





# ANNUAL REPORT 2014





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# 1

## Financial Highlights

	Thai Property Public Company Limited			Consolidated		
	2014	2013	2012 (Restated)	2014	2013 (Restated)	2012 (Restated)
<b>Financial Status (Million Baht)</b>						
Total Assets	1,512	1,457	1,519	6,729	9,352	8,701
Total Liabilities	68	207	287	2,633	5,803	5,035
Total Shareholders' Equity	1,444	1,250	1,233	4,096	3,549	3,666
Equity attributable to owners of the company	1,444	1,250	1,233	2,073	1,667	1,713
<b>Performance (Million Baht)</b>						
Revenues	71	81	88	5,213	1,685	1,218
Income attributable to owners of the Company	5	18	10	226	(45)	(188)
Net profit margin	7%	22%	11%	4 %	(3%)	(15%)
Debt to Equity ratio	0.05	0.17	0.23	0.64	1.64	1.37
<b>Stock Data (Baht)</b>						
Total Shareholders' Equity (million shares)	3,193	2,816	2,816	3,193	2,816	2,816
Par value	1.00	1.00	1.00	1.00	1.00	1.00
Book value	0.45	0.44	0.44	0.65	0.59	0.61
Earnings per share	0.002	0.006	0.003	0.073	(0.016)	(0.067)



## 2

**Message from Chairman  
of the Board of Directors**

For the past year 2014, the Company had increased the proportion of investment in the ordinary shares of Grande Asset Hotels and Property Public Company Limited (“Grande Asset”) due to its upward potential growth, for the amount of 177.80 million Baht, resulting that the proportion of shareholding of the Company in Grande Asset has increased from 35.53% to 40.62%.

In the meantime, the Company keeps doing business with ethics, good corporate governance along with the social responsibility to the community, environment and wishfully that we would pursue sustainable growth and contribute good return to all shareholders as you all have long been trusted.

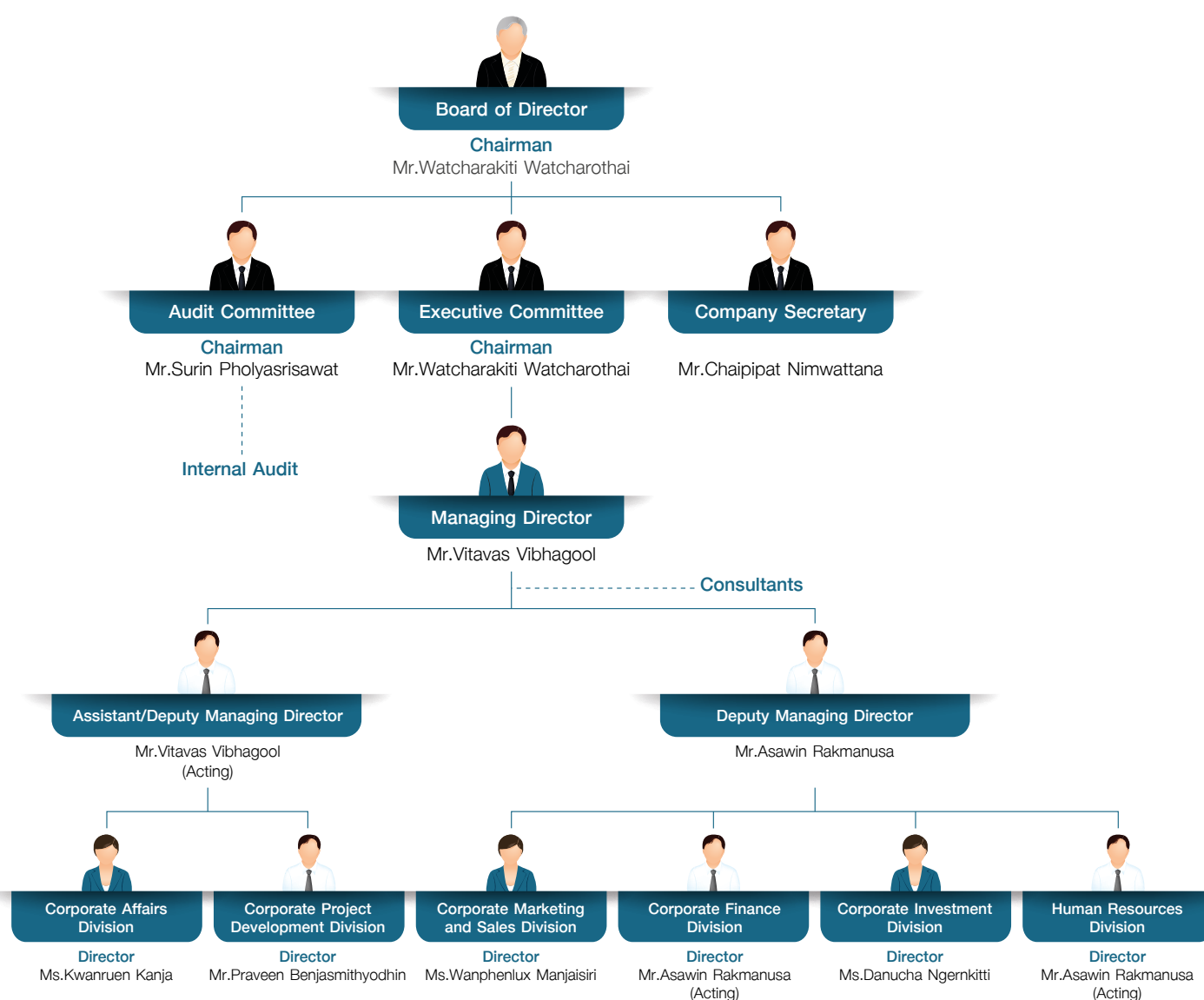
Lastly, on behalf of Thai Property Public Company Limited, I would like to send thankfulness to our shareholders, customers, financial institutions, and also business partners who have well been supporting the Company. And also thank you to our Management teams and staffs who contribute and drive Thai Property Public Company Limited with sustainable growth and success.

A handwritten signature in blue ink, consisting of stylized initials and a long horizontal stroke.

(Mr. Watcharakiti Watcharothai)  
Chairman

# 3

## Organization Chart



## 4

## The Operation of the Company and Subsidiaries

### Background:

Thai Property Public Company Limited, previously named “Rattana Real Estate Public Company Limited”, was founded in 1985 and listed in the Stock Exchange of Thailand in 1994. Later on, its name had been changed to “Thai Property Public Company Limited” in 2005. The company had developed real estate projects under the name of “Sinthorn Project and Saranrom Project” in different locations. In 1993, the Company had expanded its business to Shopping Mall namely “Pratunam Center Project” which comprised of Shopping Mall and Condominium at Pratunam intersection. In 1997, the Company was hit by the economic crisis resulting in a project halt, so the Company decided to transfer the leasehold right of land and buildings of the Project to a newly established joint venture company in 2002.

Later on, the Company had sold its shares and rights in the joint venture company in order to invest in Pacific Estate Development Company Limited which operates Office building for rent i.e. One and Two Pacific Place Building on Sukhumvit Road. Besides, the Company has also invested in Grande Asset Hotels and Property Public Company Limited which operates as a real estate development and hotel business such as The Westin Grande Sukhumvit Hotel, Sheraton Hua Hin Resort and Spa Hotel, Sheraton Hua Hin Pranburi Villa, Hyde Sukhumvit Condominium, Hyde Sukhumvit 11 Condominium; a residential condominium locates at Sukhumvit 11, under construction. And lastly, Hyatt Regency Bangkok Sukhumvit Hotel locating at Sukhumvit 13 which is also under construction.



## **Management Analysis:**

### **1. Revenues :**

In 2014, the Company and its subsidiaries earned Revenues from their operation of 5,212.83 Million Baht, which comprised of revenues from hotel operations of 824.07 Million Baht, revenues from sales of real estate of 4,045.45 Million Baht, rental income and services of 273.24 Million Baht, Gain on sales of investment of 20.72 Million Baht and other incomes of 49.36 Million Baht. The said total revenue was increased for 3,527.87 Million Baht or 209.37% compared with the revenue of 2013 (restated).

### **2. Expenses :**

For the fiscal year 2014, the Company and its subsidiaries had total costs and expenses of 4,327.02 Million Baht, which comprised of Costs and Expenses from hotel operations for the amount of 337.58 Million Baht, Cost of sales of real estate for the amount of 2,714.72 Million Baht, Cost of rental and related services for the amount of 95.42 Million Baht, selling and administrative expenses for the amount of 872.40 Million Baht, depreciation and amortization expenses for the amount of 306.90 Million Baht. The total cost and expenses of the year 2014 increased for 2,581.80 Million Baht or 147.94 % when compared with costs and expenses of 2013 (restated). Meanwhile, the finance costs of the Company and its subsidiaries were 161.09 Million Baht, increased for 27.96 Million Baht or 21.00 % from that of 2013 (restated).

### **3. Financial status :**

In 2014, the Company and its subsidiaries had total assets of 6,728.98 Million Baht, decreased for 2,623.22 Million Baht or 28.05 % from that of 2013 (restated), while their total liabilities were 2,633.11 Million Baht, decreased for 3,169.70 Million Baht or 54.62% from that of 2013 (restated). Whereby the profit attributable to Equity holders of the company of 225.66 Million Baht, increased for 270.95 Million Baht or 598.23%, compared with that of 2013 (restated), while Equity attributable to owners of the Company were 2,072.90 Million Baht.

## Business Profile of the Subsidiaries

### 1. Bangkok Centerpoint Company Limited

<b>Core Business</b>	Management of shopping plazas and buildings, providing public utilities therein and providing consulting service on management, marketing and selling spaces thereof for both sale and lease
<b>Established</b>	30 June 2010
<b>Head Office</b>	2922/305-306 Charn Issara Tower II, 29th Floor, New Petchburi Road, Kwang Bangkapi, Khet Huay Kwang, Bangkok 10310
<b>Registered Capital</b>	Baht 5,000,000, divided into 500,000 ordinary shares with par value of Baht 10 each
<b>Paid-up Capital</b>	Baht 5,000,000.-
<b>Percentage of Shareholding</b>	499,997 shares (equivalent to 100 percent of its registered and paid-up capital)

### 2. Scenery Peak Limited

<b>Core Business</b>	General Investment
<b>Established</b>	12 May 2010 (at British Virgin Islands)
<b>Head Office</b>	Quastisky Building, PO Box 4389, Road Town, Tortola, British Virgin Islands
<b>Registered Capital</b>	US\$ 50,000, divided into 50,000 ordinary shares with par value of US\$1 each
<b>Paid-up Capital</b>	US\$ 50,000.-
<b>Percentage of Shareholding</b>	50,000 shares (equivalent to 100 percent of its registered and paid-up capital)

### 3. Pacific Estate Development Limited

Core Business	Office building rental
Established	22 December 1988
Head Office	140 One Pacific Place Building, M Floor, Sukhumvit Road, Kwang Klongtoey, Khet Klongtoey, Bangkok 10110
Registered Capital	Baht 600,000,000, divided into 60,000,000 ordinary shares with par value of Baht 10 each
Paid-up Capital	Baht 600,000,000.-
Percentage of Shareholding	59,999,998 shares (equivalent to 100 percent of its registered and paid-up capital)

### 4. Metro Premier Holding Company Limited

Core Business	General Investment
Established	29 November 2010
Head Office	2922/305-306 Charn Issara Tower II, 29th Floor, New Petchburi Road, Kwang Bangkapi, Khet Huay Kwang, Bangkok 10310
Registered Capital	Baht 5,000,000, divided into 500,000 ordinary shares with par value of Baht 10 each
Paid-up Capital	Baht 5,000,000.-
Percentage of Shareholding	499,998 shares (equivalent to 100 percent of its registered and paid-up capital)

### 5. Grande Asset Hotels and Property Public Company Limited

Core Business	Hotel business and property development
Established	7 July 2003
Head Office	388 Exchange Tower, Unit No.3203-4, 32nd Floor, Sukhumvit Road, Kwang Klongtoey, Khet Klongtoey, Bangkok 10110
Registered Capital	Baht 3,001,466,667,
Paid-up Capital	Baht 2,751,466,667, divided into 2,751,466,667 ordinary shares with par value of Baht 1 each
Percentage of Shareholding	1,117,674,912 shares (equivalent to 40.62 percent of its paid-up capital)

## The Business Operation of Subsidiaries

### Pacific Estate Development Limited

#### Office Building Rental Business

as of 31 December, 2014

Description	One Pacific Place	Two Pacific Place
Location	No.140 Sukhumvit Road, Klongtoey, Bangkok	No.142 Sukhumvit Road, Klongtoey, Bangkok
Total Area	30,513 sq.m.	41,526 sq.m.
Net Rental Area	16,035 sq.m.	21,548 sq.m.
Occupancy Rate	92.06%	97.50%
No. of storey	19	30
Building Management	Jones Lang Lasalle Management Limited	Jones Lang Lasalle Management Limited

### Grande Asset Hotels and Property Public Company Limited

#### 1. Hotel Business

##### 1.1 Hotels already operated

as of 31 December, 2014

Description	The Westin Grande Sukhumvit Hotel	Sheraton Hua Hin Resort and Spa Hotel	Sheraton Hua Hin Pranburi Villa
Location	Soi Sukhumvit 19, Bangkok Province	Amphur Cha-am, Petchburi Province	Amphur Pranburi, Prachubkirikhan Province
Type	5-star Hotel	5-star Hotel	5-star Hotel
No. of Storey	25-storeyed	2-storeyed	1-storeyed
Guest Rooms	363 rooms	240 rooms	53 pool villas
Occupancy Rate	58.10%	64.50%	33.10%

##### 1.2 Hotel under construction

#### Hyatt Regency Bangkok Sukhumvit Hotel (4-star Hotel)

Location : Soi Sukhumvit 13

28-storeyed ; 273 rooms

#### 2. Real Estate Development Business

Hyde Sukhumvit Condominium	40-storeyed ; 454 units	Sales Progress : Approximately 90%
Hyde Sukhumvit 11 Condominium	39-storeyed ; 478 units	Under Construction



# 5

## Risk Factors Of The Company And Subsidiaries

The Company and subsidiaries have managed the risk factors as below:

### 1. Marketing and Competition :

#### **Office Building Rental Business**

One and Two Pacific Place have still maintained high competitive potential due to its location closed to the BTS Nana Station where is a CBD with convenience of transportation, cheaper rental rate comparing with others in the same area, buildings and equipment are well maintained and the buildings are managed by professional i.e. Jones Lang Lasalle Management Company Limited.

#### **Hotel Business**

There were several new 5-star hotels opened but the Westin Grande Sukhumvit Hotel, Sheraton Hua Hin Resort and Spa Hotel and Sheraton Hua Hin Pranburi Villa could generate higher income continually due to their good location where conveniently accessible, managed by professional i.e. Starwood Hotel Chains of Management and the number of tourists is continually increasing.

#### **Residential Condominium Business**

Recently, Hyde Sukhumvit Condominium could reach the sale of 90% of its area due to its good location where conveniently accessible, modern design of the building, the Project's materials are of good quality. The success from this project shall build up customer base which would well lead to the new project in the future.

**2. Interest Rate :**

The Company and subsidiaries have a large amount of borrowing to be used for projects development, expansion of businesses and working capital. Therefore, the increasing of interest rate would affect costs and expenses and profits significantly. Fortunately, the interest rate at present is stable whereby the trend of interest rate in the next 1-2 years would not get much change.

**3. Delisting from the Stock Exchange of Thailand**

The Company's performance results and its better financial statements in 2013 had resulted as one year extension of its business rehabilitation period. Apart from the existing project, the Company has continually studied feasibility of new projects in order to fulfil the criteria of the Stock Exchange of Thailand for resume trading the Company's securities. The extension period would end in 2015.

**4. The announcement of an intention to make a tender offer of the Company by Property Perfect Public Company Limited**

Property Perfect Public Company Limited had announced an intention to make a tender offer of the Company in the 3rd Quarter of 2014. The Company has confidence that the successful tender offer would enhance the capability of competitiveness of the Company in the market. At the same time, the Company might probably encounter with the risk of different in corporate culture, working management, and also the risk of employees layoff.

# 6

## Shareholders and Management Structure

Top ten shareholders of the company as of 30th December 2014 are as follows:

Name	No. of Shares	% Total Shares
1. Securities Depository (Thailand) Co.,Ltd. for depositors	706,716,708	22.13
2. Ever Effort Finance Limited	536,094,339	16.79
3. Ms. Sumalee Wangprakobsook	526,882,075	16.50
4. Global Paragon Enterprises Limited	502,811,320	15.75
5. Mr. Pornchai Poomiwat	359,500,000	11.26
6. Thailand Securities Depository Co.,Ltd. for depositors	291,556,159	9.13
7. Mr. Chainid Adhyanasakul	29,362,500	0.92
8. Mrs. Shotima Thaweewong na-ayuthaya	19,628,030	0.62
9. Mr. White Chaipayungpan	16,550,240	0.52
10. Andaman Long Beach Resort Co.,Ltd.	14,940,775	0.47

**Remark:** "Securities Depository (Thailand) Co.,Ltd for depositors and Thailand Depository Co.,Ltd for depositors" are agents which holding securities on behalf of investors through Depositors who are member of Securities and Exchange Act B.E.2535

"Number of shares in Scripless Account with Securities Depository" Is deemed as part of the System of No Share Certificates, which the owner of the share had deposited their shares with Securities Depository (Thailand) Co.,Ltd. In compliance with Clause 228 of the Securities and Exchange Act B.E.2535

\*\*\* The Company has prescribed the policy on payment of dividend at approximately 50% of net profit for each fiscal year.

## The Board Of Directors

The Board of Directors of the Company consists of 9 directors as follows:

Name of Directors	Title
1. Mr. Watcharakiti Watcharothai	Chairman/ Chairman of Executive Committee
2. Assoc. Prof.Dr.Seri Wongmonta	Independent Director
3. Mr. Surin Pholyasrisawat	Independent Director/ Chairman of Audit Committee
4. Mr. Supoj Siripornlertkul	Independent Director/ Audit Committee
5. Mr. Likit Somnuantad	Independent Director/ Audit Committee
6. Mr. Vitavas Vibhagool	Director/ Vice Chairman of Executive Committee
7. Ms. Sumalee Wangprakobsook	Director/ Vice Chairwoman of Executive Committee
8. Mr. Asawin Rakmanusa	Director/ Executive Committee
9. Mrs. Danucha Ngernkitti	Director

### 1. Mr. Watcharakiti Watcharothai Title : Chairman / Chairman of Executive Committee

#### Education Background

- Ph.D. Ramkhamhaeng University (Honorary)
- M.P.A. (Master of Public Administration) Roosevelt University, Illinois, U.S.A.
- B.A. (Political Science), Kasetsart University
- Certificate, National Defense College of Thailand (NDC.4)
- Diploma, Director Certification Program (DCP), Thai Institute of Directors, Year 2009
- Diploma, Executive Management Program, Capital Market Academy (CMA.9), Year 2009

#### Work Experiences

Duration	Title	Company Name
2010 - Present	Chairman	Thai Property Public Company Limited
2013 - Present	Chairman of Executive Committee	Thai Property Public Company Limited
2010 - Present	Chairman	Grande Asset Hotels and Property Public Company Limited
2007 - Present	Senior Chamberlain	Royal Household
2007 - Present	Perform Official Control and Monitoring	Chakri Bongkot Palace, Pathumthani Province
2001 - 2007	Assistant Lord Chamberlain	Royal Household
1995 - Present	Director of the Red Cross Fair	Thai Red Cross

Meeting Attendance : 4 / 5 Meeting



**2. Assoc. Prof.Dr.Seri Wongmonta      Title : Independent Director**

## Education Background

- Ph.D. (Journalism-Political Communication), Southern Illinois University, U.S.A.
- M.Sc. (Journalism-Advertising), Northwestern University, U.S.A.
- M.A. (English), University of Washington, U.S.A.
- B.A. (Hon.) in English Literature and Foreign Languages, Thammasat University

## Work Experiences

Duration	Title	Company Name
2005 - Present	Independent Director	Thai Property Public Company Limited
Present	Chairman	Good Communication Ltd., Part.
1997 - 2000	Host in several Radio and TV ProgramsChairman	Better Impact Communication Company Limited

Meeting Attendance : 4 / 5 Meeting

**3. Mr. Surin Pholyasrisawat**                      **Title : Independent Director / Chairman of the Audit Committee**

## Education Background

- M.B.A. (Finance), West Coast University, U.S.A.
- B.A. (Hon.) in Accounting, Thammasat University

## Work Experiences

Duration	Title	Company Name
2003 - Present	Independent Director / Chairman of Audit Committee	Thai Property Public Company Limited
2002 - Present	Managing Director	UBCC Audit Company Limited
1999 - Present	Managing Director	Union Business Consulting Company Limited
1992 - 1997	Managing Director	Thaimex Finance and Securities Company Limited
1987 - 1992	Managing Director	Thanasub Finance and Securities Company Limited

Meeting Attendance : 4 / 5 Meeting

**4. Mr.Supoj Siripornlertkul****Title : Independent Director / Audit Committee****Education Background**

- B.Arch., Chulalongkorn University

**Work Experiences**

<b>Duration</b>	<b>Title</b>	<b>Company Name</b>
2002 - Present	Independent Director / Audit Committee	Thai Property Public Company Limited
Present	Business Owner	Architect/ Import-export of Furniture
Meeting Attendance :		4 / 5 Meeting

**5. Mr.Likit Somnuantad****Title : Independent Director / Audit Committee****Education Background**

- LL.M , Ramkhamhaeng University
- LL.B , Ramkhamhaeng University
- B.A. (Political Science), Ramkhamhaeng University

**Work Experiences**

<b>Duration</b>	<b>Title</b>	<b>Company Name</b>
2013 - Present	Independent Director / Audit Committee	Thai Property Public Company Limited
2011 - Present	Independent Lawyer	
2003 - 2011	Independent Director / Audit Committee	Thai Property Public Company Limited
Meeting Attendance :		5 / 5 Meeting

**6. Mr. Vitavas Vibhagool**

**Title : Director / Vice Chairman of Executive Committee**

**Education Background**

- M.B.A. Tarleton State University, Texas, U.S.A.
- B.Arch., Chulalongkorn University

**Work Experiences**

Duration	Title	Company Name
1998 - Present	Managing Director	Thai Property Public Company Limited
2013 - Present	Vice Chairman of Executive Committee	Thai Property Public Company Limited
2010 - Present	Director / Vice Chairman of the Board of Executive Directors	Grande Asset Hotels and Property Public Company Limited
2003 - 2005	Director	Krungthep Land Public Company Limited
1993 - 1998	Assistant Managing Director	Rattana Real Estate Public Company Limited

Meeting Attendance : 5 / 5 Meeting

**7. Ms. Sumalee Wangprakobsook**

**Title : Director / Vice Chairwoman of Executive Committee**

**Education Background**

- Master of Science – Computer Science, Washington State University, U.S.A.
- B.B.A. Statistics, Chulalongkorn University

**Work Experiences**

Duration	Title	Company Name
2012 - Present	Director	Thai Property Public Company Limited
2013 - Present	Vice Chairwoman of Executive Committee	Thai Property Public Company Limited
2012 - Present	Director / Vice Chairwoman of the Board of Executive Directors	Grande Asset Hotels and Property Public Company Limited
2009 - 2012	Executive Director of Loan Origination and Process System Development Project	Government Saving Bank
2005 - 2007	Executive Director of IT Development Committee Consultant to SEVP	Bangkok Bank Public Company Limited

Meeting Attendance : 5 / 5 Meeting

**8. Mr. Asawin Rakmanusa****Title : Director / Executive Committee****Education Background**

- M.B.A. (Finance) Southeastern University, U.S.A.
- M.P.A. The National Institute of Development Administration (Nida)
- 2004 Certificate, Director Accreditation Program (DAP); Thai Institute of Directors Association (IOD)
- 2014 Certificate, Director Certification Program (DCP) ; Thai Institute of Directors Association (IOD)
- 2014 Certificate, Advanced Audit Committee Program (AACP) ; Thai Institute of Directors Association (IOD)

**Work Experiences**

<b>Duration</b>	<b>Title</b>	<b>Company Name</b>
2009 - Present	Director	Thai Property Public Company Limited
2013 - Present	Executive Committee	Thai Property Public Company Limited
2008 - Present	Deputy Managing Director	Thai Property Public Company Limited
2010 - Present	Director / Executive Director	Grande Asset Hotels and Property Public Company Limited
2004 - 2008	Managing Director	Prime Nature Group of Companies
2003 - 2004	Director / Assistant Managing Director	Prinsiri Public Company Limited

Meeting Attendance : 5 / 5 Meeting

**9. Mrs. Danucha Ngernkitti****Title : Director****Education Background**

- M.B.A. Southern New Hampshire University, U.S.A.
- B.B.A. Assumption University

**Work Experiences**

<b>Duration</b>	<b>Title</b>	<b>Company Name</b>
2012 – Present	Director / Director of Corporate Investment Division	Thai Property Public Company Limited
2009 – 2011	Vice President of Distribution Network Execution Support Department	Kasikorn Bank Public Company Limited
2004 – 2009	Assistant General Manager of Business Liaison Division	CP All Public Company Limited

Meeting Attendance : 5 / 5 Meeting



### Authorized Directors:

Mr.Watcharakiti Watcharothai or Mr.Asawin Rakmanusa signs their names together with Mr.Vitavas Vibhagool and affix the Company's seal will be bound the Company.

### Functions and Responsibilities of the Board of Directors:

1. To carry out activities prudently to be in compliance with related governing laws,
2. objectives of the Company and the Articles of Association, in order to protect the Company's interest and for the benefit of shareholders;
3. To consider the policy, vision, work plan and key strategies and ethical standards of business operations and to supervise and monitor the management of the Company to ensure the efficiency and compliance with the Company's policies;
4. To monitor the operational results of the Company;
5. To ensure that the financial reports are complete, accurate, reliable and timely and are prepared in compliance with the Company's policies;
6. To monitor the implementation of internal control and audit systems complying with all regulations and related governing laws and to ensure appropriate risk management;
7. To ensure that the Company perform in compliance with good corporate governance and fair treatment to all related parties and discloses all relevant information that might affect the interest of related parties and the public; and
8. To monitor and to prevent conflicts of interest of related parties to in compliance with related rules and regulations.

### The Audit Committee:

Presently, the Audit Committee of the Company consists of 3 directors as follows:

Name of Audit Committee		Title
1. Mr.Surin	Pholyasrisawat	Independent Director / Chairman of the Audit Committee
2. Mr.Supoj	Siripornlertkul	Independent Director / Audit Committee
3. Mr.Likit	Somnuantad	Independent Director / Audit Committee

**Function and Responsibilities of the Audit Committee:**

1. To control and monitor the Company's financial reports in order to ensure they are completed, adequate and reliable;
2. To monitor the auditing process and internal control systems of the Company in order to ensure they are appropriate and efficient;
3. To select and propose the appointment of the statutory auditor of the Company;
4. To supervise and ensure that the Company acts in compliance with the regulations and related governing laws;
5. To consider the disclosure of information regarding connected transaction or transaction that might have conflicts of interest to be accurate and complete;
6. To prepare the Audit Committee Report relating to corporate governance as disclosed in the Company's Annual Report. The Audit Committee Report is to be signed by the Chairman of the Audit Committee;
7. To perform any other tasks that are stipulated in the Articles of Association of the Company; and
8. To perform any other tasks that might be delegated by the Board of Directors.

**The Executive Committee:**

Presently, the Executive Committee consists of 4 directors as follows:

Name of the Executive Committee		Title
1. Mr.Watcharakiti	Watcharothai	Chairman of the Executive Committee
2. Mr.Vitavas	Vibhagool	Vice Chairman of the Executive Committee
3. Ms.Sumalee	Wangprakobsook	Vice Chairwoman of the Executive Committee
4. Mr.Asawin	Rakmanusa	Executive Committee

**Function and Responsibilities of the Executive Committee:**

1. To control and monitor the Company's operation in order to comply with policy, business plan and budget as approved by the Board of Directors.
2. To consider and consent the Annual Budget and Business Plan in order to propose for approval from the Board of Directors
3. To consider and approve the Company operational expenses within the authority set by the Board of Directors
4. To perform any other tasks that might be delegated by the Board of Directors.

**Remuneration of Directors:**

**1. Remuneration in Monetary Term:**

For the fiscal year 2013, the Shareholders Meeting had approved the Company to pay remuneration to the Board of Directors in term of attendance fees and salary in total amount not exceeding Baht 3.0 million whereas the actual remuneration which the Company paid to the Board of Directors was Bath 2.36 million. The details of remuneration for the last 3 years are as followings:

	2014	2013	2012
No. of Directors	9	9	9
<b>Remuneration (Baht/person/meeting)</b>			
Attendance fee (Director)	30,000	30,000	30,000
Attendance fee (Audit Committee)	20,000	20,000	20,000
Monthly fee (Chairman of the Board)	100,000	100,000	100,000
Total actual paid for the remuneration	2,360,000	2,390,000	2,260,000

**2. Other Remuneration:**

- None

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**Good Corporate Governance**

The Board of Directors has realized the responsibilities to manage the business by establishing an organizational structure to balance the roles among the Board of Directors, the Management and the Shareholders to encourage compatibility of the Company for sustainable growth and trustworthiness under the principle of good corporate governance. The Company has pursued the 5 good corporate governance principles set by the Stock Exchange of Thailand. Details are as follows:

**1. Shareholders' Rights**

The Company shall hold the Shareholders Meeting at a place where having convenient transportation for easily accessible by Shareholders and serve invitation letters containing agendas to Shareholders at least 14 days in advance before the Meeting date. Each agenda shall be accompanied by the opinions of the Board of Directors to provide ample time and sufficient information to Shareholders for consideration and making decision for casting vote in the meeting.

The Company shall fully facilitate Shareholders in attending the Meeting and voting, refrains from doing any acts that might limit opportunity of Shareholders in attending the meeting, and provide opportunity for Shareholders to raise questions and express opinions in the Meeting independently.

After the Meeting date, the Company will prepare minutes of the Meeting in order for Shareholders to examine later and notify the Meeting's resolution to SET via internet system on the following day as the latest. Information will contain name of Directors who attend the Meeting, resolutions, voting result on each agenda, and record issues raised by Shareholders and summary of the Company's clarification.



## **2. Equitable Treatment to Shareholders**

All Shareholders are eligible to attend the Meeting and vote equally under the Company's provisions. The Company has provided an alternative to Shareholders by preparing proxy forms to authorize other people or independent directors to attend the Meeting on behalf of Shareholders who could not attend. Moreover, the Company has the policy to hold Meeting transparency and provide equal opportunity and adequate time to Shareholders to express opinions and raise questions in the Meeting. The Company's Board of Directors and related executives are required to attend the Shareholders Meeting to answer questions in the Meeting. In addition, the Company records the important questions and suggestions in the minutes of the Meeting to allow Shareholders to examine later.

Shareholders who also serve as executive are not able to raise any additional agenda, particularly in important ones that Shareholders may need time to study before making any decision, without being informed in advance.

Moreover, the Company sets the policies and procedures in approval of transactions which might have conflict of interests or connected transactions to be compliance with SET's announcement. Also, the Audit Committee has duty to report the Board of Directors to acknowledge connected and conflict of interest transactions, which are considered prudently as appropriate, and comply with SET's principles.

## **3. Stakeholders' Role**

The Company realizes the rights of internal and external stakeholders.

### **3.1 Shareholders:**

The Company realizes the importance of Shareholders' rights. Hence, the Company provides transparency in information disclosure to all Shareholders accurately, completely and timely through many channels including SET's media.

### **3.2 Board of Directors:**

The Board of Directors is fully aware of the rights of all groups of stakeholders and takes measures to ensure that their rights are protected, and the stakeholders will be treated equally and fairly.

**3.3 Customers:**

The Company has determined to not only quality of products but also code of conducts by taking care and responsible for customers, offering quality and standard services, and solving customers' complaints or providing advices as the earliest.

**3.4 The Company's Staffs:**

The Company realizes that good human resources are vital for success. Hence, the Company has considered proper remunerations to all staffs and provided development through basic and advance training.

**3.5 Creditors:**

The Company has complied with the terms and conditions of obligations made between the Company and creditors.

**3.6 Society and Environment:**

The Company is aware of quality of life and living in society, culture and environment as substantial matters for the Company's business operation.

**4. Information Disclosure and Transparency**

The Company has paid attention to disclosure of information which might affect investors' and stakeholders' decision making about accuracy, transparency, reliability, timely and thoroughly. Such information includes financial data, annual report, Form 56-1, filing and general and important information.

The Board of Directors has considered avoiding conflict of interests with integrity, reasonably, and independently for the sake of the Company's interests. Also, the Company has pursued SET's rules and regulations governing connected transactions and prohibited all staffs and related persons from using inside information for their own interests.

**5. Selection of Directors:**

The Company will select appropriate persons to propose to the Shareholders Meeting for election as Directors of the Company. The selection takes into their background, knowledge, ability, and experience in related fields of business; as well as their profiles ethical behavior and other appropriated qualifications deemed beneficial to the Company. The Shareholders Meeting will consider and elect the Directors of the Company in accordance with the Article of Association of the Company and related governing laws.

## 6. Board of Directors Responsibilities

The Company has required at least 3 independent Directors in the Board of Directors. At present, the Company's Board of Directors consists of 9 experienced, knowledgeable and competent members as follows:

Authorized Signatory Directors	3 persons
Independent Directors	4 persons
Directors	2 persons

Each Director is freely to express opinions in the meeting. The Company has regarded an importance of Independent Directors' opinions. In case that they have suggestions or disagree with any matter, such the issue must be reviewed to find out the clear and transparent conclusion. The selection of Independent Directors is compliance with the minimum requirements set by SEC and SET.

### 6.1 Board of Directors meeting

The Board of Directors has scheduled to hold meeting on quarterly basis or as required by Chairman to consider quarterly operating performance and monitor progress of the operation. Each Director is independent to propose any agendas in the meeting.

### 6.2 Board of Directors self-assessment

Authorized Signatory Directors must conduct a quarterly evaluation to assess performance in part of their responsibility and the performance evaluation is presented to the Board of Directors to compare with performance in the past.

## 9

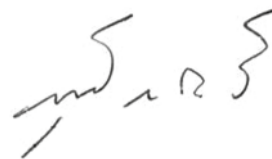
## Report From The Audit Committee

The Audit Committee of Thai Property Public Company Limited having been appointed by Shareholders Meeting, comprised of 3 independent directors.

In 2014, the Audit Committee had held meetings to perform its duties in compliance with the requirements of the Stock Exchange of Thailand as assigned by the Company's Board of Directors. It had held meetings with top management, an internal audit manager, an accounting manager and other managers related to agendas of consideration, and also the Auditor. The minutes of the meetings were regularly reported to the Board of Directors, of which the important matter are as follows; reviewed the reliability of the Company's Financial Statements quarterly and yearly with opinions whether those financial statements were corrected, promptly disclosed adequate significant matters and timely according to accounting standards and all related regulations. Regularly reviewed the transactions of the Company in terms of connectivity or conflict of interest in order to promote accurate, conclusive and accountable disclosures in which the interests of all stakeholders had been taken into consideration. Considered, selected and proposed to appoint the auditors for the fiscal year 2015 and also fix remuneration thereof in order to propose to the Company's Board of Directors.

In the past year, the Audit Committee had been satisfied with the performance of Independent Auditor, who possessed knowledge and profession competency, also gave advice on the internal control system and risks that might happen with independently performed. Continuously emphasized on good corporate governance in order to set working standard to be better than normal practice. The Audit Committee also provided advices to the Company to focus on sustainable development by conducting its business with corporate social responsibility.

The Audit Committee has performed its duties comprehensively in compliance with Code of Conduct of Audit Committee and as assigned by the Company's Board of Directors with knowledge and utmost efficiencies.



(Mr. Surin Pholyasrisawat)  
Chairman of Audit Committee

To the Shareholders of Thai Property Public Company Limited

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

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

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

### **Auditor's Responsibility**

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor

considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

## **Opinion**

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

## **Emphasis of matters**

I draw attention to the following notes to the financial statements.

Note 30.5 a) The lawsuit between a subsidiary and the owners of the land on which a hotel of the subsidiary is located

Note 12 The process of assessing the fair value of the identifiable assets, liabilities and contingent liabilities of a subsidiary, which was completed in the current year

My opinion is not qualified in respect of the above matters.



Supachai Phanyawattano  
Certified Public Accountant (Thailand) No. 3930

EY Office Limited  
Bangkok: 24 February 2015



Thai Property Public Company Limited and its subsidiaries

Statement of financial position

As at 31 December 2014

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2014	2013 (Restated)	2014	2013
<b>Assets</b>					
<b>Current assets</b>					
Cash and cash equivalents		285,008,130	246,942,071	6,146,299	5,781,052
Trade and other receivables	7	109,064,122	190,781,730	139,406,083	104,945,874
Receivable from the Revenue Department		39,871,945	63,156,323	915,851	461,735
Short-term loans to subsidiaries and interest receivable	6	-	-	849,739,121	837,964,959
Current portion of long-term loan to a subsidiary and interest receivable	6	-	-	98,141,753	107,683,217
Inventories	8	6,813,092	14,248,461	-	-
Real estate development projects	9	1,342,785,712	3,019,494,089	9,676,503	10,427,243
Withholding tax deducted at source		22,978,694	46,115,884	1,481,302	1,315,811
Others current assets		52,606,289	126,145,211	1,964,802	1,930,486
		<u>1,859,127,984</u>	<u>3,706,883,769</u>	<u>1,107,471,714</u>	<u>1,070,510,377</u>
Non-current assets held for sale	12	-	173,298,393	-	-
<b>Total current assets</b>		<u>1,859,127,984</u>	<u>3,880,182,162</u>	<u>1,107,471,714</u>	<u>1,070,510,377</u>
<b>Non-current assets</b>					
Pledged and restricted withdrawal bank deposits	10	49,847,360	432,833,054	1,790,464	1,164,676
Long-term loan to a subsidiary and interest receivable - net of current portion	6	-	-	-	111,965,496
Deposits for acquisition of shares and assets in other companies	11	199,463,000	299,463,000	199,463,000	199,463,000
Investments in subsidiaries	12	-	-	191,319,405	59,144,405
Investment properties	13	316,144,751	385,784,146	-	-
Property, plant and equipment	14	3,662,129,870	3,439,546,666	7,887,973	6,981,371
Intangible assets - computer software	15	31,682,025	29,997,944	12,250	97,489
Leasehold rights	16	529,039,495	664,356,920	-	-
Deferred tax assets	26	26,995,003	156,733,982	4,010,155	7,738,017
Compensation guarantee	17	46,000,000	53,000,000	-	-
Other non-current assets		8,554,850	10,305,443	47,600	50,850
<b>Total non-current assets</b>		<u>4,869,856,354</u>	<u>5,472,021,155</u>	<u>404,530,847</u>	<u>386,605,304</u>
<b>Total assets</b>		<u>6,728,984,338</u>	<u>9,352,203,317</u>	<u>1,512,002,561</u>	<u>1,457,115,681</u>

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

## Thai Property Public Company Limited and its subsidiaries

## Statement of financial position (continued)

As at 31 December 2014

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2014	2013 (Restated)	2014	2013
<b>Liabilities and shareholders' equity</b>					
<b>Current liabilities</b>					
Short-term loan from a financial institution	18	200,000,000	-	-	-
Trade and other payables	19	251,123,225	544,034,135	15,177,330	20,202,464
Short-term loan from an unrelated party	20	500,000,000	500,000,000	-	-
Current portion of long-term loans from financial institutions	21	84,400,000	167,000,000	24,400,000	117,600,000
Income tax payable		24,261,794	-	-	-
Deposits received		184,703,436	1,284,252,362	14,835,300	33,985,322
Other current liabilities		130,611,455	195,229,939	6,723,549	6,133,494
<b>Total current liabilities</b>		<b>1,375,099,910</b>	<b>2,690,516,436</b>	<b>61,136,179</b>	<b>177,921,280</b>
<b>Non-current liabilities</b>					
Long-term loans from financial institutions - net of current portion	21	993,251,142	2,806,980,161	-	24,400,000
Unearned lease right		63,279,713	75,176,768	-	-
Provision for long-term employee benefits	22	53,608,994	46,269,952	5,563,118	4,595,163
Deferred tax liabilities	26	136,656,049	175,153,934	-	-
Other non-current liabilities		11,214,510	8,713,908	1,370,976	-
<b>Total non-current liabilities</b>		<b>1,258,010,408</b>	<b>3,112,294,723</b>	<b>6,934,094</b>	<b>28,995,163</b>
<b>Total liabilities</b>		<b>2,633,110,318</b>	<b>5,802,811,159</b>	<b>68,070,273</b>	<b>206,916,443</b>
<b>Shareholders' equity</b>					
Share capital	23				
Registered					
3,353,702,060 ordinary shares of Baht 1 each		3,353,702,060	3,353,702,060	3,353,702,060	3,353,702,060
Issued and fully paid-up					
3,193,185,471 ordinary shares (2013: 2,816,465,918 ordinary shares) of Baht 1 each		3,193,185,471	2,816,465,918	3,193,185,471	2,816,465,918
Share discount		(881,113,633)	(692,753,856)	(881,113,633)	(692,753,856)
Retained earnings					
Appropriated - statutory reserve	24	5,934,075	5,934,075	5,934,075	5,934,075
Deficit		(236,650,866)	(462,309,593)	(874,073,625)	(879,446,899)
Differences from changes of interests in a subsidiary	12	(8,456,990)	-	-	-
Equity attributable to owners of the Company		2,072,898,057	1,667,336,544	1,443,932,288	1,250,199,238
Non-controlling interests of the subsidiaries		2,022,975,963	1,882,055,614	-	-
<b>Total shareholders' equity</b>		<b>4,095,874,020</b>	<b>3,549,392,158</b>	<b>1,443,932,288</b>	<b>1,250,199,238</b>
<b>Total liabilities and shareholders' equity</b>		<b>6,728,984,338</b>	<b>9,352,203,317</b>	<b>1,512,002,561</b>	<b>1,457,115,681</b>
		-	-	-	-

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

**Thai Property Public Company Limited and its subsidiaries**

**Statement of comprehensive income**

For the year ended 31 December 2014

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2014	2013 (Restated)	2014	2013
<b>Profit or loss:</b>					
<b>Revenues</b>					
Revenues from hotel operations		824,067,234	996,294,181	-	-
Revenues from sales of real estate		4,045,447,154	209,520,700	1,770,000	-
Rental and related service income		273,241,096	245,417,016	-	-
Excess of interest in the net fair value of a subsidiary over purchase cost	12	-	147,923,737	-	-
Interest income		2,017,037	3,383,340	29,627,653	39,479,682
Gain on sales of investment in a subsidiary	12	20,715,071	-	-	-
Other income		47,341,761	82,418,473	39,693,600	41,781,082
<b>Total revenues</b>		<b>5,212,829,353</b>	<b>1,684,957,447</b>	<b>71,091,253</b>	<b>81,260,764</b>
<b>Expenses</b>					
Cost of hotel operations		337,578,457	366,675,124	-	-
Cost of sales of real estate		2,714,716,413	188,062,797	750,740	-
Cost of rental and related services		95,422,037	88,965,201	-	-
Selling expenses		334,611,549	155,268,264	-	-
Administrative expenses		537,791,884	666,236,235	53,307,668	44,183,405
Depreciation and amortisation		306,902,017	280,010,446	1,672,992	1,728,462
<b>Total expenses</b>		<b>4,327,022,357</b>	<b>1,745,218,067</b>	<b>55,731,400</b>	<b>45,911,867</b>
<b>Profit (loss) before finance cost and income tax</b>		<b>885,806,996</b>	<b>(60,260,620)</b>	<b>15,359,853</b>	<b>35,348,897</b>
Finance cost		(161,086,403)	(133,121,549)	(6,258,717)	(14,894,337)
<b>Profit (loss) before income tax</b>		<b>724,720,593</b>	<b>(193,382,169)</b>	<b>9,101,136</b>	<b>20,454,560</b>
Income tax	26	(178,077,776)	76,571,723	(3,727,862)	(2,815,455)
<b>Profit (loss) for the year</b>		<b>546,642,817</b>	<b>(116,810,446)</b>	<b>5,373,274</b>	<b>17,639,105</b>
<b>Other comprehensive income</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total comprehensive income for the year</b>		<b>546,642,817</b>	<b>(116,810,446)</b>	<b>5,373,274</b>	<b>17,639,105</b>
<b>Total comprehensive income attributable to:</b>					
Equity holders of the Company		225,658,727	(45,292,413)	5,373,274	17,639,105
Non-controlling interests of the subsidiaries		320,984,090	(71,518,033)	-	-
		<b>546,642,817</b>	<b>(116,810,446)</b>		
<b>Earnings per share</b>	27				
Basic earnings per share					
Profit (loss) attributable to equity holders of the Company		0.073	(0.016)	0.002	0.006

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

# Thai Property Public Company Limited and its subsidiaries

## Statement of changes in shareholders' equity

For the year ended 31 December 2014

(Unit: Baht)

Consolidated financial statements								
	Equity attributable to owners of the Company				Equity			
	Issued and fully paid-up share capital	Share discount	Retained earnings		Differences from changes of interests of in a subsidiary	Total equity attributable to owners of the Company	Equity attributable to non-controlling interests of the subsidiaries	Total shareholders' equity
			Appropriated	Deficit				
<b>Balance as at 1 January 2013</b>	2,816,465,918	(692,753,856)	5,934,075	(417,017,180)	-	1,712,628,957	1,953,573,647	3,666,202,604
Total comprehensive income for the year (restated)	-	-	-	(45,292,413)	-	(45,292,413)	(71,518,033)	(116,810,446)
<b>Balance as at 31 December 2013 - restated</b>	<u>2,816,465,918</u>	<u>(692,753,856)</u>	<u>5,934,075</u>	<u>(462,309,593)</u>	<u>-</u>	<u>1,667,336,544</u>	<u>1,882,055,614</u>	<u>3,549,392,158</u>
<b>Balance as at 31 December 2013 - as previously reported</b>	2,816,465,918	(692,753,856)	5,934,075	(512,756,644)	-	1,616,889,493	1,790,529,729	3,407,419,222
Cumulative effect of changes in fair values of identifiable assets and liabilities of the business acquired by a subsidiary (Note 12)	-	-	-	50,447,051	-	50,447,051	91,525,885	141,972,936
<b>Balance as at 31 December 2013 - restated</b>	<u>2,816,465,918</u>	<u>(692,753,856)</u>	<u>5,934,075</u>	<u>(462,309,593)</u>	<u>-</u>	<u>1,667,336,544</u>	<u>1,882,055,614</u>	<u>3,549,392,158</u>
Increase in share capital (Note 23)	376,719,553	(188,359,777)	-	-	-	188,359,776	-	188,359,776
Acquisition of investment in a subsidiary (Note 12)	-	-	-	-	(8,456,990)	(8,456,990)	(169,343,010)	(177,800,000)
Sales of investment in a subsidiary (Note 12)	-	-	-	-	-	-	(10,720,731)	(10,720,731)
Total comprehensive income for the year	-	-	-	225,658,727	-	225,658,727	320,984,090	546,642,817
<b>Balance as at 31 December 2014</b>	3,193,185,471	(881,113,633)	5,934,075	(236,650,866)	(8,456,990)	2,072,898,057	2,022,975,963	4,095,874,020

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

**Thai Property Public Company Limited and its subsidiaries**  
**Statement of changes in shareholders' equity (continued)**

For the year ended 31 December 2014

(Unit: Baht)

	Separate financial statements				
	Issued and fully paid-up share capital	Share discount	Retained earnings	Deficit	Total shareholders' equity
			Appropriated		
<b>Balance as at 1 January 2013</b>	2,816,465,918	(692,753,856)	5,934,075	(897,086,004)	1,232,560,133
Total comprehensive income for the year	-	-	-	17,639,105	17,639,105
<b>Balance as at 31 December 2013</b>	2,816,465,918	(692,753,856)	5,934,075	(879,446,899)	1,250,199,238
<b>Balance as at 1 January 2014</b>	2,816,465,918	(692,753,856)	5,934,075	(879,446,899)	1,250,199,238
Increase in share capital (Note 23)	376,719,553	(188,359,777)	-	-	188,359,776
Total comprehensive income for the year	-	-	-	5,373,274	5,373,274
<b>Balance as at 31 December 2014</b>	3,193,185,471	(881,113,633)	5,934,075	(874,073,625)	1,443,932,288

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

## Thai Property Public Company Limited and its subsidiaries

## Cash flow statement

For the year ended 31 December 2014

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013 (Restated)	2014	2013
<b>Cash flows from operating activities</b>				
Profit (loss) before tax	724,720,593	(193,382,169)	9,101,136	20,454,560
Adjustments to reconcile profit (loss) before tax to net cash provided by (paid from) operating activities:				
Depreciation and amortisation	306,902,017	280,010,446	1,672,992	1,728,462
Allowance for doubtful accounts (reversal)	(1,045,080)	(194,935)	2,348,857	-
Allowance for impairment of investment	-	-	5,000,000	-
Allowance for impairment loss on assets (reversal)	(145,831)	3,748,285	-	-
Withholding tax deducted at source and receivable from the Revenue Department written-off	5,778,979	6,224,911	-	-
Amortisation of unearned lease right	(18,306,182)	(16,802,625)	-	-
Warranty provision for real estate projects	32,002,860	-	-	-
Gain on sales of investment in a subsidiary	(20,715,071)	-	-	-
(Gain) loss on disposals / write-off of property, plant and equipment	5,584,007	(26,308,011)	(285,811)	40
Excess of interest in the net fair value of a subsidiary over purchase cost	-	(147,923,737)	-	-
Long-term employee benefit expenses	8,722,283	11,072,139	967,955	922,725
Gain from lawsuit settlement	-	(10,444,726)	-	-
Interest income	(2,017,037)	(3,380,552)	(29,627,653)	(39,479,682)
Interest expenses	151,624,202	121,968,940	6,258,717	14,694,337
Profit (loss) from operating activities before changes in operating assets and liabilities	1,193,105,740	24,587,966	(4,563,807)	(1,679,558)
Operating assets (increase) decrease				
Trade and other receivables	78,548,774	(4,830,386)	(36,809,066)	(23,069,923)
Receivable from the Revenue Department	(2,241,822)	(4,560,988)	(454,116)	254,504
Inventories	2,401,575	189,069	-	-
Real estate development projects	1,783,376,596	(1,029,907,256)	750,740	-
Compensation guarantee	7,000,000	15,000,000	-	-
Other current assets	74,063,039	47,548,220	(34,317)	(17,712)
Other non-current assets	1,750,592	6,846,782	3,250	12,750
Operating liabilities increase (decrease)				
Trade and other payables	(163,059,334)	(91,316,192)	(4,934,575)	426,398
Deposits received	(990,505,116)	461,725,052	(757,047)	-
Provision for long-term employee benefits	(1,383,241)	(1,568,299)	-	-
Other current liabilities	(56,651,500)	80,051,190	275,869	27,475
Other non-current liabilities	6,409,127	-	-	-
Cash flows from (used in) operating activities	1,932,814,430	(496,234,842)	(46,523,069)	(24,046,066)
Cash paid for corporate income tax	(54,635,855)	(31,960,190)	(165,491)	(573,084)
<b>Net cash flows from (used in) operating activities</b>	<b>1,878,178,575</b>	<b>(528,195,032)</b>	<b>(46,688,560)</b>	<b>(24,619,150)</b>

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



**Thai Property Public Company Limited and its subsidiaries**

**Cash flow statement (continued)**

For the year ended 31 December 2014

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013 (Restated)	2014	2013
<b>Cash flows from investing activities</b>				
(Increase) decrease in pledged and restricted withdrawal				
bank deposits	382,985,694	5,334,191	(625,788)	(546,666)
Increase in deposits for acquisition of shares and				
assets in other companies	-	(139,163,000)	-	(39,163,000)
Deposits received	-	28,392,975	-	28,392,975
Decrease in short-term loans to subsidiaries	-	-	-	12,200,000
Decrease in long-term loan to a subsidiary	-	-	121,470,591	118,218,446
Cash paid for investment in a subsidiary	(177,800,000)	(282,231,334)	(177,800,000)	-
Net proceeds from sales of investment in a subsidiary	21,814,572	-	22,232,025	-
Acquisition of investment properties	(337,023)	(3,293,876)	-	-
Acquisition of property, plant and equipment	(396,653,875)	(294,796,439)	(722,301)	(46,880)
Acquisition of intangible assets	(6,978,240)	(14,071,259)	(6,800)	-
Proceeds from sales of property, plant and equipment	2,909,089	1,363,809,256	560,748	-
Interest income	2,017,037	3,380,552	17,889,860	34,457,390
<b>Net cash flows from (used in) investing activities</b>	<b>(172,042,746)</b>	<b>667,361,066</b>	<b>(17,001,665)</b>	<b>153,512,265</b>
<b>Cash flows from financing activities</b>				
Cash receipt from short-term loan from a financial institution	200,000,000	-	-	-
Cash receipt from long-term loans from financial institutions	899,258,507	3,660,437,144	-	-
Repayment of long-term loans from financial institutions	(2,795,587,525)	(3,412,827,676)	(117,600,000)	(109,370,693)
Repayment of liabilities under hire purchase and				
finance lease agreements	(6,354,512)	(4,585,196)	(341,664)	(317,988)
Proceeds from increase in share capital	188,359,777	-	188,359,777	-
Interest expenses	(153,746,017)	(250,989,791)	(6,362,641)	(14,742,226)
<b>Net cash flows from (used in) financing activities</b>	<b>(1,668,069,770)</b>	<b>(7,965,519)</b>	<b>64,055,472</b>	<b>(124,430,907)</b>
<b>Net increase in cash and cash equivalents</b>	<b>38,066,059</b>	<b>131,200,515</b>	<b>365,247</b>	<b>4,462,208</b>
Cash and cash equivalents at beginning of year	246,942,071	115,741,556	5,781,052	1,318,844
<b>Cash and cash equivalents at end of year</b>	<b>285,008,130</b>	<b>246,942,071</b>	<b>6,146,299</b>	<b>5,781,052</b>
	-	-	-	-
<b>Supplemental disclosure of cash flow information</b>				
Non-cash transactions				
Transfer deposits for acquisition of shares and assets				
in other companies to real estate development projects	100,000,000	-	-	-
Equipment acquired under hire purchase and finance lease				
agreements	8,925,500	4,542,892	2,000,000	-
Transfer property, plant and equipment to investment properties	2,843,691	4,573,224	-	-

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

## Thai Property Public Company Limited and its subsidiaries

### Notes to consolidated financial statements

For the year ended 31 December 2014

#### 1. General information

- 1.1 Thai Property Public Company Limited ("the Company") is a public company incorporated and domiciled in Thailand. The Company is principally engaged in the real estate development. The registered office of the Company is at 2922/305-306, 29th Floor, Charnisara Tower 2, New Phetchaburi Road, Bangkok, Huay-kwang, Bangkok.
- 1.2 Because the Company had faced liquidity problems, had suffered operating losses for over 3 consecutive years, and had a significant capital deficit, the Stock Exchange of Thailand ("SET") announced the classification of the stock of the Company as a security which may be delisted from the SET, approved the trading of the Company's security under the "REHABCO" section, and ordered the Company to submit a rehabilitation plan in accordance with the SET rehabilitation criteria, to enable it to avoid delisting. Later, the SET has delisted the Company's stock from the trading board and classified it under the listed company, Non-Performing Group, effective from 3 July 2006 since the Company has been unable to take the steps required to avoid being delisted. However, the Company's status is still that of a listed company and it therefore has to comply with all SET regulations, prepare reports on the progress of its rehabilitation plan, and submit these together with its financial statements within the deadline for listed companies to submit their financial statements, until it eliminates the reasons for delisting.

#### 2. Basis of preparation

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

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

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

#### 2.2 Basis of consolidation

- a) The consolidated financial statements include the financial statements of Thai Property Public Company Limited ("the Company") and the following subsidiary companies ("the subsidiaries"):

Company's name	Paid-up capital		Nature of business	Country of incorporation	Percentage of shareholding	
	<u>2014</u> Thousand Baht	<u>2013</u> Thousand Baht			<u>2014</u> Percent	<u>2013</u> Percent
<b>Held by the Company</b>						
Bangkok Centerpoint Company Limited	5,000	5,000	Management of space for sale and/or lease	Thailand	100	100
Pacific Estate Development Limited	600,000	600,000	Office building rental and provision for related services	Thailand	100	100
Scenery Peak Limited	1,603 (USD 50,000)	1,603 (USD 50,000)	Investment in other companies	British Virgin Islands	100	100
Metro Premier Holding Company Limited	5,000	5,000	Investment in other companies	Thailand	100	100
Yaksa Company Limited	-	62,500	Serviced apartment	Thailand	-	65
<b>Held by the Company and its subsidiary</b>						
Subsidiary held by the Company and Metro Premier Holding Company Limited						
Grande Asset Hotels and Property Public Company Limited	2,751,467	2,751,467	Hotel business, rental of shopping plaza and property development	Thailand	41	36
<b>Held by the Company's subsidiaries</b>						
Subsidiaries held by Grande Asset Hotels and Property Public Company Limited						
Honor Business Company Limited	500,000	500,000	Hotel	Thailand	41	36
Grande Equity Development Company Limited	250,000	250,000	Temporarily ceased operations	Thailand	41	36
Subsidiary held by Honor Business Company Limited						
Owendelle Company Limited	280,000	380,000	Sublease of hotel leasehold rights	Thailand	41	36

- b) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
- c) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
- d) The assets and liabilities in the financial statements of overseas subsidiary companies are translated to Baht using the exchange rate prevailing on the end of reporting period, and revenues and expenses translated using monthly average exchange rates. The resulting differences are shown under the caption of “Exchange differences on translation of financial statements in foreign currency” in the statements of changes in shareholders’ equity.
- e) Material balances and transactions between the Company and its subsidiary companies have been eliminated from the consolidated financial statements.
- f) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.
- g) The Company has consolidated the financial statements of Grande Asset Hotels and Property Public Company Limited, Honor Business Company Limited, Grande Equity Development Company Limited and Owendelle Company Limited, in which its shareholdings are less than 50 percent, because the Company has control over the financial and operation policies of these subsidiaries.

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

### 3. New financial reporting standards

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

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

Conceptual Framework for Financial Reporting (revised 2014)

Accounting Standards:

TAS 1 (revised 2012)	Presentation of Financial Statements
TAS 7 (revised 2012)	Statement of Cash Flows
TAS 12 (revised 2012)	Income Taxes
TAS 17 (revised 2012)	Leases
TAS 18 (revised 2012)	Revenue

TAS 19 (revised 2012)	Employee Benefits
TAS 21 (revised 2012)	The Effects of Changes in Foreign Exchange Rates
TAS 24 (revised 2012)	Related Party Disclosures
TAS 28 (revised 2012)	Investments in Associates
TAS 31 (revised 2012)	Interests in Joint Ventures
TAS 34 (revised 2012)	Interim Financial Reporting
TAS 36 (revised 2012)	Impairment of Assets
TAS 38 (revised 2012)	Intangible Assets
Financial Reporting Standards:	
TFRS 2 (revised 2012)	Share-based Payment
TFRS 3 (revised 2012)	Business Combinations
TFRS 5 (revised 2012)	Non-current Assets Held for Sale and Discontinued Operations
TFRS 8 (revised 2012)	Operating Segments
Accounting Standard Interpretations:	
TSIC 15	Operating Leases - Incentives
TSIC 27	Evaluating the Substance of Transactions Involving the Legal Form of a Lease
TSIC 29	Service Concession Arrangements: Disclosures
TSIC 32	Intangible Assets - Web Site Costs
Financial Reporting Standard Interpretations:	
TFRIC 1	Changes in Existing Decommissioning, Restoration and Similar Liabilities
TFRIC 4	Determining whether an Arrangement contains a Lease
TFRIC 5	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
TFRIC 7	Applying the Restatement Approach under TAS 29 Financial Reporting in Hyperinflationary Economies
TFRIC 10	Interim Financial Reporting and Impairment
TFRIC 12	Service Concession Arrangements
TFRIC 13	Customer Loyalty Programmes
TFRIC 17	Distributions of Non-cash Assets to Owners
TFRIC 18	Transfers of Assets from Customers
Accounting Treatment Guidance for Stock Dividend	

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

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

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

Accounting Standard:

TAS 19 (revised 2014)      Employee Benefits

Financial Reporting Standards:

TFRS 10                      Consolidated Financial Statements

TFRS 11                      Joint Arrangements

TFRS 12                      Disclosure of Interests in Other Entities

TFRS 13                      Fair Value Measurement

Based on the preliminary analysis, the management of the Company and its subsidiaries believes that these standards will not have any significant impact on the Company and its subsidiaries' financial statements, except as follow.

TAS 19 (revised 2014) Employee Benefits

This revised standard requires that the entity recognise actuarial gains and losses immediately in other comprehensive income while the existing standard allows the entity to recognise such gains and losses immediately in profit or loss, or in other comprehensive income, or to recognise them gradually in profit or loss.



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

#### **4. Significant accounting policies**

##### **4.1 Revenue recognition**

###### Revenues from hotel and restaurant operations

Revenues from hotel and restaurant operations mainly comprise of room sales, food and beverage sales and revenues from auxiliary activities, and represent the invoiced value, excluding value added tax, of goods delivered and services rendered after deducting discounts and service charges.

###### Revenues from sales of land and houses and units in condominiums

Revenues from sales of land and houses and units in condominiums are recognised as revenues when the ownership has been transferred to the buyer.

###### Rental and related service income

Rental income is recognised as revenue on a straight-line basis over the periods of the related lease agreements and service income is recognised when services have been rendered.

Unearned lease right is recognised as revenue equally over the period of lease.

###### Interest income

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

##### **4.2 Cash and cash equivalents**

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

#### 4.3 Accounts receivable

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

#### 4.4 Inventories

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

#### 4.5 Real estate development projects

Real estate development projects, which comprise of costs of land, materials, labor, subcontractor charges, design, utilities, interest and other related expenses, are presented at the lower of cost and net realisable value.

#### 4.6 Investments

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

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

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

#### 4.7 Investment properties

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

Depreciation of investment properties is calculated by reference to their costs on the straight-line basis over estimated useful life of 30 years. Depreciation of the investment properties is included in profit or loss.

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

#### 4.8 Property, plant and equipment / Depreciation

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

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

Land improvement, buildings and building improvement	-	10 years, 20 years, 30 years and remaining period of lease
Mock-up	-	5 years
Furniture, fixtures and office equipment	-	3-10 years
Operating equipment	-	5 years
Motor vehicles	-	5 years

Depreciation is included in profit or loss.

No depreciation is provided on land and construction in progress.

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

#### 4.9 Leasehold rights

Land leasehold rights are stated at cost less accumulated amortisation and allowance for loss on impairment of assets (if any).

Amortisation is calculated by reference to their costs, on the straight-line basis over the period of the lease and is included in profit or loss.

#### 4.10 Borrowing costs

Borrowing costs directly attributable to the acquisition or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

#### 4.11 Intangible assets - computer software

Computer software is carried at cost less any accumulated amortisation and any accumulated impairment losses (if any).

Computer software is amortised on a systematic basis over the estimated useful lives of 3-10 years and tested for impairment whenever there is an indication that the computer software may be impaired. The amortisation period and the amortisation method of computer software are reviewed at least at each financial year end. The amortisation expense is charged to profit or loss.

#### 4.12 Business combinations

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Company and its subsidiaries. The cost of an acquisition is measured as the fair value of the assets given, and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any non-controlling interests.

The excess of the Company and its subsidiaries' interest in the net fair value of identifiable assets, liabilities and contingent liabilities of the acquiree over cost of the business combination at the acquisition date are recognise in profit or loss immediately.

#### 4.13 Related party transactions

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

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

#### 4.14 Long-term leases

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

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

#### 4.15 Foreign currencies

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

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

Gains and losses on exchange are included in profit or loss.

#### 4.16 Impairment of assets

At the end of each reporting period, the Company and its subsidiaries perform impairment reviews in respect of the property, plant and equipment and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount.

An impairment loss is recognised in profit or loss.

#### 4.17 Employee benefits

##### Short-term employee benefits

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

##### Post-employment benefits

##### - Defined contribution plans

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

- Defined benefit plans

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

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

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

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

#### 4.18 Provisions

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

#### 4.19 Income tax

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

##### Current tax

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

##### Deferred tax

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

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

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

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

## 5. Significant accounting judgements and estimates

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

### Leases

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

### Allowance for doubtful accounts

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

### Impairment of investments

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

### Property plant and equipment / Depreciation

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

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



*Deferred tax assets*

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

*Post-employment benefits under defined benefit plans*

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

*Litigation*

The Company and its subsidiaries have contingent liabilities as a result of litigation. The management of the Company and its subsidiaries has used judgement to assess of the results of the litigation and believes that no loss will result. Therefore no contingent liabilities are recorded as at the end of reporting period.

*Investments in subsidiaries*

In determining the net fair value of the identifiable assets, liabilities and contingent liabilities of the subsidiaries on the acquisition date, the Company's management exercised a degree of judgement in establishing fair values of the identifiable assets, liabilities and contingent liabilities, using valuation techniques and models which involves certain data, assumptions and estimates. However, actual results could differ from the estimates.

**6. Related party transactions**

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

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements		Transfer pricing policies
	2014	2013	2014	2013	
<u>Transactions with subsidiary companies</u> (eliminated from the consolidated financial statements)					
Interest income	-	-	30	39	1.75%-10% per annum and THBFIX (12 months) per annum
Management income	-	-	39	35	Contract rate
<u>Transactions with related parties</u>					
Revenues from sales of real estate	6	-	-	-	Contract price which is close to selling price to third parties

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

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
<u>Trade and other receivables - related parties (Note 7)</u>				
Subsidiaries	-	-	142,255	104,871
Related company (being under common shareholder)	30	26	-	-
Directors and executive officers	-	19	-	-
Total trade and other receivables - related parties	30	45	142,255	104,871
Less: Allowance for doubtful debts	-	-	(2,849)	-
Total trade and other receivables - related parties - net	30	45	139,406	104,871
<u>Trade and other payables - related parties (Note 19)</u>				
Subsidiaries	-	-	-	5,036
Directors	-	24,571	-	-
Total trade and other payables - related parties	-	24,571	-	5,036

Short-term loans to subsidiaries and interest receivable

As at 31 December 2014 and 2013, the balance of short-term loans and interest receivable between the Company and those subsidiaries in the separate financial statements and the movement are as follows:

(Unit: Thousand Baht)

	Balance as at 31 December 2013	During the year		Balance as at 31 December 2014
		Increase	Decrease	
Metro Premier Holding Company Limited <sup>1)</sup>	680,165	11,774	-	691,939
Grande Asset Hotels and Property Public Company Limited <sup>2)</sup>	157,800	14,721	(14,721)	157,800
Total	837,965	26,495	(14,721)	849,739

1) Clean loan, carrying interest at a rate of twelve-month fixed deposit and will be due on 1 December 2015

2) Clean loan, carrying interest at a rate of 9 percent per annum and will be due on 1 January 2015

#### Long-term loan to a subsidiary and interest receivable

As at 31 December 2014 and 2013, the balance of long-term loan and interest receivable between the Company and a subsidiary in the separate financial statements and the movement are as follows:

(Unit: Thousand Baht)

	Balance as at 31 December 2013	During the year		Balance as at 31 December 2014
		Increase	Decrease	
Scenery Peak Limited <sup>3)</sup>	219,649	3,074	(124,581)	98,142

3) Clean loan, carrying interest at a rate of 3 percent per annum or agreed upon among the Company and the subsidiary and payable on a monthly basis, from January 2011

#### Directors and management's benefits

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

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Short-term employee benefits	52	48	11	11
Post-employment benefits	1	4	-	-
Total	53	52	11	11

## 7. Trade and other receivables

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
<u>Trade receivables - related parties</u>				
Aged on the basis of due dates				
Not yet due	30	13	-	-
Past due up to 3 months	-	19	-	-
Total trade receivables - related parties	30	32	-	-
<u>Trade receivables - unrelated parties</u>				
Aged on the basis of due dates				
Not yet due	42,486	52,091	-	-
Past due				
Up to 3 months	8,731	13,493	-	-
3 - 6 months	1,058	2,439	-	-
6 - 12 months	3,462	1,403	-	-
Over 12 months	80,475	74,262	-	-
Total	136,212	143,688	-	-
Less: Allowance for doubtful debts	(46,425)	(46,970)	-	-
Total trade receivables - unrelated parties - net	89,787	96,718	-	-
Total trade receivables - net	89,817	96,750	-	-
<u>Other receivables</u>				
Other receivables - related parties	-	13	142,255	104,871
Other receivables - unrelated parties	19,247	94,019	-	75
Total	19,247	94,032	142,255	104,946
Less: Allowance for doubtful debts	-	-	(2,849)	-
Total other receivables - net	19,247	94,032	139,406	104,946
Total trade and other receivables - net	109,064	190,782	139,406	104,946

As at 31 December 2014, a subsidiary had trade accounts receivable - rental and services amounting to Baht 89 million (2013: Baht 88 million). These include Baht 80 million (2013: Baht 74 million) that has been outstanding for more than 1 year for which the subsidiary has set aside an allowance for doubtful debts of Baht 45 million (2013: Baht 45 million). The management of the subsidiary believes that the remaining balance, for which allowance is not provided, will be fully collectible.

## 8. Inventories

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Food and beverage	6,122	11,084	-	-
Other goods and supplies	691	3,164	-	-
Total	6,813	14,248	-	-

## 9. Real estate development projects

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Land	9,677	10,427	9,677	10,427
Land and construction developed	482,757	3,009,067	-	-
Land and construction under development	850,352	-	-	-
Total	1,342,786	3,019,494	9,677	10,427

During the years, a subsidiary included borrowing costs in real estate development projects. These were determined by applying capitalisation rates which are the weighted average of the financial charges on total borrowings during the years as follows:

**Consolidated financial statements**

	<u>2014</u>	<u>2013</u>
Borrowing costs included in real estate development projects (million Baht)	7	126
Capitalisation rate (percent)	7	8.375 - 10

A subsidiary has mortgaged the following project land with structures thereon as collateral for the subsidiary's long-term loans from bank and financial institutions.

**Consolidated financial statements**

	<u>2014</u>	<u>2013</u>
Net book values (million Baht)	1,311	2,992

The balance of the real estate development projects included the cost of the unit in a subsidiary's project that was seized by the executing officer, which had a net book value of approximately Baht 16 million.

**10. Pledged and restricted withdrawal bank deposits**

(Unit: Thousand Baht)

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
Purpose				
- To secure credit facilities and letters of guarantee issued by banks	16,478	15,879	1,790	1,165
- To pay for interest and construction of a subsidiary's projects	33,369	416,954	-	-
Total	49,847	432,833	1,790	1,165

## 11. Deposits for acquisition of shares and assets in other companies

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Deposit for acquisition of shares	89,000	89,000	89,000	89,000
Deposits for acquisition of assets	110,463	210,463	110,463	110,463
Total	199,463	299,463	199,463	199,463

Deposit for acquisition of shares

On 31 May 2010, the Company had entered into a memorandum of understanding to purchase and to sell a company's shares. The Company paid the seller a deposit of Baht 89 million. Subsequently, on 15 March 2013, the Company entered into a memorandum of understanding to transfer the right to purchase that company's shares to another party, at a price of Baht 105 million. As at 31 December 2014, the Company received a deposit of Baht 10 million from the transferee and presented under the caption of "Deposits received" in the statement of financial position.

Deposits for acquisition of assets

The balances include a deposit for acquisition of 71 units in a condominium project at a price of Baht 560 million in accordance with the agreement to purchase and to sell condominium units entered into by the Company with an unrelated party on 14 November 2013. On the agreement date, the Company paid the seller a deposit of Baht 100 million. The Company is currently in the process of transferring the ownership and making a payment.

## 12. Investments in subsidiaries

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

(Unit: Thousand Baht)

Company's name	Cost		Allowance for impairment of investment		Carrying amounts based on cost method - net	
	2014	2013	2014	2013	2014	2013
Bangkok Centerpoint Company Limited	5,000	5,000	(5,000)	-	-	5,000
Scenery Peak Limited	1,603	1,603	-	-	1,603	1,603
Metro Premier Holding Company Limited	5,000	5,000	-	-	5,000	5,000
Pacific Estate Development Limited	6,916	6,916	-	-	6,916	6,916
Yaksa Company Limited	-	40,625	-	-	-	40,625
Grande Asset Hotels and Property Public Company Limited	177,800	-	-	-	177,800	-
Total	196,319	59,144	(5,000)	-	191,319	59,144

The subsidiaries did not declare any dividend during the year.

The Company has pledged all ordinary shares in Pacific Estate Development Limited with a local bank to secure the Company's long-term loans from the bank.

### Bangkok Centerpoint Company Limited ("Bangkok Centerpoint")

On 24 February 2014, the Company's Board of Directors meeting No. 1/2014 passed a resolution to approve the dissolution and liquidation of Bangkok Centerpoint.

Subsequently, on 16 June 2014, Bangkok Centerpoint registered its dissolution with the Ministry of Commerce and it registered the completion of its liquidation with the Ministry of Commerce on 23 January 2015.



Yaksa Company Limited (“Yaksa”)

Further to the Company’s Board of Directors passed a resolution relating to the sale of the investment in Yaksa, at a price of Baht 41 million, on 26 February 2013, on 31 January 2014, the Company received the remaining settlement of Baht 22 million and had transferred Yaksa’s shares to the buyer. On that date, Yaksa had cash and cash equivalents amounting to approximately Baht 0.4 million.

The Company had gain on sales of the investment in Yaksa under the equity method amounting to approximately Baht 21 million which was separately presented in the statement of comprehensive income.

Grande Asset Hotels and Property Public Company Limited (“Grande Asset”)

On 19 March 2014, the Company invested in additional 140 million ordinary shares of Grande Asset, at a price of Baht 1.27 per share, or for a total of Baht 178 million, in accordance with a resolution passed by the Company’s Board of Directors meeting No. 2/2014 on 14 March 2014. As a result, the shareholding of the Company and its subsidiaries increased from 35.53% to 40.62% of all issued shares of Grande Asset.

The shareholding of the Company and its subsidiaries in Grande Asset has increased since 19 March 2014, which was the share acquisition date. However, management believed that the assets and liabilities of Grande Asset as at 19 March 2014 and 31 March 2014 were not significantly different. The Company has therefore recognised differences of approximately Baht 8 million as a result of the changes in the interests in the subsidiary based on its interest in the net asset value of Grande Asset per its books as at 31 March 2014. The differences have been separately presented under shareholders’ equity in the statement of financial position.

Owendelle Company Limited (“Owendelle”)

On 14 June 2013, a subsidiary’s Board of Directors Meeting No. 4/2013 passed a resolution to approve the purchase of ordinary shares in Owendelle. The subsidiary purchased 57,999,997 ordinary shares of Owendelle, with the purchase price of Baht 5.22 each and the total purchase price of Baht 302,650,819, representing 100% of the registered share capital of Owendelle. The subsidiary paid a deposit of Baht 21,200,000 on the date of signing the Share Sell and Purchase Agreement and paid the remaining amount after the transfer of shares on 28 June 2013.

The subsidiary completed the assessments of the fair values of Owendelle’s identifiable assets and liabilities during the current year. The carrying amounts and fair values of assets and liabilities incurred from the acquisition of Owendelle as at 30 June 2013 (the acquisition date) are as follows:

(Unit: Thousand Baht)

	Fair values	Carrying values of the acquiree's
Cash and cash equivalents	20,421	20,421
Trade and other receivables	7,115	7,115
Inventories	6,683	6,683
Other current assets	6,569	6,569
Non-current assets held for sale	171,788	176,788
Restricted bank deposits	1,270	1,270
Plant and equipment	2,504	2,504
Leasehold rights	368,496	270,784
Other non-current assets	2,402	2,402
Trade and other payables	(101,966)	(101,966)
Deposits received	(7,752)	(7,752)
Other current liabilities	(7,413)	(7,413)
Net assets from acquisition	470,117	377,405
Acquisition cost	(302,651)	
Deferred tax liabilities	(19,542)	
Excess of interest in the net fair value of a subsidiary over purchase cost	147,924	

The Company has restated the 2013 consolidated financial statements to reflect the fair values of identifiable assets and liabilities of the business acquired.

The amounts of adjustments affecting the consolidated financial statements as at 31 December 2013 and for the year then ended are summarised below.

(Unit: Thousand Baht)

**31 December 2013****Statement of financial position**

Decrease in non-current assets held for sale	(5,000)
Increase in leasehold rights	95,185
Decrease in estimated amount by which interest in the net asset value of a subsidiary exceeds purchase cost	(70,825)
Increase in deferred tax liabilities	19,037
Decrease in deficit - unappropriated	50,447
Increase in non-controlling interests of the subsidiaries	91,526

(Unit: Thousand Baht)

**For the year ended  
31 December 2013****Statement of comprehensive income**

Increase in excess of interest in net fair value of a subsidiary over purchase cost	147,924
Increase in administrative expenses	3,929
Increase in depreciation and amortization	2,527
Increase in income tax income	505
Decrease in loss attributable to equity holders of the Company	(50,447)
Decrease in loss attributable to non-controlling interests of the subsidiaries	(91,526)
Decrease in basis loss per share (Baht)	(0.018)

In June 2014, Owendelle and two unrelated companies entered into an agreement to transfer a hotel business with assets used in such hotel's operation and to offset debts. These assets were classified as non-current assets held for sale. Subsequently, in August 2014, Owendelle transferred the hotel business to the unrelated companies as stipulated in the agreement.

On 20 November 2014, the Extraordinary Meeting of Owendelle's shareholders passed a resolution to decrease Owendelle's registered share capital by Baht 100 million (10 million ordinary shares with a par value of Baht 10 each), from Baht 380 million (38 million ordinary shares with a par value of Baht 10 each) to Baht 280 million (28 million ordinary shares with a par value of Baht 10 each), of which Baht 13 million is to be offset with Owendelle's deficit and Baht 87 million is to be returned to Owendelle's shareholders. Owendelle registered the corresponding decrease in its share capital with the Ministry of Commerce and returned the share capital to the Owendelle's shareholders on 25 December 2014.

### 13. Investment properties

(Unit: Thousand Baht)

	Consolidated financial statements			Separate financial statements		
	Building space for rent	Office building for rent	Total	Building space for rent	Office building for rent	Total
<b>Cost:</b>						
1 January 2013	197,819	1,494,626	1,692,445	-	-	-
Acquisition of assets	-	3,294	3,294	-	-	-
Transfers	-	4,573	4,573	-	-	-
31 December 2013	197,819	1,502,493	1,700,312	-	-	-
Acquisition of assets	-	337	337	-	-	-
Transfers	-	2,844	2,844	-	-	-
31 December 2014	197,819	1,505,674	1,703,493	-	-	-
<b>Accumulated depreciation:</b>						
1 January 2013	141,115	1,099,981	1,241,096	-	-	-
Depreciation charged	6,106	65,326	71,432	-	-	-
31 December 2013	147,221	1,165,307	1,312,528	-	-	-
Depreciation charged	6,105	66,715	72,820	-	-	-
31 December 2014	153,326	1,232,022	1,385,348	-	-	-
<b>Allowance for impairment loss:</b>						
1 January 2013	-	2,000	2,000	-	-	-
31 December 2013	-	2,000	2,000	-	-	-
31 December 2014	-	2,000	2,000	-	-	-
Net book value:						
31 December 2013	50,598	335,186	385,784	-	-	-
31 December 2014	44,493	271,652	316,145	-	-	-

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

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
Building space for rent	48,000	79,715	-	-
Office building for rent	359,874	414,537	-	-

Investment properties in the consolidated financial statements consist of a subsidiary's building space which was leased to a department store for the period of 30 years. They also comprise land improvement, building and building improvement, and fixtures of another subsidiary which are the component parts of the land and are to be transferred to the lessor at the end of the land lease period, unless otherwise notified by the lessor.

The fair value of the above investment properties has been determined based on valuation performed by an accredited independent valuer. The fair value of the building space for rent and the office building for rent has been determined using the income approach. Key assumptions used in the valuation include yield rate, inflation rate, long-term vacancy rate and long-term growth in real rental rates.

Investment properties of a subsidiary are located on leasehold land which is currently in the litigation as discussed in Note 30.5 a) to the financial statements.

**14. Property, plant and equipment**

Consolidated financial statements										(Unit: Thousand Baht)
	Land	Land improvement	Buildings	Building improvement	Mock-up	Furniture, fixtures and office equipment	Operating equipment	Motor vehicles	Construction in progress	Total
Cost:										
1 January 2013	1,137,690	10,171	2,205,577	73,685	53,462	672,179	308,283	35,706	2,076,154	6,572,907
Additions	-	3,948	-	4,769	-	21,033	22,456	4,871	241,718	298,795
Disposals	(341,319)	-	-	-	(32,299)	(2,430)	(6,135)	(730)	(1,036,461)	(1,419,374)
Transfers	-	11,921	-	70,145	-	27,487	30,168	-	(144,294)	(4,573)
Acquisition of a subsidiary during the year	-	1,578	-	1,886	-	37,776	11,435	28	-	52,703
31 December 2013	796,371	27,618	2,205,577	150,485	21,163	756,045	366,207	39,875	1,137,117	5,500,458
Additions	-	198	1,268	10,489	-	27,031	30,521	10,292	328,369	408,168
Disposals	-	-	-	-	(13,993)	(9,581)	(4,621)	(8,381)	(927)	(37,503)
Transfers	-	2,676	142,514	9,439	-	21,802	20,826	837	(200,938)	(2,844)
Sales of a subsidiary during the year	-	-	-	-	-	-	-	-	(1,444)	(1,444)
31 December 2014	796,371	30,492	2,349,359	170,413	7,170	795,297	412,933	42,623	1,262,177	5,866,835

(Unit: Thousand Baht)

## Consolidated financial statements

	Land	Land improvement	Buildings	Building improvement	Mock-up	Furniture, fixtures and office equipment	Operating equipment	Motor vehicles	Construction in progress	Total
<b>Accumulated depreciation:</b>										
1 January 2013	-	7,884	917,840	20,122	17,238	617,753	268,840	25,418	-	1,875,095
Depreciation for the year	-	2,576	81,298	17,712	7,854	23,185	18,125	3,200	-	153,950
Depreciation on disposals	-	-	-	-	(10,926)	(2,325)	(6,123)	(730)	-	(20,104)
Acquisition of a subsidiary during the year	-	500	-	674	-	37,608	11,390	28	-	50,200
31 December 2013	-	10,960	999,138	38,508	14,166	676,221	292,232	27,916	-	2,059,141
Depreciation for the year	-	3,831	82,006	28,259	-	29,045	25,162	4,693	-	172,996
Depreciation on disposals	-	-	-	-	(6,996)	(9,468)	(4,594)	(8,106)	-	(29,164)
31 December 2014	-	14,791	1,081,144	66,767	7,170	695,798	312,800	24,503	-	2,202,973
<b>Allowance for impairment loss:</b>										
1 January 2013	-	-	-	-	-	-	-	-	-	-
Increase during the year	-	-	-	1,750	-	16	4	-	-	1,770
31 December 2013	-	-	-	1,750	-	16	4	-	-	1,770
Decrease during the year	-	-	-	(34)	-	(2)	(2)	-	-	(38)
31 December 2014	-	-	-	1,716	-	14	2	-	-	1,732
<b>Net book value:</b>										
31 December 2013	796,371	16,658	1,206,439	110,227	6,997	79,808	73,971	11,959	1,137,117	3,439,547
31 December 2014	796,371	15,701	1,268,215	101,930	-	99,485	100,131	18,120	1,262,177	3,662,130
<b>Depreciation for the year</b>										
2013										153,950
2014										172,996

(Unit: Thousand Baht)

**Separate financial statements**
**Cost:**

	Building	Building improvement	Furniture, fixtures and office equipment	Operating equipment	Motor vehicles	Total
1 January 2013	3,816	14,076	16,636	10,736	1,869	47,133
Additions	-	-	47	-	-	47
Disposals	-	-	(542)	-	-	(542)
31 December 2013	3,816	14,076	16,141	10,736	1,869	46,638
Additions	-	-	112	-	2,651	2,763
Disposals	-	-	-	-	(1,667)	(1,667)
31 December 2014	3,816	14,076	16,253	10,736	2,853	47,734

**Accumulated depreciation:**

1 January 2013	1,293	10,587	15,013	10,735	1,018	38,646
Depreciation for the year	191	560	469	-	333	1,553
Depreciation on disposals	-	-	(542)	-	-	(542)
31 December 2013	1,484	11,147	14,940	10,735	1,351	39,657
Depreciation for the year	191	559	443	1	387	1,581
Depreciation on disposals	-	-	-	-	(1,392)	(1,392)
31 December 2014	1,675	11,706	15,383	10,736	346	39,846

**Net book value:**

31 December 2013	2,332	2,929	1,201	1	518	6,981
31 December 2014	2,141	2,370	870	-	2,507	7,888

**Depreciation for the year**

2013	1,553
2014	1,581



As at 31 December 2014, the Company and its subsidiaries had vehicles and equipment with net book value of Baht 17 million (2013: Baht 12 million) (The Company only: Baht 3 million (2013: Baht 1 million)) which were acquired under hire purchase and finance lease agreements.

As at 31 December 2014, certain items of buildings and equipment were fully depreciated but were still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to approximately Baht 956 million (2013: Baht 939 million) (The Company only: Baht 34 million (2013: Baht 34 million)).

The Company's subsidiaries have mortgaged the following land with structures thereon as collateral against a subsidiary's long-term loans from banks.

	Consolidated financial statements	
	2014	2013
Net book values (million Baht)	2,920	2,722

A subsidiary's hotel building is located on leasehold land which is currently in the litigation as discussed in Note 30.5 a) to the financial statements.

## 15. Intangible assets - computer software

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
<b>Cost:</b>		
1 January 2013	40,766	626
Acquisition	14,068	-
Increase from acquisition of a subsidiary	6,154	-
31 December 2013	60,988	626
Acquisition	6,978	7
Disposals	(6,155)	-
31 December 2014	61,811	633
<b>Accumulated amortisation:</b>		
1 January 2013	21,409	354
Amortisation for the year	3,798	175
Increase from acquisition of a subsidiary	5,783	-
31 December 2013	30,990	529
Amortisation for the year	4,950	92
Amortisation on disposals	(5,811)	-
31 December 2014	30,129	621
<b>Net book value:</b>		
31 December 2013	29,998	97
31 December 2014	31,682	12

## 16. Leasehold rights

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
<b>Cost:</b>		
1 January 2013	541,506	-
Increase from acquisition of a subsidiary (restated)	499,454	-
31 December 2013 - as restated	1,040,960	-
Decrease from sales of a subsidiary	(86,000)	-
31 December 2014	954,960	-
<b>Accumulated amortisation:</b>		
1 January 2013	195,030	-
Amortisation for the year (restated)	48,914	-
Increase from acquisition of a subsidiary	130,681	-
31 December 2013 - as restated	374,625	-
Amortisation for the year	56,135	-
Decrease from sales of a subsidiary	(6,710)	-
31 December 2014	424,050	-
<b>Allowance for impairment loss:</b>		
1 January 2013	-	-
Increase during the year	1,978	-
31 December 2013	1,978	-
Decrease during the year	(107)	-
31 December 2014	1,871	-
<b>Net book value:</b>		
31 December 2013 - restated	664,357	-
31 December 2014	529,039	-

Leasehold rights represent the rights to the leasehold land of two subsidiaries. The two lease agreements are for the period of 30 years and the starting dates of their amortisation were 1 February 1989 and 17 April 1992. In addition, the leasehold rights also include the right to the leasehold land, building and equipment of another subsidiary. This lease agreement is for the period of 27 years and the starting date of its amortisation was 1 July 2005.

Leasehold rights of a subsidiary are the rights to the leasehold land which is currently in the litigation as discussed in Note 30.5 a) to the financial statements.

#### 17. Compensation guarantee

In October 2004, a subsidiary entered into an agreement guaranteeing compensation of up to Baht 170 million for any damage to the hotel buildings of an unrelated party as a result of the construction of the subsidiary's project and has already paid this compensation guarantee to such company. As at 31 December 2014, the subsidiary received part of this compensation guarantee amounting to Baht 124 million (2013: Baht 117 million) back from such company.

#### 18. Short-term loan from a financial institution

On 9 July 2014, a subsidiary entered into a credit facility agreement with a local financial institution providing credit lines totaling Baht 200 million to use as the subsidiary's working capital. The loan carries interest at a rate based on the minimum loan rate (MLR), is secured by land and structures thereon of the subsidiary's project, and will be due in July 2015.

#### 19. Trade and other payables

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
Trade payables	55,298	58,245	-	-
Construction payable	21,891	142,010	-	-
Accrued expenses	136,146	259,476	15,177	15,166
Other payables - related parties	-	24,571	-	5,036
Other payables - unrelated parties	37,788	59,732	-	-
Total trade and other payables	<u>251,123</u>	<u>544,034</u>	<u>15,177</u>	<u>20,202</u>

## 20. Short-term loan from an unrelated party

The balance represents clean short-term loan which is subject to interest rate of 5 percent per annum (2013: 3 percent per annum) and will be due at call.

## 21. Long-term loans from financial institutions

(Unit: Thousand Baht)

Loan	Repayment schedule	Consolidated financial statements		Separate financial statements	
		2014	2013	2014	2013
(1)	January 2011 to February 2015 *	10,800	92,400	10,800	92,400
(2)	June 2012 to March 2015 *	13,600	49,600	13,600	49,600
(3)	Within August 2015 **	-	2,115,281	-	-
(4)	March 2013 to December 2024 *	173,604	478,000	-	-
(5)	January 2014 to June 2021 *	208,000	208,699	-	-
(6)	April 2015 to June 2021 *	57,647	-	-	-
(7)	February 2014 to December 2015 *	4,000	30,000	-	-
(8)	Within February 2018 ***	610,000	-	-	-
Total		1,077,651	2,973,980	24,400	142,000
Less: Current portion		(84,400)	(167,000)	(24,400)	(117,600)
Long-term loans - net of current portion		993,251	2,806,980	-	24,400

\* Monthly installments at the amount stipulated by the banks

\*\* Each time a condominium unit is redeemed from mortgage, at 50 - 75 percent of selling price and in any case not less than the amount stipulated by the bank

\*\*\* Each time a condominium unit is redeemed from mortgage, at 77 percent of selling price and in any case not less than the amount stipulated by the bank

The Company's and its subsidiaries' loans carry interest at rates referenced to the minimum loan rate (MLR).

The Company's loans (1) and (2) are secured by guarantees provided by two subsidiaries and the Company's directors, the transfer of rights of claim in rental and service income receivable from a subsidiary's lessee, the transfer of a subsidiary's rights of claim in principal and interest of another subsidiary's promissory note, the pledge of all of a subsidiary's shares and the Company and a subsidiary's savings accounts.

A subsidiary's loans (3), (4), (5) and (6) are secured by guarantees provided by two subsidiaries, most of the subsidiary's land and structures thereon, all of another subsidiary's leasehold rights, land and structures thereon, and the pledge of the subsidiary's shares held by another subsidiary, all of the three subsidiaries' shares and the subsidiary's savings accounts.

A subsidiary's loan (7) is secured by units in the subsidiary's project.

A subsidiary's loan (8) is secured by a guarantee provided by the subsidiary's director, and land and structures thereon of the subsidiary's project.

The loan agreements contain several covenants which, among other things, require the Company and its subsidiaries to maintain debt-to-equity ratio at the rates prescribed in the agreements.

As at 31 December 2014, the long-term credit facilities of the subsidiary which have not yet been drawn down amounted to Baht 1,013 million (2013: Baht 383 million).

## 22. Provision for long-term employee benefits

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

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Balance at beginning of year	46,270	36,766	4,595	3,672
Current service cost	7,094	9,166	851	832
Interest cost	1,688	1,992	177	177
Benefits paid during the year	(1,383)	(1,568)	-	-
Actuarial gain	(60)	(86)	(60)	(86)
Balance at end of year	53,609	46,270	5,563	4,595

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

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Current service cost	7,094	9,166	851	832
Interest cost	1,688	1,992	177	177
Actuarial gain recognised during the year	(60)	(86)	(60)	(86)
Total expenses recognised in profit or loss	8,722	11,072	968	923
<b>Line items in profit or loss under which such expenses are included</b>				
Cost of sales	2,726	2,735	-	-
Selling and administrative expenses	5,996	8,337	968	923

Key actuarial assumptions used for the valuation are as follows:

	Consolidated financial statements		Separate financial statements	
	2014 (% per annum)	2013 (% per annum)	2014 (% per annum)	2013 (% per annum)
Discount rate	3.17 - 3.75	3.17 - 3.75	3.17	3.17
Future salary increase rate	5.00 - 13.00	5.00 - 13.00	13.00	13.00

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

(Unit: Thousand Baht)

	Defined benefit obligation	
	Consolidated financial statements	Separate financial statements
Year 2014	53,609	5,563
Year 2013	46,270	4,595
Year 2012	36,766	3,672
Year 2011	29,992	2,812
Year 2010	24,613	1,883

### 23. Share capital

On 29 April 2013, the Annual General Meeting of the Company's shareholders passed a resolution to approve the following changes in the allocation of the Company's 537,236,142 ordinary shares with a par value of Baht 1 each.

- a) Allocate 531,408,663 ordinary shares with a par value of Baht 1 each to be offered to the Company's existing shareholders in proportion to their shareholdings (rights offering), at a rate of 10 new shares for every 53 existing shares, at a price of Baht 0.5 per share. Any ordinary shares remaining after the offer are to be allocated to shareholders subscribing to purchase more than their allocation, until all shares have been sold or there are no further subscriptions by the existing shareholders.

The Company has been able to allocate 376,719,553 additional ordinary shares, leaving 154,689,110 ordinary shares still unallocated.

The Company issued 376,719,553 ordinary shares with a par value of Baht 1 each, or a total of Baht 376,719,553, for allocation to the Company's existing shareholders in proportion to their shareholdings (rights offering), with a corresponding share discount amounting to Baht 188,359,777. The Company registered the resulting increase in its share capital from Baht 2,816,465,918 (2,816,465,918 ordinary shares with a par value of Baht 1 each) to Baht 3,193,185,471 (3,193,185,471 ordinary shares with a par value of Baht 1 each) with the Ministry of Commerce on 28 March 2014.

- b) Allocate 5,827,479 ordinary shares with a par value of Baht 1 each, including the remaining ordinary shares from a), to be offered in a single or multiple tranches by means of private placement, at a price of not less than 90% of the fair value of the shares as appraised by an independent financial advisor.

The Company will allocate and offer the 154,689,110 remaining ordinary shares, plus the 5,827,479 ordinary shares remaining from the allocation in 2011, or a total of 160,516,589 ordinary shares, in a single or multiple tranches by private placement.

### 24. Statutory reserve

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



## 25. Expenses by nature

Significant expenses classified by nature are as follows:

	Consolidated financial statements		(Unit: Thousand Baht) Separate financial statements	
	2014	2013 (Restated)	2014	2013
Salaries and wages and other employee benefits	377,081	368,575	26,036	24,577
Depreciation	245,817	225,382	1,581	1,553
Amortisation expenses	61,085	54,628	92	175
Compensation expenses (reversal)	3,527	(4,182)	-	-
Rental expenses	33,216	17,109	2,274	2,274
Transfer fees and specific business tax	176,182	11,833	567	994
Marketing expenses	103,728	81,194	-	80
Hotel management expenses	40,999	57,397	-	-
Changes in inventories	7,435	189	-	-

## 26. Income tax

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

	Consolidated financial statements		(Unit: Thousand Baht) Separate financial statements	
	2014	2013 (Restated)	2014	2013
<b>Current income tax:</b>				
Current income tax charge	(76,256)	(6,466)	-	-
Adjustment in respect of income tax of previous year	(3,689)	-	-	-
<b>Deferred tax:</b>				
Relating to origination and reversal of temporary differences	(98,133)	83,038	(3,728)	(2,815)
<b>Income tax reported in the statements of comprehensive income</b>	<b>(178,078)</b>	<b>76,572</b>	<b>(3,728)</b>	<b>(2,815)</b>

The reconciliation between accounting profit (loss) income tax is shown follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013 (Restated)	2014	2013
Accounting profit (loss) before tax	724,721	(193,382)	9,101	20,455
Applicable tax rate	20	20	20	20
Accounting profit (loss) before tax multiplied by income tax rate	144,944	(38,676)	1,820	4,091
Adjustment in respect of income tax of previous year	3,689	-	-	-
Effects of:				
Non-deductible expenses	6,602	22,303	191	119
Additional expense deductions allowed	(890)	(48,922)	-	-
Difference in tax rates of a subsidiary in an overseas country	(1,740)	(2,291)	-	-
Tax losses for the year of subsidiaries which deferred tax assets have not been recognised	34,964	21,282	-	-
Excess of interest in the net fair value of a subsidiary over purchase cost	-	(29,585)	-	-
Others	(9,491)	(683)	1,717	(1,395)
Total	29,445	(37,896)	1,908	(1,276)
Income tax reported in the statement of comprehensive income	178,078	(76,572)	3,728	2,815

The tax rate enacted at the end of the reporting period of a subsidiary in an overseas country is 0 percent.

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

(Unit: Thousand Baht)

Statements of financial position				
	Consolidated financial statements		Separate financial statements	
	2014	2013 (Restated)	2014	2013
<b>Deferred tax assets</b>				
Unearned revenues	10,749	86,205	-	-
Allowance for doubtful accounts	570	-	570	-
Allowance for asset impairment	1,676	819	1,676	819
Provisions	13,349	6,386	1,113	919
Unused tax loss	651	63,324	651	6,000
Total	26,995	156,734	4,010	7,738
<b>Deferred tax liabilities</b>				
Revalued assets from business combination	136,656	175,154	-	-
Total	136,656	175,154	-	-

As at 31 December 2014, the Company and its subsidiaries have deductible temporary differences and unused tax losses totaling Baht 755 million (2013: Baht 651 million) (The Company only: Baht 2 million (2013: Nil)). No deferred tax assets have been recognised on these amounts as the Company and its subsidiaries believe future taxable profits may not be sufficient to allow utilisation of the temporary differences and unused tax losses.

## 27. Earnings per share

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

The following table sets forth the computation of basic earnings per share:

	Consolidated financial statements		Separate financial statements	
	2014	2013 (Restated)	2014	2013
Profit (loss) for the period attributable to equity holders of the Company (thousand Baht)	225,659	(45,292)	5,373	17,639
Weighted average number of ordinary shares (thousand shares)	3,104,424	2,816,466	3,104,424	2,816,466
Earnings (loss) per share (Baht)	0.073	(0.016)	0.002	0.006

## 28. Segment information

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

The Company and its subsidiaries' business operations involve 4 principal segments: (1) hotel (2) rental of office building space and shopping plaza (3) property development and (4) other segments. These operations are mainly carried on in Thailand.

The following table presents revenue and profit information regarding the operating segments of the Company and its subsidiaries for the years ended 31 December 2014 and 2013.

(Unit: Million Baht)

	Hotel operation		Rental of office building space and shopping plaza operation		Property development operation		Other segments		Total	
	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013 (Restated)
Revenues	825	996	267	238	4,045	210	-	-	5,137	1,444
Segment profit (loss)	(69)	66	73	49	1,028	(50)	-	(20)	1,032	45
Unallocated income and expenses:										
Excess of interest in net fair value of a subsidiary over purchase cost									-	148
Other income									30	50
Administrative expenses									(256)	(334)
Finance cost									(81)	(103)
Income tax									(178)	77
Profit (loss) for the year									547	(117)

The following table presents total asset information regarding the operating segments of the Company and its subsidiaries as at 31 December 2014 and 2013.

(Unit: Million Baht)

	Hotel operation		Rental of office building space and shopping plaza operation		Property development operation		Other segments		Total Segments		Unallocated assets		Consolidated	
	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013
Property, plant and equipment	3,650	3,426	4	6	-	-	8	8	3,662	3,440	-	-	3,662	3,440
Investment properties	-	-	316	386	-	-	-	-	316	386	-	-	316	386
Leasehold rights	437	471	92	114	-	-	-	79	529	664	-	-	529	664
Real estate development projects	-	-	-	-	1,343	3,019	-	-	1,343	3,019	-	-	1,343	3,019
Unallocated assets	-	-	-	-	-	-	-	-	-	-	879	1,843	879	1,843
<b>Total assets</b>	<b>4,087</b>	<b>3,897</b>	<b>412</b>	<b>506</b>	<b>1,343</b>	<b>3,019</b>	<b>8</b>	<b>87</b>	<b>5,850</b>	<b>7,509</b>	<b>879</b>	<b>1,843</b>	<b>6,729</b>	<b>9,352</b>

## 29. Provident fund

The Company, its subsidiaries and their employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Employees, the Company and the subsidiaries contribute to the fund monthly at the rate of 5 percent of basic salary. The fund, which is managed by TISCO Asset Management Company Limited and Krung Thai Asset Management Public Company Limited, will be paid to employees upon termination in accordance with the fund rules. During the year 2014, the Company and the subsidiaries contributed Baht 9 million (2013: Baht 9 million) (The Company only: Baht 1 million (2013: Baht 1 million)) to the fund.

## 30. Commitments and contingent liabilities

### 30.1 Capital commitments and commitments for real estate development

As at 31 December 2014, the Company and its subsidiaries had capital commitments and commitments for real estate development of approximately Baht 568 million (2013: Baht 1,471 million), and for the Company only, Baht 460 million (2013: Baht 460 million), relating to the construction and hotel buildings and condominiums, the office building improvement and the purchases of a plot of land, condominium units and equipment.

### 30.2 Operating lease commitments

A subsidiary entered into an agreement to lease land for a period of 30 years for the purpose of constructing a hotel and business plaza, renewable for a further 20 years under certain conditions as specified in the agreement. However, as discussed in Note 30.5 a) to the financial statements, the land lease agreement is currently in the litigation.

In addition, the subsidiary entered into an agreement to lease office space for a period of 3 years as from March 2011. Subsequently, the Company renewed the agreement for an additional period of 3 years, from March 2014.

A Subsidiary entered into an agreement to lease land, buildings and equipment for a period of 27 years. The lessor will not renew the lease agreement beyond the end of the lease period.

As at 31 December 2014 and 2013, future minimum lease payments required under operating lease contracts (including the subsidiaries' lease agreements) were as follows:

(Unit: Million Baht)

Consolidated financial statements		
	2014	2013
Payable within:		
1 year	15	15
2 to 5 years	43	48
More than 5 years	91	98

As at 31 December 2014 and 2013, future minimum sublease payments expected to be received under non-cancellable subleases were as follows:

(Unit: Million Baht)

Consolidated financial statements		
	2014	2013
Receivable within:		
1 year	183	180
2 to 3 years	133	137



## 30.3 Long-term service commitments

	Type of agreement	Contract parties	Fee rate	Start	End
1.	Hotel management agreement	A subsidiary and an overseas company	a)	2004	2018
2.	Technical services agreement	A subsidiary and an overseas company	b)	2012	2016
3.	Hotel management agreement	A subsidiary and an overseas company	a)	Formal opening date of the hotel	20 years from the formal opening date
4.	Hotel management agreement	A subsidiary and an overseas company	a)	2007	2017
5.	Petroleum product purchase agreement	A subsidiary and a local company	b)	2006	2016

a) Certain percentage based on gross revenues and gross revenues deducted with certain expenses from hotel operations

b) The rates stipulated in the agreements

In addition, the subsidiaries have entered into several service agreements in respect of elevator maintenance, consultancy services and other services with other unrelated companies.

As at 31 December 2014 and 2013, future minimum service payments required under long-term service contracts were as follows:

(Unit: Million Baht)

	Consolidated financial statements	
	2014	2013
Payable within:		
1 year	31	18
2 to 5 years	7	8

#### 30.4 Guarantees

- a) The Company has guarantee commitments to a number of its property development project customers and has been sued as the guarantor of certain customers, with claims totaling Baht 3 million. The Court ordered the Company and the customers to pay Baht 3 million, but the Company has not set aside any provision for these cases since it believes no material loss will result.
- b) As at 31 December 2014, there were outstanding bank guarantees of approximately Baht 15 million (2013: Baht 13 million) issued by banks on behalf of the subsidiaries in respect of certain performance bonds as required in the normal course of business.

#### 30.5 Contingent liability

- a) In October 2008, one of the landlords filed a complaint against a subsidiary, claiming that the subsidiary had breached the land lease agreement made with the plaintiff, resulting in damage to the plaintiff. Under this lawsuit, the plaintiff petitioned for termination of the land lease agreement and sued for total compensation of Baht 79 million. On 6 August 2010, the Phrakhanong Provincial Court announced its judgement on the lawsuit, holding that the subsidiary had breached the terms of the land lease agreement, thereby entitling the plaintiff to legally terminate the land lease agreement, with the hotel building to become the property of the plaintiff pursuant to the agreement. However, the Court found that the subsidiary was not obliged to pay compensation of Baht 79 million to the plaintiff. Furthermore, the subsidiary was ordered to deregister the land lease under the agreement and to release the hotel building from mortgage with a local bank. Subsequently, on 2 September 2010, the subsidiary submitted to the Court of Appeal an appeal against the said judgement of the Court of First Instance and a petition for stay of execution requesting a stay of execution in accordance with the said judgement until a final judgement of the Court of Appeal or the Supreme Court shall have been reached. Subsequently, the plaintiff filed an answer to the appeal on 26 October 2010. In addition, on 1 October 2010, the plaintiff also filed an appeal against the judgement of the Court of First Instance in relation to damages by asking the Court of Appeal to award damages to the plaintiff at the rate of Baht 500,000 per day commencing from the date following the date of judgement of the Court of First Instance until the date of the subsidiary delivers the hotel building to the plaintiff. Subsequently, the subsidiary filed an answer to the appeal on 15 December 2010. As for the petition for stay of execution, on 21 October 2011, the Court ordered that the petition be granted and that the subsidiary be prohibited from entering into any transaction in relation to the hotel building in dispute during the appeal. Subsequently, on 30 July 2013, the Phrakhanong Provincial Court announced the judgement of the Court of Appeal dismissing the plaintiff's claim, and as a result the land lease agreement remains effective and the subsidiary is not responsible for any damages to the plaintiff. Subsequently, the plaintiff submitted to the Supreme Court a petition against the said judgement of the Court of Appeal on 28 August 2013. On 27 November 2013, the subsidiary filed an answer to the petition. The petition is currently

pending the consideration of the Supreme Court. The subsidiary's management believes that the subsidiary has no material, if any, obligations to compensate the plaintiff. Therefore, no provision for liability has been set aside in the accounts.

- b) One lawsuit has been filed against a subsidiary, with the plaintiff claiming damages totaling Baht 47 million. On 18 December 2014, the Court of First Instance ordered the dismissal of the plaintiff's claim. Subsequently, the plaintiff submitted to the Court a request for an extension of the period for submitting an appeal and this request was granted by the Court. The plaintiff has the right to submit an appeal of the judgement of the Court of First Instance to the Court of Appeal until 18 March 2015.

## 31. Financial instruments

### 31.1 Financial risk management

Financial instruments of the Company and its subsidiaries, as defined under Thai Accounting Standard No. 107 "Financial Instruments: Disclosure and Presentations", principally comprise cash and cash equivalents, trade and other receivables, loans, and short-term and long-term loans. The financial risks associated with these financial instruments and how they are managed is described below.

#### Credit risk

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

#### Interest rate risk

Exposure of the Company and its subsidiaries to interest rate risk relates primarily to its cash at banks, loans, and short-term and long-term borrowings. Most of financial assets and liabilities of the Company and its subsidiaries bear floating interest rates or fixed interest rates which are close to the market rate.

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

(Unit: Million Baht)

**Consolidated financial statements as at 31 December 2014**

	Fixed interest rates			Floating Interest rate	Non- interest Bearing	Total	Effective Interest rate (% per annum)
	Within 1 year	1-5 years	Over 5 years				
<b>Financial assets</b>							
Cash and cash equivalents	-	-	-	280	5	285	0.125 - 1.75
Trade and other receivables	-	-	-	-	109	109	-
Pledged and restricted withdrawal bank deposits	7	-	-	42	1	50	0.375 - 1.75
	<u>7</u>	<u>-</u>	<u>-</u>	<u>322</u>	<u>115</u>	<u>444</u>	
<b>Financial liabilities</b>							
Short-term loan from a financial institution	-	-	-	200	-	200	Note 18
Trade and other payables	-	-	-	-	251	251	-
Short-term loan from an unrelated party	500	-	-	-	-	500	Note 20
Long-term loans from financial institutions	-	-	-	1,078	-	1,078	Note 21
	<u>500</u>	<u>-</u>	<u>-</u>	<u>1,278</u>	<u>251</u>	<u>2,029</u>	

(Unit: Million Baht)

## Consolidated financial statements as at 31 December 2013

	Fixed interest rates			Floating Interest rate	Non- interest Bearing	Total	Effective Interest rate (% per annum)
	Within 1 year	1-5 years	Over 5 years				
<b>Financial assets</b>							
Cash and cash equivalents	-	-	-	245	2	247	0.125 - 2.35
Trade and other receivables	-	-	-	-	191	191	-
Pledged and restricted withdrawal bank deposits	7	-	-	426	-	133	0.5 - 2.25
	<u>7</u>	<u>-</u>	<u>-</u>	<u>671</u>	<u>193</u>	<u>871</u>	
<b>Financial liabilities</b>							
Trade and other payables	-	-	-	-	554	554	-
Short-term loan from an unrelated party	500	-	-	-	-	500	Note 20
Long-term loans from financial institutions	-	-	-	2,974	-	2,974	Note 21
	<u>500</u>	<u>-</u>	<u>-</u>	<u>2,974</u>	<u>544</u>	<u>4,108</u>	

(Unit: Million Baht)

**Separate financial statements as at 31 December 2014**

	Fixed interest rates			Floating Interest rate	Non- interest Bearing	Total	Effective Interest rate (% per annum)
	Within 1 year	1-5 years	Over 5 years				
<b>Financial assets</b>							
Cash and cash equivalents	-	-	-	6	-	6	0.5 - 1.75
Trade and other receivables	-	-	-	-	139	139	-
Short-term loans to subsidiaries and interest receivable	158	-	-	634	58	850	Note 6
Long-term loan to a subsidiary and interest receivable	98	-	-	-	-	98	Note 6
Pledged and restricted withdrawal bank deposits	-	-	-	2	-	2	0.5
	<u>256</u>	<u>-</u>	<u>-</u>	<u>642</u>	<u>197</u>	<u>1,095</u>	
<b>Financial liabilities</b>							
Trade and other payables	-	-	-	-	15	15	-
Long-term loans from financial institutions	-	-	-	24	-	24	Note 21
	<u>-</u>	<u>-</u>	<u>-</u>	<u>24</u>	<u>15</u>	<u>39</u>	

(Unit: Million Baht)

## Separate financial statements as at 31 December 2013

	Fixed interest rates			Floating Interest rate	Non- interest Bearing	Total	Effective Interest rate (% per annum)
	Within 1 year	1-5 years	Over 5 years				
<b>Financial assets</b>							
Cash and cash equivalents	-	-	-	6	-	6	0.625 - 2.35
Trade and other receivables	-	-	-	-	105	105	-
Short-term loans to subsidiaries and interest receivable	158	-	-	634	46	838	Note 6
Long-term loan to a subsidiary and interest receivable	-	220	-	-	-	220	Note 6
Pledged and restricted withdrawal bank deposits	-	-	-	1	-	1	0.625
	<u>158</u>	<u>220</u>	<u>-</u>	<u>641</u>	<u>151</u>	<u>1,170</u>	
<b>Financial liabilities</b>							
Trade and other payables	-	-	-	-	20	20	-
Long-term loans from financial institutions	-	-	-	142	-	142	Note 21
	<u>-</u>	<u>-</u>	<u>-</u>	<u>142</u>	<u>20</u>	<u>162</u>	

Foreign currency risk

The Company and its subsidiaries do not have any significant exposure to foreign currency risk.

### 31.2 Fair values of financial instruments

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

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

### 32. Capital management

The primary objective of the capital management of the Company and its subsidiaries is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value. As at 31 December 2014, the Group's debt-to-equity ratio was 0.64:1 (2013: 1.63:1) and the Company's was 0.05:1 (2013: 0.17:1).

### 33. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 24 February 2015.

## Remuneration of Auditors for the Company and Subsidiaries

(Baht in million)

Company's Name	2014	2013	2012
Thai Property Public Company Limited	1.29	1.29	1.29
Pacific Estate Development Limited	0.83	0.83	0.83
Metro Premier Holding Company Limited	0.08	0.08	0.08
Bangkok Centerpoint Company Limited	0.05	0.05	0.05
<b>Total</b>	<b>2.25</b>	<b>2.25</b>	<b>2.25</b>





Corporate Social Responsibility

# TPROP CSR

The El Nino Phenomenon affected high temperature to the Global and seawater also caused coral bleaching and the death of creatures surrounding its habitats. Coral reef is vital importance the whole coral reef ecosystem that they live upon, being as home to hundreds of species and sources of food to the marine lives. One thing to rehabilitate the coral reefs is to cultivate the coral as preservation and rehabilitation the ecosystem to the marine creatures. In November 2014, the Management and staffs had joined the coral cultivation activity as a CSR project at Toey-Ngam Beach, Amphur Sattahip, Choburi Province with mainly purpose to increase amount of corals which bring well-balanced natural to the Thai sea. This activity is Corporate Social Responsibility Project (CSR-after-process) which the Company has continuously done every year as well as the project "Mangrove forest planting" at Amphur Bann Laem, Petchburi Province in the past 2013.





# TPROP

## NEW YEAR PARTY



## Company Profile

Name	Thai Property Public Company Limited
No.	0107537001480
Business Type	Real Estate Developer
Initials	TPROP
Head Office	2922/305-306, 29th Floor Charn Issara Tower II Petchburi Road, Bangkok, Huay Kwang, Bangkok 10310
Telephone	+66 (0) 2308-2708-10, +66 (0) 2308-2049
Fax	+66 (0) 2308-2719
Fiscal Year	1 January - 31 December
Registered Capital	Baht 3,353,702,060
Paid-up Capital	Baht 3,193,185,471
Par Value	Baht 1.0 each

## Reference

<b>Share Registrar</b>	Thailand Securities Depository Co., Ltd. 4th,6th and 7th Floor, The Stock Exchange of Thailand Tower 62 Ratchadapisek Road, Kwang Klongtoey, Khet Klongtoey, Bangkok 10110 Telephone +66 (0) 2229-2800 Fax +66 (0) 2654-5427
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<b>Auditor</b>	Mr. Supachai Panyawattano Certified Public Accountant (Thailand) No. 3930 EY Office Limited 33rd Floor, Lake Rachada Office Complex 193/136-137 Ratchadapisek Road, Kwang Klongtoey, Khet Klongtoey, Bangkok 10110 Telephone +66 (0) 2264-0777, 0-2661-9190 Fax +66 (0) 2264-0789-90
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<b>Legal Advisor</b>	Bunchong and Vidhya Law Office Company Limited 9th Floor, Wall Street Tower Building 33/35, 33/39-40 Surawongse Road, Kwang Suriyawongse, Khet Bangrak, Bangkok 10500 Telephone +66 (0) 2236-2334 (7 Lines) Fax +66 (0) 2236-3916
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