets in IT City stores has resulted in an increase in the income.

On April 10, 2013 S P V I Co.,Ltd. has increased its registered capital from 120 million Baht to 200 million Baht by offering right to the existing shareholders, general public,directors and/or employees. During the meeting of the Board of Directors held on April 11, 2013, the meeting has approved for purchase of capital increase on pro rata basis totaled 10 million Baht. The purchasing of this capital increase made the Company have investment money of 58 million Baht, or accounting for 29% of the registered capital. Moreover, on December 6, 2013, S P V I Co., Ltd. has been listed in the Market for Alternate Investment (MAI) and trading activity of its shares has been commenced on December 19, 2013.

Branch Expansion for Service Provision

During 2014, the Company still has opened “IT City Mobile”. The newly opened branches have been designed to have smaller areas and focus on selling trendy products, i.e. smartphone and tablet. For the past year the Company has launched 16 nationwide branches The objective is that the Company wishes to expand the market in smart phone and tablet segment to make them accessible to all customer groups in all regions throughout the country, apart from expansion of its core products in computer notebook segment.

Sales Promotional Events

Each year, the Company arranges many promotional activities, i.e. X-Cite, IT Expo, Big Thanks and IT Festival. The objectives of such activities are for sales promotion and to return profits to the customers. The customers cannot only buy the products at lower price than normal price, they can also pay in installment via participating credit cards without any interest. Moreover, the participating customers or customers who purchase the products can also have a chance to receive awards given away by the Company. New products and technology are also launched during the promotional events, where the Company provides the employees to provide suggestions and knowledge to the interested customers. Besides from those events which are large trade shows which shall be held annually in all branches nationwide, the Company also arranges the road show event which emphasizes on arrangement at the provincial branches. Road show event can make the Company access to demands of the customers in each region throughout the country as well as can serve as another promotional channel.

Risk Factors



1. Risk associated with the Company's business

Obsolete Inventory

Computers and IT products are high technology products and thus sensitive to develop in technology. The introduction of new technologies could affect inventories, and in some cases the Company would have to sell its inventories at a loss. The Company therefore has a risk associated with inventories in regard to the depreciation of goodwill and outdated inventories.

To minimize the risk, the Company has implemented a number of inventory control measures. Each product section monitors, audits and analyses products and customers needs and places orders in correlation with sales forecasts. Moreover, in the fourth quarter of 2005, the Company installs new software named "Epicor" to replace the old system. This new software provides the point of sale system which is linked to its accounting system in the near real time basis. It is a groupware program designed to enable workers in the Company to easily share the most up-dated information including key analysis such as sale analysis, stock analysis, financial analysis etc. The result is more efficient inventory management and reduced risk related to inventory. The Company also holds monthly sales promotion campaigns to sell its outdated stock.

From the beginning of 2002, to improve the efficiency of inventory management, the Company adopted a stringent policy to set aside an allowance for the diminishing value of outdated stock by considering the aging of inventory. For the end of 2013 and 2014, the allowance for outdated stock represented 1.36 percent and 1.94 percent of total inventories. Details are shown as follows:

Aging	2013			2014		
	Allowance %	Value of Stock (Million Baht)	Provision Amount (Million Baht)	Allowance %	Value of Stock (Million Baht)	Provision Amount (Million Baht)
Over 6 Months	25.00	9.74	2.44	25.00	7.84	1.96
Over 9 Months	50.00	2.12	1.06	50.00	3.71	1.86
Over 1 Year	100.00	4.49	4.49	100.00	6.96	6.96
Total		16.35	7.99		18.51	10.78

Accounts Receivable

IT CITY sells computers and peripherals to two main groups of customers, which are retail and wholesale customers. The Company sells on a cash-only basis to retail customers, whilst it provides credit terms for wholesale customers. As at December 31, 2014 the total proportion of retail and wholesale sales was approximately 97:3. In the event wholesale customers default on payments, the Company would face a liquidity problem in terms of having insufficient funds to use as working capital for further purchases.

However, the Company has a stringent credit policy and has a wide coverage of wholesale customer base. As these customers have long-term relationships and credible records with the

Company, it does not expect to sustain significant damage from uncollectable accounts receivable. Moreover, the Company has applied a strict policy to set aside allowances for doubtful accounts. For the aging of accounts that exceed three months, the Company had set an allowance of 50 percent. For the aging of accounts that exceed six months the Company had set an allowance of 100 percent of the outstanding payment. As at December 31, 2013, the aging of accounts over three months amounted to Baht 7 thousand and the aging of accounts over six months amounted to Baht 32 thousand, respectively. The total amount of provisions for doubtful accounts receivable was Baht 35 thousand or accounting for 0.03 percent from all total account receivable.

As at December 31, 2014, the aging of accounts over three months amounted to Baht 0 and the aging of accounts over six months amounted to Baht 0 respectively. The total amount of provisions for doubtful accounts receivable was Baht 0 or accounting for 0 percent of total accounts receivable.

2. Risk related to competition

The Company is a retailer that has both direct competitors, such as IT superstores, “Mom and Pop” stores, dealers and chain retailers, and indirect competitors, such as systems integration and IT consulting firms.

The Company may be affected where an international IT superstore invests in Thailand, such as Best Buy of the US, Courts of the UK, or Harvey Norman of Australia. This would affect small retailers as well as IT CITY and other IT superstores.

With continuing developments in technology, IT manufacturers will continue to develop methods to reduce production costs, which will lead to reductions in selling prices. However, this should have no significant impact on the average returns of the industry.

To offset this risk, the Company is expanding its branches to cover major areas within Bangkok as well as the suburbs. This will provide the Company with an increased competitive advantage in terms of economies of scale and an enhanced customer base. The Company therefore believes the possible effects related to competition would be minimal.

3. Risk related to dependence upon a major shareholder who holds more than 25 percent of the issued capital

As at March 13, 2014 (the most recent date), IT CITY’s major shareholder was SVOA Plc., holding 31.96 percent of the total paid-up capital of IT CITY. Such major shareholding proportion would result in SVOA’s ability to control resolutions of shareholders’ meetings regarding legal and regulation issues which require at least three-fourths of the total number of shareholders who attend the meeting and have the right to vote. As SVOA’s shareholding is more than 25 percent, it is able to vote certain resolutions which would contribute to the inability to vote of minor shareholders.

4. Risk related to the major shareholder who may have a conflict of interest with the Company in regard to having a similar business lines

The main businesses of SVOA, the Company's major shareholder, is to distribute IT products, provide systems integration and information technology services, and to provide IT products to the government and business sectors. IT CITY and SVOA may have a conflict of interest since they deal in similar types of products. However, IT CITY does not provide systems integration and information technology services and IT CITY and SVOA have different target markets. IT CITY's main target market comprises of retail customers, whilst SVOA sells its products mainly to retailers and large enterprises.

IT CITY and the SVOA group of companies have related transactions in terms of purchase and sales transactions. For the year ended December 31, 2013 and 2014, the Company purchased products from SVOA amounting to 1.19 percent and 0.75 percent of its total purchase costs in 2013 and 2014, respectively. The Company sold products to SVOA amounting to 0.04 percent and 0.04 percent of its total wholesale volume in 2013 and in 2014, respectively.

According to the said shareholding structure, IT CITY and the SVOA group of companies may have a conflict of interest since they operate similar types of businesses. The Company has therefore taken measures to eliminate such conflict of interest.

1) SVOA and IT CITY are independent entities, although they share one director : Mr. Thienchai Srivichit. The measures included requiring that authorized signatories on behalf of IT CITY comprise directors of the SVOA Group and other authorized directors with Company's seal.

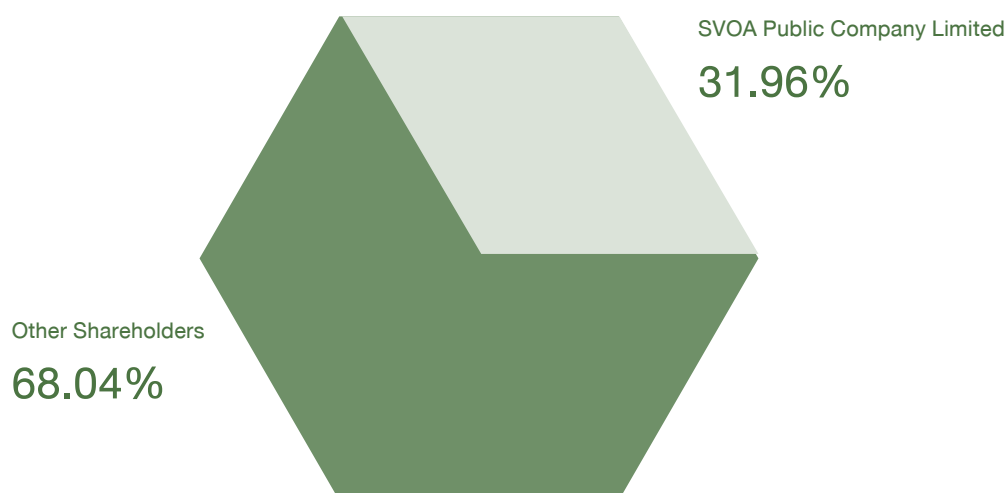
2) The Company also appointed an audit committee to audit and provide opinions in regard to connected transactions between IT CITY and SVOA.

3) In addition, the Company barred persons who may have a conflict of interest from voting for a resolution in regard to a connected transaction.

Shareholding Structure and Management



Shareholding Structure



Shareholders:

As at March 13, 2014 (the most recent date), the top ten major shareholders include:

Existing shareholding	As at March 13, 2014	
	No. of share	% of shareholding
1. SVOA Public Co., Ltd	111,666,601	31.96
2. Ms. Patchara Kiatnuntavimon	14,467,794	4.14
3. Mr. Weerapat Punsak-udomsin	13,806,455	3.95
4. Ms. Somsong Laphanonrat	10,339,800	2.96
5. Ms. Jidapa Kantasusira	9,000,000	2.58
6. Mr. Junlamate Harnchaikul	6,472,100	1.85
7. Mr. Suchart Panichpakdee	6,043,847	1.73
8. Mr. Komol Jungreangkit	5,762,900	1.65
9. Ms. Pawinee Punsak-udomsin	5,058,826	1.45
10. Mr. Chatchai Songsaengcharoen	4,370,600	1.25
Other shareholders	162,409,936	46.48
Total	349,398,859	100.00

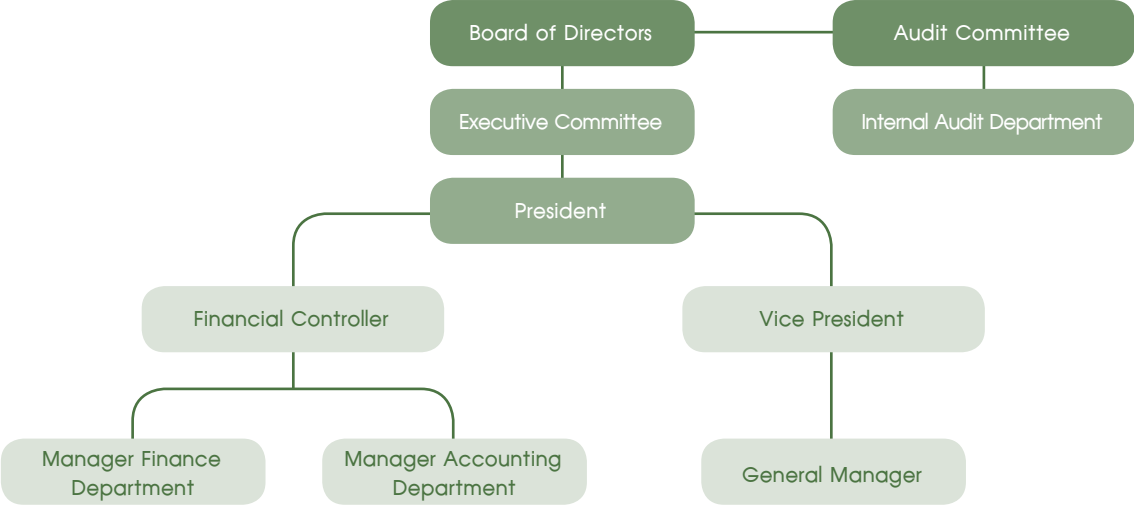
Remark : Investor can see the current top ten major shareholders from company's website (www.itcity.co.th) before the annual general shareholders meeting.

Dividend Policy

The Company currently has a policy of paying a cash dividend of not less than 50 percent of net profit after taxation : however, the dividend payment shall not affect the Company's operations.

Management

Management Structure



The Company is governed by three bodies : the Board of Directors, the Executive Committee and the Audit Committee.

Board of Directors

As at December 31, 2014, the Board of Directors consisted of 11 members (each a Director), as follows:

- | | |
|---------------------------------|--|
| 1. Mr. Kamol Juntima | Chairman of the Board |
| 2. Mr. Thienchai Srivichit | Director |
| 3. Mr. Min Intanate | Director |
| 4. Mr. Boonpakorn Chokvathana | Director |
| 5. Mr. Karmthon Punsak-udomsin | Director |
| 6. Mr. Sujin Jityanyong | Director |
| 7. Mr. Noravat Suwarn | Independent Director and Chairman of Audit Committee |
| 8. Mr. Vichit Yanamorn | Independent Director and Audit Committee |
| 9. R.Sub.Lt. Suree Buranathanit | Independent Director and Audit Committee |
| 10. Mr. Damnoen Kaewthawee | Independent Director and Audit Committee |
| 11. Mr. Ekachai Sirijirapatana | President |

The Company’s Secretary

The Company’s Secretary is Mr. Chanchai Boonyasurakul.

Remark: Independent Director means Externally-recruited Director who is capable of protecting the benefits of every shareholder equally while ensuring that the conflict of interest between companies and individuals will not happen. A person to assume the position of Independent Director must meet the following requirements

1. Holding shares not more than one percent of total shares with voting rights of the Company, holding company, subsidiary company, associated company or juristic person with possible conflict, which shall be inclusive of the share held by related persons of such independent director.
2. Not being or used to be the director who takes part in the management of the Company, or an employee, staff member or advisor who receives a regular salary or is a controlling person of the Company, holding company, subsidiary company, associated company, subsidiary company of the same level or juristic person with possible conflict.
3. Not being a person who is related by blood or by laws as a parent, spouse, sibling and child including a child's spouse, to any management member, major shareholder, controlling person or the person who has been proposed to become the management member or controlling person of the company or subsidiary company.
4. Not having or used to have business relationship with the Company, holding company, subsidiary company, associated company or juristic person with possible conflict in a way which may prevent independent judgment, as well as not being or used to be the major shareholder, non independent director or management member of the entity having business relationship with the company, holding company, subsidiary company, associated company or juristic person with possible conflict.

Business relationship shall include normal trading transaction to the lease or rent of real estate, transaction related to assets or services, or financial support provision or reception by means of borrowing or lending, guarantee, providing collateral as well as other similar actions which make the company or its counter parties having liability against the other worth more than three percent of the net tangible assets of the company or more than Baht twenty million, whichever is lower. In addition, the calculation of such liability shall be as per the criteria on calculation of connected transaction as stipulated in the notification of the Securities and Exchange Commission re. disclosure of information and operations of the listed company concerning the connected transactions, mutatis mutandis. However, such consideration of liability shall be inclusive of the liabilities incurred during one-year period prior to the date of commencement of business relationship with the same person.

5. Not being or used to be the auditor of the Company, holding company, subsidiary company, associated company or juristic person with possible conflict and not being the major shareholder, non-independent director or management member or managing partner of the audit firm with staff being the auditor of the Company, holding company, subsidiary company, associated company or juristic person with possible conflict.

6. Not being or used to be the service provider in any professionals including legal advisor or financial advisor receiving the service fee exceeding Baht two million per year from the Company, holding company, subsidiary company, associated company or juristic person with possible conflict. Nevertheless, in the case of the professional service provider being the juristic person, the consideration shall extend to the major shareholder, non-independent director management member or managing partner of such professional service provider.
7. Not being the director who has been appointed as the representative of the Company major shareholder or shareholder whom is related to the major shareholder of the Company.
8. Having noother characteristics which may prevent from having independent opinions concerning with the business operation of the Company.

The Authorized Directors

The authorized directors comprise two groups : Group 1 - Mr. Kamol Juntima, Mr. Thienchai Srivichit, Mr. Min Intanate and Mr. Ekachai Sirijirapatana ; and Group 2 - Mr. Boonpakorn Chokvathana, Mr. Sujin Jityanyong and Mr. Karmthon Punsak-udomsin. Any one of each group may co-sign documents with the Company's seal affixed.

Director Meeting for the year 2014

Name	Total Attendance	Total Absence
1. Mr. Kamol Juntima	5	-
2. Mr. Thienchai Srivichit	5	-
3. Mr. Min Intanate	5	-
4. Mr. Boonpakorn Chokvathana	5	-
5. Mr. Karmthon Punsak-udomsin	5	-
6. Mr. Sujin Jityanyong	5	-
7. Mr. Noravat Suwarn	4	1
8. Mr. Vichit Yanamorn	5	-
9. R.Sub.Lt. Suree Buranathanit	5	-
10. Mr. Ekachai Sirijirapatana	5	-
11. Mr. Damnoen Kaewthawee	5	-

Authorized Duties of the Board of Directors

The Directors shall perform their duties in accordance with the laws, objectives and Articles of Association of the Company to protect the benefits of the Company. A summary of the authorized duties of the Board of Directors are:

(1) The Board of Directors shall hold an annual general shareholders' meeting within four months of the last day of the fiscal year of the Company.

(2) The Board of Directors shall hold a meeting at least once every three months.

(3) The Board of Directors shall prepare the balance sheet and income statement as of the last day of the fiscal year of the Company for submission to the shareholders' meeting for their consideration and approval.

(4) The Board of Directors may approve the granting of authority to any directors or director to take any action on behalf of the Board or grant authority to any persons the Board considers appropriate, and the Board may change, amend or cancel said authority whenever it deems appropriate.

The Board of Directors granted the Executive Committee authority to supervise the normal operations of the Company, which was already described in the duties and authorities of the Executive Committee. However, this authority does not include transactions in which any director or member of management has a material interest, directly or indirectly, or has a conflict of interest with the Company or its subsidiary, except where the transactions are in accordance with policies and measures which were already approved by the Board or where guidelines have already been established.

(5) Any Directors having a material interest, directly or indirectly, in any matter related to the Company must inform the Board immediately of such fact and will have no right to vote in such matter. The Board of Directors shall determine the Company's target, policy, business plan and budget and supervise the management of the Executive Committee to ensure it is in line with the Company's policy, with an exception for the following matters which require the approval of shareholders : a capital increase, capital reduction, debenture issuance, disposal or transfer of the business or a significant part thereof to other parties, the purchase or transfer of other businesses, and an amendment of Memorandum of Association or Articles of Association.

The Board of Directors shall supervise the Company to ensure it is in compliance with regulations of the SEC and SET, i.e. connected transactions, the disposal or acquisition of assets, etc.

(6) The Board of Directors shall determine the management structure, appointment of the Executive Committee, Chief Executive Officer, and members of other Committees.

(7) The Board of Directors shall monitor the Company's performance so as to compare it with the overall business plan and budget.

(8) No director shall engage in any business which has the same nature as and is in competition with the business of the Company or become a partner in an ordinary partnership or become a director of a private company or any other company operating a business which has the same nature as and is in competition with the business of the Company, either for his or her

own benefit or for the benefit of other persons, unless he or she notifies the shareholders meeting prior to the resolution of his or her appointment.

(9) A director shall notify the Company without delay when

1. he or she has a direct or indirect interest in any contract which is made by the Company ; and

2. when he or she holds shares or debentures of the Company or an affiliated company, and shall indicate any increase or decrease in the number of the director's total number of shares.

Executive Committee

As at December 31, 2014, the members of the Company's Executive Committee were as follows:

- | | |
|--------------------------------|----------------------|
| 1. Mr. Min Intanate | Executive Chairman |
| 2. Mr. Ekachai Sirijirapatana | President |
| 3. Mr. Pairoj Amatamahatana | Vice President |
| 4. Ms. Pantipa Thirakanokvilai | Financial Controller |

Authorized Duties of the Executive Committee

According to Board minutes No.5/2002 dated November 14, 2002, it was resolved that the authorized duties of the Executive Committee were to ensure that the normal daily business of the Company is in line with economic conditions, including the determination of policy, business plan, budget, management structure and overall management of the Company. The Executive Committee is to submit the plan to the Board for its consideration and/or approval and also monitor the Company's performance compared with its policy. The Executive Committee has the following authorized duties:

(1) Consider the annual budget as proposed by the management before submission to the Board. The Executive Committee approves of changes and additions of the interval annual budget during the period in which there is no Board meeting and provides a report of its actions to the next Board meeting.

(2) Approve expenditures not exceeding 30 million Baht.

(3) Approve important investments which were already contained in the budget and approved by the Board.

(4) Act as a consultant to management in respect of financial policy, marketing, personnel management, and others.

(5) Allocate pension funds which were already approved by the Board to employees or any persons in the employ of the Company.

The Executive Committee also has the authority to make decisions relating to any normal business transaction of the Company, which does not include approval of transactions which may cause a conflict of interest with the Company or its subsidiary (if any) according to the SET's regulations. The Executive Committee is required to obtain approval from the Board or Shareholders for connected transactions in accordance with the Company's Articles of Association or relevant laws, except for normal business transactions already covered by existing guidelines.

Audit Committee

As at December 31, 2014, the members of the Company's Audit Committee were as follows:

1. Mr. Noravat Suwarn Independent Director and Chairman of Audit Committee
2. Mr. Vichit Yanamorn Independent Director and Audit Committee
3. R.Sub.Lt. Suree Buranathanit Independent Director and Audit Committee
4. Mr. Damnoen Kaewthawee Independent Director and Audit Committee

Note : Mr. Noravat Suwarn possesses knowledge and experience in auditing the financial statement of the company and has passed the training course on Finance for Non-Finance Director of IOD.

Authorized Duties of the Audit Committee

According to Board meeting No. 3/2008 on August 6, 2008, it was resolved that the authorized duties of the Audit Committee are as follows :

(1) to review the Company's financial reporting process to ensure that it is accurate and adequate and co-operate with auditors and management to prepare the financial reports, including quarterly and yearly. The Audit Committee may suggest that the auditor inspect any transaction which is considered to be an important matter;

(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 Exchange's regulations, and the laws relating to the Company's business;

(4) to consider, select and nominate an independent person to be the Company's auditor, and to propose such person's remuneration, as well as to attend a non-management meeting with an auditor at least once 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:

1. an opinion on the accuracy, completeness and creditability of the Company's financial report,
2. an opinion on the adequacy of the Company's internal control system,
3. 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,
4. an opinion on the suitability of an auditor,
5. an opinion on the transactions that may lead to conflicts of interests,

6. the number of the audit committee meetings, and the attendance of such meetings by each committee member,

7. an opinion or overview comment received by the audit committee from its performance of duties in accordance with the charter, and

8. 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;

(7) to perform any other act as assigned by the Company's board of directors, with the approval of the audit committee;

(8) to perform the Audit Committee's report to the Company's board of directors at least once for each quarter.

Ongoing Management

As at December 31, 2014, the Company's current management team was as follows:

1. Mr. Min Intanate	Executive Chairman
2. Mr. Ekachai Sirijirapatana	President
3. Mr. Pairoj Amatamahutana	Vice President
4. Ms. Pantipa Thirakanokvilai	Financial Controller
5. Mr. Prawit Rugpises	General Manager
6. Ms. Vanida Sangkaew	Manager, Finance
7. Ms. Varunee Maneenual	Manager, Accounting

Authorities and Duties of the President

According to the Board meeting No. 5/2002 on November 14, 2002, it was resolved that the authorized duties of the Management are as follows:

(1) To be responsible for day-to-day operations.

(2) To carry out the Company's policies and to develop strategies according to policies set out by the Board of Directors.

(3) To ensure that such policies and strategies are applied properly so as to be in line with the objectives, regulations, policies, orders or resolutions by the shareholders, the Board, or the Executive Committee.

The authority of the President or any authority which the President assigns to other persons to manage or make decisions relating to normal business transactions of the Company, not including approval for transactions which may result in a conflict of interest with the Company or its subsidiary (if any) according to the SET's regulations. Connected transactions require approval of the Board or Shareholders in accordance with the Articles of Association or relevant laws, except for normal business transactions already covered by existing guidelines.

In addition, Board meeting No.5/2014 held on December 17, 2014 resolved to authorize Ms. Pantipa Thirakanokvilai, the Financial Controller, to co-sign along with Mr. Kamol Juntima or Mr. Thienchai Srivichit to conduct any litigation and/or make any agreement, document with any juristic person, government sector, state enterprise or others in the Company's normal course of business. This includes the opening of new branches and contacting banks or financial institutions. The resolution will enhance the Company's daily business operations.

Ms. Pantipa's authority does not include approval of transactions which may cause a conflict of interest with the Company or its subsidiary according to the SET's regulations. Connected transactions require the approval of the Board or Shareholders in accordance with the Articles of Association or relevant laws except for normal business transactions already covered by existing guidelines.

Appointment of Directors

No nominating committee has been established to select appropriate persons to hold the office of a director of the Company. The Board of Directors shall select a director according to qualifications as stated in the Public Limited Companies Act B.E. 2535, Section 68. The Board of Directors shall be elected by meetings of shareholders by majority vote.

Shareholder Voting Rights for the Selection of Directors

The Board of Directors shall be appointed by a shareholders' meeting according to the following procedures:

1. Each shareholder shall have one vote per one share.
2. Each shareholder shall cast his/her vote for one or more candidate for Board membership but shall not divide his/her voting rights amongst more than one candidate.
3. In a case where there is a tie amongst Board candidates, the Chairman of the meeting shall cast the deciding vote.

Remuneration of Management

Monetary Remuneration

a. The overall remuneration for the Board of Directors in the form of gratuity allowance and bonuses for 10 Directors throughout the year 2014 was 7,121,856 Baht with the following details

Name	Position	Total Monthly Remuneration for 2014	2014 Annual Bonus
1. Mr. Kamol Juntima	Chairman of the Board	3,281,856	-
2. Mr. Thienchai Srivichit	Director	360,000	-
3. Mr. Min Intanate	Director and Executive Chairman	360,000	-
4. Mr. Boonpakorn Chokvathana	Director	360,000	-
5. Mr. Kamthon Punsak-udomsin	Director	360,000	-
6. Mr. Sujin Jityanyong	Director	360,000	-
7. Mr. Noravat Suwarn	Independent Director and Chairman of Audit Committee	600,000	-
8. Mr. Vichit Yanamorn	Independent Director and Audit Committee	480,000	-
9. R.Sub.Lt. Suree Buranathanit	Independent Director and Audit Committee	480,000	-
10. Mr. Damnoen Kaewthawee	Independent Director and Audit Committee	480,000	-
Total		7,121,856	-

Remark: (1.) No.1 has been appointed by the Board of Directors to constantly supervise the management of the Executive Committee to ensure that it is in line with the Board of Directors' policy and has a position car for operation.

b. The overall remuneration for management and the Director who belongs to management in the form of salaries and bonuses for 7 persons in the year 2014 is 12 million Baht.

Other remunerations (if any)

The Company has paid the provident fund for 4 members of its management for 2014 with total amount of 423,379 Baht.

Auditor' remuneration and other expenses

Auditors' remuneration	Financial Year 2014
1. Auditing fee	1,125,000
2. Other service charges and expenses	20,000

Code of best practice

The Company is aware of the importance of the Code of Best Practice. The Board of Directors intends to fulfil all conditions of the code in accordance with the SET's guidelines for directors of listed companies.

Moreover, the Board of Directors has agreed to follow the Principles of Good Corporate Governance for Listed companies 2006 outlined by the SET, to benefit its operations. The Board will ensure that the Company and its management team maintain a high standard of best practice and transparency, which will result in an increase in confidence amongst shareholders, investors and other related parties

Monitoring of Insider Trading

The Company's policy, which is to monitor Directors and management for any misuse of inside information for personal benefit, is as follows:

The Company informs Directors and Management of their duty to prepare and disclose reports of shareholding and any shareholding by their spouses and minor children, including changes in such holding in the Company under the rules and procedures specified in Section 59 of the SEC Act B.E. 2535 and the penal provision under Section 275 of the SEC Act.

The Company forbids Directors, Management and employees including their spouses and minor children to buy, sell, or transfer the Company's securities to prevent trading by using insider information. In case those persons buy, sell, or transfer the Company's securities by not using insider information, such persons are required to report said transactions to the SEC and the SET within three days from the transaction date and submit a report to the Financial Controller as evidence.

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.

Employees

As at December 31, 2014, IT CITY had 382 employees, as follows:

Department	Number of employees (persons)
Management	6
Wholesale and Warehouse	7
Retail and Product Management	104
Hardware Management - Store	4
Showroom sales - Store	107
Stock control - Store	33
Customer service - Store	36
Cashier - Store	44
Accounting, Finance, Personal, Administration	22
Marketing, MIS and Maintenance	15
Internal auditor	4
Total	382

As at December 31, 2013 total employees of the Company numbered 548.

Monetary compensation, including salaries and bonuses, to employees totalled 108.25 million Baht for the year ended 2013 and 91.46 million Baht for the year 2014. As at December 31, 2013 and 2014, the Company contributed Baht 1,602,829 and Baht 1,092,293 to the provident fund.

Human Resource Development Policy

The Company provides regular training and seminars to employees, including an orientation for new employees to assist them in understanding their duties and responsibilities. In addition, to enhance the efficiency and skills of management and employees, the Company has a policy for them to attend internal seminars.

For the past year, the Company emphasized on providing trainings to the employees on service provision for store managers, sales persons, technicians, stock keepers and cashiers by stressing that they must not only have knowledge, skills and ability to give accurate and credible information but they must also perform duties with responsibility and enthusiastically, particularly on service provision. To make all employees have good consciousness and render service with honesty and sincerely, so that the customers can have good impression, Moreover, their performance shall be assessed from time to time, The Company experts that such concept can develop quality of its personnel on sustainable basis.

Labour Disputes Over the Past Three Years

None.

Internal Control

On December 17, 2014 as the Board of Directors meeting No.5/2014 at which four Audit Committee members. The Board of Directors evaluated the Company's internal control system. The evaluation was done on the following five criteria :

1. Organization and Environment

The Board of Directors opines that the Company has clear organization chart and has specified scope of authority, responsibility of each department, having specified clear target of business operation which is measurable, which the setting of the target and work plan the management and each executive of each field of work have jointly considered and set the business target and the strategy of operation by using the result of operation in the past years as the basic information. It is then ensured to be properly and shall be able to achieve the target.

For our policy, operating regulation, and provision relating to ethics (Code of Conduct) were made in writing in order for directors, executives, and employees in all departments to use as a guideline for operation. Regarding this operating regulation, the Company has provided such in consideration of relevant laws and regulations including the effects which may occur to interested parties.

2. Risk Management

The Board of Directors opines that the Company has regularly considered and evaluated the risks that may affect the result of operation of the Company for setting management method and for controlling the risk to be at the acceptable level, and notified relevant staff to be aware of and to comply with the measurement of risk management.

3. Controlling

The Board of Directors opines that the Company has specified the scope of authority, approval credit limit of executive in each level clearly in writing, and completely separate duty and responsibility for approval work, account booking and information technology, and the looking after of property separately in order to examine each other. In case the Company has entered into transactions with the major shareholders, director, executive, or relevant persons, the Company shall propose such transaction through the Board of Directors Meeting and complete such transaction as if such were made with outsider.

4. Information Technology and Communication System

The Board of Directors opines that the Company has prepared the notice calling for the Board of Directors Meeting, stating information and details of agenda to the Board of Directors for consideration of at least 7 days before the meeting, and has made the complete minutes of the Board of Directors meeting which may be referable, and such can be used to examine the appropriateness in performing the duty of the Director.

The Company has selected the accounting policy that is generally accepted in accounting principle, and retained documents, supplement to records properly.

5. Mornitoring

The Board of Directors opines that the Company has added an agenda on monitoring the result of operation every quarter, in order to notify to the Board of Directors and to propose suggestions for work performing. For operation plan and budget, the Company will make and review them every year.

In case there is an internal audit, the Company has required the internal auditor to report the result directly to the Audit Committee, in order for the auditor to perform its duties independently and propose the auditing report in fact.

Resumes of Director Management and Secretary

No.	Name	Age (years)	Education	Share holding proposition in IT CITY (%)	Work Experience		
	Job Title				Period	Job Title	Company Name & Type of Business
1	Mr. Kamol Juntima Chairman and Authorized Director	76	Master of Public Administration, The National Institute of Development Administration Bachelor of Commerce, Bachelor of Accountancy Thammasat University National Defence College Degree (Class 33) Certificate, Directors Certification Program (Class 3) Certificate, Chairman 2000 (Class 4/2001)	0.29	Present	Chairman	IT CITY Plc.
					Present	Director and Chairman of Good Corporate Governance	Sahaviriya Steel Industries Plc.
					Present	Chairman	TRIS Corporation Limited
					Present	Chairman	Westcoast Engineering Co., Ltd.
					Present	Academic Committee in Finance and Accounting	Office of the Civil Service
					2008-2013	Chairman of Ethics Committee	Federation of Accounting Professions
					2007-2012	Chairman of Audit Committee and Evaluate, Government	Ministry of Education
					2000-2002	Chairman of the Board	Financial Sector Restructuring Authority
					1997-1998	Comptroller General	Ministry of Finance
					1996-1998	Chairman of the Board	The Government Lottery Office
1995-1996	Chairman of the Board	Small Industry Finance, Corporation (SIFC)					
2	Mr. Thienchai Srivichit Director and Authorized Director	83	The Institute of Chartered Accountants in England & Wales, London, UK National Defence College Degree Certificate of Attendance Director Accreditation Program Class 36 (DAP) Certificate of Attendance The Role of the Chairman Program Class 18 (RCP)	0.78	Present	Director	IT CITY Plc.
					Present	Chairman	SVOA Plc.
					1974 - Present	Lecturer	Bank Accounting Ramkhamhaeng University
					1988 - Present	Special Professor	Business Administration Faculty, Ramkhamhaeng University

No.	Name	Age (years)	Education	Share holding proposition in IT CITY (%)	Work Experience		
	Job Title				Period	Job Title	Company Name & Type of Business
3	Mr. Min Intanate Director and Executive Chairman and Authorized Director	60	Ph.D. in Law (Honorary), Dominican University of California, USA (2010) Ph.D. in Science (Honorary), Information Technology for Management, Mahasarakarm University Bachelor (Honorary) of Science, Computer Science, Faculty of Engineering and Agricultural Technology, Rajamangala University of Technology Thanyaburi Bachelor of Architecture, Fu Hsing Institute of Tecnology (Taiwan) Thailand Insurance Leadership Program, Class 1, Office of Insurance Commission DAP, Director Accreditation Program Class 36, Thai Institute of Directors RCP, Role of The Chairman Program Class 12, Thai Institute of Directors	0.23	Present	Director and Executive Chairman	Business Online Public Co., Ltd.
					Present	Director	Core & Peak Co., Ltd.
					Present	Director and Executive Chairman	IT CITY Plc.
					Present	Director and Executive Chairman	ARIP Public Co., Ltd.
					Present	Director	Advanced Research Group Co., Ltd.
					Present	Director	National Credit Bureau Co., Ltd.
					Present	Director	ABIKS Development Co., Ltd.
					Present	Chairman	D&B (Thailand) Co., Ltd.
					2013 - Present	Chief Executive Officer	SVOA Public Co., Ltd.
4	Mr. Boonpakorn Chokvathana Director and Authorized Director	79	Assumption Commercial College (1956) Bachelor's Degree of Economics, University of Nottingham, United Kingdom 1962 Certificate of Attendance Director Accreditation Program Class 3/2003 (DAP) Certificate of Attendance Director Certification Program Class 68/2005 (DCP) Certificate of Attendance The Role of Compensation Committee Program Class 7/2008 (RCC)	0.52	Present	Chairman	Newcity (Bangkok) Plc.
					Present	Chairman	Dr. Thiam Chokvathana Foundation
					Present	Vice Chairman	Saha Pathana Inter-Holding Plc.
					Present	Vice Chairman	Saha Pathanapibul Plc.
					Present	Director	IT CITY Plc.
					2003 - 2011	Director of Audit Committee	Bumrungrad Hospital Plc.
					1980 - 2011	Director	Bumrungrad Hospital Plc.

No.	Name	Age (years)	Education	Share holding proposition in IT CITY (%)	Work Experience		
	Job Title				Period	Job Title	Company Name & Type of Business
5	Mr. Karmthon Punsak-udomsin Director and Authorized Director	79	Secondary School, Pei Ing School Certificate of Attendance Director Accreditation Program Class 3/2003 (DAP) Certificate of Attendance Director Certification Program Class 68/2005 (DCP)	0.27	Present	Director	IT CITY Plc.
					1999 - Present	Director	Saha Patana Interholding Plc.
					1995 - Present	Vice Chairman	Thai President Foods Plc.
					Present	Director	Sampantamitr Co., Ltd.
					1998 - Present	Chairman	Universe Beauty Co., Ltd.
					1983 - Present	Chairman	Unifunds Co., Ltd.
					1981 - Present	Director	President Holding Co., Ltd.
					1980 - Present	Chairman	Uni Central Co., Ltd.
6	Mr. Sujin Jityanyong Director and Authorized Director	85	Secondary School Certificate of Attendance Director Accreditation Program Class 49 (DAP) Finance for Non-Finance Director Program (FN)	0.43	Present	Director	IT CITY Plc.
					1999 - Present	Chairman	Sampantamitr Co., Ltd
					1992 - Present	Director	Universe Beauty Co., Ltd.
					1979 - Present	Director	Sahanamtextile Co., Ltd.
7	Mr. Noravat Suwarn Independent Director and Chairman of Audit Committee	74	Master of Science (Ag. Econ.), University of Wisconsin-Madison, USA Bachelor of Economics, Thammasat University Certificate from the Director Accredited Program, Office of the Civil Service Commission (OCSO) National Defence College Degree (Class 35) Certificate of Attendance Directors Certification Program Class 15 (DCP) Certificate of Attendance The Role of The Chairman Program Class 12 (RCP) Certificate of Attend- ance Audit Committee Program Class 18 (ACP)	0	Present	Chairman	Business Online Plc.
					Present	Independent Director and Chairman of Audit Committee	IT CITY Plc.
					Present	Chairman	Online Business and Information Business Group, ARG
					Present	Chairman	KSK Insurance (Thailand) Plc.
					1999 - 2001	Director General of a Government Department	Department of Insurance, Ministry of Commerce
					1997 -1999	Director General of a Government Department	Department of Commercial Registration, Ministry of Commerce

No.	Name	Age (years)	Education	Share holding proposition in IT CITY (%)	Work Experience		
	Job Title				Period	Job Title	Company Name & Type of Business
8	Mr. Vichit Yanamorn Independent Director and Audit Committee	68	Master of Science (Computer Science), University of IOWA, USA Bachelor of Commerce and Accountancy (Statistics), Chulalongkorn University Certificate of Attendance Director Accreditation Program Class 34 (DAP) Certificate of Attendance Audit Committee Program, Class 18 (ACP)	0	Present	Independent Director and Audit Committee	IT CITY Plc.
					Present	Director	The New Continent Co., Ltd.
					Present	Information Technology Adviser	MBK Plc.
					Present	Independent Director	Thai Feedmill Co., Ltd.
					Present	Director	The Grand UB Co., Ltd.
					Present	Sub-Committee	Audit Committee and the public Sector Ministry of Social Development and Human Security
					2015 - Present	Non-executive Director, Member of the Risk Management Committee, and Member of the Nomination & Remuneration Committee	Thanachart Capital Public Company Limited
					2014 - Present	Independent Director, and Member of the Audit Committee	Net Bay Public Company Limited
2001 -2002	Senior Executive Vice President, Information Technology Service Group	Siam Commercial Bank Plc.					
9	R.Sub.Lt. Suree Buranathanit Independent Director and Audit Committee	80	Master of Political Science, Ramkhamhaeng University Bachelor of Political Science, Chulalongkorn University Certificate of Attendance Director Accreditation Program Class 18 (DAP) Certificate of Attendance Audit Committee Program, Class 18 (ACP)	0.03	Present	Independent Director and Audit Committee	IT CITY Plc.
					Present	Independent Director and Audit Committee	Asia Metal Plc.
					Present	Member of the Bangkok University Council	Bangkok University
					Present	Director	Thai Woman Watch
					Present	Adviser	Association of Private Higher Education Institutions of Thailand
					Present	Adviser	The Border Patrol Police Association of Thailand
					Present	Mediator	Thanyaburi Provincial Court
					Present	Chairman	Voraboon Housing Estate Juristic Person
					Present	Adviser	Sacred Heart Convent Alumni Association

No.	Name	Age (years)	Education	Share holding proposition in IT CITY (%)	Work Experience		
	Job Title				Period	Job Title	Company Name & Type of Business
10	Mr. Damnoen Kaewthawee Independent Director and Audit Committee	68	Diploma, Post and Telecommunications School (Class 23) (1965) Bachelor's degree in engineering (Communications and Telecommunications), King Mongkut's Institute of Technology Ladkrabang (1970) Master's degree in science (Computer Science), Chulalongkorn University (1976) Psychological Operations in Administration Course, Class 82, Applied Psychology Institute Information Technology for Senior Management Course, (CIO-20) Civil Service Commission Certificate of Attendance Director Accreditation Program (DAP)	0	Present	Independent Director and Audit Committee	IT CITY Plc.
					Present	Chairman	Infinite Electric (Thailand) Co.,Ltd.
					Present	Association	The Communications Authority of Thailand association (CATA)
					2013 - Present	Subcommittee strategy set Technology	Metropolitan Waterworks Authority
					2004-2007	Adviser	The Communications Authority of Thailand savings co-operative Ltd,
					2006-2007	Vice President Information Technology	CAT Telecom Plc.
					2008-2009	Adviser	The Commission Telecommunications Secretariat of the Council of Representatives.
					2008-2010	Director	Audit and evaluation. The Ministry of Culture
11	Mr. Ekachai Sirijrapatana Director, President and Authorized Director	60	Master of MBIS Georgia State University Certificate of Attendance Director Accreditation Program Class 33 (DAP)	0.36	Present	Director and President	IT CITY Plc.
12	Mr. Pairoj Amatamahatana Vice President	54	Master of MBIS, Georgia State University	0.18	Present	Vice President	IT CITY Plc.
13	Mr. Pravit Ruggises General Manager	51	Master of Business Administration, Bangkok University	0	Present	General Manager	IT CITY Plc.
14	Ms. Pantipa Thirakanokvilai Financial Controller	54	Bachelor of Business Administration, Thammasat University	0	Present	Financial Controller	IT CITY Plc.
15	Ms. Vanida Sangkaew Financial Manager	48	Bachelor of Business Administration, Rajabhat Institute Ban Somdejch	0	Present	Financial Manager	IT CITY Plc.
16	Ms. Varunee Maneenual Accountant Manager	39	B.B.A. Accounting Ramkhamhaeng University	0	Present	Accountant Manager	IT CITY Plc.

No.	Name	Age (years)	Education	Share holding proposition in IT CITY (%)	Work Experience		
	Job Title				Period	Job Title	Company Name & Type of Business
17	Mr.Chanchai Boonyasurakul Company Secretary	54	Bsc. Economics & Administration Kasetsart University	0	2002 - present	Company secretary	IT CITY Plc.
					Present	Company secretary	ARIP Public Company Limited
					Present	Director	Advanced Research Co.Ltd.
					Present	Director	Pro Management Solution Co.,Ltd.
					Present	Director	Pro Multi Service Co.,Ltd.
					Present	Director	Pro Business Development Co.,Ltd.
					Present	Director	Anet Co.,Ltd.
					Present	Director	Advanced Auditing Co.,Ltd.

Name Of Director, Executive Management and Controlling Person

Name	IT CITY	SVOA	Advanced Research Group	Core & Peak
1. Mr. Kamol Juntima	▲ ■			
2. Mr. Thienchai Srivichit	● ■	▲ ■		
3. Mr. Min Intanate	● ■ ◆	● ■ ◆	● ■	● ■
4. Mr. Boonpakorn Chokvathana	● ■			
5. Mr. Karmthon Punsak-udomsin	● ■			
6. Mr. Sujin Jityanyong	● ■			
7. Mr. Noravat Suwarn	●			
8. Mr. Vichit Yanamorn	●			
9. R.Sub.Lt. Suree Buranathanit	●			
10. Mr. Damnoen Kaewthawee	●			
11. Mr. Ekachai Sirijirapatana	● ■ ◆			
12. Mr. Pairoj Amatamahatana	◆			
13. Ms. Pantipa Thirakanokvilai	◆			

Remark: ▲ = Chairman ● = Director ■ = Authorized Director ◆ = Executive in Management Team

Resume of The Head of Internal Audit

No.	Name	Age (years)	Education	Share holding proposition in IT CITY (%)	Work Experience for the last 5 years	
	Job Title				Period	Job Title
1	Ms.Chirawan Thipkomut	45	Bachelor of Accountancy University of the Thai Chamber of Commerce Master of Business Administration Program University of the Thai Chamber of Commerce	0	2002 - Present	Internal Audit Manager

Related Parties and Connected Transaction



Disclosure of Connected Transaction

Details of Connected Transactions are shown in the remark of Financial Statements, section 6 “Related Parties and Connected Transaction”.

Opinion of the Audit Committee

Members of the Audit Committee of IT CITY, have considered the information relating to the above Connected Transactions and are of the view the Connected Transactions are reasonable and determined at market or fair rental price and are not different than transactions with other parties.

Necessity and Reasonableness of the Connected Transactions

The connected transactions were necessary and reasonable and provided maximum benefit to the Company. In addition, they were considered to be normal business transactions, and pricing as well as the terms and conditions were fair and reasonable. Therefore, the Audit Committee provided its opinion, as stated above.

Measures or Procedures to Approve Connected Transactions

In regard to approval of connected transactions, it will be required to comply with regulations of the SET and SEC. Interested parties will have no right to vote to approve such connected transactions. The issues of connected transactions and the acquisition/disposal of assets are already included in the Company’s Articles of Association. Regarding transactions which are considered normal business activities, the Company has already determined the level management who may approve such transactions.

Potential Future Connected Transactions

The Company is expected to continue its business transactions with related parties. The Company has appointed an Audit Committee to be responsible for releasing information of the Company that is complete and accurate in case it engages in connected transactions and/or the disposal and acquisition of assets or if a conflict of interest arises according to the accounting standards of the Accountants Association. The Audit Committee will work with auditors to disclose connected transactions.

Methods to Protect Investors

The Company clearly outlines details of connected transactions in its Articles of Association. Directors who have an interest in said connected transactions have no right to vote on such matters, except for normal business transactions already covered by existing guidelines.

The Audit Committee provides an opinion on the necessity and reasons of the transactions, and the Company discloses the type and value of all connected transactions in its annual report.

Management Discussion and Analysis



Operating Results

Income

Main income of the Company is from sales of products which is accounted for 99 percent of total income of the Company. Main products include computer, peripherals and accessories groups and others, i.e. smartphone, LED television which are accounting for approximately 98 percent of total income of the Company. Income from services is approximately 1 percent of total income of the Company for the past 4 years.

In 2012, income from sales and services decreased at the rate of 9.82 percent. Such decreased amount was due to the decreased sales of the existing branches and despite the opening of the new branches. In 2012, the Company has total 54 branches. In 2013, income from sales and services has reduced by 8.92 percent, even though 21 more branches have been opened and 6 branches have been closed down, which made the Company has 69 branches in 2013 in total. In 2014, the Company has opened 16 more branches and closed 1 branch, so it has 84 branches in total. Nonetheless, since the requirements of IT products have been highly impacted from the growth of smartphone coupled with the impact from the first car scheme of the government, therefore the growth rate of income from sales and services was still decreased to 6.86 percent. The Company began to resize the existing branches to make them have lesser areas and the new branches are designed to have appropriated space, which is approximately 20-200 square meters only and they are focused on selling the products currently in trend in the market, i.e. smartphone and tablet apart from the main product group of computer notebook under the name of "IT City Mobile". The Company believes that the policy on expansion of market of smartphone and tablet products to make them accessible to all customer groups in all regions nationwide can boost up the growth of income of sales and service in the future.

Cost of goods sold

From 2011, the growth rate of the cost of goods sold decreased by approximately 1.81 percent, which was in line with an decrease in sales and services in the same period.

From 2011 to 2013, the Company had gross profit margins of 12.28, 11.02 and 10.06 percent, respectively. For the year 2014, its gross profit margin was 9.96 percent.

Selling and administrative expenses

From 2011 to 2013 and 2014, its selling and administrative expenses to total income was 10.31 percent. Sales and services expenses consist of staff expenses, 23.07 percent ; rental expenses, 33.87 percent ; and other expenses, including depreciation, utilities, and credit card expenses of 25.00 percent of total selling and administrative expenses. The Company's management believes that in order to compete effectively in the IT market, the Company must manage its selling and administrative expenses more efficiently. To achieve this aim, it adopted a policy to reduce the ratio of selling and administrative expenses to total income.

In the past, although it was the Company's policy not to use external sources of funds such as bank loans as its major source of funds, it did obtain loans from banks. In recent years, the Company was able to generate a sufficient amount of income to repay all of its liabilities. From 2000, the Company had no further borrowings from banks or financial institutions.

Net profit

In 2012, the Company's net profit was 88.83 million Baht. In 2013 the Company's net loss was 8.85 million Baht, which decreased by 109.96 percent from the performance of 2012 because the growth rate of revenue from sales and services decreased 8.92 percent due to the demand for IT products was affected by the growth of smartphone and the government issued policy of 100,000 Baht refund for first car owners and also the intensified competition in IT industry, while the selling and administrative expenses increased by 2.63 percent due to 21 new branches in 2013.

For the year 2014, the Company's net loss was 11.33 million Baht, which decreased by 28.07 percent from the performance of 2013 because the growth rate of revenue from sales and services decreased 6.86 percent due to the demand for IT products has affected by the growth of smartphone and the intense competition in IT industry has caused lower gross profit margin, while the selling and administrative expenses decreased by 7.27 percent despite the opening of 16 new branches in 2014 due to the policy of resizing the existing branches to have lesser areas and strictly managing of selling and administrative expenses.

Financial Status

Assets

The Company's current assets at end of year 2011 to 2013 was 1,669.38 million Baht, 1,644.17 million Baht and 1,521.20 million Baht, respectively. As at December 31, 2013, the Company's current assets represented 75 percent of total current assets, and non-current assets represented 25 percent of the total. Its current assets comprised inventories-net of more than 38.2 percent, cash and cash at banks of more than 26.3 percent.

As at December 31, 2014, the Company had total assets of 1,528.84 million Baht, which increased by 0.50 percent due to the increase in cash and cash at banks. Moreover, the company's total account receivable has decrease from 117.69 million Baht to 110.55 million Baht. The Company's current assets represented 76 percent of total current assets, and non-current assets represented 24 percent of the total. Its current assets comprised inventories-net of 35.60 percent, cash and cash at banks of 29 percent.

Account Receivables

As at December 31, 2013 and 2014, the Company had account receivables of 117.73 million Baht and 110.55 million Baht, and net account receivables of 117.7 million Baht and 110.55 million Baht. The Company's policy in regard to allowance for doubtful accounts is to set aside an allowance for doubtful accounts of 50 percent for accounts ageing more than three months and

100 percent for accounts ageing more than six months but less than one year. As at December 31, 2013, the Company had account ageing more than three months of Baht 7 thousand and account ageing more than six months of Baht 32 thousand and set aside an allowance for doubtful account of Baht 35 thousand or 0.03 percent of total account.

As at December 31, 2014, the Company had account aging more than three months of Baht 0 and account aging more than six months of Baht 0 and set aside an allowance for doubtful accounts of Baht 0 or 0 percent of total account.

The Company has increased its focus on retailers, which account for 97 percent of its total sales and services, and expects sales from retailers will continue to grow in the future with the aim to increase its cash liquidity and net profit. The increase in sales to retailers has the effect of reducing the risk of incurring bad debts. Most wholesalers are existing customers with good track records. Therefore, the Company does not expect to incur any significant losses from these customers. At present, IT CITY sets aside full provisions for doubtful accounts.

In 2012, 2013 and 2014, the average collection period (wholesale only) was 23 - 45 days.

Inventories

At the end of 2011, 2012, 2013 and 2014, IT CITY had net inventories of 716.92 million Baht, 739.89 million Baht, 580.74 million Baht and Baht 543.61 respectively. Its net inventories comprised computers, peripherals, accessories and other products accounting for 42 percent, 14 percent, 32 percent and 12 percent, respectively. The decreases of inventories resulted from the decrease of sales and the number of branches each year. In 2011 seven, in 2012 seven and closed two, in 2013 twenty-one and closed six in 2014 sixteen and closed one.

To minimize the risk related to inventories, the management has implemented a number of inventory control measures. Each department monitors, audits and analyses products and customer's needs and places orders in correlation with sales forecasts. The introduction of new technologies could affect inventories, and in some cases the Company would have to sell its inventories at a loss for its outdated stock.

Moreover, in the fourth quarter of 2005, the company installs new software named "Epicor" to replace the old system. This new software provides the point of sale system which is linked to its accounting system in the near real time basis. It is a groupware programme designed to enable workers in the Company to easily share the most update information including key analysis such as sale analysis, stock analysis, financial analysis etc. The results are more efficient inventory management and reduced risk related to inventory.

In 2005, the Company adopted a stricter policy in regard to the allowance for the diminishing value of outdated stock. For the ageing of accounts that exceed six months but less than nine months, the Company's policy is to set aside 25 percent for account which exceed nine months but less than one year, 50 percent and for those which exceed one year, 100 percent. As at December 31, 2012 and 2013, the allowance for the diminishing value of outdated stock amounted to 6.53 million Baht and 8 million Baht, or 0.88 percent and 1.36 percent of total inventories.

As at December 31, 2014, the allowance for the diminishing value of outdated stock amounted to 10.78 million Baht, or 1.94 percent of total inventories.

The average inventory turnover for 2011, 2012, 2013 and 2014 were 47 days, 50 days, 49 days and 45 days, respectively. The average inventory turnover was 7.72 times, 7.16 times, 7.28 times and 7.97 times for 2011, 2012, 2013 and 2014, respectively. As its inventory turnover is quite high, IT CITY does not expect to set aside a significant amount of provisions for outdated stock.

Liquidity

From 2011 to 2014 the current ratio of the Company was 2.20 times, 2.14 times 2.39 times and 2.35 times and the quick ratio was 0.94 times, 0.82 times, 1.08 times and 1.12 times, respectively. In 2011-2014, the current ratio of the Company was high owing to its increase 12 times paid-up capital to existing shareholders, the public and director and/or employee and private investor to support branch expansion and sales growth in great amount.

In 2011, the Company has positive net cash flow from the operating activities of 280.53 million Baht due to the Company has enjoyed the revenue growth of 5.16 percent and net profit has increased of 6.94 percent while the inventory has decreased at the rate of 5.71 percent. Moreover, the Company put net cash in the investment activities of 124.37 million Baht while the net cash flow used in financing activities was 171.62 million Baht. The said amount can be divided into cash received from ESOP warrants exercising of 49.68 million Baht and cash for dividend paid for business operation in 2010 of 54.67 million Baht and the interim dividend payment for financial year 2011 was 166.63 million Baht. Therefore cash and cash equivalents have net decrease of 15.47 million Baht with the cash and cash equivalents as of December 31, 2011 reported at 411.12 million Baht.

In 2012, the Company has positive net cash flow from the operating activities of 113.60 million Baht due to the Company has enjoyed the revenue decrease of 9.82 percent and net profit has decreased of 59.10 percent while the inventory has increased at the rate of 3.20 percent. Moreover, the Company put net cash in the investment activities of 181.54 million Baht while the net cash flow used in financing activities was 97.83 million Baht for dividend paid for business operation in 2011 of 24.46 million Baht and the interim dividend payment for financial year 2012 was 73.37 million Baht. Therefore cash and cash equivalents have net decrease of 165.77 million Baht with the cash and cash equivalents as of December 31, 2012 reported at 245.35 million Baht.

In 2013, the Company has positive net cash flow from the operating activities of 96.23 million Baht due to the Company has enjoyed the revenue decrease of 8.92 percent and net profit has decreased of 109.96 percent while the inventory has decreased at the rate of 21.51 percent. Moreover, the Company put net cash in the investment activities of 105.76 million Baht cash and cash equivalents have net decrease of 9.54 million Baht with the cash and cash equivalents as of December 31, 2013 reported at 235.81 million Baht.

In 2014, the Company has positive net cash flow from the operating activities of 72.91 million Baht due to the Company has enjoyed the revenue decrease of 6.86 percent and net profit has decreased of 28.07 percent while the inventory has decreased at the rate of 6.40 percent. Moreover, the Company put net cash in the investment activities of 135.14 million Baht cash and cash equivalents have net decrease of 62.24 million Baht with the cash and cash equivalents as of December 31, 2014 reported at 173.58 million Baht.

Liabilities

As at the end of 2014, the Company had total liabilities of 505.37 million Baht, which increased by 3.90 percent compared with 2013 due to less cash payment to trade creditors in 2013 to take advantage of cash discount.

Since the Company purchases some product items from overseas, the Company has a certain amount due in foreign currency. The Company employs strict risk management control on foreign exchange rates, and thus, the Company bought forward contracts to cover all of its foreign currency debt. As at December 31, 2014, the Company held outstanding forward contracts of USD 270,864.

As at December 31, 2014, the Company had 3 months fixed deposits totaling 12.50 million Baht pledged with a bank to secure a Letter of Guarantee totaling 19 million Baht and USD 200,000 for Company's operation.

Source of funds

In the past, the Company's source of funds was obtained from shareholders' equity. As at December 31, 2014, the Company had paid-up capital of Baht 349,398,859 Its shareholders' equity was 1,023.47 million Baht, which decreased by 1.09 percent from 2013, and decrease in retained earnings of 11.33 million Baht. The profit sharing from associate company (S P V I) equaled 4.86 million Baht

On December 31, 2014, the Company's registered capital was Baht 366,798,859 divided into 366,798,859 shares at a par value of Baht 1 per share and paid up capital of Baht 349,398,859 divided into 349,398,859 shares at a par value of Baht 1 per share. The detail of warrants issue are shown in financial budget remark : 18.

Appropriateness of the Company's capital structure

As at December 31, 2011, 2012, 2013 and 2014, the Company's debt to equity ratio was 0.59 times, 0.58 times, 0.47 times and 0.49 times. The debt to equity ratio increase in 2014 because of 3.90 percent increase in total liabilities. However, if the Company opens more branches, it is possible that the ratio will increase again.

Factors and influences on the Company's future prospects

Since the Company plans to open 6 new branches in Bangkok and other big cities in 2015, the Company will require capital to fund the expansion. The Company plans to use current finance from operating activities which is sufficient for investment. The increase in branches will create more sales and profit to the Company, but will not decrease sales of existing branches, as new branches will serve new target market areas. In addition, there is still a high growth rate of domestic demand since the current number of computers per capita is low.

- **Report of the Board of Directors’
Responsibility for the Financial Statement**
- **Report of the Audit Committee**
- **Report of the Independent Auditor**



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

The Board of Directors is responsible for the Financial Statement of IT CITY Public Company Limited which has been prepared in accordance with generally-accepted accounting principles under the appropriate accounting policies abide by regularly. The significant information was sufficiently disclosed in the Notes to Financial Statements.

The Board of Directors has appointed the Audit Committee consisting of Independent Directors to take responsibility for the Financial Statement and ensure the effectiveness of internal control system. Thus, the accounting records would be done in correct, complete and timely manner. Furthermore, the acts of dishonesty or doubtful operations can be prevented. The opinion of the Audit Committee on this issue was presented in the Report of Audit Committee in this annual report.

The Board of Directors agreed that the Company's internal control system can create confidence that the Company's Financial Statement on financial status, business performance and cash flows is presented with the correct content.



Mr. Kamol Juntima
Chairman of the Board



Mr. Ekachai Sirijirapatana
President

Report of the Audit Committee

To the Shareholders,

The Audit Committee of IT CITY Public Company Limited comprises 4 members namely:

- | | |
|-----------------------------------|--|
| 1. Mr. Noravat Suwarn | Independent Director and Chairman of the Audit Committee |
| 2. Mr. Vichit Yanamorn | Independent Director and Audit Committee |
| 3. R. Sub. Lt. Suree Buranathanit | Independent Director and Audit Committee |
| 4. Mr. Damnoen Kaewthawee | Independent Director and Audit Committee |

The Audit Committee independently performed its duties as per assigned by the Company's Board of Directors pursuant to Audit Committee Charter to help ensure that the Company has corporate governance which is consistent with requirements and prudent practices of the Office of The Securities and Exchange Commission with regards to the audit of financial statement, corporate governance, internal control system, anti-corruption inspection and appointment of annual auditor.

In 2014, the Audit Committee held 5 meetings to discuss and exchange opinions jointly with the top management, the auditor and the internal auditors on the relevant agenda. Essence of performance of the Audit Committee can be concluded as follows:

1) Financial statement audit: The Audit Committee has audited material information of the quarterly and annual financial statements of year 2014, which have already been reviewed and audited by the auditor. The Audit Committee has enquired and listened to explanations of the management and the auditor and was satisfied that the preparation of financial statement and disclosure in note to the financial statement were based on the general accepted accounting standards. Moreover, the Audit Committee also attended the meeting with the auditor without the Company's management to freely discuss about material information in the financial statement and suspected behaviors. In 2014, the auditor did not have any material remark and did not find any suspicious behaviors.

2) Corporate governance audit: The Audit Committee has audited the compliance with laws on securities and exchange, regulations of the Stock Exchange of Thailand and any other laws related to businesses of the Company. The Audit Committee was of view that the Company has complied with the related regulations and rules and did not find any material defect. In 2014, the Company has announced "Anti-corruption Policy" to sustainable develop the organization under corporate governance and ethical principles.

3) Internal control systems audit: The Audit Committee has audited assessment result of internal control systems and found that they are adequately and appropriated with the business operations. The Committee has attended the meeting and discussed the matters with the internal auditors and the auditor to consider the material issues to present to the management and the Board of Directors in order to strengthen efficiency of the operations and the internal control works.

4) Internal audit supervision: The Audit Committee has considered and approved the annual internal audit plan concerning mission, scope of works, responsibilities and independence which has been adjusted to make them suitable with the current business conditions. The Audit Committee also followed up and assessed their results every quarter and then reported for the Board of Directors' acknowledgement during the Board of Director's meeting every time.

5) Proposal on appointment of the auditor and remuneration fee for 2015: The Audit Committee has considered, selected and fixed remuneration of the auditor by proposing the Board of Directors to request approval from the shareholders' meeting on appointment of Mr. Wichart Lokatekrawee and/or Mrs. Saifon Inkaew and/or Miss Siriwan Suratepin as the Company's auditor of 2015 and has also considered that the remuneration was in the appropriated level.



Mr. Noravat Suwarn
Chairman of the Audit Committee

11 February 2015

Report of the Independent Auditor

To the Shareholders of IT City Public Company Limited

I have audited the accompanying financial statements in which the equity method is applied of IT City Public Company Limited, which comprise the statement of financial position as at 31 December 2014, and the related statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information, and have also audited the separate financial statements of IT City 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 in which the equity method is applied and the separate financial position referred to above present fairly, in all material respects, the financial position of IT City Public Company Limited as at 31 December 2014, and its financial performance and cash flows for the year then ended, in accordance with Thai Financial Reporting Standards.



Mr. Wichart Lokatekrawee

Certified Public Accountant (Thailand) No. 4451

Financial Statements



Statement of financial position

As at 31 December 2014

(Unit: Baht)

	Note	Financial statements in which the equity method is applied		Separate financial statements	
		As at 31 December 2014	As at 31 December 2013	As at 31 December 2014	As at 31 December 2013
Assets					
Current assets					
Cash and cash equivalents	7	173,576,907	235,813,307	173,576,907	235,813,307
Current investment	8	258,480,820	150,993,393	258,480,820	150,993,393
Trade and other receivables	9	139,237,532	136,321,799	139,237,532	136,321,799
Inventories	10	543,610,343	580,740,255	543,610,343	580,740,255
Other current assets	11	35,059,484	25,290,655	35,059,484	25,290,655
Total current assets		1,149,965,086	1,129,159,409	1,149,965,086	1,129,159,409
Non-current assets					
Restricted bank deposits	12	12,500,000	12,500,000	12,500,000	12,500,000
Investment in associate	13	80,710,811	77,744,249	58,000,000	58,000,000
Equipment	14	197,174,053	217,178,608	197,174,053	217,178,608
Intangible assets - computer software	15	4,402,501	2,851,458	4,402,501	2,851,458
Deposits		78,576,414	77,206,937	78,576,414	77,206,937
Deferred tax assets	23	5,506,687	4,561,464	5,506,687	4,561,464
Total non-current assets		378,870,466	392,042,716	356,159,655	372,298,467
Total assets		1,528,835,552	1,521,202,125	1,506,124,741	1,501,457,876

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

Statement of financial position (continued)

As at 31 December 2014

(Unit: Baht)

	Note	Financial statements in which the equity method is applied		Separate financial statements	
		As at 31 December 2014	As at 31 December 2013	As at 31 December 2014	As at 31 December 2013
Liabilities and shareholders' equity					
Current liabilities					
Trade and other payables	16	426,891,212	411,350,499	426,891,212	411,350,499
Other current liabilities		68,025,186	65,647,766	68,025,186	65,647,766
Total current liabilities		494,916,398	476,998,265	494,916,398	476,998,265
Non-current liabilities					
Provision for long-term employee benefits	17	10,450,177	9,404,338	10,450,177	9,404,338
Total non-current liabilities		10,450,177	9,404,338	10,450,177	9,404,338
Total liabilities		505,366,575	486,402,603	505,366,575	486,402,603
Shareholders' equity					
Share capital					
Registered					
366,798,859 ordinary shares of Baht 1 each		366,798,859	366,798,859	366,798,859	366,798,859
Issued and fully paid up					
349,398,859 ordinary shares of Baht 1 each		349,398,859	349,398,859	349,398,859	349,398,859
Share premium		368,384,650	368,384,650	368,384,650	368,384,650
Retained earnings					
Appropriated - statutory reserve	19	36,679,886	36,679,886	36,679,886	36,679,886
Unappropriated		269,005,582	280,336,127	246,294,771	260,591,878
Total shareholders' equity		1,023,468,977	1,034,799,522	1,000,758,166	1,015,055,273
Total liabilities and shareholders' equity		1,528,835,552	1,521,202,125	1,506,124,741	1,501,457,876
		-	-	-	-

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

Statement of comprehensive income

For the year ended 31 December 2014

(Unit: Baht)

	Note	Financial statements in which the equity method is applied		Separate financial statements	
		2014	2013	2014	2013
Profit or loss					
Revenues					
Sales and service income		4,974,827,053	5,341,229,776	4,974,827,053	5,341,229,776
Dividend income	13.2	-	-	1,890,800	35,200,000
Gain on deemed disposal of investment in associate	13.1	-	8,476,886	-	-
Other income	20	58,744,773	56,344,757	58,744,773	56,344,757
Total revenues		5,033,571,826	5,406,051,419	5,035,462,626	5,432,774,533
Expenses					
Cost of sales and service		4,479,388,740	4,803,920,945	4,479,388,740	4,803,920,945
Selling expenses		396,534,923	424,680,567	396,534,923	424,680,567
Administrative expenses		174,188,491	172,251,493	174,188,491	172,251,493
Other expenses	21	4,861	18,409,385	4,861	18,409,385
Total expenses		5,050,117,015	5,419,262,390	5,050,117,015	5,419,262,390
Profit (loss) before share of profit from investment in associate, finance cost and income tax expenses		(16,545,189)	(13,210,971)	(14,654,389)	13,512,143
Share of profit from investment in associate	13.2	4,857,362	6,383,747	-	-
Profit (loss) before finance cost and income tax expenses		(11,687,827)	(6,827,224)	(14,654,389)	13,512,143
Finance cost		(587,941)	(758,654)	(587,941)	(758,654)
Profit (loss) before income tax expenses		(12,275,768)	(7,585,878)	(15,242,330)	12,753,489
Income tax revenues (expenses)	23	945,223	(1,261,107)	945,223	(1,261,107)
Profit (loss) for the year		(11,330,545)	(8,846,985)	(14,297,107)	11,492,382
Other comprehensive income for the year		-	-	-	-
Total comprehensive income for the year		(11,330,545)	(8,846,985)	(14,297,107)	11,492,382
Earnings (loss) per share (Baht)					
24					
Basic earnings (loss) per share					
Profit (loss) attributable to equity holders of the Company		(0.032)	(0.025)	(0.041)	0.033
Weighted average number of ordinary shares (shares)		349,398,859	349,398,859	349,398,859	349,398,859
Diluted earnings (loss) per share					
Profit (loss) attributable to equity holders of the Company		(0.032)	(0.025)	(0.041)	0.033
Weighted average number of ordinary shares (shares)		349,398,859	349,398,859	349,398,859	349,398,859

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

Cash flow statement

For the year ended 31 December 2014

(Unit: Baht)

	Financial statements in which the equity method is applied		Separate financial statements	
	2014	2013	2014	2013
Cash flows from operating activities				
Profit (loss) before tax	(12,275,768)	(7,585,878)	(15,242,330)	12,753,489
Adjustments to reconcile profit (loss) before tax to net cash provided by (paid from) operating activities:				
Depreciation and amortisation	63,511,840	56,720,981	63,511,840	56,720,981
Decrease in allowance for doubtful accounts	(35,036)	(396,531)	(35,036)	(396,531)
Increase in allowance for inventory obsolescence	2,790,746	1,454,346	2,790,746	1,454,346
Loss (gain) on disposals/write-off of equipment	(1,644,541)	21,211,524	(1,644,541)	21,211,524
Decrease in allowance for impairment loss on assets	-	(2,816,914)	-	(2,816,914)
Write-off of inventories from physical count	634,795	4,230	634,795	4,230
Share of profit from investment in associate	(4,857,362)	(6,383,747)	-	-
Gain on deemed disposal of investment in associate	-	(8,476,886)	-	-
Provision for long-term employee benefits	1,045,839	2,089,020	1,045,839	2,089,020
Dividend income from associated company	-	-	(1,890,800)	(35,200,000)
Interest income	(8,221,820)	(5,648,754)	(8,221,820)	(5,648,754)
Income from operating activities before changes in operating assets and liabilities	40,948,693	50,171,391	40,948,693	50,171,391
Operating assets (increase) decrease				
Trade and other receivables	(2,870,697)	18,682,304	(2,870,697)	18,682,304
Inventories	19,707,045	157,688,749	19,707,045	157,688,749
Other current assets	1,131,445	3,828,863	1,131,445	3,828,863
Other non-current assets	(1,369,477)	(6,155,252)	(1,369,477)	(6,155,252)
Operating liabilities increase (decrease)				
Trade and other payables	15,540,713	(131,806,781)	15,540,713	(131,806,781)
Other current liabilities	11,422,187	16,153,121	11,422,187	16,153,121
Provision for long-term employee benefits	-	(553,200)	-	(553,200)
Cash flows from operating activities	84,509,909	108,009,195	84,509,909	108,009,195
Cash paid for corporate income tax	(11,601,640)	(11,784,005)	(11,601,640)	(11,784,005)
Net cash flows from operating activities	72,908,269	96,225,190	72,908,269	96,225,190

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

Cash flow statement (continued)

For the year ended 31 December 2014

(Unit: Baht)

	Financial statements in which the equity method is applied		Separate financial statements	
	2014	2013	2014	2013
Cash flows from investing activities				
Increase in current investment	(107,487,427)	(50,993,393)	(107,487,427)	(50,993,393)
Increase in investment in associate	-	(10,000,000)	-	(10,000,000)
Dividend received from associated company	1,890,800	35,200,000	1,890,800	35,200,000
Interest income	8,923,186	4,772,386	8,923,186	4,772,386
Cash received from disposal of equipment	2,052,477	1,550,388	2,052,477	1,550,388
Purchase of equipment	(37,683,705)	(86,252,253)	(37,683,705)	(86,252,253)
Purchase of intangible assets - computer software	(2,840,000)	(40,000)	(2,840,000)	(40,000)
Net cash flows used in investing activities	(135,144,669)	(105,762,872)	(135,144,669)	(105,762,872)
Cash flows from financing activities				
Net decrease in cash and cash equivalents	(62,236,400)	(9,537,682)	(62,236,400)	(9,537,682)
Cash and cash equivalents at beginning of year	235,813,307	245,350,989	235,813,307	245,350,989
Cash and cash equivalents at end of year	173,576,907	235,813,307	173,576,907	235,813,307
Supplemental cash flow information				
Non-cash related transactions from investing				
activities Transfer inventories to equipment	13,997,326	-	13,997,326	-

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

Statement of changes in shareholders' equity

For the year ended 31 December 2014

(Unit: Baht)

	Financial statements in which the equity method is applied				
	Issued and paid up share capital	Share premium	Retained earnings		Total shareholders' equity
			Appropriated- statutory reserve	Unappropriated	
Balance as at 1 January 2013	349,398,859	368,384,650	36,679,886	289,183,112	1,043,646,507
Total comprehensive income for the year	-	-	-	(8,846,985)	(8,846,985)
Balance as at 31 December 2013	<u>349,398,859</u>	<u>368,384,650</u>	<u>36,679,886</u>	<u>280,336,127</u>	<u>1,034,799,522</u>
Balance as at 1 January 2014	349,398,859	368,384,650	36,679,886	280,336,127	1,034,799,522
Total comprehensive income for the year	-	-	-	(11,330,545)	(11,330,545)
Balance as at 31 December 2014	<u>349,398,859</u>	<u>368,384,650</u>	<u>36,679,886</u>	<u>269,005,582</u>	<u>1,023,468,977</u>

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

(Unit: Baht)

	Separate financial statements				
	Issued and paid up share capital	Share premium	Retained earnings		Total shareholders' equity
			Appropriated- statutory reserve	Unappropriated	
Balance as at 1 January 2013	349,398,859	368,384,650	36,679,886	249,099,496	1,003,562,891
Total comprehensive income for the year	-	-	-	11,492,382	11,492,382
Balance as at 31 December 2013	<u>349,398,859</u>	<u>368,384,650</u>	<u>36,679,886</u>	<u>260,591,878</u>	<u>1,015,055,273</u>
Balance as at 1 January 2014	349,398,859	368,384,650	36,679,886	260,591,878	1,015,055,273
Total comprehensive income for the year	-	-	-	(14,297,107)	(14,297,107)
Balance as at 31 December 2014	<u>349,398,859</u>	<u>368,384,650</u>	<u>36,679,886</u>	<u>246,294,771</u>	<u>1,000,758,166</u>

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

Notes to financial statements

For the year ended 31 December 2014

1. General information

IT City Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. Its major shareholder is SVOA Public Company Limited, which was incorporated in Thailand. The Company is principally engaged in the distribution of computers and related accessories and its registered address is 604/3 Pantip Plaza Building, 5-6th Floor, Petchburi Road, Thanonpetchburi, Ratchavee, Bangkok.

As at 31 December 2014, the Company operates 84 branches (2013: 69 branches).

2. Basis of preparation

The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Profession 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.

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

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 Programs
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 financial reporting 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 financial reporting standards. The management of the Company 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 recognize 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.

At present, the Company immediately recognize actuarial gains and losses in profit or loss in the period in which they occur. The assessment of the management of the Company is that when the revised standard is applied in 2015 and the method of recognizing those gains and losses is changed to immediately recognize them in other comprehensive income, there will be no impact to provision for long-term employee benefit liabilities and retained earnings in the 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 associate.

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

4. Significant accounting policies

4.1 Revenue recognition

Sales of goods

Sales of goods are recognized 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 and goods returned.

Rendering of services

Service revenue is recognised when services have been rendered taking into account the stage of completion.

Rebate

Rebate is recognised as income on an accrual basis.

Rental income of peripheral equipment

Rental income of peripheral equipment is recognized as revenue on a monthly accrual basis in accordance with the agreement.

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 accounts receivable

Trade accounts receivable 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 experiences and analysis of debt aging.

4.4 Inventories

Inventories are valued at the lower of cost (first-in, first-out method) and net realisable value.

The net realisable value of inventory is estimated from the estimated selling price in the ordinary course of business, less the estimated costs to complete the sale.

Allowance for diminution in inventory value will be set up for obsolete, slow moving or deteriorated inventories.

4.5 Investment

a) Investment in associate is accounted for in the financial statements in which the equity method is applied using the equity method.

b) Investment in associate is accounted for in the separate financial statements using the cost method.

4.6 Equipment and depreciation

Equipment are stated at cost less accumulated depreciation and allowance for loss on impairment (if any).

Depreciation of equipment is calculated by reference to their cost on a straight-line basis over the estimated useful lives as follows:

Leasehold improvements	-	6 years
Office equipment	-	5 years
Furniture and fixtures	-	5 years
Tools	-	5 years
Motor vehicles	-	5 years
Assets for rent	-	5 years

Depreciation is included in determining income.

No depreciation is provided on construction in progress.

4.7 Intangible assets

Intangible assets are stated at cost less accumulated amortisation and accumulated impairment losses, if any.

Intangible assets with finite lives are amortised on a systematic basis over the useful economic useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method of such intangible assets are reviewed at least at each financial year end. The amortisation expense is charged to profit or loss.

A summary of intangible assets with finite useful lives is as follows.

	<u>Useful lives</u>
Computer software	10 years

4.8 Related party transactions

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

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

4.9 Long-term leases

Leases of property, plant or 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 other long-term payables, while the interest element is charged to profit or loss over the lease period. The property, plant or equipment acquired under finance leases is depreciated over the useful life of the assets.

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 financial statements are presented in Baht, which is also the Company' functional currency.

Transactions in foreign currencies are translated into Baht at the exchange rate ruling on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at 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 performs impairment reviews in respect of the equipment and other intangible assets 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.

An impairment loss is recognised in profit or loss.

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

Defined benefit plans

The Company has obligations in respect of the severance payments it must make to employees upon retirement under labor law. The Company treats these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is determined based on actuarial techniques, using the Projected Unit Credit Method by an independent actuarial company.

Actuarial gains and losses arising from post-employment benefits are recognised immediately in profit or loss.

For the first-time adoption of TAS 19 Employee Benefits in 2011, the Company elected to recognise the transitional liability, which exceeds the liability that would have been recognised at the same date under the previous accounting policy, through an adjustment to the beginning balance of retained earnings in 2011.

4.13 Provisions

Provisions are recognised when the Company has 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 recognises deferred tax liabilities for all taxable temporary differences while it recognises 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 reviews and reduces 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 records 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, debt collection history, aging profile of outstanding debts and the prevailing economic condition.

Allowance for diminution in value of inventory

The determination of allowances for diminution in the value of inventory, requires management to make judgements and estimates. The allowance for decline in net realizable value is estimated based on the selling price expected in the ordinary course of business less the estimated costs to complete the sales; and provision for obsolete, slow-moving and deteriorated inventories that is estimated based on the approximate aging of each type of inventory.

Equipment/Depreciation

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

In addition, the management is required to review equipment for impairment on a periodical basis and record 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. Related party transactions

During the years, the Company 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 and those related parties.

(Unit: Million Baht)

	2014	2013	Pricing policy
Transactions with major shareholder (SVOA Public Company Limited)			
Sales of goods	2	2	At cost plus approximately 17 percent average profit margin (2013: 11 percent)
Service income	-	1	Market price
Marketing support income	1	2	Prices agreed by the parties
Purchases of goods	34	57	At cost plus approximately 5 percent average profit margin (2013: 7 percent)
Service fee expenses	3	5	Market price
Management fee expenses	1	1	Contract price
Transactions with associated company			
Service income	2	2	Prices agreed by the parties
Marketing support income	1	1	Prices agreed by the parties
Dividend income	2	35	At the declared rate
Purchases of goods	161	300	At cost plus approximately 4 percent average profit margin (2013: 4 percent)
Service fee expenses	-	1	Market price
Transactions with related companies			
Service fee expenses	9	12	Market price

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

(Unit: Thousand Baht)

	2014	2013
Trade and other receivables - related parties (Note 9)		
Major shareholders	225	570
Associated company	50	403
Related companies (related by common shareholders and common directors)	469	-
Total trade and other receivables - related parties	<u>744</u>	<u>973</u>
Trade and other payables - related parties (Note 16)		
Major shareholders	4,539	1,771
Associated company	4,970	27,533
Related companies (related by common shareholders and common directors)	2,213	1,638
Total trade and other payables - related parties	<u>11,722</u>	<u>30,942</u>

Directors and management's benefits

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

(Unit: Million Baht)

	2014	2013
Short-term employee benefits	19.2	19.3
Post-employment benefits	0.5	0.4
Total	<u>19.7</u>	<u>19.7</u>

7. Cash and cash equivalents

(Unit: Thousand Baht)

	2014	2013
Cash	10,400	26,364
Bank deposits	163,177	209,449
Total	<u>173,577</u>	<u>235,813</u>

As at 31 December 2014, bank deposits in savings accounts, fixed deposits and bills of exchange carried interests between 0.30 and 1.13 percent per annum (2013: between 0.30 and 2.50 percent per annum).

8. Current investments

Current investments as at 31 December 2014 as presented in statements of financial position are bank deposits in fixed account with maturity over three months carried interests at the rates between 2.35 and 3.00 percent per annum (2013: between 3.00 and 3.35 percent per annum).

9. Trade and other receivables

(Unit: Thousand Baht)

	2014	2013
Trade receivables - related parties		
Aged on the basis of due dates		
Not yet due	206	60
Past due		
Up to 3 months	98	418
Total trade receivables - related parties	304	478
Trade receivables - unrelated parties		
Aged on the basis of due dates		
Not yet due	44,801	45,887
Past due		
Up to 3 months	65,450	71,321
3 - 6 months	-	7
6 - 12 months	-	3
Over 12 months	-	29
Total	110,251	117,247
Less: Allowance for doubtful debts	-	(35)
Total trade receivables - unrelated parties, net	110,251	117,212
Total trade receivable - net	110,555	117,690
Other receivables		
Other receivables - related parties	440	495
Other receivables - unrelated parties	28,243	18,137
Total other receivables	28,683	18,632
Total trade and other receivables - net	139,238	136,322

10. Inventories

(Unit: Thousand Baht)

	Cost		Allowance of diminution in value of inventory - Inventory obsolescence		Inventory-net	
	2014	2013	2014	2013	2014	2013
Finished goods	548,557	588,637	(10,778)	(7,987)	537,779	580,650
Goods in transit	5,831	90	-	-	5,831	90
Total	<u>554,388</u>	<u>588,727</u>	<u>(10,778)</u>	<u>(7,987)</u>	<u>543,610</u>	<u>580,740</u>

11. Other current assets

Details of other current assets are as follows:

(Unit: Thousand Baht)

	Financial statements in which the equity method is applied and separate financial statements	
	2014	2013
Withholding tax deducted at source	23,485	13,833
Undue input VAT	6,013	4,005
Accrued interest income	1,030	1,732
Others	4,531	5,721
Total	<u>35,059</u>	<u>25,291</u>

11.1 Withholding tax deducted at source

The balance of withholding tax deducted at source as at 31 December 2014 and 2013, aged on year, are summarised below.

(Unit: Thousand Baht)

Year	Financial statements in which the equity method is applied and separate financial statements	
	2014	2013
2012	210	2,160
2013	11,673	11,673
2014	11,602	-
	<u>23,485</u>	<u>13,833</u>

During the current year, the Revenue Department refunded the withholding income tax for the year ended 31 December 2012 amounting to Baht 2.0 million. For the remaining withholding tax of 2012 and withholding tax deducted at source for the year ended 31 December 2013, totaling Baht 11.9 million is currently under the consideration of the Revenue Department officer. However, the Company's management believes that the amount will be fully refunded from the Revenue Department. Therefore, no provision for contingent loss is set up in the accounts.

12. Restricted bank deposits

The Company pledged fixed deposits at bank totalling approximately Baht 12.5 million (31 December 2013: Baht 12.5 million) with a bank to secure letter of guarantees issued by the bank on behalf of the Company in respect of the purchase of goods and services as required in the ordinary course of business of the Company.

13. Investment in associate

13.1 Details of associate:

(Unit: Thousand Baht)

Company's name	Nature of business	Country of incorporation	Investment					
			Shareholding percentage		Financial statements in which the equity method is applied		Separate financial statements in which cost method is applied	
			2014	2013	2014	2013	2014	2013
			Percent	Percent				
S P V I Public Company Limited	Distribution of IT products and related accessories	Thailand	29	29	80,711	77,744	58,000	58,000
Total					80,711	77,744	58,000	58,000

On 26 March 2013, the Annual General Meeting of Shareholders of the associate passed resolutions as the follows:

- 13.1.1 To transform the associated company into a public limited company and listed the associated company on the MAI. The associated company registered its transformation with the Ministry of Commerce on 10 April 2013.
- 13.1.2 To change the par value of the associated company's ordinary shares from Baht 10 per share to Baht 0.50 per share, resulting in an increase in the number of ordinary shares from 12,000,000 shares to 240,000,000 shares. The associated company registered the change in the par value of the Company's ordinary shares with the Ministry of Commerce on 10 April 2013.

13.1.3 To increase the associated company's registered share capital from Baht 120 million (240 million ordinary shares, at Baht 0.50 per share after the par value is changed as discussed in Note 13.1.2) to Baht 200 million (400 million ordinary shares, at Baht 0.50 per share) by issuing 160,000,000 new ordinary shares with a par value of Baht 0.50 per share. The associated company registered the increase of its share capital and paid up share capital with the Ministry of Commerce on 10 April 2013.

On 11 April 2013, the Board of Director's Meeting of the Company approved the purchase of 20,000,000 additional ordinary company, at the par value of Baht 0.5 each, for a total of Baht 10 million. As a result, the value of investment in this associate stated at cost increased from Baht 48 million to Baht 58 million, the Company's shareholding would be 40 percent. The Company paid investment in additional ordinary shares of the associated company on 12 April 2013.

In December 2013, the associated company offered 110,000,000 million ordinary shares, at a price of Baht 0.90 each through the Initial Public Offering and directors and employees of the associate. As a result, its shareholding in this associate decreased from 40% to 29%. The Company recorded a gain on the deemed disposal of the investment in the associate, amounting to approximately Baht 8.5 million, in the statement of comprehensive income in which the equity method is applied.

13.2 Share of income and dividend received

During the years, the Company recognised its share of profit from investment in the associate in the statements of comprehensive income in which the equity method is applied and dividend income in the separate financial statements in which cost method is applied as follows:

(Unit: Thousand Baht)

Company	Financial statements in which the equity method is applied		Separate financial statements in which cost method is applied	
	Share of profit from investment in associate during the year	Dividend received during the year	Share of profit from investment in associate during the year	Dividend received during the year
	2014	2013	2014	2013
S P V I Public Company Limited	4,857	6,384	1,891	35,200
Total	4,857	6,384	1,891	35,200

13.3 Fair value of investment in listed associate

As at 31 December 2014, the fair value of the investment in S P V I Public Company Limited, calculated based on latest bid price of the shares on the last trading day of the period as quoted on the MAI and in proportion to the Company's shareholding, was approximately Baht 178 million (2013: Baht 119 million).

13.4 Summarised financial information of associate

Financial information of the associated company is summarised below.

(Unit: Million Baht)

Company's name	Paid-up capital as at		Total assets as at		Total liabilities as at		Total revenues for the years ended		Profit for the years ended	
	31 December		31 December		31 December		31 December		31 December	
	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013
S P V I Public Company Limited	200	200	426	419	147	149	1,958	2,305	16	16

14. Equipment

(Unit: Thousand Baht)

	Leasehold improvements	Office equipment	Furniture and fixtures	Tools	Motor vehicles	Assets for rent	Construction in progress	Total
Cost:								
1 January 2013	417,644	112,561	47,697	941	29,103	34,629	17,088	659,663
Additions	1,564	11,217	755	-	-	8,905	63,811	86,252
Disposal	(54,660)	(13,972)	(2,563)	(5)	-	-	-	(71,200)
Transfers in (out)	64,518	1,517	-	-	-	-	(66,035)	-
31 December 2013	429,066	111,323	45,889	936	29,103	43,534	14,864	674,715
Additions	155	5,240	486	-	-	-	31,803	37,684
Transfer from inventory	-	3,318	-	-	-	10,679	-	13,997
Disposal	(18,490)	(1,896)	(1,316)	(8)	-	-	-	(21,710)
Transfers in (out)	27,355	441	(89)	-	-	-	(27,707)	-
31 December 2014	438,086	118,426	44,970	928	29,103	54,213	18,960	704,686
Accumulated depreciation:								
1 January 2013	262,609	88,717	43,666	941	29,103	25,504	-	450,540
Depreciation for the year	39,183	8,826	1,919	-	-	5,507	-	55,435
Accumulated depreciation on disposals	(32,060)	(13,967)	(2,407)	(5)	-	-	-	(48,439)
31 December 2013	269,732	83,576	43,178	936	29,103	31,011	-	457,536
Depreciation for the year	42,464	10,420	1,385	-	-	7,954	-	62,223
Accumulated depreciation on disposals	(9,032)	(1,896)	(1,311)	(8)	-	-	-	(12,247)
31 December 2014	303,164	92,100	43,252	928	29,103	38,965	-	507,512
Allowance for impairment loss:								
1 January 2013	2,817	-	-	-	-	-	-	2,817
Decrease during the year	(2,817)	-	-	-	-	-	-	(2,817)
31 December 2013	-	-	-	-	-	-	-	-
Increase during the year	-	-	-	-	-	-	-	-
31 December 2014	-	-	-	-	-	-	-	-
Net book value:								
31 December 2013	159,334	27,747	2,711	-	-	12,523	14,864	217,179
31 December 2014	134,922	26,326	1,718	-	-	15,248	18,960	197,174
Depreciation for the year:								
2013 (Baht 5.5 million included in cost of sales and service, and the balance in administrative expenses)								55,435
2014 (Baht 8.0 million included in cost of sales and service, and the balance in administrative expenses)								62,223

As at 31 December 2014, certain equipment items have been fully depreciated but are still in use. The gross carrying amount (before deducting accumulated depreciation) of those assets amounted to approximately Baht 352 million (2013: Baht 330 million).

15. Intangible assets

Details of intangible assets, which are computer software, are as follows:

	(Unit: Thousand Baht)	
	2014	2013
Cost		
Balance - beginning of year	12,889	12,849
Additions	2,840	40
Less: Accumulated amortisation	(11,327)	(10,038)
Net book value	<u>4,402</u>	<u>2,851</u>
Amortisation expenses included in the statements of comprehensive income for the year	<u>1,289</u>	<u>1,286</u>

16. Trade and other payables

	(Unit: Thousand Baht)	
	2014	2013
Trade payables - related parties	8,602	28,748
Trade payables - unrelated parties	409,679	365,793
Other payables - related parties	3,120	2,194
Other payables - unrelated parties	5,490	14,615
Total trade and other payables	<u>426,891</u>	<u>411,350</u>

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)	
	2014	2013
Defined benefit obligation at beginning of year	9,404	7,869
Current service cost	660	470
Interest cost	386	301
Benefits paid during the year	-	(553)
Actuarial loss	-	1,317
Defined benefit obligation at end of year	<u>10,450</u>	<u>9,404</u>

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

	(Unit: Thousand Baht)	
	2014	2013
Current service cost	660	470
Interest cost	386	301
Actuarial (gain) loss recognised during the year	-	1,317
Total expense recognized in profit or loss	1,046	2,088
Line items in profit or loss under which such expenses are included		
Administrative expenses	1,046	2,088

Key actuarial assumptions used for the valuation are as follows:

	2014	2013
	(% per annum) (% per annum)	
Discount rate	4.1	4.1
Future salary increase rate (depending on age)	3 - 8	3 - 8
Staff turnover rate (depending on age)	10 - 30	10 - 30

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

	(Unit: Thousand Baht)	
	Defined benefit obligation	Experience adjustments on the obligation
	Financial statements in which the equity method is applied and separate financial statements	Financial statements in which the equity method is applied and separate financial statements
Year 2014	10,450	-
Year 2013	9,404	1,086
Year 2012	7,869	-
Year 2011	7,035	-
Year 2010	6,248	-

18. Warrants

On 30 March 2012, an Annual General Meeting of the Company's shareholders approved the issuance of 17.4 million warrants, free of charge. These warrants are allotted to not more than 50 employees, directors and/or other employees.

On 1 June 2012, the Company allocated and issued 17.4 million warrants, free of charge, to directors and/or employees, term of warrants not exceeding 3 years since 1 June 2012, with the first exercise date being 30 November 2012 and the last exercise date being 31 May 2015.

The exercise ratio of the warrant is 1:1 and the exercise price is Baht 11.8 per 1 ordinary share. The warrants are exercisable after the date the warrants are allotted and the Exercise Restrictions are as follows:

- Up to 30 percent of all allotted warrants are exercisable after the allotted date but no later than 12 months of such allotted date.
- Up to 30 percent of all allotted warrants are exercisable after 12 months from the allotted date but no later than 24 months of such allotted date.
- The remainder of unexercised warrants are exercisable without restrictions after the 24 months after the warrants are allotted until the warrants expire.
- Any unexercised warrants are cumulative and re-exercisable on the following exercise dates throughout the term of the warrants.
- In case a director and/or an employee resigns from the Company or ceases to be a director or an employee of the Company at any time during the term of the warrants, his or her rights in the exercised warrants will come to an end immediately.

The Company agreed not to list the warrants in the Stock Exchange of Thailand.

For the years ended 31 December 2014 and 2013, none of the warrants have been exercised.

19. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside to a statutory reserve 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.

As at 31 December 2014 and 2013, the Company already had a statutory reserve at 10 percent of its registered capital.

20. Other income

(Unit: Thousand Baht)

	Financial statements in which the equity method is applied and separate financial statements	
	2014	2013
Marketing support income	31,898	25,957
Distribution income	10,810	10,705
Interest income	8,222	5,649
Commission income	4,091	4,371
Compensation from insurance claim	-	3,710
Others	3,724	5,953
Total	58,745	56,345

21. Other expenses

(Unit: Thousand Baht)

	Financial statements in which the equity method is applied and separate financial statements	
	2014	2013
Loss on write-off of equipment	5	21,226
Decrease in allowance for impairment loss on assets	-	(2,817)
Total	5	18,409

22. Expenses by nature

Significant expenses classified by nature are as follows:

(Unit: Thousand Baht)

	2014	2013
Purchase of goods	4,528,058	4,795,900
Salary, wages and other employee benefits	158,300	184,337
Rental and service center expenses from operating lease agreements	210,336	214,198
Depreciation and amortisation	63,512	56,721
Utilities expenses	46,925	53,304
Transportation expenses	20,130	21,270
Office supply expenses	7,440	9,671

23. Income tax

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

(Unit: Thousand Baht)

	Financial statements in which the equity method is applied and separate financial statements	
	2014	2013
Current income tax:		
Current corporate income tax charge	-	-
Adjustment in respect of income tax of previous year	-	100
Deferred tax:		
Relating to origination and reversal of temporary differences	(3,254)	(4,450)
Deferred tax assets not recognised	2,309	5,611
Income tax expense (revenue) reported in the statements of comprehensive income	(945)	1,261

The reconciliation between accounting profit (loss) and income tax expense (revenue) is shown below.

(Unit: Thousand Baht)

	Financial statements in which the equity method is applied		Separate financial statements	
	For the years ended 31 December		For the years ended 31 December	
	2014	2013	2014	2013
Accounting profit (loss) before tax	(12,276)	(7,586)	(15,242)	12,753
Applicable tax rate	20%	20%	20%	20%
Accounting profit (loss) before tax multiplied by income tax rate	(2,455)	(1,517)	(3,048)	2,551
Adjustment in respect of income tax of previous year	-	100	-	100
Effects of:				
Non-deductible expenses	172	39	172	39
Income not subject to tax	(971)	(2,972)	(378)	(7,040)
Total	(799)	(2,933)	(206)	(7,001)
Deferred tax assets not recognised	2,309	5,611	2,309	5,611
Income tax expense (revenue) reported in the statement of comprehensive income	(945)	1,261	(945)	1,261

The components of deferred tax assets are as follows:

(Unit: Thousand Baht)

	Statements of financial position	
	Financial statements in which the equity method is applied and separate financial statements	
	As at 31 December 2014	As at 31 December 2013
Deferred tax assets		
Allowance for doubtful accounts	-	7
Allowance for diminution in value of inventories	2,156	1,597
Accumulated depreciation - Assets for rent	1,261	1,076
Provision for long-term employee benefits	2,090	1,881
Total	<u>5,507</u>	<u>4,561</u>

As at 31 December 2014, the Company has unused tax losses totaling Baht 40 million (2013: Baht 28 million). No deferred tax assets have been recognised on these amounts as there are uncertain political and economic future which affect the utilisation of unused tax losses.

24. Earnings per share

Basic earnings (loss) per share is calculated by dividing profit (loss) 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.

Diluted earnings (loss) per share is calculated by dividing profit (loss) for the year attributable to equity holders of the Company (excluding other comprehensive income) by the sum of the weighted average number of ordinary shares in issue during the year and the weighted average number of ordinary shares which would need to be issued to convert all dilutive potential ordinary shares into ordinary shares. The calculation assumes that the conversion took place either at the beginning of the year or on the date the potential ordinary shares were issued.

The following table sets forth the computation of basic and diluted earnings (loss) per share:

Financial statements in which the equity method is applied						
For the years ended 31 December						
Loss for the year		Weighted average number of ordinary shares		Loss per share		
2014	2013	2014	2013	2014	2013	
(Thousand Baht)	(Thousand Baht)	(Thousand shares)	(Thousand shares)	(Baht)	(Baht)	

Basic loss per share

Loss attributable to equity holders of the Company	(11,331)	(8,847)	349,399	349,399	<u>(0.032)</u>	<u>(0.025)</u>
--	----------	---------	---------	---------	----------------	----------------

Effect of dilutive potential ordinary shares

Warrants - ESOP	-	-	-	-		
-----------------	---	---	---	---	--	--

Diluted loss per share

Loss of ordinary shareholders assuming the conversion of warrants to ordinary shares	<u>(11,331)</u>	<u>(8,847)</u>	<u>349,399</u>	<u>349,399</u>	<u>(0.032)</u>	<u>(0.025)</u>
--	-----------------	----------------	----------------	----------------	----------------	----------------

Separate financial statements						
For the years ended 31 December						
Profit (loss) for the year		Weighted average number of ordinary shares		Earnings (loss) per share		
2014	2013	2014	2013	2014	2013	
(Thousand Baht)	(Thousand Baht)	(Thousand shares)	(Thousand shares)	(Baht)	(Baht)	

Basic earnings (loss) per share

Profit (loss) attributable to equity holders of the Company	(14,297)	11,492	349,399	349,399	<u>(0.041)</u>	<u>0.033</u>
---	----------	--------	---------	---------	----------------	--------------

Effect of dilutive potential ordinary shares

Warrants - ESOP	-	-	-	-		
-----------------	---	---	---	---	--	--

Diluted earnings (loss) per share

Profit (loss) of ordinary shareholders assuming the conversion of warrants to ordinary shares	<u>(14,297)</u>	<u>11,492</u>	<u>349,399</u>	<u>349,399</u>	<u>(0.041)</u>	<u>0.033</u>
---	-----------------	---------------	----------------	----------------	----------------	--------------

There is no impact of potential ordinary shares (warrants) in the calculation of earnings per share for 2014 and 2013 as the exercise price is higher than the quoted price, hence no exercise of warrants is expected.

25. 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 Company's operations involve a single industry segment in the distribution of computers and related accessories and are carried on in the single geographic area in Thailand. As a result, all of the revenues, operating profits and assets as reflected in these financial statements pertain exclusively to this industry segment and geographic area.

26. Provident fund

The Company and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Both employees and the Company contribute to the fund monthly at the rate of 5 percent of basic salary. The fund, which is managed by Siam Commercial Bank Asset Management Co., Ltd., will be paid to employees upon termination in accordance with the fund rules. During the year 2014, the Company contributed Baht 1.1 million (2013: Baht 1.6 million) to the fund.

27. Commitments and contingent liabilities

27.1 Operating lease and related service commitments

The Company has entered into several operating lease agreements and service agreement in respect of the lease of office building, warehouse and branch areas. The terms of the agreements are generally between 1 and 4 years.

Future minimum lease payments required under these operating lease agreements and service agreements were as follows.

(Unit: Million Baht)

	As at 31 December	
	2014	2013
Payable within:		
Less than 1 year	185	220
1 to 5 years	117	280

27.2 Guarantees

As at 31 December 2014, there were outstanding bank guarantees of approximately Baht 19 million (2013: Baht 22 million) and approximately USD 200,000 or equivalent to Baht 6.6 million (2013: USD 200,000 or equivalent to Baht 6.6 million) issued by a bank on behalf of the Company in respect of the purchase of goods and services as required in the ordinary course of business of the Company.

28. Financial instruments

28.1 Financial risk management

The Company's financial instruments, as defined under Thai Accounting Standard No. 107 "Financial Instruments: Disclosure and Presentations", principally comprise cash and cash equivalents, current investment, trade and other receivables and trade and other payables. The financial risks associated with these financial instruments and how they are managed is described below.

Credit risk

The Company is exposed to credit risk primarily with respect to trade and other receivables. The Company manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. In addition, the Company does not have high concentration of credit risk since it has a large customer base. The maximum exposure to credit risk is limited to the carrying amounts of trade and other receivables as stated in the statement of financial position.

Interest rate risk

The Company's exposure to interest rate risk relates primarily to its cash at banks. However, since most of the Company's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate, the interest rate risk is expected to be minimal.

Significant financial assets and liabilities classified by type of interest rates are summarized 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)

As at 31 December 2014					
	Fixed interest rates within 1 year	Floating interest rate	Non-interest bearing	Total	Effective interest rate (% per annum)
Financial Assets					
Cash and cash equivalent	-	163	10	173	0.30 - 1.13
Current investment	258	-	-	258	2.35 - 3.00
Trade and other receivables	-	-	139	139	
	<u>258</u>	<u>163</u>	<u>149</u>	<u>570</u>	
Financial liabilities					
Trade and other payables	-	-	427	427	
	<u>-</u>	<u>-</u>	<u>427</u>	<u>427</u>	

(Unit: Million Baht)

As at 31 December 2013					
	Fixed interest rates within 1 year	Floating interest rate	Non-interest bearing	Total	Effective interest rate (% per annum)
Financial Assets					
Cash and cash equivalent	100	110	26	236	0.50 - 2.50
Current investment	151	-	-	151	3.00 - 3.35
Trade and other receivables	-	-	136	136	
	<u>251</u>	<u>110</u>	<u>162</u>	<u>523</u>	
Financial liabilities					
Trade and other payables	-	-	411	411	
	<u>-</u>	<u>-</u>	<u>411</u>	<u>411</u>	

Foreign currency risk

The Company's exposure to foreign currency risk arises mainly from purchasing of goods that are denominated in foreign currencies. The Company seeks 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 liabilities denominated in foreign currencies are summarised below.

Foreign currency	Financial liabilities as at		Exchange rate - selling rate	
	31 December		as at 31 December	
	2014	2013	2014	2013
	(Million)	(Million)	(Baht per 1 foreign currency unit)	
US dollar	0.40	0.01	33.1132	32.9494

Foreign exchange contracts outstanding are summarised below.

As at 31 December 2014				
Foreign currency	Bought amount	Contractual exchange rate		Contractual maturity date
		Bought		
	(Million)	(Baht per 1 foreign currency unit)		
US dollar	0.27	33.10		January 2015

As at 31 December 2013				
Foreign currency	Bought amount	Contractual exchange rate		Contractual maturity date
		Bought		
	(Million)	(Baht per 1 foreign currency unit)		
US dollar	0.14	32.135 - 32.885		January 2014

28.2 Fair values of financial instruments

Since the majority of the Company's financial instruments are short-term in nature, 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.

29. Capital management

The primary objectives of the Company's capital management is to ensure that it has an appropriate financial structure and preserves the ability to continue its business as a going concern.

The Company manages its capital position with reference to its debt-to-equity ratio. As at 31 December 2014, the Company's debt-to-equity ratio was 0.50:1 (2013: 0.47:1).

30. Reclassification

Certain amounts in the financial statements for the year ended 31 December 2013 have been reclassified to conform to the current year's classification but with no effect to previously reported net income (loss). The reclassifications are as follows:

(Unit: Million Baht)

	Financial statements in which the equity method is applied and separate financial statements	
	For the years ended 31 December 2013	
	As reclassified	As previously reported
Statement of comprehensive income		
Cost of sales and service	4,804	4,797
Administrative expenses	172	179

31. Approval of financial statements

These financial statements were authorised for issue by the Company's authorised directors on 19 February 2015.

The Principle of Good Governance



Code of best practice

The Company is aware of the importance of the Code of Best Practice. The Board of Directors intends to fulfil all conditions of the code in accordance with the SET's guidelines for directors of listed companies.

Moreover, the Board of Directors has agreed to follow the Principles of Good Corporate Governance for Listed companies 2006 outlined by the SET, to benefit its operations. The Board will ensure that the Company and its management team maintain a high standard of best practice and transparency, which will result in an increase in confidence amongst shareholders, investors and other related parties

Policies regarding Codes of Best Practice

The Board of Directors gives the highest priority to the Principles of Good Corporate Governance and Code of Best Practice for Directors Listed Companies outlines by The Stock Exchange of Thailand (SET) and The Office of Securities and Exchange Commission (SEC) which are in accordance with the Company's Good Corporate Governance Policies including fair treats towards all related parties, transparent guidelines for practices regarding structure, components, duties, responsibilities, freedom and director's operations clear data disclosure and strict risk management.

1. Rights of Shareholders

In 2014 the Company held a general shareholder' meeting within 3 months after the end of the Company'fiscal year. The Company disseminated invitation letters to the general shareholders' meeting. It also presented documents and the detailed agenda on the Company's website 1 month prior to the meeting day, in order to provide shareholders sufficient time to go through the material. In addition, the Company also sent invitation letters to the general shareholders' meeting, accompanied with documents and the detailed agenda, map showing the meeting location, and the annual report, to the shareholders for 11 days prior to the meeting day. The invitation, information of date, time, and place of the meeting, together with the agenda were also published in a newspaper for 3 consecutive days prior to the meeting day. Eleven of the Company's directors participated in the 2014 meeting including the Chairman, Director and Executive Chairman, the Chairman of the Audit Committee and the Audit Committee.

Before the meeting started, the Chairman announced the number of shareholders or persons appointed by proxy, and how to vote, how to count vote, and how to use the ballot for the meeting. All shareholders were given opportunities and sufficient time to ask questions about the Company's performance from the Directors and top management, as well as to voice their opinions and suggestions. Each shareholder had an equal right to exercise their vote.

All significant matters raised by the shareholders regarding the Company's business operations were recorded in the minutes of the meeting by the Company's Secretary Which were completely repared within 14 days after the meeting date.The minutes of the meeting were disseminated on the Company's website.

2. The Equitable Treatment of Shareholders

The Board of Directors has the policies for equitable treatment of shareholders. They will be practiced and defended the basic rights that mentioned in the first principle equally. The Company will facilitate all shareholders, they can conveniently participate the meeting. The shareholders are allowed to appoint their representatives by offering them an alternative to appoint "Independent Director" as their representatives. In addition, the Company will handle the meeting properly, shareholders can comments and raise any questions with equal rights during the meeting in accordance with the meeting agenda. The Board of Directors will not allow the presentation of any agenda that did not handover in advance, especially the important agenda that required time to study the concerned information before making decision, except the urgent agenda.

Moreover, the Company also provides opportunities for the minority shareholders to propose agenda for the Shareholders' Meeting including the opportunity to nominate candidates who have qualifications as per criteria specified by the Company for the Company's directors since 2009 Annual General Meeting of Shareholders, The minority shareholders can propose agenda or nominate candidates for the Company's directors during December for the period of 1 month. During 2014 Annual General Meeting of Shareholders, the minority shareholders have not proposed agenda or any candidate.

The Company was strictly abided by the regulations outlined by The Stock Exchange of Thailand and The Office of Securities and Exchange Commission. The Board of Directors recognizes the importance to manage the conflict of interest raised by all concerned parties with prudence fairness and transparency. The information disclosure was completely done, clear and on time basis for the Company's benefits. Moreover, the company issued the policies on monitoring of insider trading as stated in the company's regulations to exercise punishment measures towards executives or employees who disclose internal information, publicize the prohibited information or for their own benefits. The Company disclosed the shareholding structure along with shares held by director and management in its annual report.

3. Role of Stakeholders

The Company runs the business by abiding to their responsibilities towards all concerned parties for sustainable mutual benefits. The Board of Directors regulated the management system which enabled the Company to confidently state that the Company will provide fair treatment with strict measures towards all concerned parties, including shareholders, employees, customers, suppliers, creditors, business and social competitors. Moreover, the Company regulated the business ethics in written form as guidelines and best practices for all employees.

During the Meeting of the Board of Directors No. 3/2003 held on March 5, 2003, the business ethics practices have been prescribed so that the directors, executives and all employees can acknowledge about the operating standards that the organization expects from them. In addition, the Board of Directors and the management shall provide strongly support for such practices and shall inform all employees for their acknowledgment as follows:

1) Behavioral Guidelines :

All Directors, management team and employees must be committed to

1.1 Being a good citizen by following the legal duties and responsibilities while performing good deeds for society.

1.2 Abiding by the rules and regulation of Company and its reputation.

1.3 Fulfilling the corporate objectives based on the Good Governance guidelines and refraining from using authority in favor of personal benefits.

2) Rules for Directors

Apart from the Behavioral Guidelines, members of Board of Directors should conform to the following rules:

2.1 Recruiting the capable management team and provide them sufficient authorities to operate and manage corporate businesses

2.2 Promoting the business ethics in operations for management team and employees

2.3 Performing duties in accordance to applicable laws with honesty. All decisions should be made in favor of major and minor shareholders to optimize the shareholder benefits

2.4 Refraining the exploitation of insider's information in favor of personal, relative's or related persons' benefits.

3) Rules for Management Team

Apart from the Behavioral Guidelines, management team should conform to the following rules:

3.1 Towards shareholders

3.1.1 Performing duties in accordance to applicable laws with honesty. All decisions should be made in favor of major and minor shareholders to optimize the shareholder benefits.

3.1.2 Regularly reporting the corporate status with complete and factual details.

3.1.3 Performing duties by implementing the best knowledge and skills in management in all cases.

3.1.4 Promoting operations based on standard systems and good controls with sufficient data and referable evidences.

3.1.5 Not exploiting benefits for personal or related person's favors based on corporate information that is not exposed to public.

3.1.6 Not revealing confidential information of Company to external parties.

3.1.7 Not performing any actions that may cause conflicts with corporate benefits.

3.2 Towards employees

3.2.1 Applying leadership to coordinate and operate with knowledge and abilities to achieve corporate effectiveness.

3.2.2 Promoting collaboration, good working environment, disciplines, teamwork and consciousness among employees.

- 3.2.3 Giving priority to the development of employees' knowledge and abilities for the whole organization and on regular basis.
- 3.2.4 Following the laws and regulations related to employees and communicating with employees to make them understand and aware of their rights, duties and responsibilities towards themselves and related parties.
- 3.2.5 Considering appointments, rotation, awards and punishment for employees with honesty and based on the knowledge, abilities and appropriateness of that employee.
- 3.2.6 Providing fair remunerations to employees.
- 3.2.7 Treating employees with politeness and respect towards their individuality and human dignity.
- 3.3 Towards customers, partners, creditors, competitors and society.
 - 3.3.1 Providing quality services, revealing complete information on services with accuracy and without elaboration.
 - 3.3.2 Treating customers fairly with no exception, avoiding to provide confidential information of customers in favor of third parties.
 - 3.3.3 Improving and creating new services to provide customer satisfaction.
 - 3.3.4 Seeking to enhance good and sustainable relationships with partners to achieve goodwill and satisfaction for all parties, thus bringing quality, accurate, affordable and fast services that serves requirements.
 - 3.3.5 Abiding by the good policies of Company by avoiding to give and receive bribes, not supporting illegal actions or actions that threatens national economy and stability.
 - 3.3.6 Following the rules of good commercial competition.
 - 3.3.7 Optimizing the natural resources with minimum waste and seeking alternatives to replace natural resources by considering current and future environment.
 - 3.3.8 Preserving, improving and maintaining buildings, places and environment to keep them in tidy, good and sanitary conditions.
 - 3.3.9 Maintaining and improving security standards to minimize accidents and dangers towards places and environments.
 - 3.3.10 Not helping, supporting or conforming to the actions that may violate laws or regulations.
 - 3.3.11 Follow the loan condition based on the agreement, and the responsibilities that should act to the creditors.

4) Rules for employees

Apart from the Behavioral Guidelines, employees should conform to the following rules:

- 4.1 Performing duties with honesty, diligence and patience.
- 4.2 Strictly keeping confidential information of customers, partners and Company.
- 4.3 Treating colleagues without prejudice to promote teamwork spirit and harmony among employees.

- 4.4 Taking care of colleagues by considering the well-being of employee community.
- 4.5 Paying attention and participating to all activities that will enhance corporate quality, effectiveness and development towards excellence.
- 4.6 Regularly seeking, improving and increasing personal knowledge and ability.
- 4.7 Taking care and giving hand in maintaining clean and pleasant working environment.
- 4.8 Not accusing or discrediting directly or indirectly other person's or company's reputations without factual information.

Moreover, in overseeing all stakeholders including shareholders, customers, and other groups, the Company has taken into consideration and given importance to having a cooperative mechanism. This includes a set policy that stakeholders could use to communicate or put forward complaints relating to the services offered by the Company including fraudulence and misconduct by the executives and managers, As such, the Company organized communication channels for all parties to utilize with the Board of Directors through the Secretary to the Good Corporate Governance Committee. These channels are as follows : Mr. Chanchai Boonyasurakul, email : chanchai_b@itcity.co.th or submit written material in hard copy to

Company Secretary
IT CITY Public Company Limited
604/3 Pantip Plaza Bld. 5th- 6th Fl.,
Petchburi Rd., Tanonpetchburi,
Rajthevee, Bangkok 10400

Additional Guidelines on the Prevention of Corruption Involvement

The Board of Director has determined additional guidelines on the prevention of corruption involvement as follows :

1. Fraud Risk Assessment Process

The Company has put in place a risk management system suitable to the Company's business nature, aiming to prevent and combat fraud and corruption by identifying incidents of high fraud and corruption risks that may arise from business operations, estimating possibility and impact determining proper measures to combat fraud and corruption, suitable to the assessed risks, methods to measure the success and resources utilized in risk mitigation and evaluating the performance under the established risk management plan.

2. Supervision and control practices to prevent and monitor fraud risk

- 2.1 Put in place the audit process, internal control and risk management systems covering key operating systems, such as, sales and marketing, purchasing, contract preparation, account recording, payment systems, etc., aiming to prevent and monitor fraud and corruption risk and provide suitable guidelines in resolving problems.
- 2.2 Provide channels for receiving information, clues or complaints on breaches of laws or the

Company's business ethics or guidelines on the prevention of corruption involvement or suspicious abuse in financial reports or internal control systems, with a policy to protect the providers of information or clues and treat the received information with confidentiality, including measures on investigation and punishment under the Company's discipline and/or related laws. In case the provider of information or clues or the complainant can be contacted, the Company will give a written reply on the Company's action for information.

- 2.3 The relevant department's head is responsible for monitoring the action, correcting the error (if any) and reporting to the person in position of authority.

3. Guidelines on monitoring and evaluating compliance with the guidelines on the prevention of corruption involvement. as follows :

- 3.1 Executives and employees are required to regularly appraise their own performance on compliance with the Good Corporate Governance and Business Ethics Manual of the Company, which contains policies on good corporate governance, business ethics, ethics on support to fraud and corruption counteracting, guidelines on the prevention of corruption involvement and employees' ethics and code of conduct.
- 3.2 Internal Audit Office is set up to oversee the internal control system, risk management and corporate governance, to provide recommendations continuously by conducting audit in accordance with the annual audit plan approved by the Audit Committee and report significant results of the audit with recommendations to the Audit Committee.
- 3.3 Risk Management and Internal Control Department is responsible for testing and evaluating fraud and corruption risk on a regular basis to ensure that anticorruption measures are implemented effectively, including monitoring, reviewing and improving anticorruption measures on a continued basis, with the assessment results being presented to the Risk Management Committee and reported to the Board of Directors regularly, on a timely basis.
- 3.4 In case of facts found from the investigation or complaints that there is evidence with a reasonable cause to believe that there exists a transaction or abuse that may have a significant impact on the Company's financial position or operations, including an offense or breach of laws or the Company's business ethics or guidelines on the prevention of corruption involvement or suspicious abuse in financial reports or internal control system, the Audit Committee.

In addition, the Company also educated as well as arranged the trainings on the Company's anti-corruption policy and operating procedures to its employees constantly.

Protection of person who informs clue on misconduct, violation or files a complaint.

Any employee or officer who files complaint, notifies clue, gives statement or provides information with honesty and does not have any intention to defame or cause damage to any person or the Company shall be protected from the Company, for instance, his/her position, job or workplace shall not be changed, or he/she shall not be suspended from job nor shall be threatened, harassed or treated unfairly. However, if it is necessary to change or cancel the protection measure for any person prior the arrangement under this policy becomes finalized, such undertaking must be granted approval from the Audit Committee first.

Policy for quality, professional health, safety, and environment

The Company realizes the importance of the product quality, energy and environment preservation, global warming situation, and professional health and safety as parts of the business. Thus, the Company has set up the quality management system, the management of the energy, and environment professional health and safety, The Executives and all staff determine to follow the guideline for practice as follows:

1. Comply with the law on safety, professional health, and environment, including other related standards and stipulations;
2. Develop quality system throughout the Company with continuous efficient working process in order to deliver products with quality standard and excellent services to create the utmost satisfaction to the customers;
3. Focusing on to safety is the heart of operation by placing an emphasis upon controlling and monitoring of the operation and workplace environment of the staff in order to prevent any loss caused by accidents, fire, and injury or sickness at workplace;
4. Monitor professional health and good workplace environment and encourage good health and happiness at workplace;
5. Evaluate and decrease the impact on the environment by focusing on the improvement and protection of the source as well as use the resources with efficiency;
6. All staffs have the right to receive the respect of rights and protection by law and regulations of the Thai labour standard, including to continuously receiving the development of knowledge and ability as well as creating motivation;

All levels of executives of the Company have the responsibility to be the model of development and maintain the management of the quality, professional health, and safety and environment by supporting sufficient resources for the staff to take part in following the policy.

Policy for environmental training management of employees

IT CITY Public Company Limited realizes the importance of the staff as the valuable resources. Thus, the Company has established the training management system to the staff in terms of the environment as guidelines for compliance with and practices as follows:

1. All staff from every professions and every level shall receive sufficient and continuous development on environmental preservation from knowledge providing and training;
2. New staffs shall receive training in terms of the operation and environmental management;
3. All levels of executives of the Company have the responsibility to be the model of development and maintain the management of the training for the staff in terms of the environment by supporting sufficient resources for the staff to take part in following the policy.

4. Disclosure and Transparency

The Company recognizes the significance to completely, timely, transparently disclose essential corporate information, especially the financial reports and non-financial data, in accordance with regulations of The Stock Exchange of Thailand and The Office of Securities and Exchange Commission, Thailand with easy accessibility to data on equal and credible basis. Besides the obliged distribution of information, the channel of SET as stated in the Form of Annual Data Transaction (Form 56-1) and the annual report, the Company discloses information both in Thai and English through the other channels such as the Company's website which is updated regularly.

The Board of Directors gives highest priority to the quality of "Financial Statement" with the policies to regulate and control the precision of information presented in the financial statement to be in line with certified accounting standards and approved by independent auditors. Along with the information disclosure as stated by relevant regulations.

The Board of Directors reveal the roles and responsibilities of the Board of Directors and the Audit Committee; the records of meetings and the attendance of each Director annually; as well as the remunerations to Directors in terms of forms and patterns; auditors' remuneration and other expenses. In addition, the Company also stipulated the policy for trading stock that the Company's directors and executives must report about the trading the Company's stock to the Board of Directors for acknowledgement and such information must also be disclosed in the Company's website and annual report.

Policy for Stock Trading

1. Directors and Executives are entitled to report the shareholding to the SEC in accordance to the Section 59 of the Securities and Exchange Act B.E. 2535, and to submit the report to the Board of Directors upon every trading, transferring, or receiving the stock transferring;
2. Directors and Executives with access to the important inside information, including the Company's financial statements which may affect the stock price shall avoid or refrain from trading the Company's stock within the period before the dissemination of the information;
3. All levels of staff of the Company and their family shall be refrained from trading stocks whether by themselves or through the brokers when they still possess the information disclosed to the public.

Directors and executives holding company's shares are as follows:

Name of Directors	No. of Shares	
	As at December 31, 2013	As at December 31, 2014
1. Mr. Kamol Juntima	1,007,312	1,007,312
2. Mr. Thienchai Srivichit	2,737,290	2,737,290
3. Mr. Min Intanate	803,000	803,000
4. Mr. Boonpakorn Chokvathana	1,812,354	1,812,354
5. Mr. Kamthon Punsak-udomsin	958,268	958,268
6. Mr. Sujin Jityanyong	1,510,040	1,510,040
7. Mr. Noravat Suwarn	-	-
8. Mr. Vichit Yanamorn	-	-
9. R.Sub.Lt. Suree Buranathanit	100,000	100,000
10. Mr. Damnoen Kaewthawee	-	-
11. Mr. Ekachai Sirijirapatana	1,266,978	1,266,978
12. Mr. Pairoj Amatamahatana	-	639,440
13. Mr. Pravit Rugpises	-	-
14. Ms. Pantipa Thirakanokvilai	-	-
15. Ms. Vanida Sangkaew	-	-
16. Ms. Varunee Maneenual	-	-

Relations with investors

With regard to investor relations, the parent company has still not set up a separate division to oversee this aspect; however, has assigned Miss Nannaphat Thirakanokwilai, Supervisor of Administration Department to administer this on the Company's behalf in communicating with investor institutions and shareholders including analysts and related government agencies, At present, investors can enquire for any information that is disclosed by the company by telephone 0 2656 5030 Ext. 427 or Email: nannaphat_t@itcity.co.th

5. Responsibilities of the Board

Apart from playing vital part in defining corporate vision, the Board of Directors collaborated with the management in planning the operation in the short and long run, financial policies, risk management and overall corporate image. Moreover, they took part in overseeing, examining and assessing corporate operation and the performance of management team with freedom as they place shareholders' maximum benefits in the first place.

The Board of Directors holds the annual meeting at least four times a year and each meeting must have clear meeting agenda along with necessary document for the Board of Directors to study and consider in advance. Each agenda must be fairly approved based on the benefits of shareholders and related parties by allowing free expression of opinions and reasonable time allocation for debates and opinions from all participants. The Chairman of the Board will appropriately administrate the meeting time as the participation of the Board of Directors has been reported in the annual report. The company's management committee must be present at the meeting to report the operation, propose issues, provide data and comments and acknowledge the policies and decision made by the Board of Directors to implement the policies and plans effectively.

Currently, among 11 committees of the Board of Directors, 4 of them are Independent Directors and 2 of them are Chairman of the Board and President of the Company. The Company selected the members of the Board of Directors based on their supreme qualifications and expertise from various fields, leadership, exceptional vision, morals and ethics, excellent background and ability to express idea without constraints. Moreover, the Company clearly specified duties and responsibilities for each member to optimize their performance.

To direct and oversee tasks which require expertise and freedom, the Board of Directors appointed the Specific Committee to take care of and filter the said tasks. To date, the Specific Committee is the Audit Committee which comprises of 4 Independent Directors. The Company comes up with policy to appoint more Specific Committee as necessary in any changing situation.

However, the Specific Committee must report the operating results to the Board of Directors in a given time.

Role of Chairman of the Board and President of the Company, The Chairman of the Board is a leader in terms of defining vision and controlling the performance of top executives. On the other, the President has the main roles to lead management team to perform in accordance with the policies set by the Board of Directors. Therefore, the Company stated these two positions cannot be held one person to clearly separate the roles while enabling the balance of business operation.

The Company has policy to provide the first orientation for the new directors, in order to acknowledge the roles, duty, and responsibility, including giving knowledge, understanding of business and operating in any part of the Company, which is to prepare the readiness to perform duty of the Directors

The Company provided appropriate remuneration for the Board of Directors and Management including monetary and other remunerations. When compared to others in the same industry, the Company can maintain its industrial leadership and disclose clear information in annual report. The remuneration for the Board of Directors was based on their scope responsibilities and the Company's business performance with approval from shareholders' meeting. On the other hand, the remuneration for management was approved by the Board of Directors based on their scope of responsibilities and the Company's business performance.

84 สาขาทั่วประเทศ

กรุงเทพฯ และปริมณฑล

1	พันธุ์ทิพย์พลาซ่า ประตูน้ำ ชั้น 5 5 th Floor, Pantip Plaza	Tel. 0-2656-5030
2	เซียร์ รังสิต ชั้น 3 3 rd Floor, Zeer Rangsit Complex, Rangsit	Tel. 0-2992-6800
3	ซีคอนสแควร์ ศรีนครินทร์ ชั้น 1 1 st Floor, Seacon Square, Srinakarin	Tel. 0-2721-8480-8
4	ไอทีมอลล์ ฟอจูนทาวน์ ชั้น 4 4 th Floor, Fortune Tower	Tel. 0-2641-1474
5	เซ็นทรัลพลาซ่า 3 ชั้น 6 6 th Floor, Central Rama III	Tel. 0-2211-7500
6	เซ็นทรัลบางนา ชั้น 4 4 th Floor, Central Bangna	Tel. 0-2399-0020
7	เดอะมอลล์ งามวงศ์วาน ชั้น 5 5 th Floor, The Mall Ngamwongwan	Tel. 0-2550-1111
8	ไอทีพลาซ่า สำโรง สมุทรปราการ ชั้น 4 4 th Floor, IT Plaza Samrong	Tel. 0-2394-0111
9	ไอที สแควร์ หลักสี่พลาซ่า ชั้น 3 3 rd Floor, IT Square Laksri Plaza	Tel. 0-2576-0576
10	สยามพารากอน ชั้น 4 4 th Floor, Siam Paragon	Tel. 0-2610-9866
11	ฟิวเจอร์พาร์ค รังสิต ชั้น 3 3 rd Floor, Future Park Rangsit	Tel. 0-2958-0666
12	พันธุ์ทิพย์พลาซ่า งามวงศ์วาน ชั้น 4 4 th Floor, Pantip Plaza Ngamwongwan	Tel. 0-2953-5395
13	เดอะมอลล์ รามคำแหง ชั้น 4 4 th Floor, The Mall Ramkhamhang	Tel. 0-2369-3199
14	แฟชั่นไอส์แลนด์ ชั้น 3 3 rd Floor, Fashion Island	Tel. 0-2947-5955
15	พันธุ์ทิพย์พลาซ่า บางกะปิ ชั้น 4 4 th Floor, Pantip Plaza Bangkok	Tel. 0-2187-3130
16	เดอะมอลล์ บางแค ชั้น 3 3 rd Floor, The Mall Bangkae Department Store	Tel. 0-2454-1884
17	เดอะสแควร์ บางใหญ่ ชั้น 3F 3F Floor, The Square Bangyai	Tel. 0-2195-0277
18	เมกา บางนา ชั้น 2 2 nd Floor, Mega Bangna Shopping Center	Tel. 0-2105-1699
19	เกตเวย์ เอกมัย ชั้น 4 4 th Floor, Gateway Ekamai	Tel. 0-2108-2986, 0-2108-2988
20	ซีคอนสแควร์ บางแค ชั้น 3 3 rd Floor, Seacon Bangkae	Tel. 0-2458-2618
21	เซ็นทรัลพลาซ่า แจ้งวัฒนะ ชั้น G G Floor Central Chaengwattana	Tel. 0-2835-3425
22	เซ็นทรัลพลาซ่า พระราม 2 ชั้น 3 3 rd Floor Central Rama II	Tel. 0-2872-4590

23	เทสโก้โลตัส ปิ่นเกล้า ชั้น 3 3 rd Floor, Tesco Lotus Pinklao	Tel. 0-2884-6591
24	ฟอจูนเมอร์เคียว อาคารฟอจูนทาวน์ ชั้น 4 4 th Floor Fortune Mercure, Fortune Tower	Tel. 0-2642-1603
25	บิ๊กซี ซูเปอร์เซ็นเตอร์ กัลปพฤกษ์ ชั้น 1 1 st Floor, Big C Supercenter Kanlapaphruek	Tel. 0-2416-4652

ภาคกลาง

1	นาชามอลล์ สุพรรณบุรี ชั้น 3 3 rd Floor, Nasa Center, Suphanburi	Tel. 0-3550-1211
2	ศูนย์การค้ารอยัลพาร์ค ราชบุรี ชั้น 2 2 nd Floor, Royal Park, Ratchaburi	Tel. 0-3235-0555
3	ทิวีกิจคอมเพล็กซ์ สระบุรี ชั้น 3 3 rd Floor, Taweekit Complex, Saraburi	Tel. 0-3631-4400
4	ไชยแสงดีพาร์ตเมนต์สโตร์ สิงห์บุรี ชั้น 3 3 rd Floor, Chai Saeng Department Store, Singburi	Tel. 0-3653-0383
5	หัวหินช้อปปิ้งมอลล์ ประจวบคีรีขันธ์ ชั้น 3 3 rd Floor, Hua Hin Shopping Mall, Prachuabkirkhan	Tel. 0-3251-6185
6	กนกกาญจน์ดีพาร์ตเมนต์สโตร์ กาญจนบุรี ชั้น 3 3 rd Floor, Kanockan Department Store, Kanchanaburi	Tel. 0-3451-2512
7	เทสโก้โลตัส สมุทรสงคราม ชั้น 1 1 st Floor, Tesco Lotus, Samutsongkhram	Tel. 0-3471-2617
8	เทสโก้โลตัส สิงห์บุรี (ท่าวัง) ชั้น 2 2 nd Floor, Tesco Lotus Tha Wung, Singburi	Tel. 0-3651-1262
9	เทสโก้โลตัส สามพราน นครปฐม ชั้น 1 1 st Floor, Tesco Lotus Samphran, Nakhonpathom	Tel. 0-3431-2074
10	เทสโก้โลตัส สุพรรณบุรี ชั้น 1 1 st Floor, Tesco Lotus Suphanburi	Tel. 0-3552-5521
11	ศูนย์การค้าสุขอนันต์ สระบุรี ชั้น 2 2 nd Floor, Suk-anan Park Saraburi	Tel. 0-3671-1922
12	เทสโก้โลตัส ชัยนาท ชั้น 1 1 st Floor, Tesco Lotus Chainat	Tel. 0-5641-2318
13	เทสโก้โลตัส โรจนะ อยุธยา ชั้น 2 2 nd Floor, Tesco Lotus Rochana, Ayutthaya	Tel. 0-3533-0355
14	เทสโก้โลตัส นครนายก ชั้น 1 1 st Floor, Tesco Lotus Nakhonnayok	Tel. 0-3731-6741

ภาคเหนือ

1	กาดสวนแก้ว เชียงใหม่ ชั้น 3 โซน C 3 rd Floor, Kadsuankaew, Chiang Mai	Tel. 0-5389-4511
2	เซ็นทรัลแอร์พอร์ต เชียงใหม่ ชั้น 3 3 rd Floor, Central Airport, Chiang Mai	Tel. 0-5320-1990
3	พันธุ์ทิพย์พลาซ่า เชียงใหม่ ชั้น 2 2 nd Floor, Phantip Plaza, Chiang Mai	Tel. 0-5328-8333

4	ท็อปแลนด์อาร์เชด พิษณุโลก ชั้น 4 4 th Floor, Topland Arcade, Phisanulok	Tel. 0-5522-5385
5	ห้างสรรพสินค้าเสรี ลำปาง ชั้น 4 4 th Floor, Seree Department Store, Lampang	Tel. 0-5422-6949
6	ห้างมาร์คไฟร์พลาซ่า แพร่ ชั้น 3 3 rd Floor, Markfour Plaza, Phrae	Tel. 0-5362-7000
7	เจริญภัณฑ์ดีพาร์ตเมนต์สโตร์ พะเยา ชั้น 2 2 nd Floor, Charoenphan Department Store, Phayao	Tel. 0-5448-1188
8	เทสโก้โลตัส รวมโชค เชียงใหม่ ชั้น 1 1 st Floor, Tesco Lotus Ruamchok, Chiangmai	Tel. 0-5324-3276
9	เซ็นทรัลเฟสติวัล เชียงใหม่ ชั้น 3 3 rd Floor, Central Festival, Chiangmai	Tel. 0-5399-8999
10	ท็อปแลนด์ เพชรบูรณ์ ชั้น 4 4 th Floor, Topland, Phetchaboon	Tel. 0-5674-1036
11	เทสโก้โลตัส หล่มสัก เพชรบูรณ์ ชั้น 1 1 st Floor, Tesco Lotus Lom Sak, Phetchabun	Tel. 0-5670-4375
12	เทสโก้โลตัส The Walk นครสวรรค์ ชั้น 1 1 st Floor, Tesco Lotus The Walk, Nakhonsawan	Tel. 0-5638-2219-220
13	บิ๊กซี ซูเปอร์เซ็นเตอร์ พิษณุโลก ชั้น 2 2 nd Floor, Big C Supercenter, Phisanulok	Tel. 0-5530-1305
14	กาดคำ แม่ฮ่องสอน ชั้น 1 1 st Floor, Kadkarm, Mae Hong Son	Tel. 0-5361-1989
15	ศูนย์การค้าศรีพงษ์พาร์ค อุตรดิตถ์ ชั้น 1 1 st Floor, Sripong Park Shopping Complex, Uttaradit	Tel. 0-5541-4990

ภาคตะวันออกเฉียงเหนือ

1	ดีคคอม ศรีราชา ชั้น 3 3 rd Floor, Tukcom, Sriracha	Tel. 0-3877-3377
2	สตาร์พลาซ่า ระยอง ชั้น 1 1 st Floor, Rayong Star Complex, Rayong	Tel. 0-3886-1899
3	ดีคคอม พัทยา ชั้น 5 5 th Floor, Tukcom, Pattaya	Tel. 0-3872-4111
4	ฮาร์เบอร์มอลล์ แหลมฉ้าง ชลบุรี ชั้น 3 3 rd Floor, Harbor Mall Lamchabang, Shopping Complex, Chonburi	Tel. 0-3849-3516
5	อาคารตะวันออกคอมเพล็กซ์ ฉะเชิงเทรา ชั้น 2 2 nd Floor, Eastern Complex, Chachoengsao	Tel. 0-3882-3900
6	ดีคคอม ชลบุรี ชั้น 4 4 th Floor, Tuk Com, Chonburi	Tel. 0-3818-4031-5
7	เทสโก้โลตัส แกลง ระยอง ชั้น 1 1 st Floor, Tesco Lotus Klaeng, Rayong	Tel. 0-3867-0488
8	แหลมทองช้อปปิงพลาซ่า ชลบุรี ชั้น 2 2 nd Floor, Laemtong Shopping Plaza, Chonburi	Tel. 0-3815-3811
9	โรบินสัน ปราจีนบุรี ชั้น 2 2 nd Floor, Robinson Department Store Prachinburi	Tel. 0-3745-4867

10	ดีคคอม ศรีราชา 2 ชั้น G G Floor, Tukcom Kosa	Tel. 0-3831-2596
----	---	------------------

ภาคตะวันออก

1	คลังพลาซ่า จอมสุรางค์ นครราชสีมา ชั้น 1 1 st Floor, Klang Plaza, Nakhon Ratchasima	Tel. 0-4426-0666
2	ดีคคอมโมชะ ขอนแก่น ชั้น 4 4 th Floor, Tukcom Kosa, KhonKhan	Tel. 0-4338-9777
3	บิ๊กเจียง หนองคาย ชั้น 2 2 nd Floor, Big Jieng, NongKhai	Tel. 0-4246-4967
4	เดอะมอลล์ นครราชสีมา ชั้น 3 3 rd Floor, The Mall Department Store, Nakhonratchasima	Tel. 0-4439-3433
5	รอยเอ็ดพลาซ่า ร้อยเอ็ด ชั้น 3 3 rd Floor, Roi-Et Plaza, Roi-Et	Tel. 0-4352-0250
6	ทวิกิจพลาซ่า บุรีรัมย์ ชั้น 3 3 rd Floor, Taweekit Plaza, Buriram	Tel. 0-4461-4500
7	เซ็นทรัลพลาซ่า ขอนแก่น ชั้น 5 5 th Floor, Central Plaza, Khonkhan	Tel. 0-4328-8144
8	ศูนย์การค้าดีคคอมแลนด์มาร์ค อุดรธานี ชั้น 3 3 rd Floor, Landmark Plaza Tukcom Udon Thani	Tel. 0-4224-7313
9	ทวิกิจซูเปอร์เซ็นเตอร์ บุรีรัมย์ ชั้น 1 1 st Floor, Taweekit Supercenter, Burirum	Tel. 0-4460-2271
10	เสริมไทยคอมเพล็กซ์ มหาสารคาม ชั้น 2 2 nd Floor, Sermithai Complex, Mahasarakham	Tel. 0-4397-0721
11	ดีคคอมโมชะ 2 ขอนแก่น ชั้น 2 2 nd Floor, Tukcom Kosa II Khonkhan	Tel. 0-4338-9380
12	โรบินสัน ร้อยเอ็ด ชั้น 2 2 nd Floor, Robinson Department Store Roi-Et	Tel. 0-4354-0872
13	โรบินสัน มุกดาหาร ชั้น 2 2 nd Floor, Robinson Department Store, Mukdahan	Tel. 08-5667-4975

ภาคใต้

1	โฮมเวิร์ค ภูเก็ต ชั้น 1 1 st Floor, Home Work, Phuket	Tel. 0-7630-4295
2	เทสโก้โลตัส เวียงสระ สุราษฎร์ธานี ชั้น 1 1 st Floor, Tesco Lotus Wiangsa, Suratthani	Tel. 0-7725-7263
3	เทสโก้โลตัส สงขลา ชั้น 1 1 st Floor, Tesco Lotus, Songkhla	Tel. 0-7430-7961
4	บิ๊กซี ซูเปอร์เซ็นเตอร์ ตรัง ชั้น 2 2 nd Floor, Big C Supercenter, Trang	Tel. 0-7558-1933
5	เทสโก้โลตัส ฉลอง ภูเก็ต ชั้น 1 1 st Floor, Tesco Lotus Chalong, Phuket	Tel. 0-7637-4654
6	เซ็นทรัลเฟสติวัล หาดใหญ่ ชั้น 3 3 rd Floor, Central Festival, Hatyai	Tel. 0-7433-9713
7	เทสโก้โลตัส สามกอง ภูเก็ต ชั้น 1 1 st Floor, Tesco Lotus Samkong, Phuket	Tel. 0-7630-4477



www.itcity.co.th



[itcitycare](https://www.facebook.com/itcitycare)



[itcity_care](https://twitter.com/itcity_care)



[itcity_care](https://www.instagram.com/itcity_care)