



ANNUAL REPORT 2018

รายงานประจำปี 2561



Tongkah Harbour
Public Company Limited

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Message from Chairman

In the year 2018, Tongkah Harbour Public Company Limited ("the Company") has implemented in various activities. In term of business operations, the Company has fully entered into a renewable energy business. In February, the Company has invested in Sawasdee Energy Holding Co., Ltd. who received the right to support 5 Megawatts Solar Power Generation Project at Phatoh District, Chumphon Province. The project has commenced the Commercial Operation Date since last December. The company continues to seek more power generation projects in the future both in Thailand and neighboring countries -CLMV group.

In term of operating results, the Company still generates income and profits continuously from the tin mining business in the Republic of the Union of Myanmar (Myanmar) and the Andesite Quarry. The Company achieved the highest sales in year 2018 with a record of 430,000 tons worth more than Baht 100 million. Moreover, the renewable energy business that the Company has invested in year 2018 will generate income for the business from year 2019 onwards. As for the real estate business, the Company has developed the product models by focusing on the consumers' need and behavior including providing sources of investment that need to be developed. Initially, the Company has already prepared plots for the project development.

In term of Social and Environmental Responsibility, the Company has allocated funds to support the surrounding communities as well as to encourage our staff members to participate in community activities both domestically and internationally. The Company focuses on creating an engagement between the organization and communities. For environment in particular, the Company has taken care, managed, and controlled environmental qualities as defined by the government. Furthermore, the Company also improves the surrounding community quality of life.

For the request to resume the Company's trading submitted to the Stock Exchange of Thailand, the management team has a strong desire to lead the company back into the Stock Exchange of Thailand. Seeing that the company worked hard during the past year, the Stock Exchange of Thailand agreed to revoke the delisting and announced the Company to enter into the operation period for its qualification to resume its trading (Resume Stage) in the stock market. The Company has a plan to submit a request to resume its trading within 2019.

The Board of Directors would like to thank the shareholders, customers, management, staff, as well as those who have supported the Company throughout the years. Rest assured, the Company will continue to try its very best for the Company's prosperity.



Mr. Wjit Jiemwjitkul

Chief Executive Officer & Chairman of Executive Committee

Business

1. Policy and Business Overview

1.1 Background

Tongkah Harbour Company has been operating tin business for more than 111 years, beginning with tin mining in the Phuket Bay area since 1906 by Captain Edward T. Miles, Australian, the founder of the company from observing of the mining methods of the Chinese in Phuket in 1903 and then developed tools and invested in doing business.

Later in 1906, Captain Miles established the "Tongkah Harbour tin trading Co., Ltd." at Hobart, Tasmania and contacted the Royal Thai Government to apply for a tin mining license in Phuket Bay in 1907, the company began to exploit tin mining by sea by "Krapor Boat", the first of the world and bring many inscribed experiences and achievements.

After 1907, the company invested to increase production capacity in tin mining with the purchase of seven additional drilling rigs boat to be used in Phuket. Later, the London tin group Tycoon Group, English Company (Managed by the Anglo-Oriental Company), controlled and transferred the company to Malaysia and changed its name to "Tongkah Harbour Tin Trading Co., Ltd." , later, then changed to be more formal to "Tongkah Harbour Tin Trading Berhad Company", and was subsequently merged by Malaysian Mining Corporation (MMC)

In 1980, the shareholding structure of the Company was changed in order to meet the investment policy of the mining industry in Thailand, after being registered as a limited company in Thailand. The name was changed to "Tongkah Harbor Public Company Limited"

In 1981, the Company was registered on the Stock Exchange of Thailand and the Company's shares were traded on the SET.

In 1990 when the tin market was bad in the mid-1980s, so the company expanded the business to real estate development in a form of Condominium in Bangkok and the construction of "Tongkah Tower" or now known as "True Tower"

In 1991, Tungsum Limited was established and acquired concession for exploration of gold and other minerals in Loei Province.

In 1994, the Company informed the Department of Commercial Registration to change its name to "Tongkah Harbor Public Company Limited".

In 1995, Tungsum Limited received a license for mineral exploration. Later on the Company has succeeded in exploring the gold mine in Loei Province. The company has submitted its mining plan and submitted applications for 6 gold mining licenses to the Department of Mineral Resources.

In 1998, the quarry business started to produce stone and sold it to domestic customers.

In 2003, the Ministry of Industry approved the gold mining license granted to Tungsum Co.Ltd. can develop mining in it area.

In 2005, the Company acquired a majority stake in Sea Mineral Limited. , which has applied for more than 50,000 rai (8,000 hectares) of tin mining in the Andaman Sea

In the 1,200 wells, about 49,672 tons of tin reserves are expected to be available in the area.

In September 2006, Tungsum Co.Ltd, started operation of the gold miner at Loei Province and gold production of Tungsum Co.Ltd has helped turn the company's financial status from loss to profitability at the end of 2006.

In the second quarter of 2009, Tungsum Co.Ltd. completed installation of drilling equipment for separating copper compounds in minerals. The process will result in lower production costs for gold, but more gold ore. As a result, revenue from the sale of copper increased.

Tungsum Co., Ltd. is trading copper ore with gold and copper alloy and export to overseas. It was the first exported since October 2009.

1.2 Major developments over the last 5 years

Year 2013

August : The company has entered the real estate development business in the form of residential and commercial buildings. The Skycliff Company has studied business planning for real estate investment and considered the project details on allocation of land with buildings by considering the suitability of doing business and investing with The 89 Capricorn Development Co., Ltd.

October : On October 24, 2013, the Company decided to enter the voluntary business rehabilitation process by submitting the petition for rehabilitation to the Central Bankruptcy Court for the purpose of debt restructuring.

Year 2014

March : Real estate development by 89. Capicorn Development has begun to develop the land in Phuket which are housing and commercial project under the name "The Bay Skycliff"

November: The Central Bankruptcy Court ordered to rehabilitate of the Company according to the company's request by establishing the company as the planner.

Year 2015

June : Real estate development by the 89 Capicorn Development Company has begun to develop in Phuket in the form of commercial building project under the name "The Bay District"

August : The creditors' meeting approved the rehabilitation plan and the Central Bankruptcy Court approved the plan.

September : The Bankruptcy Court has set up the Company as a plan administrator.

October : On 28 October 2015, the Company changed its capital structure by registered capital increasing to Department of Business Development, Ministry of Commerce to raise funds for doing business.

Year 2016

March : On 18 March 2016, the Company successfully raised funds according to the rehabilitation plan.

: On March 29, 2016, the Company completed all repayment under the rehabilitation plan.

: On March 31, 2016, the Company and Cholsin Co., Ltd. sold the investment in Tungkum Limited, in accordance with the resolution of the Board of Directors of the Company and Cholsin Co., Ltd

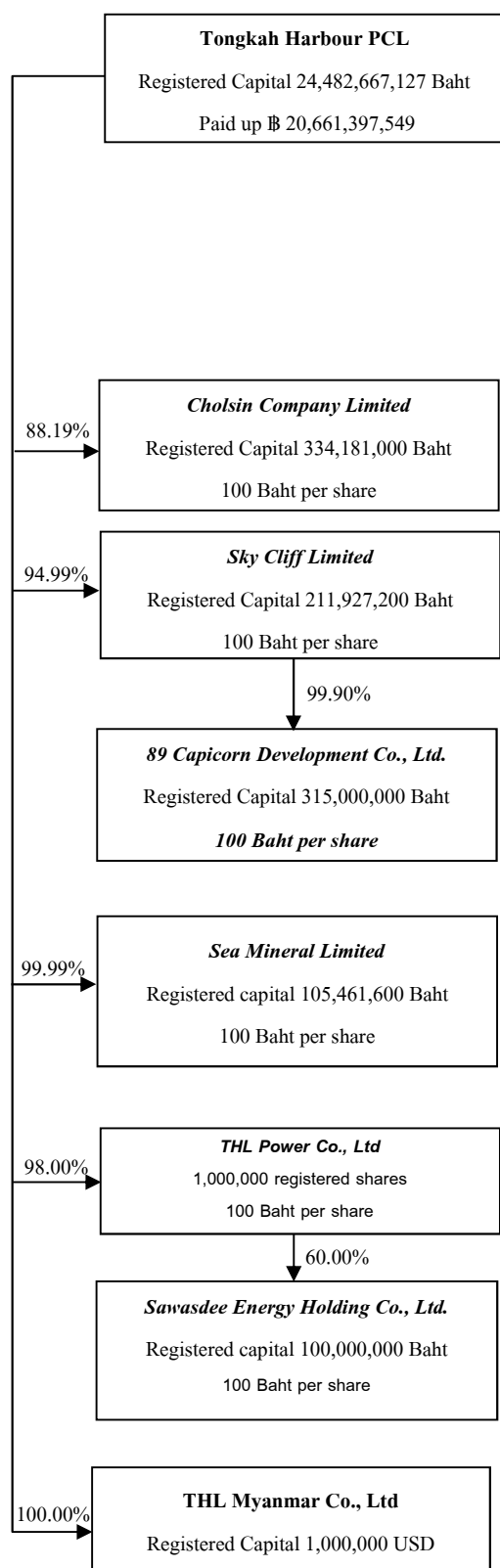
August : The company has started to expand its business to neighboring countries. On August 1, 2016, the Company entered into a share purchase agreement with Lao Ngam Kwang Tung Mineral Co., Ltd., holding 70% of total registered shares. It intends to expand its business and invest in copper mining in the Lao People's Democratic Republic.

September :	On September 18, 2016, the Company signed the management of tin mine in Marid with the company in Myanmar.
October :	On October 10, 2016, the Company filed a petition for cancellation of the rehabilitation plan with the Central Bankruptcy Court.
Year 2017	
March :	On March 6, 2017, the Company began to produce tin at the mine in Myanmar.
May :	On May 8, 2017, the Central Bankruptcy Court ordered the cancellation of the rehabilitation of the Company because the successful completion of the rehabilitation plan has been completed.
September :	On September 27, 2017, the Company signed a Memorandum of Understanding (MoU) with Sawasdee Energy Holdings Co., Ltd., which is a sponsor of the Solar Farm project of Poon Sook Cooperative, Chumphon province. The Company will provide financial support to Sawasdee Energy Holdings Co., Ltd.
October :	On 3 October 2017, the Company was granted a renewal of the Andeside Mine, Saraburi, which was expired on May 23, 2009. The Ministry of Industry has renewed its license for another 15 years, which expires in 2067. The area has an estimated reserve of 4.68 million tons. It is expected to continuously generate revenue to the Company.
November:	On November 2, 2017, the Company established The THL Power Limited With a registered capital of Baht 100 million, the Company is a 98% shareholder, divided into 1 million common shares with a par value of Baht 100 per share. The purpose is to invest in energy business.
	** At present, The THL Power Co.Ltd. holds 60% of shares in Sawasdee Energy Holdings Co., Ltd. on February 12, 2018.
Year 2018	
February :	On 9 February 2018, The company started to invest in the mineral processing plant at Phato District, Chumphon Province. The objective is to install machines to extract and purify metal minerals. By doing so, it also creates “mineral by-products” which will increase income for the company in future.
:	On 12 February 2018, a subsidiary of Tongkah Harbour Public Co.,Ltd. named THL Power Company Limited has entered into a transaction to purchase shares of Sawasdee Energy Holding Company Limited which engages in the business of advising on renewable energy systems, construction, electrical systems, water supply system. The Subsidiary was granted the right to enter into the Power Purchase Agreement (PPA) with the Electricity Authority of Thailand for a 5 Megawatts Solar Power Plant Project.
:	On February 26, 2018, Sawasdee Energy Holding Company Limited signed the Power Purchase Agreement (PPA) with the Provincial Electricity Authority (PEA) in order to sell entire electricity produced from the 5 Megawatts Solar Power Plant Project in Chumphon province to PEA.
July :	On July 18, 2018, the Company received an investment promotion from the Board of Investment (BOI) for the 5 Megawatts Solar Power Plant Project in Chumphon province, category 7.1.1.2 : Electricity generating business or electricity and steam generated from renewable energy.

- August : On 16 August 2018, the Company registered the establishment of THL Myanmar Co., Ltd. The Company held a 100% of shares with a registered capital of USD 1 million. The objective is to explore and operate the mining and energy business in Myanmar.
- November : The Company has expanded its operations to the mining business by undertaking the management of manganese ore production. On 1st November, 2018, Cholsin Company Limited signed a contract for the production of manganese ore in Chiang Mai with a company who owns a production license.
- December : On 27 December, 2018, the 5 Megawatts Solar Power Plant Project in Chumphon Province has commenced the Commercial Operation Date (COD) for PEA.

1.3 Shareholding structure of the Company Group

Shareholding Structure of the Company, Subsidiaries, and Associated Companies as of December 31, 2018



Nature of Business: Mining Business

Current business

Andeside Mining located in Kaeng Khoi district, Saraburi. The total reserve of two exploration wells was initially estimated at about 30.07 million tons. It has operated since June 1998. Total output of rock is about 4.1 million tons. The annual production capacity is about 350,000 tons.

Tin mine : Today, the company has been mining tin in Myanmar

Current Business

Gold mining, Copper mining, Potash mining, Tin mine, The Company is considering investing in overseas mining business such as Myanmar, Laos, Cambodia, Malaysia

Nature of business: crushed stone business

Operated a stone crusher plant at Andeside Mining for Tongkah Harbour PLC

Nature of Business: Property Development

Property development in Mae Sot area, Tak, in modern style of commercial buildings.

Nature of Business: Property Development Property development in Phuket, "The Bay Skycliff" project, a modern twin house and commercial building and "The Bay District" in the form of commercial buildings.

Nature of business: tin mining Tongkah Harbour PCL holds 99.99% of the shares. The company is in the process of applying for a 50,000-rai mining license with a tin reserve of 49,672 tons at a cut-off grade of 0.193 kilograms per cubic meter.

Nature of business: Generating and delivering electricity from renewable energy. To operate a business of producing and distributing electricity from renewable energy, such as wind energy, water energy, waste energy, and solar energy.

Nature of business: Solar energy business, Solar power generation and transmission business Operates as a 5 megawatt solar energy producer in Amphoe Phato, Chumphon Province for PEA.

Nature of business : Mining and energy business

Engages in mining and energy businesses in Myanmar

1.4 Policy, Vision, Mission, Values, Objectives, Goals, and Strategies

1.4.1 Policy

The company's policy is to build sustainable business growth with full potential. To create value added to the organization and coupled with taking into accounts the collective benefits. It is also responsible for society and the environment.

The mining industry is an important upstream industry in Thailand that makes Thailand has a stable raw material for the industry and reduces the import of ore from abroad. The company has set a strategy to continue growing, while emphasizing on risk management that hinders the development of corporate sustainability by alternative investing in energy and real estate. This approach is not only beneficial to the organization but also benefits the community, society and environment as a whole.

1.4.2 Vision

To be a leading enterprise in the field of mineral resources development, renewable energy and real estate. Corporate Governance, focus on the involvement of stakeholders. Focus on the involvement of stakeholder by taking into account of the social and environmental aspects in order to create a return to shareholders and sustainable growth.

1.4.3 Mission

1. Carry out business with emphasis on excellence in all aspects according to international standards and corporate governance.
2. To manage effectively and efficiently by developing organizations and personnel continuously.
3. A good member of the community and society, in addition to care and maintain for the environment.

1.4.4 Value

1. Sustainability Development
 - Consider sustainability development, The balance of social, environmental and economic.
2. Excellent performance.
 - Dedicated and continually elevate the organization in every aspect for sustainable operations and business profits.
3. Teamwork
 - Focus on individual values. Focus on teamwork and featuring with all personnel.

1.4.5 Objectives and Goals

The company must be socially responsible by excellent operation while commit to achieving the ultimate goal.

- Improve current mining in order to have effective procedures and save money.
- Supporting community and local by protecting and improving the quality of the environment.
- Focus on career opportunities and career advancement.

- Promote a safe and healthy workplace for employees.
- Educational Aid Provide support to the communities where employees are living and working.
- Promote employee pride, reconciliation and taking responsibility for society and the environment.

1.4.6 Strategy for implementation

1.4.6.1 Manage existing assets to full capacity.

- Improve the performance of current assets to maximize potential and maximize value.
- Utilizing existing assets to maximize profits.

1.4.6.2 Focus on developing and expanding the project

Mining Group

- Focus on investment by the company as a proprietor or major shareholder in a potential project for the mineral that is needed by the global market.
- Full service mining with expertise.

Renewable Energy Group

- Expanding both domestic and international renewable energy.

Real Estate Business Group

- Focus on investing in potential projects and it can generate returns efficiently.

1.4.6.3 Find a partner to expand investment.

- Focus on joint ventures with potential business partners in order to expand more capacity and market
- Potential projects including mining, renewable energy and property development.
- Seeking joint venture opportunities with partners in order to expand business with domestic and foreign companies.

Revenue structure

The company's core revenue is the mining, which is currently the quarry business and mining overseas. The company plans to expand its mining business by becoming a partner by holding shares in foreign-owned companies. The company also has another major portion of revenue from its real estate development business.

Nature of Business	Operator	Revenue structure					
		2018		2017		2016	
		Million baht	%	Million baht	%	Million baht	%
1. sale income							
Ores sales	Tongkah Harbour PCL	36.15	10.28			-	-
Andesite sales	Tongkah Harbour PCL	102.85	29.25	59.05	14.41	46.71	17.48
Sales of real estate - The Bay	89 Capicorn Development Co., Ltd.	5.54	1.58	50.59	12.34	129.74	48.56
Service Income from mining production – Other country	Tongkah Harbour PCL	190.50	54.17	219.16	53.47	129.74	48.56
Service Income from mining production – Domestic	Cholsin Limited	10.10	2.87				
2. Other income							
Negative goodwill	Tongkah Harbour PCL	0.08	0.02				
Gain on Exchange rate	Tongkah Harbour PCL	0.57	0.16	0.11	0.03	-	-
Gain on revaluation of inventories	Tongkah Harbour PCL	0.17	0.05			0.29	0.11
Gain on sale of property, plant and equipment	Tongkah Harbour PCL	0.13	0.04			1.82	0.68
Gain on Rehabilitation creditor's Paid	Tongkah Harbour PCL	3.61	1.03	77.96	19.02	54.04	20.23
Income from creditors do not receive repayment under the rehabilitation plan.	Tongkah Harbour PCL					6.00	2.25
Improve penalties income tax Corporate	Skycliff Limited					18.71	7.00
Other	Companies group	1.92	0.55	3.01	0.73	9.86	3.69
Total Revenues		351.62	100.00	409.88	100.00	267.17	100.00

Mining Business**Andesite Mining Business**

The Andesite mining of Tongkah Harbor Public Company Limited is located in Kaeng Khoi District, Saraburi Province. About 140 kilometers from Bangkok, 20 kilometers from Kaeng Khoi Railway Station, the mine has a total area of about 243 rais, There is also a stone mill, Office space, Employees housing, maintenance building, and areas for various types of stone products. It is expected that the mineral reserves in the concession area of 28676/15268 card will be about 4.68 million tons. Approximately 25.39 million tons of the total of 28675/15632 card have been assessed. The mine has been in operation since June 1998. The total production is about 4.1 million tons. At present, the production capacity is about 350,000 tons, which has enough capacity for production approximately 26.37 million tons

area					Status
Card number	Rai	Ngan	Square Wa	Expired date	
28676/15268	88	3	81	May 23, 2024	-
28675/15632	154	2	67	January 21, 2014	under renewal

The Andesite Quarry Mining Company under the 2 Conclusion of License No. 28676/15268, which was granted a 15-year extension until May 23, 2024, and the license No. 28675/15632 which is in the process of being renew. Currently, the company has a stone in possession that can be produced to customers continuously. After the renewal of the license, it assures the offering of various stone products to large and small customers to meet the needs. Including twin rail train projects, several routes in the mills nearby. In the past year, sales increased from the previous year. The company plans and evaluates market demand trends to increase capacity to meet demand. It also sets the appropriate selling price to create a good return to the company. For license no. 28675/15632, the Company has submitted the related items to the Department of Primary Industries and Mines for approval in the next step.

Characteristics of the product or service:

Andesite is volcanic Granite formation (volcanic rock) with intermediate chemical compositions (Intermediate Igneous Rock). It has a silica content of between 55% and 65%, while the rest is feldspar, quartz and other rock minerals so Andesite has outstanding property; toughness, Compressive Strength and durable to decay by high natural processes.

The Company has hired Cholasin Co., Ltd., which company owns 88.19%. The company has been engaged in stone crushing since June 1998. At present, the quarry has a capacity of about 30,000 tons per month. The ratio of different stones which made by milling machine and sieve. It can be adjusted to meet the needs of the market. Current products include: Ballast, Well Grade 3/4 inches, Coarse Dust 3/8-inch, Fine Dust and Road Base to make concrete pillows and the rail pillow. There are also other products, such as Dirt and Stone, which are larger than 60 mm (Primary). It makes money with another part.

Disposal of stones

In the year 2018, the income from the disposal of Andesite stone totaled 102.85 million Baht, due to the demand for raw materials in various projects and more likely for supporting the construction of double rail line which has been approved. The government also has many other projects, such as Jira road junction-Ubon Ratchathani project. Ban Phai - Nakhon Phanom Project and The Pak Nam Po-Denchai project and other lines close to the mill. Due to this reason, demand for stone is increased. In the past, the company has accelerated production to meet the needs of users. The main products that make income to the company. It is a ballast used in the construction and repair of railway and stone. $\frac{3}{4}$ W / G, a stone used for road construction.

Market and Competition

(A) policy and characteristics of product marketing

The Andesite Company's quarries is a good sources of stone suitable for construction that requires extra strength and durability. As a result, our quarries are one of the major stone manufacturers and distributors in Central Thailand. The company's products can be used in construction, road works and railroad jobs such as rocking path, concrete pillars. Products of the company manufactured according to standards and specifications as determined by the State Railway of Thailand, Department of Highways, Department of Rural Roads and the Mass Rapid Transit Authority of Thailand. The company's stone meets the requirements of the Department of Highways and Railways. This year, the construction of expressway, the highway project of the Department of Highways is commencing. The demand for 3/4 inch stone and 3/8 inch stone is the main raw material and the long-term project of the State Railway of Thailand; double track railway project in the central and northeastern regions and nearby railroad repair in the area. The project has demanded a large number of ballast forks and has been in operation for about 5 years. Therefore, the production of open pit mines extends large and deep so it can meet the needs of customers and considering the quality of the rock and the location of the quarry. The company has a high competitive advantage both in terms of transportation and quality standards.

(B) Competition

The company's Andesite has several marketing advantages which the cost of transportation is, the location of the quarry is close to the double track railway project, Bang Pa In - Korat special highway project (Motorway) and large state projects. Including quarries are also located between the areas to expand and develop as an industrial area, north and northeast of Bangkok. There are also other manufacturers in the vicinity. But it is used mainly for the company's own projects. Rocks that meet the requirements of the State Railway of Thailand, such as Andesite, is not much in the central region. For other competitors, there are igneous rocks such as diorite, granite and basalt stone. But limestone has no such features and the company's Andesite stone has been tested. It was Qualified and suitable for road surface works by the Department of Highways. When business opportunities improve Mines plan to increase production capacity to meet future market demand.

Supply Products

(a) Acquisition of Products

Andesite rock sites discovered in the concession are hills and rocks from the surface down to a depth of more than 40 meters. The rocks are spread over a wide area in both the horizontal and vertical. When calculating the amount of the reserve mineralization from the surface down to a depth of 30 meters, with ore reserves estimated at 30.07 million tons and the proved reserves in mines is about 25.97 million tons.

Mining is a Open Pit stepped down from the surface. It consists of adjustable floor to suit the soil conditions and transportation so that the truck can run. Control drilling quarrying, the digging and transportation of raw materials to enter the stone crusher or prepare a raw material storage piles. The Department of Primary Industries and Mines standard, Mining and crushed stone are met customer orders and shipments in order to meet the operating costs.

(B) Environmental impact

The quarry site, the Andesite have very little environmental impact. The mine area is relatively flat areas with no forest or vegetation in the area. It is an area with extensive agricultural land use, such as rice, corn and mango are also sparse population around the mine area. The quarry without the use of chemicals in the process. Only use water spray to reduce the spread of dust caused by transportation and crushed stone.

Quarrying is done only once a day at the time of 16:00 to 17:00 hrs., Which is based on the mining project was filed with the Department of Primary Industries and Mines and in accordance with the corrective measures and reduce environmental impact. The proposed policy with the Office of Natural Resources and Environment, the explosion is done only during the time that is required to enter the stone mill. So it does not blow every day and quarrying could have an impact on noise and vibration in a way. However, it is a short time, and the whole operation under the supervision of the Department of Primary Industries and Mines, provincial Labor Office

Measures to prevent and reduce environmental impact and safety in the workplace are important.

1. Tree planting is a line around the project area. Which had begun before mining operations. To help reduce the volume of crushed stone and reduce the amount of dust blowing out of the project area.
2. The striker collected soil mining and mine reconditioning the floor is in good condition for safe operation and rehabilitation later.
3. Control quarrying correct technical basis to reduce vibration and reduce flying debris blown out of the project area.
4. Spraying water at various points. In the process, crushed rock to reduce dust.
5. The supply of protective equipment to employees while on duty such as helmets, safety shoes. Dust mask, Plug-ear hearing protection, etc. In addition the company provide for the annual check of the mine as well.

Tin mining business**Tin Mine – Sea Minerals Limited****Product or Service Description**

When considering the mineral reserves for an amount of 49,672 tons at the grade of “cut-off grade” at 0.193 kilograms per cubic meter, tin mining in the sea in Phang-Nga province can be considered as a global asset.

Tin Mine – Myanmar**Product or Service Description**

The Company signed a tin mining operation contract with a licensed tin mining company at Myeik in Myanmar to produce tin ore in 3 plots of land. The first plot of land contains 14 licensed plots (812.14 Acres) and the remaining 2 plots are in the process of license renewal which has already been submitted to the Myanmar government.

The status of this project; machines relocation and installation as well as production test were completed since January 2017, also, the production has started on 6th March 2017. Seeing that the original production line is unable to support the production of hard rock that contains quality tin, an additional production line has been added. The machines were currently modified and ready for the production. The tin production is expected to be increased within the second quarter of 2018.

Copper Mining Business**Product or Service Description**

The company purchased shares of Lao Nghan Guang Tong Mining Co., LTD. for the copper mining project in Lao PDR. The project covers approximately 3.1 square kilometers. Currently, the project is in the process of a detailed exploration for a final investment decision.

Manganese mining business**Product or Service Description**

The Company has expanded its business operations by undertaking the management of manganese ore production in Chiangmai Province. The business operation is under Cholsin Company Limited, a direct Subsidiary of the Company. Manganese is a dark brown, hard and brittle metal with an approximate 40.65% of manganese dioxide. Geologically, it is classified as Pyrolusite that can be used in water filtering as it can eliminate metal substances and can be mixed with steel to make the steel more tough, flexible and durable such as railway tracks, digging heads, drill rods, etc. In addition, Pyrolusite can also be used to purify steel.

Real estate development business**Housing estate and commercial building business**

The company has invested in real estate projects seeing that this business has continued to grow. 89 Capricorn Development Company Limited has started to develop a project called "The Bay Skycliff" located in Phuket. The project is a housing estate and commercial building business comprising 32 units and 24 units respectively. The total project value is approximately Baht 346 million.

In addition to the above projects, 89 Capricorn Company Limited has also invested in the "The Bay District" project located in Phuket. It is a 9-unit commercial building project with a value of approximately Baht 62.10 million.

Renewable Energy Business

Renewable Energy Business

The company has expanded its business to produce and sell electricity from a 5 Megawatts solar power project.

Product or Service Description

The Group of Companies operates the business of producing and selling electricity from renewable energy to the government sector, namely the Provincial Electricity Authority (PEA) in accordance with the policy of supporting the production of electricity and utilization of renewable electricity. Details are shown below:

Project	Production Capacity	Project Status/Progress
1. Solar Power Plant, Chumphon	5 Megawatts	Commercial Operation Date (COD) Since 27 th December 2018

(1) 5 Megawatts Solar Power Plant – Chumphon :

- Operates the business under Sawasdee Energy Holding Company Limited, an indirect subsidiary of the Company as a “Very Small Power Producer” (VSPP). The project is located at 126 Moo 10, Phatoh Sub-district, Phatoh District, Chumphon Province with a total area of approximately 50 Rai.
- Entered into a Power Purchase Agreement (PPA) between Sawasdee Energy Holding Co., Ltd. and Provincial Electricity Authority (PEA) for a 25-year contract.
- Commenced the Commercial Operation Date (COD) on 27th December, 2018
- Receive tax benefits from the Board of Investment (BOI) to be exempted from corporate income tax for 8 years from the date of earning an income.

Benefits from receiving the promotion from the Board of Investment (BOI)

Type of business that receives the promotion	Promotion Certificate No.	Production Capacity that receives the promotion	Date approved by the Committee
1. Solar power generating business	61-0843-1-00-1-0	5 Megawatts	18th July 2018

The rights and benefits received from the investment promotion for the Solar Power Generating business, category 7.1.1.2 : Electricity generating business or electricity and steam generated from renewable energy; except waste or fuel generated from waste are as follows:

1. The company has been granted the right to permit the aliens who are skilled craftsmen to enter the Kingdom to work in their positions for the permitted duration during their employment.
2. The company receives an exemption of machinery import duty as approved by the Board.
3. The company receives an exemption of corporate income tax on net profits from the operation that received the business promotion of totaling not more than a 100% of the investment excluding cost of land and working capital for 8 years commencing from the date the business earns from its operation.
4. The company that receives the promotion is granted an exemption not to use dividends incurred for tax calculation throughout the period of corporate tax exemption.

Market and Competitive Situation

A) Marketing policies and characteristics

Trends and growth of the renewable energy business

Nowadays, the overall demand trend for the electricity continues to rise, and it is rising at a rate that is higher than the expansion rate of the power production capacity. Therefore, the government sector must make an expansion plan to support the future utilization. The expansion plan has included renewable energy. The Ministry of Energy therefore has improved the renewable energy development and Alternative Energy Development Plan (AEDP) Year 2036. The said plan requires that Thailand must have electricity produced from renewable energy in Year 2036 for a total of 19,684.40 Megawatts.

B) Competitive Situation

The Company's current business of producing and selling electricity is considered as the business that does not have direct competition with other operators as the Company sells all produced electricity to the government's electricity agency that is Provincial Electricity Authority (PEA) as specified in the Power Purchase Agreement (PPA) between the Group of Companies and the Government Sector. The company has a strong ambition to be a leading company in the alternative energy production by selecting quality manufacturers for the equipment and technology so that Company's power plant project can operate efficiently and be able to distribute electricity consistently and stably.

C) Target customers

For the 5 Megawatts Solar Power Plant in Chumphon province, the Provincial Electricity Authority (PEA) is the target customer. The project is about supporting the government's policy in order to increase electricity production capacity from renewable energy and to reduce the energy imported from foreign countries.

RISK FACTORS

Tongkah Harbour PCL. recognized the importance of risk management of the business caused by internal factors and external factors to minimize impact to an acceptable level by the Company and its subsidiaries. The risk factors are as follows:

Mining

MiningStone Andy Forsythe

Risk competitors The production site in the rocky Andesite, Saraburi. The entrepreneur who brought the stone to the construction of transport systems in central Thailand. Due to the location and geological features, the igneous rock types Andesite site which is distinguished from the nearby area, mostly limestone sedimentary rock types and other igneous which has the ability to apply different by Andesite quarry site of the company has an advantage in the market, the company managed. No risk of competitors in Saraburi province and central Thailand.

Risk opportunity to expand their customer base. According to the government's demand for making stone-increasing steadily. As a result, the market shortage of stone in the project. However, the Company has reviewed the issue price of the stone regularly to suit the market conditions at all times, reduces the risk of the opportunity to expand it.

Risks that will cost a lot. The company has accumulated a stock of stones is increasing. This is a result of an increase in working hours and improved equipment for higher capacity to arrange delivery to meet customer needs. The company is considering investing in capacity expansion project at a later date.

Environmental risks and the Masses Environmental risks find that there was no much impact due to the location of the quarry in the valley. The landscape features that can be used as a line of defense against the impacts of production and also stay away from the school, community and make a quarry continues to operate normally produced under the regulations of the relevant authorities.

Credit Risk The Company's risks which may result from charging the debtor or the debtor does not comply with the conditions set so the Company's hedging policy may occur in the future. The process of considering granting credit to trade accounts receivable to be tightened even more. A collection of collateral, such as cash, check or bank guarantee from a financial institution to control and keep track of payments from debtors closely.

Tin Mining

Financial Risks The Company Contract manufacturing offshore tin mining requires huge investments, so it is quite risky, however. The company plans to prevent and reduce risk. By hedging, a contract mining company with extensive contracts. The partner companies will have to pay compensation at all if the operation does not conform to the contract, such as the amount of ore mined is found or if the company has canceled its contract mining prematurely.

Property Development Business

Business housing and commercial buildings

The risk of creating pre-sale. Land Phuket, Which THL Company believes that such land is likely to develop quickly. And to generate revenue for the company later on. 89 Capricorn Golden Limited, a subsidiary has purchased the said land and has developed into housing projects and commercial buildings 56. units under the program "The Bay Skycliff" across the street and the building of 9 units under the project "The Bay District" is completed. And deliver to customers the most.

However the land in Mae Sot, Tak and Phuket. This is a project for the future in the form Townhouse and Condo House is still a risk of creating pre-sale. The need to invest a lot prior to the recognition of revenue and cash inflow. The company may also face liquidity problems. Problems changing consumer behavior. Moreover, there is still the risk of external factors. As the real estate business has dominated the race locked up. However, the company has reduced the risks by studying consumer behavior thoroughly to study the needs of target customers especially like the location, format and project levels, etc. It aims to develop turnkey projects to meet the needs of different customers. The Company expects that the company can provide. And meet the needs of our customers in full.

The risk of investment. The expansion of property development, such as the launch of new projects. The high risk Whether the cost is high. Since the acquisition of land, construction, sales, etc. Therefore, in order to prevent or reduce the risk, the Company has the following process steps are to study the feasibility of the project. A risk assessment of the economic situation in the region by the potential. The market demand Including the ability to purchase consumer. By the client's income on bank lending. Before starting a new project.

Risks of conducting state. The current procedure Nature of Business The company's property development business risk to be affected by changes to the law. And policy makers from the public sector. The process of the government. Whether it is the law on environmental protection. Law on Urban Planning Act Are factors that are beyond our control, which may affect the development of new projects of the Company, the Company plans to reduce risk. By giving priority to the selected location. Learn to change the policy of the state. And monitoring the various legal restrictions. Involved before investing To be able to plan the project properly if there is a change in law or government policy.

Renewable Energy Business

Risk from Masses Nowadays, problems arose from masses have become more intense and have alerted all sectors in the society.

Conducting this type of business, the Company is fully aware that there are risks relating issues from masses, occupational safety and health, including the quality of life of the surrounding communities. As for this, the company has mitigated the risks and impacts by conducting public hearings with the surrounding communities in the area to do such energy projects.

In addition, the Company also has a CSR policy that focuses on living in harmony with the communities where the company runs the business.

Financial risks from the operation of power plant project As there is a company from China investing in machinery and providing financial support for the construction in the Solar Power Plant Project in Chumphon Province, the Company, in the future, will have higher debt burden. Therefore, The Company has to manage its operations and cash flow in order to be able to pay debts in this part duly. Being aware of such risk, the Company intends to use cash flow concisely and in accordance with the plan so that the financial risk of the project and the company can be reduced.

Shareholding structure of the board and company management.**Securities and Shareholder Information****4.1 Number of registered capital and paid-up capital** as at December 31, 2018.

- Number of ordinary shares 24,482,667,127 shares with a par value of 1 baht par total of 24,482,667,127 baht.
- Capital Paid 20,661,397,549 shares fully paid shares at 1 baht par total of 20,661,397,549 baht.

Status as a listed company.

As assigned by The Stock Exchange of Thailand (SET) that the Company fall into the classification of rehabilitating its financial position and operations, stage 1 (NC stage 1) with a marking of “NC – Non-Compliance” since December 9, 2011, and with a marking of “SP – Suspension” for no trading of the Company’s securities. The company is given 3 years to rehabilitate its financial position and operations.

According to the Stock Exchange of Thailand’s regulation for the company that are subject to possible delisting, the period of rehabilitation has been allocated into 2 phrases which are (1) Period for rectifying the cause(s) of delisting and (2) Period for the repossession of the required qualifications for Resume Stage.

On 20 June 2016, The Stock Exchange of Thailand extended the period of rectifying the delisting causes(s) to March 31, 2017. Afterward, the Company requested for one more year extension and was granted an approval from the SET to have the extension to March 31, 2018.

On 24 May 2018, The Stock Exchange of Thailand has announced that the Company is now in the group of companies which has already rectified the cause(s) of delisting and allowed the Company to enter the period of being qualified to resume trading (Resume Stage). The Resume Stage is to be proceeded until March 31, 2020.

4.2 Structure of Shareholders

List of major shareholders the maximum. 10 As at December 31, 2019

Share Holder	# Share	% Share
1. UOB KAY HIAN PRIVATE LIMITED	2,700,000,000	13.07
2. Mr.Banyong Jiamwjitkul	1,974,000,000	9.55
3. Mr.Wanchai Panwichian	1,969,350,000	9.53
4. Mr.Wijit Jiemvijitkul	1,901,298,500	9.20
5. Miss Sutiree Jiamwjitkul	1,810,000,000	8.76
6. Mr.Titchuan Nanawaratorn	904,900,000	4.38
7. Mrs. Sasi-On Jiamwjitkul	600,025,900	2.90
8. Mr.Vasant Chawla	500,000,000	2.42
9. Mr.Paisan Etitum	438,100,000	2.12
10. Mr.Wichian Jiamwjitkul	400,000,000	1.94
Other shareholders	7,463,723,149	36.12
Total As at December 31, 2018	20,661,397,549	100.00
Total shareholding for all nationals of Thailand.	20,471,113,809	86.01
Total shareholders' equity Foreign all.	2,890,283,740	13.99

Note: The reference shareholders of TSD.(Thailand) Ltd.

Restrictions on foreign shareholders.

Shareholders who are foreign ownership of shares of the Company. Amounting to not more than 30 per cent of the total issued and paid up as at December 31, 2018 the Company's shares held by Foreign Shareholders with approximately 13.99 percent of the issued and paid up.

4.3 Dividend Policy The Company and its subsidiaries.

The company plans to pay a dividend of at least 25 percent of net profit after tax of the previous year, and net reserves as defined by the law and the company. However, the dividend rate will depend on the cash flows. Investment obligation of the Company and its subsidiaries. Including legal restrictions Financial condition and other needs of the company.

The subsidiary does not have a policy of paying dividends at the fixed rate. But in general, will determine the dividend policy of the Company. Which is based on earnings from operations. Financial terms Capital requirements for future expansion.

The management structure and corporate governance.

The Board of Directors consists of 6 sub-committees, comprising the Executive Committee, Audit Committee, Nomination Committee, Remuneration Committee, Good Corporate Governance Committee and the Risk Management Committee. The charter committees are as follows.

Board of Directors

The composition of the Board of Directors

1. Directors are shareholders of the company or not.
2. A Board of Directors consisting of not less than five directors and not less than one-half of the directors must be resident in the country.
3. The structure of the Board of Directors must be composed of at least one-third independent directors. Independent directors must be independent of the management. Major Shareholders It must not be involved or have a vested interest in the financial and business administration. The qualifications of the independent directors as specified in the Notification of the Capital Market Supervisory Board No. Thor Jor 28/2008 Re: Application for and Approval of Offer for Sale of Newly Issued Shares ("Notification No. ThorJor.")
4. Board of Directors The Audit Committee must consist of at least three members. The Audit Committee must be independent. The Company has the qualifications as specified in Notification No.28 / 2551 and the scope of duties and responsibilities of the Stock Exchange of Thailand. ("SET") Notification
5. The Board of Directors shall elect a Chairman. The Board of Directors considers it appropriate, the Board may choose one or several deputy chairman.

The current Board of Directors as at December 31, 2018 amounted follows.

- | | | |
|-----|--------------------------------------|--|
| 1. | Mr. Wijit Jiemwijitkul | Chairman of the Board / Chairman of the Executive Committee /
Chief Executive Officer |
| 2. | Mr. Supachai Jaismut | Vice Chairman ¹ /Executive Committee |
| 3. | Mr. Ekachai Chotiyanon | Vice Chairman ² / Audit Committee / Independent Director. |
| 4. | Assoc. Prof. Dr Tharinee Pongsupatt. | Chairman of Audit Committee / Independent.Director |
| 5. | Mr. Nipon Keeratipitayaporn | Audit Committee / Independent Director |
| 6. | Mr. Chaiyut Sukawanitnun. | Independent Director |
| 7. | M.r Wichai Cherdshewasart | Independent Director |
| 8. | Mr. Prot Pattakaree | Director |
| 9. | Mr. Kirati Kijmanawat | Director |
| 10. | Mr.Paisan Etitham | Executive Committee |
| 11. | Mr Suthep Buramarn | Executive Committee |

Name: Wijit Jiemwijitkul



Position on Board

- Chairman of the Board
- Chairman of the Executive Committee
- Chairman of Nomination Committee
- Member of Remuneration Committee

Education/Training

- Bachelor Degree in Construction Management and Technology Faculty of Engineering,
King Mongkut's Institute of Technology Ladkwan

Position in Other Core/Affiliated Companies

- Chief Executive Officer , Tongkah Harbour PCL
- Director , Cholsin Limited
- Director , SkyCliff Limited
- Director , 89 Capricorn Development Co.,Ltd.
- Director , THL POWER Co., Ltd.
- Director , Sawasdee Energy Holding Co., Ltd.
- Director , THL MYANMAR Co., Ltd

Name: Suphachai Jaismut



Position on Board

- Vice Chairman of the Board
- Chairman of Remuneration Committee
- Member of Executive Committee

Education/Training

- LL.M International Business Law , Howard University, Washington D.C. USA.
- LL.M Economic Law , Chulalongkorn University

Position in Other Core/Affiliated Companies

- Chairman of the Board , Cholsin Limited
- Director , THL POWER Co., Ltd.
- Director , Sawasdee Energy Holding Co., Ltd.
- Director , THL MYANMAR Co., Ltd

Name: Assoc.Prof.Dr. Tharinee Pongsupatt

Position on Board

- Chairmand of the Audit Committee
- Independent Director

Education/Training

- Dr.rer.soc.oec (Accounting) University of Innsbruck , Austria
- M.B.A Adelphi University, USA
- Bachelor of Science (Accounting) , Kasetsart University

Position in Other Core/Affiliated Companies

- Null



Name: Eakchai Chotiyanon

Position on Board

- Vice Chairman of the Board
- Member of the Audit Committee
- Independent Director

Education/Training

- M.B.A. STRAYER COLLEGE , USA
- LL.B , Ramkhamhaeng University

Position in Other Core/Affiliated Companies

- Null



Name: Dr.Wichai Cherdshewasart

Position on Board

- Independent Director

Education/Training

- D.Sc. (Great Distinction), Molecular Biology, Institute of Molecular Biology, Free University of Brussels, Belgium
- M.Sc., Molecular Biology, Institute of Molecular Biology, Free University of Brussels, Belgium



Position in Other Core/Affiliated Companies

- Director , Cholsin Limited
- Director , SkyCliff Limited
- Director , 89 Capricorn Development Co.,Ltd.

Name: Suthep Buramarn

Position on Board

- Member of the Executive Committee
- Member of Remuneration Committee
- Member of Nomination Committee

Education/Training

- Bachelor of Engineering , Electronic Engineering
King Mongkut's Institute of Technology Ladkwan

Position in Other Core/Affiliated Companies

- Director and Managing Director , SkyCliff Limited
- Director and Managing Director , 89 Capricorn Development Co.,Ltd.
- Director , Cholsin Limited
- Director , THL POWER Co., Ltd.
- Director , Sawasdee Energy Holding Co., Ltd.
- Director , THL MYANMAR Co., Ltd



Name: Nipon Keeratipitayaporn



Position on Board

- Member of the Audit Committee
- Independent Director

Education/Training

- Bachelor of Engineering , Civil
Prince of Songkla University

Position in Other Core/Affiliated Companies

- Null

Name: Paisan Etitum



Position on Board

- Member of the Executive Committee

Education/Training

- Ph.D. in Civil Engineering, University of California, Los Angeles, U.S.A.
- Master's Degree in Civil Engineering, Case Western Reserve University, Cleveland Ohio, U.S.A.
- Bachelor's Degree in Civil Engineering Case Western Reserve University, Cleveland Ohio, U.S.A.

Position in Other Core/Affiliated Companies

Null

Name: Kerati Kijmanawat



Position on Board

- Director

Education/Training

- Ph.D. Eng , Tokyo University , Japan
- Master of Engineerig , Tokyo University , Japan
- Bachelor of Engineering, Civil , Sirindhorn International Institute of Technology, Thammasat University

Position in Other Core/Affiliated Companies

- Null

Name: Prot Pattakaree



Position on Board

- Director
- Member of Remuneration Committee

Education/Training

- Beachelor of Engineering , Electrical Engineering
King Mongkut's Institute of Technology Ladkrabang

Position in Other Core/Affiliated Companies

- Director , THL MYANMAR Co., Ltd

Name: Chaiyut Sukavanichnant

Position on Board

- Director

Education/Training

- Bachelor of Engineering , Electrical Engineering, Kasetsart University

Position in Other Core/Affiliated Companies

- Null



Charter Board of Directors

- **objective**

The Board of Directors of the Company on behalf of shareholders who have a significant role in determining the direction of the company. As well as overseeing the management of the Company pursuant to the articles of association of the company to create value for the Company. And to the best interests of the Company and its shareholders in the long term.

The Board recognizes the importance of good governance to build trust with shareholders and stakeholders on all sides. Each Director shall perform his duties in a responsible manner, integrity And carefully preserving the interests of the company Including the need to comply with the laws and regulations of the Board of Directors. As well as the resolutions of the shareholders' meeting.

So this Charter, the Board aims to understand the role of directors. The duties and responsibilities towards the shareholders of the Company. And demonstrate that they can perform such functions effectively. Effective and transparent

- **element**

1. Directors are shareholders of the company or not.
2. A Board of Directors consisting of not less than five directors and not less than one-half of the directors must be resident in the country.
3. The Board of Directors shall consist of independent directors, at least one-third of all directors. But shall not be less than three independent directors must be independent of the control of management. Its major shareholders And must not have been involved or have an interest in the financial and administrative affairs. The property is fully qualified according to the criteria prescribed by the Independent Commission Capital Market. 28/2551 concerning the request and permission of offering of newly issued shares (the "Jor. 28/2551. ")
4. Board of Directors Audit Committee shall consist of not less than three members of the audit committee must be independent. And qualified as announced Jor. 28/2551 The scope, duties and responsibilities under the Stock Exchange of Thailand. ("SET") Notification.
5. The Board of Directors shall elect a Chairman. The Board of Directors considers it appropriate, the Board may choose one or several deputy chairman.

- **property**

1. Directors must be individuals who have knowledge and experience that will benefit the business. Are honest, ethical business practices.
2. The director must possess qualifications and not be prohibited under the law governing public limited company. And the Securities and Exchange Act. In addition, there must not be any characteristic that indicates the lack of appropriate to be trusted to manage the business of shareholders as prescribed by the Securities and Exchange Commission. It must be a person named in the list of directors and executives of the company issuing the securities under the Notification of the Capital Market Supervisory Board regarding the criteria for listing the names of persons in the system, the list of directors and executives of the company. Issued securities
3. The director is not able to conduct business with the same conditions and compete with the Company's business. Or partnership or directors in other juristic persons who have the same conditions and are in competition with the business of the Company, whether for the benefit of one or the other. Except for the notice to the meeting of shareholders prior to the appointment.

4. The directors must inform the Company without delay. If you have an interest in a contract made by the Company, directly or indirectly, shares or debentures, increase or decrease in the company. Or its affiliates

- **The term of office and election of directors.**

1. Election of Directors according to the Articles of Association. And laws However, it must be transparent and clear to the nomination. The need to consider the educational background and professional experience of the candidates. Including features and prohibitions. The details are given adequate consideration. For the purpose of the decision of the Board of Directors and shareholders.
2. In every annual general meeting. One-third of the members While freeing it from If the number of directors to vacate office may not fit into one of three. Then the number nearest to but not more than one-third. The directors to retire in the first and second year. After company registration The longest that anyone will leave the subsequent years, the directors who were in office longest shall retire from office. If at any time there are several directors remain in office for a long time as well. The number is more than the amount required to retire from office at that time. Such directors shall retire from office by a random drawing. And directors who retired by rotation may be re-elected to a new position.
3. Apart tenure ago. When a member vacates office
 - dead
 - resign
 - Disqualified or prohibited under the law on public companies. And / or regulation of the Securities and Exchange Commission.
 - At the meeting, shareholders voted to issue a vote of not less than three-fourths of the shareholders. Present and voting. And holding shares amounting to not less than one-half of the shares held by the shareholders present at the meeting and entitled to vote.
 - The court ordered the release
4. Any director who wishes to resign must submit a resignation letter to the company. The resignation is effective from the date of his resignation to the company. A member who resigns will announce the resignation of the registrar public mind with.
5. In cases where the position is vacant due to reasons other than retirement by rotation. The Committee shall select a person with the votes of not less than three-fourths of the remaining directors. Choose those who are qualified and not disqualified under the law on public companies. Law and Securities and Exchange Commission defines as directors in the board meeting the next time.

- **Duties and Responsibilities**

The Commission has the authority and responsibility to manage the company according to the law. And Articles of Association And the resolutions of the general meeting of shareholders that are legal with integrity and protecting the best interest of the company. Overall authority And responsibilities include:

1. Provide shareholders an annual general meeting within four months after the end of the accounting period of the company. To send a notice to the Board of Directors. And a notice calling the shareholders' meeting, including the agenda and documents in advance. As defined in the Articles of Association.

2. Provide accounting system Financial reporting and auditing are very reliable. The system ensures that a document that can verify the accuracy of the information later. Internal controls and internal audit. And manage risk effectively and efficiently.
3. Provide financial statements at the end of the accounting period. To be accurate to the financial position and results of operations in recent years has corresponded to reality. Complete and correct, according to the generally accepted accounting standards. And audited by the auditors of the Company prior to submission to the shareholders for consideration and approval.
4. Targeted policies, plans business. And the company's budget Supervisory Control Administration and management of the administration to adhere to the policy plan. And forecast budget with efficiency and effectiveness.

The committee also has the responsibility to oversee the company. The Company's subsidiaries and affiliates comply with the Securities and Exchange Commission. Notification of the Capital Market Supervisory Board The Exchange's regulations, such as the Transaction. And the acquisition or disposal of major assets or laws relating to the Company's business.
5. Review and approve the expansion plan investment projects, as well as joint investment with other operators as proposed by the management.
6. Policy enforcement and control mechanisms of corporate governance on the investment subsidiary.
 - 6.1. By performing the duties and responsibilities which have been designated for the director who has been approved by the Board of Directors of the Company. As the director Or management of the Company in proportion to their shareholding in the Company. In that subsidiary
 - 6.2. Tracking the performance of its subsidiaries, according to the plan continues.
 - 6.3. Monitoring the subsidiary disclose information about the financial position and results of operations. The transaction And the acquisition or disposition of assets that are significant to the Company a duly completed correctly.
 - 6.4. If that is the case, the subsidiary transactions with related parties. With the acquisition or disposition of assets. Or any other transaction that important. Board of Directors especially Directors or any other person who has been approved by the Board of Directors. For appointment as directors or executives of the subsidiaries are responsible for ensuring that companies comply with regulatory mechanisms on the transactions with the related parties. Acquisition and disposition of assets, including essential items which the Company has determined that the consideration of this transaction, the subsidiary of a similar transaction rules. The nature and size of the company. Must be approved by the Board of Directors or the shareholders of the company, as appropriate.
7. To consider and approve the appointment of the person as a director and / or management of the subsidiaries. According stake in the subsidiary. Including the use of policy control mechanisms and corporate governance, the investment in the subsidiary. To illustrate how companies are subsidiaries of regulatory mechanisms stipulated in the Notice Jor. 28/2551 regarding the approval and permitting the sale of new shares.
8. Determine the management structure Has the power to appoint Executive Committee Chief Executive Officer And other appropriate committees such as the audit committee. The Nomination and Remuneration Committee. The risk

management and corporate governance as well as the scope of authority. The remuneration of the executive committee, Chief Executive Officer And Committees are appointed.

The delegation of authority to impose duties, must not be authorized by the Board of Directors. Chief Executive Officer And Committees You can approve transactions that may have conflict of interest or a conflict of interest with any other company. Or its subsidiaries (if any) unless the approval is based on policies and regulations of the Board of Directors considered and approved already.

In the event the Board of Directors, the Chairman and Chief Executive Officer. Or others operating in the commission of any such delegation must be made in writing. Or save it as a joint committee of the board of directors clearly. And the scope of authority of the attorney clearly.

9. The Board of Directors may authorize one or more persons or any other person to act on its behalf by the Commission under the control and supervision of the board. Or may authorize such person so authorized by the Board of Directors and within the Board of Directors. The Board of Directors may revoke or modify the authorization for that. When appropriate The power of attorney must not be authorized to make such a person can be considered and approved the transaction in which he or any person who may have conflicts of interest. Stakeholders Or there may be a conflict of interest in any other way to make up the company. Or its subsidiaries (if any) except for normal business transactions according to trade conditions in general. Or the policies and guidelines of the Board of Directors considered and approved already. By the rules, conditions and procedures prescribed by the transaction. Acquisition and disposition of assets of listed companies under the Capital Market Commission. And / or announcements Any other relevant authorities.
10. Directors and management must report to the Company of its interest or individual relevance. The stakeholders involved in the management of the company. Or its subsidiaries in accordance with the rules, conditions and procedures for the notification of the Capital Market Commission.
11. Directors and management must jointly responsible party trading the Company's securities in any damage. This occurs due to the disclosure of information to shareholders and the general public with the message that is false in essence. Or concealed facts which should be disclosed in essence, as defined in the Securities and Exchange Law. Unless the directors and management will prove that he is not aware of the actual data or lack of data that should have prompted it.
12. Prohibiting directors and executives, including spouses and minor children of Directors. Or the management of information within the company. And its subsidiaries or associated companies. Both are derived from the act or acts in any other way. Has or may have a significant impact on the Company. Subsidiaries or associated companies To benefit themselves or others, whether directly or indirectly and whether they receive compensation or not.
13. Directors and executive officers of the Company, including related parties of such directors and executives have a duty to notify the company of their association. And transactions with companies Subsidiaries or associated companies which may give rise to conflicts of interests. And avoid transactions that may pose a conflict of interest with the company. Subsidiary or associate.

● **meeting**

1. The Board of Directors shall be in accordance with law. And articles of association, which normally set to be held at least once every 3 months. The Chairman shall convene the meeting of the Committee. If the office of President becomes

vacant or is unable to perform his duties. If the Vice Chairman, the Vice Chairman shall convene the meeting. The Vice Chairman is absent or unable to perform their duties. Chief Executive Officer A conference call instead

2. In the meeting, the Chairman of the Board. Or who has been assigned Delivered the invitation letter by registered mail. Or delivered to the Directors by date, time, place and the parties to the Convention to the Committee not later than seven days before the meeting. Unless urgent need to protect the rights and interests of the company. The meeting will be informed by other means, and the meeting date earlier than that.
3. In the case of the Two or more requests to call a board meeting. The Chairman shall determine the date of the meeting within fourteen days from the date of receipt of the request.
4. The Board of Directors shall be not less than half of the total members to act as the terminals. If the Chairman is not present at the meeting. Or is unable to perform his duties If the Vice President, the Vice President, to preside over the meeting. If there is no vice president or unable to perform his duties, the members present shall elect one among themselves to chair the meeting.
5. The decision of the Board of Directors. Holding the majority The director has one vote, one vote. But a director who has an interest in any matter without the right to vote on the matter. If the votes are equal, the chairman of the meeting shall have an additional casting vote.
6. The Chairman Or director who has been tasked by the President to determine the date, time and place of the meeting of the Board of Directors, at a meeting that could be defined as something other than the locality where the head office of the Company or neighboring provinces. Any If the Chairman of the Board of Directors appointed by the President. Nor designated meeting place To take place at the headquarters of the company as a meeting place.
7. Company Secretary Serves to take notes and prepare a report within fourteen days kept the minutes. Annual General Meeting Following support for the Board to act in accordance with the laws and regulations. And the resolution of the shareholders' meeting. Including coordination with the relevant parties.

Executive Committee

The Executive Committee consists of 4 members as follows: Chairman of the Board.

- | | |
|---------------------------|--|
| 1. Mr. Wijit Jiemwijitkul | Chairman of the Executive Committee and
Chief Executive Officer |
| 2. Mr. Supachai Jaismut | Executive Director |
| 3. Mr. Paisan Etitham | Executive Director |
| 4. Mr. Suthep Buramarn | Executive Director |

Executive Board Charter

- **Purpose**

The Board of Directors appoints the Executive Committee, which consists of qualified directors and executives, to manage and control the Company's business as assigned by the Board of Directors. This charter is intended to provide the Executive Board with an understanding of their roles and responsibilities, and to use this charter as a guideline for their duties.

- **Factors**

1. The Executive Committee consists of not less than three directors.
2. The Board of Executive Directors shall elect one of them to be the Chairman of the Executive Committee. In the event that the Board of Directors deems it appropriate, one or several directors may be elected.
3. The Executive Chairman may be the same person as the Chief Executive Officer.

- **Qualities**

1. Executive Committee must be a knowledgeable and experienced person who will be beneficial to the business operation of the company as well behaved Honesty, ethically in business.
2. Executive Committee must have required qualification and no prohibited characteristics under the law governing public limited company -Also Securities and Exchange Act and other relevant laws.

- **Term of office and election of directors**

1. The Executive Board is appointed by the Board of Directors. This is in accordance with the Company's regulations. It specifies that a director may be assigned by a Board director or many of them acting on behalf of the board of directors.
2. The Executive Board shall vacate office upon
 - Death
 - resign
 - Lack of qualifications and prohibited characteristics as required by law.
 - The Board of Directors resolved to issue
3. An executive resigns from office need to submit a resignation letter to the company. The resignation will take effect from the date the letter is issued to the company.
4. When the Executive Director resigned -the Board of Directors selects any person who is qualified to be Executive Director.

• **Duties and Responsibilities**

The Board of Directors has entrusted the Executive Committee with the power and duty to manage the Company's business and management affairs, set policies, business plans, budgets, management structure and management powers. To set criteria for business operation, to be in line with economic conditions and submit to the Board of Directors for approval and follow up the performance of the Company in accordance with the policy.

Summarize the important responsibilities and responsibilities as follows.

1. Provide guidelines for determining the powers, duties, supervision and coordination, and define the powers and duties of the working group. Or the management team. Consider and approve the proposals. Proposed by the management or working group.
2. Approve the proposal Proposed by various working groups. For the benefit of management and Doing business for the purpose of the company.
3. Feasibility study for new projects as deemed appropriate, including related legal acts.
4. Has the power to approve investment or invest with the company and various forms. The authority to approve the calculation of transaction size of the disclosure criteria for the acquisition or disposition of assets 2004 of the Stock Exchange of Thailand. "3 calculate the size of the transaction according to the criterion and the value is lower than fifteen percent ", including the six months prior approval of the current transaction to the same value.
5. To consider and approve the Company's rules, regulations, policies, and business operations. Or any action. Binding company
6. Advise the policy. The duties of the Chief Executive Officer and the Special Working Group.
7. Has the power to approve the appointment of disciplinary commissioners. Salary, wages, benefits, bonuses, bonuses and other returns. The costs and facilities of officers or employees of companies with managerial positions. Including the Chief Executive Officer. Or special teams
8. Other tasks assigned by the Board of Directors.
9. Has the power to appoint any person or group of persons. To operate the Company under the control of the Executive Committee. Or may delegate authority to such person or group of persons have the power to act as the Executive Board deemed appropriate and have the power to change, cancel, and revoke such power.
10. Has power to appoint the chairman of the consultant or advisors of the Executive Committee, as appropriate and with authority to determine remuneration. Benefits, facilities and other expenses of consultants or consultants.
11. Executive Committee or the Chairman of the Executive Committee has the power to call the Executive Board meeting and / or the rules and regulations of the meeting as it deems appropriate.
12. To consider approving the power to manage the business according to the rules and regulations.
13. Has the power to approve and withdraw money from all accounts of the Company and use the credits at all banks or financial institutions where the Company exists, as well as to open accounts and / or apply for loans in various forms with any bank or financial institution as well. The Company's securities are pledged as collateral for such debt, both registered and unregistered.

• **meeting**

The Executive Board is scheduled to meet at least once a month. To consider Duties and Responsibilities of the Board of Directors. All the member from The Board of Directors shall consider and approve the matters that may be proposed to the Board of Directors for consideration and approval from employees of the Company, Associated or those who deem appropriate to attend the meeting. Comment or submit information as deemed relevant or necessary.

• **Executive Board Report**

The Executive Committee shall report its performance to the Board of Directors and report the performance of the previous year to the shareholders in the Annual Report. The details are as follows.

1. Number of meetings
2. Number of times each executive board member attended the meeting.
3. The performance of duties as prescribed by the Charter.

Audit Committee

The Board of Directors still requires the Audit Committee in accordance with the guidelines of the Stock Exchange of Thailand. At least three independent directors are required to be members of the Audit Committee. There are 3 members of the Audit Committee.

- | | | |
|----|------------------------------------|--|
| 1. | Assoc.Prof.Dr. Tharinee Pongsupatt | Chairman of the Audit Committee and Independent Director |
| 2. | Mr.Ekachai Chotiyanon | Audit Committee and Independent Director |
| 3. | Mr.Nipon Keeratitayaporn | Audit Committee and Independent Director |

Assist.Tharinee Phongsupatr is a member of the Audit Committee with knowledge and experience in reviewing the Company's financial statements.

Charter of the Audit Committee

Board of Directors from Thung Ka Harbor limited Company is aware of the importance of Good Corporate Governance which is a tool or mechanism to lighten the burden of the Board. Also, to supervise the operation of the company. In order to have good administration, accuracy, transparency, as well as a reliable financial reporting system and to disclose information in financial reports. This is beneficial to investors and all related parties that comply with the rules of the Stock Exchange of Thailand.

● **Factors**

1. The Audit Committee consists of at least 3 independent directors, with at least one member of the Audit Committee. Experience in accounting or finance.
2. The Audit Committee member must be able to devote adequate time to the work for the Audit Committee.

● **Qualities**

Audit Committee must meet the criteria. Capital Market Supervisory Board the Stock Exchange of Thailand and the regulators. The Audit Committee must be impartial. There is no direct or indirect benefit or interest. In such a manner that may affect the use of discretionary functions. And independent responsibility

● **Term of office and election of directors**

1. The terms of each Audit Committee member shall be in accordance with the term of their director.
2. The Audit Committee may be reappointed as the Board of Directors deems appropriate.
3. The Nomination and Remuneration Committee shall vacate office upon

- Death
- resign
- Lack of qualifications and prohibited characteristics as required by law.

The Board of Directors Meeting resolved to issue

4. When the Audit Committee has completed his term of office or there is any reason why the Audit Committee cannot stay until the term of office. As a result, the number of Audit Committee members is less than 3 persons. To appoint a new member of the Audit Committee immediately or within 3 months from the date the Board of Directors fails. To ensure continuous operation of the Audit Committee. The person who becomes a member of the audit committee will be retained only for the remaining term of the audit committee member who vacates office.

● **Duties and Responsibilities**

1. Review the financial statements accurately and adequately, coordinate with the auditors and the management responsible for preparing the financial reports.
2. Review the Company Have an internal control system. The internal audit system is sufficient, appropriate and effective.
3. Review the Company's performance. To comply with the Securities and Exchange Act the Stock Exchange of Thailand Including other laws. Related to the business of the company.
4. Consider the disclosure of the Company's information. There are connected transactions or transactions that may have conflict of interest.
5. Review the remuneration of the Company's auditor
6. Internal audit and approval of internal audit staff. Considered by top management of the company.
7. Supervise the performance of the Internal Audit Department. The availability of resources for internal audits. Consider the budget and the internal audit department.
8. To approve the Internal Audit Charter Freedom Including internal audit plans.
9. Consider and review the auditor's findings and recommendations. And the Internal Audit Department. Include follow up to ensure the management has proceeded with the suggestion sufficiently. Effective and within a reasonable time
10. Review and amend Audit Committee Charter at least once a year. To be up-to-date and appropriate for the corporate environment. To propose to the Board of Directors for approval.
11. Prepare report of Audit Committee it contains information. And the opinions of the Audit Committee in various aspects. These are disclosed in the Company's annual report. The report must be signed by the Chairman of the Audit Committee.
12. Can invite management Head of Unit or employees of the company. The information is provided or commented to the meeting of the Audit Committee. Or ask for information. Relevant documents as deemed appropriate.
13. Any other operation as assigned by the Board of Directors and approved by the Audit Committee

● **Meeting**

1. The Audit Committee shall hold or convene the meeting as it deems appropriate. At least 4 times a year and have the power to call additional meetings as needed. The quorum consists of not less than half of the members of the Audit Committee.
2. All directors should attend the meeting. The Chairman of the Audit Committee should be informed at least 3 days in advance.
3. The Chairman of the Audit Committee shall preside over the meeting. In the case where the Chairman of the Audit Committee is absent from the meeting or has the necessary task each member of the Audit Committee shall be elected as the Chairman of the meeting.
4. The meeting is specific to the management team and internal auditors. Auditor must be held regularly. At least 1 time per year

5. The resolution of the Audit Committee is by majority vote. If the votes are the same, the chairman of the meeting shall have a casting vote.
6. Submit meeting invitation not less than 7 days prior to the meeting. Unless necessary or urgent the meeting will be informed by other means to set a meeting date faster. The Secretary of the Audit Committee shall record every minutes of the meeting.

In the year 2018, there were 6 meetings, with reports to the Board of Directors and meeting with external auditors.

Nomination Committee

The Nomination Committee consists of 3 directors as follows:

- | | | |
|----|-----------------------|-----------|
| 1. | Mr.Wijit Jiemwijitkul | Director |
| 2. | Mr.Paisan Etitham | Committee |
| 3. | Mr.Suthep Buramarn | Committee |

Charter of the Nominating Committee

● **Purpose**

The Board of Directors is of the opinion that the Charter of the Nominating Committee should be established to include the composition, duties and responsibilities as well as guidelines as assigned by the Board of Directors so that the Nominating Committee can perform its duty fairly, appropriately and transparently. Adherence to good corporate governance principles to ensure the reliability and credibility of the stakeholders.

● **Factors**

Nomination Committee Composition of Directors At least three

● **Qualities**

1. Nomination Committee Must be a knowledgeable and experienced person who will be beneficial to the business operation of the company as well. Honesty, ethics in business.
2. Nomination Committee must have qualification and no prohibited characteristics under the law governing public limited company. Securities and Exchange Act and other relevant laws.

● **Term of office and election of directors**

1. The Board of Directors appoints the Nomination Committee. The term of office is three years.
2. The Nomination and Remuneration Committee shall vacate office upon
 - Death
 - resign
 - Lack of qualifications and prohibited characteristics as required by law.
 - The Board of Directors resolved to issue
3. Any recruiting committee member who resigns shall submit a resignation letter to the company. The resignation shall take effect from the date of resignation to the company.
4. If the position of the Nominating Committee It is less than the number of quorums. The remaining members of the Nominating Committee shall act on behalf of the Nominating Committee. Until the Board of Directors selects qualified candidates to replace them.
- 5.

- **Duties and Responsibilities**

1. Consider recruitment criteria and procedures. The Company also selects qualified persons to be the Company's directors.
To propose to the Board of Directors to propose the name to the shareholders meeting or to propose to the Board of Directors for appointment.
2. To select the appropriate person to be the Chief Executive Officer and propose to the Board of Directors for appointment.
3. Other tasks assigned by the Board of Directors.

- **Meeting**

1. The Nominating Committee should meet at least once a year, possibly by the management or management. Or employees of the Company. Associated or those who deem appropriate to attend the meeting. Comment or submit information as deemed relevant or necessary.
2. Agenda, the meeting documents must be sent to the Nomination Committee at least seven days in advance of the meeting. Unless urgent need to maintain the rights or benefits of the company. The meeting will be informed by other means and the meeting date will be earlier than that.
3. At every meeting of the Nomination Committee. A quorum must consist of at least half of the total number of directors present. A quorum will be considered.
4. On the agenda of the Nominating Committee have a who stake in the consideration, Directors who have a conflict of interest shall not be entitled to vote on such agenda.

- **Nominating Committee Report**

The Nomination Committee must report its performance to the Board of Directors and the Annual Report for the year to the shareholders in the Annual Report. The details are as follows.

1. Number of meetings
2. Number of times each member of the Nomination Committee attended the meeting.
3. The performance of duties as prescribed by the Charter.

- **Remuneration Committee**

The Remuneration Committee consists of 4 directors as follows:

- | | |
|--------------------------|-----------|
| 1. Mr.Supachai Jaismut | Chairman |
| 2. Mr.Wijit Jiemwijitkul | Committee |
| 3. Mr.Prot Pattakaree | Committee |
| 4. Mr.Suthep Buramarn | committee |

Charter of the Remuneration Committee

- **Purpose**

Board of Directors the charter of the Compensation Committee should be set up to include the composition, duties and responsibilities and guidelines as the Board of Directors. Assigned to the remuneration committee to perform duties fairly. Fair and transparent in line with good corporate governance principles. To build confidence and credibility among stakeholders.

- **Factors**

The Remuneration Committee consists of At least three of the Company's directors.

- **Qualities**

1. The Remuneration Committee must be a person who has the knowledge, ability and experience to benefit the business operation of the Company. Honesty, ethics in business.
2. The Remuneration Committee must have qualifications and not be prohibited under the law governing public limited company. Securities and Exchange Act and other relevant laws.

- **Term of office and election of directors**

1. The Board of Directors appointed the Remuneration Committee .The term of office is three years
2. The Compensation and Remuneration Committee shall vacate office upon
 - Death
 - resign
 - Lack of qualifications and prohibited characteristics as required by law.
 - The Board of Directors resolved to issue
3. Any member of the Remuneration Committee shall resign from the position and submit the resignation letter to the Company, effective from the date of filing.
4. If the position of the Remuneration Committee is less than the number of quorums. The remaining Remuneration Committee members shall act on behalf of the Remuneration Committee. The Board of Directors will select the qualified persons to be the Remuneration Committee.

- **Duties and Responsibilities**

1. Consider the remuneration of all committees and proposed to the shareholders meeting.
2. To consider the remuneration of the Chief Executive Officer Salary adjustment, other returns and present to the Board of Directors.
3. To consider the remuneration of top executives Salary adjustment and other returns. Please submit to the Board of Directors.

4. Other tasks assigned by the Board of Directors.

- **Meeting**

1. The Remuneration Committee Meetings should be held at least once a year, with management team, manager invited or employees of the Company. Associated or those who deem appropriate to attend the meeting. Comment or submit information as deemed relevant or necessary.
2. Agenda, the meeting documents must be sent to the Remuneration Committee at least seven days in advance of the meeting. Unless urgent need to maintain the rights or benefits of the company. The meeting will be informed by other means and the meeting date will be earlier than that.
3. At every meeting of the Remuneration Committee a quorum must consist of at least half of the total number of directors present. So that a quorum will be considered.
4. In the remuneration of the directors have a stake in the consideration. Directors who have a conflict of interest shall not be entitled to vote on such agenda. Except for the consideration of the remuneration of all directors.

- **Report of the Remuneration Committee**

The Remuneration Committee shall report its performance to the Board of Directors and report the performance of the previous year to the shareholders in the Annual Report. The details are as follows.

1. Number of meetings
2. The number of times that each member of the remuneration committee has attended the meeting.
3. The performance of duties as prescribed by the Charter.

Good Corporate Governance Committee

The Corporate Governance Committee consists of 3 directors as follows:

- | | |
|---------------------------------------|-----------|
| 1. Assoc.Prof.Dr. Tharinee Pongsupatt | Chairman |
| 2. Mr. Ekachai Chotiyanon | Committee |
| 3. Mr. Nipon Keeratipittayaporn | Committee |

Charter of the Good Corporate Governance Committee

- **Purpose**

The Board of Directors should appoint the Good Corporate Governance Committee and set up the Good Corporate Governance Committee Charter. To compile the composition, duties and guidelines as assigned by the Board of Directors, so that the good corporate governance committee can supervise and provide appropriate advice and guidelines for the good corporate governance. Transparency to create confidence and credibility among stakeholders.

- **Factors**

1. The Good Corporate Governance Committee consists of at least three directors.
2. The Board of Directors selects one of the good corporate governance committees to chair the Corporate Governance Committee. In the event that the Board of Directors deems it appropriate, one or several directors may be elected.
3. The Chairman of the Good Corporate Governance Committee must be an independent director.

- **Qualities**

1. The Good Corporate Governance Committee must be a person who has the knowledge, ability and experience to benefit the business operation of the Company. Be honest, honest, and ethical in business.
2. The Good Corporate Governance Committee must have qualifications and not be prohibited under the law on public limited company. Securities and Exchange Law and other relevant laws.

- **Term of office and vacancy**

1. The Board of Directors appoints the Good Corporate Governance Committee, with a term of office of three years.
2. The Good Corporate Governance Committee shall vacate office upon
 - Death
 - resign
 - Lack of qualifications and prohibited characteristics as required by law.
 - The Board of Directors resolved to issue
3. Any member of the Corporate Governance Committee shall resign from office and submit a resignation letter to the Company. The resignation shall take effect from the date the letter is issued to the Company.
4. In the event that the position of the Good Corporate Governance Committee is less than the number of the quorum the remaining members of the Good Corporate Governance Committee shall act on behalf of the Good Corporate Governance Committee until the Board of Directors elects the person qualified to be the Corporate Governance Committee member.

- **Duties and responsibilities**

1. Establish guidelines, recommend ethical and ethical business policies / guidelines to the Board of Directors and the management to set the organization's rules. Standards and guidelines are correct.
2. Supervising, consulting, evaluating and reviewing policies and practices of good corporate governance and business ethics to develop and upgrade the corporate governance system to international standards.
3. Perform other duties as assigned by the Board of Directors.
4. The Corporate Governance Committee is directly responsible to the Board of Directors for their duties and responsibilities.

- **Meeting**

1. The Good Corporate Governance Committee Arrange or convene meetings at least once a year and have the power to call additional meetings as necessary. It may invite management or executives or employees of related companies or persons deemed appropriate to attend the meeting to provide opinions or submit information as deemed relevant or necessary.
2. At every meeting of the Good Corporate Governance Committee, a quorum must consist of not less than two-thirds of the total number of good corporate governance members present at that time. Quorum
3. In voting, the Corporate Governance Committee has the right to vote one vote and use the majority of votes in the case where the resolution is the same. The Chairman of the Good Corporate Governance Committee has the right to vote one vote. To judge

- **Report of the Good Corporate Governance Committee**

The Good Corporate Governance Committee must report its performance to the Board of Directors and the Annual Report for the year to the shareholders in the Annual Report.

1. Number of meetings
2. Number of times that each Corporate Governance Committee member attended the meeting.
3. The performance of duties as prescribed by the Charter.

Risk Management Committee**Charter of the Risk Management Committee**● **Purpose**

The Board of Directors is of the opinion that the Charter of the Risk Management Committee should be set up to include the composition, duties and responsibilities. The Risk Management Committee can supervise the performance of the directors and the management to ensure that they comply with good corporate governance principles and to ensure that risk management is achieved. Success at the Enterprise Level

● **Factors**

The Risk Management Committee consists of at least three directors.

● **Qualities**

1. The Risk Management Committee must be a person with knowledge, competence and experience that would be beneficial to the business operation of the Company, honesty and ethics in business operations.
2. The Risk Management Committee must have qualifications and not be prohibited under the law governing public limited companies, Securities and Exchange Law and other relevant laws.

● **Term of office and election of directors**

1. The Board of Directors shall appoint the Risk Management Committee, with a term of office of three years.
2. The Risk Management Committee shall vacate upon
 - Death
 - resign
 - Lack of qualifications and prohibited characteristics as required by law.
 - The Board of Directors resolved to issue
3. Any member of the Risk Management Committee shall resign from the position and submit a resignation letter to the Company. The resignation shall take effect from the date of resignation to the Company.
4. In the event that the position of the Risk Management Committee is less than the number of the quorum, the remaining Risk Management Committee shall act on behalf of the Risk Management Committee until the Board of Directors selects the person to whom it is appropriate. Qualified as a Risk Management Committee Member.

● **Duties and responsibilities**

1. Establishing the Company's risk management policy and framework, and advising the Board and Management on risk management.
2. To oversee and support the successful implementation of risk management, focusing on increasing the importance and consideration of each risk factor in order to make appropriate decisions.
3. Consider the key risks of a company that is aligned with its business. Such as investment, finance, security Law and regulation
To provide suggestions on how to prevent and reduce the level of risk to an acceptable level, to monitor, evaluate and improve the operational plan to reduce the risk continuously and suit the business conditions.
4. Report on risk assessment and operational procedures to reduce risk. The Board of Directors, in case of significant issues affecting the Company, must report to the Board of Directors. To consider as soon as possible
5. The Risk Management Committee shall have the power to set up a working group as it sees fit.

- **Meeting**

1. Risk Management Committee Meet at least twice a year, and invite the management or executives or employees of related companies or persons deemed appropriate to attend the meeting to provide opinions or submit information as deemed relevant or necessary.
2. Agenda and meeting documents must be submitted to the Risk Management Committee at least 7 business days prior to the meeting.
3. At every meeting of the Risk Management Committee, a quorum must consist of not less than one half of the number of members of the Nominating and Remuneration Committee.
4. The Risk Management Committee, which has a stake in any matter, shall not vote on such matter.
5. In casting votes, the Risk Management Committee votes with one vote, and the majority votes in the case where the resolution is the same. The Chairman of the Risk Management Committee has the right to vote one more vote.

- **Risk Management Committee Report**

The Risk Management Committee shall report its performance to the Board of Directors and the Annual Report for the year to the shareholders in the Annual Report.

1. Number of meetings
2. Number of times the Risk Management Committee members attended the meeting.
3. The performance of duties as prescribed by the Charter.

Good Corporate Governance Policy

The Board of Directors approves the Good Corporate Governance and Code of Best Practice for directors of the public companies in accordance with the regulations of the Stock Exchange of Thailand, the Articles of Association of the Company, and other relevant laws to protect the interests of the Company. Stakeholders, employees, partners and customers

The Company has adopted these guidelines to improve the company's regulations, business practices and corporate governance to match the company's condition and changing circumstances to help improve the Company's performance.

Disclosure and transparency of the company.

The Company has a policy to disclose information to shareholders and investors.

- (1) Providing opportunities for shareholders and stakeholders to carefully scrutinize the Company's activities.
- (2) determine the role And the responsibilities of the disclosure agent.
- (3) Provide opportunities for open inquiries without difficulty.
- (4) To properly supervise the operation of the Company.

In disclosing information, the Company follows the guidelines of the Stock Exchange of Thailand and the regulations of the Ministry of Commerce and the Department of Primary Industries and Mines. The Board of Directors is confident that the disclosure is complete, accurate, adequate, timely and disseminated.

The Board of Directors believes that the information is as follows. It is regularly published to the people involved.

- (1) Annual Registration Statement
- (2) Financial Statements Quarterly report And to report the news to the SET.
- (3) Shareholder structure
- (4) List of Directors and Management and Compensation
- (5) Business Plan and Risk Management
- (6) important issues related to employees and stakeholders;
- (7) Corporate Governance Policy
- (8) Other Information The rules require disclosure.

The Board of Directors believes that the annual report Quarterly report and news. It is a source of important information for shareholders. The Company is willing to disclose information such as performance and / or financial status of the Company. The Company Proposed to shareholders to approve the important agenda according to the rules and guidelines of the Stock Exchange of Thailand. Shareholders can ask questions to the Board of Directors at the shareholders meeting. The company secretary is responsible for responding and recording the issues. When shareholders have questions about the operation, please ask the Company Secretary. And secretary will be proposed the issue to the Board of Directors.

Relationships with shareholders and investors

The Company gives equal importance to all shareholders. It does not take into account the number of shares held. To ensure the shareholders as follows.

- (1) All shareholders have access to the Company's information. The shareholders can easily attend the meeting.

(2) The Company submits annual report and consolidated financial statements. And the interim financial statements. To the Stock Exchange of Thailand.

(3) The Company immediately discloses the information. This is an important incident report. It affects the rights of shareholders or investment decisions.

(4) In the case of an important matter. Must submit to the meeting for approval.

(5) Shareholders have the right to ask questions. To the Board of Directors at the shareholders meeting is equally.

The company has a company secretary responsible for responding and recording those issues. When shareholders have questions about the operation, please ask the Company Secretary. And secretary the issue will be proposed to the Board of Directors.

In addition, the Company will improve the relationship with the shareholders.

(1) The Company treats shareholders equitably with the major shareholders, minority shareholders or foreign investors.

(2) The Company will protect the rights of shareholders.

(3) The Company shall protect the voting rights of shareholders.

(4) Provide access to accurate, complete, adequate and timely information.

(5) No confidentiality is kept for the benefit of any shareholder.

(6) To organize the shareholders' meeting by facilitating the shareholders who cannot attend the meeting and will try not to be unreasonable burden to the shareholders attending the meeting.

(7) Not allowing any shareholder to influence the Company's interests by exploiting other shareholders.

The Company attaches great importance to all shareholders. No one is discriminated against. Or choose to treat only the major shareholders.

Usage Policy

The Company strictly controls the use of inside information. It is defined in the good corporate governance of the Company. The benefits of using internal data are clearly in line with the securities laws. And regularly reviewed. To be fair and equitable to all stakeholders.

The Company has disclosed the securities holding of the directors. senior manager And department manager or equivalent in the finance and accounting group in the full report. According to the Securities and Exchange Commission The Company Secretary will report to the Board of Directors. Every time a person changes his holdings
Remuneration of auditors

Audit Fee

The Company and its subsidiaries paid audit fees for the year ended December 31, 2017, with details as follows:

List	Company Name	Audit Fee	Auditor
1	Tongkah Harbor Public Company Limited	1,600,000 Baht	A.M.T. ASSOCIATED
2	Cholsin Company Limited	500,000 Baht	
3	Sky Cliff Limited	160,000 Baht	
4	Sea Mineral Limited	140,000 Baht	
5	89 Capicorn Development Co., LTD.	800,000 Baht	
6	THL Power Co., LTD.	250,000 Baht	
7.	Sawasdee Energy Holding Co., Ltd.	250,000 Baht	
Total remuneration (A.M.T ASSOCIATED)		3,700,000 Baht	
8.	THL MYANMAR Co., Ltd.	500\$	KHIN II HAN & ASSOCIATED

Compliance with Good Corporate Governance Principles in Other Matters**Attendance of the Board of Directors**

The Board of Directors' meetings will be held regularly to ensure confidence in the Company's management. During the past year, there were 8 board meetings. Details of attendance of the Board of Directors As of December 31,2017

Name	Board Meeting Attendance		Did not attend the meeting at the time.
	(A)	(B)	
1. Mr. Wijit Jiemwijitkul	7	3	1,2,5,7
2. Mr. Supachai Jaismut	6	5	1
3. Assoc. Prof. Dr. Tharine Pongsupatt	7	7	-
4. Mr. Ekachai Chotiyanon	7	7	-
5. Mr. Nipon Kiratipittayaporn	7	7	-
6. Mr. Surapong Meknavin	1	0	1
7. Mr. Ekarat Santanatanon	7	2	2,3,4,6,7
8. Mr. Kavinphong Tarakiattivong	7	4	157
9. Mr. Grit Kongpatanayothin	1	0	1
10. Mr.Chaiyut Sukawanichnan	7	6	7
11.Mr.sataporn Surapat	1	1	-
12.Mr.Wichai Cherdshewasart	7	7	-
13.Mr.Prot pattakaree	7	7	-
14Mr.Keerati Kijmanawat	7	3	3,4,5,6
15.Mr.Paisan Etitham	7	6	1
16.Mr.Suthep Buramarn	7	6	7

(A) number of meetings of the Board and the Board of Directors;

(B) attendance of the Board of Directors.

Social Responsibility

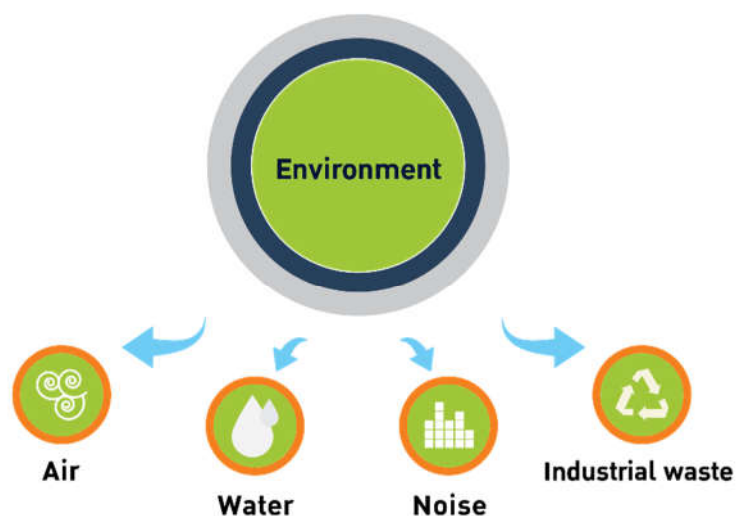
Tongkah Harbour Public Company Limited operates its business by taking care of the surrounding community. And the communities that are affected by the business. We believe stable and sustainable business. Not only does the business benefit. But we also need to consider the surrounding community as our friends. To live together happily. And the development together to be sustainable.



1. Social responsibility in the environment: focus on the development to reduce the impact.

The Tungkar Group is committed to maintaining the lowest possible manufacturing process standards. Be aware that doing any business. It can affect the environment and society as a whole. Even the ore produced would be beneficial to the economy and industrial sectors of the country. This leads to improved quality of life and society. Throughout the business, the Tungkar Group has complied with all applicable laws and regulations. The environmental protection measures are strictly adhered to by the environmental authorities.

The monitoring and reporting to the regulatory authorities for the time prescribed by law. We do not just manage to meet standards. But we aim to reduce the impact to the standard. To minimize the impact on the environment.



Air quality

Efficiency in drilling, handling and dust control. We have dust protection to the community. With spray to prevent diffusion. Including planting trees around the mine as a wall of trees to help prevent dust from the mine to the community and also provide oxygen to the surrounding area.

Water quality

Focus on controlling water consumption and recycling in the production process. Include water quality before draining into the environment.

Industrial waste management

Waste Management is certified by the Ministry of Industry of Thailand. With systematic planning, storing, controlling and preventing leaks. It does not allow the waste or sediment to settle into the soil. It also coordinates with government agencies to check the water quality at groundwater monitoring points and surrounding areas.

Sound management

We control the sound production to the community as little as possible. Using standards, indicators, and environmental regulations is a guideline. There is also a wall of trees around the business premises to filter the sound.

- The team cooperated with SCG in the construction of Khao Phra Bat Noi check dam on April 26, 2018.



- On May 23, 2018, the team went to Moo 3, Tambon Pang Wan, Amphoe Phato, Chumphon Province to provide demonstration on how to separate the minerals in the production process, and to provide the guidelines of the safety of such process to the community.



- On July 20, 2018, THL team worked together to build a sustainable check dam at Huai Boon canal area to help farmers and wild animals experiencing water shortages during the dry season.



- The team planted eucalyptus seedlings along the quarry's ridge. These eucalyptus trees can help filter the dust from the mining process.



Social Responsibility for Community Engagement

Focus on building relationships with community members. It is a commitment between business and community. We believe that good relationships form the cornerstone of sustainable coexistence. We build relationships with different ways. The community area to know. Asking about the problems or impacts of business on the community. It also supports and participates in community activities.

- On January 13, 2018, Mr.Suthep Buramarn and the team from THL traveled to the Saraburi quarry mine to organize the National Children's Day event for 2018 for the children and community members in the area near the quarry.



- THL sponsored an anti-drug sports event organized by Tha Tum SAO at Wattasripho School on April 29, 2018.



- On June 22, 2018, the team participated in the route development activities, with the route to be used for the Mini-Half Marathon at Moo 4, Tambon Tha Tum, Saraburi Province with the SAO Minister Somkid Chantangkru joining the opening ceremony.



- THL donated funds to support the village headman's day of Amphoe Kaeng Khoi, Saraburi Province on August 10, 2018.



- On December 7-8, 2018, the team from the Bangkok office traveled to the community in the area of Tambon Pang Wan, Amphoe Phato, Chumphon Province, which is the area of the company's solar energy project and the mineral processing plant, to give gifts on the occasion of the New Year's Eve to both the elderly school and the community members of Moo 3, Tambon Pang Wan, Amphoe Phato, Chumphon Province. The event was joyful and good relationships with the community.



Myanmar Tin Mine

- Due to the 2019 New Year's reception, the company organized activities to visit and give gifts to community members in the surrounding villages of the tin mine at Yamon, Myanmar. The event created happiness and gratitude for both the community members and the people of THL.



- On January 4, 2018, THL sponsored the first sporting event between the villages in Yamoncazad, Myeik Town, Tanaosri Region, Myanmar. The villages mentioned are in the area of the company's tin mine area in Myanmar. In the event, there were many sports activities for all community members to enjoy. It is an activity that allows people in the community to have fun and significantly strengthen their relationship with each other.



3. Social responsibility in improving quality of life.

Consider the factors of good living of community members. It's not just basic, but we focus on the community as well. It is divided into 3 areas.



-economy

Community economy and income of community members are important. Because income is the basis for the needs of life. The company is involved in helping to develop the economy of the community. The community can live on the principle of sufficiency economy. We will help to educate and support career development for community members. The community can help themselves and care for the community in the long run.

Example of Activities

- The team has built a chicken farm, raising 300 ready-to-produce layer chickens. The team will share the produce from the farm with the Saraburi community members and the members of THL.

**Myanmar Tin Mine**

- Construction of 3 houses for the community. The company has built houses for the community as a residence and can also be used a store in order to promote career building for villagers in the area near the mine.



- Health

We care about the health of our community members. Be strong both physical and mental health.

1. Physical health is divided into 3 aspects.

Promote: Promote good health. The annual health check-up for community members encourages everyone to pay attention to their health. It also promotes physical activity. Sports to strengthen and strengthen the body. Including promoting and providing good nutritional knowledge. There are five benefits to health and hygiene.

Prevention: Campaigning and educating community members about the risks of illness. To prevent yourself from being at risk, be patient.

Relief: Support for medical supplies. It is necessary for community members to have access to equipment and medicines. Training is provided to educate the use of first aid and the use of drugs. Preliminary step We also provide assistance in the treatment of patients who are directly affected by the business.

- On December 11, 2018, THL's Saraburi office organized a public health check-up and surveillance project at Wat Khao Khui, Saraburi Province in order to facilitate convenience for the community members around the area, providing access to health check-ups and doctor consultations for all members.



2. . Mental Health

In addition to the health of the body. We also focus on mental health. We believe that good health will help promote good physical health. We support the sustain and uplift of the spirit of community members through various activities. Both religious activities and volunteer activities. This is to raise the morale of the community members.

- The company executives attended a ceremony of a new pagoda of the community of Yamon Village, Myanmar, which is a community surrounding the company's tin mine. THL was the main sponsor of the construction of the mentioned pagoda in order to maintain the religion and be a part in supporting the maintenance of the community's culture.



- On April 15, 2018, THL joined the 2018 robe offering ceremony at Wat Khao Khui, Saraburi Province, which is a temple in the community near the Saraburi quarry.



- On November 16, 2018, THL's Bangkok and Saraburi teams traveled to Wat Khao Khui, Saraburi Province, which is a temple located near the Saraburi Quarry area in order to help clean up various areas of the temple. Then, on November 17, 2018, THL also joined the annual robes offering ceremony at Wat Khao Khui.



- community welfare

Staying safe is what everyone desires. It is one of the most important things to achieve good health and quality of life. We value the protection or co-sponsorship to address what may or may not be detrimental to the lives of community members and community property, divided into two main areas:

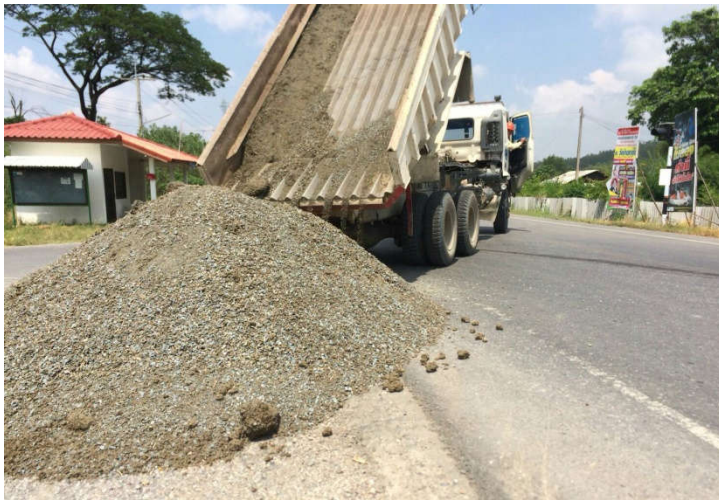
Protect: Act as a good community member by being coherent. Observing various harmful things to the community.

Fix Remedies: Take action to alleviate or remedy what is harmful to the community. Or a coordinator, contact the responsible agency directly.

- On January 20, 2018, THL supported the fire-fighting activity, "15 Years of Sustainability" at Khao Phra Phutthabat Noi Community Forest at Tambon Tha Tum, Saraburi Province. Representatives from THL Saraburi gave supporting funds and participated in such activities.



- The CSR team was informed of the request for assistance in conducting CCTV inspection within Wat Khao Khui, Saraburi province due to a lightning strike causing the CCTV system of the temple to crash. The CSR team has inspected and helped to restore the system to work once more.



- THL's Saraburi quarry gave road base to Moo 4 community, Saraburi province to be used in the smoothening of the roads in the community.

- THL's Saraburi mine donated 292 tons of road base to the Community Development Committee in the electrical area of Tambon Tha Tum, Saraburi province to be used for the preparation of a multipurpose building, an exercise area and providing shelter for the students in the community while waiting for buses to go to school.



- THL team in Myanmar worked together to repair public roads and improve the road surface within the Yamon community area of Myanmar to provide convenience for the traffic of the community and the company during the rainy season.



- THL arranged the shuttle bus service for students in Yamon since the roads on the island are prone to damages during the rainy season, causing difficulties for the children travelling to school or to the point of having to stay at home. THL therefore arranged a shuttle bus service for students to provide convenience and support for the children in Yamon to be able go to school as usual throughout the rainy season.



- The team installed the village water supply system for the Yamon community, which is a community around the company's tin mining area in Myanmar in order to provide community members access to public utilities which are fundamental factors in living.

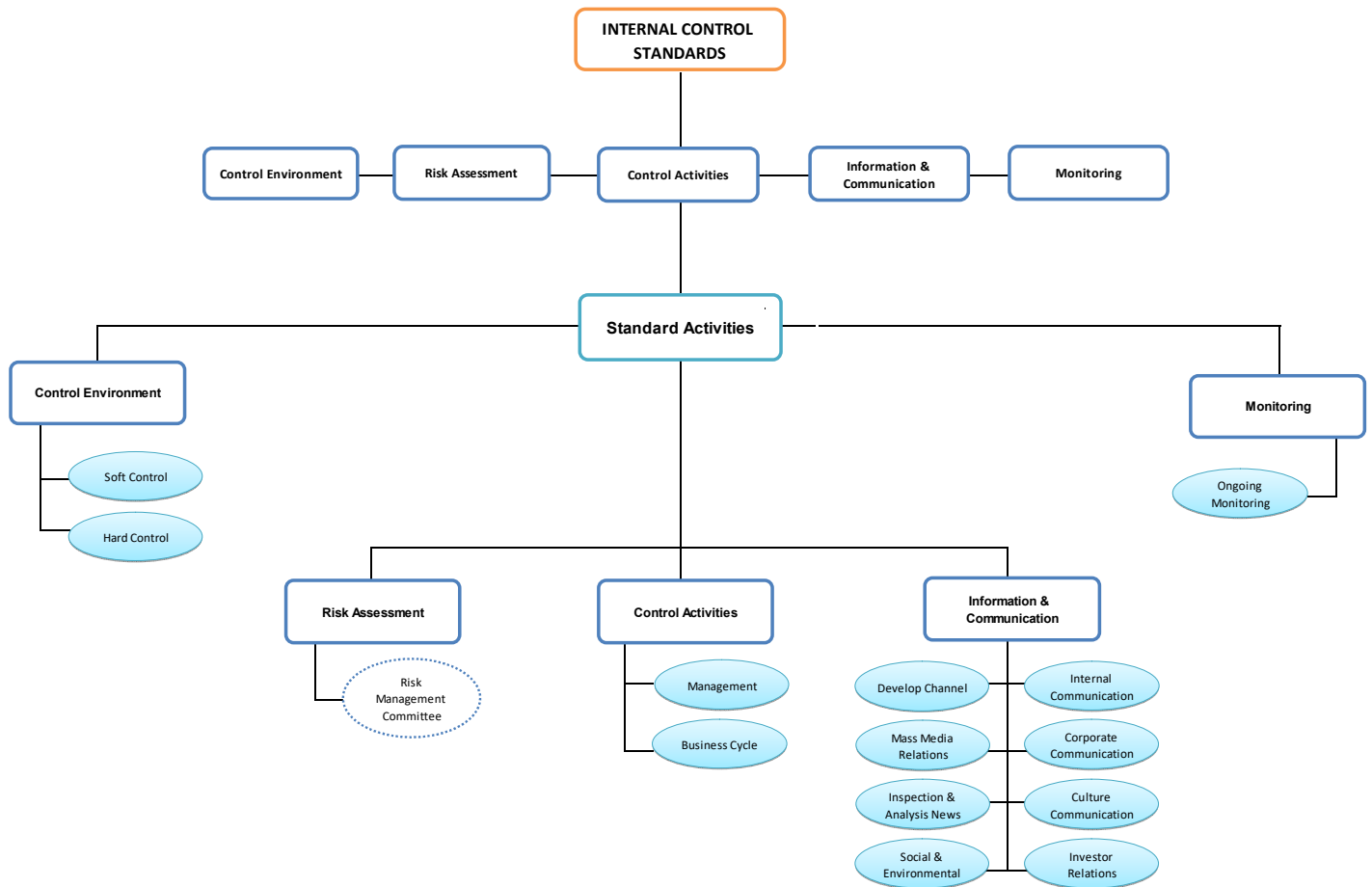
Internal Control and Risk Management

Internal control system

The Company recognizes the importance of continuous internal control. The Board of Directors has assigned the Audit Committee to review the internal control evaluation and regularly monitor and evaluate it. To provide the Company's operations. The Company has improved its internal control system to be more systematic.

The Company has an internal audit unit that has duties and responsibilities to assess the internal control system. And the relevant regulatory compliance. The Internal Audit Department is directly responsible to the Audit Committee. To be free to perform duties within the scope of the audit work plan.

The main objectives and standards of internal control of the Company are as follows:



(1) Control Environment

Management has created an atmosphere for employees in the agency. Good sense of responsibility. The environmental standard of control is set by

1.1 Soft Control

Creating awareness and quality for employees such as honesty, transparency, good leadership. And ethics

1.2 Hard Control

The Company has set up policies, orders and regulations, such as organizational structure in the form of decentralization. The scope of duties and responsibilities of management and employees are defined. To ensure proper control and operation. Agility Effective And consistent with the changing environment.

(2) Risk Assessment

Risk management is essential and essential in achieving organizational success. Especially in the current situation where the environment is changing rapidly, the Company is ready to deal with any event that may occur, whether it is an event that has an impact on the achievement of the objective or an opportunity to achieve it. Objective The Company has assigned the Risk Management Committee to oversee risk management. However, the Board of Directors has recognized the importance of such matters. The Risk Management Committee is established. It is in the process of recruiting the right person. To monitor, evaluate, and propose ways to reduce the risk to acceptable levels.

(3) Control Activities

Control activity is an element that will help ensure that. The policies and procedures governing internal controls are implemented within the organization. Management has set the standard for controlling activities. Provide effective and effective control activities to prevent damage. Or damage may occur. To achieve the objectives of internal control, such as

- Policy and planning by management. This is a tool that directs the organization. It helps organizations to manage, monitor, and evaluate their performance.
- reviewed by management. Analyze the comparison between the actual performance and the budget plan that was prepared in advance. The results of the review make the executives see the overall operation of the problem. It also helps to analyze the causes that lead to the solution.
- Have physical control, such as asset protection, including cash on inventories. Tools other important documents and the data of the organization is well kept to prevent the loss. Including insurance. Guard and counting by comparing the actual amount with the accounting.
- There is a proper separation of duties within the organization. Do not assign any person to be responsible for performing important tasks. Or risk of damage from start to finish.
- Assignment of accounting entries and operations, such as:
 - Approval of important accounting adjustments
 - Payment Approvals
 - Approval of sales orders prior to shipment.
- Documentation is provided. For business Project Works or important systems. By providing documentary evidence. A contract or a letter, such as a contract with a buyer. Contracting with partners

- Establish a guideline or control activity defined in a regulation or a manual of operation, such as the determination of the authority to act. Procurement Warehouse Accounting and Finance Human Resource Management Information security and operations.

The internal control of the Company. The main control activities are as follows:

3.1 Management

The Company has control over the management. Management Human Resource Management Compliance with the Accounting and Financial Regulation, which the Company has defined as follows:

3.1.1 Management

- Organize appropriate And always keep up with changes.
- Scope of duties And the power to do so clearly.
- Formulate annual policies and targets.
- Define the plans. Both short and long term.
- Define regulations on various matters. Clearly written.
- Meetings and reports on the performance of each unit on a monthly basis.

3.1.2 Human Resource Management

- Define the organization's management plan. And always updated.
- Determine the scope of responsibilities of the unit and its staff.
- A medical examination is scheduled every year.
- Determine the criteria for assessing the performance and potential of each employee.
- Payroll Wage change The deduction of wages is in accordance with the Labor Code.
- There is a need to develop training by conducting internal and external training.

3.1.3 Compliance

- Has a review with a regulatory authority such as the Revenue Department or the Office of the Securities and Exchange Commission, and has determined that a violation has occurred. What is the cause of the violation?
- Identify people with the right knowledge, experience and qualifications to oversee the organization's operations.

3.1.4 Accounting

- Have appropriate accounting policies.
- Have a good accounting system. And power of action
- A sufficiently disclosed financial statement is prepared.

3.1.5 Financial

- There is a division of responsibilities of the payee. Inspection Agency Finance and Accounting You can count on it.
- Set up a financial operating manual. Each person has the authority to approve each credit line.
- Have cash in hand with the appropriate amount of money. Focus on not holding more cash than necessary.

- Payments for repayment of debts or payment of commitments. Payment documentation required. The evidence is complementary to the operating system of the Company.

3.2 Business Cycle Control

The Company has significant business cycle controls. It is divided into 4 cycles, including revenue cycle, cycle, production cycle and financing cycle. Each cycle is as follows.

3.2.1 Revenue Cycle

3.2.1.1 Sales

- There is a clear separation of functions between sales agencies. Warehouse Finance
- All items must be approved before delivery.

3.2.1.2 Collection of Customers and debt collection

- The agency responsible for collecting and tracking debt.

3.2.2 Circumstances of Expenditure

3.2.2.1 Notification of Request for Provision

- The authority to authorize the notification.
- Inform the supplier of the terms agreed upon with the purchasing agency to prevent urgent procurement.
- Check supplies list before supplying. In order to keep inventory in reasonable quantities.

3.2.2.2 Procurement

- There is a process for selecting the best suppliers in terms of quality, price and delivery.
- Determine the method of procurement based on the value of the material or service. Employment and the number of sellers, such as the price of the tender.

3.2.2.3 Debt Repayment

- Have debt approval.
- Determine the agency responsible for payment.
- The voucher is paid. Marked to prevent repetition.

3.2.3 Production Cycles

3.2.3.1 Production Planning

- Production plan consistent with the sales plan.
- Have weekly, monthly or monthly production planning and systematic evaluations.
- Have teamwork in line with the production plan. And the performance.

3.2.3.2 Production Operations

- Determine the authority to order production.
- Make a material bill that is approved. And match the production date, week, month

Evaluate the actual performance with the plan. Maintenance plan and every day, every week or month.

3.2.3.3 Warehouse Management

- There is separation of duties. And clear responsibilities between goods receipt, delivery, production and accounting.
- Goods Receipt Enter or leave the archive Approved by the authority.
- Have inventory policy for spare parts regularly.
- There is a reconciliation between the result of the count and the account. And approved by the responsible before the update.

3.2.4 Financing Circles**3.2.4.1 Share issuance / capital increase**

- A detailed analysis of capital. Details of listed shares, Share Value, Share Issue, Reserve Information
- There is a collection of receivables.
- There is compliance with the essential contractual restrictions in the capital-related section.

(1) Information and Communication

The Company has an information system and information. Can be linked together thoroughly. Management has set the standard for Information Systems and Data Communications. The Company has established a corporate communication unit responsible for overseeing the information and communication systems to the appropriate management and staff within and outside the organization, who are required to use the information in an appropriate and timely manner. It also provides a way to listen to ideas or suggestions from within and outside the organization through convenient channels. The system is monitored and evaluated. To provide information and communication system of the Company. Effective supports the needs of the management to bring important information to the decision. Last year, the company the activities are as follows.

- 4.1 Develop communication channels within the organization.
- 4.2 Communication activities within the organization
- 4.3 Media Relations Activities
- 4.4 Corporate Communications
- 4.5 Monitoring and Analysis of Corporate and Business News
- 4.6 Corporate culture
- 4.7 Social and Environmental Activities
- 4.8 Investor Relations Activities

(2) Monitoring and Evaluation System

The Company monitors compliance with the internal control system. Internal auditors who independently perform internal audit functions, both verifiable and reliable, of financial reports. Monitor the operation of various systems in the company and monitor compliance. To ensure that the internal control system of the Company. Sufficient and appropriate. Ongoing Monitoring (Ongoing Monitoring)

Related Transactions

- **Necessity and reasonableness of the transaction**

Inter connected transactions of the Company are considered as financial assistance for use as working capital of the Company. Due to the lack of liquidity, the terms of the transaction are in the best interest of the Company. That is, interest rates are based on the cost of capital of the lender, as well as the lender does not charge or charge extra.

The above transactions, which are the main financial assistance, have been approved by the Board of Directors and reported to the Stock Exchange of Thailand according to the Notification of the Stock Exchange of Thailand Re: Rules, Procedures and Disclosure of Connected Transactions of Listed Companies

- **Measures or procedures for approving inter-company transactions.**

The Company seeks to minimize the number of connected transactions or avoid receiving financial assistance from related parties. Such transactions may occur when the Company has shortage of working capital to repay debts to creditors when it is due. If the Company has entered into related transactions (the Company has a measure to approve the connected transactions), according to the resolution. The Board of Directors of the Company No. 2/2009 held on February 26, 2009 approved the related transactions / connected transactions of the Company to be implemented.

1. Grant or Grant of Financial Assistance Between connected parties

Amount (1)	step
1.1 from Baht 1 to less than Baht 20 million (per share). (Approximately US \$ 1 to US \$ 570,000)	- Submit the matter to the Board of Directors for approval.
1.2 From 20 million baht up (once) (Approximately US \$ 570,000.-)	- immediately disclose to the SET and - Submit the matter to the Board of Directors for approval. - Submit to the shareholders for approval.

2. To order goods or services. Or entering into contracts, services, contracts, participation in capital, contracts, agents, etc.

Amount (1)	(2) Steps
2.1 from 1 million baht but less than 20 million baht (About 28,000.- to US \$ 570,000 Like no general trading terms. (Except for 3 years or less) Assets / Services	- immediately disclose to the SET and - may also be required for the board meeting to approve in some cases.
2.2 from 20 million baht or more - immediately disclose to the SET (About US \$ 570,000)	- Submit the matter to the Board of Directors for approval. - Proposals may be submitted to the shareholders' meeting for approval. General trade terms or about assets / services

(1) the amount of money that is based on the financial statements of the business; And the SET regulations. This may change as appropriate.

(2) Except for normal business transactions such as purchase of raw materials, purchase of materials for use in production, purchase, sale of inventories, etc.

No need to report or send report. If the transaction is a connected person. Must have common commercial terms. Otherwise, follow steps 2.1 or 2.2, regardless of the value.

Directors who have conflict of interest have no right to vote on such related transactions. Interactions Must be considered by the Audit Committee of the Company with connected transactions / connected transactions. It must report to the Stock Exchange of Thailand. They are reported in accordance with the SET's rules and regulations. Rules, Procedures and Disclosure of Connected Transactions of Listed Companies

Connected transaction with subsidiaries

Normal business transaction Or regular business support items.

The Company has management fee income from subsidiaries. And the cost of hiring a sub-crusher operation. For the year ended December 31, 2018:

Unit : Baht

List	Cholsin	Skycliff	Sea Mineral	89 Capicorn Development	Necessity and reasonableness
Management Fee	1,320,000.00	5,220,000.00		1,320,000.00	Service fee is determined by contract and is reasonable when compared with market price.
Cost of stone sub	31,875,713.25				Service fee is determined by contract and is reasonable when compared with market price.

Rental or rental of real estate.

The Company has revenue from providing rental space to its subsidiaries. To use as a workplace For the year ended December 31, 2018:

Unit : Baht

list	Cholsin	Skycliff	Sea Mineral	THL POWER	Sawasdee Energy Holding
Rental income	117,600.00	1,980,000.00	57,600.00	57,600.00	57,600.00

** Rental price under lease agreement. It is suitable when compared to market price.

Give or receive financial assistance.

Most of the connected transactions are long-term loans to subsidiaries and long-term loans from subsidiaries. There are agreements and agreements in the following areas

Characteristics of the contract	: Long term loan
Rationale for the loan	: To allocate funds for the subsidiary's projects.
Interest rate	: Calculates the average cost of interest on a bank.
Disclosure	: Reporting to the Stock Exchange and the shareholders on both quarterly and annual basis.
Approvals	: reviewed by the auditor, legal advisor, audit committee and The Board of Directors is of the opinion that such transaction is reasonable and compatible with general accredited accounting.

Unit : Baht

list	89 Capicorn Development	Cholsin	Skycliff	Sea Mineral
Outstanding balance as at 31 December 2018				
Long-term loans from				
-Principle		-		
-Accrued interest		-		
-Other receivables	-	5,053,146.62	8,871,300.00	2,576,260.43
Long-term loans to				
-Principle	23,475,000.00		46,800,000.00	-
-Accrued interest	161,286.71		302,383.56	-
-Other payables	-		2,661,000.00	
Allowance for doubtful accounts		none	none	none
Relationship / Connected	Sky Cliff holds 99.90% There are directors and common shareholders.	Holds 88.19% There are directors and common shareholders.	Holds 94.99% There are directors and common shareholders.	Holds 99.99% There are directors and common shareholders.

Future policy or prospect of future transactions

The Company has a policy to conduct business for the benefit of the Company. The Company has no policy to make any inter-company transactions, except for those transactions which are deemed necessary only. In the future, it will be the normal business transaction, as there was no special transaction between the companies. Subsidiary company, associated company and its shareholders. Pricing policy between the Company and its related parties is determined based on the normal price of the business as determined by the independent third parties.

Disclosure of connected transactions is in accordance with the regulations of the Securities and Exchange Commission and also in compliance with accounting standards regarding the disclosure of information about related parties as specified by the Federation of Accounting Professions

Report of the Audit Committee

To Shareholders

The Audit Committee of Tongkah Harbour Public Company currently consists of 3 independent directors, namely Assoc. Prof. Dr. Tharinee Pongsupatt as Chairman of the Audit Committee, Mr.Ekachai Chotiyanon and Mr.Nipon Keeratipitayaporn audit committee. The Audit Committee acted in an independent under the standards established by the Board of Directors, SET and the Office of the Securities and Exchange Commission.

In the year 2018, the Audit Committee reviews issues and conclude as follows.

1. The review of financial reports The Audit Committee has reviewed the quarterly and annual financial statements 2018 as well as consolidated financial statements of The Tongkah Harbour Public Company Limited and its subsidiaries. The committee review of the key issues and a joint meeting with the auditors to discuss freely about information in the preparation of financial statements and disclosures in accordance with International Financial Reporting Standards. The Audit Committee concluded that the financial report of the Company financial position and results of operations of the Company correctly as it should be prepared in accordance with accounting standards generally accepted and the disclosure of action taken.

The Audit Committee met four times with the auditor without the management to discuss key issues in auditing, Independence of duty and the auditor's opinion. It emphasizes the presentation of additional information in the auditor's report in accordance with new standards. (Key Audit Matters: KAMs)

2. Review internal control system and internal audit The Audit Committee has reviewed the results of the internal control system, based on the reported results of the audit for 2018, the Internal Audit Department to offer. The Audit Committee met with the internal audit department to discuss and exchange views and approved internal audit plan for the year 2019, which covers risk assessment and control mechanisms within the standard, a review of the potential conflict of interest and a review of compliance with the regulations including laws related to the business of the Company.

3. Risk Management The Audit Committee has reviewed the system of risk management. Based on the policies and risk management plans and guidelines for risk management, which found that the risk management of the Company at the fair level. However, the Board of Directors has recognized the importance of such matters. The Risk Management Committee has been established. It is in the process of recruiting the right person to monitor, evaluate, and propose ways to reduce the risk to acceptable levels.

4. To consider the appointment of the auditor and the auditor for the year 2019 The Audit Committee has considered the nomination and remuneration of the auditors for the year 2019 by the end of their independence. Skills, knowledge Experience in monitoring the company's business and the auditor's support team. The Audit Committee has the opinion that Auditor of the company A. M. T & Associates Limited, a qualifying attributed to the performance in the past year is satisfactory overall. The Board of Directors has resolved to approve the appointment Mrs. Natsarak Sarochanunjeen Registration No. 4563 or Mr.Chaiyuth Angsuwithaya Registration No. 3885 or Miss Daranee Somkamnerd Registration No. 5007 or Miss Jarunee Nuammae Registration No. 5596 to be the auditors for the year 2019 with the audit fee total 3,700,000 Baht

On behalf of the Audit Committee



(Assoc. Prof. Dr. Tharinee Pongsupatt)

Chairman of the Audit Committee

March 22, 2019

**TONGKAH HARBOUR PUBLIC COMPANY LIMITED
AND ITS SUBSIDIARIES
FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2018
AND
INDEPENDENT AUDITOR'S REPORT**

**A. M. T. & Associates**

สำนักงาน เอ. เอ็ม. ที. แอสโซซิเอท

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INDEPENDENT AUDITOR'S REPORT**To The Shareholders and Board of Directors of****Opinion**

I have audited the consolidated financial statements of Tongkah Harbour Public Company Limited and its subsidiaries (the "Group") and the separate financial statements of Tongkah Harbour Company Limited (the "Company") which comprise the consolidated and separate statements of financial position as of December 31, 2018, and the related consolidated and separate statements of changes in equity, income, comprehensive income, and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the accompanying consolidated and separate financial statements present fairly, in all material respects, the financial position of Tongkah Harbour Public Company Limited and its subsidiaries and of Tongkah Harbour Public Company Limited as of December 31, 2018, and financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards ("TFRSs").

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing ("TSAs"). My responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements section of my report. I am independent of the Group in accordance with the Federation of Accounting Professions' Code of Ethics for Professional Accountants together with the ethical requirements that are relevant to my audit of the consolidated and separate financial statements, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key Audit Matters

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of my audit of the consolidated and separate financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

Key Audit Matters included Audited Procedures are as follows:

Service Income recognition from mining production in other country: As shown in the statements of income, the group present total income in consolidated financial statement amounting to Baht 351.62 million and net profit of Baht 41.79 million which due to Service Income from mining production in other country of Baht 190.50 million. Because service income is significant transactions to the Group operation and the transactions occur in foreign country. Therefore, I identified that the revenue recognition is significant matter that requires special attention in the audit.

My Audited Procedures to the Key Audit MattersService Income recognition from mining production in other country

I assessed an appropriation and tested the internal control related to the Service Income recognition and substantive audit the sampling transaction of Service Income recognition during the year and period close to end of fiscal year, with related document,

issued credit note after the reporting date. I also performed analytical procedures of disaggregated data to detect possible irregularities in service income transactions throughout the year, particularly for accounting entries made through journal vouchers.

Other Information

Management is responsible for the other information. The other information comprise the information included in the annual report of the Group, but does not include the financial statements and my auditor's report thereon, which is expected to be made available to me after the date of this auditor's report.

My opinion on the consolidated and separate financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the consolidated and separate financial statements, my responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit, or otherwise appears to be materially misstated.

When I read the annual report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance and the management of the Group.

Responsibilities of Management and Those Charged with Governance for the Consolidated and Separate Financial Statements

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

In preparing the consolidated and separate financial statements, management is responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's and the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

My objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with TSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

As part of an audit in accordance with TSAs, I exercise professional judgment and maintain professional skepticism throughout the audit. I also:


- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- ☐ Obtain an understanding of internal control relevant to the audit 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 Group's and the Company's internal control.
- ☐ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- ☐ Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.
- ☐ Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- ☐ Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current year and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



(NATSARAK SAROCHANUNJEEN)
Certified Public Accountant
Registration No. 4563

TONGKAH HARBOUR PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION

AS OF DECEMBER 31, 2018

		BAHT			
		Consolidated financial statements		Separate financial statements	
	Note	DECEMBER 31, 2018	DECEMBER 31, 2017	DECEMBER 31,2018	DECEMBER 31, 2017
<u>ASSETS</u>					
CURRENT ASSETS					
Cash and cash equivalents	4	14,273,355.73	114,192,537.78	6,002,997.42	73,525,151.99
Trade receivables and Other receivables					
Trade receivables, net	5.1	320,049,590.38	187,505,194.12	309,246,228.38	187,505,194.12
Other receivables- related parties	3.3	909,500.00	-	22,046,123.05	40,343,916.53
Other receivables- other parties	5.2	10,114,716.17	17,431,181.83	9,137,814.44	3,968,680.85
Loan to directors	7.1	7,500,000.00	-	-	-
Inventories, net	6	303,637,182.33	326,041,724.91	30,237,226.31	49,758,522.69
Deposit for share subscription - Other Company	2.6	-	3,000,000.00	-	-
Other current assets					
- Input tax refundable		7,645,216.35	8,507,276.86	6,880,203.41	7,555,006.13
- Other		78,283.83	4,480.94	-	-
TOTAL CURRENT ASSETS		664,207,844.79	656,682,396.44	383,550,593.01	362,656,472.31
NON - CURRENT ASSETS					
Investments in subsidiaries, net	7	-	-	706,787,186.31	700,262,186.31
Advance payment for acquisition an investment	7.3	70,080,000.00	70,080,000.00	70,080,000.00	70,080,000.00
Bank deposits pledged as collateral	8	2,762,913.92	3,004,132.75	414,073.71	673,308.60
Deferred expenditures of projects, net					
- Andesite mining	9	6,288,530.32	3,680,261.64	6,288,530.32	3,680,261.64
- Mining in the Foreign country	10	90,629,464.92	105,904,402.67	90,629,464.92	105,904,402.67
- Electricity generation from renewable energy project	12	6,340,551.82	-	-	-
Property, plant and equipment, net	13	420,941,624.08	243,222,506.57	212,071,215.77	187,305,438.85
Intangible assets, net	14	107,751.78	56,783.20	51,918.07	2,966.51
Power purchase agreement	7.1	20,455,373.00	-	-	-
Advance payment for purchase of land					
- andesite mining project	15	17,686,903.63	17,686,903.63	17,686,903.63	17,686,903.63
Deferred tax assets	7.1,27	4,200,000.00			
Other non - current assets	16	27,748,263.77	37,243,254.89	8,716,498.19	15,023,649.98
TOTAL NON - CURRENT ASSETS		667,241,377.24	480,878,245.35	1,112,725,790.92	1,100,619,118.19
TOTAL ASSETS		1,331,449,222.03	1,137,560,641.79	1,496,276,383.93	1,463,275,590.50

The accompanying notes to financial statements are an integral part of these statements.

TONGKAH HARBOUR PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION (Continue)

AS OF DECEMBER 31, 2018

		BAHT			
		Consolidated financial statements		Separate financial statements	
	Note	DECEMBER 31, 2018	December 31, 2017	DECEMBER 31,2018	December 31, 2017
<u>LIABILITIES AND SHAREHOLDERS' EQUITY</u>					
CURRENT LIABILITIES					
Trade payables - related party	3.4	-	-	19,127,047.00	10,059,024.47
- other parties		18,647,586.46	28,803,388.09	13,933,301.47	22,971,102.27
Other payables - related party	3.5	-	-	-	521,625.00
- other parties	17	23,628,275.15	41,347,852.62	10,176,341.15	26,933,461.26
Machinery payable	7.1	145,277,553.44	-	-	-
Short - term loans from related parties	3.6	7,034,735.04	-	2,000,000.00	-
Current portion of finance lease	18	841,680.06	-	841,680.06	-
Other current liabilities - other	19	3,046,584.80	3,615,655.76	2,007,776.74	3,408,750.60
TOTAL CURRENT LIABILITIES		198,476,414.95	73,766,896.47	48,086,146.42	63,893,963.60
NON - CURRENT LIABILITIES					
Long - term loans from related parties	3.7	-	-	49,763,383.56	60,277,949.45
Liabilities under financial lease agreements	18	4,320,220.57	-	4,320,220.57	-
Employee benefit obligation	20	12,952,415.53	11,070,572.00	10,779,345.46	8,804,730.00
Deferred tax liabilities	27	4,194,928.05	-	-	-
Provision for environmental restoration expenses	21	-	250,000.00	-	250,000.00
Other non-current liabilities	22	5,000,071.85	4,715,887.86	3,600,000.00	3,600,000.00
TOTAL NON - CURRENT LIABILITIES		26,467,636.00	16,036,459.86	68,462,949.59	72,932,679.45
TOTAL LIABILITIES		224,944,050.95	89,803,356.33	116,549,096.01	136,826,643.05
SHAREHOLDERS' EQUITY					
Share capital					
Authorized share capital of Baht 1 each					
24,482,667,127 ordinary shares	23	24,482,667,127.00	24,482,667,127.00	24,482,667,127.00	24,482,667,127.00
Issued and fully paid - up share capital					
20,661,397,549 ordinary shares	23	20,661,397,549.00	20,661,397,549.00	20,661,397,549.00	20,661,397,549.00
Premium (Discount) on common stocks, net	23	(18,480,335,092.79)	(18,480,335,092.79)	(18,480,335,092.79)	(18,480,335,092.79)
Retained earnings (deficit) - Unappropriated		(1,172,729,326.02)	(1,216,392,184.35)	(801,335,168.29)	(854,613,508.76)
Total other components of shareholders' equity		17,572.56	-	-	-
Total Equity of Parent Company's Shareholders		1,008,350,702.75	964,670,271.86	1,379,727,287.92	1,326,448,947.45
Non - controlling interests		98,154,468.33	83,087,013.60	-	-
TOTAL SHAREHOLDERS' EQUITY		1,106,505,171.09	1,047,757,285.46	1,379,727,287.92	1,326,448,947.45
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		1,331,449,222.03	1,137,560,641.79	1,496,276,383.93	1,463,275,590.50

The accompanying notes to financial statements are an integral part of these statements.

TONGKAH HARBOUR PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENTS OF CHANGE IN SHAREHOLDERS' EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2018

BAHT

Consolidated financial statements												
Equity holder of parent company												
Other components of shareholders' equity												
Other Comprehensive Income												
Gain (loss) on												
actuarial												
assumptions												
components of												
shareholders' equity												
parent's shareholders												
attributable to the												
Total equity												
Non -												
controlling												
interests												
Total												

The accompanying notes to financial statements are an integral part of these statements.

TONGKAH HARBOUR PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF CHANGE IN SHAREHOLDERS' EQUITY

FOR THE YEAR ENDED DECEMBER 31, 2018

BAHT

	note	Separate Financial Statement				
		Issued and fully paid - up share capital	Premium on common stocks, net	Retained earnings (deficit)		Total
				Unappropriated	Gain (loss) on actuarial assumptions of shareholders' equity	
Balance as of January 1, 2017		20,402,222,606.00	(18,310,784,768.58)	(1,090,262,318.51)	-	1,001,175,518.91
Changes in equity for the year						
Total comprehensive income (loss) for the year		-	-	235,648,809.75	-	235,648,809.75
Capital Share Increase	23	259,174,943.00	(169,550,324.21)	-	-	89,624,618.79
Balance as of December 31, 2017		20,661,397,549.00	(18,480,335,092.79)	(854,613,508.76)	-	1,326,448,947.45
Balance as of January 1, 2018		20,661,397,549.00	(18,480,335,092.79)	(854,613,508.76)	-	1,326,448,947.45
Changes in equity for the year						
Total comprehensive income (loss) for the year		-	-	53,363,961.47	(85,621.00)	53,278,340.47
Transfer gain(loss) on actuarial assumptions to unappropriated retained earning		-	-	(85,621.00)	85,621.00	-
Balance as of December 31, 2018		20,661,397,549.00	(18,480,335,092.79)	(801,335,168.29)	-	1,379,727,287.92

The accompanying notes to financial statements are an integral part of these statements.

TONGKAH HARBOUR PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF INCOME

FOR THE YEAR ENDED DECEMBER 31, 2018

		BAHT			
		Consolidated financial statements		Separate financial statements	
	Note	DECEMBER 31, 2018	DECEMBER 31, 2017	DECEMBER 31, 2018	DECEMBER 31, 2017
REVENUES					
Revenue from the sale of					
- Andesite sales		102,844,761.59	59,046,403.63	102,844,761.59	59,046,403.63
- Ores sales		36,145,976.23	-	36,145,976.23	-
- Revenues from sales of Real Estate-THE BAY		5,544,500.00	50,589,750.00	-	
Service Income from mining production - Other country		190,501,740.00	219,156,660.00	190,501,740.00	219,156,660.00
Service Income from mining production - Domestic		10,096,600.00	-	-	-
Other income					
Negative goodwill	7.1	83,580.34			
Gain on exchange rate	25	565,984.33	111,695.22	-	111,695.22
Gain on revaluation of inventories		173,738.48	2,519.02	173,738.48	2,519.02
Gain on sale of property, plant and equipment		130,839.12	-	130,839.12	100,434,355.00
Gain on Rehabilitation creditors' Paid		3,610,605.24	77,963,969.54	3,610,605.24	77,963,969.54
Other : - Interest income		148,521.04	140,716.18	62,878.19	107,188.50
- Management fee	3.1	-	-	7,860,000.00	15,408,000.00
- Other		1,769,282.04	2,871,305.62	5,020,552.35	5,824,214.06
TOTAL REVENUES		351,616,128.41	409,883,019.21	346,351,091.20	478,055,004.97
EXPENSES					
Cost of the sale of					
- Cost of andesite sales		71,057,659.78	50,673,969.87	82,905,066.62	56,164,612.66
- Cost of Tins sales		21,216,132.89	-	21,216,132.89	-
- Cost of Sales of Real Estate-THE BAY		5,514,864.75	42,440,594.21	-	-
- Cost of Mining Operation Service - Oversea		96,928,651.95	97,810,558.87	96,928,651.95	97,810,558.87
-Cost of Mining Operation Service - Domestic		3,231,586.93	-	-	-
Selling expenses		4,373,836.82	4,652,248.14	3,797,451.03	3,967,328.14
Administrative expenses		107,189,409.13	100,278,802.46	84,830,606.45	74,449,341.71
Finance costs		317,144.18	27,075.94	3,309,220.79	10,014,353.84
TOTAL EXPENSES		309,829,286.43	295,883,249.49	292,987,129.73	242,406,195.22
PROFIT (LOSS) FOR THE YEAR BEFORE INCOME TAX		41,786,841.98	113,999,769.72	53,363,961.47	235,648,809.75
Income tax		-	-	-	-
PROFIT (LOSS) FOR THE PERIOD		41,786,841.98	113,999,769.72	53,363,961.47	235,648,809.75
TOTAL INCOME (LOSS) ATTRIBUTABLE TO :					
EQUITY HOLDERS OF THE PARENT		37,715,323.99	113,105,191.63	53,363,961.47	235,648,809.75
NON - CONTROLLING INTERESTS		4,071,517.99	894,578.09	-	-
		41,786,841.98	113,999,769.72	53,363,961.47	235,648,809.75
BASIC EARNINGS (LOSS) PER SHARE (BAHT PER SHARE)					
TOTAL COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE					
TO EQUITY HOLDERS OF THE PARENT		0.00183	0.00551	0.00258	0.01149
THE WEIGHTED AVERAGE NUMBER					
OF ORDINARY SHARES (SHARES)		20,661,397,549	20,510,152,993	20,661,397,549	20,510,152,993

The accompanying notes to financial statements are an integral part of these statements.

TONGKAH HARBOUR PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED DECEMBER 31, 2018

	Note	BAHT			
		Consolidated financial statements		Separate financial statements	
		DECEMBER 31, 2018	DECEMBER 31, 2017	DECEMBER 31, 2018	DECEMBER 31, 2017
PROFIT (LOSS) FOR THE PERIOD		41,786,841.98	113,999,769.72	53,363,961.47	235,648,809.75
OTHER COMPREHENSIVE INCOME (LOSS) FOR THE PERIODS					
<i>Item that will not be reclassified subsequently to profit or loss :</i>					
Gain (loss) on actuarial assumptions	20	391,604.30	-	(85,621.00)	-
Income tax related to other component of shareholders' equity		(103,853.45)	-	-	-
NET- OTHER COMPREHENSIVE INCOME (LOSS) -					
- FOR THE PERIODS		287,750.85	-	(85,621.00)	-
<i>Item that will be reclassified subsequently to profit or loss :</i>					
Translation adjustment		17,572.56	-	-	-
		305,323.41		(85,621.00)	
TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE PERIODS		42,092,165.39	113,999,769.72	53,278,340.47	235,648,809.75
TOTAL COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO :					
EQUITY HOLDERS OF THE PARENT		43,680,430.88	113,105,191.63	53,278,340.47	235,648,809.75
NON - CONTROLLING INTERESTS		(1,588,265.49)	894,578.09	-	-
		42,092,165.39	113,999,769.72	53,278,340.47	235,648,809.75

The accompanying notes to financial statements are an integral part of these statements.

TONGKAI HARBOUR PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF CASH FLOW

FOR THE YEAR ENDED DECEMBER 31, 2018

BAHT

	Consolidated financial statements		Separate financial statements	
	DECEMBER 31, 2018	DECEMBER 31, 2017	DECEMBER 31, 2018	DECEMBER 31, 2017
CASH FLOWS FROM OPERATING ACTIVITIES				
Net profit (loss)	41,786,841.98	113,999,769.72	53,363,961.47	235,648,809.75
Adjustment to reconcile net loss to net cash inflow (outflow)				
from operating activities :-				
Depreciation and amortization	20,827,438.72	19,292,622.40	12,987,261.13	10,994,113.49
Reverse Allowance for doubtful accounts	-	-	-	-
Negative goodwill	(83,580.34)	-	-	-
Amortization on expenditures of andesite mining project	736,051.32	736,051.32	736,051.32	736,051.32
Amortization on expenditures of Tin mining Myanmar project	1,554,545.52	1,295,454.60	1,554,545.52	1,295,454.60
(Gain) Loss on revaluation of inventory	(173,738.48)	(2,519.02)	(173,738.48)	(2,519.02)
Reverse Provision for environmental restoration expenses	(250,000.00)	-	(250,000.00)	-
Interest Adjustment as Rehabilitation Plan	(3,610,605.24)	(77,963,969.54)	(3,610,605.24)	(77,963,969.54)
Loss (gain) on sale fixed assets and intangible assets	(130,839.12)	-	(130,839.12)	(100,434,355.00)
Unrealised loss (gain) on exchange rate	(526,668.68)	(46,730.83)	491,747.53	(46,730.83)
Employee benefit expense - Past service cost	980,780.20	-	903,647.44	-
Employee benefit expense - Current service cost	1,528,168.18	2,418,866.00	1,220,847.02	1,461,364.00
Interest Income	(148,521.04)	(140,716.18)	(62,878.19)	(107,188.50)
Interest expenses	317,144.18	27,075.94	3,309,220.79	10,014,353.84
Deferred income tax expenses (income)	-	-	-	-
	62,807,017.20	59,615,904.41	70,339,221.19	81,595,384.11
Decrease (increase) in operating assets :-				
Trade accounts receivable	(132,657,728.14)	(170,748,826.76)	(121,854,366.14)	(171,408,826.76)
Accounts receivable other- related party	(909,500.00)	-	18,297,793.48	(20,575,892.00)
Accounts receivable other - other party	7,316,465.66	7,776,876.24	(5,169,133.59)	2,947,648.71
Inventories, net	22,578,281.06	44,376,863.24	19,695,034.86	2,468,837.80
Other current assets	788,257.63	2,700,005.04	674,802.72	1,837,916.59
Other non - current assets	2,378,315.00	6,093,267.09	2,962,831.79	2,789,188.16
Increase (decrease) in operating liabilities :-				
Trade payables - related party	-	-	9,068,022.53	82,594.91
Trade payables - other party	(10,186,586.79)	26,577,639.71	(9,041,435.83)	30,130,519.57
Other payables - related party	-	-	(1,742,625.00)	521,625.00
Accounts payable other and other current liabilities	(17,717,522.22)	1,885,576.36	(18,138,093.97)	3,013,402.59
Employee benefits Paid	(235,500.00)	-	(235,500.00)	-
Other non-current liabilities	284,183.44	(3,668,223.18)	-	(77,849.35)
Net cash inflow (outflow) from operating activities	(65,554,317.16)	(25,390,917.85)	(35,163,447.96)	(66,675,450.67)

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TONGKAH HARBOUR PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF CASH FLOW (Continue)

FOR THE YEAR ENDED DECEMBER 31, 2018

BAHT

	Consolidated financial statements		Separate financial statements	
	DECEMBER 31, 2018	DECEMBER 31, 2017	DECEMBER 31, 2018	DECEMBER 31, 2017
CASH FLOWS FROM INVESTING ACTIVITIES				
Decrease (increase) in long - term investment -				
-bank deposits pledged as collateral	241,218.83	(19,530.74)	259,234.89	(1,269.35)
Cash paid for capital purchase shares in a subsidiary	(21,900,000.00)	-	(6,525,000.00)	(24,500,000.00)
Cash paid for Stock Deposit in other company	-	(3,000,000.00)	-	-
Cash received (paid) for expenditure of mining projects in Loas	13,720,392.23	(4,475,078.45)	13,720,392.23	(4,475,078.45)
Cash paid for electricity generation from renewable energy project	(6,340,551.82)	-	-	-
Payment for purchase property, plant and equipment	(43,431,426.48)	(37,138,342.62)	(31,739,399.56)	(34,803,563.98)
Received from sale on property, plant and equipment	130,841.12	-	130,841.12	27,701,765.82
Payment for purchase Intangible assets	(91,539.83)	(3,261.68)	(58,853.73)	(3,261.68)
Interest received	148,521.04	140,716.18	62,878.19	107,188.50
Net cash provide by (used in) investing activities	(57,522,544.91)	(44,495,497.31)	(24,149,906.86)	(35,974,219.14)
CASH FLOWS FROM FINANCING ACTIVITIES				
Net proceeds from the capital increase shares	-	89,624,618.79	-	89,624,618.79
Proceeds from the Cash paid for debt Rehabilitation Plan	3,610,605.24	77,963,969.54	3,610,605.24	77,963,969.54
Increase (decrease) in Short - term loans from related parties	7,034,735.04	-	2,000,000.00	-
Proceeds from long- term loans from related parties	-	-	-	38,600,000.00
Proceeds from short- term loans to directors	14,000,000.00	-	-	-
Payment for Long - term loans from related parties	-	-	(9,293,565.89)	(37,570,854.83)
Increase (decrease) in finance lease obligations	(841,837.69)	-	(841,837.69)	-
Interest paid	(289,994.05)	-	(3,309,220.79)	-
Net cash inflow (outflow) from financing activities	23,513,508.54	167,588,588.33	(7,834,019.13)	168,617,733.50
EFFECT OF EXCHANGE RATE CHANGE ON CASH	(374,780.62)	88,325.39	(374,780.62)	88,325.39
TRANSLATION ADJUSTMENT	17,572.56	-	-	-
CASH AND CASH EQUIVALENTS INCREASE ON SUBSIDIARIES PURCHASE	1,379.54	-	-	-
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS, NET	(99,938,134.15)	97,790,498.56	(67,522,154.57)	66,056,389.08
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIODS	114,192,537.78	16,402,039.22	73,525,151.99	7,468,762.91
CASH AND CASH EQUIVALENTS AT END OF PERIODS	14,273,355.73	114,192,537.78	6,002,997.42	73,525,151.99
ACTIVITIES NOT AFFECTING CASH				
Increase on property, plant and equipment from finance lease obligations	6,003,738.32	-	6,003,738.32	-
Increase in other payable from business combination (subsidiary)	447,290.00	-	-	-
Increase in short term loan to directors from business combination (subsidiary)	21,500,000.00	-	-	-
Decrease in property, plant and equipment from business combination (subsidiary)	20,912.62	-	-	-

The accompanying notes to financial statements are an integral part of these statements.

TONGKAH HARBOUR PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2018**1. GENERAL INFORMATION****1.1 General matter**

The Company was established as a limited company under the Civil and Commercial Code of Thailand on January 7, 1976. On June 6, 1994 the company changed its status to a public company limited under the Public Company Limited Act. The address of its head office is 252/11, Muang Thai-Phatra Office Tower I, 7th Floor, Ratchadapisek Road, Huaykhwang, Bangkok, Thailand. The Company and its subsidiaries operate both in Thailand and overseas. The principal activities of the company are tin mining, igneous rock quarrying, real estate development, minerals mining, production and selling alternative energy.

1.2 Preparation basis for interim financial statements

This interim financial statements were produced by combining the financial statements of Tongkah Harbour Public Co.,Ltd. and its subsidiaries' (Group of companies), and by using the same criterias exercised in the consolidated financial statements ended 31 December 2018 as follows:

In the first quarter of 2018, a subsidiary company (THL Power Company Limited) acquired 58.80% of its registered capital in Sawasdee Energy Holding (Sawasdee). As a result, the Company (Sawasdee) has (indirectly) become a subsidiary company of the Company. Therefore, the company's consolidated financial statements have included the financial status of 31 December 2018 and the statements of changes in shareholders' equity, income statements, statements of comprehensive income, and cash flow statement for the period of February 1, 2018 to December 31, 2018 of the company (Sawasdee).

In the third quarter of 2018, Tongkah Harbour Public Co.,Ltd. established a subsidiary company named THL Myanmar Co., Ltd. The company was registered in Republic of the Union of Myanmar on August 16, 2018. Tongkah Harbour Public Co.,Ltd. holds 100% of the shares (equities), therefore, the company's consolidated financial statements have also included the financial status of 30 September 2018 and the statements of changes in shareholders' equity, income statements, statements of comprehensive income, and cash flow statement for the period of August 16, 2018 to September 30, 2018 of the company (THL Myanmar).

These interim financial statements have been prepared by using the original cost basis, unless stated otherwise in the accounting policies.

This English version of the financial statements has been prepared from the interim financial statements that are in Thai language. Both language versions are considered to be equally authentic. In the event of any discrepancy between the two aforementioned versions, the Thai version shall be the governing and prevailing version.

These consolidated financial statements consist of the interim financial statements of Tongkah Harbour Public Company Limited and its subsidiaries. After cutting off the balances and significant intercompany transactions, the consolidated financial statements, the subsidiaries of the Company are as follow:

	Company's Shareholding (%) As of		Type of Business	Percentage			
				Total assets of the subsidiary that included in the consolidated financial statements as of		Total revenues of the subsidiary that included in the consolidated financial statement total revenue	
				In the consolidated		for the Year	
				Financial statement as of		Period as of	
				Dec-31, 18	Dec-31, 17	Dec-31, 18	Dec-31, 17
Sky Cliff Limited	94.99	94.99	Property development	5.46	5.90	0.67	0.0
Cholsin Limited	88.19	88.19	Crushing andesite mining in company's concession area	2.80	2.92	2.80	0.0
Sea Minerals Limited	99.99	99.99	Exploring tin mining in sea zone	0.29	0.31	-	-
THL Power Limited	98.00	98.00	Generating and selling renewable energy	0.25	2.17	-	-
Sawasdee Energy Holding Limited(indirect)	58.80	-	Generating and selling renewable energy	3.77	-	5.24	-
89 Capricorn Development - Limited (indirect)	94.91	94.91	Property development	21.19	23.45	2.09	12.37
THL Myanmar Co., Ltd	100.00	-	Mining and Energy	0.14	-	-	-

1.3 Related businesses

As of December 31, 2018, enterprises that are controlled by the company both under direct control or indirect control are shown below:

Name	Type of Business	Relationship	% of Shares Held
<i>Subsidiary Companies:</i>			
Sky Cliff Limited (Sky Cliff)	Property development	Hold the shares and have the same directors	94.99
Cholsin Limited (Cholsin)	Crushing andesite	Hold the shares and have the same directors	88.19
Sea Minerals Limited (Sea Minerals)	Tin mining in the sea	Hold the shares and have the same directors	99.99
89 Capricorn Development	Property development	Hold the shares and have the same directors	94.91 (Through Sky Cliff)
THL Power Limited (THL Power)	Investing in renewable energy business	Hold the shares and have the same directors	98.00
Sawasdee Energy Holding Limited	Generating and selling renewable energy	Hold the shares and have the same directors	58.80 (Through THL POWER)
THL Myanmar Co.,Ltd.	Mining and Energy	Hold the shares and have the same directors	100.00

1.4. The Announcement of using new financial report standards

1.4.1 Financial reporting standards that come into effect for the current period

The Group of companies has complied with the accounting standards and financial reporting standards including the interpretation that were issued and revised by the Federation of Accounting Professions effective from the accounting period beginning on or after January 1, 2018. The compliance to the above financial reporting standards in the current period has no significant impact on the financial statements.

1.4.2 New accounting standards that do not take effect for the current period

During the period, the Federation of Accounting Professions issued accounting standards, financial reporting standards, and interpretation of financial reporting standards. The effective date is from the accounting period beginning on or after January 1 of the years shown below:

Accounting Standards	Effective year
TAS 1 Presentation of Financial Statements (revised 2018)	2019
TAS 2 Inventories (revised 2018)	2019
TAS 7 Statement of Cash Flows (revised 2018)	2019
TAS 8 Accounting Policies, Changes in Accounting Estimates and Errors (revised 2018)	2019
TAS 10 Events after the Reporting Period (revised 2018)	2019
TAS 12 Income Taxes (revised 2018)	2019
TAS 16 Property, Plant and Equipment (revised 2018)	2019

TAS	17	Leases (revised 2018)	2019
TAS	19	Employee Benefits (revised 2018)	2019
TAS	20	Accounting for Government Grants and Disclosure of Government Assistance (revised 2018)	2019
TAS	21	The Effects of Changes in Foreign Exchange Rates (revised 2018)	2019
TAS	23	Borrowing Costs (revised 2018)	2019
TAS	24	Related Party Disclosures (revised 2018)	2019
TAS	26	Accounting and Reporting by Retirement Benefit Plans (revised 2018)	2019
TAS	27	Separate Financial Statements (revised 2018)	2019
TAS	28	Investments in Associates and Joint Ventures (revised 2018)	2019
TAS	29	Financial Reporting in Hyperinflationary Economies (revised 2018)	2019
TAS	32	Disclosure of Financial instruments	2020
TAS	33	Earnings per Share (revised 2018)	2019
TAS	34	Interim Financial Reporting (revised 2018)	2019
TAS	36	Impairment of Assets (revised 2018)	2019
TAS	37	Provisions, Contingent Liabilities and Contingent Assets (revised 2018)	2019
TAS	38	Intangible Assets (revised 2018)	2019
TAS	40	Investment Property (revised 2018)	2019
TAS	41	Agriculture (revised 2018)	2019

Financial Reporting Standards

TFRS	1	First-time Adoption of International Financial Reporting Standards (revised 2018)	2019
TFRS	2	Share - based Payment (revised 2018)	2019
TFRS	3	Business Combinations (revised 2018)	2019
TFRS	5	Non-current Assets Held for Sale and Discontinued Operations (revised 2018)	2019
TFRS	6	Exploration for and Evaluation of Mineral Resources (revised 2018)	2019
TFRS	7	Financial Instruments: Disclosures (revised 2018)	2020
TFRS	8	Operating Segments (revised 2018)	2019
TFRS	9	Financial instruments	2020
TFRS	10	Consolidated Financial Statements (revised 2018)	2019
TFRS	11	Joint Arrangements (revised 2018)	2019
TFRS	12	Disclosure of Interests in Other Entities (revised 2018)	2019
TFRS	13	Fair Value Measurement (revised 2018)	2019
TFRS	15	Revenue from contracts with customers	2019

Accounting Standard Interpretations

TSIC	10	Government Assistance - No Specific Relation to Operating Activities (revised 2018)	2019
TSIC	15	Operating Leases - Incentives (revised 2018)	2019
TSIC	25	Income Taxes - Changes in the Tax Status of an Entity or its Shareholders (revised 2018)	2019
TSIC	27	Evaluating the Substance of Transactions Involving the Legal Form of a Lease (revised 2018)	2019
TSIC	29	Service Concession Arrangements : Disclosures (revised 2018)	2019
TSIC	32	Intangible Assets - Web Site Costs (revised 2018)	2019

Financial Reporting-Standard Interpretations

TFRIC	1	Changes in Existing Decommissioning, Restoration and Similar Liabilities (revised 2018)	2019
TFRIC	4	Determining whether an Arrangement contains a Lease (revised 2018)	2019
TFRIC	5	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds (revised 2018)	2019
TFRIC	7	Applying the Restatement Approach under TAS 29 (revised 2018) Financial Reporting in Hyperinflationary Economies (revised 2018)	2019
TFRIC	10	Interim Financial Reporting and Impairment (revised 2018)	2019
TFRIC	12	Service Concession Arrangements (revised 2018)	2019
TFRIC	14	TAS 19 (revised 2018) - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction (revised 2018)	2019
TFRIC	16	Agreements for the Construction of Real Estate (revised 2018)	2019
TFRIC	17	Distributions of Non - cash Assets to Owners (revised 2018)	2019
TFRIC	19	Extinguishing Financial Liabilities with Equity Instruments	2020
TFRIC	20	Stripping Costs in the Production Phase of a Surface Mine (revised 2018)	2019
TFRIC	21	Levies (revised 2018)	2019

The Group of Company Management has assessed that TAS 1, TAS 7, TAS 8, TAS 10, TAS 12, TAS 16, TAS 17, TAS 18, TAS 19, TAS 21, TAS 24, TAS 33, TAS 34, TAS 36, TAS 37 and TFRS 8 and TFRS 13 will not have material impact on the financial statements when it is applied. For the other TAS, TFRS, TSIC and TFRIC are not relevant to the Company's business, therefore they do not have impact on the financial statement when they are applied.

1.5 Significant accounting policies

1.5.1 Cash and cash equivalents

Cash and cash equivalents consist of cash on hand and deposit at banks on saving accounts, current accounts and fixed deposits terms to be matured within 3 months which are not pledged

1.5.2 Revenue recognition

Revenue from sale of goods is recognized as revenue when goods are delivered and the risk and reward of goods ownership are transferred to customer.

1.5.3 Inventories

Inventories are stated at the lower of cost (average method) or net realisable value.

1.5.4 Investments in subsidiaries

Investments in subsidiaries in the separate financial statements are recorded under the cost method. Allowance for impairment of investments have provided by taking the net book value and other relevant factors into consideration.

1.5.5 Business Merger

The Group of Companies records the accounting transactions for the business merger as per the purchasing method once the control was transferred to the Group of Companies except the case of business merger that is done under the same control.

The control occurs when the Group of companies is exposed to or is entitled to a variable return from involving with that entity and has the ability to exercise its power over that entity causing an impact to the amount of return of the Group. The acquisition date is the date that the control power is transferred to the acquirer. The designation of acquisition date and identification of the transfer of control power from one party to another shall be subject to discretion.

In a completed business merging by gradual acquisition, the Group of companies must appraise the value of the interests that the acquirer holds in the acquiree's prior to the new business merger by using a fair market value on the acquisition date and must recognize the gain or loss that incurs in the income statement.

The Company shall recognize the value of goodwill on the acquisition date by:

- The fair market value of the transferred yield, plus
- The value of the non-controlling interest in the acquiree's Company, plus
- The fair market value of the interest held by the acquirer on the date of acquisition prior to the business merger. (for a completed business merging by gradual acquisition), less
- The fair market value of identifiable acquired assets and liabilities

When the above net sum presents a positive number, the Company will record it as goodwill. If the net sum presents a negative number, it will be recorded as a gain immediately in the income statement.

Contingent liabilities of the acquiree (of the bought company) derived from a business combination, will be recognized as liabilities if there were obligations at present or the obligations were from past events, and they could be measured reliably.

On the acquisition date, the non-controlling interest of the acquiree is evaluated on the net asset value of the acquirer in proportion to the shareholding of that non-controlling interest.

Costs associated with the acquisition of a group of companies arising as a result of a business merger will be recognized as incurred expenses for professional fees and other consultancy fees.

1.5.6 Deferred exploration and development expenditure of andesite mining

Deferred exploration and development expenditure of andesite mining project consists of andesite mining licenses, application expense, project consultant fee and exploration and development expenditures.

Deferred exploration and development expenditure of andesite mining are amortized over the period of 25 years on straight line method.

1.5.7 Deferred Expenditure - Tin mining contractor project in Myanmar

Deferred Expenditure on tin mining contractor project in Myanmar comprises of the cost of site preparation, and land fill work for mining as per the contract. Amortization is done by using straight-line method for 11 years.

1.5.8 Property, plant and equipment

Property, plant and equipment are stated at cost.

Depreciation is calculated on the straight line method based on the estimated useful lives of the assets as follows:

	YEARS
Land improvement	10
Building, temporary building	10 - 20
Furniture and office equipment	3 - 10
Machinery and equipment	5 - 15
Vehicles	5
Other	5 - 10

1.5.9 Intangible assets

Computer software is stated at cost net of accumulated amortization. Amortization is calculated on the straight line method based on the estimated useful lives of 3 years.

1.5.10 Financial lease agreements

The Company and subsidiaries record vehicles under financial lease agreements as assets and liabilities in the balance sheet at the lower amount of fair value of the leased asset at the inception date of the lease agreement or the present value of the minimum lease payments. The discount factor used for calculation of the present value of the minimum lease payments, is the interest rate implicit in the lease. The interest charge is recorded to periods during the lease term based on the remaining balance of the liability for each period.

1.5.11 Financial instruments

Financial instruments carried in the statement of financial position include cash and cash equivalents, investments, trade accounts receivable and payable, bank overdrafts, loans, account payable for purchase of assets, accrued expenses, and finance lease obligations. The particular recognition methods adopted are disclosed in the individual policy statements associated with each item.

1.5.12 Foreign currency transactions

Transactions in foreign currency are converted at the exchange rate of the transaction date. Assets and liabilities in foreign currencies at the end of years are converted at average bank buying and selling rate at that date respectively.

Gain or loss from translation is included in determining earnings.

1.5.13 Impairment of assets

The Company and subsidiaries review impairment of assets when there is an indication that the carrying amount of the assets may exceed the recoverable amount. Should the carrying amount of an asset be higher than the recoverable amount, the Company and subsidiaries recognize the impairment loss in the statement of income. The reversal of impairment loss is accounted for "Other Income", when there is an indication that impairment losses is no longer exist or decrease.

1.5.14 Employee benefits

The Company and its subsidiaries recorded salaries, wages, bonuses, contributions to the social security fund and provident fund and other benefits are recognized as expenses when incurred.

Severance payments as specified in the Thai Law which estimated under the actuarial assumptions by a qualified actuary are recognized as expenses along the service period of employees. However, the actual benefit obligations may be different from the estimate.

The Company and its subsidiaries recognize gain (loss) from estimation under the actuarial assumption in Statements of comprehensive income when incurred.

1.5.15 Income tax

The Company recognizes income tax calculating from profit for the year as specific by Revenue code.

Current tax

Current tax is the expected tax payable or receivable on the taxable profit or loss for the year, using tax rates enacted or substantively enacted at the reporting date, including adjustment on tax in the previous year.

Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of goodwill; the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; and differences relating to investments in subsidiaries and jointly-controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilized. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realized.

1.5.16 Accounting judgments and estimates

The preparation of financial statements in conformity with generally accepted accounting principles may require the management to make subjective judgments and estimates for impact of future uncertainty that might have financial effect to the presentation and notes to the financial statements. Thus the actual results may differ from the estimates.

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant judgments and estimates are as follow;

(1) Allowance for diminution in value of inventory

The determination of allowance for diminution in the value of inventory requires management to exercise judgment in estimating losses on outstanding inventory, based on the selling price expected in the ordinary course of business; minus selling expenses.

(2) Impairment of equity investments

The Company and its subsidiaries treat investment in subsidiaries as impaired when the management considers that there has been a significant or prolonged decline in the fair value below their cost or where other objective evidence of impairment exists. The determination of what is "significant" or "prolonged" requires judgment.

(3) Provision for dismantling, removing and restoring

The Company estimated provision for dismantling, removing and restoring, using the present value of future cash flows to be required to settle this expenditure, discounted by rate of government bond which determined based on reviews and estimates by the Company's own maiming engineers and managerial judgment.

(4) Provision for environmental restoration

Where future expenses relating to environmental liabilities have arisen as a result of past events, the Company establishes a provision over the period in which the obligation is incurred and covers the remains of useful life of mining right and permission. The provision is made at the best estimation for expenses which will be paid according to the current incurred obligation on the statement of financial position date.

(5) Litigation

The Company and subsidiaries have contingent liabilities as a result of litigation. The Company's management have used judgment to assess of the results of each litigation cases and believe that no loss will result. Therefore no contingent liabilities for those cases are recorded as of the statement of financial position date.

1.5.17 Basic earnings (loss) per share

Basic earnings (loss) per share are determined by dividing the profit (loss) for the year by the weighted average number of shares outstanding.

2. THE OPERATION OF THE COMPANY AND ITS SUBSIDIARIES

2.1 Tongkah Harbour (Public) Company Limited

A. The Stock Exchange of Thailand (SET) has notified its actions taken against the Company for the situation where the Company is required to adjust its financial status and operation.

As assigned by The Stock Exchange of Thailand (SET) that the Company fall into the classification of rehabilitating its financial position and operations, stage 1 (NC stage 1) with a marking of "NC – Non-Compliance" since December 9, 2011, and with a marking of "SP – Suspension" for no trading of the Company's securities. The company is given 3 years to rehabilitate its financial position and operations.

According to the Stock Exchange of Thailand's regulation for the company that are subject to possible delisting, the period of rehabilitation has been allocated into 2 phrases which are (1) Period for rectifying the cause(s) of delisting and (2) Period for the repossession of the required qualifications for Resume Stage.

On 20 June 2016, The Stock Exchange of Thailand extended the period of rectifying the delisting causes(s) to March 31, 2017. Afterward, the Company requested for one more year extension and was granted an approval from the SET to have the extension to March 31, 2018.

On 24 May 2018, The Stock Exchange of Thailand has announced that the Company is now in the group of companies which has already rectified the cause(s) of delisting and allowed the Company to enter the period of being qualified to resume trading (Resume Stage). The Resume Stage is to be proceeded until March 31, 2020.

B. Rehabilitation of Tongkah Harbour Public Company Limited

On November 5, 2014, the Central Bankruptcy Court ordered Tongkah Harbour (Public) Company Limited (the Company) to rehabilitate its business according to the Company's petition. The Central Bankruptcy Court has appointed the company as the plan maker.

On March 25, 2016 the Company settled the 1st installment and on March 28, 2016, the 2nd to 5th installment was settled to all creditors according to the plan. The said settlement was regarded as a completion of resolution as per the Company's rehabilitation plan.

On October 10, 2016, the Company submitted a petition to terminate the rehabilitation plan as per the Bankruptcy Law B.C. 2483 Section 90/70 the first paragraph. The Central Bankruptcy Court fully investigated the petition and on May 8, 2017, the Court ordered to revoke the Company's rehabilitation, thus, the management of the company has the power to manage the business and assets of the company. In addition, all other outstanding petitions were also withdrawn by the Central Bankruptcy Court on the same date.

On December 31, 2018, the Company has placed an amount of Baht 383.173 million. This amount is equal to the maximum amount that two other creditors have filed for repayment. Currently, the Company has been waiting for the court's consideration for the amount the creditors should receive. At present, it is still awaiting the court's consideration of the amount of money the creditors will receive. If the final result, the creditors are not fully paid according to the amount that the company has placed, the company will receive the remaining amount and it will be recorded as a profit from the rehabilitation.

2.2 Sky Cliff Company Limited (Sky Cliff)

Sky Cliff was registered on 5 September 1990, operating a business relating to property development. Sky Cliff studied and planned the business of real estate investment and considered the details of the project of land allocation and construction by taking into account the suitability of doing business. As a result, the Company has invested Baht 317.53 million which accounted for 99.90% in 89 Capricorn Development Company Limited.

2.3 89 Capricorn Development Company Limited

89 Capricorn Development was registered on 26 July 2012, operating a property development business. Its head office is located on 15 Pratiphat Road, Taladnuea district, Muang, Phuket Province.

Currently, the company is working on a project called "The Bay" at Phuket province. The project comprises two real estate projects regarding Commercial Buildings and Twin Houses. The total value of the two projects is approximately Baht 405.28 Million. The first hand-over was in June 2015. As of September 30, 2018, the total hand-over is 71% of the project.

2.4 Sea Minerals Company Limited (Sea Minerals)

Sea Minerals was registered on March 26, 1981, operating tin mining business in the sea. The company has applied for a large tin mining concession off the Andaman Sea covering approximately 50,000 Rais (19,768 acres). The company's environmental impact study report was already granted an approval from the Office of Natural Resources and Environmental Policy and Planning (ONEP).

The company is currently in the process of creating an understanding among local people in the area prior to organizing a public hearing.

Referring to the Note to Financial Statement No 28.8, the Company (Tongkah Harbour) is currently in legal dispute with a former director (Mr. Ronald Ng Wai Choi) and with other two former related companies (Sintana Holdings Company Limited and Sino Pac Development Company Limited) on the issue of "Sea Minerals" share certificate rights.

2.5 Cholsin Company Limited (Cholsin)

Cholsin was registered on March 20, 1984, operating gold mining at Toh Moh Sub-District, Sukirin District, Narathiwat Province. Later on, with the rising production cost and unrest in the area, the operation of Cholsin became unworthy to continue.

Cholsin then ceased its Toh Moh mining operation. At the present, Cholsin has already surrendered the rights on the mining operation to the government.

Since the cease of Toh Moh gold mining operations, Cholsin has transferred major rock crushing machines from Toh Moh to the Company's quarry in Saraburi (Tongkah). Currently, Cholsin operates rock crushing business in Saraburi Province as Andesite crushing vendor for the Company.

2.6 THL Power Limited (THL Power)

"THL Power" was registered on November 23, 2017. Its business is to generate and distribute electricity from renewable energy such as wind power, hydropower, waste energy for wholesale and retail to individuals, juristic persons, private sectors, government and state enterprises such as the Electricity Generation Authority, etc.

In February 2018, THL Power Co., Ltd. purchased 60% of registered shares in Sawasdee Energy Holding Co., Ltd. (Sawasdee) from unrelated individuals (registered shares of Baht 41.50 million), totaling Baht 24.9 million. The Company paid Baht 21.9 million in addition to the 3 million Baht deposit as per the approval from The Board of Directors' Meeting, the Company has already received the transferred shares. As a result, Sawasdee has become a subsidiary (indirectly) of the Company.

2.7 Sawasdee Energy Holdings Co., Ltd.

Sawasdee Energy Holdings Co., Ltd. was registered on August 15, 2013 with a registered capital of Baht 100 million. Its core business is to provide consultancy services on renewable energy, electrical system construction, and water supply.

On February 26, 2018, the Company entered into a Power Purchase Agreement with the Provincial Electricity Authority for the sale of electricity created by the 5-megawatt Solar Power Plant Project, which is sponsored by the Poonsook Agricultural Co-operative Ltd., Chumphon Province. Later, on 13 December 2018, the Company received a license to produce electricity from the Energy Regulatory Commission. Moreover, on 27 December 2018, the company received the Commercial Operation Date (COD) as the Company succeeded the commissioning test approved by the Provincial Electricity Authority on 11 January 2019.

The Company received an investment promotion on 18 July 2018 from the Board of Investment who issued an investment promotion certificate no. 61-0843-1-00-1-0 which took effect on June 12, 2018. The type of promoted business is category 7.1.1.2 : Electricity generating business or electricity and steam generated from renewable energy; except waste or fuel generated from waste. The company will receive benefits and must comply with the terms and conditions as defined in the investment promotion certificate (As per footnote no. 25)

2.8 THL Myanmar Co., Ltd.

Since the Company has operated the mine exploration in the Republic of the Union of Myanmar, the Board of Directors' Meeting of 6/2018 held on 9th August 2018 decided that the Company established a subsidiary company named THL Myanmar Co., Ltd. The company was registered in the Republic of the Union of Myanmar with its objective to conduct mining and energy operation business. The Subsidiary company was registered on August 16, 2018 with a registered capital of US\$ 1,000,000. The Company solely owns 100% shares, and US\$ 50,000 was paid for the shares.

3. ACCOUNTING TRANSACTIONS WITH RELATED PARTIES

The Company has significant business transactions with its related parties through share holdings and having joint shareholders and/or having joint directors. Such transactions are in accordance with the terms and conditions and criteria agreed between the Company and those related companies. The transactions are summarized as below:

3.1 Transactions with related parties

The Company has significant business transactions with its subsidiaries (that were eliminated during the preparing of consolidated financial statements) and its related companies (related by shareholding and/or having some joint directors). Such transactions are summarized as follows:

Thousand Baht				Pricing Policy
Consolidated Financial Statement		Separate Financial Statement		
For the year ended December 31				
2018	2017	2018	2017	

Business Transaction with subsidiaries:-**Income**

Rental income	-	-	2,644	2,155	contract price
Common area service charge	-	-	1,292	1,048	contract price
Management fee	-	-	7,860	15,408	contract price
Expenses					
Interest expense			3,019	10,014	Average actual interest cost of the loaning company
Crushing cost			31,876	23,380	contract price

3.2 Management remuneration

Management remuneration for nine-month period ended December 31, 2018 and 2017 comprised salaries, bonuses, and other benefits of directors and management.

	Thousand Baht			
	Consolidated Financial Statement		Separate Financial Statement	
	2018	2017	2018	2017
Short-term benefits	14,935	13,935	12,708	10,276
Post-employment benefits	7,419	9,419	5,419	5,419
Total	22,354	23,354	18,127	15,695

The outstanding balances of assets and liabilities with the subsidiary companies, current related companies and former related companies of the above transactions are separately shown in the statements of financial position as at December 31, 2018 and December 31, 2017. Details are shown below:

	Thousand Baht			
	Consolidated Financial Statement			
	Dec-31, 2017	Increased	Decreased	Dec-31, 2018
3.3 Other receivables - related businesses – net				
Subsidiaries				
- Cholsin	-	909	-	909
	-	909	-	909
Other receivables -related businesses – net				

Thousand Baht				
Separate Financial Statement				
	Dec-31, 2017	Increased	Decreased	Dec-31, 2018
Subsidiaries				
- Cholsin	6,614		(1,560)	5,054
- Sky Cliff	16,026		(7,155)	8,871
- Sea Minerals	2,488	88	-	2,576
- 89 Capricorn Development	15,216		(9,759)	5,457
- THL POWER	-	44	-	44
- Sawasdee Energy Holding		44		44
Total other receivable	40,344	176	(18,474)	22,046
Less : Allowance for doubtful Accounts	-	-	-	-
Other receivables -related businesses – net	40,344	176	(18,474)	22,046

Thousand Baht				
Separate Financial Statement				
	Dec-31, 2017	Increased	Decreased	Dec- 31, 2018
3.4 Trade payables- related businesses				
Subsidiaries - Cholsin	10,059	34,107	(25,039)	19,127
Total	10,059	34,107	(25,039)	19,127

Thousand Baht				
Separate financial statements				
	Dec-31, 2017	Increase	Decrease	Dec-31, 2018
3.5 Other payables- related party				
- 89 Capricorn Development	522	-	522	-
Total	522	-	522	-

Thousand Baht
Consolidated Financial Statement

3.6 Loans from Director

- Loans from Director (Sawasdee)
- Loans from Director (Tongkah Harbour)
- Total

December ,31	Increased	Decreased	December 31	Policy on cost of loans between each other
2017			2018	
-	5,035	-	5,035	
-	2,000	-	2,000	
-	7,035	-	7,035	

Thousand Baht
Separate Financial Statement

- Loans from Director (Tongkah Harbour)
- Total

December ,31	Increased	Decreased	December 31	Policy on cost of loans between each other
2017			2018	
-	2,000	-	2,000	
-	7,035	-	7,035	

Thousand Baht
Consolidated Financial Statement

3.7 Long-term loans from related parties
Subsidiaries

- Sky Cliff - Principal
- Accrued Interest
- Total

December ,31	Increased	Decreased	December 31	Policy on cost of loans between each other
2017			2018	
59,979	20,440	(30,958)	49,461	4.62-7.5% Per annum
299	3,019	(3,016)	302	
60,278	23,459	(33,974)	49,763	

4. CASH AND CASH EQUIVALENTS

	Thousand Baht			
	Consolidated Financial Statement		Separate Financial Statement	
	Dec-31, 2018	Dec-31, 2017	Dec-31, 2018	Dec-31, 2017
Cash and cheque on hand	3,655	3,771	110	90
Deposits in Saving and current bank accounts	10,618	110,422	5,893	73,435
Fixed deposits	2,763	3,004	414	673
Total	17,036	117,197	6,714	74,198
Less : Bank deposit as collateral (Note 8)	(2,763)	(3,004)	(414)	(673)
Total cash and cash equivalents	14,273	114,193	6,003	73,525

5. TRADE RECEIVABLES AND OTHER RECEIVABLES**5.1 TRADE RECEIVABLES - NET**

As of December 31, 2018, and December 31, 2017, the Company and its subsidiaries' outstanding account receivables classified by aging are as follows:

	Thousand Baht			
	Consolidated financial statement		Separate Financial Statement	
	Dec-31, 2018	Dec-31, 2017	Dec-31, 2018	Dec-31, 2017
<u>Andesite mining (THL)</u>				
Current	3,733	4,488	3,733	4,488
Overdue - less than 3 months	9,323	1,557	9,323	1,557
- 3 months to 6 months	52	3,003	52	3,003
- over than 12 months	2,803	979	2,803	979
Total	15,911	10,027	15,911	10,027
<u>Tin mining (Myanmar) *</u>				
Current	11,329	47,478	11,329	47,478
Overdue - less than 3 months	39,356	48,748	36,356	48,748
- 3 months to 6 months	167,694	81,252	167,694	81,252
- 6 months to 12 months	77,956		77,959	
	293,335	177,478	293,335	177,478
<u>Maganese mining (Chiangmai)</u>				
Current	10,804	-	-	-
Total trade receivables	320,050	187,505	309,246	187,505
Less : allowance for doubtful account	-	-	-	-
Trade receivables - net	320,050	187,505	309,246	187,505

* The Company's Account Receivable for Tin Mining Service Fee in Myanmar whom The Company has urged to clear the overdue payment but still not being able to export the produced tin which caused by Myanmar government agencies' export approving procedures. However, in February 2019, the debtor has agreed to transfer 430 tons of tin concentrate worth approximately 9.07 million US dollars as a debt payment guarantee to store in the Company's warehouse in Myanmar. Also during January – March 2019, the Company received Baht 10.24 million as tin mining service fee.

5.2 OTHER ACCOUNT RECEIVABLES – OTHER BUSINESSES

As of December 31, 2018, and December 31, 2017, other account receivables are shown below:

	Thousand Baht			
	Consolidated financial statement		Separate Financial Statement	
	Dec-31, 2018	Dec-31, 2017	Dec-31, 2018	Dec-31, 2017
Interest receivable - share subscription receivable	-	13,047	-	-
Advance payment	2,235	3,906	2,230	3,620
Prepaid insurance	386	478	248	3,620
Other prepaid expenses	2,644	-	1,817	3,620
Other Receivables	4,850	-	4,843	349
Total	10,115	17,431	9,138	3,969

6. INVENTORIES – NET

	Thousand Baht			
	Consolidated Financial Statement		Separate Financial Statement	
	Dec-31, 2018	Dec-31, 2017	Dec-31, 2018	Dec-31, 2017
<u>Andesite mining (THL)</u>				
Finished goods	19,893	22,306	19,893	22,306
Raw Material & Work in process	10,737	29,595	10,737	29,595
Supplies	1,355	3,120	1,336	1,233
Total	31,985	55,021	31,967	53,134
	(3,202)	(3,375)	(3,202)	(3,375)
<u>Less</u> Allowance for product declining value				
Inventories - andesite mining, net	28,783	51,646	28,765	49,759
<u>Tin (THL)</u>				
Finished goods	-	-	-	-
Work in process	1,454	-	1,454	-
Total	1,454	-	1,454	-

Property - Phuket province (89)

Land during development	33,644	33,644	-	-
	81,683	80,919	-	-
Cost during development	110,326	114,811	-	-
Houses and Commercial Buildings with land for Sale				
Total	225,653	229,374	-	-

Sparepart - Cholsin

Sparepart	2,725	-	-	-
Total	2,725	-	-	-

Property- Tak province(SCL) **

Land during development	40,079	40,079	-	-
Cost during development	4,943	4,943	-	-
Total	45,022	45,022	-	-
Total Inventories - net	303,637	326,042	30,237	49,759

** It is a plot under development with an approximate 2-3-81.9 Rais or 1,181.9 Sq.Wah in Economic Zones at Thai-Myanmar border. An estimated price assessed by an independent appraiser is approximately Baht 59.1 million.

The movement of the allowance for inventory declining value for the nine-month period ended December 31, 2018 is as follows:

	Thousand Baht	
	Consolidated Financial Statement	Separate Financial Statement
Balance as of December 31, 2017	3,375	3,375
Decreased	(173)	(173)
Balance as of December 31, 2018	3,202	3,202

7. INVESTMENTS IN SUBSIDIARIES - NET

As of December 31, 2018 and December 31, 2017, investments in the subsidiaries are as follows:

Investment in subsidiaries - net	Paid up Capital		Share Holding (%)		Million Baht	
	(Million Baht)				Separate Financial Statement	
	Dec-31, 2018	Dec-31, 2017	Dec-31, 2018	Dec-31, 2017	Dec-31, 2018	Dec-31, 2017
<i>Sky Cliff Limited</i>						
Investment at cost method	212	212	94.99	94.99	492	492
<u>Less</u> Allowance for impairment					-	-
Investment at cost method - net					492	492
<i>Sea Minerals Limited</i>						
Investment at cost method	105	105	99.99	99.99	56	56
<u>Less</u> Allowance for impairment					(56)	(56)
Investment at cost method - net					-	-
<i>Cholsin Limited</i>						
Investment at cost method	334	150	88.19	73.67	246	246
<u>Less</u> Allowance for impairment					(62)	(62)
Investment at cost method - net					184	184
<i>THL Power Limited</i>						
Investment at cost method	24.5	-	98.00	-	29	24
<u>Less</u> Allowance for impairment					-	-
Investment at cost method - net					29	24
<i>THL Myanmar Limited</i>						
Investment at cost method	1.62	-	100.00	-	1	-
<u>Less</u> Allowance for impairment					-	-
Investment at cost method - net					1	-
Investment in subsidiaries - net					706	700

7.1 Business Acquisition

On February 1, 2018, a subsidiary company (THL Power Company Limited) invested in Sawasdee Energy Holdings Co., Ltd. (Sawasdee) by purchasing approximately 60% of the company registered capital (the registered capital is Baht 41.50 million) from an unrelated party totaling Baht 24.9 million. An additional payment of Baht 21.9 million is made from the initial deposit of Baht 3 million. As a result, the Company has become a subsidiary company (indirectly) of the Company (THL Power Company Limited).

Sawasdee Energy Holdings Co., Ltd. is a business entity that was granted a license to generate and sell electricity from the renewable energy. On February 26, 2018, Sawasdee Energy Holdings Limited entered into a Power Purchase Agreement with the Provincial Electricity Authority for a period of 25 years from the Scheduled Commercial Operation Date (SCOD) which is within 31 October 2018. On August 23, 2018, the Company's request to extend the deadline for SCOD date to December 30, 2018 was permitted.

The acquisition of this business is subject to the conditions of TFRS 3 (Revised 2017) Subject : Business Combinations which require recording identifiable acquired assets and liabilities at fair market value, including goodwill (if any).

The Company has hired independent appraisers to appraise the fair market value of the acquired assets and liabilities which is uncompleted. Therefore, the Company has estimated the net book value as at the acquisition date to get the closest fair market value. The Company has also estimated the fair market value of the interest of the company at the acquisition date prior to the business combination by using the book value of investment at the date of purchase. However, the Company shall review the appraisal of these net assets and liabilities and review the evaluation of the fair market value as at the acquisition date of the investments held by the acquirer prior to the business combination as described in TFRS 3 (Revised 2017) during the 12-month evaluation period. If the company receives any further information regarding facts and situations that exist on the acquisition date that requires an adjustment of value recognition, the company shall record the adjustment upon the receipt of such information.

On the acquisition date, the non-controlling interest of the acquiree's company is evaluated at the amount of the identifiable net assets of the acquired company in proportion to the share held by the non-controlling interest.

On the acquisition date prior to the business acquisition, all the information shall be surrendered to the buyer including the identifiable assets acquired, recognizable liabilities for the value of the non-controlling interests in the acquirer's company and the acquirer's interests retained by the subsidiary. The information is as follows:

	Unit : Million Baht
	Recognized value
<u>Consideration transferred</u>	24,900
<u>Less</u> Net value of acquired assets and liabilities	
<u>Identifiable Assets</u> -Cash and bank deposit	1
- Short-term Loans	-
- Net Device	21
<u>Identifiable Liabilities</u> - Other payables	(447)
- Non-controlling Interests	170
Net identifiable assets and liabilities - Received	(255)
Goodwill from a business acquisition	(25,155)

The goodwill acquired from the acquisition was included in the consolidated statement of financial position as at March 31, 2018.

In January 2019, the company reviewed the business combination. By hiring an independent appraiser to evaluate the business integration value "Sawasdee" which has newly acquired assets and liabilities as follows

	(Unit: thousand Baht)
	Recognize Value
<u>Consideration transferred</u>	24,900
<u>Less</u> Net value of acquired assets and liabilities	
<u>Identifiable Assets</u>	
Cash and bank deposit	1
Long-term loans from related parties	21,500
Property, plant and equipment, net	21
Power Purchase Agreement	20,455
Deferred tax asset	4,200
Total Identifiable Assets	46,177
<u>Identifiable Liabilities</u>	
Income tax liability from acquisitions	(4,091)
Accrued Expenses	(447)
Non-controlling Interests	(16,656)
Total Identifiable Liabilities	(21,194)
Net identifiable assets and liabilities - Received	24,983
Goodwill from a business acquisition	(83)

The negative goodwill acquired from the acquisition was included in the statement of income for the year ended December 31, 2018. The subsidiary had expenses related to business acquisition amounting Baht 0.75 million

The Company has converted the "Power Purchase Agreement" to "Amortization Expense" according to the duration of the contract starting from the date succeeding the commissioning test granted by the Provincial Electricity Authority on 11 January 2019.

The Subsidiary Company (Sawasdee) has invested in the said project by ordering solar panels from an overseas vendor. The payment is due within 31 March 2019. Therefore, as at December 31, 2018, there was a debt of solar panels amounting approximately Baht 145.28 million.

7.2 As of December 31, 2018 and December 31, 2017, the investment in subsidiaries have been pledged as collateral by the former executive of the Company (Tongkah) who pledged the subsidiaries' common shares to 2 former related companies (Sintana Holdings and Sino Pac Development) without delivering the share certificates nor receiving an approval from Tongkah's Board of Director at that time. Details are shown below:

1. 1.05 million units of common share of Sea Minerals equals to 99.99% of the total shares of the Company.
2. 314,454 units of common share of Sky Cliff (pledged ranking no.2)

As mentioned in the Note no. 29.10, on September 25, 2012 the Company filed a lawsuit against the 2 former related companies in order to revoke the unlawful act.

7.3 Advance payment for future investment

On August 1, 2016, the Company entered into share purchasing contract with Lao Nghan Guang Tong Mining Co., LTD. to purchase 70% of its total registered shares totaling US\$ 3.0 million (at an exchange rate of Baht 35.04 to US\$1). The objective of the deal is to expand the business and to invest in copper mining in Laos PDR.

In August 2016, the Company made an advance payment for the share purchase which was worth US\$ 2 million (equivalent to Baht 70.08 million). The remaining balance of US\$ 1 million will be paid within 15 days from the date that all shares and all related documents are transferred to the Company.

At present, Lao Nghan Guang Tong Mining Co., Ltd has completed the process of acquiring a production permit from the relevant government agencies. However, Lao Ngam still cannot make use from the production permit because the government requires a sum of US\$ 800,000 as a utilization guarantee and this condition has not been included in the agreement since the beginning. Therefore, Lao Nghan Guang Tong Mining Co., Ltd is currently in the process of negotiating with the Government to adjust the payment conditions in order to lessen the amount that must be paid to the government of the People's Democratic Republic of Laos.

8. BANK DEPOSITS PLEDGED AS COLLATERALS

As of December 31, 2018, and December 31, 2017, the Company and its subsidiaries' bank deposits were pledged as collaterals. Details are as follows:

	Thousand Baht		Note
	Dec-31, 2018	Dec-31, 2017	
The Company	1,214	1,473	A
Less : Allowance for non-refundable guarantee	(800)	(800)	
	414	673	
Subsidiaries			
Cholsin Limited	414	414	B.(1)
89 Capricorn Development Limited	1,934	1,917	B.(2)
Total	2,763	3,004	

A. The Company

The company's bank deposits were used as bank collaterals in order to issue the following bank guarantees.

1. Bank Guarantee for the Company for a credit limit of Baht 0.19 million in year 2018, and Baht 0.39 million in year 2017.
2. Bank Guarantee for the two related companies for a total credit limit of Baht 1.0 million in year 2018 and year 2017. From this amount, Baht 0.80 million was pledged for "TKL". Later on, the Company sold "TKL" business and set up a provision for loss in full amount.

B. Subsidiaries

1. Cholsin used its bank deposit as bank collateral to issue a bank guarantee for Cholsin.
2. 89 Capricorn Development Limited used its bank deposit as a bank collateral to guarantee 2 Public Utilities Contracts.

9. DEFERRED EXPENDITURES OF ANDESITE MINING PROJECT – NET

Deferred expenditures for the andesite mining project of the Company are as follows:

	Thousand Baht	
	Consolidated and Separate Financial Statement	
	Dec-31, 2018	Dec-31, 2017
Deferred expenditures for the andesite mining project	23,653	23,653
<u>Less Amortization expense</u>	(20,709)	(19,973)
	2,944	3,680
Deferred expenditures for the andesite mining project - Net		
Deferred expenditures for the andesite mining - Mining License 28676/15268	3,344	-
	6,288	3,680
Total Deferred expenditures for the andesite mining project - Net		

The Company operates its mining business in the Company's land (approximately 243 Rais) under the following mining licenses:

Mining License no.	Area			Expiry date	Status
	Rai	Ngan	Sq. Wah		
28675/15632	154	2	67	January 21, 2017	Under the process of renewal
28676/15268	88	3	81	May 23, 2024	Renewed

- Mining license no. 28675 : The Company is waiting for the Ministry of Industry to declare that the mine is considered as a rock source. After that the company will submit a proposal to the Department of Primary Industries and Mines for license renewal.
- Mining license no. 28676/15268 : On October 3, 2017, the Company received a license from the Department of Primary Industries and Mines, Saraburi Provincial Industry Office. According to a license renewal notice dated September 19, 2017, the license was renewed and approved for another 15 years extension. Therefore, the license was renewed from May 24, 2009 to May 23, 2024.

10. PROJECT EXPENDITURE IN OTHER COUNTRIES

As of December 31, 2018 and December 31, 2017, the deferred mining exploration expenses in foreign countries are shown below:

Expenditure Item	Thousand Baht	
	Consolidated and Separate Financial Statement	
	Dec-31, 2018	Dec-31, 2017
Deferred project expenditure - Mining in Laos PDR		
<u>Tin Mining</u>		
Exploration expenditures	-	4,800
Other expenses (Travelling, allowance, ore specimens analysis)	1,879	1,879
Total	1,879	6,679
<u>Copper Mining</u>		
Wages for exploring and excavation	10,000	10,000
Exploration expenditures	30,033	38,911
Other expenses (Travelling, allowance, ore specimens analysis)	8,211	8,211
Total	48,244	57,122
Total Deferred expenses - mining in Laos PDR	50,123	63,801
Deferred expenses - Mining Project in MYANMAR		
Mine I		
Set up cost/land adjustment cost for mining as per the contract	17,100	17,100
<u>Less</u> Deferred expenses **	(2,850)	(1,295)
Mining Expenditures – Net	14,250	15,805
Mine II and Mine III		
Set up cost/land adjustment cost for mining as per the contract	21,000	21,000
Exploration expenditures	4,271	4,055
Other expenses (Travelling, allowance, ore specimens analysis)	985	985
Total Deferred expenses - Mining in MYANMAR	26,256	41,845
Deferred expenses - Mining Project in MALAYSIA		
Other expenses (Travelling, allowance, ore specimen's analysis)	-	259
Total Deferred expenses – Mining projects in Foreign Countries	90,629	105,905

** Amortization charge for the year ended December 31, 2018 and 2017, with the value of Baht 0.78 million and Baht 0.52 million respectively were included in the income statements.

The above projects are still in progress, details are as follows:

A. Mining Project in The Laos People's Democratic Republic, details are as follows:

1. Tin Exploration

An agreement was made between the Company and Lao Farmers Promoting Co., Ltd. for an exploration of tin in Hinboun, the Company paid US\$ 155,000 (approximately Baht 4.8 million) for an initial exploration. From the exploration, a big quantity of tin was found which is feasible for the investment. The co-investor in Laos then proposed for the Company to pay initial expenses of US\$ 2.0 million prior to the investment. However, since it was a big amount of money and there were some risks associated with the project, the management of the Company then re-negotiated the investment conditions and asked Lao Farmers Promoting Co., Ltd. to apply for a concession. Once the concession was obtained, the Company would invest the money in the project.

In this regard, there were a number of problems during the concession application process and it was expected to take a long time. The Management then negotiated for the pre-paid exploration expenses of US\$ 155,000 back from Lao Farmers Promoting Co., Ltd. and the amount was returned to the Company on August 15, 2018.

2. Copper Exploration

- There was an agreement made between the Company and GMT Corporation Co., Ltd for a detailed exploration stage and a feasibility study for Copper and Gold Mining at Chiang Kwang province, Laos PDR amounting Baht 12.98 million. GMT completed the work and the Company already paid the amount in full.
- On April 7, 2016, there was an agreement between the Company and GMT Corporation Co., Ltd for a detailed exploration and feasibility study of Copper in detailed at Sukhuma, Champasak province, Laos PDR amounting Baht 23.56 million. In this regard, the company paid Baht 8.24 million for the partial completed work. The survey results showed a good potential for investment, yet there are some obstacles in receiving the production permit which cause delays in conducting additional surveys. However, once the production permit is granted, excavation and exploration in the next target areas will be performed.
- On May 27, 2016, there was an agreement made between the Company and Wan La Drilling Service Company for hiring cost for excavation and copper ore extraction at the area in Sukhuma and Munlapamok, Champasak province, Laos PDR. In this regard, the Company made an advance payment of Baht 8.9 million for mining hiring cost and Baht 8.8 million for drilling and survey cost. Since it was in the process of acquiring the production permit which caused the delays in mining operation in Laos, the Company decided to terminate the Excavation and Extraction of copper ore Agreement and the advance payment of Baht 8.9 million was given back by Wan La Drilling on August 24, 2018

11. DAWEI PRINCESS PROJECT IN MYANMAR

On February 23, 2016, the Company signed a joint contractor contract with Sea Mineral Myanmar Company Limited under the name of "Dawei Princess Project". The objective is to explore, produce tin ore and other ores in the area of 50 acres in Dawei, the Republic of Union of Myanmar under the concession of Sea Mineral Myanmar Company Limited.

At present, the contractor - Sea Mineral Myanmar Co., Ltd. is in the process of applying for a production permit. However, there are some delays caused by the political changes in Myanmar which consequently impact the regulations and co-ordination procedures as well as documents required for the production permit application. At present, as there is no progress, the Company has stopped doing this project. However, there are no expenses incurred in this project.

12. DEFERRED EXPENDITURES FOR ELECTRICITY GENERATION FROM RENEWABLE ENERGY PROJECT

As of December 31, 2018, and December 31, 2017, deferred expenditures for the electricity generation from renewable energy are as follow;

	Thousand Baht	
	Consolidated	
	Financial Statement	
	Dec-31,2018	Dec-31,2017
Preparation fee for Minutes of meeting (public hearing from villagers in the area)	516	-
Compensation to the cooperative to be used as project working capital	5,000	-
Land rental expenses	274	-
Other expenditures	551	-
Total Deferred expenditures of The production of electricity from renewable energy project	6,341	-

13. PROPERTY, PLANT AND EQUIPMENT – NET

	Thousand Baht								
	Consolidated financial statement								
	Land	Land Reclamation	Building and Renovation	Furniture and office equipment	Machinery And equipment	Vehicles	Others	Work in progress and Machinery during Installation	Total
Cost									
As of December 31, 2017	27,176	14,441	76,068	4,573	116,461	36,483	1,565	86,341	363,108
Increased	4,680	5,136	6	438	1,357	6,401	213	176,503	194,734
Decreased	-	-	-	-	-	(100)	-	-	(100)
Transferred	-	2,774	13,150	-	428	-	-	(16,352)	-
As of December 31, 2018	31,856	22,351	89,224	5,011	118,256	42,784	1,778	246,492	557,742
Accumulated depreciation									
As of December 31, 2017	-	-	(46,836)	(2,999)	(48,047)	(20,791)	(1,213)	-	(119,886)
Increased	-	(13)*	(4,645)	(879)	(6,354)	(5,080)	(45)	-	(17,016)
Decreased	-	-	-	1	-	100	-	-	101
Transferred	-	-	-	-	-	-	-	-	-
As of September 30, 2018	-	(13)	(51,481)	(3,877)	(54,401)	(25,771)	(1258)	-	(136,801)
Net book value									
As of December 31, 2017	27,176	14,441	29,232	1,574	68,414	15,692	352	86,341	243,222
As of December 31, 2018	31,856	22,338	37,743	1,134	63,845	17,103	520	246,492	420,941

* Depreciation for Road

Thousand Baht

Separate Financial Statement

	Land	Land Reclamation	Building and building Renovation	Furniture and office equipment	Machinery And equipment	Vehicles	Others	Work in progress and machinery during Installation	Total
Cost									
As of December 31, 2017	16,026	6,026	65,739	3,328	47,400	28,890	1,565	86,341	255,315
Increase	4,680	4,800	6	321	1,270	6,401	213	19,716	37,743
Decrease	-	-	-	-	-	(100)	-	-	(100)
Transfer	-	2,774	13,150	-	428	-	-	(16,352)	-
As of December 31, 2018	20,706	13,936	78,895	3,649	49,098	35,191	1,778	89,705	292,958
Accumulated depreciation									
As of December 31, 2017	-	-	(44,172)	(1,751)	(6,695)	(14,179)	(1,213)	-	(68,010)
Increase	-	(13)*	(3,766)	(269)	(4,026)	(4,859)	(44)	-	(12,977)
Decrease	-	-	-	-	-	100	-	-	100
Transfer	-	-	-	-	-	-	-	-	-
As of December 31, 2018	-	(13)	(47,938)	(2,020)	(10,721)	(18,938)	(1,257)	-	(80,887)
Net book value									
As of December 31, 2017	16,026	6,026	21,567	1,577	40,705	14,711	352	86,341	187,305
As of December 31, 2018	20,706	13,923	30,957	1,629	38,377	16,253	521	89,705	212,071

107 * Depreciation for Road

Depreciation expense for the year ended December 31, 2018 and 2017 are shown in the calculation of profit-loss as follows:

	Thousand Baht			
	Consolidated financial statement		Separate Financial Statement	
	Dec 31, 2018	Dec 31, 2017	Dec 31, 2018	Dec 31, 2017
Production costs	10,254	9,071	7,916	6,850
Administrative expenses	6,761	6,346	5,061	4,708
Total	17,015	15,417	12,977	10,928

As of December 31, 2018 and December 31, 2017, the net book value of Property and Equipment that are still in use after deducting the full amount of accumulated depreciation is shown below.

	Million Baht			
	Consolidated Financial Statement		Separate Financial Statement	
	Dec 31, 2018	Dec 31, 2017	Dec 31, 2018	Dec 31, 2017
Net book value after deducting The accumulated depreciation	65.13	60.38	13.82	13.82

- 13.1 Two units of the Company's condominiums were pledged to the court as collaterals to temporarily suspend the execution. Later, the Company filed a petition for the return of the collateral from the court. The court ordered to release the collaterals back to the Company and the Company has already received them. However, from the investigation, the Company has not yet received the said collaterals and the Company is now in the process of submitting the objection to the court.
- 13.2 On February 9, 2018, the Board of Directors' Meeting No. 1/2018 approved a resolution to purchase the land and to invest in the construction of a mineral processing plant in Tambol Pangwan, Amphur Phatoh, Chumphon Province. In this regards, the BOD approved the budget of Baht 50 million for the mineral processing plant as well. May 2018, the construction of the mineral processing plant and machinery installation was completed.
- 13.3 On August 3, 2018, 89 Capricorn Development Co., Ltd. has pledged two plots of land at Phuket province as collaterals to a bank to issue a letter of guarantee for Sawasdee Energy Holdings Co., Ltd. for the Solar Power Plants Project in Chumphon Province.

14. INTANGIBLE ASSETS - NET

	Thousand Baht	
	Consolidated Financial Statement	Separate Financial Statement
<u>Computer software</u>		
<u>Cost</u>		
As of December 31, 2017	1,319	1,177
Increased	92	59
Decreased	-	-
As of December 31, 2018	1,411	1,236
<u>Accumulated amortization</u>		
As of December 31, 2017	(1,262)	(1,174)
Increased	(28)	(10)
Decreased	-	-
As of December 31, 2018	(1,303)	(1,184)
<u>Net book value</u>		
As of December 31, 2017	57	3
As of December 31, 2018	108	52

Amortizations for the year ended December 31, 2018 and 2017 in the consolidated financial statements were Baht 0.04 million and Baht 0.01 million respectively, and in the Separate Financial Statement the amounts were Baht 0.01million and Baht 0.07 million respectively.

As of December 31, 2018 and December 31, 2017, the net book value of computer software after deducting the full amortization shown in the Consolidated Financial Statements were Baht 1.26 million and Baht 1.21 million respectively, and in the Separate Financial Statement the amounts were Baht 1.18 million and Baht 1.17 million respectively. Please note that after deducting the full amount of amortization, the mentioned computer software is still in operation.

15. ADVANCE PAYMENT FOR LAND PURCHASE - ANDESITE MINING PROJECT

Advance payment of land purchase for andesite mining project is for the cost of 6 title deeds and 5 Certificates of Utilization (Nor. Sor. 3 and Nor. Sor. 3 Kor). As for the lands, some of them are under the name of a related company (Sintana Mining) and they must be transferred to the Company in June 1998 and 2001 as specified in the Sale and Purchase Agreement and Assignment of Claim made with that related company.

However, at that time, the former management of the Company (Tongkah) decided to postpone the transfer by giving a reason that the Company was lacking in financial liquidity to accept such transfer.

Currently, the present management is in the process of checking the status for the transfer under the scope of the contract as well as files a petition to the Official Receiver (as per the business rehabilitation plan) to issue further order.

As soon as the Company exited the business rehabilitation plan, the Company filed a lawsuit on July 27, 2017 against a related company (Sintana Mining) to the court of Phra Khanong to claim back all plots of land. The authorized lawyer has reported that the court has ordered a dismissal for the case. On 4 July 2018, The Company appealed to the Court of Appeal. On 23 January 2019, the

Court of Appeal confirmed the judgment of the Court of First Instance and the Company will request a permission to submit the petition to the Supreme Court.

In addition, a former management of the Company (Tongkah Harbour) pledged the aforementioned land title deeds and Nor. Sor. 3 Kor. to two banks, details are shown below:

1. Two land title deeds and three Nor. Sor. 3 Kor were pledged together with other securities to a local bank as a security for Baht 14 million bank overdraft of a former related company (Aspac Construction). As for that time, the former related company (Aspac Construction) transferred Baht 14 million to the Company (Tongkah) as working capital and later on the Company (Tongkah) has settled in full with the amount of Baht 14 million together with interest to the related company (Aspac Construction). However, the former management of the Company (Tongkah) has not yet redeemed the land mortgage.
2. Another Two land title deeds were pledged with another local bank as a security for Baht 5 million bank overdraft of the Company (Tongkah). The Company has already settled the Baht 5 million overdraft and has received the original land title deeds from the bank. However, the transfer to the Company cannot be done because the Company has to wait for the result of the above lawsuit.

15. OTHER NON-CURRENT ASSETS

	Thousand Baht			
	Consolidated Financial Statement		Separate Financial Statement	
	Dec-31, 2018	Dec-31, 2017	Dec-31, 2018	Dec-31, 2017
Debtor under debt agreement (1)	-	7,298	-	7,298
<u>Less</u> Allowance for doubtful account	-	-	-	-
Debtor under debt agreement – net	-	7,298	-	7,298
Office renovation expense (2)	33,951	33,951	-	7,298
<u>Less</u> Amortization	(17,354)	(13,582)	-	-
Deferred expenditures of office renovation - net	16,597	20,369	-	7,298
Prepaid tax and deposit (s)	11,151	9,576	8,716	7,726
Total other non - current assets	27,748	37,243	8,716	15,024

(1) Newton Microfinance Co, Ltd. is the Company's account receivable for an exploration of coal in ViengPhuKa. The Company paid an amount of US\$ 160,000 (equivalent to Baht 5.0 million) as an advance payment for primary survey, and US\$ 250,000 (equivalent to Baht 7.7 million) for secondary and tertiary survey. The total payment the Company made was Baht 12.7 million. However, it appeared that Newton Microfinance Co, Ltd. was unable to complete the secondary survey as scheduled in the contract. Therefore, it impacted the next stage of survey as it cannot be proceeded as scheduled. Thus, the Company then cancelled the agreement by using a letter dated November 20, 2013 to claim all survey money back totaling US\$ 410,000.

Later on, on March 7, 2016, Newton Microfinance Co., Ltd. signed a debt acknowledgement agreement and agreed to pay US\$ 410,000 back to the Company by installments that are to be paid off (completed) in 4 years. The payment schedules are as follows:

- US\$ 5,000 as first installment, to be paid on May 31, 2016 and US\$95,000 on December 31, 2016
- US\$ 100,000 as second installment, to be paid at the end of year 2017.
- US\$ 100,000 as third installment, to be paid at the end of year 2018.
- US\$ 100,000 as fourth installment, to be paid at the end of year 2019.

As of December 31, 2018, the Company received the 3rd installment payment of US\$100,000. The final installment is due in 2019, classified as other receivables in the financial statements as of 31 December 2018.

- (2) Amortization for the year ended December 31, 2018 and 2017 were Baht 3.77 million and Baht 3.77 million respectively and the two amounts were included in the Income statements.

17. OTHER PAYABLES – OTHER BUSINESSES

	Thousand Baht			
	Consolidated Financial Statement		Separate Financial Statement	
	December 31, 2018	December 31, 2017	December 31, 2018	December 31, 2017
Machinery Payable	145,278	-	-	-
Accrued Expense	23,628	41,348	10,176	26,933
Total	168,906	41,348	10,176	26,933

18. LIABILITIES – FINANCIAL LEASE CONTRACT

18. LIABILITIES – FINANCIAL LEASE CONTRACT

Thousand Baht

	Consolidated		Separate	
	Financial Statement		financial statements	
	December	December	December	December
	31, 2018	31, 2017	31, 2018	31, 2017
<u>Vehicles</u>				
Liabilities - Financial lease contract	6,090	-	6,090	-
<u>Less</u> Deferred interest	(928)	-	(928)	-
	5,162	-	5,162	-
<u>Less</u> Payment which is due within one year	(842)	-	(842)	-
Total Liabilities - Financial lease contract	4,320	-	4,320	-

As of December 31, 2018, the Company and its subsidiaries' are responsible for the debts as per the financial lease contracts, details of payments are shown below:

Thousand Baht						
Consolidated and Separate Financial Statement						
December 31, 2018			December 31, 2017			
	Deferred			Deferred		
	Total	interest	Principal	Total	interest	Principal
Due within 1 year	1,161	(319)	842	-	-	-
Due over one year but not longer than 5 years	4,929	(609)	4,320	-	-	-
Total	6,090	(928)	5,162	-	-	-

Under the conditions of some of the above contracts, the Company and its subsidiaries have the right to purchase the assets according to the lease contracts when the contracts mature. Moreover, the Company must comply with the conditions and restrictions as specified in the said contracts.

19. OTHER CURRENT LIABILITIES

As at December 31, 2018 and December 31, 2017, other current liabilities consisted of:

Thousand Baht			
Consolidated Financial Statement		Company's Exclusive Financial Statement	
Dec-31, 2018	Dec-31, 2017	Dec-31, 2018	Dec-31, 2017
Tax payable penalty	8	4	-
Undue output tax	1,130	1,130	2,303
Value Added Tax (VAT)	357	261	206
Withholding tax	845	613	900
Total other current liabilities – others	3,047	2,462	3,409

20. EMPLOYEE BENEFIT

Movements during the nine-month period ended December 31, 2018 and December 31, 2017 are as follow:

	Thousand Baht			
	Consolidated Financial Statement		Separate Financial Statement	
	For the year	For the year	For the year	For the year
	Ended	Ended	Ended	Ended
	December	December	December	December
	31, 2018	31, 2017	31, 2018	31, 2017
Brought forward from the beginning of the period	11,071	8,652	8,804	7,343
Current service cost and interest cost	1,528	2,419	1,220	1,461
Previous service cost	980	-	903	
Actuarial gain (loss)	(392)	-	86	
Paid benefits	(235)	-	(235)	-
Balance at the end of the period	12,952	11,071	10,779	8,804

Recognized Expenses as gain or loss for the year ended December 31, 2018 and December 31, 2017 are as follows;

	Thousand Baht			
	Consolidated Financial Statement		Separate Financial Statement	
	For the year	For the year,	For the year	For the year,
	Ended	Ended	Ended	Ended
	December	December	December	December
	31, 2018	31, 2017	31, 2018	31, 2017
Current service cost	1,214	2,154	959	1,231
Interest cost	314	265	262	230
Total	1,528	2,419	1,221	1,461

The Company has hired an actuary to do a forecast for post-employment benefits obligation by using the key actuarial assumptions as of December 31, 2018. Details are as follows:

	Consolidated Financial Statement	Company's Exclusive Financial Statement
Discount rate	2.39% - 4.31 %	2.71 %
Expected rate of salary increase	4% -5%	5%
Voluntary resignation rate	- *	- *
Mortality rate	TMO 2017**	TMO 2017**

* Did not use because it had less effect.

** Referred to TMO 2017 : Thai Mortality Ordinary Tables of 2017

THE SENSITIVITY ANALYSIS OF KEY ASSUMPTIONS IN THE FORECAST ACCORDING TO ACTUARIAL INSURANCE PRINCIPLE

The key assumptions which were used in forecasting the sensitivity analysis according to the actuarial insurance principal are discount rate, rate of salary increase, and mortality by assuming that other assumptions remain unchanged. The impacts of the sensitivity analysis from the changes in the above related assumptions that are reasonable are as follows:

- If the discount rate increases (decreases) by 0.5 %, employee benefit obligation will decrease by Baht 0.00 to 0.31 million (increases by Baht 0.00 to 0.33 million).
- If the rate of salary raise increases (decreases) by 1.0 %, employee benefit obligation will increase by Baht 0.00 to 0.66 million (decreases by Baht 0.00 to 0.59 million).
- If employee longevity increases (decreases) by 1 year, employee benefit obligation will increase by Baht 0.00 to 0.47million (decrease by Baht 0.00 to 0.42 million).

In the above sensitivity analysis report, the present value of employee benefit obligation is calculated by using the same method as the calculation of employment benefit obligation acknowledged in the financial statements.

On 13 December 2018, the National Legislative Assembly approved the Draft Labor Protection Act. The essence of the Draft Act is to increase the compensation rate from the original 300 days to 400 days for employees who have worked for 20 years or more. At present, the draft is awaiting publication in the Royal Thai Government Gazette. As for this change, the Company has corrected the post-employment benefits obligation scheme to be consistent with the said draft. As a result from the correction, there is an increment in the Provision for Employee Benefit as of 31 December 2018 and the Company immediately recorded the effect of such change by recognizing the past service cost as an expense in the Income Statement.

21. PROVISION FOR ENVIRONMENTAL RESTORATION

	Thousand Baht			
	Consolidated Financial Statement		Separate Financial Statement	
	Dec 31, 2018	Dec 31, 2017	Dec 31, 2018	Dec 31, 2017
<u>Provision for environmental restoration</u>				
Beginning balance	250	250	250	250
Increased during period	-	-	-	-
<u>Less Write off</u>	<u>(250)</u>	<u>-</u>	<u>(250)</u>	<u>-</u>
End balance	<u>-</u>	<u>250</u>	<u>-</u>	<u>250</u>

The Company recorded the provision for environmental restoration as the amount assessed by the Department of Forestry for each period, and amortized as recognized expense throughout the forecasted period. When the environmental restoration expenditure occurred such as purchase of seedling plants, the Company recorded it and deducted it from the provision for environmental restoration.

Currently, the Company has reviewed the utilization of land in the two mining concessions. It does not appear that the Company has utilized any area of the Department of Forestry. Therefore, the Company has written off the provision for environmental restoration from the account. However, the company has already set up a mining rehabilitation fund according to the Preventing Measures and Environmental Impacts Mitigation Plan announced by Department of Primary Industries and Mines.

22. OTHER NON-CURRENT LIABILITIES

As of December 31, 2018 and December 31, 2017, other non-current liabilities consisted of:

	Thousand Baht			
	Consolidated Financial Statement		Separate Financial Statement	
	Dec-31, 2018	Dec-31, 2017	Dec-31, 2018	Dec-31, 2017
Deposit for Office rental	-	-	3,600	3,600
Retention	5,000	4,716	-	-
Total other non-current liabilities	<u>5,000</u>	<u>4,716</u>	<u>3,600</u>	<u>3,600</u>

23. REGISTERED CAPITAL AND PAID-UP CAPITAL

The Company has issued new ordinary shares as follows:

- 23.1 New ordinary shares of 8,075,000,000 shares were issued to Private Placement at the offering price of Baht 0.05 per share, totaling Baht 403,750,000. The Company also registered to increase the paid-up capital for the amount of Baht 8,075,000,000 on February 11, 2016.
- 23.2 New ordinary shares of 1,758,283,143 shares were issued to existing shareholders (Rights Offering) at the offering price of Baht 0.05 per share, totaling Baht 87,914,157.15. The Company also registered to increase the paid-up capital for the amount of Baht 1,758,283,143 on February 17, 2016.

- 23.3 New ordinary shares of 9,812,000,000 shares were issued to Private Placement (2) at the offering price of Baht 0.05 per share, totaling Baht 490,600,000. The Company also registered to increase the paid-up capital for the amount of Baht 9,812,000,000 on March 18, 2016.

On July 17, 2017, the Company registered with Department of Business Development - Ministry of Commerce to decrease its capital for 3,754,716,857 Million shares at a par value of Baht 1.00 per share making the registered capital of the Company as of July 17, 2017 was worth Baht 20,402,222,606.

On July 19, 2017, the Company registered with Department of Business Development - Ministry of Commerce to increase its capital for 4,080,444,521 Million shares at par value of Baht 1.00 per share making the registered capital of the Company as of July 19, 2017 was worth Baht 24,482,667,127.

The Company also issued 259,174,943 new ordinary shares to existing shareholders (Rights Offering) at the offering price of Baht 0.35 per share, totaling Baht 90,711,230.05. In addition, The Company also registered to increase the paid-up capital for the amount of Baht 259,174,943 on August 2, 2017.

After the increase in capital, the Company's registered capital and paid-up ordinary shares are as follows:

Detail	Capital		Premium (Discount)
	Number of shares	Amount	Share Value
	(Shares)	(Baht)	(Baht)
<u>Registered ordinary shares</u>			
January 1, 2014	756,939,463	756,939,463	
January 1, 2015	756,939,463	756,939,463	
October 18, 2015	24,156,939,463	24,156,939,463	
December 31, 2015	24,156,939,463	24,156,939,463	
July 17, 2017	20,402,222,606	20,402,222,606	
July 19, 2017	24,482,667,127	24,482,667,127	
<u>Paid-up ordinary shares</u>			
January 1, 2014	756,939,463	756,939,463	358,607,565
January 1, 2015	756,939,463	756,939,463	358,607,565
December 31, 2015	756,939,463	756,939,463	358,607,565
February 11, 2016	8,831,939,463	8,831,939,463	(7,312,642,435)
February 17, 2016	10,590,222,606	10,590,222,606	(8,983,011,421)
March 18, 2016	20,402,222,606	20,402,222,606	(18,310,784,769)
August 2, 2017	20,661,397,549	20,661,397,549	(18,480,335,093)

24. EXPENSE BY CATEGORY

The significant expense by category for the nine-month period ended December 31, 2018 and 2017 are as follows:

Expense item	Thousand Baht			
	Consolidated Financial Statement		Separate Financial Statement	
	Dec-31,2018	Dec-31,2017	Dec-31,2018	Dec-31,2017
Changes in finished goods and work in process	21,271	(42,867)	21,271	(427)
Raw material and supplies used	10,397	19,491	9,796	12,723
Depreciation and amortization	23,116	21,324	15,278	13,025
Employee benefits expenses	53,929	46,122	41,136	35,351
Legal fee	300	150	300	150
Electricity	5,006	4,289	662	620

25. GAIN (LOSS) ON EXCHANGE RATE

	Thousand Baht			
	Consolidated Financial Statement		Separate Financial Statement	
	Dec-31,2018	Dec-31,2017	Dec-31,2018	Dec-31,2017
Profits (loss) that have already occurred	(484)	65	(484)	65
Profits (loss) that have not occurred	1,050	47	-	47
Total	566	112	(484)	112

26. BENEFITS FROM RECEIVING THE INVESTMENT PROMOTION

The Company received an investment promotion on 18 July 2018 from the Board of Investment who issued an investment promotion certificate no. 61-0843-1-00-1-0 which took effect on June 12, 2018. The type of promoted business is under category 7.1.1.2 : Electricity generating business or electricity and steam generated from renewable energy ; except waste or fuel generated from waste. The rights and benefits the company shall receive are as follows:

1. The company has been granted the right to permit the aliens who are skilled craftsmen to enter the Kingdom to work in their positions for the permitted duration during their employment.
2. The Company receives an exemption of machinery import duty as approved by the Board.
3. The Company receives an exemption of corporate income tax on net profits from the operation that received the business promotion of totaling not more than a 100% of the investment excluding cost of land and working capital for 8 years commencing from the date the business earns from its operation.
4. The Company that receives the promotion is granted an exemption not to use dividends incurred for tax calculation throughout the period of corporate tax exemption.

27. CORPORATE INCOME TAX

Corporate Income Tax for the nine-month period ended December 31, 2018 and 2017 are as follows:

	Baht			
	Consolidated Financial Statement		Separate Financial Statement	
	2018	2017	2018	2017
Current Income tax:				
Corporate Income tax for the year	-	-	-	-
Deferred Tax:				
Deferred tax from temporary difference and reversal of temporary difference	-	-	-	-
Impact from a change in tax rate	-	-	-	-
Income tax illustrated in income statement	-	-	-	-

Income tax related to each component of the Comprehensive Income Statement for the nine month period ended December 31, 2018 and 2017 consisted of:

	Thousand Baht			
	Consolidated Financial Statement		Separate Financial Statement	
	2018	2017	2018	2017
Deferred income tax related to a				
Gain from Actuarial	104	-	-	-
Total	104	-	-	-

The income tax shown in the Profit-Loss Statement is derived by reconciling the income tax from the financial statement and the tax impact for the year ended December 31, 2018 and 2017. Details are shown below:

	Baht			
	Consolidated Financial		Separate	
	Statement		Financial Statements	
	2018	2017	2018	2017
Income tax as per the financial statement	-	-	-	-
Impact to deferred income tax - from the change of income tax rates	-	-	-	-
Tax impact :				
Non-deductible expenses	-	-	-	-
Total	-	-	-	-
Income tax presented in the income statement	-	-	-	-

The components of deferred tax assets and deferred tax liabilities comprised the following items :

	Thousand Baht			
	Statement of Financial Position			
	Consolidated		Separate Financial Statement	
	Financial Statement			
	As of	As of	As of	As of
	Dec 31,2018	Dec 31,2018	Dec 31,2018	Dec 31,2018
Assets - Deferred tax :				
Allowance for doubtful account-loan to director	4,200	-	-	-
Allowance for declining in inventory value	640	675	640	675
Allowance for doubtful account - Letter of Guarantee	160	160	160	160
Allowance for doubtful account – Settlement of debt on behalf of the subsidiary company	53,406	53,406	53,406	53,406
Obligation of Employee benefits	2,590	2,214	2,156	1,761
Total	60,996	56,455	56,362	56,002
Liabilities – Deferred tax:				
Obligation of Employee benefits	(104)	-	-	-
Power Purchase Agreement	(4,091)	2,214	2,156	1,761
Total	(4,195)	56,455	56,362	56,002

The Company and its subsidiaries do not have corporate income tax to pay because they received tax benefits from the company's accumulated loss carried forward.

As of December 31, 2018, the Group has temporary discrepancies that were used for tax deduction as well as un-used tax loss that was not recognized as asset - deferred income tax in the financial statement which are Baht 61 million in the Consolidated statement and Baht 56.46 million in the Separate financial statement. The Company has recognized deferred tax assets in the consolidated financial statement only the allowance for doubtful accounts for loans for directors arising from business purchases, amount Baht 4.20 million. The remaining amount of the Company is not recognized as deferred tax assets in the statement of financial position.

The Management of the Group has taken into the consideration that there would be a less opportunity for the Group of Companies to have enough tax income in future to utilize the above asset of deferred tax income.

28. PRESENTATION OF FINANCIAL INFORMATION BY BUSINESS UNIT

Mining is the core business of the Company and its subsidiaries in Thailand. This includes andesite mining in Saraburi Province, and Mining Operation Service in Myanmar. Furthermore, The Company also has an investment in Sky Cliff Limited while Sky Cliff has invested in 89 Capricorn Development Co., Ltd. 89 Capricorn Development operates property development business in Phuket.

Sales and cost of sales classified by segment for the nine-month period ended September, 2018 and 2017 were separately presented in the Income Statements. For assets of the Company and its subsidiaries by business unit are shown below:

	Million Baht															
	Core Business: Mining								Property Business	Renewable Energy Business	Amortization item		Total			
	Tin Mining		Myanmar Project		Tin Dressing Plant at Chumporn		Andesite Mining									
	2018	2017	2018	2017	2018	2017	2018	2017								
Expenditures of other projects																
Andesite mining	-	-	-	-	-	-	6	4	-	-	-	-	-	-	56	4
Tin Mining – Myanmar	-	-	40	37	-	-	-	-	-	-	-	-	-	-	40	37
Phuket project	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Property, plant and Equipment - Net	19.6	19.6	125	101.6	9.5	-	83.7	94.6	6.1	9.3	25.25	-	-	-	269.15	225.1
Other assets	3.3	3.6	-	-	-	-	1,198.9	1,068.2	809.9	833.7	167.80	-	(1,175)	(1,215.1)	1,004.81	690.4
Total assets	22.9	23.2	160	138.6	9.5	-	1,282.6	1,166.8	816	843.0	193.05	-	(1,175)	(1,215.1)	1,369.96	956.5

29. COMMITMENTS AND CONTINGENT LIABILITIES

Guarantees

29.1 As of December 31, 2018 and December 31, 2017, the Company and its subsidiaries have contingent liabilities due to bank guarantees as follows:

	Million Baht			
	Consolidated		Separate Financial Statement	
	December 31, 2018	December 31, 2017	December 31, 2018	December 31, 2017
<u>Bank guarantee receivers</u>				
Provincial Electricity Authority	0.40	0.40	-	-
Metropolitan Electricity Authority	0.19	0.19	0.19	0.19
Department of Primary Industries and Mines	0.40	0.40	-	0.20
Department of Public Work and Town & Country Planning – Phuket	1.86	1.86	-	-
Dongfang Electric International Corporation	30.00	-		
Total	32.65	2.85	0.39	0.39

As at December 31, 2018, the Company had a commitment to become a guarantor of its subsidiary to a financial institution to guarantee a related company for a credit limit of Baht 30 million. In addition, the subsidiary also has a commitment from a letter of guarantee (Merchandise Purchasing Bond) issued by the bank with an amount of US\$ 900,000. The commitment is used to guarantee the construction payment for Solar Power Plant. As for the guarantee, the subsidiary has pledged its land as liability collateral as mentioned in Note 13.3 to the financial statements.

Legal Obligations

29.2 According to the measures used in preventing and improving the environmental impacts announced and defined by Department of Primary Industries and Mines, the concession holder no. 28676/15268 for andesite quarry mining for construction industry must set up 3 funds within one month from the date of receiving the concession which was on October 3, 2017.

On October 27, 2017, the Company appointed the Public Relations Committee and made the first deposits for the 3 funds on November 1, 2017, details are shown below:

Mining Area Rehabilitation Fund

The purpose of the fund is for the operation of the area that has already been mined and the areas that are not related to the mining. The rehabilitation levy is at a rate of Baht 34,000 per Rai per annum. The company will define the area for mining each year. The amount of money to be paid into the Mining Rehabilitation Fund is calculated on the number of Rais that are actually utilized for mining each year. The Mining Rehabilitation Fund will be carried out until the rights and obligations of the concession end and the mining area must not exceed 88 Rais, 3 Ngans, 81 Square Wahs, as specified in the concession.

Village Development Fund around the mining area

The purpose of the fund is to pay for the development of public interest activities, education, traditions and culture of the mining surrounding communities and areas related to the concession.

Funds for the first year are set for Baht 500,000, and the fund for the following year will be calculated and paid at the proportion of Baht 1 per metric ton of production rate in the previous year. The minimum fund is set for Baht 500,000 per annum with continuous payments until the rights and obligations under the concession end.

Health Surveillance Fund

The objective of the fund is to fund the cost for health check-ups and public health surveillance. It also supports activities related to health of residents living around the concession area and associated areas. Funds for the first year are set for Baht 200,000, and the fund for the following year will be calculated and paid at the proportion of Baht 0.5 per metric ton of production rate in the previous year. The minimum fund is set for Baht 200,000 per annum with continuous payments until the rights and obligations under the concession end.

As for the 3 funds, the Company has appointed the Public Relations Committee to look after the 3 funds. In accordance with the regulations, the Committee must hold a meeting for each fund at least once a year to evaluate the plans and the performance of activities. Moreover, the Committee also prepares reports and operating results to inform the Department of Primary Industries and Mines and the relevant agencies.

Contractual Obligations

- 29.3 A contract of manufacturing, installing, and machine maintenance for tin mining in 3 mines in the Republic of the Union of Myanmar was signed with Phetch-Pailin-Kao Co., Ltd. on July 5, 2016. The value of the contract was worth Baht 136.0 million and Baht 108.0 million was already paid to the contractor by the Company.
- 29.4 A contract agreement signed with SI Engineering Company Limited on July 4, 2016 for area preparation, document processing, tin transportation for 3 tin mines in the Republic of the Union of Myanmar. The value of the contract was worth Baht 51.3 million and Baht 38.1 million was already paid to the contractor by the Company.
- 29.5 A contract agreement was signed with GMT Corporation Ltd. on April 01, 2017 for a detailed survey to assess tin reserves in the Republic of the Union of Myanmar. The value of the contract was worth Baht 4.8 million and Baht 3.9 million was already paid to the contractor by the Company.

89 Capricorn Development Company Limited signed a contract agreement with a non-related company, details are shown below:

- 29.6 A security contract agreement was signed for THE BAY project dated 31 December 2017. The value of the contract to be paid monthly is Baht 64,000 for one year period from January 1, 2018 to December 31, 2018.

Sawasdee Energy Holding Co.,Ltd. signed a contract agreement with a non-related company, details are shown below:

- 29.7 A contract agreement was signed for Engineering, Procurement, and Construction of 5 Megawatt Solar Power Plant, dated June 25, 2018. The value of the Contract is US\$ 5 million or approximately Baht 9.8 million. The Company paid US\$ 0.3 million as an advance payment.

Cholsin Co.,Ltd. signed a contract agreement with the following unrelated companies as follows:

- 29.8 Machine hiring contract for mineral production in a mining project in Chiangmai Province dated 1 November 2018. It is a 6-month contract with a value of Baht 500,000 payable on a monthly basis.
- 29.9 Employment Contract for mineral production for the mining project in Chiang Mai Province dated 1 November 2018, at the rate of Baht 1,500 per ton of ore produced. It is a 6-month contract.

THE LAWSUITS THAT THE COMPANY HAS FILED

- 29.10 A revocation lawsuit of a loan act and share pledging between the Company, held shares in Sea Minerals Limited, with its subsidiaries and 2 related companies, was filed.

On May 11, 2012, a company that is in connection with a former director sent a notice to the Company claiming that the Company has an overdue loan of Baht 56.80 million as per the loan agreement and will enforce the share pledge of the Company held in its subsidiary (Sea Mineral Limited). On June 28, 2012, the said related company enforced the share pledge by issuing a public auction. As for the auction, the related company was the only bidder and won the bid at Baht 18.5 million.

The current Board of Directors of the Company agreed that the three loan agreements and the three share pledge agreements as referred by the related company including the former director of the company who took the share certificates from the company for public auction are unlawful agreement and deed that cause damages to the Company. Hence, the Company filed a lawsuit against the two related companies and against the former director of the Company. Details are as follows:

- (1) On June 15, 2012, the Company reported criminal proceedings to the Suthisarn Police Station for the charge against the illegally possession of documents of others that may cause damages to the Company. The case is under inquiry by the Inquiry Official. The Inquiry Officer submitted the case to the prosecutor who has ordered to take further inquiries. However, the former director did not present himself to the Inquiry Official as per the subpoena, the Inquiry Official then issued an arrest warrant.

Later on, the Company subsequently submitted the case to the Criminal Court as Black Case no. 3574/2015. The court ordered a hearing for the plaintiff on July 18, 2017, which was postponed to September 1, 2017. After the hearings were completed, the court set a date for hearing the judgment on October 30, 2017 of which the court ordered the dismissal and allowed the company to proceed with the recall of the share certificates as per the lawsuit which has already been filed in the Civil Court. In addition, the Company has also filed a petition to the Court of Appeal. On August 16, 2018, the Court of Appeal confirmed the judgment of the Court of First Instance. At present, this case is final.

- (2) On September 25, 2012, the Company filed a Civil Case at the Civil Court for the revocation of three loan agreements and three share pledge agreements. The case is under the consideration of the Civil Court. The Court scheduled for a witness hearing on September 19, 2013. As the Company has filed a petition for rehabilitation to the Central Bankruptcy Court earlier and the Court has ordered the Company to enter the rehabilitation process, any proceeding cases in Court relating to Company's assets must be refrained from judicial review. Although the Company has already exited the rehabilitation plan, the Company still cannot proceed the case to the Civil Court because the case involves the creditors' request for a repayment in the business rehabilitation lawsuit, yet the court order or the final judgment from the Central Bankruptcy Court has not been received.

On September 20, 2017, the Central Bankruptcy Court had a judgment to dismiss the repayment requested by the creditors. Presently, the case is final. The company then collected relevant documents and requested the court to make copies of documents. This was to prepare for a new petition to the Court to re-open the case. The company received the documents from the court in April 2018 and the Company is now in the process of requesting a new trial.

- (3) On October 26, 2012, the Company filed a Civil Case at the Civil Court for the revocation of the auction for share certificates of Sea Mineral. The case is under the consideration of the Civil Court. The Court scheduled for a witness hearing on September 19, 2013. As the Company has filed a petition for rehabilitation to the Central Bankruptcy Court earlier and the Court has ordered the Company to enter the rehabilitation process, any proceeding cases in Court relating to Company's assets must be refrained from judicial review. Although the Company has already exited the rehabilitation plan, the Company still cannot proceed the case to the Civil Court because the case involves the creditors request for a repayment in the business rehabilitation lawsuit, yet the court order or the final judgment from the Central Bankruptcy Court has not been received.

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- (4) On June 12, 2013, the Company filed a Criminal Case for 2 charges of false statements in the documents following the Securities and Exchange Act. The case is under the inquiry of Inquiry Officer.

29.11 On 4 January 2019, a subsidiary company filed a lawsuit against the director of the subsidiary company as a criminal case for a charge of fraud at Bangkok North Municipal Court. Since one of the subsidiary company Directors has entered into a contract to hire a company to proceed for various licenses for the ground installation of solar power generation project for an amount of Baht 850,000. The director already received the said amount but the contractor company has not taken any action as per the contract.

30. FINANCIAL INSTRUMENTS

Risk from Exchange Rate

As of December 31, 2018 and December 31, 2017, the Group of companies had an insubstantial risk from the exchange rate because least of the business transactions of the Group are in foreign currency. The major business transactions in foreign countries are made in Thai currency.

Risk from interest rate

The risk of interest rate occurs from the future fluctuation of interest rate in the market and it affects the business operation performance as well as the Company and its subsidiaries' cash flow. However, the Group of Companies does not have this risk since the Group does not have a loan from overseas.

Credit Risk

The Company is exposed to credit risk that may occur from the trade account receivables. However, at present the Company only sells products to customers who have good potentials to pay debt and meet required payments. The company therefore does not expect to receive significant losses from debt collection from these debtors.

Fair Market Value

The management believes that the fair market value of the Company's financial assets and liabilities does not significantly differ from its book value.

31. APPROVAL OF FINANCIAL STATEMENTS

The financial statements have been approved by the Board of Directors on March 22, 2019



Tongkah Harbour
Public Company Limited

ANNUAL REPORT 2018

รายงานประจำปี 2561