

Annual Report **2015**

# ALUCON

**Public Company Limited**



Asia's Leader in the World of Aluminium Containers





# ALUCON

Public Company Limited



Food Safety System  
Certification 22000

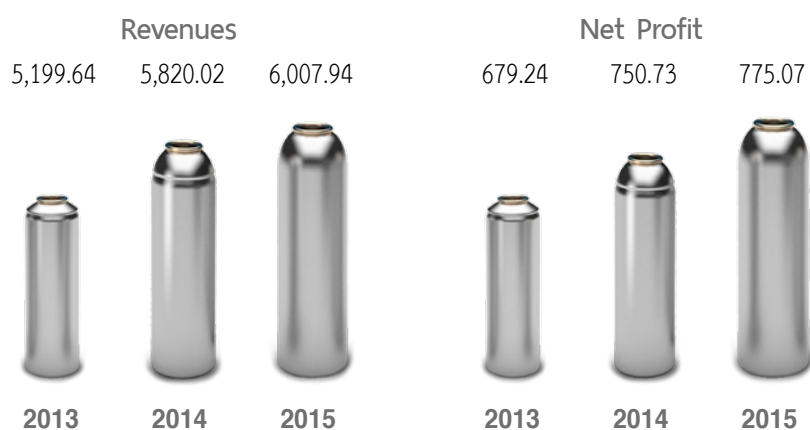


Asia's Leader in the World of Aluminium Containers



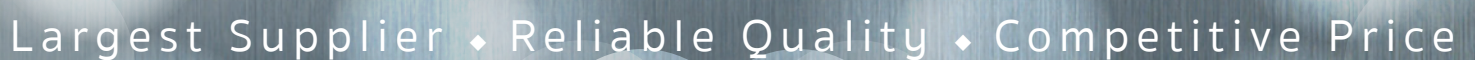
## FINANCIAL HIGHLIGHTS

	2013	2014	2015
<b>Financial Status (Million Baht)</b>			
Total Assets	6,107.81	6,849.20	6,584.55
Total Liabilities	2,344.71	2,680.98	2,081.67
Total Equity	3,763.10	4,168.22	4,502.88
<b>Operating Results (Million Baht)</b>			
Revenues	5,199.64	5,820.02	6,007.94
Expenses	4,366.45	4,904.19	5,039.67
EBT	833.19	915.83	968.26
Finance Costs	28.51	26.27	25.50
Net Profit	679.24	750.73	775.07
EPS	15.72	17.38	17.94





# No.1 IN ASIA





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## REPORT BY THE MANAGING DIRECTOR

The world economy has been slowing down and increasing the uncertainties; however, we had another successful year. This is my pleasure to report the outcome of Alucon during the year 2015. All numbers are new record high in our history.

- Total revenue increased 3.2% from Baht 5,820 million to Baht 6,008 million.
- Net profit after tax increased 3.2% from Baht 751 million to Baht 775 million.
- Total production of aluminum tube and can increased 0.6% from 782 million to 786 million pieces.
- Meanwhile, slug production increased 3.8% from 33,907 tons to 35,183 tons.

The continuous increase of revenue and net profit has been for 6 years and 4 years, respectively. We made repetition of new record high. The total production of aluminum tube and can is 786 million pieces which is still the number one in Asia. Total revenue increase was mainly from the aluminum can and aluminum slug sale. The reasons why we got better profit are follows: the US dollar appreciated against Thai baht and the positive impact from cheaper gas price. The most important reason was from our employee's effort; more than 100 million baht were made by the better productivity and saving energy particularly in Sriracha plant. Additionally, more effective management of working hour reduced the labour cost.

We already decided to consolidate two plants within 5 – 12 years to completely terminate the plant in Samrong where we started the production. This is not really what we wanted; nevertheless, the environment and expanding community are critical issues making the company not be able to keep on producing in Samrong area. Consequently, after the consolidation, the operation in Sriracha factory will become more efficient with half workforce required.

We are very proud of our slug plant with output over 35,000 tons which is the largest output from the one factory's operation in the world. After consolidation of Sriracha plant, the total output of cans and tubes will be number 1 in the world.

Finally, I would like to express my appreciation to our people. I am sure we can make another good year. Our products make life better through our customer's products. We hope we can dedicate to the society more and more in the future. I hereby express my sincere appreciation to all stakeholders of Alucon, please continue to support the Company for the years to come.



Mr. Takaaki Takeuchi  
Managing Director

## GENERAL INFORMATION

Name of Company	: <b>ALUCON PUBLIC COMPANY LIMITED</b>
Registration No.	: 0107537001854
Registered and Head Office	: No. 500 Moo 1 Soi Sirikam, Sukhumvit Road, Samrong Nua Sub-district, Muang Samutprakarn District, Samutprakarn Province 10270  Telephone 66(0) 2398 0147, 66(0) 2398 0461 66(0) 2398 0462, 66(0) 2398 4624 Facsimile 66(0) 2398 3455, 66(0) 2361 2511  E-mail alucon@alucon.th.comm Website www.alucon.th.com
Factory No. 1	: <b>Aluminium Collapsible Tubes</b> No. 500 Moo 1 Soi Sirikam, Sukhumvit Road, Samrong Nua Sub-district, Muang Samutprakarn District, Samutprakarn Province 10270  Telephone 66(0) 2398 0147 Facsimile 66(0) 2398 3455
Factory No. 2	: <b>Aluminium Aerosol Cans, Bottles, Felt Pen Bodies, Tablet Tubes, etc.</b> No. 272/5 Moo 3 Pak-ruam Aow-Udom Road, Borwin Sub-district, Sriracha District, Chonburi Province 20230  Telephone 66(0) 38 345 001-6 Facsimile 66(0) 38 345 000
Factory No. 3	: <b>Aluminium Slugs, Pettles, Plates, Coils</b> No. 272/5 Moo 3 Pak-ruam Aow-Udom Road, Borwin Sub-district, Sriracha District, Chonburi Province 20230  Telephone 66(0) 38 345 001-6 Facsimile 66(0) 38 345 000
Registered Share Capital	: 432 Million Baht (43,200,000 share @ par value of Baht 10)
Issued Ordinary Share	: 43,199,986 ordinary shares
Juristic Person in which the Company holds more than 10% of share	: Alucon does not hold shares in any other company or business

## Reference

### Share Registrar

: **Thailand Securities Depository Co., Ltd.**

93 Rachdapisek Road, Dindaeng Sub-district,  
Dindeang District, Bangkok Metropolis 10400

Telephone 66(0) 2009 9999

Facsimile 66(0) 2009 9991

### Auditor

- : 1. Mr. Banthit Tangpakorn CPA No. 8509 and/or  
2. Ms. Orawan Chunhakitpaisan CPA No. 6105 and/or  
3. Mr. Ekkasit Chuthamsatid CPA No. 4195

**KPMG Phoomchai Audit Limited**

Empire Tower, 50<sup>th</sup> – 51<sup>st</sup> Floor,  
1 South Sathorn Road, Yannawa Sub-district,  
Sathorn District, Bangkok Metropolis 10120

Telephone 66(0) 2677 2000

Facsimile 66(0) 2677 2222

### Legal Consultant

: **Pow & Associate Law Office**

7<sup>th</sup> Floor, Udom-Vidhya Building  
No. 956 Rama IV Road, Silom Sub-district,  
Bangrak District, Bangkok Metropolis 10500

Telephone 66(0) 2636 2541-3

Facsimile 66(0) 2238 2574

### Type of Business

: Production of Aluminium Packaging Containers

### Manufacturing Programme

#### Aluminium Collapsible Tubes

: For hair colours, pharmaceutical creams, ointments, adhesives,  
toothpastes etc.

#### Aluminium Monobloc Aerosol Cans

: For cosmetics, hair care products, perfumes, deodorants, air freshener  
and etc.

#### Aluminium Rigid Wall Containers

: For tablet tubes, felt pen bodies, powder cans, etc.

#### Aluminium bottles

: For cosmetics, pesticides, etc.

#### Technical Impact Extrusions

: Casings for electrical parts, condenser shells, etc.

#### Aluminium Slugs (Blanks)

: For the production of aluminium tubes, cans and alloy can

#### Aluminium pellets, coils strips, plates, alloy



## BUSINESS NATURE

### Income structure

The Company's business involves the production and sale of impact extruded aluminium containers such as aluminium collapsible tubes as used for hair color products, medical creams, adhesives etc., aluminium rigid wall containers, aluminium monobloc aerosol cans, aluminium bottles, tablet tubes, marker pen bodies etc. and aluminium slugs for the production of such containers. About 63% of revenue is obtained from sales of aluminium cans and tube whereas the balance of about 37% is obtained from sales of aluminium slug. During the year 2014 domestic sale on aluminium cans and tubes increase 2.3% and aluminium slug increased 3.0%.

The Company's income structure from its operations in the past three years:

Value Unit: MB	2015		2014		2013	
	Value	%	Value	%	Value	%
Aluminium cans and tubes	3,625	62.82	3,543	62.99	3,421	68.05
Aluminium slug	2,145	37.18	2,082	37.01	1,606	31.95
<b>Total</b>	<b>5,770</b>	<b>100.00</b>	<b>5,625</b>	<b>100.00</b>	<b>5,027</b>	<b>100.00</b>

### Change in the past year

There are no major changes compared to last year

### Industrial situation and competition

ALUCON is a very export-oriented company. Today, it had become the largest manufacturer in Asia who produces more than 786 million pieces. Worldwide production approximately amount to more than 22 billion pieces which means our market share is around only 3.5%. Meanwhile, wider global competition has also become increasingly stronger.

Thus, Alucon is focusing on maintaining the productivity, on-time delivery and best quality, especially compared with the one produced in Europe or USA; its price is cheaper. With this ground, Alucon is able to compete with the competitors, once compared with quality and price.

On transportation expenses to overseas customers, it would be negative factor against us and it can also dilute our production capacity and it is obstruction factor on our export. However, our productivity on various sizes, it could save cost so much, especially small to medium size. Besides, currency and foreign exchange rate would cause an effect to Alucon's competition.

For slug business, although Alucon faces strong competition but nowadays, Alucon maintains slug production capacity as the largest manufactures in Asia and hold 7% market share worldwide.

## RISK FACTORS

### Marketing Risk

In 2015, the demand for aluminum packaging has no change, both tubes and cans because the global economy has been slowing including Thailand. In addition, the increase in production capacity of the machinery in Europe, America and Asia in year 2015 caused the rise in competition in many countries such as Republic of China, India and Thailand.

Alucon's products are still the same, which is to manufacture the packaging container for distribution, directly or indirectly (via contacted filler), almost 40 countries around the world as well as in Thailand. These are product for cosmetics, hair-colors, pharmaceuticals, air purifier sprays, felt pen including aluminium slugs. With large customer-base in all regions of the world in addition to re-exports through local fillers the company is entitled to more channels for distribution of its products. The global purchasing policy by the international customers is always globalization level which is to order the product with huge quantity to get the reasonable price and the products are distributed to the same regional countries, to increase more distributing channel and also have more opportunity to be second source production for such customers in case of shortage of customers' packaging. For doing business via filler contracted fillers to produce finished goods for export, Thailand has sufficient capacity both quality product and other materials. This demand can be expended the market continuously.

Thus, the Company has created policy to strengthen its capacity to maintain or increase the market share by increasing the production capacity being sufficient for customers' need, maintaining in-time delivery, improvement on up-to-date technology and quality enhancement that may strongly bring protective trade intervention, less scrap from production, improving the automatic system, to get advantage on competition.

### Raw Material Risk

Aluminium ingots at 99.7% have been consumed as a core raw material of the Company's production which prices are quoted by London Metal Exchange Market, to protect the risk from price fluctuation and the premium cost being increased a lot in 2015. The Company will also purchase the aluminium ingot in advance at the price fixed on the purchasing date of which include the premium imposed by the seller and the buyer. The Company purchases on forward dealing and commodity price swap with foreign financial institutions purposed to reduce the price risk. And also the Company maintains ordering the materials in order to be sufficient with the production, according to the customers' need.

### Foreign Currency Risk

The Company is exposed to foreign currency risk relating to the loan repayment, purchases and sales which are denominated in foreign currencies. Most receipts in foreign currencies are credited into foreign currency accounts such as US Dollar, Japanese Yen, etc. with banks in Thailand. The Company foregoes interest earnings on such foreign currency accounts. Foreign currencies obtained from exports are used for payment of raw material purchased, spare parts and machinery and equipment imported, thus the Company saves foreign currency conversion charges. In addition, the Company had entered into the Foreign Exchange Forward Contract.

### Credit Risk

Credit risk is the potential financial loss resulting from the failure of a customer or counterparty to settle its financial and contractual obligations to the Company as and when they fall due. The Company has a policy of selling to customers who are granted credit lines based on good financial status and debt service capacity. Therefore, the Company expects that losses from these receivable will not exceed the allowance for doubtful accounts.



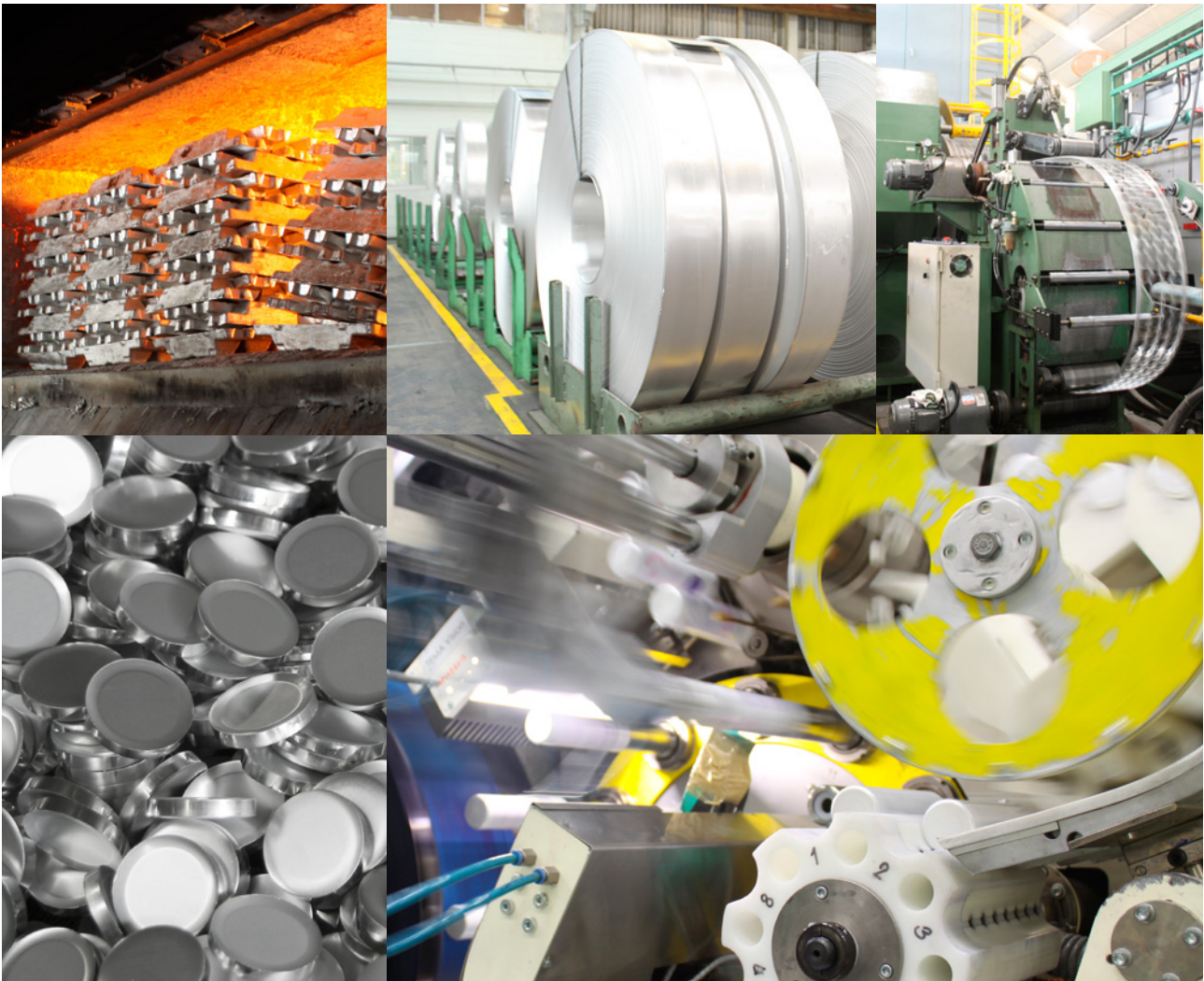
## Risk from Packaging Material Substitute

Due to high price, the Company's major raw material for packaging containers, e.g. aluminium ingots could be substituted by other cheaper or more convenient metal such as tin-plate sheet, plastic or laminates. Aluminium aerosol cans could be substituted by tin-plate or plastic aerosol cans. Aluminium tubes and felt-pen bodies could possibly be substituted by plastic or laminate tubes. Aluminium slugs could be substituted by aluminium sheets for producing cans.

The Company monitors these risks by improvement of production standard and process to be more efficient and less scrap from production process. The Company also tries to keep lower cost on production in order to use less raw material for example to invent the lighter cans but keeping efficiency or to manufacture the aluminium tube with smaller mouth so that the aluminium and plastic can be less consumed. However, external impacts especially increase of raw material prices or foreign currency exchange rates are beyond our control.

## Risk on Labour Cost and Material Cost

As the country's minimum wage increases, and still the same rate nationwide, that cause the labours do not require relocation. That also causes higher production costs and shortage of skilled labours. However, the company has continuously maintained the labour policy by arranging the internal training on technical course to support our production. It also install the automation equipments instead, such as visual inspecting camera system to monitor the finished goods instead of eyes monitor or auto-packing, etc. and still more installation next year. We encourage them to improve the work efficiency but no increase of workers and staffs, to keep the labour cost not too high.



## RELATED PARTIES AND CONNECTED TRANSACTIONS

During the year 2015, Alucon has the connected transaction with the related company as illustrated in the accompanying note to the financial statement ended 31<sup>st</sup> December 2015, (Note 5), of which can be summarized as follows:

Related Party	Relationship	Type	Value (MB)	Necessity and suitable reason
Takeuchi Press Industries Co., Ltd.	Majority shareholder at 66.91%	Sale of Goods	948.7	Takeuchi Press Industries Co., Ltd. acts as an intermediary in the sale of aluminium container and slug, to the customers in Japan who had no experience in importing goods, self-directed and are happy to order the company through its Takeuchi Press Industries Co., Ltd. The sale price is the market price or the price according to the agreement determining the selling price structure, taking into account the actual cost plus a margin, as well as the size of the products sold, quantity being sold and shipping costs
		Materials and spare parts	11.4	Purchasing transaction supporting the Company's normal business by purchasing raw materials and spare parts in lower price than other suppliers, which can not be sourced out locally.
		Machines and equipments	5.2	Purchasing transaction supporting the Company's normal business in lower price than other suppliers, which can not be sourced out locally.
		Interest payable	21.4	Takeuchi Press Industries Co., Ltd. lent the Company the short loan with the interest rate at 1.75 – 2.50% per annum being lower interest rate than the financial institution by issuing promissory note typed "Roll Over" without any guarantee.
		Royalty fee	21.8	The Company has entered into a Basic Technical Licensing Agreement with Takeuchi Press Industry Co., Ltd. Under such conditions, the company will receive technical assistance, including technical information, expertise, equipment for the production, and the rights to sell the products of which the Company shall pay royalty fee and commission based on a percentage of sales. The transactions are normally as agreed in accordance with the agreement as same as the market price.
		Commission	2.6	Being paid a commission based on a percentage of sales that is normal business as the prices and considerations according to the normal trading.
		Other expenses	0.2	Being a normal business as the price and consideration according to the normal trading.



Related Party	Relationship	Type	Value (MB)	Necessity and suitable reason
Takeuchi Press Industries Co., Ltd.	Majority shareholder at 66.91%	Account receivable	64.6	Payment condition is normal to be treated with other customers by the Company
		Account payable	0.01	Payment condition is normal to be treated with other customers by Takeuchi Press Industries Co., Ltd.
		Short term loan	1,013	Short term loan by Takeuchi Press Industries Co., Ltd. to the Company as of 31 <sup>st</sup> December 2015 with the interest rate at 1.75 – 1.90 per annum being lower interest rate than the financial institution by issuing promissory note typed “Roll Over” without any guarantee.
		Other creditors	0.04	Payment condition is normal to be treated with other customers by Takeuchi Press Industries Co., Ltd.
		Accrued commission payable	0.7	Payment condition is normal to be treated with other customers by Takeuchi Press Industries Co., Ltd.
		Accrued royalty fee payable	5.7	Payment condition is normal to be treated with other customers by Takeuchi Press Industries Co., Ltd.
		Accrued interest payable	4.2	Payment condition is normal to be treated with other customers by Takeuchi Press Industries Co., Ltd.

## Procedures for approval of the connected transactions

The Board of Directors has set procedures for approval on the connected transaction with related company that would have conflict of interest being under the scope of good corporate governance by proposing to the Board of Directors for consideration and approval on the connected transaction jointly with the audit committee in order to consider it to be fair, reasonable and appropriate pricing policies by taking into account the interests of the Company and its shareholders is. Also, it must be complied with the regulations of Stock Exchange of Thailand and Securities and Exchange Commission. Any directors who involve such connected transaction shall abstain on the vote to such matter.

## Policies and prospects for future transactions

The Company continues to cause the connected transactions with related parties. With regard to the transaction that the Company have done for the business and it would be in line with the normal business conditions. There is no benefit transfer between the Company and the related company. The Company affirms that it runs business with transparency in accordance with good corporate governance policy, and strictly comply with the regulations of Stock Exchange of Thailand and Securities and Exchange Commission Bureau. In addition, the Company has disclosed its connected transactions and acquisition and disposal of significant property in the Note accompanying to the financial statement being audited by the auditor of the Company and in form 56-1 and 56-2 in compliance with the generally accepted accounting standards.

## SHAREHOLDERS

List of 10 major shareholders as of 30<sup>th</sup> December 2015 are as follows:

	No. of Shares	% of all issued shares
1. Takeuchi Press Industries Co., Ltd.	21,012,500	48.64
2. Thai Trust Fund for ALUCON Public Company Limited ***	9,663,850	22.37
3. Mrs. Mekhin Uer-anant	1,856,025	4.30
4. CREDIT SUISSE AG,	1,455,300	3.37
5. Hartmut & Illse Schneider Foundation for Children	1,236,975	2.86
6. Mr. Harkishin Tanwani	1,200,000	2.79
7. Mr. Naresh Rochsilthum	758,275	1.75
8. Aberdeen Small Cap Opened Fund	438,400	1.01
9. Mrs. Nalinrat Uer-anant	424,500	0.98
10. BNP PARIBAS SECURITIES SERVICES, LONDON BRANCH	394,000	0.91

\*\*\* (in which Takeuchi Press Industries Co., Ltd. holds in Thai Trust Fund totally 7,863,800 shares = 18.20% of all issued shares) Takeuchi Press Industries Co., Ltd, Japanese company, being a major shareholder doing similar business as ALUCON in Japan, of which major shareholders are Takeuchi Shohji Ltd. Japan, Mr. Shigekazu Takeuchi and Takeuchi's family holding more than 40% of shares in Takeuchi Press Industries Co., Ltd.

### Rights of Shareholders

The Board of Directors of the Company has established the corporate governance policy concerning the shareholders' basic rights apart from rights to attend the shareholders' meeting, rights to obtain dividends including rights to sale, buy, transfer and other relevant transactions, in particular, rights to receive information of the Company's operation through Investment Relations (IR) Ms. Kanjana Piyachart, treated by the Company by following the Company's Article of Association (AOA), regulations provided under Stock Exchange of Thailand (SET) and Securities and Exchange Commission (SEC).



## Rights of Stakeholders

The Company recognized on providing the equitable treatment to all stakeholders, therefore, the encouragement of cooperation has been developed between the Company and the stakeholders, not only customers, shareholders, business partners, business competitors, but also the Company's employees, debtors and other relating group of communities being mutually contribution of belonging profits.

Futhermore, the Company has established the Audit Committee (the AC), under the conduction of SET' regulations, this committee has mainly authorities in these following tasks; to investigate and report the Company's financial statement, to audit the Company's internal control system, to nominate the Company's auditor and their remuneration, and to consider the Company's conflict of interest including risk management.

In addition, the Company has launched Quality Control Policy and obtained ISO 9001:2008 since year 2000 and 2008. Then, In 2013, the Company has also got FSSC22000. The Company further contributed the Environmental Policy, Safety Policy and Good Corporate Governance by addressing them on the ways of strict practice to employees.

## Shareholders' Meetings

At least 21 days before the date of Annual General Meeting of Shareholders (AGM), the Company will promptly inform the shareholders to acknowledge the schedule of AGM, including mailing relevant documents of each AGM of agenda(S), a copy of previous year minutes of AGM, time and venue, the results of the Company's operation, and name lists attached with the necessary details of the directors who retire by rotation. At the shareholders' meeting, by following the Company's Article of Association (AOA) and the Public Limited Company Law, Chairmen of the Board of Directors' Meeting will be the Chairman of the AGM and has responsibility to present the annual results of the Company's operation for the shareholders of consideration. Shareholders will have opportunity to ask for more details related to the agenda considered during the meeting, the Company then put all recommendations, suggestions, received from the shareholders down and the executive directors has responsibility to answer all questions raised by shareholders.

## MANAGEMENT

As of 31<sup>st</sup> December 2015, there were 10 directors and the Board of Directors had 4 times of Meeting, illustrated below:

Name	Position	MANAGEMENT	AGM 2015 Attendance
1. Mr. Somchai Aungsanant	Independent Director, Chairman of Board of Directors	4/4	✓
2. Mr. Takaaki Takeuchi	Director, Managing Director	4/4	✓
3. Mrs. Eumporn Pamornbutr	Director, Assistant Managing Director	4/4	✓
4. Mr. Subpachai Lovanit	Director, Plant Manager	4/4	✓
5. Ms. Salinee Mahtani	Director, General Manager	3/4	✓
6. Mr. Yoshihiro Mitsuta	Director, Senior Technical Manager (Slug)	3/4	✓
7. Mr. Toshiyuki Koike	Independent Director, Audit Committee - Chairman	4/4	✓
8. Mr. Krit Indhewat	Independent Director, Audit Committee	3/4	✓
9. Ms. Vrinporn Uer-anant	Independent Director, Audit Committee	4/4	✓
10. Mr. Vibool Uer-anant	Director	4/4	✓

### Directors' Authority and Duty:

1. Conduct their duties honesty; comply with all laws, the objectives and the Articles of Association of the Company, and the resolutions of any shareholder meetings in good faith and with care to preserve the interests of the Company.
2. Implement and direct the Company's policies, as well as monitor and supervise its operations to maximize economic value and shareholders' wealth
3. Ensure management's accountability to shareholders: preserve their rights and interest, clearly and fully disclose information.
4. Conduct themselves honestly and with integrity.
5. Ensure the Company has management with the competency, knowledge and experience to run the business.
6. Ensure the Company is determined to carry on the business continuously.



## Chairman of Board of Directors' Authority and Duty:

1. To act as the Chairman at the meeting of the Board of Directors
2. To case the casting vote in case of an equality of votes;
3. To convene the meeting for the board of directors; and
4. To act as the chairman of the shareholders' meeting.

## Report on holding securities by the Board of Directors and the Executives

The Company has policy requiring the Directors and the Executives of the Company to report their changes in securities holding to the Office of the Securities and Exchange Commission within 3 business days from the date of such change, and provide a copy of such report (Form 59-2) to Company Secretary. The Company Secretary shall then consolidate, summarize and present such report to the Board of Directors on quarterly basis. The report of changes in securities holding of the Directors and the Executives by comparing between the fiscal year ended 31<sup>st</sup> December 2014 and 31<sup>st</sup> December 2015 have been summarized as follows:

No.	Name	Number of Shares		Percentage (%)	
		2014	2015	2014	2015
1.	Mr. Somchai Aungsanant	87,750	87,750	0.20	0.20
	Spouse and minor child	-	-	-	-
2.	Mr. Takaaki Takeuchi	90,000	90,000	0.21	0.21
	Spouse and minor child	-	-	-	-
3.	Mrs. Eumporn Pamornbutr	58,500	58,500	0.14	0.14
	Spouse and minor child	-	-	-	-
4.	Mr. Subpachai Lovanit	59,400	59,400	0.14	0.14
	Spouse and minor child	-	-	-	-
5.	Ms. Salinee Mahtani	45,000	245,000	0.10	0.56
	Spouse and minor child	-	-	-	-
6.	Mr. Yoshihiro Mitsuta	-	-	-	-
	Spouse and minor child	-	-	-	-
7.	Mr. Toshiyuki Koike	-	-	-	-
	Spouse and minor child	-	-	-	-
8.	Mr. Krit Indhewat	13,500	13,500	0.03	0.03
	Spouse and minor child	9,000	9,000	0.02	0.02
9.	Ms. Vrinporn Uer-anant	154,300	154,300	0.36	0.36
	Spouse and minor child	-	-	-	-
10.	Mr. Vibool Uer-anant	10,000	10,000	0.02	0.02
	Spouse and minor child	4,000	4,000	0.009	0.009
11.	Mr. Maksimilan Pristovsek	44,100	44,100	0.10	0.10
	Spouse and minor child	-	-	-	-

## Selection of Directors and Executives

In case of there is a vacancy in the Board of Directors, the Board of Directors shall select and propose nominees to fill the vacant position. In the selection of candidates, various criteria are considered such as knowledge, capabilities and business-related experience.

In addition, the Company's directors and executives must not possess untrustworthy characteristics as determined by the Notification of the Securities and Exchange Commission as follows:

1. Having deficiency in legal competence or having been subject to any legal proceeding under the law governing capital market
  - 1.1 Being an insolvent person, or
  - 1.2 Being an incompetent or a quasi-incompetent person, or
  - 1.3 Having been named in any criminal complaint filed by the SEC; or having been subject to any legal proceeding following the criminal complaint initiated by the SEC; or having been sentenced to imprisonment by the court's final judgment and it has not yet surpassed the three-year interval time after either the person completed the term of imprisonment or the suspension of sentence period was over, provided that the action taken hereto shall base upon the violation of the Securities and Exchange Act or the Derivatives Act.
2. Having any record of deceitful, fraudulent or dishonest management of assets
  - 2.1 Having been named in any criminal complaint filed by a financial regulatory authority or subject to any legal proceeding following the criminal complaint initiated by a financial regulatory authority, or barred from serving as director or executive of a financial regulatory agency, whereas the term "financial regulatory authority" herein means both local and foreign one; or having been sentenced to imprisonment by the court's final judgment and it has not yet surpassed the three-year interval time after either the person completed the term of imprisonment or the suspension of sentence period was over, provided that the action taken hereto shall base upon the commission of offences regarding deceitful, fraudulent or dishonest management of assets which has caused damage to either the financial institution which with which the person was associated or the customers thereto; or
  - 2.2 Having been sentenced to imprisonment by the court's final judgment and it has not yet surpassed the three-year interval time after either the person completed the term of imprisonment or the suspension of sentence period was over, provided that the action taken hereto shall base upon the commission of public offences regarding deceitful, fraudulent or dishonest management of assets; or
  - 2.3 Having been subject to the court's order of asset seizure under the Counter Corruption Act, the Anti-Money Laundering Act or any other similar law and it has not yet surpassed the three-year interval time after the date on which the court issued such order.
3. Having engaged in any transaction, practice or course of business which, if considered on a reasonable ground, materially affected shareholders, company or capital market
  - 3.1 Acted or omitted to act, without good faith or with gross negligence, in executing any transaction for the company or its subsidiary, which caused damage to the company or shareholders or generated unjust enrichment for oneself or others; or
  - 3.2 Disclosed or disseminated false information or statement regarding the company or its subsidiary which may cause misunderstanding or concealing material facts that should have been stated which may affect decision making of shareholders, investors or other parties involved, either by ordering, taking responsibility for or involving in preparation, disclosure or dissemination of such information or statement by taking or omitting to take any other action, unless the person can prove that, by virtue of own position, status or duty, he was not aware of such untruth or omission; or
  - 3.3 Engaged in any unfair practice or taking advantage of investors in trading securities or derivatives or aided or abetted thereof.

## Election of Directors

Directors shall be elected by the General Meeting of Shareholders pursuant to the criteria and procedures as follows:

1. A shareholder shall have the number of votes equal to the number of shares held by him multiplied by the number of the Directors to be elected.
2. The shareholder may utilize the number of votes he is entitled to per (1) to elect one or more persons as the Directors of the Company. In case he elects more than one person, his number of votes must be equally distributed to such persons.
3. The person who receives the votes of the highest number and the next persons in the order of the number of votes received shall be elected Directors in the number permitted. In case the next persons in the order of the number of votes received obtain equal numbers of votes and the number of such persons exceeds the remaining number of Directors permitted, the Director to be elected therefrom shall be decided by the Chairman.

At the Annual General Meeting of shareholders one-third of the Directors, or if their number is not multiple of three, then the number nearest to one-third must retire from office.

Directors to retire first must be those having been elected the longest period and those in alphabetical order. A retiring Director is eligible for re-election.

The term of any Director shall be terminated upon the occurrence of any of the following:-

1. his/her death
2. his/her resignation
3. his/her being disqualified or possessing any of the prohibitive attributes as per Section 68 of the Public Limited Company Act B. E. 2535
4. when a shareholders' meeting has resolved that he be relieved of his post per section No. 18
5. upon the court's order that he be relieved of his post.

Any Director wishing to resign shall submit his resignation to the Company in writing. The resignation shall take effect from the date on which his resignation reaches the Company.

The Directors who has resigned per the first paragraph may also notify the Registrar of his resignation.

In case the position of a Director has been vacated owing to reasons other than by completion of his tenure, the Board of Directors shall elect a qualified person not having any prohibitive attributes pursuant to Section 68 of the Public Limited Company Act. B.E. 2535 as a replacement Director for subsequent meetings of the Board of Directors unless the remaining period of the tenure shall be less than two months.

The resolution of the Board of Directors pursuant to the first paragraph shall be passed by an affirmative vote of not less than three-fourths of the remaining Directors.

At a meeting of shareholders, a resolution may be passed to relieve a Director of his post prior to his completing his tenure by the affirmative votes of not less than three-fourths of the shareholders who attend the meeting and entitled to vote thereat and who hold shares in aggregate of not less than half of the total number of shares held by the shareholders attending the meeting and entitles to vote thereat.



## Number of Consecutive Terms of Directors

The Company considers that every director who has been elected by the shareholders' meeting has the qualifications, knowledge, and capabilities that are accepted by all, has morals and ethics, and has satisfactorily performed his duties. If the shareholders' meeting gives their trust by re-electing the director, the Company respects the rights of the shareholders and therefore has not predetermined the number of consecutive terms of directors.

## Qualifications of Independent Directors

The Company has determined the definition of the Company's independent directors to be more stringent than the minimum requirements of the Notification of the Capital Market Supervisory Board with regards to holdings of the Company's shares under No. 1 -9 as follows:

1. Holding shares not exceeding 1% of the total number of shares with voting rights of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director;
2. Neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the Company, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than 2 years. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the Company;
3. Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the Company or its subsidiary company;
4. Neither having nor used to have a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years;
5. Neither being nor used to be an auditor of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years;
6. Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding 2 million baht per year from the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than 2 years;
7. Not being a director appointed as representative of directors of the Company, major shareholder or shareholder who is related to a major shareholder;

8. Not undertaking any business in the same nature and in competition to the business of the Company or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1% of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the Company or its subsidiary company;
9. Not having any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.

After being appointed as independent director with the qualifications under No. 1 - 9, the independent director may be assigned by the Board of Directors to take part in the business decision of the Company, its parent company, subsidiary company, associate company, same level subsidiary company, major shareholder or controlling person, provided that such decision shall be in the form of collective decision.

In the case where the person appointed by the applicant as independent director has or used to have a business relationship to provide professional services exceeding the value specified under No. 4 or No. 6, the Board of Directors may grant an exemption if the appointment of such person does not affect performing of duty and expressing of independent opinions. The following information shall be disclosed in the notice calling the shareholders meeting under the agenda for the appointment of independent directors:

- (a) The business relationship or professional service which makes such person's qualifications not in compliance with the prescribed rules;
- (b) The reason and necessity for maintaining or appointing such person as independent director; and
- (c) The opinion of the Company's Board of Directors for proposing the appointment of such person as independent director.

## Balance of power for non-executive Directors

The number of directors is 10 persons according to the Article of Association of the Company. The executive directors are those having most experience of the Company's business and may be or may not be shareholders. Board member consist of :

- Executive Directors            5   persons
- Non-Executive Director       1   persons
- Independent Directors        4   persons

All shareholders and directors are free to vote for or have their own choice regarding Company matters. All elected directors may hold several positions as may be approved by the other directors which should exclude unlimited power for such a director.

Directors shall consider and approve the business policy, capital investment and other relevant matters. It shall receive the report of the internal audit committee. Directors meetings shall be held regularly at least every 3 months. Executive directors shall report developments and performance of their departments. There is no limitation as to the time any director may serve. However, one-third of directors shall retire by rotation and those directors shall be re-elected by the shareholders at the Annual General Meeting.

## Leadership and Vision

Board of Directors shall consider and approve the business policy, capital investment and other matters, the meetings shall be held regularly at least every 3 months. The Executive directors shall report developments and company's performance.

## CORPORATE GOVERNANCE

The Board of Director has established a policy on corporate governance that is in accordance with the principles and guidelines on good corporate governance of the Stock Exchange of Thailand and recommendations of the Thai Institute of Directors (IOD). The Board of Directors consistently adheres to good corporate governance principles and practices and recognizes the critical importance of corporate governance (CG) in the Company pursuit of sustainable, as well as communicates to all executives, and employees through many channels, i.e. orientation for new employees, information board, and all channel of communication.

The Company has established rules pertaining Corporate Governance Policy for all employees of ALUCON to acknowledge and practice as follows:

1. Structure, Duties, Responsibilities and Independence of Board of Directors.
2. Rights and Equitable Treatment to shareholders and stakeholders.
3. Information Disclosure and Transparency.
4. Controlling System and Risk Management.
5. Business Ethics

The Company performs administration in accordance with good governance guideline by recognizing the importance of and accountability to shareholders and stakeholders of the Company with full commitment and cooperation from all concerned parties, including the Board of Directors, Management and every employee. Such efforts positively contributed to the results of corporate governance assessment conducted by various organizations and agencies.

- In the 2014 Corporate Governance Survey of listed companies conducted by the Thai Institute of Directors (IOD), the Company received a rating of “Fair” with the score at 68 from 100.
- In 2015 Quality of Annual General Meeting Survey conducted by the Thai Investors Association, the Company received a rating of “Excellent” with the score at 100 from 100.

### Corporate Governance Policy

The Board of Directors has emphasis on good governance to build confidence among shareholders, investors and concerned parties by adhering to the listed company’s conducts guideline which confirms the guidance of the Stock Exchange of Thailand regarding good governance practices. The guideline comprises five principles which shaped up the Company’s good governance practices as follows:

1. Right of Shareholders
2. Equitable Treatment of Shareholders
3. Role of Stakeholders
4. Disclosure and Transparency
5. Board of Responsibilities

#### Principle 1 : Right of Shareholders

The Company places emphasis on the rights of shareholders as the true owner of the Company. All kinds of shareholders, whether minority or institutional, are encouraged to exercise their fundamental rights, e.g. sales purchase or transfer of shares, profit sharing, receipt of the adequate information either via the Company’s or the SET’s websites or other channels, attendance at shareholders’ meetings to acknowledge the Company’s annual business performance, and voting



rights at the shareholders' meetings to approve significant matters as specified by law, such as the appointment or removal of directors, directors' remuneration, the appointment of the auditor and determination of the auditor's fee, dividend payment or suspension of dividend payment, any capital increase and issuance of new shares, and making enquires or comments on the matters that the Board of Directors presents or requests for approval at the shareholders' meeting.

#### **Shareholder' Meeting :**

- 1.1 Information in invitation letter for attendance in shareholders' meeting includes date, time, venue, and meeting agenda as well all relevant information required for passing a resolution at the meeting which will be provided to shareholders ahead of time such as director appointment, remuneration review, auditor appointment, stipulation of audit fee, and dividend payment. For each agenda item, relevant facts and rationales are presented to shareholders together with the Board of Directors' comments for deliberation. According to attendance criteria and procedure of the shareholders' meeting, the Company nominates two independent directors as proxies of shareholders. The proxy form is a standard form on which comments about vote casting for each agenda item can be written.
- 1.2 Delivery of invitation letter and accompanying documents: To allow shareholders to study relevant information in both Thai and English versions (for foreign shareholders), the Company publishes announcements via SET news to inform shareholders that they can learn this information in the Company's webpage at least one month in advance. Such information is exactly the same as the information presented in a document form. The invitation letter and support documents will be delivered to shareholders at least 21 days prior to the meeting date.
- 1.3 Shareholders can download various information from the Company's webpage (www.alucon.th.com) such as financial data, the Company's information, and information about the meeting. The webpage can serve the needs of shareholders and interested persons who want to study some information about the Company. To inquire additional information, they can also send an email to Investor Relation at [kanjana\\_p@alucon.th.com](mailto:kanjana_p@alucon.th.com) .
- 1.4 Allowing shareholders to propose an agenda item and qualified person's name for nomination as directors four months in advance of the meeting: Shareholders can learn from SET news that announces availability of such information in the Company's webpage. In this regard, relevant criteria and procedure are described such as a single shareholders or a number of shareholders with combined shares not less than 2,160,000 shares or 5% of registered capital. There is detailed information required for consideration, explicit criteria for decision whether to table or not table proposed agenda item, and other information regarding where and when to submit the proposal. In this regard, an informal proposal can be sent via email and later the original proposal must be delivered via registered mail to the Company Secretary. Upon receiving detailed information, the Board of Directors will deliberate on such matter as set out in the process. However, in the past nobody proposed any additional agenda item.
- 1.5 The Company has a policy to facilitate and support the individual shareholders, juristic shareholders and investment institution to attend the meeting at the same treatment.

1.6 Shareholders' meeting: The Company held one 2015 Annual General Shareholders' Meeting on 27<sup>th</sup> April 2015.

- The meeting date (Monday) was not set on an extra holiday or a public holiday. The meeting time (10.00 am.) was not set too early in the morning or too late in the evening, so convenient transportation was ascertained.
- The cutoff date of the shareholders list was under Record Date criteria and set to ensure that shareholders would have more time to review meeting documents or supporting information before the meeting date.
- Staffs were deployed to facilitate, advise and open registration service two hours prior to the meeting as it was started on 8.00 am. onward.
- If a shareholder cannot attend the meeting, he or she may assign up to three proxies but only one proxy is permitted to attend. Alternatively, a shareholder may assign two independent directors as a proxy. The Company encouraged shareholders to use Proxy Form B, which is the form in which each particular matter in detail is specified.
- The Company used the barcode system to run the registration process and count the votes, to facilitate the meeting.
- Before the meeting started, the Chairman of the Board of Directors introduces the member of Board of Director, the Audit Committee, the Executive Directors, the Auditor, the Company Secretary and the IR to the Meeting and then he has assigned the Company Secretary to facilitate the proceeding of the meeting. The secretary informed shareholders of the meeting rule and voting procedure.
- The Company has asked the Auditors as intermediary person to monitor the vote counting in case of objection during the meeting, and also requested one of shareholder attending the meeting to be witnessed.
- Language to be used in the Meeting is Thai and English language for understanding and communication among management and shareholders both Thai and Foreigner
- Shareholders were allowed to comment and ask questions. Important questions and answers were noted. The meeting time was sufficiently allocated for thorough inquiries by shareholders as well as explanation and presentation of relevant information by the Company's directors and various committees. In addition, shareholders also had opportunities to send questions or other vital information of the Company in advance since the meeting notification was sent to shareholders. Questions and such information may be sent to [pitipong@alucon.th.com](mailto:pitipong@alucon.th.com) or faxed to 02-3983455 or mailed to the Company's address.
- During votes casting, ballots were used for every agenda item so that votes could be counted expeditiously. Ballots would be stored only for the case which shareholders disagreed or abstained. To observe best practices of shareholders' meeting, ballots collected from all attending shareholders and proxies were collected after the meeting was adjourned. Furthermore, voting to elect committee members was cast for each individual director.
- The Company does not have a policy to derogate the rights of shareholders by abruptly distributing extra documents containing crucial information, not adding an agenda item or changing vital information that differs from documents delivered to shareholders, not restricting the right to attend meeting of shareholders by giving them voting or ballot casting right in certain agenda which are being considered and vote casting has not been underway. Moreover, video and audio recording of meeting can always be examined.
- Shareholder's minutes of meeting shows that the list of directors who attended or was absent from the meeting. In the 2015 Annual General Shareholder's Meeting, the Chairman of the Company, committee chairperson, and top executives were all presented to meet with and answer any question from shareholders, offer pertinent explanation, summarize questions and answers or comments. Regarding vote casting and ballot counting method, in case there are dissenting votes, the number of favorable and dissenting votes or abstention will be recorded in the minutes of meeting accurately and completely and the meeting report will be publicized on the Company's webpage for shareholders' scrutiny.

1.7 The Company discloses verifiable shareholding structure in clear and transparent manners.

- 1.8 At the Annual General Meeting of Shareholders No. 55 on 27<sup>th</sup> April 2015, the Company has approved the dividend payment from the operation result of the Company according to the fiscal year ended 31<sup>st</sup> December 2015, to pay to all shareholder in amounting of 431,999,860 Baht.

## Principle 2 : Equitable Treatment of Shareholder

All shareholders, both the executive and non-executive directors or minority shareholders and majority shareholders, including foreign shareholders shall be treated their rights equally and fairly. Alucon will communicate with shareholders and publish such information through various channels arranged by SET and via Company's website as well as other media being suitable and appropriate to all shareholders who receive information and data equity

- 2.1 The Company has delivered an invitation to shareholders' meeting, the details are accurate, complete, including the opinion of the directors for each item will be enough. Also, to assign to TSD as the Registrar of the Company to deliver the invitation to all shareholders prior to the meeting, not less than 21 days, the document will be available both in Thailand and English. In addition, Alucon will publish the invitation to shareholders' meeting with the information for the meeting through its website, both in Thai and English at least 30 days prior to the meeting so that shareholders have sufficient time to consider all agenda
- 2.2 The Company arranged the meetings of shareholders in accordance with the agenda set forth in the invitation to shareholders' meeting, by not adding-up the new agenda without informing such new agenda to the shareholders in advance, to have it studied before making a decision.
- 2.3 The Company arranged the proxy for the shareholders who can not attend in person, be entitled to vote via the independent directors of the Company acting as proxies-holder. The Company prepared the Proxy Form B for the shareholders.
- 2.4 The Company set the right to vote at a meeting of shareholders by the number of shares held by shareholders. One share for one vote.
- 2.5 The Company set the criteria for minority shareholder to propose the nominated person to be elected as the new director. The Board of Director shall set the principles and practices and published in the Company website as well as through the Stock Exchange of Thailand channel.
- 2.6 The Company has minority shareholders proposed the agenda for the meeting in advance including to submit questions related to the agenda before the meeting in accordance with the prescribed procedures. The proposed agenda must not conflict with the following criteria.
- Matters that beyond the company's authority
  - Matters that in contrary to the law, rules and regulations of government agencies and departments monitoring the Company or not comply with the objectives, articles of association and resolution of shareholders' meeting.
  - Matters that may cause significant damage to the shareholders in whole
  - Matters that already be implemented by the Company
  - Matters regarding to specific person's or group of person's benefit
  - Matters regarding to normal business operation and the claim of the proposed person does not demonstrate a reasonable doubt about the doubtful matter.
  - Matter that being considered by the Board of Directors that no need to be on the agenda and show and explain the reason to the shareholder to understand it.
- 2.7 The Company has the independent directors at least one-third of Board of Director of which it must not less than 3 persons to protect the right of shareholders.



- 2.8 The Company must have the policy to prohibit the directors and executives including the employees who is related to the preparation on the inside information, to disclose such inside information to the outside or any person who not involve on such insider information. This is also not allowed to such prohibited person to trade on the securities of issued by the company before the financial statement released to the public at least one month.
- 2.9 The company imposes the directors and executives to report the change of securities holding to the corporate secretary for acknowledgement, in order to report such change to the SEC.
- 2.10 The Company has disclosed the information of shareholding of the directors, executives including their spouses and minor child, in the Annual Report.
- 2.11 The company imposed that the directors who have interest in any agenda must inform its stake on such agenda prior to the meeting and must record the details in the minutes. In case of conflict of interest, on the significant matter in such ways could make the director can not give his/her opinion freely, such director must refrain from participating in the meeting only in such agenda.
- 2.12 The company set that the Board of Directors have to consider the connected transaction that may have conflicts of interest. This includes items that are of interest to be accurate and complete compliance with the laws and regulations of the exchange, including disclosure of the transaction correctly. This is to ensure that such transactions are reasonable and beneficial to the Company..
- 2.13 The Company favours no particular group of stakeholders, giving all equal access to its public information, through the Company's website at [www.alucon.th.com](http://www.alucon.th.com) or through IR at 02-3980147 ext. 371 or email [kanjana\\_p@alucon.th.com](mailto:kanjana_p@alucon.th.com).

### Principle 3 : Roles of Stakeholders

The Company respects the rights of various stakeholder groups both inside the Company, such as employee and management, and other groups outside the Company, such as customers, shareholders, business partner, creditors, environment, communities, and the society, thus entailing good cooperation between the Company and these stakeholders. Such robust relationships will contribute to the Company's operation and boost up confidence that they have with the Company, thus strengthening the Company's secured position and competitiveness and assuring its long-term success.

Treatment of Stakeholder are as follows:

- **Shareholder**

The Company is committed to business operation which yields good operating result, stability, growth, and competitiveness by taking into account of present and future risk factors in order to increase shareholder value over a long term. The Company must dutifully operate its business by disclosing information in transparent and equitable manners and endeavor to protect its assets and preserve its reputation.

- **Employee**

The Company believes that our employees are the main successful factor and valuable resource in business operation. We then significantly give priority to employees by providing fairness to every level of employees without discrimination and respects their right according to the basic international human rights, also the law and the rules. We also give importance to health, occupation, hygiene, and safety in life, property and the working environment of its employees. We also fortify good culture and working atmosphere and promote teamwork. Moreover, the Company has presented and opportunity to create working advancement to all employees with equality and seeing importance on potential of employees. So we focus on personnel development, both in aspect of functional and

managing quality of life, with training of employees continuously inside and outside the organization. As well as organizing activities to create good relations in the organization among the employees and between the employees and the management.

- **Community and society**

The Company is utterly concerned with quality of life and environment in surrounding communities so that the Company's operation will be accepted and can thrive in the society sustainably. It can be observed that the Company strictly complies with laws and regulations of relevant authorities such as the Department of Industrial Works, Ministry of Industry, Pollution Control Department, and so on. In this regard, the Company imposes stringent regulations requiring that employees working in the plant must wear protective gears. Moreover, the Company also deals with environmental management in systematic manners and organizes public donations on an ongoing basis. The Company has arranged the activities joined with the local schools, local governmental agencies, communities, and there was a public relation to hear and solve the problem occurred from the community by the Company and also provide the scholarship to student and support the activities with the local schools.

- **Customer**

The Company gives priority to its customers, whom are the important part to make success to the Company. We then determines guideline to build satisfaction and confidence with our customers by presenting with quality that in accordance with or higher that expectation of the customers. We also develop the quality and format of the goods in response to the demand of the customers continuously and regularly. The Company also surveys the customer's satisfaction and listen to their comments or complaints and bring to use as guideline for improving the service and management.

In addition, the Company has policy and guideline ot keep confidentiality of the customers. The Company would not disclose such information to other people, or using it in order to seek benefits for other purposes without prior consent from the information owner, unless the Company is required to disclose by laws.

- **Creditor**

The Company places emphasis on creating trustworthiness by abiding to our integrity, and strictly conform to terms and conditions of the contracts made with the creditors. We made all principle and interest payment on accuracy, timely and complete basis. Also, we shall not use the loan proceeds in the way that contrary to its objectives nor hide any information that may be harmful to creditors.

- **Competitor**

The Company shall compete with our competitors within the scope of laws and code of conduct and the competition is based on the fair competition. We shall not discredit or seek for confidential information of competitors in a corrupt or unfair manner but shall professionally operate the business with integrity. Furthermore, we support and promote fair and free trade. We do not force our customers to make transaction only with us also.

- **Business partner**

The Company values our business partners as the key to our growth through mutual support, including creating value to the customers and the shareholders. We, therefore, select business partners by considering their reputations, capability, legality and regularity, as well as treating them on the basis of equalities with emphasizing on the transparency and justification. The Company strictly complies with the terms and conditions specifying in contracts and code of conduct of the Company, in which in the case where there is term and condition that cannot be complied, the Company will immediately notify our business partners. In addition, the Company annually arranges events to create relationship with our business partner. In the previous year, the Company has arranged events to create relationship with our business partners.

- **Policy on Business Ethics**

The Company has the policy related to business ethics, which is the policy that promotes good governance such as the policy and guidance on human rights violation, policy and guidelines on anti-corruption and bribery, the policy and guidance on non-violation of intellectual property or copyright, policy and guidelines on using IT and communication of those can be summarized as follows:

- **Human Rights Violation**

The Company treats all stakeholders with justification by adhering laws and regulations concerning employees and the international fundamental principles of human rights, regardless of the place of birth, nationality, gender, age, skin colour, religious belief, disability, status, family status, educational institute, or other status irrelevant to job performance, apart from respecting individualism and human dignity.

- **Anti-corruption and Bribery**

The Company is opposed to all form of corruption and bribery and has policy to encourage employees to abide by the laws and be a good citizen of our country and to support the transparent business operation with our business partner. The objective is to improve and support the sustainable development of our society since the Company has joined the declaration to engage in Collective Anti-Corruption: CAC.

To state the Company's position on corruption and bribery as well as to provide rules and guideline for the directors, the executives and the employees to comply, we therefore established a set of policies and procedures regarding anti-corruption in written in our Corporate Governance Policy and the Code of Business Ethics and Conduct and Guideline.

- *Giving or acceptance of presents*

Gifts, entertainment and hospitality offering gifts or entertainment and hospitality activities must be complied with Business Ethics and Conducts.

- *Charitable contributions*

Charitable contribution or aid granting contribution or receiving the aid must be transparent and in accordance with stipulated laws by confirming that such transaction shall not be claimed as a bribery act.

Apart from publicized this policy via our communication channel, to be acknowledged this policy by employees, the Company has communicated through our executives and employee by orientation and annual re-orientation.

The Company has arranged the internal auditor to evaluation the risk and impact on the anti-corruption every year.

In this respect, the Company has placed the policy of Anti-Corruption and Whistle Blowing to the Board of Directors, any suspicion that may lead to engaging in corruption can be whistled and submitted through e-mail to [pitipong@alucon.th.com](mailto:pitipong@alucon.th.com) or red box that use for filing the complaint to the Audit Committee and the Board of Directors, respectively. It can be sure that the Company will confidentially keep the complaint's information, in order to protect the complaint's right. In this respect, the Company will appoint a person to be responsible for every clue that submitted to the Company. The Company also regularly assesses risk in activities that in connection with or lead to corruption.



## 1. Whistle-blowing and complaints

In order to encourage stakeholders, both in and outside the company, to participate in the corporate governance principles, should employees or stakeholders suspect any unlawful activities or those in violation of the law, rules, regulations, code of business conduct, or corporate governance principles, they can undertake whistle-blowing or file complaints with detailed evidence to the company or relevant agencies via the following channels:

### 1.1 Audit Committee

Tel (02) 3980147 ext. 381  
Email : Pitipong@alucon.th.com  
Mail : Audit Committee  
Corporate Secretarial Office  
Alucon Public Company Limited  
500 Moo 1 Soi Sirikham (Sukhumvit 72) Samrong Nua, Muang Samutprakarn,  
Samutprakarn Province 10270

### 1.2 Managing Director

Mail : Managing Director  
Alucon Public Company Limited  
500 Moo 1 Soi Sirikham (Sukhumvit 72) Samrong Nua, Muang Samutprakarn,  
Samutprakarn Province 10270

## 2. Conditions of whistle-blowing and complaints

- 2.1 The details of whistle-blowing or complaints must be factual, clear, or sufficient to lead to investigation.
- 2.2 The whistle-blower or the complainant may choose not to reveal his/her name, address, and telephone number(s) if the disclosure will cause danger or damage. But if the person chooses to reveal himself/herself, the investigation will proceed with speed, with additional useful information, factual revelation, or alleviation of the damage in a more convenient way and shorter time.
- 2.3 The information received is considered confidential, and no disclosure of the name of the whistle-blower or the complainant will be made public without consent.
- 2.4 The rights of the whistle-blower or the complainant will be protected whether he/she is an employee or an outsider.
- 2.5 The time required to process each complaint depends on the complexity of the case, document sufficiency, proofs received from the complainant, as well as documents, proofs, and explanations of the person complained against.
- 2.6 The person who receives the complaint and the person involved in the investigation must keep the information confidential. If necessary, they may disclose it taking into account the safety of and the damage to the complainant or any person who cooperates in the investigation, the information sources, or relevant persons.

2.7 If the complainant or the person who cooperates in the investigation thinks that he/she is unsafe or threatened, he/she may ask the company for appropriate protective measures, or the company may proactively provide protective measures if there is potential damage or danger.

2.8 The damaged person will be assisted by proper and just procedures.

### 3. Protection of rights of employees, temporary employees, and outsourced persons

The company will not unfairly treat employees, temporary employees, or outsourced persons, whether through changes in position, nature of work, or locations of work, suspension, threats, obstruction of work, termination of work, or any unfair act to these people because they:

3.1 Provide information, cooperation, assistance to the directors, executives, the public sector, or the monitoring agency if there is sufficient proof that those people violated or abused law, rules, regulations, the code of business conduct, or corporate governance principles

3.2 Give testimony, submit evidence, or provide assistance to the directors, executives, the public sector, or the monitoring agency useful to the consideration or investigation if there is doubt of the violation or abuse of law, rules, code of business conduct, or corporate governance principles.

#### • Intellectual Property and Copyright

The Company sets policy against any infringement of intellectual property, in which all directors, executives and employees must not infringe on computer software by downloading and/or installing any programs those do not process by IT Department. In addition, the Company has assigned IT Department to be responsible for the monitoring and inspection to prevent any copyright infringement of computer software regularly.

#### • Information Technology and Communications

The Company places emphasis on the policy on the use of information technology and communications by setting an information security standard to prevent or reduce any leak of significant or confidential information, whether intentionally or unintentionally. We have established a set of guidelines and procedures on the use of information technology and communication.

Any of the Company's confidential documents and information will only be kept in the system of the relevant department, of which cannot be reached by others irrelevant department. It then limits only the relevant staff to access in.

Moreover, the IT Department is required to keep the employee's traffic information as required by the Computer Related Crime Act B.E. 2550 and the Notification of the Ministry of Information and Communication Technology Re: Rule on the Record of Traffic Information by the Service Provider.

### Principle 4 : Disclosure and transparency

The Company recognizes the importance of disclosure of its financial and non-financial information accurately, completely, regularly, timely, and transparently. In addition, such information should be easily accessible, equitable, and credible as follows:

4.1 Disclose relevant news and information as well as annual report via the Stock Exchange of Thailand's channel and the Company's webpage. In the past year, the Company had never been

reprimanded by the Securities and Exchange Commission or the Stock Exchange of Thailand for violation of information disclosure guidelines.

- 4.2 The Company publishes the director's responsibilities to financial statement along with the auditor report in annual report. Such report contains contents which conform to accounting principles and financial reporting that presents accurate, complete, and factual information in compliance with accounting standards, this report is signed by both Chairman of the Board of Directors and Managing Director.
- 4.3 The Company's management structure comprises two committees, including the Board of Directors and the Audit Committee. In 2015, there are the attendance on the Meetings as follows:

Name of Director	Board of Director	Audit Committee
Mr. Somchai Aungsanant	4/4	-
Mr. Takaaki Takeuchi	4/4	-
Mrs. Eumporn Pamornbutr	4/4	-
Mr. Subpachai Lovanit	4/4	-
Ms. Salinee Mahtani	3/4	-
Mr. Yoshihiro Mitsuta	3/4	-
Mr. Toshiyuki Koike	4/4	4/4
Mr. Krit Indhewat	3/4	3/4
Ms. Vrinporn Uer-anant	4/4	4/4
Mr. Vibool Uer-anant	4/4	-

- 4.4 The Company is utterly concerned with disclosure of relevant information to investors so that investors can receive accurate, transparent, and thorough information. The Compliance and Investor Relation Department is assigned to act as a company representative responsible for communication, provision of information services, and dissemination of news and information about the Company's activities to institutions, investors, shareholders, analysts, general public and relevant authorities. To obtain various information about the Company, operating performance, financial statements and information reports submitted to the Stock Exchange of Thailand, which include current and past information, interested person can read and/or download such information from [www.alucon.th.com](http://www.alucon.th.com) which provides these information in both Thai and English. Investors and concerned parties who have any inquiry and would like to obtain information about the Company can contact the Investor Relation:

Ms. Kanjana Piyachart  
 Tel. 02-3980147 ext. 371  
 Email: [kanjana\\_p@alucon.th.com](mailto:kanjana_p@alucon.th.com)

- 4.5 The Company disclosed scope of responsibilities and mandates of the Board of Directors and various committees in the annual information disclosure form.
- 4.6 Share trading report According to the code of conduct, the Company has a policy to avoid/refrain from trading its shares one month before disclosing the information to the general public and to notify the Board of Directors and every company executive about the notification of the Office



of the Securities and Exchange Commission (SEC) pertaining to Section 59 of the Securities and Exchange Act B.E 2535 that requires reporting of shareholding of themselves, their spouses of such shares, a copy of such report must be sent to the Company Secretary as an evidence. In the past, the Company never had any incident where any director or company executive used inside information for their own or others' undue personal gain and underage children to the SEC within 30 days after being elected as a director and appointed as a company executive.

Directors and management executives filed changes in share ownership report with the Office of the Securities and Exchange Commission in compliance with section 59 whenever share ownership changed. The Company Secretary is responsible for compiling information and reporting to SET every time.

## Principle 5 : Board Responsibilities

- 5.1 According to the Article of Association (the Company is eligible to have at least 5 directors and not exceed 15 directors), the Company have 10 directors who are qualified according to the regulation and can be defined as follows:

Sex	Number	Characteristic	Number
Female	3	Executive Director	5
Male	7	Non-executive Director	1
		Independence Director	4

All directors are experts have various knowledge either of business administrative, engineering, accounting and finance, marketing and specific experience on the aluminium packaging industry.

List of directors and years of service are as follows:

Name	Position	Year in position / Serviced year
Mr. Somchai Aungsanant	Independence director, Chairman of Board of Director	1990 / 26
Mr. Takaaki Takeuchi	Executive Director	1997 / 19
Mrs. Eumporn Pamornbutr	Executive Director	1990 / 26
Mr. Subpachai Lovanit	Executive Director	1998 / 18
Ms. Salinee Mahtani	Executive Director	1998 / 18
Mr. Yoshihiro Mitsuta	Executive Director	2008 / 8
Mr. Toshiyuki Koike	Independence director, Audit Committee - Chairman	2010 / 6
Mr. Krit Indhewat	Independence director, Audit Committee	2000 / 16
Ms. Vrinporn Uer-anant	Independence director, Audit Committee	1994 / 22
Mr. Vibool Uer-anant	Non-executive Director	2013 / 2

Remark : based on information as of 31<sup>st</sup> December 2015

- 5.2 According to the Company's regulation, it is stipulated that one in three (1/3) of the total number of Directors at each annual general shareholder's meeting will vacate their offices. If the number may not be divisible by three, the number of Director to vacate their position will be the figure closest to the value of one in three (1/3). Therefore, each director's term lasts approximately three years.
- 5.3 The Company set up one sub-committee, which is Audit Committee and prescribed their duties and responsibilities. To promote transparency and independence, most committee members are independent members. Moreover, to ensure that these committees are truly autonomous while carrying out their duties, the board chairman does not take up the position of committee chairman and member.
- 5.4 The Board is involved in defining the vision, mission, strategies, goals, business plans of the Company. It is independent and supervises the management of a business plan under the budget, in order to maximize the benefit to the organization, stakeholders and shareholders. In addition, the Board has also implements an internal control system, an audit system, and efficient risk management measures and constantly monitors these matters in board meeting.
- 5.5 The Company stipulates performance evaluation containing two parts, that is, key performance indicators (KPI) and competency. This system will help employees recognize and understand operational strategies and approaches which will achieve the organization's strategic targets such as goal, mission and performance measurement.
- 5.6 The Company creates and maintains an internal control system and regularly reviews efficiency of the internal control system in relation to financial control, operating performance, and corporate governance in compliance with pertinent legal provision and regulations, protection and maintenance of assets, and risk management. In this regards, the Company commissioned Dhamniti Auditing Co., Ltd. to audit business conduct of various functions and ensure that the operations conform to the guidelines set out in an approved annual audit plan. The internal audit report will be informed directly to the Audit Committee.

Based on the 2015 internal audit report prepared by Dhamniti Auditing Co., Ltd., no significant discrepancies were found. The Company had an adequate, prudent internal control system and properly complied with the regulations and laws of relevant authorities; moreover, its properties were protected from being used unscrupulously by management and employees.

- 5.7 Regarding conflict of interest, the Board of Directors informs board members and management executives to prepare a list of their own interest and interest of connected persons in accordance with the provision of the concerned agency. It is required that the Company must be notified of such list within 15 days after the initial request and every time changes occur. Such report will be used by the Company Secretary as information and tool to ensure that board members carry out their duties with integrity. The Company Secretary sends a copy of this report to the Chairman of the Company and the Audit Committee's chairperson for acknowledgement.
- 5.8 The Company holds board meetings and informs each board member of upcoming meeting in advance. In 2015, a total of four board meeting were convened. In each board meeting, the Board of Directors, Board Chairman, Managing Director and the Company Secretary jointly review meeting agenda to ensure that vital matters are included in the agenda and each board member can table matters in meeting agenda autonomously.

The Company Secretary delivers meeting documents to directors in advance. The document has been prepared concisely as possible. However, if there is any matter which cannot be disclosed in writing or if it is disclosed in advance, it may adversely affect the Company, the Board can bring up and discuss such matter at meeting and the Chairman will allocate sufficient time for such discussion. Directors are keen on every issue brought to their attention in meeting, including any corporate governance issue. For any issue which still lacks sufficient information directors can always request additional information from the Company Secretary.

Minutes of meeting of the Board of Directors contains essential information such as meeting date, time when meeting is called and adjourned, a list of directors who attend the meeting and are absent, summary of proposed matters, summary of debated issues and observation notes, the Board's resolution and director's comments, reporter's name, name of a person who endorses the report. The Company keeps minutes of meeting of all board meeting in good order. Such record can be readily searched but cannot be altered without the Board's consent.

- 5.9 Regarding remuneration of directors, it was proposed for approval by shareholders each year in accordance with transparency and auditing principles. Moreover, it is assured that remuneration is at a suitable level and sufficient enough to motivate and retain quality directors as required.
- 5.10 Regarding the policy concerning tenure of the Company's directors in other companies, the Company does not have any stipulation applicable to the case which each director holds a position in other companies. This is because such matter does not affect director's competency and expertise, provided that such director can fully devote his/her time for the Company in regard to policy formulation, consultation on problem-solving in business operation within the scope of power and duties of the Company's director.
- 5.11 In case a new director is appointed, the Company Secretary is responsible for preparing summary documents that cover business characteristics, organizational structure, operation, rules and regulation, vital policies as well as guideline on board member's conducts, provisions of the Stock Exchange of Thailand and the SEC Office in order to ensure that a new director can fully perform his/her duties as director of a listed company.
- 5.12 The Company recognizes the importance of the development of directors' knowledge. Therefore, the Company supports and facilitates the organization of training and educational programs for directors, whereby the Company Secretary was assigned to coordinate with directors, informing them of various training programs. In the past, directors regularly attended various courses of Thai Institute of Directors Association.
- 5.13 Roles and responsibilities and scope of responsibilities of the Company Secretary are described under Management Structure.

## REPORT BY THE DIRECTORS FOR THE YEAR 2015

### AUDITED ACCOUNTS

The Directors submit the Statements of Finance Position, Statements of Comprehensive Income and Retained Earnings and Cash Flow together with the auditor's report for the year ended 31<sup>st</sup> December 2015.

### INVESTMENTS

Investments during the year in fixed assets amounted to MB 321

### REVENUES

Total revenues amounted to MB 6,008 out of which sales were MB 5,770

### PROFITABILITY

Profits before financial cost and company income tax amount to MB 994 representing an increase of 5.5% compared to the previous year.

### FINANCES

The Company has short to long term debts amounting to about MB 2082 and the debt/equity ratio at the end of the year was 0.46:1

### APPROPRIATION OF PROFITS

Board of Directors proposes to declare a dividend for the year 2015 at the rate of Baht 10 per share and appropriation of profits as of 31<sup>st</sup> December 2015 shall be as follows:-

	Baht	Baht
Retained earnings at beginning of year		3,439,023,846
<b>Final dividend for year 2014 of Baht 10.00</b>		
Being paid on 15 <sup>th</sup> May 2015	431,999,860	
Net profit after tax for year 2015		766,656,503
Legal Reserve as required by law		-
Profit available for appropriation		3,773,680,489
Proposed dividend for year 2015 of Baht 10 per share on 43,199,986 shares	431,999,860	
Balance of profits to be carried forward		3,341,680,629

### ELECTION OF DIRECTORS

Directors namely Mr. Toshiyuki Koike, Ms. Salinee Mahtani, Mr.Yoshihiro Mitsuta and Ms. Vrinporn Uer-anant are retired by rotation but being eligible, they offer themselves for reelection by Annual General Meeting of Shareholders.



## DIRECTORS' and AUDIT COMMITTEES' REMUNERATION

The directors request approval by the General Meeting for payment of Directors' remuneration for year 2016 in total of Baht 3,750,000 detailed below:

- |                                  |                                   |
|----------------------------------|-----------------------------------|
| • Chairman of Board of Directors | Baht 600,000 per person per annum |
| • Directors                      | Baht 350,000 per person per annum |

and for payment of Audit Committee for year 2016 in total of Baht 650,000 as detailed below:

- |                            |                                   |
|----------------------------|-----------------------------------|
| • Audit Committee Chairman | Baht 250,000 per person per annum |
| • Audit Committee          | Baht 200,000 per person per annum |

## AUDITOR

The Directors propose the following persons of KPMG Phoomchai Audit limited to be appointed as the auditor of the Company for year 2016 and for payment of the annual audit fee of Baht 1,110,000.

- |                               |             |
|-------------------------------|-------------|
| 1. Mr. Banthit Tangpakorn     | 8509 and/or |
| 2. Ms. Orawan Chunhakitpaisan | 6105 and/or |
| 3. Mr. Ekkasit Chuthamsatid   | 4195        |

On behalf of the Board of Directors  
Somchai Aungsanant  
Chairman of Board of Directors  
19<sup>th</sup> February 2016

## REMUNERATION FOR DIRECTORS

Remuneration for directors is clearly set by following the data base of remuneration for directors for the listed companies in the year 2014, which was prepared by the SET to be used as reference by listed companies in paying remuneration to their directors, in the section regarding director remuneration for each business sector, and including the consideration on their experience, role and scope of duties and responsibilities, as well as, expected benefits from each directors are at the rate of appropriate and par with comparable companies in the manufacturing industry and appealing enough to attract and retain quality directors whom the Board needs to approve by the shareholders' meeting. Directors who are assigned with extra work (e.g. being members of committee) have been paid appropriately more.

Remuneration for the top executives shall be based on their position and responsibility in management as well as their seniority which corresponds to the performances of the company as well as that of each executive as approved by the Board.

### Directors and Management's remuneration

Directors Remuneration Remuneration in cash The remuneration in kind of cash being approved by the Shareholders' Meeting No. 55 on 27<sup>th</sup> April 2015 for 2014 and 2015 as follows:

Description	2014	2015
Chairman of Board of Directors	600,000 Baht/person	600,000 Baht/person
Directors	350,000 Baht/person	350,000 Baht/person
Chairman of Audit Committee	250,000 Baht/person	250,000 Baht/person
Committee	200,000 Baht/person	200,000 Baht/person

Name	Remuneration			
	Remuneration	Meeting Allowance	Transportation	Total
1. Mr. Somchai Aungsanant	600,000.00	-	84,000.00	684,000.00
2. Mr. Takaaki Takeuchi	350,000.00	-	-	350,000.00
3. Mrs. Eumporn Pamornbutr	350,000.00	-	-	350,000.00
4. Mr. Subpachai Lovanit	350,000.00	-	-	350,000.00
5. Ms. Salinee Mahtani	350,000.00	-	-	350,000.00
6. Mr. Yoshihiro Mitsuta	350,000.00	-	-	350,000.00
7. Mr. Toshiyuki Koike	594,157.61	-	84,000.00	678,157.61
8. Mr. Krit Indhewat	550,000.00	-	84,000.00	634,000.00
9. Ms. Vrinporn Uer-anant	555,842.39	-	84,000.00	639,842.39
10. Mr. Vibool Uer-anant	350,000.00	-	60,000.00	410,000.00

## Special Remuneration

The Company, Board of Directors and Shareholders' Meeting have no payment on the special remuneration to the Board of Directors or Sub-committees in year 2015.

## Other remuneration in other kind

There is no payment on remuneration in other kind to the Board of Directors or Sub-committee in year 2015.

## Executive Remuneration

Remuneration for executive excluding director remuneration shall be composed of salary, bonus can be illustrated for 3 consecutive years from 2013- 2015 are as follows:

(Unit : million Baht)

	2015	2014	2013
Number of person	6	6	6
Remuneration (MB)	57.97	60.14	62.48

## DIVIDEND POLICY

According to the Company of Article of Association (AOA) , distribution of dividends out of a source other than the profits is not permitted. In case the Company still registers an accumulated loss, no distribution of dividend is permitted. Distribution of dividends in respect of each share shall be equal. Dividend policy 50 - 70% of net profit after income tax.

Distribution of dividends must be effected within one month from the date on which the shareholders' resolution or the Board of Directors' resolution was passed as relevant. Notice of distribution of dividend must be sent to all shareholders and published in a newspaper.

Dividend payment of the Company between 2010 and 2015 illustrated below:

Year	Capital Stock (1000)	Net Profit (1000)	Dividend: (baht/share)	Dividend: (Stock/share)	Total Dividend (baht/share)	Percent of net profit
2010	43,200	543,585	6.50	-	6.50	51.67
2011	43,200	454,218	6.00	-	6.00	57.09
2012	43,200	600,351	7.00	-	7.00	50.36
2013	43,200	679,244	8.00	-	8.00	50.88
2014	43,200	750,728	10.00	-	10.00	57.54
2015	43,200	775,067	10.00	-	10.00	55.74

## EXECUTIVES AND DIRECTORS

The names and details of executives and directors are as follows:

### 1. Mr. Somchai Aungsananta

Age	: 62 years
Position	: Independent Director and Chairman of Board of Directors
Education	: Bachelor degree of Arts, Thammasart University MBA – West Texas State University, USA
Training by Thai Institute of Directors Association (IOD)	: None
Relationship:	: None
Company's securities holding as at 31 <sup>st</sup> December 2015	: 87,750 shares = 0.20 % (No change)
Work Experience:	: 1996 – present    Director Podium Home Center Co., Ltd.
Current position in other organization	
- in listed companies	: None
- in non-listed companies	: 1 company    Director - Podium Home Center Co., Ltd.
- in other organization that may cause any conflict of interest to Company	: None
Numbers of meeting attendances	: 4/4 times
Year in Position / start from	: 26 years / Year 1990
Conflict of Interest	: - Not being a director who get the monthly benefit from the Company - Not being any kind of service professional to the Company - Not having any relationship with any business linking to the Company which influent to the decision making independently.

### 2. Mr. Takaaki Takeuchi

Age	: 56 years
Position	: Director and Managing Director (Authorized Director)
Education	: Master of Science in Packaging, Michigan State University, USA.
Training by Thai Institute of Directors Association (IOD)	: None
Relationship	: None
Company's securities holding as at 31 <sup>st</sup> December 2015	: 90,000 shares = 0.21% (no change)
Work Experience	: 1997 – present    Managing Director Alucon Public Company Limited
Current position in other organization	
- in listed companies	: None
- in non-listed companies	: None
- in other organization that may cause any conflict of interest to Company	: 1 company    Director – Takeuchi Press Industries Co., Ltd.





Relationship	: None
Company's securities holding as at 31 <sup>st</sup> December 2015	: 59,400 shares = 0.14% (no change)
Work Experience	: 1998 – Present    Director & Plant Manager Alucon Public Company Limited
Current position in other organization	
- in listed companies	: None
- in non-listed companies	: None
- in other organization that may cause any conflict of interest to Company	: None
Numbers of meeting attendances	: 4/4 times
Year in Position / start from	: 18 years / Year 1998
Conflict of Interest	: - Being a director who get the monthly benefit from the Company - Not being any kind of service professional to the Company - Not having any relationship with any business linking to the Company which influent to the decision making independently.

## 5. Ms. Salinee Mahtani

Age	: 50 years
Position	: Director, General Manager
Education	: Master Degree in International Business – KOBE University
Training by Thai Institute of Directors Association (IOD)	: Directors Accreditation Program (DAP) – in year 2003 Understanding the Fundamental of Financial Statement – in year 2006
Relationship	: None
Company's securities holding as at 31 <sup>st</sup> December 2015	: 245,000 shares = 0.56% (increased from 45,000 to 245,000 shares)
Work Experience:	: 1998 – Present    Director – General Manager Alucon Public Company Limited
Current position in other organization	
- in listed companies	: None
- in non-listed companies	: None
- in other organization that may cause any conflict of interest to Company	: None
Numbers of meeting attendances	: 3/4 times
Year in Position / start from	: 18 years / Year 1998
Conflict of Interest	: - Being a director who get the monthly benefit from the Company - Not being any kind of service professional to the Company - Not having any relationship with any business linking to the Company which influent to the decision making independently.

## 6. Mr. Yoshihiro Mitsuta

Age	: 66 years
Position	: Director – Senior Technical Manager
Education	: Bachelor of Engineering, Waseda University, Japan
Training by Thai Institute of Directors Association (IOD)	: None
Relationship	: None
Company's securities holding as at 31 <sup>st</sup> December 2015	: None
Work Experience	: 2008 – present    Director – Senior Technical Manager Alucon Public Company Limited 2002 – 2008        Senior Technical Manager ALUCON Public Company Limited
Current position in other organization	
- in listed companies	: None
- in non-listed companies	: None
- in other organization that may cause any conflict of interest to Company	: None
Numbers of meeting attendances	: 3/4 times
Year in Position / start from	: 8 years / Year 2008
Conflict of Interest	: - Being a director who get the monthly benefit from the Company - Not being any kind of service professional to the Company - Not having any relationship with any business linking to the Company which influent to the decision making independently.

## 7. Mr. Toshiyuki Koike

Age	: 43 years
Position	: Independent Director, Audit Committee - Chairman
Education	: Bachelor of Arts (Economic and Literature), Aoyama Gakuin University, Japan Master of Management, Mahidol University, Thailand
Training by Thai Institute of Directors Association (IOD) :	: None
Relationship:	: None
Company's securities holding as at 31 <sup>st</sup> December 2015	: None
Work Experience:	: 2012– present    Managing Director ENZO International Co., Ltd. 2010 – 2012        Managing Director OSD Network Co., Ltd.
Current position in other organization	
- in listed companies	: None
- in non-listed companies	: 1 company        Managing Director – OSD Network Co., Ltd.
- in other organization that may cause any conflict of interest to Company	: None

Numbers of meeting attendances	: 4/4 times
Year in Position / Start from	: 6 years / year 2010
Conflict of Interest	: - Not being a director, employee, consultant who get the monthly benefit from the Company - Not being any kind of service professional to the Company - Not having any relationship with any business linking to the Company which influent to the decision making independently.

## 8. Mr. Krit Indhewat

Age	: 75 years
Position	: Independent Director, Audit Committee
Education	: Bachelor Degree – London University, England
Training by Thai Institute of Directors Association (IOD)	: None
Relationship	: None
Company's securities holding as at 31 <sup>st</sup> December 2015	: 13,500 shares = 0.03% (no change)
Work Experience	: Managing Partner    Director – Advance Ad Co., Ltd. Board Consultant - Kodanmal Co., Ltd.
Current position in other organization	
- in listed companies	: None
- in non-listed companies	: 2 companies    Director – Advance Ad Co., Ltd. Board Consultant - Kodanmal Co., Ltd.
- in other organization that may cause any conflict of interest to Company	: None
Numbers of meeting attendances	: 3/4 times
Year in Position	: 16 years / Year 2000
Conflict of Interest	: - Not being a director who get the monthly benefit from the Company - Not being any kind of service professional to the Company - Not having any relationship with any business linking to the Company which influent to the decision making independently.

## 9. Ms. Vrinporn Uer-anant

Age	: 66 years
Position	: Independent Director and Audit Committee
Education	: BBA, Faculty of Accounting, Chulalongkorn University MBA, Utah State University, USA
Training by Thai Institute of Directors Association (IOD)	: Directors Accreditation Program (DAP) – in year 2004 Finance for Non-Finance Director in year 2007
Relationship	: Sister – Mr. Vibool Uer-anant
Company's securities holding as at 31 <sup>st</sup> December 2015	: 154,300 shares = 0.36% (no change)
Work Experience	: 2013 – present    Consultant – Quality Management System 2006 – 2013    Lecturer, School of Management and Economic, Assumption University (ABAC)



#### Current position in other organization

- in listed companies : None
- in non-listed companies : 3 companies : Director – Q.Street Co., Ltd.  
Director – Thai Farmer Properties Co., Ltd.  
Director – Moon Light Bay Co., Ltd.
- in other organization that may cause any conflict of interest to Company : None
- Numbers of meeting attendances : 4/4 times
- Year in Position / Start from : 22 years / 1994
- Conflict of Interest : - Not being a director, employee, consultant who get the monthly benefit from the Company  
- Not being any kind of service professional to the Company  
- Not having any relationship with any business linking to the Company which influent to the decision making independently.

#### 10 Mr. Vibool Uer-anant

- Age : 60 years
- Position : Director
- Education : M.P.A California State University, Fullerton, USA.
- Training by Thai Institute of Directors Association (IOD) : Directors Certification Program (DCP) – in year 2015  
Risk Management Program (RMP) in year 2015
- Relationship: : Brother – Ms. Vrinporn Uer-anant
- Company's securities holding as at 31<sup>st</sup> December 2015 : 10,000 shares = 0.02% (no change)
- Work Experience: : 2001– present Managing Director  
Varothorn Parts & Service Co., Ltd.  
2002 – present Managing Director  
Sama Biz Co., Ltd.
- Current position in other organization:
- in listed companies : None
- in non-listed companies : 2 companies Managing Director – Vorothon Part & Service Co., Ltd.  
Managing Director – Sama Biz Co. Ltd.
- in other organization that may cause any conflict of interest to Company : None
- Numbers of meeting attendances : : 4/4 times
- Proposed position : Director
- Year in Position / Start from : 2 year 4 months / 11<sup>th</sup> November 2013
- Conflict of Interest : - Not being a director, employee, consultant who get the monthly benefit from the Company  
- Not being any kind of service professional to the Company  
- Not having any relationship with any business linking to the Company which influent to the decision making independently.

## EXPLANATION AND ANALYSIS OF FINANCIAL STATUS AND BUSINESS PERFORMANCE

### Feasibility of Capital Structure

The capital structure with a debt to equity ratio of 0.46:1 should be considered as a satisfactory. The cash flow and considering annual depreciation of MB 504 should provide funds for further expansion. The Company has a high credit rating and is able to obtain funds to cover costs of expansions of production facilities. The quality of assets starting from buildings to machinery and equipment is well maintained.

Profitability should be considered as adequate for the industry. Though, the high quality standard of the Company's packaging materials is on the same level as other world leading producers, prices have to be in line with those of other Asian producers. Efficiency of the Company's operations is well maintained.

The operating results was significant improved in fourth quarter both sales and profit compared to same period of last year, this was due to the decrease of aluminium Ingots price during end of year 2015, decrease of energy cost, continuously improved productivity and energy saving, resulted to production cost decreased, and benefited from wakening of Thai Baht against US dollars and Japanese Yen had made the export sales increased. The said positive impacts accordingly made the full year sales and profit improved compared to year 2014 and reflects on 2015 a year of continuing trend of higher revenue and profit. (Please see more details in the Annual Registration Statement 2015 (Form 56-1 Part III Financial Position and Results of Operation).

### Reasons for material changes in operation or financial ratio

There are no material changes in operations. Change of financial ratio due to large investments.

### Extraordinary item which have material impact on the Company's operation

There are no extraordinary items that have an impact on the Company's profitability.

### Explanation on the material differences

There are no material differences between the actual and projected performance of the previous year.

### Significant changes

There are no significant changes that have an effect on the Company's financial statement and operating result.

### Effect from the changes in restructure of the Group shareholding

There are no changes in the structure of the Company and group shareholding.

### Guarantee contingent, liabilities, investment or commitments.

Please refer to Note 5 paged 72 and Note 32 paged 98

### Factors related to investment decision

#### Legal Dispute

The company is not involved in any legal dispute.

#### Obligation on future issuance of shares

The Company has no obligation to issue new shares at present.

#### Information regarding debenture or promissory notes:

The Company does not hold and has not issued any debentures or promissory notes.

## FUTURE PLAN

In year 2016, Alucon has development projects for the business in the near future as follows:

- The consolidation of existing tube plants between Sriracha and Samrong has been in progress. We transferred two production lines; the first one already started production and the second one has been installing and we plan to start the production in Q2 of year 2016. Then in Q3 this year, we plan to terminate the operation at the old factory side in Samrong plant, and the other new factory side in Samrong plant will be completely terminated within 5 – 12 years depending on company business situation. In Q4 of year 2016, we plan to transfer another aluminum tube production line to Sriracha plant starting up in Q1 of year 2017. After that, we plan to purchase a second-hand aluminum tube production line and it will be starting up in Q2 of year 2017.
- Visual camera inspecting systems were applied more together with the automatic packing system for saving the number of operators per production lines.
- We have been developing aluminum alloy slug for aluminum aerosol can production which makes lightweight cans available.
- We have been investing for improving the quality, efficiency and capacity in SPS

## Relations with Investors

Board of Directors recognizes the importance that the Company discloses material information correctly, timely and transparently even financial statements or general information along with important information that may effect in price of company securities. Company discloses via the SET Client Portal (SCP) and [www.setportal.set.or.th](http://www.setportal.set.or.th) and by our company website. Investors to be notified of such material information should visit our website at [www.alucon.th.com](http://www.alucon.th.com) or contact our e-mail address at [alucon@ksc.th.com](mailto:alucon@ksc.th.com), contact person: Ms. Kanjana Piyachart, Investment Relation (IR).

## Control of Internal Information

The Company has disclosed the internal information to a few involved directors as they have never used it for their own sake on share sale transaction including not disclosed it to the others.

The Company has code of ethic and conducts to avoid/suspend on securities transaction within one (1) month before announce the information to the public. In addition, it also cascades to all directors and executives on the notification of SEC, section 59 of Act of SEC and SCT (1992) that they and their spouse and minor child are required to report the holding of the Company's securities to SEC within 30 days once being appointment as director and every time on their change of securities holding, of which it must be reported to SEC within 3 days as its copies must be sent to the Corporate Secretary for reference. Previously, there is no occurrence of abused internal information usage by the directors and executives for their sake or others.

The directors and executives have reported the change on securities holding to SEC according to section 59 of Act of SEC and SET (1992). In case there is change on securities holding, the company secretary will be the person who collect the information and send the report to the SEC every time.

## Internal Control System

### Board of Directors' opinion in relation to the internal control system of the Company

The company has assessed the internal control system from the assessment report by the Audit Committee and it can be concluded that it is composed of 5 factors: internal control in organization, risk assessment, controlling on operation, IT system and communication and monitoring system. The Audit Committee reviewed that the Company's internal control over transactions with major shareholders, directors, executives or connected persons is sufficient. For internal control on other articles, the Committee considers it has sufficient internal control system as well.

### Audit Committee's opinion

The Audit Committee have no opinion different from the opinion of the Board of Directors or the Auditor.

## Head of Internal Audit and Compliance Leader

The company has hired the outsourced internal audit who is Dhamniti Auditing Co., Ltd., Registration No. 0105527006444 located at No. 267/1 Pracharatch Sai 1 Road, Bangsue District, Bangkok.

With regard to the Compliance Leader, the Company has assigned to the Manager of Legal Department to be responsible for this function.

## Company Secretary

The Board of Directors' Meeting had a resolution on 6<sup>th</sup> August 2010 for the appointment of Mr. Pitipong Archamongkol, a Legal Manager, as a Company Secretary.

### The information and their responsibilities are as follows:

#### Mr. Pitipong Archamongkol

Age	: 42 years
Position	: Legal Manager and Corporate Secretary
Appointing Date	: 6 <sup>th</sup> August 2010
Education:	: Bachelor Degree on Law from Chulalongkorn University Master Degree on Business Law from Chulalongkorn University Certificate on International Trade Law from Thammasat University
Training by IOD	: Company Secretary Program on year 2011 Board Reporting Program on year 2011
Shareholding	: 100 shares = 0.0002 % (No change)
Work Experience	: 2010 – present Legal Manager and Corporate Secretary ALUCON Public Company Limited : 2004 – 2010 Legal Manager - Siam Nissan Automobile Co., Ltd. : 1996 – 2004 Senior Associate - Johnson Stokes & Master



### Scope of Responsibility of Corporate Secretary shall be as follows:

1. To organize the Executive Committee's meetings, the Board of Directors' meetings and shareholders' meetings in compliance with the applicable laws and regulations;
2. To prepare and keep the following documents:
  - a. Directors' registration;
  - b. the invitation to the Board of Directors' and the Executive Committees' meetings, the minutes of the Board of Directors' and the Executive Committees' meetings, including Annual Report of the Company; and
  - c. the invitation to the shareholders' meetings and the minutes of the shareholders' meetings;
3. To keep the report on interest filed by Directors or Executive;
4. To provide an advice to the Directors as regards the laws and regulations in relation to the good corporate governance, the maintenance of the status as a listed company and other laws and regulations relevant to the Company's businesses;
5. To monitor and ensure that the disclosure of information is in compliance with the regulations of the Stock Exchange of Thailand, the SEC and other supervisory agencies as well as the good corporate governance principles; and
6. To perform other tasks as stipulated by the Capital Market Supervisory Board or as assigned by the Board of Directors.

## AUDIT COMMITTEE

In order to have proper checks and balances, and to manage and operate according to the policy of Good Governance, the Company has appointed one sub-committee which is Audit Committee, of which composed of 3 persons as follows:

### 1. Mr. Toshiyuki Koike

Age:	43 years
Position:	Chairman - Audit Committee
Education:	Bachelor of Arts in Economic, Aoyama Gakuin University, Japan Bachelor of Arts in Literature, Aoyama Gakuin University, Japan Master of Management, Mahidol University, Thailand
Shareholding:	None
Work Experience:	2012 – present    Managing Director ENZO International Co., Ltd. 2010 – 2012      Managing Director OSD Network (Thailand) Co., Ltd.

### 2. Mr. Krit Indhewat

Age:	75 years
Position:	Audit Committee
Education:	Bachelor Degree – London University, England
Shareholding:	13,500 shares = 0.03 %
Work Experience:	Managing Partner    Director – Advance Ed Co., Ltd. Board Consultant - Kodanmal Co., Ltd.

### 3. Ms. Vrinporn Uer-anant

Age:	66 years
Position:	Audit Committee
Education:	BBA, Chulalongkorn University MBA, Utah State University, USA
Shareholding:	154,300 shares = 0.36 %
Work Experience:	2013 – present    Consultant – Quality Management System 2006 – 2013      Lecturer, School of Management and Economic, Assumption University (ABAC)

## Scope of Duties:

1. To review the Company's financial reporting process to ensure that it is accurate and adequate;
2. To review the Company's internal control system and internal audit system to ensure their appropriateness and efficiency, to consider the adequacy of the budget and manpower and to review the independence of the Internal Audit Office as well as to approve the appointment, transfer and dismissal of the head of the Internal Audit Office or any other unit in charge of an internal audit;
3. To review that the Company is in compliance with securities and exchange laws, the regulations of the SET and the laws relevant to the Company's businesses;
4. To consider, select, nominate and dismiss independent person(s) to be elected as the Company's external auditor(s) as well as to propose their remuneration, and to attend a non-management meeting with the external auditor(s) at least once a year;
5. To consider the connected transactions or the transactions that may lead to conflict of interests to ensure that those transactions are in compliance with the laws and regulations of the SET, and are justifiable and for the utmost benefit of the Company;
6. To prepare and disclose in the Company's Annual Report, the Audit Committee's report which must be signed by the Chairman of the Audit Committee and consist of at least the following information:
  - An opinion on the accuracy, completeness and creditability of the Company's financial report;
  - An opinion on the adequacy of the Company's internal control system;
  - An opinion on the compliance with the securities and exchange laws, the regulations of the SET, Capital Market Supervisory Board or the laws relevant to the Company's businesses;
  - An opinion on the suitability of the external auditor(s);
  - An opinion on the transactions that may lead to conflict of interests;
  - The number of the Audit Committee's meeting, and the meeting attendance by each committee member;
  - An opinion or overview comment of the Audit Committee derived from their performance of duties under the scope of the Audit Committee Charter;
7. To perform any other duties as assigned by the Board of Directors as the Audit Committee may agree.

## Term of Office of Audit Committee

An Audit Committee member has a term of office of 3 years each by the resolution of Board of Directors, except an Audit Committee member who has been appointed to fill a vacancy for any reason other than by rotation, in which case he shall retain office for the remaining term of office of the Audit Committee member whom he replaces.

## NOTE FROM AUDIT COMMITTEE

The Audit Committee of Alucon Public Company Limited was appointed by the Board of Directors. There are three audit committee members whose qualifications meet the Audit Committee's charters which are consistent with the provision of the Office of Securities and Exchange Commission. The names of committee members are as follows:

- |                           |                                 |
|---------------------------|---------------------------------|
| 1. Mr. Toshiyuki Koike    | Chairman of the Audit Committee |
| 2. Mr. Krit Indhewat      | Audit Committee Member          |
| 3. Ms. Vrinporn Uer-anant | Audit Committee Member          |

and Mr. Pitipong Archamongkol, Company Secretary, as a coordinator to Audit Committee.

The Audit Committee performs its duties within the scope, duties, and responsibilities as designated by the Board of Directors which fully accord with the stipulation of the Stock Exchange of Thailand's notifications.

In 2015, the Audit Committee held four meetings. Every committee member had perfect attendance for all committee meetings. Sometimes the Audit Committee attended meetings with top management. In essence, the Audit Committee's performance can be summarized as follows:

1. Reviewed quarterly and annual financial statements to ensure that the Company's financial statements were made accurately and reliably. The Audit Committee agreed with the auditors that the essence of these financial statements was accurate as deemed appropriate according to the generally accepted accounting standards.
2. Reviewed to ensure that the Company maintains a suitable, adequate, and efficient internal control system. In this regard, internal audit experts were commissioned to conduct assessment and internal auditors also conducted internal audit of core operating systems in accordance with the annual audit plan which was reviewed and approved by the Audit Committee. In addition, they were also assigned to keep track of rectification of the discrepancies described in the audit report. It was discerned that the Company's internal control system was adequate and suitable with the nature of the business and no significant shortcomings or weaknesses were found. Property maintenance was carried out properly and full information disclosure was observed.
3. Furthermore, the Audit Committee reviewed the internal audit system by examining the tasks, scope of operation, roles and responsibilities, head counts and the independence of the internal audit unit. The internal audit unit was thereby required to submit audit reports to the Audit Committee and present management reports to the Management. It was discerned that the Company's internal audit was conducted independently, adequately and effectively.
4. Reviewed risk management. In this regard, the Company conducted operational risk management activities, whereby various operating units identified the risks, assessed risks stemming from internal and external factors, conducted risk management and monitored each unit's progress to ensure that they could perform and achieved prescribed targets. If there were incidents which might hamper the organization's efforts to achieve its objectives, such risk could be timorous managed and contained with an acceptable level. In this regard, the Audit Committee observed that the Company has a suitable, adequate and effective risk management system.



5. Reviewed to ensure that Company complied with securities and stock exchange laws, SET provisions or other laws which are pertinent to its business operation. It was discerned that no significant shortcomings were found in regard to non-compliance with relevant laws and provisions.
6. Reviewed and commented the execution of connected transactions or items which might pose conflict of interest. It was discerned that there were no items that posed conflict of interest and the Company disclosed relevant information accurately and thoroughly.
7. Considered and proposed selection of auditors and audit fee to the Board of Directors for approval by the shareholders' meeting. The Audit Committee scrutinized performance of the auditors last year as well as their knowledge, expertise, and independence. Then, the Audit Committee recommended the Board of Directors to request the shareholders' meeting to approve the appointment of Ms. Orawan Chunhakitpaisan and/or Mr. Banthit Tangpakorn and/or Mr. Ekkasit Chuthamsatid of KPMG Phoomchai Audit Limited as the auditors for the year 2016. Total audit fee is 1,110,000 Baht per annum.

In conclusion, the Audit Committee fully performed its duties as stipulated in the charters of the Audit Committee which was approved by the Board of Directors. In the Audit Committee's opinion, the Company has had accurate and robust reporting of financial and operational data and also has had suitable and effective internal control system, internal audit, and risk management. In addition, the Company also properly complied with the laws and provisions and fulfilled obligations; connected items were executed properly; the operation was conducted in conformity with the corporate governance system adequately, transparently and reliably. Finally, the Audit Committee also examined the auditors' independence for appointment and submitted a proposal of audit fee.

Mr. Toshiyuki Koike  
Chairman of Audit Committee

### Opinion of Independent Directors:

Mr. Somchai Aungsanant

Mr. Toshiyuki Koike

Mr. Krit Indhewat

Ms. Vrinporn Uer-anant

The Independent Directors have carefully considered the connected transactions as stated on page 12-13 of the Annual Report. In view of customers in Japan requiring special attention and excellent service the assistance of Takeuchi Press Industries Co., Ltd., Japan is most suitable to increase the sales of the Company to Japan. There is no disadvantage to Alucon by such an intermediary but it ensures regular sales to customers in Japan. Accordingly, the Independent Directors considered such connected transactions as beneficial to the Company.

The Independent Directors considered the performance of the Company respectively its various factories as satisfactory. However, they recommend that efficiency is increased further which should increase profitability.

# ALUCON PUBLIC COMPANY LIMITED

## Financial statements

for the year ended 31<sup>st</sup> December 2015

and

Independent Auditor's Report

# INDEPENDENT AUDITOR'S REPORT

## To the Shareholders of Alucon Public Company Limited

I have audited the accompanying financial statements of Alucon Public Company Limited (the “Company”), which comprise the statement of financial position as at 31 December 2015, the statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

## Management's Responsibility for the Financial Statements

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

## Auditor's Responsibility

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

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

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

## Opinion

In my opinion, the financial statements present fairly, in all material respects, the financial position of the Company as at 31 December 2015, its financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

(Banthit Tangpakorn)  
Certified Public Accountant  
Registration No. 8509

KPMG Phoomchai Audit Ltd.  
Bangkok  
19 February 2016

## STATEMENT OF FINANCIAL POSITION

		31 December	
Assets	Note	2015	2014
		(in Baht)	
<i>Current assets</i>			
Cash and cash equivalents	6	200,025,289	50,620,684
Trade accounts receivable	5, 7	1,025,028,787	912,842,300
Inventories	8	1,094,081,524	1,371,214,258
Refundable value added tax		16,889,759	64,902,721
Other current assets		10,968,296	9,641,012
<b>Total current assets</b>		<b>2,346,993,655</b>	<b>2,409,220,975</b>
<i>Non-current assets</i>			
Property, plant and equipment	9	4,183,516,285	4,366,964,452
Intangible assets	10	9,194,473	8,345,779
Deferred tax assets	11	44,545,622	64,364,501
Other non-current assets		303,909	303,909
<b>Total non-current assets</b>		<b>4,237,560,289</b>	<b>4,439,978,641</b>
<b>Total assets</b>		<b>6,584,553,944</b>	<b>6,849,199,616</b>

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



## STATEMENT OF FINANCIAL POSITION

Liabilities and equity	Note	31 December	
		2015	2014
		(in Baht)	
<b><i>Current liabilities</i></b>			
Bank overdrafts and short-term loans from financial institutions	12	91,084,600	134,833,537
Trade accounts payable	5, 13	237,547,514	369,436,083
Other accounts payables to and short-term loans from related parties	5, 12	1,027,693,740	1,383,678,293
Other accounts payables	14	121,497,309	196,693,445
Income tax payable		94,043,472	62,166,545
Other current liabilities	15	21,429,093	21,466,903
<b>Total current liabilities</b>		<b>1,593,295,728</b>	<b>2,168,274,806</b>
<b><i>Non-current liabilities</i></b>			
Deferred income	16	23,618,784	29,404,594
Employee benefit obligations	17	464,759,083	483,296,510
<b>Total non-current liabilities</b>		<b>488,377,867</b>	<b>512,701,104</b>
<b>Total liabilities</b>		<b>2,081,673,595</b>	<b>2,680,975,910</b>

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

## STATEMENT OF FINANCIAL POSITION

Equity	Note	31 December	
		2015	2014
		(in Baht)	
Share capital	18		
Authorised share capital		<u>432,000,000</u>	<u>432,000,000</u>
Issued and paid-up share capital		431,999,860	431,999,860
Additional paid-in capital			
Premium on ordinary shares	18	254,000,000	254,000,000
Retained earnings			
Appropriated			
Legal reserve	19	43,200,000	43,200,000
Unappropriated		<u>3,773,680,489</u>	<u>3,439,023,846</u>
<b>Total equity</b>		<u><b>4,502,880,349</b></u>	<u><b>4,168,223,706</b></u>
<b>Total liabilities and equity</b>		<u><b>6,584,553,944</b></u>	<u><b>6,849,199,616</b></u>

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

# STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December

	Note	2015	2014
		(in Baht)	
<b>Income</b>			
Revenue from sale of goods	5, 20, 28	5,769,871,462	5,625,472,548
Net foreign exchange gain		55,693,269	5,276,891
Other income	21	182,370,986	189,274,760
<b>Total income</b>		<b>6,007,935,717</b>	<b>5,820,024,199</b>
<b>Expenses</b>			
Cost of sale of goods	5, 8	4,711,239,817	4,566,779,201
Selling expenses	5, 22	147,538,274	153,383,985
Administrative expenses	23	155,398,084	157,757,581
Finance costs	5, 26	25,496,336	26,270,063
<b>Total expenses</b>		<b>5,039,672,511</b>	<b>4,904,190,830</b>
<b>Profit before income tax expense</b>		<b>968,263,206</b>	<b>915,833,369</b>
Income tax expense	27	193,195,834	165,105,249
<b>Profit for the year</b>		<b>775,067,372</b>	<b>750,728,120</b>
<b>Other comprehensive income (loss)</b>			
<i>Items that will never be reclassified to profit or loss</i>			
Defined benefit plan actuarial losses	17	(10,513,584)	-
Income tax on other comprehensive income	27	2,102,715	-
<b>Other comprehensive loss for the year, net of income tax</b>		<b>(8,410,869)</b>	<b>-</b>
<b>Total comprehensive income for the year</b>		<b>766,656,503</b>	<b>750,728,120</b>
<b>Basic earnings per share</b>	<b>29</b>	<b>17.94</b>	<b>17.38</b>

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

## STATEMENT OF CHANGES IN EQUITY

		Issued and paid-up share capital	Additional paid-in capital Premium on ordinary shares	Retained earnings		Total equity
	Note			Legal reserve (in Baht)	Unappropriated	
<b>Year ended 31 December 2014</b>						
Balance at 1 January 2014		431,999,860	254,000,000	43,200,000	3,033,895,614	3,763,095,474
Transactions with owners, recorded directly in equity						
<i>Distribution to owners of the Company</i>						
Dividends to owners of the Company	30	-	-	-	(345,599,888)	(345,599,888)
<i>Total distribution to owners of the     Company</i>		-	-	-	(345,599,888)	(345,599,888)
Total transactions with owners, recorded directly in equity		-	-	-	(345,599,888)	(345,599,888)
Comprehensive income for the year						
Profit for the year		-	-	-	750,728,120	750,728,120
Other comprehensive income		-	-	-	-	-
Total comprehensive income for the year		-	-	-	750,728,120	750,728,120
Balance at 31 December 2014		<u>431,999,860</u>	<u>254,000,000</u>	<u>43,200,000</u>	<u>3,439,023,846</u>	<u>4,168,223,706</u>
<b>Year ended 31 December 2015</b>						
Balance at 1 January 2015		431,999,860	254,000,000	43,200,000	3,439,023,846	4,168,223,706
Transactions with owners, recorded directly in equity						
<i>Distribution to owners of the     Company</i>						
Dividends to owners of the Company	30	-	-	-	(431,999,860)	(431,999,860)
<i>Total distribution to owners of the     Company</i>		-	-	-	(431,999,860)	(431,999,860)
Total transactions with owners, recorded directly in equity		-	-	-	(431,999,860)	(431,999,860)
Comprehensive income for the year						
Profit for the year		-	-	-	775,067,372	775,067,372
Other comprehensive loss		-	-	-	(8,410,869)	(8,410,869)
Total comprehensive income for the year		-	-	-	766,656,503	766,656,503
Balance at 31 December 2015		<u>431,999,860</u>	<u>254,000,000</u>	<u>43,200,000</u>	<u>3,773,680,489</u>	<u>4,502,880,349</u>

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



## STATEMENT OF CASH FLOWS

		For the year ended 31 December	
	Note	2015	2014
		(in Baht)	
<b><i>Cash flows from operating activities</i></b>			
Profit for the year		775,067,372	750,728,120
<i>Adjustments for</i>			
Depreciation	9	504,007,901	433,401,184
Amortisation of intangible assets	10	2,051,004	1,799,455
Recognised deferred income	16	(5,785,809)	(5,785,809)
Interest income		(175,943)	(243,761)
Finance costs	26	25,496,336	26,270,063
Unrealised loss (gain) on exchange		3,724,439	(11,252,518)
(Reversal) loss from devaluation of inventories	8	(7,012,138)	5,972,243
Gain on disposal of plant and equipment		(1,691,619)	(405,760)
Provision for employee benefit obligations	17	52,393,091	60,702,030
Income tax expense	27	193,195,834	165,105,249
		<u>1,541,270,468</u>	<u>1,426,290,496</u>
<i>Changes in operating assets and liabilities</i>			
Trade accounts receivable		(107,797,563)	(34,048,377)
Inventories		284,144,871	(377,562,717)
Refundable value added tax		48,012,962	281,896
Other current assets		(1,327,472)	(2,192,622)
Other non-current assets		-	(94,999)
Trade accounts payable		(132,080,165)	131,679,142
Other accounts payables to related parties		1,014,947	(9,091,014)
Other accounts payables		(13,587,808)	23,597,102
Other current liabilities		(37,811)	(755,310)
<b>Cash generated from operating activities</b>		<b>1,619,612,429</b>	<b>1,158,103,597</b>
Income tax paid		(139,397,312)	(162,510,318)
Employee benefit obligations paid		(81,444,104)	(33,063,191)
<b>Net cash from operating activities</b>		<b><u>1,398,771,013</u></b>	<b><u>962,530,088</u></b>

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

## STATEMENT OF CASH FLOWS

		For the year ended 31 December	
	Note	2015	2014
		(in Baht)	
<b><i>Cash flows from investing activities</i></b>			
Interest received		176,132	241,172
Purchase of plant and equipment		(382,607,958)	(890,098,092)
Sale of plant and equipment		2,148,060	897,036
Purchase of intangible assets		(3,034,198)	(336,700)
<b>Net cash used in investing activities</b>		<b>(383,317,964)</b>	<b>(889,296,584)</b>
<b><i>Cash flows from financing activities</i></b>			
Finance costs paid		(27,426,147)	(27,807,312)
Dividends paid	30	(431,999,860)	(345,599,888)
(Decrease) increase in bank overdrafts		(1,952,637)	1,742,161
Proceeds from short-term loans from related party		240,000,000	280,000,000
Repayment of short-term loans from related party		(595,000,000)	-
Proceeds from short-term loans from financial institutions		55,603,600	-
Repayment of short-term loans from financial institutions		(105,273,400)	-
<b>Net cash used in financing activities</b>		<b>(866,048,444)</b>	<b>(91,665,039)</b>
<b>Net increase (decrease) in cash and cash equivalents</b>		<b>149,404,605</b>	<b>(18,431,535)</b>
Cash and cash equivalents at 1 January		50,620,684	69,052,219
<b>Cash and cash equivalents at 31 December</b>	6	<b>200,025,289</b>	<b>50,620,684</b>

### ***Non-cash transaction***

During the year ended 31 December 2015, the Company acquired plant and equipment and intangible assets totalling Baht 321 million (2014: Baht 801 million), and cash payments of Baht 386 million (2014: Baht 890 million) were made to purchase plant and equipment.

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

## NOTES TO THE FINANCIAL STATEMENTS

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# NOTES TO THE FINANCIAL STATEMENTS

These notes form an integral part of the financial statements.

The financial statements issued for Thai statutory and regulatory reporting purposes are prepared in the Thai language. These English language financial statements have been prepared from the Thai language statutory financial statements, and were approved and authorised for issue by the Board of Directors on 19 February 2016.

## 1 General information

Alucon Public Company Limited, the “Company”, is incorporated in Thailand and has its registered office at 500 Moo 1, Soi Sirikam, Sukhumvit 72 Road, North Samrong, Muang, Samut Prakarn. Another plant at Chonburi is located at 272/5, Moo 3, Bor Win, Sriracha, Chonburi.

The Company was listed on the Stock Exchange of Thailand in November 1989 and converted to a public company in May 1994.

The parent company during the financial year was Takeuchi Press Industries Company Limited, incorporated in Japan, which held 66.91% of the paid up share capital.

The principal businesses of the Company are producing and distributing aluminium containers such as Aluminium Collapsible Tubes, Aluminium Monobloc Aerosol Cans, Aluminium Rigid Wall Containers, Aluminium Bottles, Technical Impact Extrusions, Aluminium Slugs (Blanks), Aluminium Coils, Aluminium Pellets, strips, plates, etc.

## 2 Basis of preparation of the financial statements

### (a) Statement of compliance

The financial statements are prepared in accordance with Thai Financial Reporting Standards (“TFRS”); guidelines promulgated by the Federation of Accounting Professions (“FAP”); and applicable rules and regulations of the Thai Securities and Exchange Commission.

The FAP has issued new and revised TFRS effective for annual accounting periods beginning on or after 1 January 2015. The initial application of these new and revised TFRS has resulted in changes in certain of the Company’s accounting policies. The effects of these changes are disclose in note 3 to the financial statements.

In addition to the above new and revised TFRS, the FAP has issued a number of other new and revised TFRS which are effective for annual financial periods beginning on or after 1 January 2016 and have not been adopted in the preparation of these financial statements. Those new and revised TFRS that are relevant to the Company’s operations are disclosed in note 33 to the financial statements.



## NOTES TO THE FINANCIAL STATEMENTS

### (b) Basis of measurement

The financial statements have been prepared on the historical cost basis except for the following item, which is measured on an alternative basis on each reporting date.

Items	Measurement bases
Net defined benefit liability	Present value of the defined benefit obligation, limited as explained in Note 4 (k)

### (c) Functional and presentation currency

The financial statements are presented in Thai Baht, which is the Company's functional currency. All financial information presented in Thai Baht has been rounded in the notes to the financial statements to the nearest thousand unless otherwise stated.

### (d) Use of estimates and judgements

The preparation of financial statements in conformity with TFRS requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

#### *Assumptions and estimation uncertainties*

Information about significant areas of estimation uncertainties and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following notes:

Note 4 (o) and 11	Current and deferred taxation
Note 17	Measurement of defined benefit obligations
Note 31	Valuation of financial instruments

#### *Measurement of fair values*

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values. This includes a valuation team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the CFO

The valuation team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the valuation team assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of TFRS, including the level in the fair value hierarchy in which such valuations should be classified.

## NOTES TO THE FINANCIAL STATEMENTS

Significant valuation issues are reported to the Company Audit Committee.

When measuring the fair value of an asset or a liability, the Company uses market observable data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or liability might be categorised in different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes:

- Note 31 – financial instruments.

### 3 Changes in accounting policies

#### (a) Overview

From 1 January 2015, consequent to the adoption of new and revised TFRS as set out in note 2, the Company has adopted the following new and revised TFRS having an effect on the Company's financial statements:

- |                         |                        |
|-------------------------|------------------------|
| • TFRS 13               | Fair Value Measurement |
| • TAS 19 (revised 2014) | Employee Benefits      |

A description of the nature and effect of the changes in accounting policy consequent to the adoption of this revised TFRS is included in notes 3(b) to 3(c) below:

#### (b) Fair value measurement

TFRS 13 establishes a single framework for measuring fair value and making disclosures about fair value measurements, when such measurements are required or permitted by other TFRSs. In particular, it unifies the definition of fair value as the price at which an orderly transaction to sell an asset or to transfer a liability would take place between market participants at the measurements date. It also replaces and expands the disclosure requirements about fair value measurements in other TFRSs.

## NOTES TO THE FINANCIAL STATEMENTS

In accordance with the transitional provisions of TFRS 13, the Company has applied the new fair value measurement guidance prospectively, and has not provided any comparative information for new disclosures.

### (c) Defined benefit plans

As a result of TAS 19 (revised 2014), the Company has changed its accounting policy with respect to the basis for determining the income or expense related to defined benefit and actuarial gains and losses recognition.

TAS 19 (revised 2014) requires actuarial gains and losses to be recognised in other comprehensive income, and no longer permits recognition in profit or loss. This change of accounting policy has impact on the statement of comprehensive income for the year ended 31 December 2014 to increase of profit for the year and decrease of other comprehensive income of Baht 8 million and increase of basic earnings per share of Baht 0.19 per share. Management considered these effects are not material to the overall of financial statements. Accordingly, the Company has not retrospectively adjusted of the financial statements for the year ended 31 December 2014 for this change.

## 4 Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements except as explained in note 3, which addresses changes in accounting policies.

### (a) Foreign currencies transactions

Transactions in foreign currencies are translated to the functional currency at exchange rate at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the exchange rate at reporting date.

Non-monetary assets and liabilities measured at cost in foreign currencies are translated to the functional currency at the exchange rates at the dates of the transactions.

Foreign currency differences are generally recognised in profit or loss.

### (b) Derivative financial instruments

Derivative financial instruments are used to manage exposure to foreign exchange and commodity price risks arising from operational, financing and investment activities. Derivative financial instruments are not used for trading purposes. Gains and losses from commodity price swap agreement used to hedge anticipated future commodity purchases are recognised when the forecasted transaction occurs.

### (c) Cash and cash equivalents

Cash and cash equivalents in the statements of cash flows comprise cash balances, call deposits and highly liquid short-term investments. Bank overdrafts that are repayable on demand are a component of financing activities for the purpose of the statement of cash flows.

## NOTES TO THE FINANCIAL STATEMENTS

### (d) Trade and other accounts receivable

Trade and other accounts receivable are stated at their invoice value less allowance for doubtful accounts (if any).

The allowance for doubtful accounts is assessed primarily on analysis of payment histories and future expectations of customer payments. Bad debts are written off when incurred.

### (e) Inventories

Inventories are measured at the lower of cost and net realisable value.

Cost is calculated using the first in first out principle, and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. In the case of manufactured inventories and work-in-progress, cost includes an appropriate share of production overheads based on normal operating capacity and is calculated using standard cost adjusted to approximate average cost.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs to complete and to make the sale.

### (f) Property, plant and equipment

*Recognition and measurement*

*Owned assets*

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (if any).

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the assets to a working condition for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located, and capitalised borrowing costs. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

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

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognised net within profit or loss.

*Subsequent costs*

The cost of replacing a part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company, and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

## NOTES TO THE FINANCIAL STATEMENTS

### *Depreciation*

Depreciation is calculated based on the depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value.

Depreciation is charged to profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment. The estimated useful lives are as follows:

Land improvement	5 - 23	years
Buildings and building improvement	5 - 40	years
Machinery and equipment	2 - 20	years
Office equipment	3 - 5	years
Vehicles	5	years

No depreciation is provided on freehold land or assets under construction.

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

### **(g) Intangible assets**

Intangible assets that are acquired by the Company and have finite useful lives are measured at cost less accumulated amortisation and accumulated impairment losses (if any).

#### *Subsequent expenditure*

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in profit or loss as incurred.

#### *Amortisation*

Amortisation is based on the cost of the asset, or other amount substituted for cost, less its residual value.

Amortisation is recognised in profit or loss on a straight-line basis over the estimated useful lives of intangible assets from the date that they are available for use, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful lives for the current and comparative periods are as follows:

Software license	10	years
------------------	----	-------

Amortisation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

### **(h) Impairment**

The carrying amounts of the Company's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated.



## NOTES TO THE FINANCIAL STATEMENTS

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. The impairment loss is recognised in profit or loss.

### *Calculation of recoverable amount*

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

### *Reversals of impairment*

Impairment losses recognised in prior periods in respect of non-financial assets are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

### **(i) Interest-bearing liabilities**

Interest-bearing liabilities are recognised initially at fair value less attributable transaction charges. Subsequent to initial recognition, interest-bearing liabilities are stated at amortised cost with any difference between cost and redemption value being recognised in profit or loss over the period of the borrowings on an effective interest basis.

### **(j) Trade and other accounts payable**

Trade and other accounts payable are stated at cost.

### **(k) Employee benefits**

#### *Defined contribution plans*

Obligations for contributions to defined contribution plans are expensed as the related service is provided.

#### *Defined benefit plans*

The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any application minimum funding requirements.

## NOTES TO THE FINANCIAL STATEMENTS

Remeasurements of the net defined benefit liability, actuarial gain or loss are recognized immediately in other comprehensive income (“OCI”). The Company determines the interest expense on the net defined benefit liability for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period, taking into account any changes in the net defined benefit liability during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognized in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

### *Other long-term employee benefits*

The Company’s net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Remeasurements are recognized in profit or loss in the period in which they arise.

### *Short-term employee benefits*

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

## **(l) Provisions**

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as a finance cost.

## **(m) Revenue**

Revenue excludes value added taxes and other sales taxes and is arrived at after deduction of trade discounts and volume rebates.

### *Sale of goods*

Revenue is recognised in profit or loss when the significant risks and rewards of ownership have been transferred to the buyer. No revenue is recognised if there is continuing management involvement with the goods or there are significant uncertainties regarding recovery of the consideration due, associated costs or the probable return of goods.

### *Interest and other income*

Interest and other income are recognised in profit or loss as they accrue.

## NOTES TO THE FINANCIAL STATEMENTS

### (n) Finance costs

Finance costs comprise interest expense on borrowings and losses on hedging instruments that are recognised in profit or loss.

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method.

### (o) Income tax

Income tax expense for the year comprises current and deferred tax. Current and deferred tax are recognised in profit or loss except to the extent that they relate to items recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

The measurement of deferred tax reflects the tax consequences that would follow the manner in which the Company's expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

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 by the reporting date.

In determining the amount of current and deferred tax, the Company takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. The Company believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax law and prior experience. This assessment relies on estimates and assumptions and may involve a series of judgements about future events. New information may become available that causes the Company to change its judgement regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

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 realised simultaneously.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. 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 realised.

## NOTES TO THE FINANCIAL STATEMENTS

### (p) Earnings per share

The Company presents basic earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period, adjusted for own shares held.

### (q) Segment reporting

Segment results that are reported to the Company's CEO (the chief operating decision maker) include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly other income, selling and administrative expenses, loans and employee benefit obligations.

## 5 Related parties

For the purposes of these financial statements, parties are considered to be related to the Company if the Company has the ability, directly or indirectly, to control or joint control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Company and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

Relationships with related parties were as follows:

Name of entities	Country of incorporation	Nature of relationships
Takeuchi Press Industries Company Limited	Japan	Parent, 66.91% shareholding
Key management personnel		Persons having authority and responsibility for planning directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of the Company.

## NOTES TO THE FINANCIAL STATEMENTS

The pricing policies for transactions with related parties are explained further below:

Transactions	Pricing policies
Revenue from sale of goods	The market price or the price based on the memorandum of understanding. The selling price structure with the parent company is based on the actual cost incurred plus gross margin rate including the consideration of size, sale volume, country and transportation
Purchase of raw materials and spare parts	The market price
Purchase of machinery and equipment	The market price
Interest expense	1.20 – 1.90% per annum in 2015 and 1.75 – 2.50% per annum in 2014
License fee	Percentage of sales amount as determined in an agreement
Commission expenses	Percentage of sales amount as determined in an agreement
Key management personnel compensation	Amount approved by the directors and / or the shareholders

Significant transactions for the years ended 31 December with related parties were as follows:

	2015	2014
	(in thousand Baht)	
<b>Parent</b>		
Revenue from sale of goods	948,657	973,144
Purchase of raw materials and spare parts	11,397	12,320
Purchase of machinery and equipment	5,192	845
Interest expense	21,370	22,110
License fee	21,802	21,641
Commission expenses	2,557	2,866
Other expenses	154	61
<b>Key management personnel</b>		
Key management personnel compensation		
Short-term employee benefit	61,351	60,684
Retirement benefits	1,411	4,248
<b>Total</b>	<b>62,762</b>	<b>64,932</b>



## NOTES TO THE FINANCIAL STATEMENTS

Balances as at 31 December with related parties were as follows:

### *Trade account receivable from related party*

	2015 (in thousand Baht)	2014 (in thousand Baht)
<b>Parent</b>		
Takeuchi Press Industries Company Limited	<u>64,561</u>	<u>55,472</u>

### *Trade account payable to related party*

	2015 (in thousand Baht)	2014 (in thousand Baht)
<b>Parent</b>		
Takeuchi Press Industries Company Limited	<u>10</u>	<u>1,872</u>

### *Other accounts payable to and short-term loans from related parties*

	Interest rate		2015 (in thousand Baht)	2014 (in thousand Baht)
	2015 (% per annum)	2014 (% per annum)		
<b>Short-term loans</b>				
<b>Parent</b>				
Takeuchi Press Industries Company Limited	1.25 - 1.55	1.75 - 1.90	1,013,000	1,368,000

### *Other accounts payable*

<b>Parent</b>		
Takeuchi Press Industries Company Limited	44	116

### *Accrued license fee*

<b>Parent</b>		
Takeuchi Press Industries Company Limited	5,728	4,677

### *Accrued commission payable*

<b>Parent</b>		
Takeuchi Press Industries Company Limited	666	701

### *Accrued interest expense*

<b>Parent</b>		
Takeuchi Press Industries Company Limited	4,230	6,159

### *Accrued management's remuneration and other benefits*

Key management personnel	4,025	4,025
<b>Total</b>	<u>1,027,693</u>	<u>1,383,678</u>

## NOTES TO THE FINANCIAL STATEMENTS

Movements during the years ended 31 December of short-term loans from related party were as follows:

	2015	2014
	(in thousand Baht)	
<b>Short-term loans</b>		
<b>Parent</b>		
At 1 January	1,368,000	1,088,000
Increase	240,000	280,000
Decrease	(595,000)	-
<b>At 31 December</b>	<b>1,013,000</b>	<b>1,368,000</b>

### *Significant agreement with related party*

#### *Technical license agreement*

The Company entered into a technical license agreement with Takeuchi Press Industries Company Limited, the parent company. Under the term of the agreement, the parent company agrees to provide technical assistance inclusive technical information and know-how, equipment for manufacturing and right to sell the products. The Company is committed to pay a license and commission fee as indicated in an agreement. This agreement is valid for 10 years and shall be renewed automatically from year to year unless either party notifies to the other party by a written notice at least 6 months prior to the expiration of the agreement.

#### *Commitments for purchase of raw materials and spare parts*

	2015	2014
	(in thousand Baht)	
<b>Parent</b>		
Takeuchi Press Industries Company Limited	<b>4,338</b>	<b>5,578</b>

### *Significant memorandum of understanding*

On 9 February 2015, the Company entered into a memorandum of understanding with Takeuchi Press Industries Company Limited to supply aluminium slugs in quantity of about 6,000 MT for the production of aluminium monobloc aerosol cans and collapsible tubes for a period from April 2015 to March 2016. As at 31 December 2015, the Company has supplied aluminium slugs in quantity of 5,723 MT to the parent company.

## NOTES TO THE FINANCIAL STATEMENTS

### 6 Cash and cash equivalents

	2015	2014
	(in thousand Baht)	
Cash on hand	93	73
Cash at banks - current accounts	3,838	5,013
Cash at banks - saving accounts	196,094	45,535
<b>Total</b>	<b>200,025</b>	<b>50,621</b>

The currency denomination of cash and cash equivalents as at 31 December was as follows:

	2015	2014
	(in thousand Baht)	
Thai Baht (THB)	62,018	34,206
United States Dollars (USD)	129,088	15,542
Japanese Yen (YEN)	8,919	873
<b>Total</b>	<b>200,025</b>	<b>50,621</b>

## NOTES TO THE FINANCIAL STATEMENTS

### 7 Trade accounts receivable

	Note	2015	2014
		(in thousand Baht)	
Related party	5	64,561	55,472
Other parties		960,468	857,370
<b>Total</b>		<b>1,025,029</b>	<b>912,842</b>

Aging analyses for trade accounts receivable were as follows:

	2015	2014
	(in thousand Baht)	
<b>Related party</b>		
Within credit terms	64,561	55,472
	<b>64,561</b>	<b>55,472</b>
<b>Other parties</b>		
Within credit terms	774,710	692,318
Overdue:		
Less than 3 months	185,758	163,718
3 - 6 months	-	1,031
6 - 12 months	-	303
	<b>960,468</b>	<b>857,370</b>
<b>Total</b>	<b>1,025,029</b>	<b>912,842</b>

The normal credit term granted by the Company ranges from 7 days to 90 days.

The currency denomination of trade accounts receivable as at 31 December was as follows:

	2015	2014
	(in thousand Baht)	
Thai Baht (THB)	480,198	427,425
United States Dollars (USD)	431,995	352,468
Japanese Yen (YEN)	64,561	55,472
Australian Dollars (AUD)	34,874	60,548
Others (GBP, HKD and EUR)	13,401	16,929
<b>Total</b>	<b>1,025,029</b>	<b>912,842</b>

## NOTES TO THE FINANCIAL STATEMENTS

### 8 Inventories

	2015	2014
	(in thousand Baht)	
Finished goods	159,492	159,452
Work in progress	153,783	205,776
Raw materials	459,977	483,435
Packing materials	5,556	3,113
Spare parts	159,160	141,312
Goods in transit	157,641	386,665
	<u>1,095,609</u>	<u>1,379,753</u>
Less allowance for decline in value	(1,527)	(8,539)
<b>Net</b>	<b><u>1,094,082</u></b>	<b><u>1,371,214</u></b>
Inventories recognised as an expense in “cost of sales of goods”:		
- Cost	4,718,252	4,560,807
- (Reversal of) write-down to net realisable value	(7,012)	5,972
<b>Total</b>	<b><u>4,711,240</u></b>	<b><u>4,566,779</u></b>



## NOTES TO THE FINANCIAL STATEMENTS

### 9 Property, plant and equipment

	Land and land improvement	Buildings and building improvement	Machinery and equipment	Office equipment	Vehicles	Spare parts	Assets under construction	Total
	<i>(in thousand Baht)</i>							
<b>Cost</b>								
At 1 January 2014	233,695	1,387,910	5,118,540	18,490	32,361	38,935	620,740	7,450,671
Additions	6,021	11,912	80,248	957	2,669	45,661	652,911	800,379
Transfers	16,289	171,924	920,017	97	-	(25,949)	(1,082,378)	-
Disposals	-	(315)	(2,500)	(1,272)	(6,391)	-	-	(10,478)
<b>At 31 December 2014 and 1 January 2015</b>	<b>256,005</b>	<b>1,571,431</b>	<b>6,116,305</b>	<b>18,272</b>	<b>28,639</b>	<b>58,647</b>	<b>191,273</b>	<b>8,240,572</b>
Additions	3,756	8,398	64,460	3,691	12,452	41,037	187,223	321,017
Transfers	10,728	37,089	285,008	-	-	(31,405)	(301,420)	-
Disposals	-	-	(40,829)	(869)	(7,892)	-	-	(49,590)
<b>At 31 December 2015</b>	<b>270,489</b>	<b>1,616,918</b>	<b>6,424,944</b>	<b>21,094</b>	<b>33,199</b>	<b>68,279</b>	<b>77,076</b>	<b>8,511,999</b>
<b>Depreciation</b>								
At 1 January 2014	3,878	575,501	2,830,337	15,885	24,592	-	-	3,450,193
Depreciation charge for the year	3,745	45,799	379,975	1,082	2,800	-	-	433,401
Disposals	-	(72)	(2,251)	(1,272)	(6,391)	-	-	(9,986)
<b>At 31 December 2014 and 1 January 2015</b>	<b>7,623</b>	<b>621,228</b>	<b>3,208,061</b>	<b>15,695</b>	<b>21,001</b>	<b>-</b>	<b>-</b>	<b>3,873,608</b>
Depreciation charge for the year	5,088	51,732	441,563	1,613	4,012	-	-	504,008
Disposals	-	-	(40,372)	(869)	(7,892)	-	-	(49,133)
<b>At 31 December 2015</b>	<b>12,711</b>	<b>672,960</b>	<b>3,609,252</b>	<b>16,439</b>	<b>17,121</b>	<b>-</b>	<b>-</b>	<b>4,328,483</b>
<b>Net book value</b>								
At 1 January 2014	229,817	812,409	2,288,203	2,605	7,769	38,935	620,740	4,000,478
At 31 December 2014 and 1 January 2015	248,382	950,203	2,908,244	2,577	7,638	58,647	191,273	4,366,964
At 31 December 2015	257,778	943,958	2,815,692	4,655	16,078	68,279	77,076	4,183,516

## NOTES TO THE FINANCIAL STATEMENTS

The gross amount of the Company's fully depreciated plant and equipment that was still in use as at 31 December 2015 amounted to Baht 1,535 million (2014: Baht 1,512 million).

### 10 Intangible assets

	Software licence (in thousand Baht)
<b>Cost</b>	
At 1 January 2014	19,262
Additions	506
<b>At 31 December 2014 and 1 January 2015</b>	<b>19,768</b>
Additions	2,899
<b>At 31 December 2015</b>	<b>22,667</b>
<b>Amortisation</b>	
At 1 January 2014	9,623
Amortisation charge for the year	1,799
<b>At 31 December 2014 and 1 January 2015</b>	<b>11,422</b>
Amortisation charge for the year	2,051
<b>At 31 December 2015</b>	<b>13,473</b>
<b>Net book value</b>	
At 1 January 2014	9,639
At 31 December 2014 and 1 January 2015	8,346
At 31 December 2015	9,194

### 11 Deferred tax

Deferred tax assets and liability as at 31 December were as follows:

	2015	2014
	(in thousand Baht)	
Deferred tax assets	92,393	98,858
Deferred tax liability	(47,847)	(34,493)
<b>Net</b>	<b>44,546</b>	<b>64,365</b>

## NOTES TO THE FINANCIAL STATEMENTS

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

		(Charged) / Credited to :		
	At 1 January 2015	Profit or loss	Other comprehensive income	At 31 December 2015
		(Note 27)		
		(in thousand Baht)		
<b>Deferred tax assets</b>				
Inventories (allowance for decline in value)	1,708	(1,403)	-	305
Employee benefit obligations	91,269	(6,008)	2,103	87,364
Deferred income	5,881	(1,157)	-	4,724
<b>Total</b>	<b>98,858</b>	<b>(8,568)</b>	<b>2,103</b>	<b>92,393</b>
<b>Deferred tax liability</b>				
Property, plant and equipment (depreciation gap)	(34,493)	(13,354)	-	(47,847)
<b>Total</b>	<b>(34,493)</b>	<b>(13,354)</b>	<b>-</b>	<b>(47,847)</b>
<b>Net</b>	<b>64,365</b>	<b>(21,922)</b>	<b>2,103</b>	<b>44,546</b>
		(Charged) / Credited to :		
	At 1 January 2014	Profit or loss	Other comprehensive income	At 31 December 2014
		(Note 27)		
		(in thousand Baht)		
<b>Deferred tax assets</b>				
Inventories (allowance for decline in value)	513	1,195	-	1,708
Employee benefit obligations	85,959	5,310	-	91,269
Deferred income	7,038	(1,157)	-	5,881
<b>Total</b>	<b>93,510</b>	<b>5,348</b>	<b>-</b>	<b>98,858</b>
<b>Deferred tax liability</b>				
Property, plant and equipment (depreciation gap)	(16,590)	(17,903)	-	(34,493)
<b>Total</b>	<b>(16,590)</b>	<b>(17,903)</b>	<b>-</b>	<b>(34,493)</b>
<b>Net</b>	<b>76,920</b>	<b>(12,555)</b>	<b>-</b>	<b>64,365</b>

## NOTES TO THE FINANCIAL STATEMENTS

### 12 Interest-bearing liabilities

	Note	2015 (in thousand Baht)	2014
<b>Current</b>			
Bank overdrafts - unsecured		258	2,211
Short-term loans from financial institutions - unsecured		90,827	132,623
<b>Bank overdrafts and short-term loans from financial institutions</b>		<b>91,085</b>	<b>134,834</b>
Short-term loans from related party - unsecured	5	1,013,000	1,368,000
<b>Total current interest-bearing liabilities</b>		<b>1,104,085</b>	<b>1,502,834</b>

The periods to maturity of interest-bearing liabilities as at 31 December were as follows:

	2015 (in thousand Baht)	2014
Within one year	1,104,085	1,502,834
<b>Total</b>	<b>1,104,085</b>	<b>1,502,834</b>

As at 31 December 2015, the Company had unutilised credit facilities from financial institutions of approximately Baht 2,541 million (2014: Baht 2,376 million).

The currency denomination of interest-bearing liabilities as at 31 December was as follows:

	2015 (in thousand Baht)	2014
Thai Baht (THB)	1,013,258	1,370,211
United States Dollars (USD)	-	49,670
Japanese Yen (YEN)	90,827	82,953
<b>Total</b>	<b>1,104,085</b>	<b>1,502,834</b>

### 13 Trade accounts payable

	Note	2015 (in thousand Baht)	2014
Related party	5	10	1,872
Other parties		237,538	367,564
<b>Total</b>		<b>237,548</b>	<b>369,436</b>

## NOTES TO THE FINANCIAL STATEMENTS

The currency denomination of trade accounts payable as at 31 December was as follows:

	2015	2014
	(in thousand Baht)	
Thai Baht (THB)	142,340	123,192
United States Dollars (USD)	69,167	217,242
Japanese Yen (YEN)	12,018	24,933
Others (CHF, AUD, EUR and GBP)	14,023	4,069
<b>Total</b>	<b>237,548</b>	<b>369,436</b>

### 14 Other accounts payable

	2015	2014
	(in thousand Baht)	
Construction and machinery payables	27,413	90,779
Accrued operating expenses	33,448	41,752
Factory supplies and spare parts payables	30,040	39,750
Others	30,596	24,412
<b>Total</b>	<b>121,497</b>	<b>196,693</b>

### 15 Other current liabilities

	2015	2014
	(in thousand Baht)	
Withholding tax payable	12,824	13,037
Advances received from customers	6,482	6,357
Accrued social fund	2,123	2,073
<b>Total</b>	<b>21,429</b>	<b>21,467</b>

### 16 Deferred income

Deferred income represents a contribution of approximately Baht 57.8 million received by the Company from a major customer as an unconditional subsidy in respect of the cost of a new production line that the Company is required to undertake in order to facilitate the management of incoming purchase orders from this customer and to meet the customer's specific production requirements. This contribution is presented as "deferred income" under non-current liabilities in the statement of financial position and will be recognised as income in profit or loss on the straight-line method over the asset's estimated



## NOTES TO THE FINANCIAL STATEMENTS

useful life of 10 years from the date that the line is ready for use since 1 February 2010. As at 31 December 2015, such deferred income had outstanding balance of Baht 23.6 million (2014: Baht 29.4 million) and during the year ended 31 December 2015, the Company recognised income in profit or loss of Baht 5.8 million (2014: Baht 5.8 million).

### 17 Employee benefit obligations

	2015	2014
	(in thousand Baht)	
<b>Statement of financial position obligations for:</b>		
Post-employment benefits	366,566	390,821
Other long-term employee benefits	31,345	29,934
	<b>397,911</b>	<b>420,755</b>
Provident fund	66,848	62,542
<b>Total</b>	<b>464,759</b>	<b>483,297</b>

	2015	2014
	(in thousand Baht)	
<b>Statement of comprehensive income:</b>		
<b>Recognised in profit or loss:</b>		
Post-employment benefits	39,594	49,477
Other long-term employee benefits	5,697	4,673
Provident fund	7,102	6,552
<b>Total</b>	<b>52,393</b>	<b>60,702</b>

#### Recognised in other comprehensive income:

Actuarial losses recognised in the year	<b>10,514</b>	<b>-</b>
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The Company operate a defined benefit pension plan based on the requirement of Thai Labour Protection Act B.E. 2541 (1998) to provide retirement benefits to employees based on pensionable remuneration and length of service.

The defined benefit plans expose the Company to actuarial risks, such as longevity risk, currency risk, interest rate risk and market (investment) risk.

## NOTES TO THE FINANCIAL STATEMENTS

The statement of financial position obligation was determined as follow:

	2015	2014
	(in thousand Baht)	
Present value of unfunded obligation	<b>397,911</b>	<b>420,755</b>

Movement in the present value of the defined benefit obligation

	2015	2014
	(in thousand Baht)	
Defined benefit obligations at 1 January	420,755	397,793
<b>Include in profit or loss:</b>		
Current service cost	34,830	33,200
Interest on obligation	10,461	13,030
Actuarial loss	-	7,920
<b>Included in other comprehensive income</b>		
Actuarial loss	10,514	-
<b>Other</b>		
Benefit paid	(78,649)	(31,188)
<b>Defined benefit obligations at 31 December</b>	<b>397,911</b>	<b>420,755</b>

Actuarial losses recognised in other comprehensive income arising from:

	2015	2014
	(in thousand Baht)	
Demographic assumptions	199	-
Financial assumptions	5,469	-
Experience adjustment	4,846	-
<b>Total</b>	<b>10,514</b>	<b>-</b>

### *Actuarial assumptions*

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

	2015	2014
	%	
Discount rate	2.91	3.44
Future average salary growth	4.50 - 5.80	4.99 - 6.05

## NOTES TO THE FINANCIAL STATEMENTS

### *Sensitivity analysis*

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	(in thousand Baht)	
<b>Defined benefit obligation 31 December 2015</b>	<b>Increase</b>	<b>Decrease</b>
Discount rate (1% movement)	(27,186)	31,039
Future salary growth (1% movement)	28,288	(25,230)
Future mortality (1% movement)	(749)	396

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown

## 18 Share capital

	Par value per share (in Baht)	2015		2014	
		Number	Amount (thousand shares / thousand Baht)	Number	Amount
<b><i>Authorised</i></b>					
At 1 January					
- ordinary shares	10	43,200	432,000	43,200	432,000
<b>At 31 December</b>					
- ordinary shares	10	<u>43,200</u>	<u>432,000</u>	<u>43,200</u>	<u>432,000</u>
<b><i>Issued and paid-up</i></b>					
At 1 January					
- ordinary shares	10	43,200	432,000	43,200	432,000
<b>At 31 December</b>					
- ordinary shares	10	<u>43,200</u>	<u>432,000</u>	<u>43,200</u>	<u>432,000</u>

## NOTES TO THE FINANCIAL STATEMENTS

### *Share premium*

Section 51 of the Public Companies Act B.E. 2535 requires companies to set aside share subscription monies received in excess of the par value of the shares issued to a reserve account (“share premium”). Share premium is not available for dividend distribution.

## 19 Reserves

### *Legal reserve*

Section 116 of the Public Companies Act B.E. 2535 Section 116 requires that a company shall allocate not less than 5% of its annual net profit, less any accumulated losses brought forward, to a reserve account (“legal reserve”), until this account reaches an amount not less than 10% of the registered authorised capital. The legal reserve is not available for dividend distribution.

## 20 Segment information

The Company has two reportable segments, as described below, which are the Company’s strategic divisions. The strategic divisions offer different products and services, and are managed separately because they require different technology and marketing strategies. For each of the strategic divisions, the chief operating decision maker (CODM) reviews internal management reports on at least a quarterly basis. The following summary describes the operations in each of the Company’s reportable segments.

*Segment 1*            Can and tube

*Segment 2*            Slug

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit before tax, as included in the internal management reports that are reviewed by the Company’s CODM. Segment profit before tax is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

## NOTES TO THE FINANCIAL STATEMENTS

### Information about reportable segments

	Segment 1		Segment 2		Total	
	2015	2014	2015	2014	2015	2014
	(in thousand Baht)					
Revenue from sale of goods	3,625,425	3,542,911	2,144,446	2,082,562	5,769,871	5,625,473
<b>Segment result</b>	<b>862,757</b>	<b>841,018</b>	<b>195,874</b>	<b>217,675</b>	<b>1,058,631</b>	<b>1,058,693</b>
Unallocated revenues					238,064	194,552
Unallocated expenses					(302,936)	(311,142)
Finance costs					(25,496)	(26,270)
<b>Profit before income tax</b>					<b>968,263</b>	<b>915,833</b>
<b>Segment assets</b>						
Trade accounts receivable	748,274	644,607	276,755	268,235	1,025,029	912,842
Inventories	275,077	276,185	819,005	1,095,029	1,094,082	1,371,214
Property, plant and equipment	3,227,187	3,423,256	956,329	943,708	4,183,516	4,366,964
Unallocated assets					281,927	198,180
<b>Total Assets</b>					<b>6,584,554</b>	<b>6,849,200</b>
<b>Segment liabilities</b>						
Trade accounts payable	101,771	123,275	135,777	246,161	237,548	369,436
Unallocated liabilities					1,844,126	2,311,540
<b>Total Liabilities</b>					<b>2,081,674</b>	<b>2,680,976</b>
<b>Other material items</b>						
Depreciation and amortization	368,790	323,458	137,269	111,743	506,059	435,201
Capital expenditure	175,343	442,733	148,573	358,152	323,916	800,885



## NOTES TO THE FINANCIAL STATEMENTS

### *Geographical information*

In presenting geographical information, revenue is based on the geographical location of customers. Assets are based on the geographical location of the assets.

	Revenues		Non-current assets	
	2015	2014	2015	2014
	(in thousand Baht)			
Asia pacific	2,777,741	2,758,516	-	-
Thailand	1,897,342	1,765,120	4,237,560	4,439,979
America	618,308	510,670	-	-
Others	476,480	591,167	-	-
<b>Total</b>	<b>5,769,871</b>	<b>5,625,473</b>	<b>4,237,560</b>	<b>4,439,979</b>

### *Major customer*

Revenues from a customer of the Company's 1 and 2 segments are approximately Baht 657.1 million (2014: Baht 552.5 million) of the Company's total revenues.

## 21 Other income

	2015	2014
	(in thousand Baht)	
Sale of scrap	155,957	162,399
Others	26,414	26,876
<b>Total</b>	<b>182,371</b>	<b>189,275</b>

## 22 Selling expenses

	2015	2014
	(in thousand Baht)	
Freight expenses	81,586	86,435
Employee benefit expenses	32,610	31,674
Others	33,342	35,275
<b>Total</b>	<b>147,538</b>	<b>153,384</b>

## NOTES TO THE FINANCIAL STATEMENTS

### 23 Administrative expenses

	2015	2014
	(in thousand Baht)	
Employee benefit expenses	125,302	128,137
Depreciation and amortisation	6,515	4,813
Repair and maintenance	3,976	3,440
Transportation expenses	2,816	4,565
Others	16,789	16,803
<b>Total</b>	<b>155,398</b>	<b>157,758</b>

### 24 Employee benefit expenses

	2015	2014
	(in thousand Baht)	
Wages and salaries	640,519	641,230
Pension costs - defined benefit plans	45,291	54,150
Contribution to defined contribution plans	7,102	6,552
Director's remuneration	4,796	4,796
Others	43,075	43,387
<b>Total</b>	<b>740,783</b>	<b>750,115</b>

#### *Defined benefit plans*

Details of the defined benefit plans are given in note 17.

#### *Defined contribution plans*

The Company has established a contributory provident fund for its employees. Membership to the fund is on a voluntary basis. The Company contributes 50% of the amount paid in by each employee who has been a member of the provident fund scheme for five years and an additional 10% of the balance on the employee's provident fund in each subsequent year. The Company is the fund management.

## NOTES TO THE FINANCIAL STATEMENTS

### 25 Expenses by nature

The statements of income include an analysis of expenses by function. Expenses by nature disclosed in accordance with the requirements of various TFRS were as follows:

	2015	2014
	(in thousand Baht)	
<i>Included in cost of sale of goods:</i>		
Changes in inventories of finished goods and work in progress	51,953	(72,484)
Raw materials and consumables used	2,906,474	2,854,795
Employee benefit expenses	582,871	590,304
Depreciation and amortisation	498,450	429,786
Utilities expenses	341,548	405,100
<i>Included in selling expenses:</i>		
Freight expenses	81,586	86,435
Employee benefit expenses	32,610	31,674
Depreciation and amortisation	1,094	602
<i>Included in administrative expenses:</i>		
Employee benefit expenses	125,302	128,137
Depreciation and amortisation	6,515	4,812

### 26 Finance costs

	Note	2015	2014
		(in thousand Baht)	
<i>Interest expense:</i>			
Related party	5	21,370	22,110
Financial institutions		4,126	4,160
<b>Total</b>		<b>25,496</b>	<b>26,270</b>

## NOTES TO THE FINANCIAL STATEMENTS

### 27 Income tax expense

#### Income tax recognised in profit or loss

	Note	2015 (in thousand Baht)	2014
<i>Current tax expense</i>			
Current year		171,274	152,550
<i>Deferred tax expense</i>	11		
Movements in temporary differences		21,922	12,555
<b>Total</b>		<b>193,196</b>	<b>165,105</b>

#### Income tax recognised in other comprehensive income

	2015			2014		
	Before tax	Tax (expense) benefit	Net of tax	Before tax	Tax (expense) benefit	Net of tax
	(in thousand Baht)					
Defined benefit plan actuarial losses	(10,514)	2,103	(8,411)	-	-	-
<b>Total</b>	<b>(10,514)</b>	<b>2,103</b>	<b>(8,411)</b>	<b>-</b>	<b>-</b>	<b>-</b>

#### Reconciliation of effective tax rate

	2015		2014	
	Rate (%)	(in thousand Baht)	Rate (%)	(in thousand Baht)
Profit before income tax expense		<b>968,263</b>		<b>915,833</b>
Income tax using the Thai corporation tax rate	20	193,653	20	183,167
Income not subject to tax	-	-	(2)	(17,063)
Others	-	(457)	-	(999)
<b>Total</b>	<b>20</b>	<b>193,196</b>	<b>18</b>	<b>165,105</b>

## NOTES TO THE FINANCIAL STATEMENTS

### *Income tax reduction*

Royal Decree No. 577 B.E. 2557 dated 10 November 2014 grants the reduction to 20% of net taxable profit for the accounting period 2015 which begins on or after 1 January 2015.

On 22 January 2016, The National Legislative Assembly has approved a reduction of the corporate income tax rate from 30% to 20% of net taxable profit for the accounting period which begins on or after 1 January 2016.

The Company has applied the tax rate of 20% in measuring deferred tax assets and liabilities as at 31 December 2015 and 2014 in accordance with the clarification issued by the FAP in 2012.

## 28 Promotional privileges

By virtue of the provisions of the Industrial Investment Promotion Act B.E. 2520, the Company has been granted privileges by the Board of Investment relating to the production of aluminium containers. The privileges granted include:

- (a) own land in the amount the Board deems it appropriate;
- (b) exemption from payment of import duty on machinery and equipment approved by the Board;
- (c) exemption from payment of income tax for certain operations for a period of three years from the date on which the income is first derived from such operation (30 November 2011)

As a promoted company, the Company must comply with certain terms and conditions prescribed in the promotional certificate.

Summary of revenue from promoted and non-promoted businesses:

	2015			2014		
	Promoted businesses	Non- promoted businesses	Total	Promoted businesses	Non- promoted businesses	Total
	(in thousand Baht)					
Export sales	-	4,062,461	4,062,461	244,044	3,766,055	4,010,099
Local sales	-	1,707,410	1,707,410	360,924	1,254,450	1,615,374
<b>Total Revenue</b>	<b>-</b>	<b>5,769,871</b>	<b>5,769,871</b>	<b>604,968</b>	<b>5,020,505</b>	<b>5,625,473</b>



## NOTES TO THE FINANCIAL STATEMENTS

### 29 Basic earnings per share

The calculations of basic earnings per share for the years ended 31 December 2015 and 2014 were based on the profit for the years attributable to equity holders of the Company and the number of ordinary shares outstanding during the years as follows:

	2015	2014
	(in thousand Baht / thousand shares)	
Profit attributable to equity holders of the Company	<u>775,067</u>	<u>750,728</u>
Number of ordinary shares outstanding	<u>43,200</u>	<u>43,200</u>
Basic earnings per share (in Baht)	<u>17.94</u>	<u>17.38</u>

### 30 Dividends

At the annual general meeting of the shareholders of the Company held on 27 April 2015, the shareholders approved the appropriation of cash dividends of Baht 10 per share, amounting to Baht 432 million. The dividend was paid to shareholders in May 2015.

At the annual general meeting of the shareholders of the Company held on 18 April 2014, the shareholders approved the appropriation of cash dividends of Baht 8 per share, amounting to Baht 345.6 million. The dividend was paid to shareholders in May 2014.

### 31 Financial instruments

#### *Financial risk management policies*

The Company is exposed to normal business risks from changes in market interest rates and currency exchange rates and from non-performance of contractual obligations by counterparties. The Company does not hold or issue derivative financial instruments for speculative or trading purposes.

#### *Capital management*

The Board of Directors' policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board monitors the return on capital, which the Company defines as result from operating activities divided by total shareholders' equity and also monitors the level of dividends to ordinary shareholders.

## NOTES TO THE FINANCIAL STATEMENTS

### *Interest rate risk*

Interest rate risk is the risk that future movements in market interest rates will affect the results of the Company's operations and its cash flows.

With total debt to equity ratio of 0.46:1 in 2015 and 0.64:1 in 2014, the Company has low borrowings and therefore minimal and immaterial exposure to changes of interest rates. To be flexible and able to obtain favorable interest rates, the Company mostly takes short term and on call loans from different financial institutions and a related company who offer the best interest rates.

The effective interest rates of interest-bearing financial liabilities as at 31 December and the periods in which those liabilities mature or re-price were as follows:

	Note	Effective interest rates (% per annum)	Within 1 year (in thousand Baht)	Total
<b>2015</b>				
<b>Current</b>				
Loans from financial institutions		0.49	91,085	91,085
Loans from related party	5	1.25 - 1.55	1,013,000	1,013,000
<b>Total</b>			<b>1,104,085</b>	<b>1,104,085</b>
<b>2014</b>				
<b>Current</b>				
Loans from financial institutions		0.53 - 0.60	134,834	134,834
Loans from related party	5	1.75 - 1.90	1,368,000	1,368,000
<b>Total</b>			<b>1,502,834</b>	<b>1,502,834</b>

### *Foreign currency risk*

The Company is exposed to foreign currency risk relating to purchases and sales and short-term loans which are denominated in foreign currencies. Most receipts in foreign currencies are credited into foreign currency accounts such as US Dollar, Japanese YEN, etc. with banks in Thailand. The Company foregoes interest earnings on such foreign currency accounts. Foreign currencies obtained from exports are used for payment of raw material purchased, spare parts and machinery and equipment imported, thus the Company saves foreign currency conversion charges.

## NOTES TO THE FINANCIAL STATEMENTS

At 31 December, the Company was exposed to foreign currency risk in respect of financial assets and liabilities denominated in the following currencies:

	Note	2015	2014
		(in thousand Baht)	
<i>United States Dollars (USD)</i>			
Cash and cash equivalents	6	129,088	15,542
Trade accounts receivable	7	431,995	352,468
Interest-bearing liabilities	12	-	(49,670)
Trade accounts payable	13	(69,167)	(217,242)
		<u>491,916</u>	<u>101,098</u>
<i>Japanese Yen (YEN)</i>			
Cash and cash equivalents	6	8,919	873
Trade accounts receivable	7	64,561	55,472
Interest-bearing liabilities	12	(90,827)	(82,953)
Trade accounts payable	13	(12,018)	(24,933)
		<u>(29,365)</u>	<u>(51,541)</u>
<i>Australian Dollar (AUD)</i>			
Trade accounts receivable	7	34,874	60,548
Trade accounts payable	13	-	(34)
		<u>34,874</u>	<u>60,514</u>
<i>Others (HKD, SGD, EUR, GBP and CHF)</i>			
Trade accounts receivable	7	13,401	16,929
Trade accounts payable	13	(14,023)	(4,035)
		<u>(622)</u>	<u>12,894</u>
Gross statement of financial position exposure		<u>496,803</u>	<u>122,965</u>

### ***Credit risk***

Credit risk is the potential financial loss resulting from the failure of a customer or counterparty to settle its financial and contractual obligations to the Company as and when they fall due.

The Company has a policy of selling to customers who are granted credit lines based on good financial status and debt service capacity. Therefore, the Company expects that losses from these receivables will not exceed the allowance for doubtful accounts.

## NOTES TO THE FINANCIAL STATEMENTS

### *Liquidity risk*

The Company monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Company's operations and to mitigate the effects of fluctuations in cash flows.

### *Fair values of financial assets and liabilities*

Fair values of financial assets and liabilities, together with the carrying values shown in the statement of financial position at 31 December were as follows:

	Note	2015		2014	
		Fair value	Carrying Value	Fair value	Carrying value
			(in thousand Baht)		
<b>Current</b>					
Bank overdrafts and					
short – term loans from					
financial institutions	12	91,085	91,085	134,834	134,834
Short – term loans from					
related parties	5,12	1,013,000	1,013,000	1,368,000	1,368,000

Mostly, the Company's financial assets and liabilities are short-term loans and loans with market's interest rate. The Management believes that fair values of such financial assets and liabilities as at 31 December are not materially different from the carrying amounts.

### **Financial instruments not measured at fair value**

Fair values of outstanding Commodity Price Swap agreement, together with the carrying values, as of 31 December 2014 was as follow:

Type of agreement	Contract amount	Contract value	Fair value
	(Ton)	(YEN per ton)	Level 3
			(YEN per ton)
Commodity Price Swap agreement	300	188,000	194,410

For disclosure purpose, the Company determines Level 3 fair value of Commodity Price Swap Agreement was calculated using the rates quoted by the Company's bankers which were based on market conditions existing at the statement of financial position date.

## NOTES TO THE FINANCIAL STATEMENTS

### 32 Commitments with non-related parties

	2015	2014
	(in thousand Baht)	
<b>Capital commitments</b>		
Contracted but not provided for:		
Factory, machinery and equipment	<u>127,863</u>	<u>51,048</u>
<b>Other commitments</b>		
Unused letters of credits	-	10,632
Purchase orders accepted by suppliers		
Within one year	1,364,431	1,582,763
After one year but within five years	<u>852,015</u>	<u>381,986</u>
	<u>2,216,446</u>	<u>1,964,749</u>
Commodity Price Swap agreement	-	15,595
Bank guarantees	<u>25,799</u>	<u>25,799</u>
<b>Total</b>	<u><b>2,242,245</b></u>	<u><b>2,016,775</b></u>

#### *Purchase orders accepted by suppliers*

As at 31 December 2015, the Company had purchase orders accepted by suppliers for purchase of aluminium ingot in total quantity of 42,100 MT (2014: 35,514 MT), at the prices in the range of YEN 123,000 - 123,700 per MT, and at the price as determined in purchase orders (2014: at the prices in the range of YEN 123,000 – 127,100 per MT and at the price as determined in purchase orders) that will be delivered during 2015 to 2016 (2014: 2015 to 2016).

#### *Commodity Price Swap agreement*

As at 31 December 2014, the Company had a Commodity Price Swap agreement to hedge the risk of aluminium price fluctuation with a foreign financial institution in quantity of 25 MT per month, maximum totaling 1,800 MT, at a price of YEN 188,000 per MT. This agreement is for 6 years from 1 January 2010 to 31 December 2015.

## NOTES TO THE FINANCIAL STATEMENTS

### 33 Thai Financial Reporting Standards (TFRS) not yet adopted

A number of new and revised TFRS have been issued but are not yet effective and have not been applied in preparing these financial statements. Those new and revised TFRS that may be relevant to the Company's operations, which become effective for annual financial periods beginning on or after 1 January 2016, are set out below. The Company does not plan to adopt these TFRS early.

TFRS	Topic
TAS 1 (revised 2015)	Presentation of Financial Statements
TAS 2 (revised 2015)	Inventories
TAS 7 (revised 2015)	Statement of Cash Flows
TAS 8 (revised 2015)	Accounting Policies, Changes in Accounting Estimates and Errors
TAS 10 (revised 2015)	Events After the Reporting Period
TAS 12 (revised 2015)	Income Taxes
TAS 16 (revised 2015)	Property, Plant and Equipment
TAS 18 (revised 2015)	Revenue
TAS 19 (revised 2015)	Employee Benefits
TAS 21 (revised 2015)	The Effects of Changes in Foreign Exchange Rates
TAS 23 (revised 2015)	Borrowing Costs
TAS 24 (revised 2015)	Related Party Disclosures
TAS 26 (revised 2015)	Accounting and Reporting by Retirement Benefit Plans
TAS 33 (revised 2015)	Earnings Per Share
TAS 34 (revised 2015)	Interim Financial Reporting
TAS 36 (revised 2015)	Impairment of Assets
TAS 37 (revised 2015)	Provisions, Contingent Liabilities and Contingent Assets
TAS 38 (revised 2015)	Intangible Assets
TFRS 8 (revised 2015)	Operating Segments
TFRS 13 (revised 2015)	Fair Value Measurement
TFRIC 10 (revised 2015)	Interim Financial Reporting and Impairment

The Company has made a preliminary assessment of the potential initial impact on the financial statements of these new and revised TFRS and expects that there will be no material impact on the financial statements in the period of initial application.



บริษัท อลูคอน จำกัด (มหาชน)  
แบบยืนยันความถูกต้องครบถ้วนของค่าตอบแทนที่จ่ายให้แก่ผู้สอบบัญชี  
รอบปีบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2558

**ค่าตอบแทนจากการสอบบัญชี (audit fee)**

รายการที่	ชื่อบริษัทผู้จ่าย	ชื่อผู้สอบบัญชี	ค่าสอบบัญชี
1	บมจ.อลูคอน	นายบัณฑิต ตั้งภากรณ์ บริษัท เคพีเอ็มจี ภูมิไชย สอบบัญชี จำกัด	1,090,000.00
รวมค่าตอบแทนจากการสอบบัญชี			1,090,000.00

**ค่าบริการอื่น (non-audit fee)**

รายการที่	ชื่อบริษัทผู้จ่าย	ประเภทของงานบริการอื่น	ผู้ให้บริการ	ค่าตอบแทนของงานบริการอื่น	
				ส่วนที่จ่ายไปในระหว่างปีบัญชี	ส่วนที่จะต้องจ่ายในอนาคต
-	-	-	-	-	-
รวมค่าตอบแทนสำหรับงานบริการอื่น (non-audit fee)				-	-

**ข้อมูลข้างต้น**

- ☒ ถูกต้องครบถ้วนแล้ว ทั้งนี้ ข้าพเจ้าขอยืนยันว่าไม่มีข้อมูลการให้บริการอื่นที่บริษัทจ่ายให้ข้าพเจ้า สำนักงานสอบบัญชีที่ข้าพเจ้าสังกัด และบุคคลหรือกิจการที่เกี่ยวข้องกับข้าพเจ้าและสำนักงานสอบบัญชีที่ข้าพเจ้าสังกัด ที่ข้าพเจ้าทราบและไม่มีเปิดเผยไว้ข้างต้น

☐ ไม่ถูกต้อง ไม่ครบถ้วน กล่าวคือ.....

เมื่อปรับปรุงข้อมูลข้างต้น (ถ้ามี) แล้ว ข้าพเจ้าขอยืนยันว่าข้อมูลทั้งหมดในแบบฟอร์มนี้แสดงค่าตอบแทนสอบบัญชีและค่าบริการอื่นที่บริษัทและบริษัทย่อยจ่ายให้ข้าพเจ้า สำนักงานสอบบัญชีที่ข้าพเจ้าสังกัด และบุคคลหรือกิจการที่เกี่ยวข้องกับข้าพเจ้า และสำนักงานสอบบัญชีดังกล่าว ที่ถูกต้องครบถ้วน

  
 ลงชื่อ.....

(นายบัณฑิต ตั้งภากรณ์)

สังกัด บริษัท เคพีเอ็มจี ภูมิไชย สอบบัญชี จำกัด

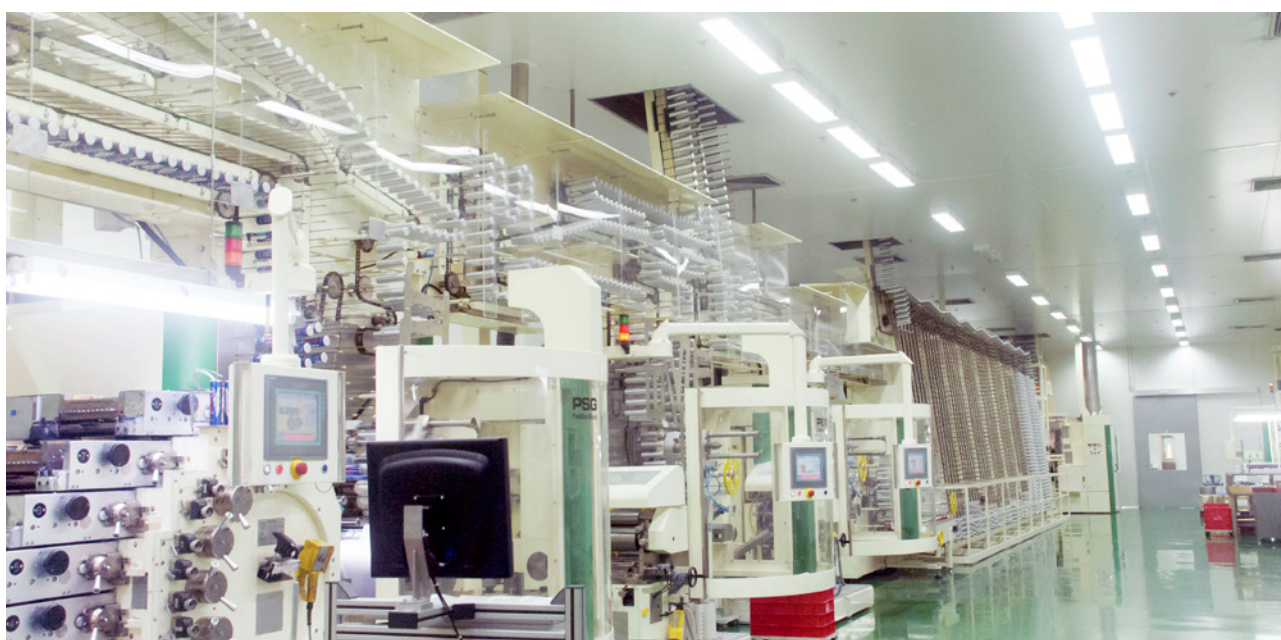
ผู้สอบบัญชีของบริษัท อลูคอน จำกัด (มหาชน)

## PRODUCTION, DELIVERIES, AND SALES

	2015	2014	2013	2012	2011
<b>Production</b>					
<b>Tubes, Cans &amp; Others containers</b>					
<b>Volume (piece-million)</b>					
Total Production	786.45	781.51	773.17	745.78	720.86
Total Deliveries	784.68	776.68	776.25	744.22	721.00
Domestic	317.89	310.28	315.82	303.41	270.42
Exports	466.79	466.40	460.43	440.81	450.58

### Aluminium Slug

<b>Volume (Metric-ton)</b>					
Total Production	35,183.00	33,907.40	29,113.30	26,147.30	25,573.90
<b>Volume (Million Baht)</b>					
Sale Revenue	5,769.87	5,625.47	5,027.29	4,813.62	4,567.19
Domestic	1,707.41	1,615.37	1,654.31	1,537.78	1,287.96
Exports	4,062.46	4,010.10	3,372.98	3,275.84	3,279.23



## REVIEW OF OPERATING RESULTS AND FINANCIAL STATUS FOR 5 YEARS

For year 2011 – 2015

(MB)

	2015	2014	2013	2012	2011
<b>Operating</b>					
Gross Revenues	6,007.94	5,820.02	5,199.64	4,938.07	4,735.22
Sales	5,769.87	5,625.47	5,027.29	4,813.62	4,567.19
Other Income	182.37	189.27	145.32	122.03	141.73
Cost of Sales	4,711.24	4,566.78	4,040.05	3,841.08	3,759.20
Gross Profit	1,058.63	1,058.69	987.24	972.54	807.99
Sales and Administration Expenses	302.94	311.14	297.88	287.84	260.40
Financial Cost	25.50	26.27	28.51	31.68	18.80
Profit before taxation	968.26	915.83	833.19	777.48	696.82
Corporate Income Tax	193.20	165.11	153.95	177.13	242.60
Net Profit / (Loss)	775.07	750.73	679.24	600.35	454.22
Earnings per share (Baht)	17.94	17.38	15.72	13.90	10.51
Profit / (Loss) to Revenue	12.90%	12.90%	13.06%	12.16%	9.59%
Dividend	55.74%	57.54%	50.89%	50.36%	57.09%

### Financial Status

Total Assets	6,584.55	6,849.20	6,107.81	5,293.96	5,044.01
Total Liabilities	2,081.67	2,680.98	2,344.71	1,907.71	1,998.91
Working Capital	753.70	240.95	166.70	424.43	196.76
Current ratio	1.47:1	1.11:1	1.09:1	1.29:1	1.21:1
Debt/ Equity ratio	0.46:1	0.64:1	0.62:1	0.56:1	0.66:1
Return on Equity	17.21%	18%	18.1%	17.7%	14.9%
Return on Assets	11.8%	11%	11.1%	11.3%	9%
Shareholders' Equity	4,502.88	4,168.22	3,763.10	3,386.25	3,045.10
Book Value/share (Baht)	104.23	96.49	87.11	78.39	70.49

# REPORT ON CORPORATE SOCIAL RESPONSIBILITY (“CSR”)

ALCON always concerns on CSR being subject to good corporate governance in administrating on entity, improving employees’ quality, of which they are good for their safety including participation in developing of surrounding communities and society as well as to protect the environment as follows:

1. Alucon assumes that the responsibility to society is responsible for the conduct of all employees.
2. Alucon shall promote and support the implementation of CSR on environmental protection, in order to improve the quality of employees’ life and local community can be lived with each other happily
3. Alucon shall continue on promoting and supporting the employees’ activities engaged with the local community including awareness.
4. All levels of management must act as a good role model in encouraging the good responsibilities to society on environmental protection and participation on local community development. This is to motivate employees to follow.
5. Employees must be conscious of the company’s responsibility to society in terms of environmental protection and participation in local community development.

On preparation of this report, Alucon has complied with all policies by focusing on CSR, to be in line with our CSR policy. Alucon has not yet prepared the sustainability report separately from this Annual Report. Thus, the details summary of CSR in Process throughout year 2015 can be detailed as follows:

## 1. Environmental conservation

Alucon with a focus on the environment as much as in 2015, Alucon has implemented measures to monitor the environmental impacts by focusing on the followings:

1. Soil quality;
2. Water quality
3. Air quality
4. Noise quality
5. Occupation health and safety standard
6. Community Relationship
7. Distinguish of industry waste from production

Besides, Alucon always focus on environmental matter by arranging the orientation to all new employees regarding the environmental topic to know and recognize about (i) the nature of impact of environmental pollution (ii) how to distinguish waste garbage (iii) determination of the conduct of employee to distinguish the waste garbage properly (iv) control and reduce environmental impact, conservation and reduced consumption of resources.

For the whole detail of environmental reports, they all are in the Annual Registration Statement or known as “Form 56-1” that can be downloaded from Alucon’s website

## 2. Quality Control

Alucon has set the policy to remain the leading producer of aluminium packaging containers in the Asia Pacific region with concentration on:

- producing the aluminium packaging containers at the highest quality standard; operating its factories with continuous improvement; ensuring on time deliver and conforming with product safety requirement under mutual agreement with customers.
- ensuring training to all employees to understand on quality policy and encouraging the work performance.
- developing good communication and creating good co-operation amongst the colleagues both internal and external

Alucon got the standard ISO9002 in 2000, which become ISO9001:2008 at the present. This standard is for quality management system by enhancing customer satisfaction and on 2013, Alucon has just got the new standard: FSSC22000, or Food Safety System Certification being certified on safety standard of which this standard is mixing ISO22000 and PAS220 in one standard, in order for supporting the manufacturing for our customer's product

Beyond the standards as stated in above, Alucon has also received certificates, reference letter, honors and awards plaque to mark guarantee the quality of goods being recognized in the group of companies with more than 300 customers worldwide.

### 3. Occupational health and safety standards in the work environment.

Alucon has set the occupational health and safety standards in the work environment policy as follows:

1. it is assumed that responsibility for safety in the workplace is first priority in the performance of all employee
2. Alucon shall continue to promote and encourage the improvement of working conditions and environment in a safe condition.
3. Alucon shall continue to promote and encourage safety activities that can stimulate employee awareness of safety and environmental organizations working in such good public relations such as training, public announcement, exhibitions and any kind of games.
4. All levels of management must act as a good role model in arranging the safety workplace and environment in order to motivate employees to follow.
5. Employees must be conscious of the safety in workplace either of themselves and their colleagues, as well as assets of the Company throughout the performance.
6. Taking care of cleanliness and tidiness in the working area is the duty of every employee.
7. Employees must be in cooperation with Alucon to ensure safety in workplace and good surrounding environment.
8. Employees are eligible to propose their idea or plan to improve the safety condition to save enough on working.

In matters of safety, Alucon always remind the employees to recognize the effect from non-safety in working place. Alucon has set up 2 safety committees: Samrong and Sriracha to manage, administrate, check, monitor and suggest on any action to lead the safety for employee. These committees last in their position for 2 years.

Besides, Alucon has arranged the activities to campaign the safety to our employee throughout year 2013, for 10 times both Samrong and Sriracha plant, in particular of the creation of good conscience to employees on a back-to-home trips on New Year Festival and Songkarn Festival of which the feedback on this campaign were good enough. For 2015 there were 18 accidents occurred against 18 employees and stop working for 137 day in total.





As it is passed the resolution by the Board of Directors' Meeting No. 330 on 13<sup>th</sup> November 2014 and the Company has announced to join the Private Sector Collective Action Coalition against Corruption (CAC) on 18<sup>th</sup> December 2015.

Alucon conducts its business with fairness based on a philosophy that the Company shall demonstrate a keen sense to social responsibility and the best interests of its stakeholders in alignment with the principle of Business Ethics Guidelines.

To ensure that Alucon has a proper policy determining responsibility, guideline, and regulation as a tool to prevent corruption from all business transactions, Alucon has arranged a written guideline called 'Anti-Corruption Policy' in order to prudently make a decision on any course of action that could possibly lead to corruption and to serve as an apparent guideline in performing business and effectively developing to sustainability organization.

### Anti-Corruption Definition

Corruption means any types of bribery such as an offer, promise, guarantee, inquire, or acquisition on money, asset, or other inappropriate benefits from the government officers, government sectors, private sectors, or responsible person either in direct or indirect action so that such person could proceed or disregard his/her function in order to acquire, retain the business, recommend specific company to the entity, or achieve any improper benefits in business transaction. Exception shall be applied in case of laws, regulation, statement, standard, custom, or business traditions enable to do so.

### Anti-Corruption Policy

Director, Management Team, and Alucon staffs are prohibited from operating or accepting every type of corruption both in direct or indirect manner covering every business and related department in every country. The Anti-Corruption Policy is needed to be reviewed regularly, including with a possible revision of such policy and implementation provision in order to accord with business changes, regulation, standard, and laws.



# ต่อต้าน



# คอร์รัปชัน

## จุดเปลี่ยนประเทศไทย





## CSR AFTER PROCESS

On year 2015, Alucon has arranged CSR activities under the campaign named “Fencing Our Community Surrounding with Happiness with Alucon” about 94 activities, of which there are 12,600 people to be participated with this activities, under the budget in amount of 2,998,998 Baht as detailed below.

### Public Health Activities

- Sean diphtheria and tetanus injections were given to 517 employees
- Arranging the training regarding health care aspects to people in Borwin community.
- Arranging community clinic for local community and constructing the sanitary room to Songserm Sukaparb Tambol Hospital
- blood donation to hospital



### Community Activities

- Joining the New Year merit and give the gifts to student of Montresseri School on Children day
- Visiting and meeting with surrounding communities to hear their comments 26 times and supporting the community meetings.
- Meeting with the policemen of Samrong Nue Police Station and Borwin Police Station to coordinate on various matters.
- Arranging the Elder Relationship day with Borwin SAO and Songserm Sukaparb Tambol Hospital
- Providing free space for selling the local products to the staffs in number of 22 times
- Joining the Anti-Corruption day with CAC



### Education Activities

- Arranging the activities on Children Day with Borwin School, Borwin Sub-district Administration Organization (SAO), and Kaolhin School
- Donation on computers and its equipments to Association of Persons with Physical Disability International
- Joining with the sport day of Suankularb Chonburi School and renovation of their study room



### Environment Activities

- Joining the Forestry growing and development of green area with Municipality of Chaopraya Surasak and Borwin SAO
- Installing information board to present environmental report of Alucon at Songserm Sukaparb Tambol Hospital, Borwin SAO, Klaimook Village, and Moo 5 community



# ALUCON

**Public Company Limited**

500 Moo 1, Soi Sirikam, Sukhumvit Road,  
Samrong Nua, Muang Samutprakarn, Samutprakarn Province 10270

Tel : +66 2 398 0147 Fax : +66 2 398 3455  
E-mail : [alucon@alucon.th.com](mailto:alucon@alucon.th.com)

**[www.alucon.th.com](http://www.alucon.th.com)**

