



COUNTRY GROUP
DEVELOPMENT

ANNUAL REPORT

COUNTRY GROUP DEVELOPMENT PCL.

2015

COUNTRY GROUP DEVELOPMENT PCL.
ANNUAL REPORT 2015

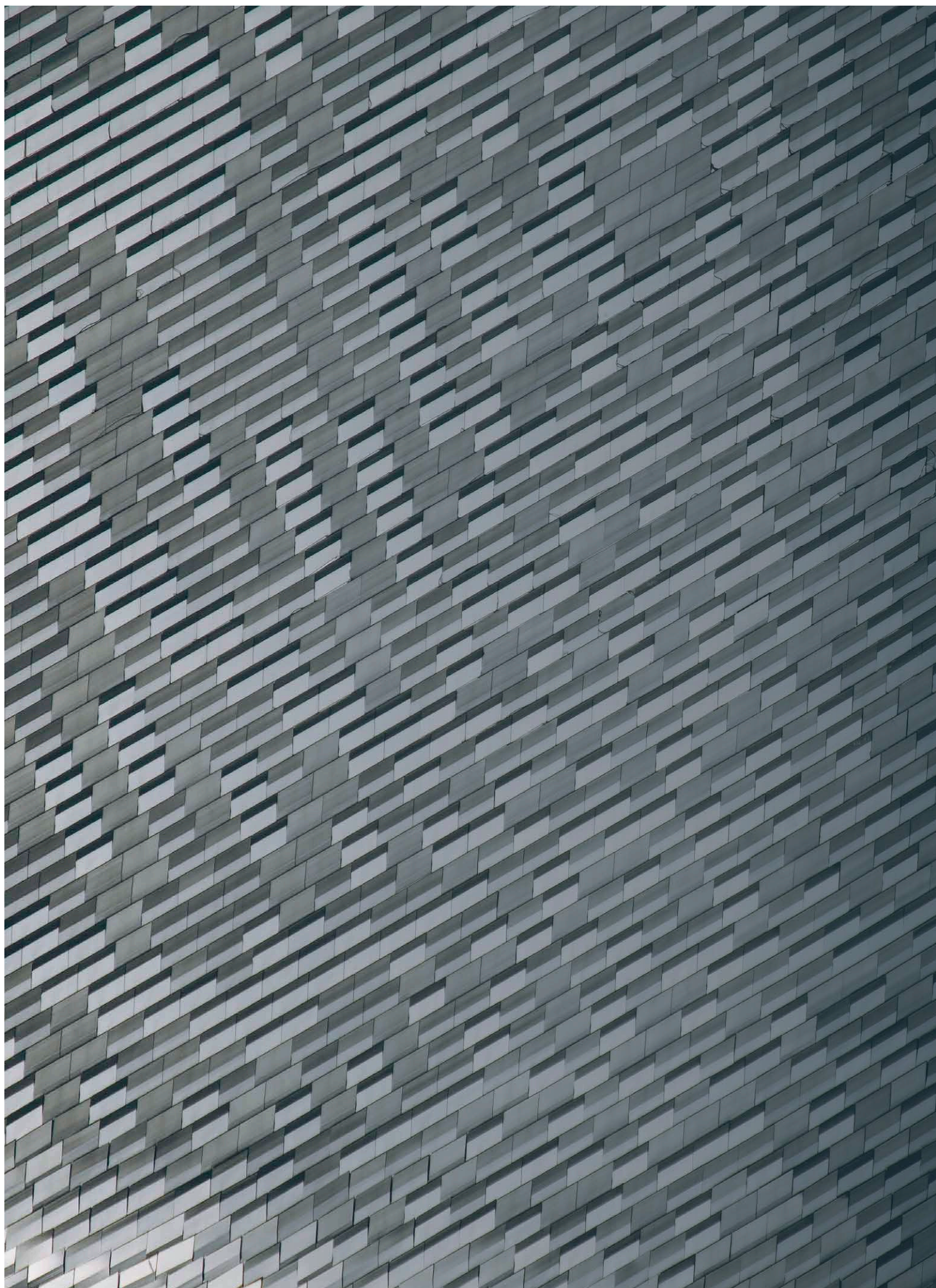


TABLE OF CONTENTS

Message from Chairman & CEO	04
Financial Highlights	06
2015 At a Glance	08
Business Strategy	12
Our Projects	16
Economic Analysis	23
Shareholder Structure	33
General Information and Other Important Information.....	34
Board of Directors & Executive Management	38
Shareholding and Management Structures	42
Directors & Management Biographies	50
Major Shareholders and Dividend Payment Policy.....	70
Policy & Business Overview	71
Nature of Business	72
Management Discussion and Analysis	80
Risk Factors	86
Internal Control & Risk Management	89
Corporate Governance	91
Corporate Social Responsibility	105
Connected Transactions.....	107
Report of the Board of Directors' Responsibilities	111
The Audit Committee Report for 2015	112
Report of the Independent Certified Public Accountant	115
Financial Statements	117

MESSAGE FROM CHAIRMAN & CEO



Vikrom Koompirochana
Chairman

Ben Taechaubol
Chief Executive Officer

2015 was a significant year for Country Group Development, a year where we achieved many critical milestones that serve as a solid foundation for our company as we prepare for rapid expansion in 2016 and beyond.

Among other things, our efforts in 2015 have focused on fostering a corporate culture of innovation and dynamism as well as scaling adequately to underpin the significant projects we are undertaking. We are extremely fortunate that our company has grown steadily, having a large pool of talented and engaged people with exceptional innovation capabilities; qualities necessary to execute our strategy at a world class and international level.

For our developments, this year was about the successful launch of the Four Seasons Private Residences, one of three components of our flagship mixed use development, Chao Phraya Estate. Since its launch in January 2015, the project has received heartening recognition and accolades, breaking several international sales and pricing records for Thai property and sets a new benchmark for super luxury residential projects in Asia. This has allowed us to generate lucrative sales backlog but given the relative size of this flagship project vis-à-vis our other projects, this has taken a toll on our financial statements in the short term. Nevertheless the successful launch has secured a new era for Country Group Development, a new paradigm for the Bangkok super luxury residential market. We are very confident that Four Seasons Hotel Bangkok and Capella Hotel Bangkok will again surpass the luxury hospitality market once our fruits come to bear. In other areas, we were happy to see the completion of the final construction of all

phases of Elements Srinakarin late last year, as planned.

For our investments, you will recall that in 2014, we turned our attention to one of Europe's fastest growing real estate sectors, the storage and movement of data and information and quietly acquired our Anchorage Point project. Anticipating the new developments in the Thai REIT market, on December 23, 2015, we successfully launched Thailand's first international REIT (MIT) in collaboration with our affiliate. This marks our first foray into the lucrative segment and exemplifies our strategic direction for focused sunrise sectors; a strategic direction which we will pursue aggressively in 2016.

Looking ahead to 2016 and beyond, we will continue to pursue our dual pronged approach. We will continue to build on our vast backlog of sales of Four Seasons Private Residences, as well as turn our attention to the other two hospitality components of our flagship project, and bring to market many exciting pipeline development projects. We will also continue to pursue lucrative investment projects abroad which will be targeted for quick turnarounds with a long term recurring income component.

In closing, we would like to express our sincere gratitude to all our shareholders and valued customers for the trust and support given to our company throughout the year. I also wish to give my appreciation to the board members, management, and all staff members here at Country Group Development, for your ever-enduring commitment and dedication that has enabled 2015 to be a successful foundation building year.



Vikrom Koornpirochana
Chairman



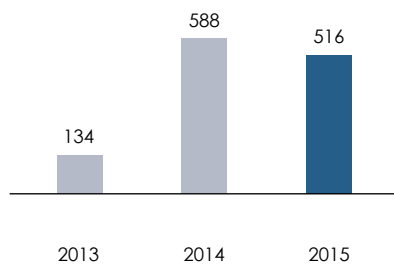
Ben Taechaubol
Chief Executive Officer

2015 FINANCIAL HIGHLIGHTS

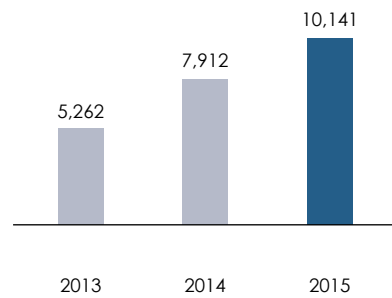
UNIT : BAHT MILLION	2013	2014	2015
Financial Position			
Total Assets	5,262	7,912	10,141
Total Liabilities	845	2,907	4,225
Total Shareholders' Equity	4,417	5,005	5,917
Operating Results			
Total Revenues	134	588	516
Revenues from Condominium Sales	119	546	479
Cost of Condominium Sales	89	411	320
Profit from Discontinued Operations	6	205	36
Net Profit (Loss) For The Year	(83)	65	(457)
Ratios			
Gross Profit Margin (%)	25.2	24.8	33.3
Book Value Per Share (Baht / Share)	0.6	0.7	0.8
Debt to Equity Ratio (times)	0.2	0.6	0.7
Interest - Bearing Debt to Equity Ratio (times)	0.2	0.5	0.5
Return on Equity Ratios (%)	(3.7)	1.4	(8.8)

3 YEAR COMPARISON

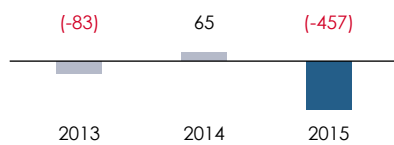
Total Revenue (Baht Million)



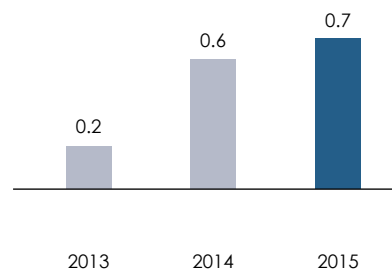
Total Assets (Baht Million)



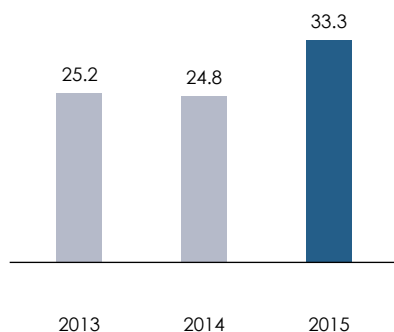
Net Profit (Baht Million)



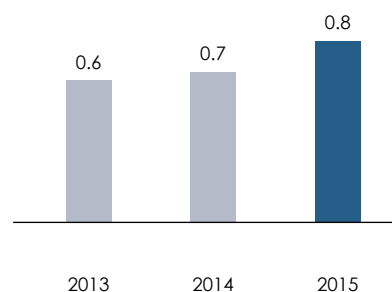
Debt to Equity Ratio (Times)



Gross Profit Margin (%)



**Book Value Per Share
(Baht / Share)**





2015 AT A GLANCE

2014

FEB

February 28, 2014

ACQUISITION OF ANCHORAGE POINT

CGD completed the acquisition of Anchorage Point, a 14,446 sq.ft. Data Centre located in London, UK, with 100% full occupancy.

SEP

September 30, 2014

CGD TRANSITIONS FROM MAI TO SET

CGD strengthens its position in the market and access to capital by moving from the Market for Alternative Investment to SET.

NOV

November 2014

APPOINTMENT OF FOUR SEASONS HOTELS & RESORTS

CGD announced the partnership with Four Seasons Hotels and Resorts Asia Pacific PTE LTD. to create two landmark developments housed within Chao Phraya Estate, Four Seasons Private Residences Bangkok at Chao Phraya River and Four Seasons Hotel Bangkok at Chao Phraya River.



January 20, 2015

THE OFFICIAL LAUNCH OF FOUR SEASONS PRIVATE RESIDENCES - CHAO PHRAYA ESTATE

After much anticipation, CGD unveiled its largest project to date, a THB 32 billion super luxury, mixed-use development titled Chao Phraya Estate.

The flagship development for CGD features 3 iconic properties; Asia's first waterfront Four Seasons Private Residences, Four Seasons Private Residences Bangkok at Chao Phraya River and two world-class hotels; Four Seasons Hotel Bangkok at Chao Phraya River and Capella Hotel Bangkok.

2015

JAN



May 22-24, 2015

ELEMENTS - CHINA ROAD SHOW

CGD participated in four road show events in China targeting at penetrating the Chinese market for Elements Srinakarin in 2015 - those markets included Kunming, Beijing and Guangzhou.



August 31, 2015

APPOINTMENT OF DENNISTON

CGD announced the partnership with world-renowned design firm Denniston lead by Jean-Michel Gathy, for the interior and hardscape design of Four Seasons Hotel Bangkok at Chao Phraya River.

MAY

AUG

May 2015

ELEMENTS - COMPLETION OF PHASE 3 CONSTRUCTION

The construction of Phase 3 for Elements Srinakarin was completed and ready for transfer to owners.



May 2-3, 2015

BREAKING RECORDS IN HONG KONG

Four Seasons Private Residences Bangkok achieved the highest sales figure for a Thai Property sold internationally at over THB 700 million during its two-day exhibition in Hong Kong.

December 5-7, 2015

CHAO PHRAYA ESTATE - MAT FOUNDATION CONSTRUCTION MILESTONE

CGD reached a major milestone in the construction of Chao Phraya Estate with the completion of the MAT foundation casting; which represented Thailand's longest and deepest continuous low heat concrete pouring spanning 3 days, totalling 12,035 cubic metres.



October 6-7, 2015

GENTLEMEN'S NIGHT

More than 80 of Bangkok's most successful men revelled in Gentlemen's Night 2015. The first annual event for Four Seasons Private Residences Bangkok with exclusive event partners for the inaugural edition including Diageo (Johnnie Walker Blue Label), Brioni, Siam Havana Cigars and Pendulum.



December 2015

ELEMENTS - COMPLETION OF PHASE 4 (FINAL PHASE) CONSTRUCTION

The construction of the final Phase, Phase 4 of Elements Srinakarin was completed and ready for transfer to owners.

OCT

NOV

DEC

November 21, 2015

2ND ROADSHOW IN HONG KONG

Following the recording breaking sales results of Four Seasons Private Residences Bangkok during May, CGD followed up with a second roadshow to Hong Kong to facilitate the high-demand in the market for the project.

The combination of both events achieved over THB 1 billion.

November 25, 2015

LOY KRATHONG

CGD hosted a memorable evening in celebration of Loy Krathong at the Sales Gallery of Four Seasons Private Residences Bangkok on November 25, 2015.

December 23, 2015

CGD LAUNCHES THAILAND'S FIRST INTERNATIONAL REIT (MIT)

CGD launched Thailand's first fully subscribed international Real Estate Investment Trust (REIT) listed as MFC Industrial Real Estate Investment Trust (MIT) for Anchorage Point, a Data Centre located in London, United Kingdom.



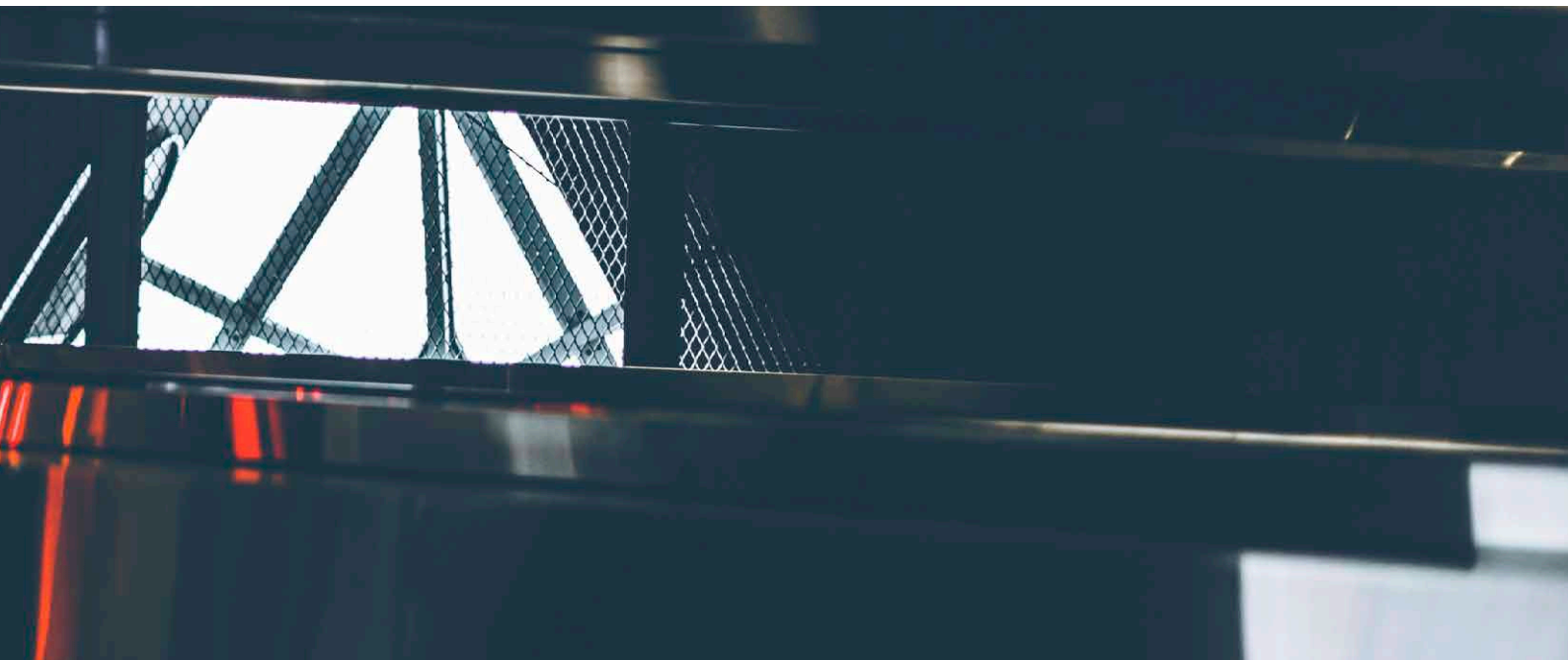
OUR APPROACH



Country Group Development's method is two-pronged: we approach real estate as both development and investment - a broad and progressive strategy, yet one that is also sharply focused and resilient.

Our efforts in both spheres reflect our unique position as the real estate development and investment arm of Country Group. Leveraging the group's competitive edge of networks, intelligence and financial strength, we benefit from direct access to experienced and successful leaders in fields of investment banking, fund management, mergers and acquisitions and securities.

What this translates into is the Country Group difference: unparalleled deal flow, and an innovative approach towards asset enhancement that spans the real estate and financial industries. Our dual approach is sustainable but difficult to replicate with a traditional structure.



OUR PLATFORMS

DEVELOPMENT

Country Group Development seeks and realizes opportunities to create value, with a proven track record of delivering bold and complex asset transformations that result in world-class products.

Value creation with quality is our cornerstone principle and our point of difference is our people. We take pride in having assembled a lean and high performance team who are able to think beyond industry conventions and operate with the highest level of integrity to create inspired built environments.

INVESTMENT

Deal flow, innovation and sector focus underpin our investment strategies. We utilize the Country Group synergy to pinpoint off-market opportunities and have the ability to access capital structures and exits with alacrity.

We see property in terms of pure investment opportunities, providing we can stay true to our ethos of creating value and assuring quality. Our approach to investment is also twofold: we strive to realize quick returns and capital gains, but more importantly, we look for strategies that are structured to secure a recurring income component that will continue to perform year after year.

This might take the shape of a bold dive into an emerging sector, such as our purchase of Anchorage Point, a data centre in London's docklands, and our subsequent issuing of Thailand's first Real Estate Investment Trust (REIT). It might encompass acquiring and improving assets in hospitals and health care, senior living, education, technological industries and other facets in sunrise sectors.



DEVELOPMENTS

CHAO PHRAYA ESTATE

Mixed-use development; including a super luxury 73-storey residential tower: Four Seasons Private Residences Bangkok at Chao Phraya River, and two world-class hotels: Four Seasons Hotel Bangkok at Chao Phraya River and Capella Hotel Bangkok.



CAPELLA™
BANGKOK



FOUR SEASONS
PRIVATE RESIDENCES
BANGKOK AT CHAO PHRAYA RIVER
A COUNTRY GROUP DEVELOPMENT



FOUR SEASONS
HOTEL
BANGKOK AT CHAO PHRAYA RIVER

DEVELOPMENTS

FOUR SEASONS PRIVATE RESIDENCES



Sector:
Location:

Residential (Super Luxury)
Thailand

Project description:

Strategically positioned at the heart of the Chao Phraya Estate, this premier 73-storey residential tower is designed to elevate waterfront living to new heights; Drawing inspiration from its spectacular waterfront location, it features unobstructed panoramic river and city views across all 355 residences, as well as enhanced services from its two neighboring world-class hotels.

DEVELOPMENTS

FOUR SEASONS HOTEL



Sector:
Location:

Hospitality
Thailand

Project description:

This architecturally notable, cascade-structured luxury hotel redefines the urban resort experience with unexpected serenities and multi-sensory pleasures. Sprawling over 9 acres, with 312-rooms and facilities of unmatched scale and seamless integration into the natural waterfront landscape, Four Seasons Hotel Bangkok at Chao Phraya River surpasses the traditional room with a view, by allowing its guests to fully inhabit the view. The entirety of the hotel grounds are uniquely arranged around a series of calming green courtyards, each different, with serenity and water features prominent in every design. From the exceptionally large rooms to the restaurants to the magnificent 1,400 square metre Grand Ballroom, a panoramic river view takes centre stage.

DEVELOPMENTS

CAPELLA HOTEL



Sector:
Location:

Hospitality
Thailand

Project description:

Founded by legendary hotelier Horst Schulze, Capella Hotel Bangkok is a super luxury, low-rise hotel facing the river with 101 exclusive suites that unify top luxury with a sense of intimacy. Not just Bangkok's only riverfront suites hotel, but a total rethinking of the luxury experience through individual suite design, an iconic ballroom catering to the city's most prestigious events, and an expansive waterfront landscape that occupies nearly a quarter of the total property. With seven villas poised right on the river, including a one-of-a-kind Presidential River Villa, Capella Hotel Bangkok will offer a rarified kind of space and atmosphere that seems impossible within a city CBD.

DEVELOPMENTS

ELEMENTS SRINAKARIN



Sector:
Location:

Residential (Mid Tier)
Thailand

Project description:

Elements Srinakarin was conceived as a refreshingly uncompromising offering for middle-income buyers. Elements Srinakarin placed residents within walking distance of three malls, as well as a short travel from major universities, hospitals, and the new Airport Link train line, which connects to Bangkok's other two mass transit lines as well. Through innovative design and layout, Country Group Development managed to increase build density while increasing green space to levels normally reserved for larger estates.

INVESTMENTS

ANCHORAGE POINT



Sector:
Location:

Industrial Data Centre
United Kingdom

Project description:

The historical value of data centres and the projected future trends of data-storage needs for multiple industries, measured against the constraints that limit effective data-storage creation, suggest that prime-located data storage centres may be one of the fastest value-growth segments of real estate in the medium and long term. Country Group Development PCL took the opportunity to secure Anchorage Point, a 2,300 square metre data centre with a 33-year freehold lease and an existing tenant in an off-market transaction for its key location in London; one of the top five areas in the Greater EU for both demand and connectivity to the most centralised part of the regional communications infrastructure.

ECONOMIC ANALYSIS

THAILAND

MACRO ECONOMY

2015

As the global economy continued to recover during 2015, the US economy was the catalyst that spearheaded economic growth. 2015 saw a more stabilised global economy with the rise in geographical consumption and steady employment rate since the subprime crisis. The Eurozone also recovered well, with a depreciation of the currency and declining risk of a Greek debt default stimulating confidence regionally for local consumption and foreign investment. ASEAN economies continued on a growth trajectory in the first half of 2015 that was similar to 2014. However, during the second quarter, GDP growth declined marginally due to slow world economy, low commodity prices and rising concern over China's economic outlook. Nevertheless, ASEAN economies remained stable and in line with global economic recovery.

In recent years, Thailand's average annual GDP growth shrunk to less than 4% per annum, a fraction of what it was during its high economic growth during the mid 1990's at 8-9% before the Asian Crisis. This adjustment reflects a combination of stagnation and uncertainty of the global economy, decline in export competitiveness due to emerging regional economies and shortage of skilled workers for the modern economy.

In 2015, the Thai economy saw growth of 2.2% (0.9% YOY), which is significantly lower than SCB's Economic Intelligence Centre's forecast of 3-3.5%. The key drivers were low private consumption, the indirect effect from China's economic slowdown affecting Thailand's trading partners, low commodity prices from sinking farm-household income and increasing household debt that further limits consumer spending. Exports also shrank in the first seven months due to slow external demand and unfavourable structural factors such as the growing obsolescence of many tech products manufactured in Thailand and reallocation of key factories to surrounding countries.

Government stimulus which was introduced in Q3 after the cabinet was reshuffled in September boosted confidence and liquidity in the economy for the final half of the year. The depreciation of the baht was a positive factor for both export and tourism which saw an increase of 20% YOY of international arrivals with Q4 hitting a record high at 29.8 million. The country still showcases strong economic fundamentals as evident in high foreign-exchange reserves, the low ratio of external debt, low inflation and a large trade surplus which allows for the Bank of Thailand to continue its accommodative monetary stance with policy rate remaining at 1.5%.

2016

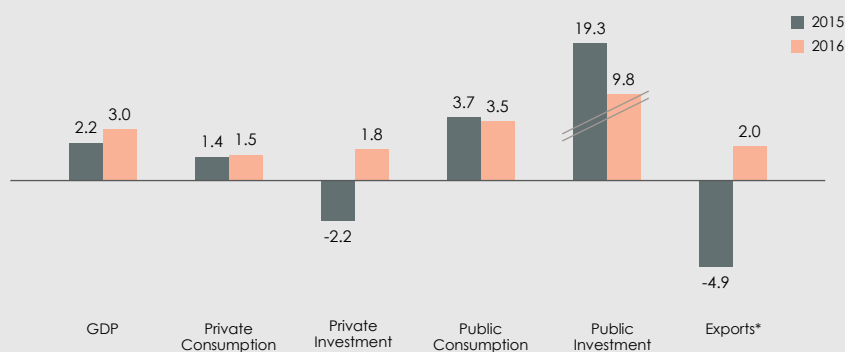
SCB's Economic Intelligence Centre predicts Thailand's GDP will increase by 3.0% in 2016, partly driven by the government's economic stimulus packages that helped boost the economy in 2015. In the fiscal year 2016, the government plans for a larger budget deficit of THB 390 billion up from THB 250 billion with the addition of the investment budget rising by 20% YOY. Another major factor that will bolster the economy in 2016 is the bahts deficit largely boosting both export and tourism; the government's heavy investment in framework and infrastructure will have a direct correlation to Thailand's industrial, export and real estate markets. Factors that may offset Thailand's growth in 2016 is China's slowing economy and China's indirect effects through Thailand's other trading partners. The Federal policy rate hikes which will commence in Q4 of 2015 - 2016 will be gradual but might cause fluctuation in financial markets and lead to capital outflows from emerging markets. However, this will not be severe in Thailand's case, considering the country's strong economic fundamentals as evident in high reserves of foreign exchange, low inflation and the large trade surplus.

According to the World Bank, Thailand became an upper-middle income economy in 2011 and over the last four decades, Thailand has made remarkable progress in social and economic issues, moving from a low-income country to a upper-income country in less than a generation. The rate of recovery of economic growth will depend on how fast Thailand can overcome factors constraining development and promote a more inclusive growth model for the country. There are opportunities on the horizon, including expanding trade through enhancing integration with the global economy, bolstering growth by implementing transformative public investment to draw in private capital, stimulating domestic consumption, and improving the quality of public services across the entire country. This will support a consumption of higher, more balanced, growth path that eliminates extreme poverty (67% in 1986 - 11% in 2014) and boosts shared prosperity for all citizens.

In 2016, Thailand will reach most of its Millennium Development Goals (MDGs) on an aggregate basis, The country has retained its position amongst the top 50 economies worldwide and has ranked third among ASEAN countries on Ease of Doing Business by the World Bank.

Thai GDP Growth and Components in 2015 and 2016

(Unit: % YOY)



Source : Estimates by EIC

SECTOR ANALYSIS

BANGKOK CONDOMINIUM MARKET

Thailand's economic situation shows increased confidence in 2015 with a positive long-term outlook in the Thai property sector. Thailand's Teflon economy has proven to be very resilient, with property demand and values having rebounded within months after being tested with economic adversity. August 2015 saw a brief dip in the economy, affecting the purchasing power of the low-income market. However, the overall state of the economy is an important issue that drove the performance of the property market. Several key factors include political stability, increased domestic and overseas confidence, high demand in the luxury segment, and the introduction of government financial policies and infrastructure plans.

In 2015, prices of newly launched condominiums soared with the average selling price in the Central Business District (CBD) at THB 210,000 per sq.m, an increase of 18.5% YOY due to the scarcity of land in the city and the influx of super-luxury projects opening at prices above THB 250,000 per sqm. In comparison, the city fringe saw a 15.6% YOY increase in Q2, 2015 with the cost of land near MRT routes and BTS Skytrain stations contributing to rising prices. The area of most concern is peripheral Bangkok, where newly launched condominiums are considered overpriced, compared to units located in the city fringe with convenient access to transport modes and the CBD¹.

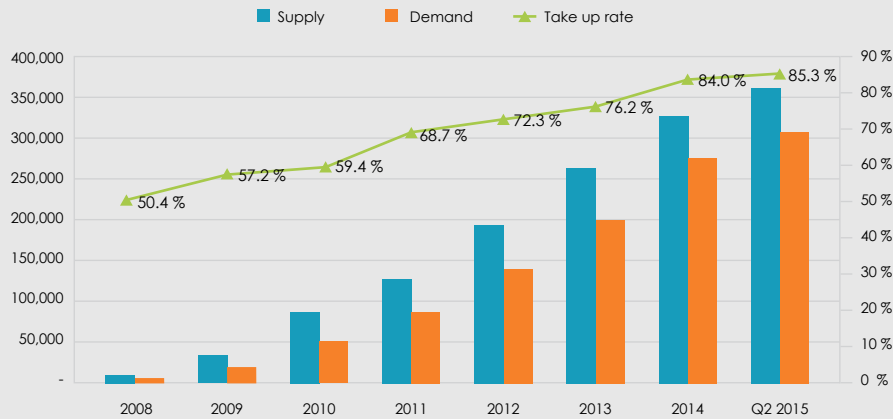
The supply from peripheral Bangkok areas dominated the market with new launches constituting 73% of total supply. Demand from affluent buyers was proven strong with high-end condos, with an average selling price of THB 150,000 per sq.m selling out quickly. Whilst the slowest growth was seen in the mid-market condominium segment located further away from public transport routes. In

total, there was an 84% take up rate increase from Q4, 2014 to Q2 2015 and by mid-year, 309,388 out of 362,697 units were sold. Overall, approximately 53,000 units were available in peripheral Bangkok, 10,000 in the city fringe and 5,000 in the city area respectively. Most CBD developments, on the last available plots of land, will most likely be super luxury projects sold on the leasehold ownership structure where developers can benefit from higher margins of capital gain¹.

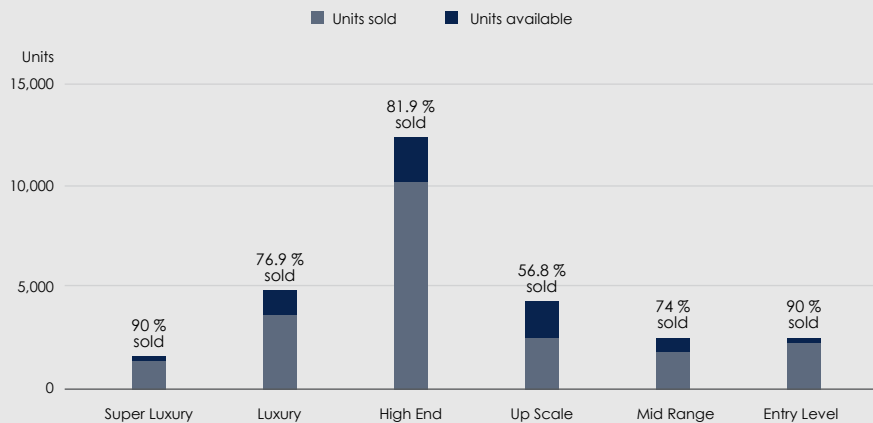
In 2015, the Bangkok condominium sector faced a slowdown in the mass market as a result of a loss of confidence amongst buyers and tightening of bank loans and policies. To combat this issue, the cabinet has approved the Finance Ministry's proposal to boost business sentiment and help low-income earners buy their first home with five key measures; permanently reducing corporate income tax from 23% to 20%; introduce dividend and corporate income tax exemptions provided for government venture capital funds for 10 years; provide first-home buyers with a deductible tax exemption of 20% of home values for 5 years; offer a reduction of 2% to 0.01% in real estate transfer and mortgage fees for 6 months. Furthermore, the government housing bank was granted a THB 10 billion budget for one year to provide low-income earners with housing loans. The effect was evident with an overall growing trend in Q4, 2015².

In relation to this, developers have shifted their focus towards astute buyers, who remained unaffected by slow economic growth and rising household debts³. According to CBRE, the luxury segment outpaced the mass market for the first time in history. In Q2 2014, around 1,000 high-end condominium units were released in Bangkok. A year later, despite conditions which many deemed as unhealthy,

**Accumulated Supply, Demand & Take Up Rate of Bangkok Condominium,
2008 - 2Q 2015**



Sales Performance of Condominium Units being Marketed by Grade, Q4 2014



Source : CBRE Research

condominium units in the luxury segment priced over THB 230,000 per sq.m reached an average take up rate of 80%⁴. This proves that although high end luxury supply is considerably less, the absorption rate is exceptionally high with low cancellation rates⁵. Today, high net worth individuals are demanding higher quality and services that would justify prices; this has lead to the birth of a number of major super luxury projects including Four

Seasons Private Residences Bangkok, NIMIT Langsuan, TELA Thonglor, Q Sukhumvit and The Residences at Mandarin Oriental. Prices of luxury properties were not based solely on location, but these projects fulfilled several qualifications including an understanding of market requirement; architecture and interior design; space and functionality; branded management; amazing views and prime location⁶.

The luxury condominium market sector, especially projects alongside the Chao Phraya River is considered the final development frontier in Bangkok. In the recent years, developers have capitalised on the lucrative opportunities and availability of prime redevelopment plots in comparison to the CBD. Approximately 74% of luxury riverside units on the market was sold by early December at increasing prices⁷. Land alongside the river has been the preferred investment location for several top developers. Aside from Bangkok's appealing river views, mass transportation links are being extended, affording better connectivity between the river and the CBD. With supply expected to increase in 2016, the luxury market will face increased competition with prices, especially projects located along the river expected to rise.

Although Thailand's real estate market is domestically driven, Thailand relies on large-scale foreign capital. The integration of the Asean Economic Community, a stable political climate and Bangkok's attractive price of property has encouraged foreign investors to buy mid to top tier condominiums. According to CBRE, the number of units sold to foreigners rose from 18% in Q4, 2014 to 22% in Q1, 2015⁸. Due to such high foreign demand, several luxury projects have planned road shows in potential markets, such as Taiwan, Hong Kong and Singapore⁶. In May 2014, CBRE achieved over THB 700 million in sales during a two-day exhibition of Four Seasons Private Residences Bangkok at Chao Phraya River in Hong Kong, the highest sales achievement for a Thai project sold internationally, solidifying renewed interest from the overseas market.

As prices of condominiums continue to rise, with first-time home buyers, families and investors competing for the condo market, what was once considered the most affordable option is now more costly with less housing unit. As cities become less adequate for the contemporary lifestyle, developers and architects have come up with new ways to adapt to changing trends. In comparison to midtown suburban condominiums, townhomes offer a lower cost per sq.m of living area. These properties have become attractive to families that need a larger living area, green space and parking in the vicinity close to work, BTS or MRT lines. In the past two years, Bangkok has seen a growing trend in vertical or townhomes, in part due to an oversupply in condos, rising land prices and changing lifestyles. In early 2014, the supply of townhouses along with low-rise residential unit was 12,929 units and continues to grow in parallel with the stable economy⁴.

The next 5 years promise exciting times for Thailand, with the ASEAN Economic Community predicted to boost demand up to 5-10% per year from 2016-2020. As a gateway to other ASEAN countries, Thailand will be considered a regional transport hub of the ASEAN Economic Community. Coupled with renewed confidence, continued cash injections from foreign and domestic buyers, new government policies and funds invested into building mass-transit lines and railway double-tracking will directly help strengthen the property sector.

Source : 1. Bangkok Condominium Market Q2, 2015, Rep. Knight Frank, Web, 14 Mar. 2016.
2. "Cabinet Approves Five Measures - The Nation," Cabinet Approves Five Measures, The Nation, 14 Oct.
3. "Slower Rate of Rise Forecast for Bangkok Condo Prices," Property Bangkok Post, Ed. Kanana Katharangsiorn, Bangkok Post, 03 Mar. 2016, Web, 09 Mar. 2016.
4. Pitchon, James, Bangkok Overall Marketview, Rep. CBRE, Web, 14 Mar. 2016.
5. "CBRE : Luxury Condo Market Hot | 4-Traders," CBRE : Luxury Condo Market Hot | 4-Traders, 4-Trader, 23 May 2015, Web, 11 Mar. 2016.
6. Graph : Pitchon, James, 2015 Forecast - Bangkok Residential Market, Rep. CBRE, 18 Feb. 2015, Web, 11 Mar. 2016.
7. "Bangkok Riverside: The City's Final Development Frontier," Property Report, Ed. Richard Allan Aquino, Property Report, 10 Feb. 2015, Web, 09 Mar. 2016.
8. "CBRE Sees Big Demand for Pricy Condos in Bangkok - The Nation," Business, The Nation, 23 May 2015, Web, 11 Mar. 2016.

SECTOR ANALYSIS

BANGKOK

HOTEL MARKET

Thailand's rich historical and cultural heritage as well as its diverse shopping, dining and nightlife experiences have long been charming international tourists for decades. Although 2015 has seen a slowdown in new development supply, the result of growing demand and increased levels of occupancy has sparked a renewed interest in the hospitality sector. Overall, the hotel industry remains optimistic with the Thai tourism industry reaching new heights in 2015.

Tourism continues to be the driving force for Thailand's economic growth with an increase of 20% YOY of international arrivals throughout 2015¹. In Q4, tourist arrivals hit a record high at 29.8 million, where Thailand enjoyed its best year for over two decades with influx driven by the Chinese market, accounting for 26% of total arrivals by Q3². According to MasterCard, Bangkok is ranked third as the fastest growing city destination and yet is still growing at double digits³. Such strong growth in tourism has earned the kingdom a position as the tourism hub of the ASEAN Economic Community, thus attracting new opportunities and investments to the country².

Despite the decline in new construction starts and completions, the rise in tourist arrivals helped invigorate the hotel development industry. In the previous year, Bangkok's luxury hotel segment surged with the introduction of flagship developments such as Park Hyatt, Rosewood, Waldorf Astoria, Four Seasons and Capella; indicating an optimistic market outlook from world-class hotel operators.

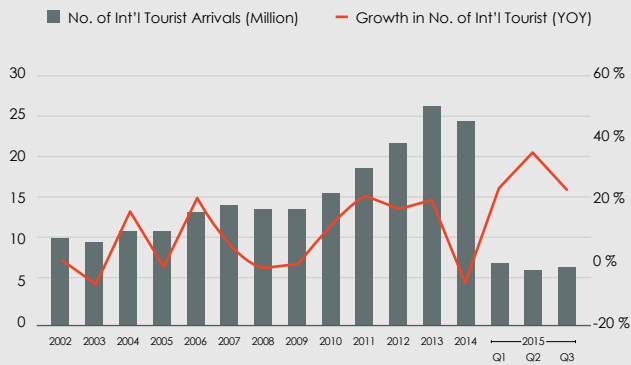
Furthermore, Bangkok has seen more construction starts and several existing projects returning to life, indicating an approximate growth of 13%⁴.

Thailand's hotel occupancy rate soared in 2015, enjoying the best performance the country has seen in 20 years⁵. Occupancy rates kick-started at 80% in Q1 and average daily rates (ADR) rose by 5.5%. The rise in inbound tourism, assisted by a slower supply growth has proven to benefit the occupancy rates of both the mass and the luxury market; the latter received the highest supply and demand growth in Q1 with occupancy rates reaching 80% compared to 63% in 2014⁶. As a result, return on investments (RoI) for hotels in Bangkok showed an increase for four to five-star hotels to 8-10% from 7-9% in 2014, and tourist revenue jumped 27% to THB 1.16 trillion⁷.

In the coming years, tourist arrivals will continue to be strong as the hospitality sector is expected to grow as Thailand remains one of the most attractive countries to visit, with tourist arrivals predicted to surpass 30 million. Hoteliers will potentially see a rise in ADR, due to high trends in occupancy rates, but may reduce due to growth in supply and competition from non-traditional channels, such as Airbnb. However, Thailand still remains a destination of opportunities for hotel investments, with a strategic geographic location, continued tourism and a relatively low operating cost⁵.

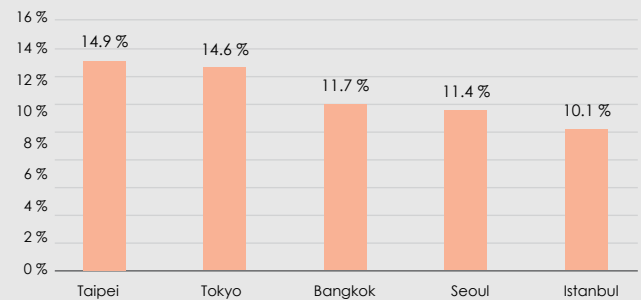
Source : 1. "117 Proud Winners Conferred 2015 Thailand Tourism Awards." Tourism Authority of Thailand Newsroom, TAT Newsroom, Thailand Tourism News, Tourism Thailand, TAT, TAT News, 28 Sept. 2015. Web. 11 Mar. 2016.
 2. Pitchon, James. Bangkok Luxury Hotel, Q4 2015. Bangkok: CBRE, 2015. Print.
 3. Wong, Yuwa-wong Hendrick, and Desmond Choong. Tracking Global Growth, Rep. MasterCard, Print.
 4. Chapman, Nora. "Thailand Hotel Investment Likely To Decline." Thailand Property News Thailand Hotel Investment Likely To Decline Comments. CBRE, 10 June 2014. Web. 11 Mar. 2016.
 5. Sritama, Suchat. "Hotel Occupancy Shows Good Recovery in 2015 - The Nation." The Nation, 26 Jan. 2016. Web. 11 Mar. 2016.
 6. Pitchon, James. Bangkok Luxury Hotel Market View Q1 2015. Rep. CBRE, 04 June 2015. Web. 11 Mar. 2016.
 7. "Hotel Investments Paying off." Bangkok Post.com, Bangkok Post, 05 Jan. 2016. Web. 11 Mar. 2016.

Number of International Tourist Arrivals



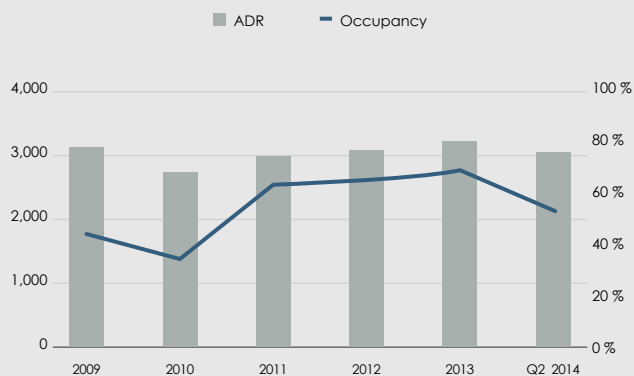
Source : Office of Tourism Development, Q3 2015

Fastest Growing Destination Cities within the Top 20 (2009 - 2005 CAGR)

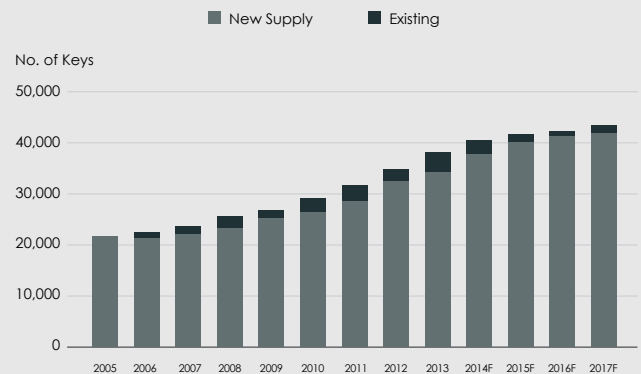


MasterCard Worldwide Insights
MasterCard Global Destination Cities Index

ADR and Occupancy Rate of Hotels (All Grades) in Bangkok, Q2 2009 - Q2 2014



Future Hotel Supply in Downtown Bangkok, 2005 - 2017F



SECTOR ANALYSIS

GLOBAL DATA CENTRE MARKET

Data centres are the foundation of the digital economy. In the culture of today's changing world, the digital age has produced technologies and models that have disrupted the world forever.

Consumer demand for bandwidth and ever-growing security concerns are pushing both private and government entities to cloud-based, third-party providers for outsourced data hosting and processing. Content producers like Netflix, Comcast and E-Commerce giants like Amazon and Alibaba are driving demand as data-driven entertainment and marketplace become the norm.

More businesses are happening online and data centres are becoming the backbone for these businesses to operate and progress. The data centre market saw tremendous growth in 2015, with independent providers in the United States alone earning revenues of USD 115.3 billion and experiencing a 6.1% growth YOY¹.

Global spending on cloud infrastructure is up 23% according to International Data Corporation (IDC) and companies across the world are still adapting to modernizing their IT infrastructure to support cloud services. As the digital landscape continues to shape the future, the data centre industry continues on a growth path with enormous potential still to be fully recognised in matured economies as well as emerging markets. These growing markets are the next frontier for international internet and online businesses as well as local start-

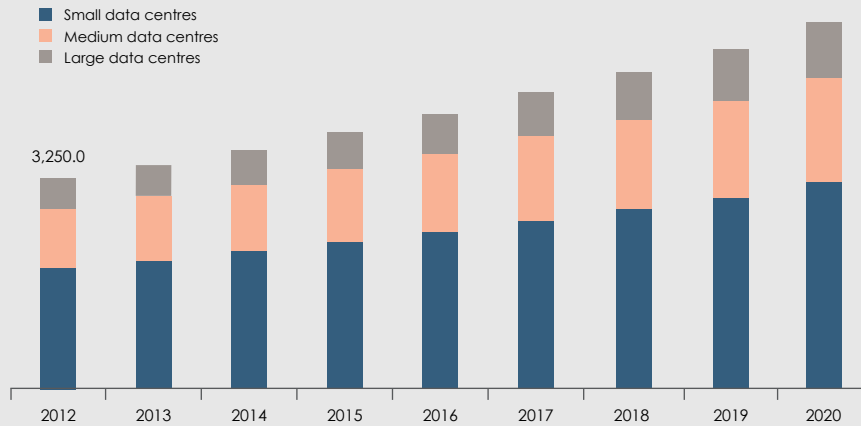
ups to venture into as local infrastructure, online penetration and user conversion continue to rise on a daily basis. In the latest Worldwide Quarterly Cloud IT Infrastructure Tracker from IDC, sales figures from manufacturers of IT solutions recorded USD 7.6 billion in total revenues in 2015 which indicated a 23% rise in revenues from Q3 2014 to Q3 2015².

Infrastructure investment's are growing at a faster rate than application sales, Research and Markets reports that the global data centre construction market will grow from USD 14.59 billion in 2014 to USD 22.73 billion in 2019 at a compound growth rate of 9.3%³. The proportion of cloud IT infrastructure sales in the cloud industry climbed to 33.8% in Q3 2015, up from 28.7% a year ago. The revenue from infrastructure sales to the private cloud sector grew by 18.8% to USD 2.9 billion, while sales to the public cloud rose 25.9 to USD 4.6 billion².

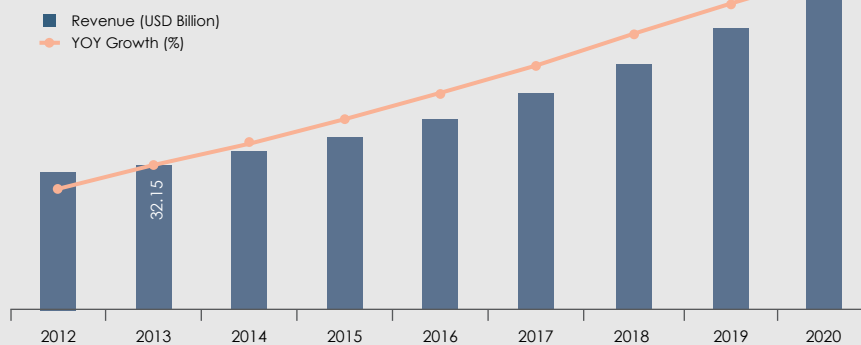
This area continues to be one of real estates fastest growing value segments. The growth of cloud computing and data storage is inevitable; businesses will continue the transition of decreased ownership and deploy of hybrid storage structures with the aim to focus all attention on core competencies as well as prioritise security concerns for data and information. This colossal global growth is promoted by the endless supply of businesses seeking high calibre, third-party data centre operators that offer top-tier storage and safety configurations for their most prized asset.

Source: 1. "Data Perspectives," US JLL, Jones Lang Lasalle, Web, 18 Mar, 2016.
2. Grove, Stijn, "EUDCA News Update," EUDCA, European Data Center Association, Web, 18 Mar, 2016.
3. Judge, Peter, "Global Forecast Bright for the Data Center Construction Market," DatacenterDynamics, 7 Jan, 2015, Web, 18 Mar, 2016.

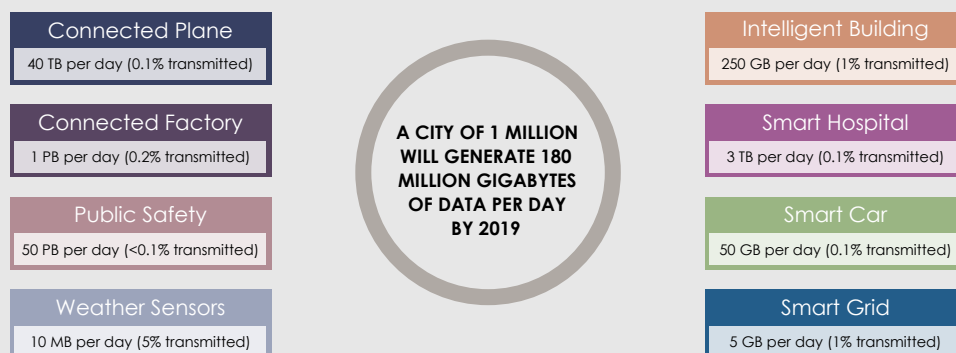
**Global Data Centre (Uninterruptible Power Supply) Market 2012 - 2020
(USD Million)**



**Global Data Centre Equipment Market Revenue 2012 - 2020
(USD Billion)**



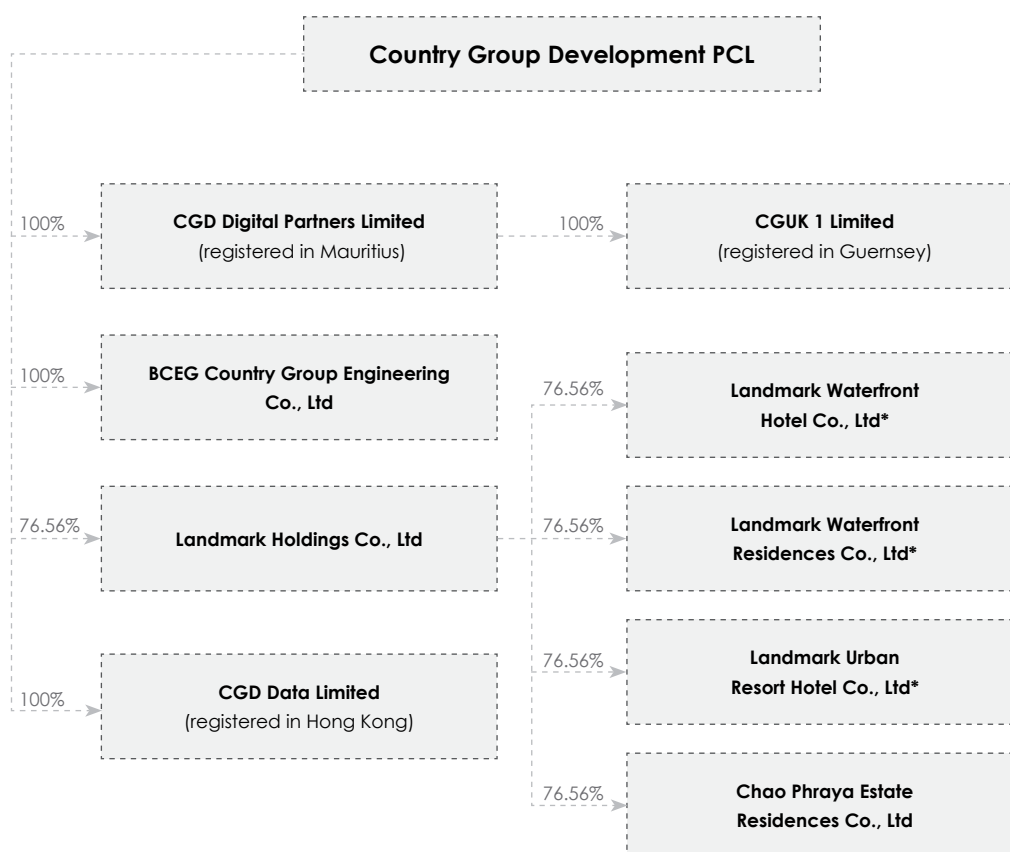
Source : Company Annual Report, Industrial Journals, Technical Publications, KOLs and TMR Analysis





SHAREHOLDER STRUCTURE

The shareholder Structure as of December 31, 2015 is as follows;



***Remark**

The 3 subsidiaries have registered the dissolution with the Ministry of Commerce on December 30, 2014. Currently, all these subsidiaries are in the process of liquidation.

GENERAL INFORMATION AND OTHER IMPORTANT INFORMATION

Company name:	Country Group Development Public Company Limited
Type of business:	Property Development
Address:	898 Ploenchit Tower, 20th Floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330
Registration No.:	0107538000177 (Bor Mor Jor 540)
Registered capital:	Baht 10,814,953,771 consisting of 10,814,953,771 ordinary shares with a par value of Baht 1 per share
Paid-up capital:	Baht 7,336,294,461
Website:	www.cgd.co.th
Contact:	Tel: 0-2658-7888 Fax: 0-2658-7880

Subsidiaries

Company name:	Landmark Holdings Company Limited
Type of business:	Property Development
Address:	898 Ploenchit Tower, 20th Floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330
Registered and : paid-up capital	Million Baht 192.00 consisting of 19,200,000 ordinary shares with a par value of Baht 10 per share
Contact:	Tel: 0-2658-7888 Fax: 0-2658-7880
% of shareholding:	76.56 of paid-up capital

Company name: Landmark Waterfront Hotel Company Limited*
Type of business: Property Development
Address: 898 Ploenchit Tower, 20th Floor, Ploenchit Road,
Lumpini, Pathumwan, Bangkok 10330
Registered and: Million Baht 50.00
paid-up capital consisting of 1,000,000 ordinary shares
with a par value of Baht 50 per share
Contact: Tel: 0-2658-7888 Fax: 0-2658-7880
% of shareholding: 76.56 of paid-up capital
(Holding by Landmark Holdings Company Limited)

* Note

The subsidiary has registered the dissolution with the Ministry of Commerce on December 30, 2014. Currently, It is in the process of liquidation.

.....

Company name: Landmark Waterfront Residences Company Limited*
Type of business: Property Development
Address: 898 Ploenchit Tower, 20th Floor, Ploenchit Road,
Lumpini, Pathumwan, Bangkok 10330
Registered and: Million Baht 50.00
paid-up capital consisting of 1,000,000 ordinary shares
with a par value of Baht 50 per share
Contact: Tel: 0-2658-7888 Fax: 0-2658-7880
% of shareholding: 76.56 of paid-up capital
(Holding by Landmark Holdings Company Limited)

* Note

The subsidiary has registered the dissolution with the Ministry of Commerce on December 30, 2014. Currently, It is in the process of liquidation.

.....

Company name: Landmark Urban Resort Hotel Company Limited*
Type of business: Property Development
Address: 898 Ploenchit Tower, 20th Floor, Ploenchit Road,
Lumpini, Pathumwan, Bangkok 10330
Registered and: Million Baht 50.00
paid-up capital consisting of 1,000,000 ordinary shares
with a par value of Baht 50 per share
Contact: Tel: 0-2658-7888 Fax: 0-2658-7880
% of shareholding: 76.56 of paid-up capital
(Holding by Landmark Holdings Company Limited)

* Note

The subsidiary has registered the dissolution with the Ministry of Commerce on December 30, 2014. Currently, It is in the process of liquidation.

.....

Company name: Chao Phraya Estate Residences Company Limited
Type of business: Property Development
Address: 898 Ploenchit Tower, 20th Floor, Ploenchit Road,
Lumpini, Pathumwan, Bangkok 10330
Registered and: Baht 131,193,880
paid-up capital consisting of 13,119,388 ordinary shares
with a par value of Baht 10 per share
Contact: Tel: 0-2658-7888 Fax: 0-2658-7880
% of shareholding: 76.56 of paid-up capital
(Holding by Landmark Holdings Company Limited)

.....

Company name: BCEG Country Group Engineering Company Limited
Type of business: Construction
Address: 898 Ploenchit Tower, 20th Floor, Ploenchit Road,
Lumpini, Pathumwan, Bangkok 10330
Registered and: Million Baht 1.00
paid-up capital consisting of 100,000 ordinary shares
with a par value of Baht 10 per share
Contact: Tel: 0-2658-7888 Fax: 0-2658-7880
% of shareholding: 99.99 of paid-up capital

.....

Company name: CGD Data Limited, registered in Hong Kong
Special Administrative Region of the People's
Republic of China
Type of business: Holding Company
Address: Suite 3004 Universal Trade CTR, 3-5A Arbuthnot
Road, Central, Hong Kong
Registered and: HKD 139,009,673
paid-up capital consisting of 139,009,673 ordinary shares
with a par value of HKD 1 per share
% of shareholding: 100 of paid-up capital

.....

Company name: CGD Digital Partners Limited,
registered in Mauritius
Type of business: Holding Company
Address: 8th Floor, Medine Mews, La Chaussee Street,
Port Louis, Mauritius
Registered and: USD 17,912,281
paid-up capital consisting of 17,912,281 ordinary shares
with a par value of USD 1 per share
% of shareholding: 100 of paid-up capital

.....

Company name:	CGUK 1 Limited, registered in Guernsey
Type of business:	Property Development
Address:	Anson Court, La Route des Camps, St Martin, Guernsey, GY4 4AD
Registered and: paid-up capital	USD 1 consisting of 1 ordinary shares with a par value of USD 1 per share
% of shareholding:	100 of paid-up capital (Holding by CGD Digital Partners Company Limited)

Other reference persons

Securities Registrar:	Thailand Securities Depository Company Limited The Stock Exchange of Thailand Building 93 Ratchadapisek Road, Din Daeng, Din Daeng, Bangkok 10400
Tel:	0-2009-9000
Fax:	0-2009-9991
Auditor:	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. 3 South Sathorn Road, Yannawa, Sathorn Bangkok 10120
Tel:	0-2676-5700
Fax:	0-2676-5757

BOARD OF DIRECTORS



**1. Mr. Vikrom
Koompirochana**

Independent Director
Chairman

**2. Mr. Sadawut
Taechaubol**

Vice Chairman

**3. Mr. Ben
Taechaubol**

Director
Member of the Nomination and
Compensation Committee
Chairman of the Investment
Committee
Chief Executive Officer

**4. Mr. Subhakorn
Bhalakula**

Independent Director
Chairman of the Audit Committee
Chairman of the Nomination and
Compensation Committee

**5. Pol. Lt. Gen. Werapong
Chuenpagdee**

Independent Director
Member of the Audit Committee
Member of the Nomination and
Compensation Committee

6. Mr. Hsu-Feng Shueh

Independent Director
Member of the Audit Committee

**7. Air Chief Marshal
Permkiat Lavanamal**

Independent Director

**8. Mr. Gavintorn
Atthakor**

Independent Director

**9. Pol. Maj.Gen. Ittipol
Ittisarnronnachai**

Independent Director

**10. Mr. Jirasak
Ponghathaikul**

Director

**11. Ms. Jaelle Ang
Ker Tjia**

Director

12. Mr. Yiu Sing Tse

Director

MANAGEMENT



**1. Mr. Ben
Taechaubol**

Chief Executive Officer

**2. Mr. Songsak
Aunguravaranont**

Executive Director
- Project Division

**3. Mr. Chatchai
Chordokrak**

Executive Director
- Accounts & Finance Division

**4. Ms. Jariyakorn
Sodathunyaphat**

Executive Director
- Sales Division

**5. Ms. Kitima
Kritiyachotipakorn**

Executive Director
- Sales Division

**6. Ms. Kwanrudee
Maneewongwattana**

Executive Director
- Marketing Division

**7. Mr. Woraphoom
Jatuworaphat**

Executive Director
- Operations Division

**8. Mr. Varakorn
Techamontrikul**

Executive Director
- Development Division

**9. Ms. Vorapan
Ngamrojanavanit**

Director
- Investments Division

**10. Mr. Suttinath
Jitticharunglap**

Director
- Accounts & Finance Division

**11. Mrs. Vatinee
Chaturongkul**

Director
- Projects Division

**12. Mr. Bundit
Kanlayanarat**

Director
- Projects Division

SHAREHOLDING AND MANAGEMENT STRUCTURES

Board of Directors

The Company's Board of Directors consists of 12 members who possess qualifications in accordance with the Public Limited Company Act B.E. 2535(1992) and the related notifications issued by the Office of the Securities and Exchange Commission. Of the total board members, 7 are independent directors.

No.	Name of directors	Position
1	Mr. Vikrom Koompirochana	Independent Director Chairman of the Board of Directors
2	Mr. Sadawut Taechaubol	Vice Chairman of the Board of Directors
3	Mr. Subhakorn Bhalakula	Independent Director Chairman of the Audit Committee Chairman of Nomination and Compensation Committee
4	Pol. Lt. Gen. Werapong Chuenpagdee	Independent Director Member of the Audit Committee Member of the Nomination and Compensation Committee
5	Mr. Hsu-Feng Shueh	Independent Director Member of the Audit Committee
6	Mr. Gavintorn Atthakor	Independent Director
7	Air Chief Marshal Permkiat Lavanamal	Independent Director
8	Pol.Maj.Gen. Ittipol Ittisarnronnachai	Independent Director
9	Mr. Ben Taechaubol	Director Member of the Nomination and Compensation Committee Chairman of the Investment Committee Chief Executive Officer
10	Mr. Jirasak Ponghathaikul	Director
11	Ms. Jaelle Ang Ker Tjia	Director
12	Mr. Yiu Sing Tse	Director

Notes: At the 2015 Annual General Meeting of Shareholders held on 30 April 2015, the shareholders approved the appointment of two new directors including Police Major General Ittipol Ittisarnronnachai (as an independent director) and Mr. Yiu Sing Tse (as director).

Details of the attendance of the Board of Directors' meetings and the sub-committees' meetings are as the following:

No.	Names of Directors	No. of Board of Directors' meetings attended	No. of Audit Committee's meetings attended	No. of Remuneration Committee's meetings attended
1	Mr. Vikrom Koompirochana	12/12	-	-
2	Mr. Sadawut Taechaubol	8/12	-	-
3	Mr. Subhakorn Bhalakula	9/12	8/9	3/3
4	Pol. Lt. Gen. Werapong Chuenpagdee	8/12	5/9	3/3
5	Mr. Hsu-Feng Shueh	11/12	8/9	-
6	Mr. Gavintorn Atthakor	6/12	-	-
7	Air Chief Marshal Permkiat Lavanamal	11/12	-	-
8	Pol.Maj.Gen. Ittipol Ittisarnronnachai	8/9	-	-
9	Mr. Ben Taechaubol	11/12	-	3/3
10	Mr. Jirasak Ponghathaikul	6/12	-	-
11	Ms. Jaelle Ang Ker Tjia	9/12	-	-
12	Mr. Yiu Sing Tse	6/9	-	-

Authorized Directors

The Company's authorized signatories include Mr. Ben Taechaubol and Mr. Sadawut Taechaubol. In signing official documents on behalf of the Company, only one of them is required to sign together with the corporate seal affixed.

Scope of key duties and responsibilities of the Board of Directors

1. Establish corporate governance guidelines and the code of business ethics and make arrangements for their implementation. Also serve as a good role model to employees.
2. Ensure that the Company's conduct of business affairs complies with laws and regulations, objectives, articles of association, resolutions adopted at shareholders meetings, as well as corporate governance guidelines and the code of business ethics.
3. Work with the Management Team in formulating and developing the vision and mission as well as the values which the Company hopes to create and put into practice.
4. Consider and discuss the Company's strategic plans proposed by the Management Team, and approve all key matters concerning the Company's direction and policies, annual operating budget, capital expenditure, borrowings, human resource management, and operating targets.
5. Consider issues related to conflicts of interest in a careful and transparent manner.
6. Establish clear and appropriate operating procedures. Ensure that a transparent and effective internal control system as well as an appropriate risk management system are put in place.
7. Ensure that the Company's financial reports are audited by both internal and external auditors and that they carry out their duties in effective manner.

8. Ensure that information about various matters is disclosed to all groups of stakeholders in an appropriate manner.

9. Authorize the Company's Chief Executive Officer to conduct business affairs within the approved budget. Monitor and assess the implementation of the established plans.

10. Monitor the Company's operations and the progress toward achieving the Company's objectives. Also ensure that the conduct of the Company's business affairs is in compliance with the laws as well as the related operating procedures and policies.

11. Establish a policy on the company-wide risk management. In this connection, the Management Team is responsible for implementing the policy and reporting it to the Board of Directors regularly. In addition, review and assess the effectiveness of the related system or the risk management at least once a year.

12. Appraise the performance of the Company's directors, Chairman, and Chief Executive Officer. Also ensure that the Company puts in place effective procedures for appraising the performance of its senior executives.

Management Team

As at 29 February 2016, there were eight executives, based on the definition of the Office of Securities and Exchange Commission. Their names and positions were as follows:

No.	Name	Position
1	Mr. Ben Taechaubol	Chief Executive Officer
2	Mr. Songsak Anguravaranont	Executive Director – Projects Division
3	Mr. Chatchai Chordokrak	Executive Director – Accounts & Finance Division
4	Ms. Jariyakorn Sodathanyapat	Executive Director – Sale Division
5	Mr. Woraphoom Jatuworaphat	Executive Director – Operation Division
6	Ms. Kitima Kritiyachotipakorn	Executive Director – Sale Division
7	Ms. Kwanrudee Maneewongwatthana	Executive Director – Marketing Division
8	Mr. Varakorn Techamontrikul	Executive Director – Development Division

Note: Mr. Varakorn Techamontrikul was appointed as executive director in charge of the Development Division on 1 January 2016.

Scope of authority and duties of Chief Executive Officer

1. Supervise and look after the work of the Management Team, as well as the business operations of subsidiaries and affiliated companies, ensuring that they are implemented in line with the Company's policies, business plan, and budget approved by the Board of Directors and/or other sub-committees. Also ensure that the conduct of the Company's business affairs not only is in full compliance with the objectives, articles of association, policies, requirements, orders and resolutions adopted at the shareholders meetings and/or at the meetings of the Board of Directors and other subcommittees, but also is in line with the principles of good corporate governance as well as the regulations of the Stock Exchange of Thailand.

2. Delegate and/or designate other parties to work on behalf of Chief Executive Officer on specific tasks. In this connection, the delegated or designated parties are required to work within the delegated authority framework and/or in line with the laws, articles of association, orders or resolutions adopted by the Board of Directors and/or the Company.

3. Monitor and evaluate the performance of the Company on a regular basis. The objectives are to protect the Company against risks arising from various factors, both internal and external, and to come up measures to streamline the Company's business operations.
4. Consider business agreements and contracts to be signed by the Company, ensuring that they are beneficial to the Company's overall business. Also establish procedures and methods for preparing such agreements and contracts.
5. Evaluate the Company's performance and make recommendations on interim or annual dividend payments to the Board of Directors for approval.
6. Consider the allocation of allowances, bonuses, or other benefits, which have already been approved by the Board of Directors, to employees, staff members or any parties working for the Company.
7. Be authorized to approve the Company's transactions as per details related to his financial authority thresholds. These include, among others, the following:
 - a. Any transaction in relation to assets or personal services or any related party transaction whose value does not exceeding one million baht or 0.03% of the net tangible assets (NTA), whichever is higher.
 - b. Any transaction in relation to financial assistance given to related individuals or businesses, whose value does not exceeding 100 million baht or 3% of the net tangible assets (NTA), whichever is higher.
 - c. Request for approval in relation to purchases of computers, furniture or office equipment, among others, to be used for business operations, whose transaction value does not exceeding 10 million baht each time.
 - d. Approval in relation to getting rid of assets or writing off bad debts or selling assets with no salvage value, whose size does not exceed 10 million baht.
8. Performing other duties as assigned by the Board of Directors.

Company Secretary

The Board of Directors has appointed Mr. Chatchai Chordokrak as Company Secretary. He is a responsible person and has knowledge and experience suitable for carrying out duties of company secretary. In this connection, he is responsible for ensuring that the conduct of business affairs of both the Company and its subsidiaries is in line with the laws and the principles of good corporate governance.

Scope of authority and duties of Company Secretary

1. Organizing meetings of the Board of Directors and Shareholders in compliance with corporate governance, the Stock Exchange of Thailand Act and the Public Limited Company Act B.E. 2535 (1992).
2. Disclosing the Company's information in compliance with the requirements imposed by the Stock Exchange of Thailand, the Office of the Securities and Exchange Commission and other related authorities.
3. Giving basic advice to the Board of Directors and the management on the compliance with requirements imposed by the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission. Also monitor introduction of new rules applicable to the Company.

4. Preparing and storing key documents and records including, among others, director register, notifications of the Board of Directors' meetings letters, minutes of the Board of Directors' meetings, the Company's annual reports, notifications of shareholders meetings, minutes of the shareholders' meeting, and reports issued by directors and executives in relation to conflicts of interest

5. Monitoring the implementation of the Board of Directors' activities, ensuring that they are implemented effectively, efficiently, and in the best interests of the Company.

6. Coordinating subsequent actions in accordance with the resolutions adopted at the meetings of the Board of Directors and the shareholders meetings.

7. Performing other duties as assigned by the Board of Directors.

Remuneration of Directors and Management

(1) Monetary remuneration

(a) Remuneration of Directors

The monetary remuneration provided to the Board of Directors in 2015 amounted to 5,000,000 baht. This included monthly compensation and bonuses for the directors, the details are as following:

No.	Name	Position	Amount (Baht)
1	Mr. Vikrom Koompirochana	Independent Director Chairman of the Board of Directors	700,000
2	Mr. Sadawut Taechaubol	Vice Chairman of the Board of Directors	420,000
3	Mr. Subhakorn Bhalakula	Independent Director Chairman of the Audit Committee Chairman of Nomination and Compensation Committee	560,000
4	Pol. Lt. Gen. Werapong Chuenpagdee	Independent Director Member of the Audit Committee Member of the Nomination and Compensation Committee	490,000
5	Mr. Hsu-Feng Shueh	Independent Director Member of the Audit Committee	490,000
6	Mr. Gavintorn Atthakor	Independent Director	420,000
7	Air Chief Marshal Permkiat Lavanamal	Independent Director	420,000
8	Pol.Maj.Gen Ittipol Ittisarnronnachai	Independent Director	300,000
9	Mr. Ben Taechaubol	Director Member of the Nomination and Compensation Committee Chairman of the Investment Committee Chief Executive Officer	420,000
10	Ms. Jirasak Ponghathaikul	Director	240,000
11	Miss Jaelle Ang Ker Tjia	Director	240,000
12	Mr. Yiu Sing Tse	Director	300,000

Notes:

- Members of the Audit Committee received remuneration at a higher rate than that of other directors.
- No compensation was provided to members of the Nomination and Remuneration Committee.

(b) Remuneration of Management

In 2015, the Company paid remuneration worth Baht 27,484,363 to the management in the form of salaries, bonuses and Incentives.

(2) Other types of remuneration

(a) Contributions to Provident Fund

In 2015, the Company made contributions worth 834,315.66 baht to the Provident Fund for directors who also served as employees and senior executives of the Company and its subsidiaries.

Personal

(1) Number of employees (excluding members of the management team, based on the definition of the Office of the Securities and Exchange Commission)

Employees classified by division as of 31 December 2015 are as following:

No.	Division	Number of Employees
1	Chief Executive Officer	2
2	Development Division	5
3	Projects Division	10
4	Sale Division	17
5	Marketing Division	6
6	Investment Division	2
7	Operation Division	27
8	Accounts & Finance Division	8
9	Internal Audit	2
10	Compliance	1
Total Number of Employees		80

In this connection, the Company had never been in legal dispute with its employees.

(2) Remuneration of employees

The total compensation worth 54,271,877 baht provided to employees in 2015 included salaries, bonuses, overtime, allowances, welfare benefits, special compensation and contributions to the Provident Fund.

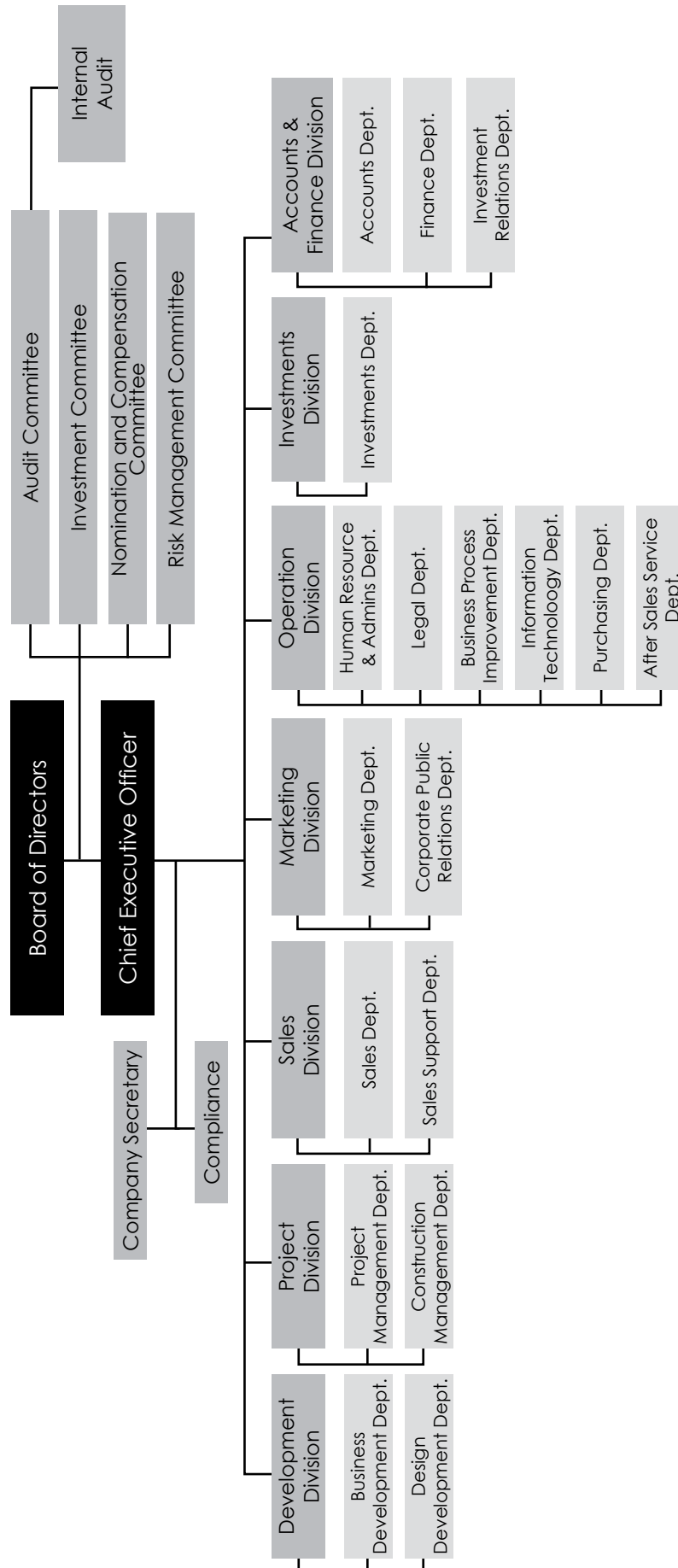
Remuneration	Amount (baht)
Salaries and Bonuses	50,604,712.00
Overtime, allowances, and welfare benefits	834,639.00
Incentive	1,555,178.02
Contributions to Provident Fund	1,277,347.98
Total	54,271,877.00

(3) Human resource development policy

The Company recognizes the importance of its staff since they serve as very valuable resources and a key mechanism to make the Company successful. As a result, it has adopted a policy aiming at developing its staff so that they not only can perform their duties in a professional manner and carry out their existing assignments most efficiently but also are in a state of preparedness and have potential for accommodating the Company's future business expansion. Emphasis is also placed on ensuring that the Company's staffs are capable of using information technology and modern knowledge in an appropriate manner. In this connection, the Company facilitates the learning of its staff and continuously transforms itself into a learning organization. In particular, it provides its staff with opportunities to develop their skills and broaden their knowledge on a regular basis through internal and external training programs. Recently, it has organized an internal training activity for its staff to gain a good understanding of its business and expectations. Other objectives of the training are to build positive attitudes in the workplace and to motivate staff. Moreover, as part of its efforts to enhance the skills of its staff continuously, the Company has made arrangements for them to attend various training courses related to business operations.

Organisation structure

The Organisation Structure as of December 31, 2015 is as follows;



BOARD OF DIRECTORS



MR. VIKROM KOOMPIROCHANA

Chairman of the Board of Director
Independent Director
Age 69

Education	<ul style="list-style-type: none">• Successful Formulation & Execution of Strategy (SFE) 22/2014, Thai Institute of Directors Association (IOD)	
Qualification	<ul style="list-style-type: none">• Anti-Corruption for Executive Program 7/2013, Thai Institute of Directors Association (IOD)• Certificate of hi-level Management Program 14/2012, Capital Market Academy• Director Accreditation Program (DAP) 63/2007, Thai Institute of Directors Association (IOD)• PH.D. and Master Degree in History of International Relations, Michigan State University, USA• PH.D. (Honorary degree) Humanities Schiller International University, United Kingdom• Bachelor of Arts, Chulalongkorn University	
% of shareholding	None	
Relation	None	
Work Experience for the past 5 years		
2006 - Present	Chairman of the Board of Director independent Director	Country Group Development Public Company Limited
2014 - Present	Independent Director Member of the Audit Committee Member of the Nomination and Compensation committee	MFC Asset Management Public Company Limited
2015 - Present	Chairman of Risk Management Committee	MFC Asset Management Public Company Limited
2013 - Present	Director Chairman of the Corporate Governance Committee	Bangchak Petroleum Public Company Limited
2014 - 2015	Member of the Executive Committee	Bangchak Petroleum Public Company Limited
2012 - 2016	Director Member of the Audit Committee Member of the Nomination and Compensation committee	The Securities and Exchange Commission
2010 - Present	Chairman of the Board of Director	Sport and Recreation Enterprises Company Limited
2007 - Present	Independent Director Chairman of the Audit Committee Chairman of the Nomination and Remuneration Committee	Oishi Group Public Company Limited
2014 - Present	Member of Corporate Governance Committee	Oishi Group Public Company Limited
2007 - Present	Honorary Advisor	British Chamber of Commerce, Thailand
2003 - 2006	Ambassador of Thailand to the United Kingdom of Great Ireland and Ambassador of Thailand to Ireland	Ministry of Foreign Affairs

2



MR. SADAWUT TAECHAUBOL

Vice Chairman of the Board of Director
Age 63

Education	<ul style="list-style-type: none">• Certificate of hi-Level Management at Energy Science 7/2016, Thailand Energy Academy	
Qualification	<ul style="list-style-type: none">• Certificate of hi-level Management Program 12/2011, Capital Market Academy• Director Accreditation Program (DAP) 66/2007, Thai Institute of Directors Association (IOD)• Bachelor of Art in Political Science, Ramkhamhaeng University• Certificate of Commerce, Davis School, Brighton, UK• Honorable Degree (Business Administration), Kensington University, California, USA	
% of shareholding	17.38	
Relation	Father of Mr. Ben Taechaubol	
Work Experience for the past 5 years		
2010 - Present	Vice Chairman of the Board of Director	Country Group Development Public Company Limited
2015 - Present	Chairman of the Executive Committee	Padaeng Industry Public Company Limited
2014 - Present	Chairman	Country Group Holdings Public Company Limited
2013 - Present	Executive Director	Trade and Relationship Promotion between China and International Club (Organization of People's Republic of China)
2012 - Present	Chairman of the Executive Committee	MFC Asset Management Public Company Limited
2010 - Present	Chairman	Thai Industry and Trade Association
2010 - Present	Chairman	Sin Sian Yee Pao Company Limited
2009 - Present	Chairman of the Executive Committee	Country Group Securities Public Company Limited
2006 - Present	Director	Baan Rai Taechaubol Company Limited
2006 - Present	Director	Profit Ventures Company Limited
2005 - Present	Director	Bangkok Development Company Limited
1994 - Present	Chairman	Country Group Company Limited
2004 - 2013	Director	Landmark Development Group Company Limited

3

**MR. BEN TAECHAUBOL****Director****Member of the Nomination and Compensation committee****Chairman of the Investment Committee****Chief Executive Officer****Age 37****Education**

- Director Certification Program (DCP) 123/2009, Thai Institute of Directors Association (IOD)

Qualification

- Master Degree in Business Administration, Sasin Graduate Institute of Business Administration, Chulalongkorn University
- Bachelor of Law (LLB), University of New South Wales, Sydney, Australia
- Bachelor of Commerce (BCOM), University of New South Wales, Sydney, Australia

% of shareholding

13.98

Relation

Son of Mr. Sadawut Taechaubol

Work Experience for the past 5 years

2009 - Present	Director	Country Group Development Public Company Limited
2013 - Present	Director	Landmark Holding Company Limited
2014 - Present	Director	Chao Phraya Estate Residences Company Limited
2013 - Present	Director	BCEG Country Group Engineering Company Limited
2013 - Present	Director	Landmark Waterfront Hotel Company Limited
2013 - Present	Director	Landmark Waterfront Residences Company Limited
2013 - Present	Director	Landmark Urban Resort Hotel Company Limited
2013 - Present	Director	CGD Data Company limited
2013 - Present	Director	CGD Digital Partner Company Limited
2012 - Present	Director	Sinparamee Company Limited
2008 - 2010	Executive Director	MFC Asset Management Public Company Limited
2006 - 2010	Director	Baan Rai Taechaubol Company Limited
2006 - 2010	Director	Profit Venture Company Limited
2006 - 2010	Director	Landmark Development Group Company Limited
2005 - 2010	Director	Country Group Company Limited
2005 - 2010	Director	Asia Zone Venture Company Limited
2005 - 2010	Director	Bangkok Development Company Limited
2005 - 2010	Director	EDP Enterprises Company Limited

4



MR. SUBHAKORN BHALAKULA

Chairman of the Audit Committee
Chairman of the Nomination and Compensation committee
Independent Director
Age 58

Education	<ul style="list-style-type: none">• Director Accreditation Program (DAP) 19/2004, Thai Institute of Directors Association (IOD)	
Qualification	<ul style="list-style-type: none">• Director Certification Program (DCP) 69/2006, Thai Institute of Directors Association (IOD)• Audit Committee Program (ACP) 16/2007, Thai Institute of Directors Association (IOD)• Role of The Compensation Committee (RCC) 13/2011, Thai Institute of Directors Association (IOD)• Master Degree in Public Law, Ramkhamhaeng University• Bachelor Degree in Law, Thammasat University	
% of shareholding	None	
Relation	None	
Work Experience for the past 5 years		
2006 - Present	Chairman of the Audit Committee Chairman of the Nomination and Remuneration Committee Independent Director	Country Group Development Public Company Limited
2014 - Present	Managing Director	Krungthai Legal Services Company Limited
2000 - Present	Director and Vice President	Assumption Association
2006 - 2013	Independent Director Chairman of the Audit Committee	A-Host Company Limited
2005 - 2015	Chairman Chairman of the Audit Committee Chairman of the Nomination Committee	Live Incorporation Public Company Limited
1997 - 2013	Managing Director	Plam & Bird Farm Company Limited
1996 - 2013	Director	Relating Business Company Limited
1994 - 2013	Director	Ban Koh Rim Nam Company Limited
1989 - 2013	Managing Director	Thainex Company Limited

5



POL. LT. GEN. WERAPONG CHUENPAGDEE

Member of the Audit Committee

Member of the Nomination and Compensation committee

Independent Director

Age 57

Education	<ul style="list-style-type: none">• Role of The Compensation Committee (RCC) 13/2011, Thai Institute of Directors Association (IOD)	
Qualification	<ul style="list-style-type: none">• Director Accreditation Program (DAP) 86/2010, Thai Institute of Directors Association (IOD)• Master Degree, National Institute of Development Administration• Master of Public Administration, Chulalongkorn University• Bachelor of Public Administration, Royal Police Cadet Academy	
% of shareholding	None	
Relation	None	
Work Experience for the past 5 years		
2009 - Present	Member of the Audit Committee Member of the Nomination and Compensation Committee Independent Director	Country Group Development Public Company Limited
2014 - Present	Member of the Audit Committee	Country Group Holdings Public Company Limited
2014 - Present	Director	Foo Sin Mining Industry Company Limited
2011 - 2016	Director	Country Group Securities Public Company Limited
2015 - 2016	Commissioner, Commissioner of provincial police region 9	The Royal Thai Police
2014 - 2015	Commissioner, Commissioner of provincial police region 7	The Royal Thai Police
2013 - 2014	Deputy Commissioner, Commissioner of provincial police region 4	The Royal Thai Police
2012 - 2013	Deputy Commissioner, office of the Police Commission	The Royal Thai Police
2011 - 2012	Deputy Commissioner, Commissioner of provincial police region 8	The Royal Thai Police
2011 - 2013	Legal and Management Advisor	Por Kaew Engineering Company Limited
2011 - 2013	Director	Thai Hua Rubber Public Company Limited

6



MR. HSU-FENG SHUEH

Member of the Audit Committee
Independent Director
Age 48

Education	<ul style="list-style-type: none">• Director Certification Program (DCP) 123/2009, Thai Institute of Directors Association (IOD)	
Qualification	<ul style="list-style-type: none">• Master Degree in Business Administration, Sasin Graduate Institute of Business Administration of Chulalongkorn University• Bachelor Degree in Science in Electrical Engineering, The Cooper Union, USA	
% of shareholding	None	
Relation	None	
Work Experience for the past 5 years		
2008 - Present	Member of the Audit Committee Independent Director	Country Group Development Public Company Limited
2005 - Present	Deputy Managing Director	Marginal Company Limited

7



AIR CHIEF MARSHAL PERMKIAT LAVANAMAL

Independent Director
Age 63

- | | |
|----------------------|---|
| Education | • Master Degree, National Institute of Development Administration |
| Qualification | • Bachelor of Science Program, Royal Thai Air Force Academy |

% of shareholding None

Relation None

Work Experience for the past 5 years

2013 - Present	Independent Director	Country Group Development Public Company Limited
2012 - 2013	Deputy Commander-in-Chief	Royal Thai Air Force
2011 - 2012	Chief of Air Staff	Royal Thai Air Force
2009 - 2011	Deputy Chief of Air Staff	Royal Thai Air Force
2008 - 2009	Assistance Chief of Air Staff, Support Services Department	Royal Thai Air Force

8



MR. GAVINTORN ATTHAKOR

Independent Director
Age 41

Education	<ul style="list-style-type: none">• Director Certification Program (DCP) 123/2009, Thai Institute of Directors Association (IOD)	
Qualification	<ul style="list-style-type: none">• Master Degree in Business Administration, Sasin Graduate Institute of Business Administration of Chulalongkorn University• Bachelor Degree in Mechanical Engineering with Business Management (Hons),University of Sussex Brighton, United Kingdom	
% of shareholding	None	
Relation	None	
Work Experience for the past 5 years		
2009 - Present	Independent Director	Country Group Development Public Company Limited
2002 - Present	Director	Artlink Company Limited
1999 - Present	Vice-President	Prof. Bunchana - Thanphuying Sae Atthakor Foundation for Education
2011 - Present	Director	Prudential Life Assurance (Thailand) Public Company Limited
2010 - 2015	Chairman of Board of Director	ECCO 360 Company Limited
2006 - 2010	Managing Director	Ozone Technology Company Limited

9



POL. MAJ. GEN. ITTIPOL ITTISARNRONNACHAI

Independent Director

Age 49

Education

Qualification

- Training Course on Administrative Justice for Executives (Bor Yor Por. 6), The Administrative Court
- Advanced Certificate Course in Politics and Governance in Democratic Systems for Executives (Por Por Ror. 13), King Prajadhipok's Institute
- Supervisory Criminal Investigation Course, International Law Enforcement Academy, USA
- Master of Public Administration, Kentucky State University, USA
- Bachelor of Public Administration, Royal Police Cadet Academy (Nor Lor Tor. 43)

% of shareholding

None

Relation

None

Work Experience for the past 5 years

2015 - Present	Independent Director	Country Group Development Public Company Limited
2014 - Present	Commander of Nakhon Nayok Provincial Police	The Royal Thai Police
2013 - 2014	Commander of General Staff Division, Office of Logistics	The Royal Thai Police
2011 - 2013	Deputy Commander, Investigation Division, Immigration Bureau	The Royal Thai Police
2009 - 2011	Deputy Commander, Immigration Division 5, Immigration Bureau	The Royal Thai Police

10



MR. JIRASAK PONGHATHAIKUL

Director
Age 45

Education	• Director Accreditation Program (DAP) 89/2011, Thai Institute of Directors Association (IOD)	
Qualification	• Bachelor Degree in Business Administration, Bangkok University	
% of shareholding	3.66	
Relation	None	
Work Experience for the past 5 years		
2010 - Present	Director	Country Group Development Public Company Limited

11



MS. JAELE ANG KER TJIA

Director
Age 35

Education	• Master Degree in Business Administration, Imperial College London
Qualification	• Bachelor Degree in Architecture, University College London
% of shareholding	0.48
Relation	None

Work Experience for the past 5 years

2013 - Present	Director	Country Group Development Public Company Limited
2013 - 2016	Executive Director – Development Division	Country Group Development Public Company Limited
2010 - 2013	Director – Development Division	Country Group Development Public Company Limited
2009	Business development	Credit Suisse
2005 - 2008	Strategy, Merger & Acquisitions	Citigroup

12



MR. YIU SING TSE

Director
Age 32

Education • Bachelor of Business, Marketing and Advertising, University of Technology, Sydney, Australia

Qualification

% of shareholding 1.94

Relation None

Work Experience for the past 5 years

2015 - Present	Director	Country Group Development Public Company Limited
2015 - Present	Founder and Director	Campfire Coworking space
2011 - Present	Founder and Director	Providore Global Australia
2010 - Present	Founder and Director	Landcorp
2010 - Present	Founder and Director	Buildcorp
2008 - Present	Founder	Ancardi, Hong Kong
2007 - Present	Founder and Director	Wang Kai Development

MANAGEMENT

1



MR. BEN TAECHAUBOL

Director

Member of the Nomination and Compensation committee

Chairman of the Investment Committee

Chief Executive Officer

Age 37

Education

Qualification

- Director Certification Program (DCP) 123/2009, Thai Institute of Directors Association (IOD)
- Master Degree in Business Administration, Sasin Graduate Institute of Business Administration, Chulalongkorn University
- Bachelor of Law (LLB), University of New South Wales, Sydney, Australia
- Bachelor of Commerce (BCOM), University of New South Wales, Sydney, Australia

% of shareholding 13.98

Relation Son of Mr. Sadawut Taechaubol

Work Experience for the past 5 years

2009 - Present	Director	Country Group Development Public Company Limited
2013 - Present	Director	Landmark Holding Company Limited
2014 - Present	Director	Chao Phraya Estate Residences Company Limited
2013 - Present	Director	BCEG Country Group Engineering Company Limited
2013 - Present	Director	Landmark Waterfront Hotel Company Limited
2013 - Present	Director	Landmark Waterfront Residences Company Limited
2013 - Present	Director	Landmark Urban Resort Hotel Company Limited
2013 - Present	Director	CGD Data Company limited
2013 - Present	Director	CGD Digital Partner Company Limited
2012 - Present	Director	Sinparamee Company Limited
2008 - 2010	Executive Director	MFC Asset Management Public Company Limited
2006 - 2010	Director	Baan Rai Taechaubol Company Limited
2006 - 2010	Director	Profit Venture Company Limited
2006 - 2010	Director	Landmark Development Group Company Limited
2005 - 2010	Director	Country Group Company Limited
2005 - 2010	Director	Asia Zone Venture Company Limited
2005 - 2010	Director	Bangkok Development Company Limited
2005 - 2010	Director	EDP Enterprises Company Limited

2



MR. SONGSAK ANGURAVARANT

Executive Director – Projects Division
Age 45

Education	• Master of Business Administration (International Program), Bangkok University
Qualification	• Bachelor's Degree in Power and Electrical Engineering, Rangsit University
% of shareholding	None
Relation	None

Work Experience for the past 5 years

2014 - Present	Executive Director – Projects Division	Country Group Development Public Company Limited
2010 - 2014	Director – Projects Division	Plan Estate Company Limited

3



MR. CHATCHAI CHORDOKRAK

Company Secretary

Executive Director – Accounts & Finance Division

Member of the Investment Committee

Age 32

Education

- Company Reporting Program (CRP) 14/2016, Thai Institute of Directors Association (IOD)

Qualification

- Company Secretary Program(CSP) 67/2015, Thai Institute of Directors Association (IOD)
- Master Degree on Business Administration, Mahidol University
- Bachelor Degree on Business Administration, Assumption University

% of shareholding

None

Relation

None

Work Experience for the past 5 years

2012 - Present	Executive Director – Accounts & Finance Division	Country Group Development Public Company Limited
2014 - Present	Director	CGD Data limited
2014 - Present	Director	CGD Digital Partner Limited
2009 - 2012	Director of Account & Finance	Ausiris Company Limited

4



MS. JARIYAKORN SODATHANYAPAT

Executive Director – Sales Division
Age 57

Education • Bachelors of Management, Bangkok University

Qualification

% of shareholding None

Relation None

Work Experience for the past 5 years

2013 - Present	Executive Director – Sales Division	Country Group Development Public Company Limited
2007 - 2012	Assistance Managing Director	Thai Factory Development Public Company Limited

5



MS. KITIMA KRITIYACHOTIPAKORN

Executive Director – Sales Division
Age 43

Education	• Master of Science in Real Estate, Thammasart University
Qualification	• Master of Business Administration, University Of Baltimore, USA
% of shareholding	None
Relation	None

Work Experience for the past 5 years

2014 - Present	Executive Director – Sales Division	Country Group Development Public Company Limited
2006 - 2014	Director of Sales and Marketing	Minor International Public Company Limited
2002 - 2005	Marketing and PR Manager, CBD Sales and Marketing	Goldenland Property Development Public Company Limited

6



MS. KWANRUDEE MANEEWONGWATTHANA

Executive Director – Marketing Division
Age 39

Education	• Master of Science in Communication, Fort Hays State University, USA
Qualification	• Bachelor of Arts (Communication Arts), Chulalongkorn University, Thailand
% of shareholding	None
Relation	None

Work Experience for the past 5 years

2013 - Present	Executive Director - Marketing Division	Country Group Development Public Company Limited
2006 - 2013	Senior Deputy Director - Communications Department	Raimon Land Public Company Limited

7



MR. WORAPHOOM JATUWORAPHAT

Executive Director – Operation Division

Age 43

Education	• (M.Eng) Master Degree in Engineering Management, Chulalongkorn University	
Qualification	• (M.Sc) Engineering Business Management, University of Warwick, UK	
	• (B.Eng) Bachelor degree in Electrical Engineering, Assumption University	
% of shareholding	None	
Relation	None	
Work Experience for the past 5 years		
2015 - Present	Executive Director – Operation Division	Country Group Development Public Company Limited
2007 - 2015	AVP, Continuous Improvement Devison	Pruksa Real Estate Public Company Limited

8



MR. VARAKORN TECHAMONTRIKUL

Executive Director – Development Division
Age 37

Education	• Master Degree of Architecture, Savannah College of Art and Design, USA
Qualification	• Bachelor Degree in Architecture, Chulalongkorn University
% of shareholding	None
Relation	None

Work Experience for the past 5 years

2016 - Present	Executive Director – Development Division	Country Group Development Public Company Limited
2014 - 2016	Director – Development Division	Country Group Development Public Company Limited
2012 - 2014	Director – Design and Development Division	AP (Thailand) Public Company Limited
2006 - 2012	Senior Architect	Smallwood, Reynolds, Stewart, Stewart, and Associates Atlanta, GA, USA

Major shareholders

Top ten major shareholders of the Company as of 20 January 2016 are as the following:

No	Name	Number of share	% of Total shares
1	Mr. Sadawut Taechaubol	1,275,000,000	17.38
2	Mr. Ben Taechaubol	1,025,693,333	13.98
3	Mr. Tommy Taechaubol	491,135,800	6.69
4	Country Group Holdings Public Company Limited	418,770,000	5.71
5	Mr. Jirasak Ponghathaikul	268,548,385	3.66
6	Country Group Securities Public Company Limited	206,000,000	2.81
7	Mr. Songchai Achariyahiranchai	182,740,400	2.49
8	Thai NVDR Company Limited	169,415,622	2.31
9	ABN AMRO NOMINEES SINGAPORE PTE LTD	160,333,800	2.19
10	CREDIT SUISSE AG, HONG KONG BRANCH	142,000,000	1.94

Source: Shareholder report dated 20 January 2016 prepared by Thailand Securities Depository Co., Ltd.

Dividend Payment Policy

The Company has dividend payout ratio of at least 50% of net profit of the Company only (unconsolidated basis) in which net profit is after deducting corporate tax, legal reserve and other reserves. However, the Company may pay dividend less than mentioned above if necessity i.e. more working capital required, aggressive expansion plan, or else. The Board resolution on dividend payment is needed to propose to shareholders' meeting for approval, except interim dividend in which Board can go ahead and report to shareholders later.

The Company's subsidiaries also has dividend payout ratio of at least 50% of net profit after deducting corporate tax, legal reserve and other reserves. There are another four factors, cash flow analysis, financial status, liquidity and expansion plan, taking into account on how much dividend to pay.

BUSINESS OPERATION

Policy and Business Overview

Company History

Country Group Development Public Company Limited ("the Company") was established on 8 June 1982 as a limited company whose name was Diana Department Store Company Limited, operating department stores and retail businesses. In July, 2006 the name was changed to Dragon One Public Company Limited where the nature of the business was also changed to a holding company. The company was listed on the Market for Alternative Investment (MAI) on 25 June 2007. Following that, changes were made to the shareholding and management structure of the Company, with Mr. Ben Techaubol becoming a major shareholder and serving as a director. In addition, its business objectives were also changed to allow the Company to expand into the real estate sector. In this connection, the name of the Company was changed to Country Group Development Public Company Limited in May 2010.

In January 2011, the Company acquired all assets and liabilities of Landmark Development Group Company Limited (LDG), through a transaction known as an 'Entire Business Transfer (EBT)'. Due to the fact that the size of the transaction was larger than 100% of the size of the acquirer, the transaction was considered a backdoor listing. In May 2013, the acquisition and transfers of LDG's business was complete, with Mr. Vikrom Koompirochana appointed Chairman of the Board of Directors and Mr. Ben Techaubol as Chief Executive Officer. In this connection, Mr. Ben Techaubol's group became a major shareholder holding 4,153,680,028 shares or 67.13% of the Company's paid-up capital. Later, the Company was delisted from MAI and became listed on the Stock Exchange of Thailand (SET) with its shares being approved to begin trading on 30 September, 2014.

Nature of Business

Revenue Structure

Revenue Structure of the Company

Revenue (Baht Million)	2015		2014		2013	
	Amount	%	Amount	%	Amount	%
Revenues from Condominium sales	479.37	77.72	546.38	87.49	118.78	72.06
Commission Income	2.18	0.35	6.67	1.07	-	-
Interest Income	88.72	14.39	34.37	5.50	1.39	0.85
Other Income	34.60	5.61	10.47	1.68	0.78	0.47
Gain from Currency Forward Transaction	2.52	0.41	-	-	-	-
Gain on Exchange Rate	-	-	-	-	5.07	3.08
Gain on Sale of Investment in Subsidiaries	-	-	-	-	34.63	21.01
Gain on Sale of Temporary Investments	2.35	0.38	4.76	0.76	4.13	2.50
Gain on Remeasuring Temporary Investments	2.70	0.44	21.83	3.50	0.05	0.03
Gain on sale of Investment in Available-for-Sale	4.34	0.70	-	-	-	-
Total Revenues	616.77	100	624.48	100	164.83	100

Revenue Structure of the Company and Subsidiaries

Revenue (Baht Million)	Operated by	2015		2014		2013	
		Amount	%	Amount	%	Amount	%
Continued Operation							
Revenues from Condominium sales	CGD	479.37	92.89	546.38	65.48	118.78	89.93
Commission Income	CGD	2.19	0.42	6.67	0.80	-	-
Interest Income	CGD	0.68	0.14	2.06	0.24	1.38	1.04
	LH	0.46	0.08	0.09	0.01	-	-
	LURH	0.18	0.04	-	-	0.01	0.01
	LWR	0.19	0.04	-	-	-	-
	LWH	0.17	0.04	-	-	-	-
	CER	0.12	0.01	-	-	-	-
Other Income	CGD	7.60	1.48	3.72	0.44	0.54	0.41
	LH	1.90	0.36	0.21	0.03		
	LWR	-	-	0.06	0.01	-	-
Gain from Currency Forward Transaction	CGD	2.52	0.49	-	-	-	-

Revenue (Baht Million)	Operated by	2015		2014		2013	
		Amount	%	Amount	%	Amount	%
Gain on Exchange Rate	CGD	(26.26)	(5.08)	(6.11)	(0.73)	5.07	3.84
	LH	35.50	6.87	0.17	0.02	-	-
	LURK	-	-	0.42	0.05	0.10	0.08
	CER	0.04	0.01	-	-	-	-
	HK	0.04	0.01	7.60	0.91	-	-
Gain on Sale of Investment in Subsidiaries		-	-	-	-	2.85	2.16
Gain on Sale of Temporary Investments	CGD	2.35	0.46	4.77	0.57	3.30	2.49
	LH	0.64	0.12	2.25	0.27	-	-
Gain on Remeasuring Temporary Investments	CGD	2.70	0.52	21.83	2.62	0.05	0.04
	LH	1.37	0.27	0.12	0.01	-	-
Gain on Sale of Investment in Available-for-Sale	CGD	4.34	0.84	-	-	-	-
Total Revenues		516.06	100	834.44	100	132.08	100

Revenue (Baht Million)	Operated by	2015		2014		2013	
		Amount	%	Amount	%	Amount	%
Discontinued Operations							
Rental Income from Investment Properties	APUK	91.59	99.89	79.30	32.23	-	-
Interest Income	APUK	-	-	0.06	0.02	-	-
Other Income	APUK	0.1	0.11	-	-	-	-
Gain on Exchange Rate	APUK	-	-	-	-	1.87	100
Gain on Fair Value Revaluation of Investment Property	APUK	-	-	166.71	67.75	-	-
Total Revenues		91.69	100	246.08	100	1.87	100

On 14 December 2015, the Company sold its equity stake in APUK Co., Ltd. to MFC Industrial Real Estate Investment Trust (REIT). In compliance with the Thai Financial Reporting Standard No. 5 (Revised 2014) on "Non-current Assets Held for Sale and Discontinued Operations", the Company presented the item relating to the business operation of the subsidiary as profit from discontinued operations in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2015. Moreover, a new item relating to such business operation of the subsidiary was presented in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2014 as profit from discontinued operations. The item was previously presented as part of continued operations.

Products and Services

Emphasis is placed on real estate business operated by the company and its subsidiaries. Having adopted two-pronged strategy, the group approaches real estate business as both development and investment.

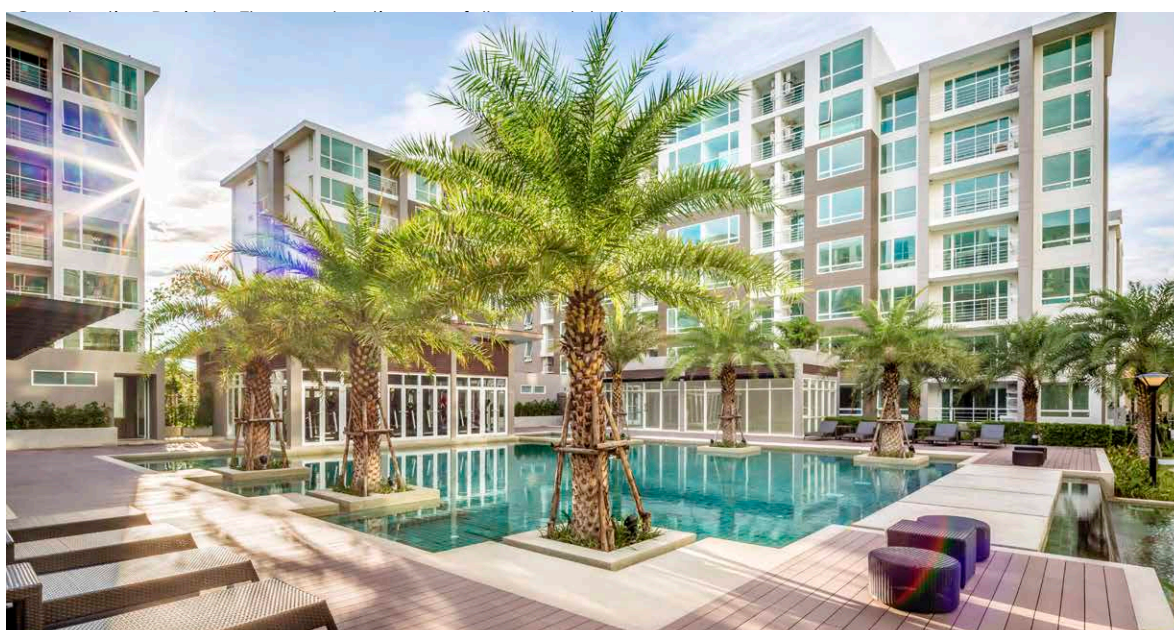
A. Development

The company has developed 2 projects with the following details.

1. Elements Srinakarin Project

Project Description

Developer	Country Group Development Public Company Limited
Type	Residential
Location	Soi Supparphong 1, Yak 6 Nong Born, Pravate Bangkok, Thailand
Land Area	13-1-22 rai (approx 5.26 acres)
Salable Area	45,000 sq m
Project details	Eight-storey condominium, seven buildings offering each of 1-2 bedrooms type total 1,059 units
Key Selling Point	The project is located on Srinakarin Road and just opposite to Secon Square Department Store. There are a lot of facilities provided to the clients including large size of swimming pool, fitness studio, large open space (garden) and convenience shops.
Target Customer	Middle income buyers. Average income higher than Baht 35,000 per month
Selling price	Approximately Baht 60,000 per sq m
Project value	Approximately Baht 2,700 million



2. Chao Phraya Estate Project

Chao Phraya Estate is a mixed-used development project which is located on Charoenkrung Road, Khet Yannawa, Bangkok. After signing a long-term lease agreement with the Crown Property Bureau, the Company sublet the land to Landmark Holdings Co., Ltd. which is responsible for developing the project. In this connection, the lease agreement is already registered with the Land Department.

Project Description

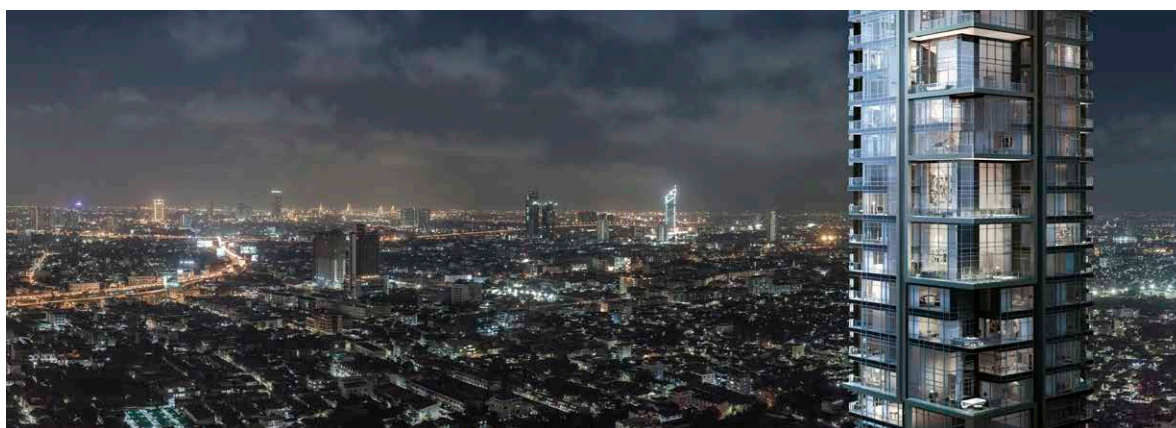
Developer	Landmark Holdings Company Limited
Type	Mixed-use development
Location	Charoen Krung, Yannawa, Bangkok
Land Area	35-2-68 rai (approx 14.2 acres)
Land ownership	25-year lease agreement
Project components	1. Four Seasons Private Residences Bangkok at Chao Phraya River 2. Capella Hotel Bangkok 3. Four Seasons Hotel Bangkok at Chao Phraya River
Construction Period	The construction started in the year 2014, expected completion in year 2018



2.1 Four Seasons Private Residences Bangkok at Chao Phraya River

Four Seasons Private Residences Bangkok at Chao Phraya River features a super-luxury 73-storey branded residence consisting of 355 units. The project itself is an integral part of Chao Phraya Estate offering quality and services of international standards, catered towards high-net-worth individuals with discerning taste. The project is located on the waterfront on Charoen Krung Road, a prime location adjacent to the majestic Chao Phraya River. Designed to give residents access to the convenience and connectivity to city life where the project is located 800 metres away from the BTS skytrain Saphan Taksin and 2 km away from the expressway. Furthermore, the company has signed an agreement with the five-star hotel operator, Four Seasons to be responsible for management.

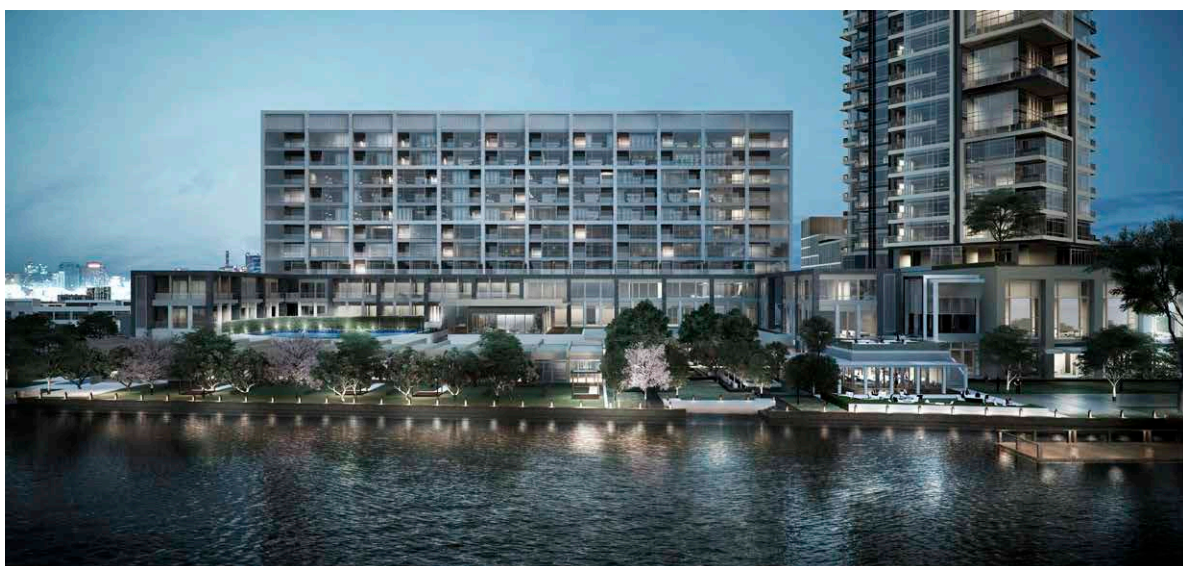
Project details	<p>An premier-luxury 73-storey residential tower total 355 unit consists of</p> <ul style="list-style-type: none"> • 2 Bedrooms total 251 units • 3 Bedrooms total 73 units • 4 Bedrooms and Penthouse total 31 units
Key Selling Points	<p>The high-end project with international standard that provides the residents with a sense of luxury.</p> <ul style="list-style-type: none"> • The project is perfectly located on Charoen Krung Road which is close to the waterfront. With the prime location adjacent to Chao Phraya River, residents will enjoy spectacular views of the river. A travel to the city center is easy since the project is only 800 meters from BTS Skytrain Saphan Taksin Station and only 2 kilometers from the expressway. • The project features outstanding, modern and beautiful architecture with strong emphasis being placed on luxury interior design which uses high quality materials. Noteworthy are also the project's unique area arrangements and efficient use of available space. • Residents can use services and facilities available at the hotels which are located in the same area of the project. • The project will be managed by a hotel management company with extensive experience in managing world class hotel chains.
Salable area	Approximately 64,000 sq m
Price per sq m	Approximately Baht 300,000 per sq m
Project Value	Approximately Baht 19,000 million
Target Customers	Elite groups of both Thai and foreign customers



2.2 Capella Hotel Bangkok

Capella Bangkok is a luxurious five-star hotel offering 101 all-suite type rooms and covers the area of 4,280 square wah. Emphasis will be placed on elegant designs and decorations for every interior component, which includes materials, furniture decorations as well as lighting with focus on warm colours which are comfortable on the eye. The hotel places emphasis on luxury and service quality. With only 101 rooms available, guest will receive personalised service. Capella Hotel Bangkok also offer catering services for food and beverages, banquet and conference. In addition, the hotel features a fitness center, swimming pool and a spa that are made available to the guests.

Type	5-star hotels
No. of Units	101 rooms
Key Selling Point	<ul style="list-style-type: none"> • Super luxury, all-suite hotel • Bangkok's first private river villas • The project features outstanding, modern and beautiful architecture with strong emphasis being placed on luxury interior design which uses high quality materials. Noteworthy are also the project's unique area arrangements and efficient use of available space.
Target Customer	Local and foreign business travelers and tourists
Dining Services	4 Venues
Spa	Auriga Spa
Other Services	Fitness Centre, Banquet service, conference service, Laundry service, Valet, Swimming Pool



2.3 Four Seasons Hotel Bangkok at Chao Phraya River

Four Seasons Hotel Bangkok at Chao Phraya River is a five star luxury hotel with 312 guest rooms. Constructed on a total land area of 6,420 square wah, the designs and decorations of the hotel make use of urban resort concepts. Apart from offering laundry and limousine services, it features a fitness center, a banquet hall, meeting rooms, and a swimming pool, among others.

Type	5-star hotels
No. of Units	312 rooms
Key Selling Points	<ul style="list-style-type: none"> • Urban resort design style with different types of gardens • 22 rai (approx 9 acres) have been allocated for Four Seasons Hotel, with over 200-metres river frontage • The project features outstanding, modern and beautiful architecture with strong emphasis being placed on luxury interior design which uses high quality materials. Noteworthy are also the project's unique area arrangements and efficient use of available space.
Target Customers	Local and foreign business travelers and tourists
Dining Services	6 Venues
Other Services	Fitness Centre, Banquet service, conference service, Laundry service, Valet, Swimming Pool



B. Investment

The company has invested in 1 project with the following details.

1. Anchorage Point (Data Center)

The Company established APUK Co., Ltd. The objective was to invest in a data centre building, which was located in London, United Kingdom. The investment was made through the Company's subsidiary CGD Digital Partners Co., Ltd. The data center building was fully occupied with the rental contract expiring in 2033.

Project's detail	Industrial Data Centre
Location	Unit C, Anchor & Hope Lane, Charlton, SE7 7SQ London
Rental area	14,445 square feet
Occupancy Rate	100 %
Remaining lease duration	The lease contract's term will end in year 2033

At the Extraordinary General Meeting of Shareholders No. 1/2015 held on 21 August 2015, the shareholders adopted a resolution selling all the Company's equity stake in APUK Co., Ltd. to MFC Industrial Real Estate Investment Trust (REIT), which was Thailand's first REIT whose assets were located overseas. While the sale of the equity stake was completed on 15 December 2015, the units of the REIT had been publicly traded on the Stock Exchange of Thailand since 23 December 2015.



MANAGEMENT DISCUSSION AND ANALYSIS

Financial statements

Real estate development business

In 2015, the Company's various real estate development projects made considerable progress. In particular, the construction of the Elements Srinakarin Project was completed during the latter part of the year. Also noteworthy was the fact that the Project's units were sold and their ownerships were transferred steadily throughout the year, the proceeds of which represented the Group's main source of income in 2015.

In addition, the progress of the Chao Phraya Estate Project's construction was in line with the established plan throughout 2015. As well, the presales reservation of Four Seasons Private Residences Bangkok at Chao Phraya River had been continuously received since its launch in January 2015.

Real estate investment

On 28 February 2014, the Company purchased, through its subsidiary APUK Limited Co., Ltd., the assets of Anchorage Point, a data center with a net area of 14,446 square feet and full occupancy, which was located in London, United Kingdom. The Company considered that the investment in the assets with good potential could generate consistent and steady returns for investors. Later on 14 December 2015, the Company divested all its investments in APUK Limited Co., Ltd. (registered in Guernsey) which was a subsidiary in which the Company invested through its wholly owned subsidiary CGD Digital Partner Limited, to MFC Industrial Real Estate Investment Trust (REIT). Therefore, in compliance with the Thai Financial Reporting Standard No. 5 (Revised 2014) on "Non-current Assets Held for Sale and Discontinued Operations", the Company presented the item relating to the business operation of the subsidiary as profit from discontinued operations in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2015. Moreover, a new item relating to such business operation of the subsidiary was presented in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2014 as profit from discontinued operations. The item was previously presented as part of continued operations.

Operating Results

1) Continued operations

Revenues

In 2015, total revenues of the Company and its subsidiaries amounted to 516.1 million baht, representing a decrease of 12% compared to total revenues of 588.4 million baht in 2014. Based on the nature of business operations, total revenues consisted of the following:

Revenues from real estate development

• Revenues from sale condominium

In 2015, total revenues of the Company and its subsidiaries from transfers of ownerships of condo units of the Elements Srinakarin amounted to 479.4 million baht, representing a decrease of 12% compared to 546.4 million baht in the previous year.

• Other revenues

In 2015, the other revenues of the Company and its subsidiaries amounted to 36.7 million baht, representing a decrease of 13% compared to 42 million baht in the previous year. Other revenues in 2015 were composed of gain on exchange rate, gain on sale of investments in available-for-sale, gain on remeasuring temporary investments, gain on sale of temporary investments, and revenues other than those mentioned above.

Cost of condominium sale

In 2015, cost of condominium sale of the Company and its subsidiaries amounted to 319.7 million baht, which accounted for 67 percent of the condominium sale. This represented a gross profit margin of 33% of the condominium sale, up from 25% in 2014.

Selling expenses

Selling expenses were comprised of sales commissions, marketing expenses, promotion expenses, expenses related to ownership transfers and other expenses. In this connection, selling expenses of the Company and its subsidiaries in 2015 amounted to 329.4 million baht, representing an increase of 552% compared to 50.5 million baht in the previous year. Most of the selling expenses

were attributable to those of the Chao Phraya Estate Project.

Administrative expenses

Administrative expenses were composed of salaries, utility bills, specific business taxes, depreciation, miscellaneous expenses and other expenses. Administrative expenses of the Company and its subsidiaries in 2015 amounted to 158.4 million baht, representing an increase of 19% compared to 133.6 million baht in the previous year. The increase was mainly due to the increases in personnel expenses, utility bills and specific business taxes related to the administration of the projects which were being developed.

Finance costs

Accounting for 32% of total revenues, finance costs of the Company and its subsidiaries in 2015 amounted to 165 million baht, representing an increase of 50% compared to 109.9 million baht in 2014. This was mainly due to the fact that in September 2015 the Company issued not only additional debentures worth 1,000 million baht with a 2.5-year maturity period but also additional debenture worth 150 million baht with a 3-year maturity period. The proceeds from issuing the debentures were used to finance construction and to pay for administrative expenses related to the various projects being developed by the Company. In this connection, the construction of the Chao Phraya Estate Project was progressing significantly while the construction of the Elements Srinakarin Project was completed in 2015.

Income tax revenue (expense)

Accounting for 0.1% of total revenues, income tax revenue in 2015 amounted to 0.7 million baht, representing a decrease of 88% compared to 5.9 million baht in the previous year. This was mainly due to the fact that deferred tax asset of the Company and its subsidiaries, which was related to temporary differences, was lower than in 2014.

Profit (loss) from continued operations

Net loss from continued operations in 2015 amounted to 515.7 million baht, representing an increase of 269% compared to net loss of 139.9

million baht in 2014. This was mainly due to the significant increase in selling expenses related to Four Seasons Private Residences Bangkok at Chao Phraya River which was part of the Chao Phraya Estate Project, as mentioned above.

2) Discontinued operations

Profit from discontinued operations

At the Extraordinary General Meeting of Shareholders No. 1/2015 held on 21 August 2015, shareholders adopted a resolution approving divestment of all the Company's investments in APUK Limited Co., Ltd. (registered in Guernsey) which was a subsidiary in which the Company invested through its wholly owned subsidiary CGD Digital Partern Limited, to MFC Industrial Real Estate Investment Trust (REIT). Later, on 14 December 2015, CGD Digital Partern Limited, to MFC Industrial Real Estate Investment Trust sold all its investments in APUK Limited Co., Ltd. As a result, the Company had no control over the subsidiary since the date of sale.

In this connection, the Group's profit from discontinued operations amounted to 35.9 million baht, representing a decrease of 82% compared to 204.8 million baht in 2014.

3) Net profit (loss) for the year

Net loss of the Company and its subsidiaries in 2015 amounted to 456.6 million baht, representing a decrease of 803% compared to net profit of 64.9 million baht in 2014. This was mainly due to the increase in selling expenses as well as the increase in finance costs as mentioned above.

Financial position

Assets

As at 31 December 2015, total assets of the Company and its subsidiaries amounted to 10,141.4 million baht, representing an increase of 28% compared to 7,911.8 million baht in 2014. In this connection, the details related to the major changes in assets were as follows:

Cash and cash equivalents

As at 31 December 2015, cash and cash equivalents of the Company and its subsidiaries amounted to 1,253.8 million baht, representing an

increase of 134% compared to 534.7 million baht in 2014.

Trade and other receivables

Accounting for 7% of total assets, trade and other receivables of the Company and its subsidiaries in 2015 amounted to 714 million baht, representing an increase of 540% compared to 111.6 million baht in 2014. Trade and other receivables as at the end of 2015 were composed of the following:

- Prepaid deposit worth 693.9 million baht for construction of Four Seasons Private Residences Bangkok at Chao Phraya River, which was part of the Chao Phraya Estate Project.
- Other receivables such as prepaid expenses and advance as well as others amounted to 20.1 million baht.

Temporary investments

Temporary investments of the Company and its subsidiaries in 2015 increased significantly from 2014. This was mainly due to the policy adopted by the Company and its subsidiaries in relation to management of excess liquidity. Emphasis was placed on investments in assets with high liquidity but low risks. The objective was to get returns on short-term investments. As at 31 December 2015, temporary investments of the Company and its subsidiaries amounted to 829.2 million baht, representing an increase of 165% compared to 312.7 million baht in 2014.

Land and costs of under project construction and utilities

As at 31 December 2015, land and costs of under project construction and utilities of the Company and its subsidiaries amounted to 1,562.3 million baht, which consisted of two projects including the Elements Srinakarin (854.8 million baht) and the Chao Phraya Estate (707.5 million baht) respectively. Accounting for 15% of total assets, land and costs of project currently under construction increased by 35% compared to 1,159.1 million baht in 2014, most of which belonged to the Elements Srinakarin Project.

Investment in available-for-sales

In 2015, investment in available-for-sales

of the Company and its subsidiaries increased compared to 2014. As at 31 December 2015, investment in available-for-sales of the Company and its subsidiaries amounted to 406.1 million baht, representing an increase of 249% compared to 116.2 million baht in 2014. This was mainly due to investment in unit trusts of MFC Industrial Real Estate Investment Trust in 2015.

Prepaid deposit for construction

In 2015, the Company and its subsidiaries prepaid deposits worth 708 million baht for construction of Capella Hotel Bangkok and Four Seasons Hotel Bangkok at Chao Phraya River, which were parts of the Chao Phraya Estate. Accounting for 7% of total assets, prepaid deposits as at the end of 2015 increased by 7,860% compared to 8.9 million baht in 2014.

Property, plant and equipment

In 2015, property, plant and equipment of the Company and its subsidiaries amounted to 807.5 million baht, representing an increase of 42% compared to 570.9 million baht in 2014. The increase was mainly attributable to the fact that a subsidiary started recognizing the construction of Capella Hotel Bangkok and Four Seasons Hotel Bangkok at Chao Phraya River, which were parts of the Chao Phraya Estate Project.

Leasehold

Based on the consolidated statement of financial position as at 31 December 2015, leasehold of the Company and its subsidiaries amounted to 100.0 million baht, representing no change compared to the year 2014. The leasehold was composed of advance payments, compensation, transfer fees and rental under construction and land development.

Based on its separate financial statements, on 15 May 2013, the Company paid for a business transfer at a fair value to Landmark Development Group Company Limited, using reverse acquisition methodology (see Note 12 to the financial statements for details). Later, on 1 October 2014, the Company entered into the land sublease agreement and assignment of leasehold rights with Landmark Holdings Company Limited, a subsidiary, to develop the Chao Phraya Estate Project in line with the Company's business structure and objectives. As a result, the Company's leasehold

amounted to 3,782 million baht.

Goodwill

As at 31 December 2015, goodwill of the Company and its subsidiaries amounted to 3,614.4 million baht, representing no change compared to the year 2014. The goodwill arose as a result of the reverse acquisition and the calculation of costs relating to acquisition. The Company possessed a fair value of equity instruments, which served as clearer supporting evidence since it was a company listed on the Stock Exchange of Thailand. As a result, the fair value of Country Group Development Public Company Limited's equity instruments before acquisition was used as a base for calculating costs relating to the acquisition. The amount of the acquisition costs which exceeded the amount of the acquiree's stake at fair value was stated as goodwill.

Liabilities

As at 31 December 2015, liabilities of the Company and its subsidiaries amounted to 4,224.7 million baht, representing an increase of 45% compared to 2,906.5 million baht in 2014. The main changes in liabilities were as follows:

Trade and other payables

Accounting for 7% of total liabilities, trade and other payables of the Company and its subsidiaries as at 31 December 2015 amounted to 292.4 million baht, representing an increase of 66% compared to 176.6 million baht in 2014. Trade and other payables as at the end of 2015 included trade payables worth 176.6 million baht and other payables worth 115.8 million baht, the latter of which consisted of accrued expenses and retention.

Deposits and advance from customers

As at 31 December 2015, deposits and advance from customers amounted to 837.8 million baht, representing an increase of 436% compared to 156.3 million baht at the end of 2014. The outstanding balance as at the end of 2015 was composed of deposits and advances received from customers of Four Seasons Private Residences Bangkok at Chao Phraya River (825.4 million baht) which was launched in January 2015 and the Elements Srinakarin Project (12.4 million baht) respectively.

Bills of exchange

On March 16, 2015 the Board of Directors's Meeting No. 3/2015 adopted a resolution approving the increase of the limit established for issuing and offering for sale bills of exchange from 1,000 million baht to 1,500 million baht. The objective was to increase the Company's liquidity for business expansion and project investment. As at 31 December 2015, bills of exchange issued by the Company amounted to 400 million baht, representing no increase compared to 2014. The bills of exchange were due for redemption in 2016.

Debentures

In July 2014, the Company issued 2-year debentures for the amount of 1,500 million baht to institutional investors/high net worth investors in order to increase the Company's liquidity for business expansion and project investment. These were name-registered unsubordinated and unsecured debentures without a debentureholders' representative, which offered a coupon rate of 7.5% per annum, payable every three months and due for redemption in July 2016.

In addition, in September 2015, the Company issued 2.5-year debentures for the amount of 1,000 baht and 3-year debentures for the amount of 150 million baht, which were due for redemption in March and September 2018 respectively, and offered coupon rates of 6 percent per annum and 6.25% per annum respectively, payable every three months.

As at 31 December 2015, the interest-bearing debt to equity ratio of the Company and its subsidiaries amounted to 0.51.

Shareholders' equity

As at 31 December 2015, shareholders' equity amounted to 5,916.7 million baht, accounting for 58% of total liabilities and shareholders' equity. Shareholders' equity increased by 18% compared to 5,005.3 million baht as at the end of 2014. This was mainly due to surplus from change in ownership interest in Landmark Holdings Company Limited, a subsidiary, by allotting the ordinary shares of Landmark Holdings for capital increase to BCEG Thai International Company Limited.

Statement of cash flows

Statement of cash flows	2014	2015
Net cash used in operating activities	(596,082,491)	(1,972,547,337)
Net cash provided by (used in) investing activities	(1,385,148,703)	165,489,550
Net cash provided by financing activities	2,327,279,649	2,515,518,310

Cash flows from operating activities

In 2015, net cash used in operating activities of the Company and its activities amounted to 1,972.5 million baht. Most of the cash used in operating activities was mainly concerned with project developments of the Company and its subsidiaries.

Cash flows from investing activities

In 2015, the investments of the Company and its subsidiaries in available-for-sales and fixed assets amounted to 313 million baht and 298.9 million baht respectively. However, the Company received cash from selling the investment in APUK Limited Co., Ltd., a subsidiary. As a result, net cash provided by investing activities of the Company and its subsidiaries amounted to 165.5 million baht.

Cash flows from financing activities

In 2015, net cash provided by financing activities of the Company and its subsidiaries amounted to 2,515.5 million baht. This was mainly due to the Company's issuance of 2.5-year debentures for the amount of 1,000 baht and 3-year debentures for the amount of 150 million baht to institutional investors/high net worth investors. The proceeds from issuing the debentures were used for developing various projects of the Company and its subsidiaries. In addition, the Company received cash flows from the issuance of ordinary shares of Landmark Holdings Company Limited, a subsidiary, for capital increase.

Auditor's Remuneration

The Company, through its audit committee, reviews the qualifications of the auditor, taking into account its independence, appropriateness, performance of duties in a responsible manner, and the fact that it has no relationship, interest or transaction that may give rise to a conflict of interest with the Company, subsidiaries, executives, major shareholders or related parties. In addition, the audit committee takes into consideration the establishment of the audit fee on an annual basis, ensuring that it is commensurate with the audit scope. In this connection, the audit committee is responsible for appointing the auditor with appropriate qualifications together with the audit fee to the Board of Directors for consideration before presenting them to the Annual General Meeting of Shareholders for appointment of the auditor and approval of the audit fee.

	Auditor		Audit fee (Baht)	
	2016	2015	2016	2015
Country Group Development Public Company Limited	Deloitte Touche Tohmatsu Co., Ltd.	Jaiyos Audit	2,000,000	1,750,000
Total			2,000,000	1,750,000

Factors that may affect the Company's future performance and financial position

Real estate development business serves as the Company's main source of revenue. As a result, the Company's performance greatly depends on the period of income recognition in relation to ownership transfers achieved by the Company's various projects. However, the Company has increased its investments in real estate in order to bring in revenue continuously. These included, among others, investment in the Chao Phraya Estate Project which consisted of Capella Hotel Bangkok, Four Seasons Hotel Bangkok at Chao Phraya River, and Four Seasons Private Residences Bangkok at Chao Phraya River. Moreover, there are other factors that may affect the Company's future revenue, such as world economic situation and domestic economic conditions in each period, competitiveness situation as well as construction costs.

RISK FACTORS

The Company pays close attention to management of risks that may have significant impacts on its business operations, by ensuring that they are at the level which is controllable and acceptable to the Company. In this connection, the main risk factors facing the Company could be summarized as follows:

1. Strategic risk

1.1 Risk arising from discontinuity of revenue recognition

The Company started operating real estate business in 2010. At present, its main source of revenue is from selling real estate including Elements Srinakarin Project and Four Seasons Private Residences Bangkok at Chao Phraya River. The construction of Elements Srinakarin is already completed and its revenue has been gradually recognized since 2013. On the other hand, the construction of Four Seasons Private Residences Bangkok at Chao Phraya River is expected to be completed in 2018 when its revenue will start being recognized. In addition, the Company has sold its real estate investment namely Anchorage Point, which also serves another main source of the Company's revenue.

The implementation of the above projects may have short-term impacts in terms of discontinuity of the Company's revenue recognition. However, the Company has two main businesses including development and investments. The Company will step up its efforts to identify strong potential projects which generate attractive returns in the form of revenue from selling real estate and renting out property, taking into account the level of risk appropriate to the Company in the long term.

1.2 Risk arising from investing in various projects

In relation to the selection of projects that offer good potential for its investment, the Company has to take into consideration several factors in order to acquire the projects that give attractive returns at an acceptable level of risk. As a result, the Company has adopted a strict policy requiring a feasibility study, risk and return considerations, detailed due diligence, and hiring of experts in various areas such as legal advisors and financial advisors, in order to obtain adequate information for investment decision making. In addition, it requires that a clear operational plan be established so that the implementation of the plan could be properly monitored.

In this connection, the various investment projects are not only subject to careful consideration by the management but also subject to consideration by the Company's board of directors who possess both knowledge and skills. The objective is to ensure that the projects are worthy of investment by the Company.

2. Operational risk

2.1 Risk associated with construction cost control

In relation to construction of real estate projects for sale, costs of construction materials are main costs. In the past year, prices of construction materials increased continuously, mainly due to increasing demand for construction materials, let alone the volatility of oil prices and rising commodity prices. The increase in construction costs may result in erroneous cost estimates and mispricing, which will in turn affect future performance.

However, the Company makes a detailed estimate of the construction cost of each project, aiming to get information about the construction cost as close to the actual cost as possible from the start of the project. The information enables the Company to determine the overall construction prices in the contracts to be signed with sub-contractors. As regards some items of construction materials which are purchased by the Company, it will compare various prices quoted by several suppliers. As well, when contracts are signed, prices will be fixed in advance. The objective is for the Company to ensure that it gets the best prices and the best terms as possible. As a result, throughout the construction period of each project, the Company does not run the risk of price volatility.

2.2 Risk arising from sales of projects being lower than originally estimated

The Company not only has estimated the sales of the condominium projects but has also determined the room rates of the two hotels. However, in case the Company is unable to sell the projects or the hotel rooms at the rates as estimated, the resultant gaps may have an adverse impact on the performance of the projects.

However, the Company's related sales plans have been developed by teams of experienced and skilled staff, in addition to close collaboration with real estate brokers who have extensive networks of customers, both local and overseas. As a result, the Company is confident that it is able to reach the established targets. Moreover, the Company closely monitors the project performance and it stands ready to adjust its sales plans in a timely manner, ensuring that the revised plans are appropriate in view of the prevailing economic conditions.

As regards the sales of hotel rooms, the management is confident that it is able to attract customers to stay at the hotels in an amount as estimated, mainly due to the fact that each hotel has been well designed and the prices for the hotel rooms are appropriate for the targeted customer groups. Moreover, the affiliates of the two hotels have strong hospitality management capabilities and a large customer base. The strengths increase the likelihood of achieving the hotel sales forecasts made by the Company.

2.3 Risk in hotel and tourism industry

Due to the fact that hotel business is related to the number of local and foreign tourists, the external risk factors which lead to the uncontrollable fluctuation of tourism industry such as terrorism, the spread of acute contagious disease, natural disasters, turmoil and global recession, would make the direct impact on the number of local and foreign tourists planning to visit Thailand.

However, the executives still express high confidence over the capability of the Company's business operation. Because of the world renowned executives specializing in hotel management, prime location of the project and outstanding selling points, it is certain that the project will be popular and receive nice feedbacks even in such the time of economic slowdown.

3. Financial risk

3.1 Risk arising from limited access to funding sources

The Company's projects require large investments for development and construction. As a result, it is necessary for the Company to have access to several different funding sources including, among others, borrowings from financial institutions, offer of rights issues to raise capital, issuance of various types of debt instruments such as debentures and bills of exchange, as well as working capital based on sales of condominium units before the construction is completed. In case the Company is unable to obtain adequate funds in line with the plans established for project development, the failure may have an adverse impact on project implementation and performance.

However, the Company is confident that it is able to obtain adequate funds in line with the established targets. This is mainly because the Company has developed a watertight financial plan, taking into account the working capital of each project and regularly assessing the Company's ability to gain access to funding sources as well as its debt-to-equity ratio which needs to be kept at an appropriate level.

3.2 Foreign exchange risk

The Company has adopted a policy to invest in various projects, both local and overseas. In this connection, it is well aware of potential impacts on the related project performance, which are created by the risk arising from interest rate volatility. The Company has also adopted a clear policy aiming at reducing the risk arising from interest rate volatility by placing emphasis on a method called 'natural hedge' as much as possible. The objectives are to cut costs and to minimize sophisticated transactions. To deal with any remaining currency risk, the Company has adopted a policy to hedge with currency forward contracts by taking into account trend directions as well as the delivery dates of the forward contracts. The objective is to cover the risk arising from the related transactions as much as possible. Furthermore, the Company has also adopted a clear policy to refrain from any speculative transactions in foreign currencies as they may give rise to uncertainties of the project performance.

3.3 Interest rate risk

Interest rate movements have an impact on the Company. If the interest rate rises, customers will postpone their purchases, mainly due to the customers' increasing cost of buying real estate. On the other hand, the Company's financial costs also increase since it needs financial support from financial institutions in the form of loans, the proceeds of which will be used for building real estate projects.

However, the Company has developed a plan aiming at closely monitoring and reducing the risk arising from rising interest rates. At present, most of the Company's loans are fixed interest rate loans. The objective is to reduce the risk arising from interest rate volatility. In case it has to get variable interest rate loans, the Company will consider using financial tools such as currency swap in order to reduce such risk. In addition, the Company has established business alliances with several commercial banks. The objective is to enable the Company to make comparison of different offers which lead to the financial costs appropriate to both the Company and its customers.

4. Risk arising from state policies

4.1 Risk arising from changes in laws and regulations related to real estate business

Changes in laws, rules and ministerial regulations in relation to real estate business have direct impacts on costs and expenditure related to the Company's project implementation. The changes include, among others, the change in the city planning requirements in relation to floor area ratio (FAR), the policy on determination of common areas, and the scope of assessment as well as preparation of environmental impact assessment (EIA) reports. If the regulations or requirements become more restrictive, the changes may have adverse impacts on the Company's performance.

However, the Company reduces such risk by regularly conducting surveys and studies on legal constraints and requirements related to real estate business. This enables the Company to prepare for possible changes and to make appropriate operational plans, taking into account the maximum benefits to be gained from future business operations.

INTERNAL CONTROL AND RISK MANAGEMENT

The Board of Directors pays close attention to efficiency assessment of the Company's internal control. This is to ensure that the Company's financial reports as well as information used for decision-making are accurate, complete and reliable. In this connection, the Audit Committee consisting of three members responsible for looking after and overseeing the internal control of the Company, ensuring that the policies and desirable practices which have been assigned are implemented in line with the plans outlined by the Board of Directors as well as in compliance with the rules and regulations of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission.

At the Board of Directors' Meeting No. 2/2016 held on 24 February 2016, two members of the Audit Committee were present. In this connection, two of the participating Audit Committee members were knowledgeable in accounting and finance. Having assessed the internal audit systems based on the Office of the Securities Exchange Commission's adequacy assessment form for the internal control systems, the Board of Directors was of opinion that currently the Company's internal control systems were adequate and suitable to its business operations and that there were neither material problems nor deficiencies. The assessment took into consideration five key areas relating to the internal control systems, which included control environment, risk assessment, control activities, information & communication, and monitoring activities. The adequacy assessment of the internal control systems in each area could be summarized as follows:

Control Environment

The Company has established clear business goals which are reviewed regular, ensuring that they take into account current situations. In order that the established goals could be achieved, the Company determines the level of the staff's remuneration, by annually taking into account the Company's performance as well as the employee performance appraisals in a rational manner.

Furthermore, the Company has established written policies relating to good corporate governance, code of ethical practices, as well as prevention of conflicts of interest. It has also developed an appropriate organizational structure which will enable the management to operate efficiently. Importantly, duties and responsibilities of each work unit have been clearly separated from one another. The Company also recognizes the importance of succession planning. Emphasis has been placed on recruitment, development and preparations of replacements

as well as grooming of a group of candidates for key positions through development and training of high potential and high caliber employees.

Risk assessment

The Company has carried out the adequacy assessment of the internal control systems, using the Office of the Securities Exchange Commission's assessment form which is based on the framework of the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In addition, the Company has undertaken assessments, using other formats such as risks arising from within and without organization as well as guidelines in relation to prevention of risks that may affect the implementation of the Company's various projects. It has also carried out an assessment of risks arising from different types of fraud and also from changes of the organizational leadership which may have an impact on business operations, internal control and finance, among others.

Control Activities

The Company has established the scope of responsibilities and power of high ranking executives as well as their approval limits in writing. Their duties have also been clearly segregated to facilitate checks and balances. Moreover, the Company has established a policy on related party transactions, ensuring that they are in compliance with the laws and the requirements imposed by the Stock Exchange of Thailand, keeping the Company's best interests in mind.

Information & communication

The Company sends important information and supporting documents needed for decision making to the Board of Directors in advance, together with the notification of the meeting which always gives details related to agenda. In addition, the Company prepares minutes of each meeting, which cover opinions and resolutions adopted by the meeting. As well, the Company stores books of accounts and supporting documents in a

systematic and orderly fashion. It also makes use of information technology in storing and managing information of each work unit, such as the Enterprise Content Management (ECM) for managing different information of each work unit, and the Memo Online Systems.

Monitoring Activities

The Company has established a system for monitoring its operating activities and its compliance with the code of ethical practices as well as rules relating to prevention of conflicts of interest. Moreover, it has established an internal audit office responsible for monitoring the implementation of the internal control systems of various work units in the organization. In this connection, the internal control systems are subject to regular assessments with the internal audit officers being required to submit audit reports directly to the Audit Committee. Emphasis is placed on monitoring the progress relating to the implementing corrective measures. In particular, when any material deficiencies are identified, the related reports must be submitted to the Audit Committee right away so that it could make necessary arrangements for having the deficiencies remedied in a timely manner.

Head of Internal Audit Office

Ms. Anchalee Sriwiwatkul currently serves as senior manager of the Company's Internal Audit Office. She has considerable experience of internal audit of listed companies for over 19 years. As well, she attended a number of training courses related to internal audit operations. Importantly, she also has a good understanding of the Company's activities and business operations.

In this connection, decisions related to appointment, removal or transfer of the head of the Company's Internal Audit Office must meet with the approval of the Audit Committee.

CORPORATE GOVERNANCE

The Board of Directors realizes the importance of good corporate governance and enhances the good corporate governance according to the guidelines of the Stock Exchange of Thailand and the Securities and Exchange Commission. It is importance to the business operation in order to administrate effectively manage and support the continuously growth, create confidence to shareholders, investors, stakeholders and optimization in the long term to the Company as 5 sections as follows:

Section 1: Policy on Good Corporate Governance

Section 2: Rights and equitable treatment of shareholders

Section 3: Role of stakeholders

Section 4: Disclosure and transparency

Section 5: Responsibilities of the Board of Directors

Section 1: Policy on Good Corporate Governance

The Company has written a policy which is supporting the good corporate governance and be under the requirement of several laws and business ethics in order to control the Company's and subsidiaries' operations. The Board of Directors circulated the policy of good corporate governance and business ethics to directors and all employees to follow. The policy is included the following main topics:

- Treat all shareholders and stakeholders equally and fairness
- Commit to creating long term value for the Company by managing the business carefully and cautiously. To be accountable for actions and to perform their duties with all their abilities sufficiently and effectively in order to maximize shareholders' benefit. In addition, the Board of Directors is also responsible for resolving all conflicts of interest.
- Perform their duties transparently, virtuously, auditable, and to disclose adequate information to all stakeholders.
- Carry out the business with risk aversion and place appropriate controls and risk management tools.

- Set up the Company's guideline for ethical conduct in compliance with the guidelines of the Stock Exchange of Thailand for directors, management, and all employees to follow. The guideline focus on having adequate control and internal audit systems to oversee the management and to ensure that they are efficient and providing the long term shareholders' benefit under the laws and business ethics.

- Encourage all directors and management to regularly take courses with the Thai Institute of Directors Association: IOD) and other institutions in order to be more knowledgeable in all aspects of the directors and management's roles and duty.

Section 2: Rights and equitable treatment of shareholders

1. Rights of shareholders

The Board of Directors recognizes the importance of the equitable treatment of shareholders. As a result, it has adopted a policy on equitable treatment of all shareholders as well as protection of their basic rights, the details of which are as follows:

1. All shareholders have equal rights to buy, sell, transfer shares in their possession, to share the Company's profit, to receive adequate information about the Company's business operations, to attend shareholders meetings to exercise rights to vote for the election or removal of directors, the appointment of an auditor as well as other matters which may impact the Company. These matters include, among others, allocation of dividends, establishment or amendment of the Company's articles of association and the memorandum of association, capital decrease or increase, and approval of special transactions.

2. Same types of shares have equal voting rights with one vote per share.

3. The Company regularly discloses its information to shareholders via the Stock Exchange of Thailand's channels as well as the Company's website. In addition, shareholders could get information about their rights or other information about the Company directly via email: info_ir@cgd.co.th.

4. The Company shall send a notice of the annual general meeting together with supporting documents for various agenda items and opinions of the Board of Directors for each agenda item, at least seven days prior to the meeting date, except as otherwise specified in the articles of association, notifications, order or requirements of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission. As well, the notice of the meeting together with the supporting documents shall be made available through the Company's website prior to the meeting date. The objectives are to provide shareholders with adequate time to study the available information in detail and to enable them to make appropriate decisions.

5. The Company clearly informs shareholders of the rules and methods in relation to the attendance of shareholders meetings through the notice of the general meeting of shareholders. As well, it informs the shareholders of the voting procedures at the general meeting of shareholders. As well, the Company puts in place clear step-by-step procedures to be followed at the general meeting of shareholders in relation to presentation of agenda items, raising questions, voting and adopting resolutions. In addition, shareholders are given an opportunity to send their questions to the Company prior to the date of the meeting. Importantly, the Company equitably provides all shareholders with convenience in relation to registration for the attendance of the meeting at least one hour before the meeting starts. They could continue registering for the attendance until the end of the meeting. As well, the shareholders participating in the meeting are provided with appropriate reception buffet.

6. The Company shall not deprive shareholders of the rights to study the Company's information which must be disclosed in line with various requirements and in relation to the shareholders' participation in the shareholders meetings. For examples, the Company shall neither distribute additional key information on short notice nor add new agenda items during the course of the shareholders meeting. As well, the Company shall not change key information without notifying shareholders in advance. Among others, the Company shall not take away the right of late-arriving shareholders to attend the shareholders meeting.

7. Providing supporting facilities, the Company encourages shareholders to participate in shareholders' meetings to exercise their voting rights. For examples, the Company conducts the meeting in line with the order of the agenda items specified in the notice of the shareholders' meeting, which is sent to them. In electing the directors, shareholders can vote for directors individually. As well, shareholders are provided with opportunities to ask questions or express opinions, to which the directors concerned are required to give their adequate responses.

8. In case shareholders cannot attend the shareholders meeting themselves, the Company has provided them with facilities by making available Proxy Form B, in which shareholders can specify their decisions as regards to their voting. In this connection, shareholders could download both Proxy Form A and Proxy Form B from the Company's website. As well, the Company must offer at least one of its independent directors to be chosen and appointed by shareholders as their proxy holder who will attend the meeting on their behalf.

9. The Company shall make arrangements for clear and accurate minutes of the meeting to be taken, so that shareholders could check them. In this connection, the Company will distribute the minutes of shareholders' meetings through its website after they are sent to the Stock Exchange of Thailand.

2. Conflicts of Interest

The Board of Directors and the management have considered ending and preventing the conflicts of interest in a careful, honest, prudent and independent manner, taking into account the code of business ethics and the Company's overall benefits.

As a result, in order to promote transparency and prevent the pursuit of self-interest, the Company requires its directors, executives and related parties to disclose to the Board of Directors information about any conflicts of interest, via the Company Secretary. As well, in compliance with the regulations of the Office of the Securities and Exchange, they are also required to report their holdings of the Company's shares to the Board of Directors. In addition, at the meetings of the Executive Committee or the Board of Directors, those who have interests in any transaction or may

have a conflict of interest with the Company are prohibited from giving their opinion and from voting on the related agenda item.

Moreover, the Company has established a policy and procedures for approving related party transactions or those which may have a conflict of interest. In this connection, information about names of related parties and their relationships, pricing policies and transaction values as well as the opinions of the directors concerned with the transaction need to be disclosed, taking into consideration the notification issued by the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission. These notifications have to be strictly adhered to for the overall benefits of shareholders in an equitable manner.

In addition, the Audit Committee have reported to the Board of Directors on the related party transactions and other transactions that have a conflict of interest. The appropriateness of these transactions has already been carefully considered. The report has complied with the related requirements of the Stock Exchange of Thailand. In strictly adhering to the requirements, the Company discloses the information every quarter and includes it in the annual report as well as in the disclosure report on additional information (Form 56-1).

In this connection, the Company has adopted a policy prohibiting directors, executives and staff members of the Company and its subsidiaries from using insider information which has not been disclosed to the public, for their own benefit or that of third parties, directly or indirectly. In addition, directors, executives or staff members of the Company who receive the Company's financial information are prohibited from using the information for one month before it is disclosed to the public. In this connection, the Company has requested the directors, executives and staff members of the Company to refrain from trading the Company's shares before disclosing the financial statements to the public. As well, it has ensured that the directors and executives understand their responsibility in reporting their holdings of the Company's shares and changes in their shareholdings to the Office of the Securities and Exchange Commission as well as the Stock Exchange of Thailand in compliance with Section

59 and the liability clause in Section 275 of the Securities and Exchange Act B.E. 2535. In this connection, the Company has established disciplinary measures which shall be applied to staff members who violate the Company's rules and regulations or the announcements which are included in the staff manuals.

Section 3: Role of stakeholders

The Company places great importance to all stakeholders i.e. shareholders, employees, the Company and the subsidiaries' management teams, partners or external stakeholders i.e. business partners, competitors, creditors, communities and societies, as well as state agencies and related agencies as follows:

Shareholder:	The Company is committed to creating added value in the long run and continuously to providing investment returns for the benefits of shareholders with focus on transparency disclosure and credible.
Employees:	Employees are encouraged to improve their skills and abilities to ensure the highest operational efficiency. Employees are provided with suitable and fair hiring conditions and a meritocratic system of advancement within the Company. The Company ensures a safe work environment that is in line with accepted standards.
Partners:	The Company collaborates with partners in a professional and transparent manner for its mutual best interest
Customers:	The Company encourages providing service according to the agreement and acknowledges the importance of customers is the first with create the good relationship regularly and continuously.
Business partners:	Company shall treat all the partners equally, fairly and keep confidentiality including create good relationship and benefit with partners.
Creditors:	The Company treats lenders fairly according to the debt hierarchy and in line with the relevant contract and the law.
Competitor:	The Company competes fairly and treats competitors equally, respectfully and professionally.
Community/Society:	The Company recognizes the supporting in activities of promoting quality of life and cultivating social responsibility spirit to employees at all level that can lead to the development in community, society and environment.
Government agencies:	The Company complies with all relevant laws, criteria, rules and regulations in the related agencies.
Environment:	The Company encourages the employees to acknowledge the environment preservation and creates the policy to develop the project under the Environmental Impact Assessment (EIA).

The Company has adopted a policy aiming at protecting their rights and treating them equitably. This is mainly because the support from all groups of stakeholders plays an important role in enhancing the Company's competitiveness and profitability, which in turn bring about long-term success for the Company. Recognizing the rights of each group of stakeholders, the Company not only complies with various rules and regulations but also fulfills all obligations of contracts and agreements. As well, emphasis is placed on disclosure of adequate information to facilitate effective participation of the stakeholders concerned. The Company also refrains from depriving the various groups of stakeholders of their rights or from causing negative impacts on them.

If there is a complaint, suggestion, or query on wrongdoing, violation of ethics, error in the financial statements, or deficiency in the internal control system, please direct them to the Secretary to Audit Committee via Tel: 66(0) 2658 7888 and Fax: 66(0) 2658 7880. The Company will investigate into the matter confidentially and report the finding to the Board of Directors.

Section 4: Disclosure and transparency

1. Disclosure

The Company pays close attention to disclosure of accurate, complete, and reliable information, both financial and non-financial, which is important to decision making of investors and stakeholders, in an equitable, timely and transparent manner as well as in line with the rules imposed by the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission. The information which includes various publications, annual statements (Form 56-1) and annual reports, is disclosed through the channels of the Stock Exchange of Thailand and the Company's website.

In the annual report, the Company also makes available the Audit Committee's report as well as the statement indicating responsibilities of the Board of Directors for the financial report.

2. Relationship with Investors

The Company pays close attention to disclosure of accurate, complete, and reliable information, both financial and non-financial, as well as other key information which is important to decision making of investors and stakeholders in an equitable, timely and transparent manner. The information is disclosed to investors, analysts, and interested members of the general public through various channels of the Stock Exchange of Thailand and/or various media such as publications as well as the Company's website. In this connection, the Company has assigned the Company Secretary as the person responsible for giving information service and disclosing the Company's key information. One may contact the Company at Tel: 66(0) 2658 7888, Fax: 66(0) 2658 7880 or through E-mail: info_ir@cgd.co.th.

Section 5: Responsibilities of the Board of Directors

1. Leadership and Vision

The Board of Directors comprises experienced and knowledgeable persons who are able to provide guidance and set Company's policy, vision, strategy, target, and direction, as well as supervise the management team under the legal framework, the Company's objectives and Articles of Association, and resolutions of the shareholders' meeting. It shall perform its duty with care and honesty in order to yield maximum benefit for the Company, and raise confidence among shareholders. Furthermore, the Company also emphasizes the importance of internal control system, internal audit process, and continuously assesses the effectiveness of the management, as well as monitors the internal process regularly by its internal audit department which constantly reports to the Audit Committee.

The Board of Directors has considered specify and separate the roles and responsibilities between the Board of Directors and management team. The authority is defined clearly which communicates roles and responsibilities to directors and employees regularly.

2. Code of Conduct

The Company has determined a Code of Conduct for its directors and employees to ensure appropriate action in accordance with the Company and shareholders' expectation in performing their functions. It also provides a guideline for good business conduct as follows:

1. Perform the functions in accordance with the laws, the Company's objectives and Article of Association, the resolution of the Board of Directors, and good corporate governance and director's ethics.
2. Manage the business for the benefit of all current and future stakeholders, as well as preserve the Company's image.
3. Not being involved, directly or indirectly, either in any entity which may have a conflict of interest with the company in which one serves as director or in any entity whose business competes with that of the company in which one serves as director.

4. Stay away from having direct or indirect interests in a connected or competing businesses.

5. Manage with care and avoid commitments that may conflict with its duty in the future.

6. Do not take advantage of the job to gain direct or indirect personal benefit.

7. Devote full ability to carry out the job for the maximum benefit of the Company.

7. Do not conduct or become a major shareholder in a competing business, or have a relatives on the Board of Directors or being shareholders in the same kind of business, regardless of benefitting one's or others' interest.

The Company's directors and all employees are aware of the code of conduct, and behave and perform their functions professionally and ethically, with the goal of maximizing the Company's and shareholders' benefit.

3. Composition of the Board of Directors

1. The Board of Directors will consider, under the guidance of the Nomination and Compensation committees, candidates whose skills, experience, and expertise are essential for the Company's business and nominate them for selection in the shareholders' meeting,

2. The Board of Directors consists of specifies the number of directors on the shareholders' meeting which shall not less than 5 members whose skills, experience, and expertise are essential. In addition, at least one-third but no less than 3 members of the Board of Directors must be independent from the Company.

3. Independent Directors have qualification as follows:

a) Holding shares not exceeding 1 percent of the total number of voting rights of the company, its parent company, subsidiary, affiliate or juristic person which may have conflicts of interest, including the shares held by related persons of the independent director.

b) Neither being nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the

company, its parent company, subsidiary, affiliate, same-level subsidiary or juristic person who may have conflicts of interest unless the foregoing status has ended not less than two years prior to the appointment.

c) Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children, executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling persons of the Company or its subsidiary.

d) Not having a business relationship with the Company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, in the manner which may interfere with his independent judgment, and neither being nor having been a major shareholder, non-independent director or executive of any person having business relationship with the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two years prior to the appointment.

The Business relationship accordance with paragraph above is included normal business transaction on rental and lease of property, asset and service transaction or financial transaction which to be borrow or lend of loan, guarantee, debt collateral including other similar transaction which the party of transaction have obligation to make the payment of debt to other party from 3% of Net Tangible Asset of the Company or Twenty Million Baht which lower than.

e) Neither being nor having been an auditor of the Company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, and not being a major shareholder, non-independent director, executive or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two years from the appointment.

f) Neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the Company, its parent company, subsidiary, affiliate or juristic

person who may have conflicts of interest, and neither being nor having been a major shareholder, non-independent director, executive or partner of the professional advisor unless the foregoing relationship has ended not less than two years from the appointment date.

g) Not being a director who has been appointed as a representative of the company's director, major shareholder or shareholders who are related to the company's major shareholder.

h) Not having any characteristics which make him incapable of expressing independent opinions with regard to the company's business affairs.

After appointment, the independent director with clearly understanding in the Company business may assign from the Board of Directors to operate the Company, the subsidiary, affiliate or juristic person who may have conflicts of interest, to make decision under Collective Decision.

i) The independent director has a good knowledge and understanding of the Company's business operations

4. Each director has a term on the Board of Directors as specified in the Public Company Act, and has no limit on the number of consecutive terms they can served on the board.

5. Each director can serve directorship no more than 5 listed companies' Board of Directors unless approved by the Company's Board of Directors or shareholders on a case by case. This is to encourage directors to fully perform their directorship and directors and top management teams shall report their information regarding the other directorships in other companies to be acknowledged by the Board of Directors. Currently, none of the Company's directors serves on more than 5 listed companies.

4. Roles and responsibilities of the Board of Directors

See detail of roles and responsibilities of the Board of Directors as shown in the chapter of the shareholding and management structure.

5. Board of Directors Meeting

The Board of Directors meeting is arranged at least once every three months. The chairman of the Board or the person assigned will call the meeting. In certain situations, two or more directors may request the chairman to call the meeting, which has to be held within 14 days from the requested date.

The Chairman or the person assigned shall send the invitation letter to the Board of Directors Meeting at least 7 days prior the meeting. In the event of an emergency to protect the rights and benefits of the Company, the meeting request can be notified by other method or the meeting can be arranged sooner. The Chairman and CEO shall consider and determine the agenda and provide the opportunity that two or more directors can request the agenda according the article of association

At a meeting of the board of directors, the presence of not less than one half of the total number of directors is required to constitute a quorum. In the case where the chairman of the board is not present at the meeting or is unable to perform his or her duty and if there is a vice-chairman, the vice-chairman presents at the meeting shall preside over the meeting. If there is no vice-chairman or if there is a vice-chairman who is unable to perform his or her duty, the directors present at the meeting shall elect one among themselves to preside over the meeting. The decisions at the meeting shall be by majority of votes. Each director shall have one vote, but a director who has interests in any matter shall not be entitled to vote on such matter. In the case of an equality of votes, the chairman of the meeting shall have an additional vote as a casting vote.

6. Assessment of director and top-executive

1. Assessment of Director

The Board of Director assigns the Nomination and Compensation Committee to assess the performance of the Board of Director and Sub-Committee with 2 form of assessment which are assessment of the Board of Director by group and by each director (self-assessment). The assessment shall be made director to review result of performance, problem of the last year.

2. Assessment of Top-Executive

The Board of Director assigns the Nomination and Compensation Committee to assess the performance of top executive annually. The assessment will be reported to the Board of Director in order to fix the compensation of top executive and the chairman will be the person who informs the top executive for his acknowledgement.

7. Balance of non-executive directors

The company is set to have at least 1 of the 3 of the directors, but not less than 3 members. Three independent directors held the position of Audit committee members with the qualifications according to the announcement of the Stock Exchange of Thailand on the roles and scope of the audit committee to perform various checks and balances of the company to be fair and accurate.

As of 31 December 2015, the experienced and knowledgeable members of the Board of directors comprise of 12 persons, as follows:

- 10 non-executive directors of which are 7 independent directors
- 2 members of the Executives

The three independent directors were appointed the Audit Committee with the qualifications according to the announcement of the Stock Exchange of Thailand on the roles and scope of the audit committee to perform various checks and balances of the company to be fair and accurate.

8. Integration or Segregation

The Chairman of the Board shall not be the same person as chief executive of the management in order to separate the duties of policies setting from regular management. The Company has defined the responsibilities of authority to approve, accounting record and assets management at each level clearly, so they can examine each other easily.

The Chairman and Independent committee member is Mr. Vikrom Koompirochana. For the top management which is the company's chief executive officer is another director which Mr. Ben Taechaubol. Both positions have separate roles and responsibilities clearly and all important decision

making has to be conducted through the Board of Directors.

9. Internal control and audit system

The Company emphasizes the important of the internal control system, at both the management and operational level. There is a written Procedure Manual clearly specifying the authority of staff performing their duties and the management, and authorization chart. In order to regularly monitor the internal control system and inspect material transactions, the Audit Committee is assigned to audit the internal control system to ensure its effectiveness. Furthermore, the Company also conducts a risk assessment exercise and prepares preventive and mitigate measures, and monitor the compliance with related laws and regulations. There is also a segregation of operational, monitoring, and evaluating functions in order to encourage appropriate level of check and balance among them.

The Company has established the Office of Internal Audit, which performed its duties independently and reported directly to the Audit Committee, in order to audit the operations of the Company and its subsidiaries. The internal audit office was required to report the results of its auditing works directly to the Audit Committee.

In addition, the Audit Committee must conduct an annual review of the appropriateness and sufficiency of the internal control system and report the findings to the Board of Directors, which will express its opinion on the sufficiency of the internal control system in the Annual Report.

10. Director's report

The Board of Directors has assigned the Audit Committee to supervise the preparation and disclosure of information in the financial statements, internal control system, and internal audit, in order to assess the adequacy and appropriateness of the internal control system and the preparation of the financial statements for their accuracy, completeness, sufficiency, accountability, and effectiveness and also assigned company secretary in keeping director's report.

11. Knowledge and skill improvement for directors and management

The Company encourages all directors and management to take courses with Thai Institute of Directors Association (IOD) and other related courses organized by various institutions on a regular basis in order to enhance their knowledge and skills.

12. Directors Orientation

For newly appointed directors, the Company arranges an orientation for them to learn about the Company's policies, and other information, such as capital structure, shareholding structure, operating performance, as well as related laws and regulations. They will also be given a director handbook contains useful information on being a Company's director as follows:

Director handbook

1. Public Limited Companies Act, B.E. 2535
2. Affidavit
3. Company Business Objectives
4. Articles of Association
5. Company Corporate Governance Report
6. Listed company director handbook of the Securities and Exchange Commission.

Information for directors

1. Disclosure Guidelines for Listed Companies' Management
2. Connected party transaction of the Listed Company
3. Good Corporate Governance of the Listed Company Year 2006
4. Company Profile
5. Recent Annual report

13. Company Secretary

The Board of Director realizes the important of roles and responsibilities of Company Secretary which will make the Company to operate its business to comply with the good corporate governance. The roles and responsibilities of the Company Secretary are shown in the chapter of shareholding and management structure.

Sub-Committee

The Company has three sub-committees are as following:

1. Audit Committee

The Audit Committee comprise of three independent directors appointed by the Board of Directors. The members of the Audit Committee are as following:

No.	Name	Position
1	Mr. Subhakorn Bhalakula	Chairman of the Audit Committee
2	Mr. Hsu-Feng Shueh	Member of the Audit Committee
3	Pol. Lt. Gen. Werapong Chuenpagdee	Member of the Audit Committee

Mr. Subhakorn Bhalakula, Chairman of the Audit Committee, and Mr. Hsu-Feng Shueh, member of the Audit Committee, who has knowledge and experience in auditing the Company's financial statements. Miss Anchalee Sriwiwatkul is to be secretary of the Audit Committee

Scope of authority and duties of the Audit Committee

1. Review the accuracy and adequacy of the Company's quarterly and annual financial statements by coordinating with the auditor and the in charge management. The Audit Committee may suggest the auditor to review or audit a specific transaction deemed necessary and important.

2. Review the internal control and internal audit systems to ensure their appropriateness and effectiveness in conjunction with the external and internal auditors, review the independence of the Internal Audit Office, and approve the appointment, transfer, and termination of the highest-rank officer of the Internal Audit Office.

3. Review the compliance of the Company's business operation with the securities and stock exchange laws and regulation, as well as other related laws.

4. Evaluate and nominate the Company's external auditor and its compensation based on the auditor's credentials, resources, workload, as well as staff's experience assigned to conduct the audit.

5. Arrange a meeting with the external auditor without a presence of the Company's management at least once a year.

6. Consider the related party transactions or ones that may give rise to a conflict of interest, ensuring that they are in compliance with laws and the requirements of the Stock Exchange of Thailand as well as the requirements of the Office of the Securities and Exchange Commission. This is to ensure that such transactions are rational ones and in the best interests of the Company.

7. Consider the acquisition or disposal of the Company's assets whose value is subject to the approval of the Audit Committee in line with the laws, requirements of the Stock Exchange of Thailand and the regulations of the Office of the Securities and Exchange Commission.

8. Approve the internal audit plan, and the result of the Internal Audit Office's operation.

9. Review and revise the charter of the Audit Committee and propose to the Board of Directors for approval.

10. Prepare an Audit Committee Report to be disclosed in the Company's Annual Report. The report has to be signed by the Chairman of the Audit Committee and must include at least the following information:

(a) an opinion on the accuracy, completeness and creditability of the Company's financial reports,

(b) an opinion on the adequacy of the Company's internal control system,

(c) an opinion on the compliance with the law on securities and exchange, the Stock Exchange of Thailand's regulations, or the laws relating to the Company's business,

(d) an opinion on the suitability of an auditor,

(e) an opinion on the transactions that may lead to conflicts of interest,

(f) the number of the audit committee meetings, and the attendance of such meetings by each committee member,

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

(h) other transactions which, according to the audit committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's Board of Directors.

11. Report the duties performed by the Audit Committee to the Board of Directors.

12. In carrying out its duties, if the Audit Committee finds or doubts that there are any transactions or actions that may have a material impact on the Company's financial position or performance,

the Audit Committee has to report it to the Board of Directors so that a remedial measure could be implemented within a timeframe which the Audit Committee deems appropriate. The transactions or actions include, among others, the followings:

- (a) Transactions that lead to conflicts of interests,
- (b) Fraud, material irregularities or defects in the internal control system,
- (c) Violation of the law on securities and exchange, the Stock Exchange of Thailand's regulations, or the laws relating to the Company's business.

If the Board of Directors or the management fails to implement the remedial measure within the timeframe mentioned above, any member of the Audit Committee may send a report on the above-mentioned transaction or action to the Office of the Securities and Exchange Commission.

13. Investigate complaint from the external auditor of any suspicious behaviors, conducted by the Company's directors, managers, managing Director, or any other responsible parties; deem to be in violation of the Securities and Stock Exchange Act, and report the preliminary finding to the Securities and Exchange Commission and the external auditor within 30 days from the notification date.

14. Perform other functions as may be assigned by the Board of Directors and agreed upon by the Audit Committee.

15. In performing such functions, the Audit Committee has a direct responsibility to the Board of Directors, whose responsibility to external parties are still intact.

2. Nomination and Compensation Committee

The Nomination and Compensation Committee comprise of 3 members appointed by the Board of Directors. The members of the Compensation Committee are as following:

No.	Name	Position
1	Mr. Subhakorn Bhalakula	Chairman of the Nomination and Compensation Committee
2	Pol. Lt. Gen. Werapong Chuenpagdee	Member of the Nomination and Compensation Committee
3	Mr. Ben Taechaubol	Member of the Nomination and Compensation Committee

Scope of authority and duties of the Nomination and Compensation Committee

Responsibilities on Nomination Function

1. Formulate criteria and policy in nominating directors, members of sub-committees and the Chief Executive Officer.
2. Consider and nominate appropriate persons to be appointed as directors, and members of sub-committees and the Chief Executive Officer for approval by the Board of Directors and/or the Shareholder Meeting.
3. Report to the Board of Directors the results of the meetings or other matters that the Board of Directors should be informed.
4. Perform any tasks assigned by the Board of Directors.

Responsibilities on Remuneration Function

1. Appraise the performance of the Directors, member of sub-committee and the Chief Executive Officer.

2. Evaluate the compensation for the Directors and member of sub-committee based on a fair and reasonable scheme and propose to the Shareholder Meeting for approval. The compensation includes salary, meeting allowance, annual bonus, and other monetary and non-monetary benefits.

3. Evaluate the compensation for the Chief Executive Officer based on a fair and reasonable scheme and propose to the Board of Director Meeting for approval. The compensation includes salary, meeting allowance, annual bonus, and other monetary and non-monetary benefits. In addition, evaluate the compensation for high-level management based on a fair and reasonable scheme and propose to the Board of Director Meeting for approval.

4. Review the compensation for the Directors, member of sub-committee, the Chief Executive Officer as well as review the compensation structure for high-level management based on individual performance, company performance, practices in the same sector and other listed companies and their responsibilities.

5. Perform any tasks assigned by the Board of Directors.

3. Investment Committee

As of 31 December 2015, the Investment Committee comprise of two executive directors appointed by the Board of Directors. The members of the investment Committee are as following:

No.	Name	Position
1	Mr. Ben Taechaubol	Chairman of the Investment Committee
2	Mr. Chatchai Chordokrak	Member of the Investment Committee

Scope of authority and duties of the Investment Committee

1. Evaluate and approve any investment which total value of the project not over Baht 100 million.
2. Review and propose for approval by the Board of Directors for any investment which total value of the project over Baht 100 million or the investment which is not abide by the investment's policy.
3. Carry out any other tasks assigned by the Board of Directors.

In this connection, the Board of Directors does not specify the tenure of the Chairperson of the Investment of Committee

Nomination and Appointment of Directors and Senior Executives

Board of Directors

In selecting candidates to be appointed as members of the Board of Directors, the selected candidates need to be approved by the Nomination and Remuneration Committee first before submitting their names to the Board of Directors for consideration. After consideration, the Board will propose the names of the candidates to the annual general meeting of shareholders for appointment. The selection will take into account a number of criteria including the candidates' knowledge, ability, experience, vision and credibility. Importantly, the candidates must not possess any prohibited characteristics specified by the laws. In this connection, the related criteria and methodologies could be summarized as follows:

1. At least half of the Board of Directors must reside in Thailand and the members of the Board must possess qualities specified by the laws.

2. The appointment of directors is subject to a simple majority of votes cast at the annual general meeting of shareholders, based on the following criteria and methodologies:

(1) Each shareholder shall be entitled to one vote on each share of stock held by him.

(2) Shareholders are required to cast their votes on the appointment of each candidate as director separately on a separate resolution.

3. At every annual general meeting of shareholders, one-third of the total number of the directors shall retire. If the number of directors cannot be divided into three parts, the number of director nearest to one-third shall retire. The directors to retire from their office in the first and second years following the registration of the Company shall be determined by drawing lots. In each subsequent year, the directors who have been in the office for the longest time shall retire. The retiring directors may be re-elected.

4. Directors are entitled to receive remuneration from the Company in the form of monetary rewards, meeting allowance, pension, bonus or benefits in other forms in line with the Company's Articles of Association or the resolution adopted at the general meeting of shareholders, which could be a fixed amount of remuneration, criteria for remuneration to be determined each time or effective continuously or until changed. In addition, directors are also entitled receive the allowances and other benefits in accordance with the Company's regulations. In this connection, such entitlements shall not affect the rights of staff or employees of the Company who are elected as directors, to receive remuneration and other benefits as employees.

5. Any director wishing to resign from office shall tender his resignation letter to the Company. The resignation shall have effect on the day the letter of resignation reaches the Company. The director who resigns may also notify the registrar of his resignation.

6. When a vacancy occurs in the Board of Directors otherwise than by rotation, the Board of Directors shall elect a person who is qualified and does not possess any prohibited characteristics in accordance with the Public Limited Company Act or the law on securities and exchange, as a

replacement director at the following meeting of directors, except when the remaining tenure of the replaced director is less than two months. The replacement director may retain his office only for the remaining tenure of the director whom he replaces. The Board of Directors' election of the replacement director must be supported by a vote of not less than three-fourths of the remaining directors.

7. Shareholders attending a meeting may adopt a resolution to remove any director from office prior to retirement by rotation by a vote of not less than three-fourths of the number of shareholders who are present at the meeting and are entitled to vote, representing an aggregate number of not less than one-half of the number of shares held by the shareholders who are present at the meeting and are entitled to vote.

8. The Board of Directors shall elect one director as Chairperson of the Board of Directors. In case it is deemed appropriate, the Board of Directors may elect one or more directors as Vice Chairpersons.

Audit Committee/Independent Directors

As regards the appointment of the Audit Committee members, the Company's Board of Directors or the annual general meeting of shareholders shall appoint the Audit Committee which consists of at least three members selected from the Company's independent directors. In this connection, at least one member of the Audit Committee must have adequate knowledge and work experience in accounting and finance so that he can carry out duties related to the review of the reliability of financial reports. The selection shall also take into consideration qualifications of those who have legal knowledge and work experience as well as a good understanding of the Company's business.

Nomination and Compensation Committee

In the part of the nomination and remuneration committee selection, the Board of Directors or the meeting of shareholders should appoint the committee members consist of two independent directors and one executive director. The nomination and compensation committee will be considered by their qualifications in deep

knowledge in the Company's business area, skills and experiences in legal, expertise in developing such compensation and nominations structure. The information obtained from the database of Consultant Company will be used for the purpose of nomination and remuneration in the organization to compatible with internationally-recognized standards.

Top management team members

In nominating candidates to assume the position of the Company's senior executive, the Human Resource Division will be responsible for nominating qualified candidates. On the other hand, the selection of the candidates will be left to the discretion of the top management, mainly taking into account the candidates' qualifications, education and experience related to the work unit concerned.

Overseeing the operations of the company and its associates

The Board has a mechanism to supervise its subsidiaries and associated companies. So the company can get involved in their management and control the operations of such companies. The Company will send representatives as directors or executive or controlling authority in the proportion of stock holding. When the Company needs to decide in a matter of significance, the matter should be presented to the Board of Directors for approval. Moreover, the representatives of the company shall look after the subsidiaries or associate to have the disclosure of acquisitions or disposals of assets or related transactions to meet the requirements and criteria of related controlling entities, and also the Board has to prepare financial statements in accordance with accounting standards and meet the deadlines of the consolidated financial statements.

Control of Internal Information

The Company sets up the policy for committees, directors and employees of the Company and its subsidiaries to maintain the confidentiality, not lead to the disclosure of inside information or seek personal interests or benefit of another person, whether directly or indirectly, whether they receive remuneration or not. Moreover, The Company prevents personnel to perform such activities to disclose the information to others or used for personal gain, including securities trading. The Company approved the policy of the use of inside information as follows:

1. Inform the directors and executives to be aware of their responsibility to report the holdings of securities of their own, their spouses and minor children according to Section 59, including penalties under Section 275 of the Securities and Exchange Act B.E.2535 and the regulations of the Stock Exchange of Thailand.

2. Order the Executive report changes in their shareholdings to the Securities Exchange Commission and send a copy of such report to the company on the same day that the report is sent to the Securities and Exchange Commission.

3. Notify the management and employees of the Company to be aware of the duty of the management and employees of the Company and its subsidiaries. When they are informed about company's financial information, or inside information which can significantly affect the Company's stock price, they need to avoid buying the securities of the company during one month before the financial statements or internal information is publicly available and they are prohibited from the disclosure of such important information to be available to others.

Audit Fee 2015

The Company has expense of audit fee for Deloitte Touche Tohmatsu Jaiyos Co. Ltd which is auditor for 2015 of the Company amount of Baht 2,000,000.

CORPORATE SOCIAL RESPONSIBILITY

Country Group Development understands that consistency and determination are keys to a successful Corporate Social Responsibility (CSR) program, and as such, the company is committed to supporting an organization or activity that commits to make a positive impact throughout the country in long term.

After securing one of Bangkok's largest and last-remaining undeveloped parcels of riverside land, we aimed to create a meaningful experience that is unmatched in the market. Having said that, our intention is not only to redefine waterfront living in Bangkok and Asia, but to also make a positive, timeless contribution to the revival of the Chao Phraya River.

Bangkok River Partners (BRP) is an organization contributing the promotion of the Bangkok River destination for local and international business and leisure tourism. At hand is the task of keeping the river clean, supporting the growth of a creative scene, starting events to attract local crowds, and ensuring that the centuries-old communities retain their heart and heritage as the region transforms into one of the city's greatest assets.

In March 2015, Bangkok River Partners invited Mr. Joshua David, Cofounder of Friends of the High Line to share his extraordinary story of turning the High Line into a world-famous, dynamic,

2.3 kilometre public space featuring a myriad of gardens, walkways and vistas in Bangkok. Without hesitation, Country Group Development agreed to sponsor Mr. David's visit as it has demonstrated the significant gains to asset value, tourism, and community by careful development and protection of historical important buildings and streetscapes.

The High Line is a public park project that exemplifies effective adaptive urban re-use in a city that is littered with structures and spaces that have since reached the end of their useful life. By turning an abandoned, elevated freight train track into a public park, this project has redefined the New York experience, affording never-before seen views of the city's surrounding natural landscape as well as an expansive and intimate look into one of the world's most dynamic urban environments. In addition to real estate and tourism benefits, the High Line has also provided a healthy community and created a safety-environment for New York City.

The High Line is not easily replicable in other cities, but Country Group Development observed there are many similarities between the High Line and Bangkok's own planned regeneration of the Yannawa Riverfront by the Urban Design & Development Centre (UddC) which the company is committed to contribute on whatever the organization is seeking for.



The success of projects like the High Line and those that UDDC are currently working on relies strongly on public-private-people partnerships. In fact, without these relationships, there is simply no way a project like this can succeed. It's imperative to have people working together towards a common goal, which is to see the river once again brim with life and inspire optimism for the communities that surround it.

Going forward, Country Group Development has agreed to partner with Bangkok River Partners and will continue to build a strong corporate social responsibility program by contributing and mobilizing even more resources to develop a better environment for the Chao Phraya River and help improve the community with our valued partners.



<http://www.bangkokriver.com>

CONNECTED TRANSACTIONS

1. Characteristic of the Connected Transaction

In 2015, the Company and its subsidiaries have the connected transactions with the connected persons and/or juristic persons who might have conflict of interest with the Company and its subsidiaries, which the auditor specified them in the note of the financial statement as of 31 December 2015. It could be summarized as follows:

1) Mr. Sadawut Taechaubol

Relationship: Mr. Sadawut Taechaubol is the one of major shareholder of the Company, the Company's director and father of Mr. Ben Taechaubol who is a director and major shareholder of the Company. As of 31 December 2015, Mr. Sadawut Taechaubol held ordinary share of the Company amount of 1,275,000,000 shares or 17.38% of the total paid-up shares.

Details of the transaction	Type of the transaction	Total Value/Outstanding (Baht)		Rational and Necessity
		Total Value in 2015	Outstanding at the end of 2015	
1. The Company received deposit for reservation, sign the Agreement to buy and sell Condominium 14 units of Elements Srinakarin.	Deposit		420,000.00	The Audit Committee has the opinion that such transaction was accorded with the Company's price list of condominium unit with the same normal condition to the unrelated party.
	Advance Payment		1,138,032.00	

2) Country Group Securities Public Company Limited ("CGS")

Type of Business: Securities Brokerage

Relationship: Country Group Holdings Public Company Limited (CGH) and the Company have two common directors, namely Mr. Sadawut Taechaubol and Pol. Lt. Gen Werapong Chuenpagdee. Mr. Sadawut Taechaubol held ordinary share of CGS indirectly by held ordinary share of Country Group Holding Public Company Limited (the parent company of CGS) as of 31 December 2015 amount of 604,490,326 shares or 13.94% of the total paid-up shares.

Details of the transaction	Type of the transaction	Total Value/Outstanding (Baht)		Rational and Necessity
		Total Value in 2015	Outstanding at the end of 2015	
1. The Company paid the fee for debenture issuance to CGS, as the underwriter of debenture amount not exceeding of Baht 1,500 million, which is the underwriting fee. The underwriting fee is 1% of the value of the debenture issued (Baht 500 million).	Advance fee		1,556,762.30	The Audit Committee has the opinion that such transaction was the same normal condition to the unrelated party. The interest of the bill of exchange is the rate lower than loan of financial institution and no collateral.
	Underwriting fee	2,667,691.26		
2. The Company paid deposit for trading securities to CGS.	Deposit for trading securities		10,185,045.33	
3. The Company received interest income from CGS, which came from deposit for trading securities at an interest rate of 1.25% from January to April, and 1.00% during the period of May - December.	Interest income	109,584.23		

3) Country Group Holdings Public Company Limited (CGH)

Type of Business: Holdings Company

Relationship: Country Group Holdings Public Company Limited (CGH) and the Company have two common directors, namely Mr. Sadawut Taechaubol and Pol. Lt. Gen Werapong Chuenpagdee. In addition, as at 31 December 2015 the Company's major shareholder Mr. Sadawut Taechaubol held 604,490,326 shares or 13.94% of CGH's paid-up capital.

Details of the transaction	Type of the transaction	Total Value/Outstanding (Baht)		Rational and Necessity
		Total Value in 2015	Outstanding at the end of 2015	
1. The Company purchased 153,061,800 ordinary shares of Country Group Holdings Public Company Limited	Investment in ordinary shares		191,327,250.00	The Audit Committee has the opinion that such transaction was the same normal condition to the unrelated party.
2. The Company received 17,928,233 warrants (CGH-W1) from Country Group Holdings Public Company Limited.	CGH-W1		6,633,447.00	
3. The Company received 12,755,150 warrants (CGH-W2) from Country Group Holdings Public Company Limited.	CGH-W2		4,974,508.00	

4) MF Holding Company Limited ("MFH")

Type of Business: Investment in other businesses

Relationship: Mr. Sadawut Taechaubol is director of CGH which CGH is the major shareholder of MFC Asset Management Public Company Limited ("MFC"). MFH is MFC's subsidiary.

Details of the transaction	Type of the transaction	Total Value/Outstanding (Baht)		Rational and Necessity
		Total Value in 2015	Outstanding at the end of 2015	
1. The Company has issued bill of exchange to MFH. • On 30 April 2015 at the amount of Baht 100 million with term of 270 days. The maturity date is 25 January 2016. Interest of bill of exchange is 7.0% per annum. • On 2 June 2015 at the amount of Baht 100 million with term of 269 days. The maturity date is 26 February 2016. Interest of bill of exchange is 7.0% per annum. The interest of bill of exchange has been paid on the issuance date by discount the value of each bill of exchange.	Bill of Exchange		200,000,000.00	The Audit Committee has the opinion that such transaction was the same normal condition to the unrelated party.
2. The Company received cash of bill of exchange and paid interest to MFH which due on 25 January 2016 and 26 February 2016.	Prepaid Interest		1,495,370.58	
	Interest	13,271,848.81		

2. Measure or procedure to approve the connected transaction

For protecting benefits for the Company and overall shareholders, the Company has set up measurement and procedure to execute the connected transaction, which the Board of Directors would strictly supervise the Company's operation to comply with rules and regulation of Securities and Exchange Commission and the Stock Exchange of Thailand.

In case that the Company and the Subsidiaries have the connected transaction with the person who might have conflict of interest, interested person or the person who might have conflict of interest in the future, the Company would request for the Audit Committee's opinion regarding necessity and appropriateness of such transaction by considering the most benefit to the Company. If the Audit Committee is not in the expertise area to consider the potential connected transaction, the Company will hire an independent expert or the Company's auditor to give the opinion on such transaction for the Board of Directors or the shareholders' consideration. Moreover, the connected transactions will be disclosed in the note of the financial statement, which would be audited by the auditor.

3. Policy or trend on the connected transaction in the future

The Company set up the policy or trend to execute the connected transaction in the future. If there would be the connected transaction in the future, the Company would execute it under the normal business activity, which could be referred to the same condition with the third party. Thus, the Company would have practice according to the Stock of Exchange Act on 1992, rules, notifications, or regulations of the Stock Exchange of Thailand, Securities and Exchange Commission, including rules and regulations of disclosure on the connected transaction and acquisition or disposition on the main asset of the listed company and its subsidiary, and the accounting standard governed by the Institute of Certified Accountants and Auditors of Thailand strictly.

In case that the Company has the connected transaction with the person who might have conflict of interest, interested person or the person who might have conflict of interest in the future, the Company would request for the Audit Committee's opinion regarding necessity and appropriateness of such transaction. If the Audit Committee is not in the expertise area to consider the potential connected transaction, the Company will hire an independent expert or the Company's auditor to give the opinion on such transaction for the Board of Directors or the shareholders' consideration. Moreover, the connected transactions will be disclosed in the note of the financial statement, which would be audited by the auditor.

REPORT OF THE BOARD OF DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

In accordance with the guidelines established by the Stock Exchange of Thailand regarding good Corporate Governance of listed companies on the Stock Exchange, the Board of the Directors of listed companies is responsible for a Statement of the Directors Responsibilities in the Annual Report.

The Board of Directors of Country Group Development Public Company Limited hereby certifies that the Financial Statements of the Company and its subsidiaries have been prepared in accordance with Generally Accepted Accounting Principles established by the Accounting Society of Thailand and the Financial Statements to reflect accurate and reasonable financial position and performance of the Company during the past fiscal year. The aforesaid Financial Statements have been audited with unqualified opinion expressed by Certified Public Accountant.



Mr. Vikrom Koompirochana
Chairman of the Board of Directors



Mr. Ben Taechaubol
Chief Executive Officer

THE AUDIT COMMITTEE REPORT FOR 2015

The Audit Committee of Country Group Development Public Company Limited comprises Mr. Subhakorn Bhalakula, the Chairman of the Audit Committee, Pol. Lt. Gen. Werapong Chuenpagdee and Mr. Hsu Feng Shueh, the members of the Audit Committee. The Audit Committee are all independent directors, who could perform their duties, give the independent opinions, review the financial statements, review internal control and internal audit system for appropriateness and effectiveness and other duties assigned by the Company's Board of Directors and agreed by the Audit Committee, which are complied with the good corporate governance for the Audit Committee of the Stock Exchange of Thailand.

In 2015 the Audit Committee had arranged 9 audit committee meetings, which the Management, the internal audit and the external auditor participated in the relevant agenda. The Audit Committee had reviewed and given their opinions in the several agenda, which could be summarized as follows.

1. Reviewing financial reports

The Audit Committee has reviewed both quarterly and yearly financial statements for the year 2015 of Country Group Development Public Company Limited and also its consolidated statements which were reviewed and audited by the Company's auditor, before submitting them to the Board of Directors for consideration. The review also covers the connected transactions which may give rise to conflicts of interest. In the process of reviewing the financial reports, the Audit Committee invites executives and the auditor to participate in all the Committee's meetings held for considering quarterly and yearly financial statements. The objective is to ensure that the financial statements are prepared in line with accounting standards and the generally accepted accounting principles (GAAP) which place emphasis on reliability, timeliness and disclosure of information in an accurate, complete and adequate manner.

In this connection, the Audit Committee also met with the auditor but without any of the Company's executives to review the financial statements for the year 2015. The purpose was to enable the auditor to report independently on key issues found in the course of audit.

2. Reviewing internal control systems

The Audit Committee has reviewed the internal control systems by making use of the Adequacy Assessment Form for Internal Control System, which was developed by the Office of the Securities and Exchange Commission (SEC), as a guideline for assessing the adequacy of the Company's internal control systems. The Audit Committee is of the opinion that the Company possesses adequate control systems which are appropriate for business operations. The Audit Committee has not found any significant problem or deficiency.

As a result, the Company is able to operate its business in an efficient and effective manner.

3. Reviewing risk management

At the beginning of the past year, the Audit Committee was assigned by the Board of Directors to look after corporate governance, ensuring that, in its conduct of business affairs, the Company put in place and implemented systems for managing risks at the organizational level, which might arise from internal or external factors. In this connection, the Audit Committee regularly monitored various risks including, among others, hotel business risk, interest rate risk, construction risk, selling risk, funding source risk. Emphasis was placed not only on regular review of efficiency and appropriateness of the risk management processes but also on giving advice for further streamlining the processes. As well, the risk monitoring undertaken in the past year was in line with those undertaken continuously by the Audit Committee in previous years.

4. Giving opinions on transactions related to disposal of the Company's assets

The Audit Committee took into consideration and gave its opinions on transactions which were considered as disposal of the Company's assets, based on the rules established by the Stock Exchange of Thailand. These included, among others, forgoing rights to subscribe new shares issued by Landmark Holdings Company Limited for capital increase and disposal of all equity stakes in APUK Limited, a subsidiary in which the Company invested through CGD Digital Partner Limited to MFC Industrial Real Estate Investment Trust. The objective was to ensure not only that the transactions were executed in a rational manner and in the best interests of the Company but also that the prices were fair and material information was disclosed in a proper manner.

5. Complying with regulations of the Stock Exchange of Thailand

The Audit Committee has taken actions to ensure that the Company's conduct of business affairs is in compliance with the regulations of the Stock Exchange of Thailand as well as other relevant laws and regulations that are related to its businesses. The Audit Committee also ensures that the Company adheres to the principles of good corporate governance and that there were no issues related to evasion or violation of laws.

6. Overseeing internal control

The Audit Committee ensures that the office of internal audit is independent and is required to report directly to the Audit Committee. The Committee is responsible for reviewing and approving the annual internal audit plan and ensuring that the internal control activities are implemented in line with the established plan as well as in an efficient and effective manner. Not less importantly, it ensures that good internal control systems have been put in place. In addition, it provides advice and oversees implementation of corrective measures dealing with material issues identified in internal audit reports.

7. Monitoring progress in project implementation

The Audit Committee monitors progress in implementation of various projects on a quarterly basis. It also monitors problems as well as impacts arising from operations, financial liquidity and sources of funding. In addition, it proposes solutions to problems and regularly monitors how problems are being addressed.

8. Revising Audit Committee Charter

The Audit Committee has revised the Audit Committee Charter by expanding the scope of duties and responsibilities to enable it to play a role of ensuring that the Company puts in place appropriate and adequate risk management systems.

9. Considering proposal for appointment of auditor and audit fee for 2015

The Audit Committee considered selection of and made a proposal for appointment of an auditor and an audit fee for the year 2015 by taking into account the auditor's independence, ethical practices, knowledge, skills and experience in auditing real estate business entities, as well as its provision of advice useful for preparation of financial statements. The Audit Committee also ensured that the audit fee was reasonable. In this connection, it was deemed appropriate for the Audit Committee to propose the appointment of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited as the Company's auditor for the year 2015, to the Board of Directors for consideration, after which they would be forwarded to the annual general meeting of shareholders for approval.

In summary, the Audit Committee has carefully and independently performed all the duties and responsibilities specified in the Audit Committee Charter approved by the Board of Directors by properly applying their knowledge, skills and abilities with no limitations imposed on them not only in relation to requests for information from executives, staff or related parties but also in relation to provision of advice and opinions with a view to the best interests of the Company and all groups of stakeholders who were treated in an equitable manner.

Moreover, the Audit Committee is of the opinion that the Company's financial reports are accurate, reliable and in accordance with the generally accepted accounting principles (GAAP). In addition, the Committee is of the opinion that the Company's internal control systems are appropriate and adequate, the audit processes are in accordance with the standards for professional practice of internal auditing, and the Company's conduct of business affairs is in compliance with the regulations of the Stock Exchange of Thailand as well as other relevant laws and regulations that are related to its businesses.



(Mr. Subhakorn Bhalakula)

The Chairman of the Audit Committee

25 January 2016

REPORT OF THE INDEPENDENT CERTIFIED PUBLIC ACCOUNTANT

TO THE SHAREHOLDERS AND BOARD OF DIRECTORS

COUNTRY GROUP DEVELOPMENT PUBLIC COMPANY LIMITED

We have audited the consolidated financial statements of Country Group Development Public Company Limited and its subsidiaries and the separate financial statements of Country Group Development Public Company Limited, which comprise the consolidated and separate statements of financial position as at December 31, 2015, and the related consolidated and separate statements of profit or loss and other comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

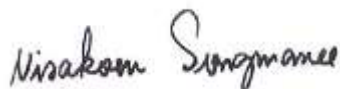
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the aforementioned consolidated and separate financial statements present fairly, in all material respects, the financial position of Country Group Development Public Company Limited and its subsidiaries and of Country Group Development Public Company Limited as at December 31, 2015, and financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Emphasis of matter

Without modifying our opinion, we draw attention to Note 2.2.1.1 to the financial statements, on August 21, 2015, the Extraordinary General Meeting of Shareholders No. 1/2015 approved to divest all of investment in APUK Limited (registered in Guernsey) ("the subsidiary"), which the Company invests in through its wholly owned subsidiary CGD Digital Partners Limited, to MFC Industrial Real Estate Investment Trust (REIT). Therefore, in accordance with the Thai Financial Reporting Standard No. 5 (Revised 2014) "Non-current Assets Held for Sale and Discontinued Operations", the Company presented the business operation of the subsidiary as profit from discontinued operations in the consolidated statement of profit or loss and other comprehensive income for the year ended December 31, 2015. In addition, the consolidated statement of profit or loss and other comprehensive income for the year ended December 31, 2014 have been also presented for such business operation of the subsidiary as profit from discontinued operations which were previously presented as continued operations.



Nisakorn Songmanee
Certified Public Accountant (Thailand)
Registration No. 5035

BANGKOK
February 24, 2016

DELOITTE TOUCHE TOHMATSU JAIYOS AUDIT CO., LTD.

COUNTRY GROUP DEVELOPMENT PUBLIC COMPANY AND SUBSIDIARIES
STATEMENT OF FINANCIAL POSITION
AS AT DECEMBER 31, 2015

UNIT : BAHT

	Notes	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		As at	As at	As at	As at
		December 31,	December 31,	December 31,	December 31,
ASSETS		2015	2014	2015	2014
CURRENT ASSETS					
Cash and cash equivalents	5	1,253,822,159	534,733,086	204,558,559	107,289,251
Temporary investments	6	829,183,136	312,701,893	703,773,946	292,300,458
Trade and other receivables	7	713,955,551	111,620,424	39,537,942	52,345,392
Short-term loans to related companies	27.2	-	-	1,000,000,000	1,000,000,000
Land and cost of under					
project construction and utilities	8	1,562,334,523	1,159,126,653	854,846,279	726,403,423
Other current assets	9	107,731,927	26,046,775	143,187,977	44,671,833
Total Current Assets		4,467,027,296	2,144,228,831	2,945,904,703	2,223,010,357
NON-CURRENT ASSETS					
Deposits at bank under restrictions of use		-	49,371,019	-	-
Investment in available-for-sales	10	406,086,205	116,246,143	406,086,205	116,246,143
Investment in subsidiaries	27.1	-	-	1,278,717,258	1,278,717,258
Investment properties		-	1,276,094,600	-	-
Prepaid deposit for construction		708,364,589	8,935,367	-	-
Property, plant and equipment	11	807,544,384	570,919,999	16,343,308	18,457,691
Leasehold	12	99,973,099	99,973,099	3,781,994,396	3,781,994,396
Goodwill		3,614,375,768	3,614,375,768	-	-
Intangible assets	13	1,525,028	802,003	1,051,844	802,003
Deferred tax assets	14	11,024,968	17,208,849	13,329,342	8,032,166
Other non-current assets		25,501,138	13,657,175	10,241,274	13,217,175
Total Non-Current Assets		5,674,395,179	5,767,584,022	5,507,763,627	5,217,466,832
TOTAL ASSETS		10,141,422,475	7,911,812,853	8,453,668,330	7,440,477,189

Notes to the financial statements form an integral part of these financial statements

COUNTRY GROUP DEVELOPMENT PUBLIC COMPANY AND SUBSIDIARIES
STATEMENT OF FINANCIAL POSITION (CONTINUED)
AS AT DECEMBER 31, 2015

UNIT : BAHT

	Notes	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
		As at December 31, 2015	As at December 31, 2014	As at December 31, 2015	As at December 31, 2014
LIABILITIES AND SHAREHOLDERS' EQUITY					
CURRENT LIABILITIES					
Trade and other payables	15	292,436,628	176,596,540	86,550,914	97,640,636
Payable from purchase of investment from related company	27.4	-	-	578,984,744	553,147,622
Deposit and advance from customers		837,768,656	156,285,050	12,403,864	27,530,521
Bill of exchange	16	396,947,117	389,309,039	396,947,117	389,309,039
Deposits under lease agreement		-	50,058,770	-	-
Debenture - due within 1 year	19	1,500,000,000	-	1,500,000,000	-
Other current liabilities	17	31,540,351	52,937,056	28,382,335	25,810,738
Total Current Liabilities		<u>3,058,692,752</u>	<u>825,186,455</u>	<u>2,603,268,974</u>	<u>1,093,438,556</u>
NON-CURRENT LIABILITIES					
Long-term loans	18	1,000	576,509,002	1,000	1,000
Debenture	19	1,150,000,000	1,500,000,000	1,150,000,000	1,500,000,000
Post-employment benefits obligation	20	5,927,695	4,317,775	5,927,695	4,317,775
Other non-current liabilities		10,097,334	475,673	-	-
Total Non-Current Liabilities		<u>1,166,026,029</u>	<u>2,081,302,450</u>	<u>1,155,928,695</u>	<u>1,504,318,775</u>
TOTAL LIABILITIES		<u>4,224,718,781</u>	<u>2,906,488,905</u>	<u>3,759,197,669</u>	<u>2,597,757,331</u>
SHAREHOLDERS' EQUITY					
SHARE CAPITAL					
Authorized share capital	21				
10,814,953,771 ordinary shares of Baht 1 each		<u>10,814,953,771</u>		<u>10,814,953,771</u>	
10,081,725,948 ordinary shares of Baht 1 each			<u>10,081,725,948</u>		<u>10,081,725,948</u>
Issued and paid-up share capital					
7,336,294,461 ordinary shares of Baht 1 each, fully paid		7,336,294,461	7,336,294,461	7,336,294,461	7,336,294,461
DISCOUNT ON ORDINARY SHARE CAPITAL		(1,652,501,696)	(1,652,501,696)	(1,652,501,696)	(1,652,501,696)
ADJUSTMENT OF EQUITY INTERESTS					
UNDER REVERSE ACQUISITION		(732,872,059)	(732,872,059)	-	-
SURPLUS FROM CHANGE IN OWNERSHIP					
INTEREST IN SUBSIDIARY	2.2.1.2	1,149,163,554	-	-	-
		6,100,084,260	4,950,920,706	5,683,792,765	5,683,792,765
ACCUMULATED DEFICIT		(477,978,456)	(21,663,221)	(964,148,453)	(834,469,577)
OTHER COMPONENTS OF EQUITY		(16,579,632)	(43,933,537)	(25,173,651)	(6,603,330)
EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT		<u>5,605,526,172</u>	<u>4,885,323,948</u>	<u>4,694,470,661</u>	<u>4,842,719,858</u>
SHARE SUBSCRIPTION RECEIVED					
IN ADVANCE OF SUBSIDIARY	21.4	-	120,000,000	-	-
NON-CONTROLLING INTEREST					
		311,177,522	-	-	-
TOTAL SHAREHOLDERS' EQUITY		<u>5,916,703,694</u>	<u>5,005,323,948</u>	<u>4,694,470,661</u>	<u>4,842,719,858</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		<u>10,141,422,475</u>	<u>7,911,812,853</u>	<u>8,453,668,330</u>	<u>7,440,477,189</u>

Notes to the financial statements form an integral part of these financial statements

COUNTRY GROUP DEVELOPMENT PUBLIC COMPANY AND SUBSIDIARIES
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31, 2015

UNIT : BAHT

	Notes	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
		2015	2014	2015	2014
CONTINUED OPERATIONS					
REVENUES					
Revenues from sale condominium		479,367,781	546,382,920	479,367,781	546,382,920
Commission income		2,181,474	6,668,451	2,181,474	6,668,451
Interest income		1,801,242	2,145,862	88,720,854	34,368,968
Other income		9,502,456	3,987,042	34,596,950	10,466,062
Gain from currency forward transaction		2,520,000	-	2,520,000	-
Gain on exchange rate		9,273,287	195,746	-	-
Gain on sale of temporary investments		2,987,730	7,016,263	2,345,120	4,765,204
Gain on remeasuring temporary investments		4,067,162	21,961,589	2,702,018	21,831,214
Gain on sale of investment in available-for-sale		4,335,000	-	4,335,000	-
Total Revenues		516,036,132	588,357,873	616,769,197	624,482,819
EXPENSES					
Cost of condominium sale		319,696,961	410,875,848	319,696,961	410,875,848
Selling expenses		329,394,693	50,522,972	57,442,816	43,562,019
Administrative expenses		158,367,870	133,595,344	142,617,836	117,866,469
Loss on sale of investment in subsidiary	2.2.1.1	23,575,253	-	-	-
Loss on exchange rate		-	-	26,261,015	6,117,486
Directors and managements' remuneration	25	36,419,207	29,275,725	36,419,207	29,275,725
Total Expenses		867,453,984	624,269,889	582,437,835	607,697,547
PROFIT (LOSS) BEFORE FINANCE COSTS AND INCOME TAX					
		(351,417,852)	(35,912,016)	34,331,362	16,785,272
FINANCE COSTS		(165,025,154)	(109,863,404)	(165,025,154)	(109,909,746)
LOSS BEFORE INCOME TAX		(516,443,006)	(145,775,420)	(130,693,792)	(93,124,474)
INCOME TAX REVENUE	14	726,661	5,947,922	726,661	5,947,922
NET LOSS FROM CONTINUED OPERATIONS		(515,716,345)	(139,827,498)	(129,967,131)	(87,176,552)
DISCONTINUED OPERATIONS					
PROFIT FROM DISCONTINUED OPERATIONS	28	35,868,225	204,751,669	-	-
NET PROFIT (LOSS) FOR THE YEAR		(479,848,120)	64,924,171	(129,967,131)	(87,176,552)

COUNTRY GROUP DEVELOPMENT PUBLIC COMPANY AND SUBSIDIARIES
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2015

UNIT : BAHT

	Notes	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
		2015	2014	2015	2014
OTHER COMPREHENSIVE INCOME (LOSS)					
- NET OF INCOME TAX	14				
Items that may be reclassified subsequently to profit or loss					
Loss on remeasuring investment in available-for-sale		(18,570,321)	(6,603,330)	(18,570,321)	(6,603,330)
Exchange differences on translating financial statements of foreign operations		45,924,226	(34,813,446)	-	-
Items that may not be reclassified subsequently to profit or loss					
Actuarial gain from actuarial assumptions		288,255	2,385,050	288,255	2,385,050
OTHER COMPREHENSIVE INCOME (LOSS)					
FOR THE YEAR - NET OF INCOME TAX		27,642,160	(39,031,726)	(18,282,066)	(4,218,280)
TOTAL COMPREHENSIVE INCOME (LOSS)					
FOR THE YEAR - NET OF INCOME TAX		<u>(452,205,960)</u>	<u>25,892,445</u>	<u>(148,249,197)</u>	<u>(91,394,832)</u>
PROFIT (LOSS) ATTRIBUTABLE TO					
Owners of the parent		(456,603,490)	64,924,171	(129,967,131)	(87,176,552)
Non-controlling interests		<u>(23,244,630)</u>	-	-	-
		<u>(479,848,120)</u>	<u>64,924,171</u>	<u>(129,967,131)</u>	<u>(87,176,552)</u>
TOTAL COMPREHENSIVE INCOME (LOSS)					
ATTRIBUTABLE TO					
Owners of the parent		(428,961,330)	25,892,445	(148,249,197)	(91,394,832)
Non-controlling interests		<u>(23,244,630)</u>	-	-	-
		<u>(452,205,960)</u>	<u>25,892,445</u>	<u>(148,249,197)</u>	<u>(91,394,832)</u>
BASIC EARNINGS (LOSS) PER SHARE	26				
Basic earnings (loss) per share					
from continued and discontinued operations	Baht	(0.062)	0.009	(0.018)	(0.012)
Basic loss per share					
from continued operations	Baht	(0.067)	(0.019)	(0.018)	(0.012)
Weighted average number of ordinary shares	Shares	7,336,294,461	7,170,880,762	7,336,294,461	7,170,880,762

Notes to the financial statements form an integral part of these financial statements

COUNTRY GROUP DEVELOPMENT PUBLIC COMPANY AND SUBSIDIARIES
STATEMENT OF CHANGES IN SHAREHOLDER'S EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2015

UNIT : BAHT

CONSOLIDATED FINANCIAL STATEMENTS													
Notes	Issued and paid-up share capital	Discount on ordinary share capital	Adjustment of equity interests under reverse acquisition	Surplus from change in ownership interest in subsidiary	Owners of the parent				Other components of equity				Total
					Accumulated deficit	Loss on remeasuring investments in available for sales	Exchange differences on translating financial statements of a foreign operations	Surplus from acquisition under common control	Total other components of the parent equity	Share subscription received in advance of subsidiary	Non-controlling interests	Total shareholders' equity	
Beginning balance as at January 1, 2014	6,982,294,461	(1,741,001,696)	(732,872,059)	-	(88,972,442)	-	(1,893,285)	(623,476)	(2,516,761)	-	-	4,416,931,503	
Increase in share capital	354,000,000	88,500,000	-	-	-	-	-	-	-	-	-	442,500,000	
Share subscription received in advance of subsidiary	-	-	-	-	-	-	-	-	-	120,000,000	-	120,000,000	
Total comprehensive income (loss) for the year	-	-	-	-	67,309,221	(6,603,330)	(34,813,446)	-	(41,416,776)	-	-	25,892,445	
Ending balance as at December 31, 2014	7,336,294,461	(1,652,501,696)	(732,872,059)	-	(21,663,221)	(6,603,330)	(36,706,731)	(623,476)	(43,933,537)	120,000,000	-	5,005,323,948	
Beginning balance as at January 1, 2015	7,336,294,461	(1,652,501,696)	(732,872,059)	-	(21,663,221)	(6,603,330)	(36,706,731)	(623,476)	(43,933,537)	120,000,000	-	5,005,323,948	
Increase in share capital	-	-	-	-	-	-	-	-	-	(120,000,000)	1,483,585,706	1,363,585,706	
Surplus from change in ownership interest in subsidiary	-	-	-	1,149,163,554	-	-	-	-	-	-	(1,149,163,554)	-	
Total comprehensive income (loss) for the year	-	-	-	-	(456,315,235)	(18,570,321)	45,924,226	-	27,353,905	-	(23,244,630)	(452,205,960)	
Ending balance as at December 31, 2015	7,336,294,461	(1,652,501,696)	(732,872,059)	1,149,163,554	(477,978,456)	(25,173,651)	9,217,495	(623,476)	(16,579,632)	-	311,177,522	5,916,703,694	

Notes to the financial statements form an integral part of these financial statement

COUNTRY GROUP DEVELOPMENT PUBLIC COMPANY AND SUBSIDIARIES
STATEMENT OF CHANGES IN SHAREHOLDER'S EQUITY (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2015

SEPARATE FINANCIAL STATEMENTS						UNIT : BAHT
	Notes	Issued and paid-up share capital	Discount on ordinary share capital	Accumulated deficit	Other components of equity	Total shareholders' equity
					Loss on remeasuring investments in available for sales	
Beginning balance as at January 1, 2014		6,982,294,461	(1,741,001,696)	(749,678,075)	-	4,491,614,690
		354,000,000	88,500,000	-	-	442,500,000
		-	-	(84,791,502)	(6,603,330)	(91,394,832)
		7,336,294,461	(1,652,501,696)	(834,469,577)	(6,603,330)	4,842,719,858
Beginning balance as at January 1, 2015		7,336,294,461	(1,652,501,696)	(834,469,577)	(6,603,330)	4,842,719,858
		-	-	(129,678,876)	(18,570,321)	(148,249,197)
		7,336,294,461	(1,652,501,696)	(964,148,453)	(25,173,651)	4,694,470,661

Notes to the financial statements form an integral part of these financial statements

COUNTRY GROUP DEVELOPMENT PUBLIC COMPANY AND SUBSIDIARIES
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2015

UNIT : BAHT

	Notes	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		2015	2014	2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES					
Profit (loss) before income tax		(468,050,222)	75,463,029	(130,693,792)	(93,124,474)
Adjustment for:					
Depreciation and amortization		62,896,526	4,658,328	5,755,090	4,632,056
Gain on remeasuring temporary investments		(4,067,162)	(21,961,589)	(2,702,018)	(21,831,214)
Gain on sales of temporary investments		(2,987,730)	(7,016,263)	(2,345,120)	(4,765,204)
Allowance for doubtful debts		1,663,064	27,588,886	1,663,064	27,588,886
Loss on write-off other current assets		-	4,951,523	-	-
Loss on sale of investment in subsidiaries		23,575,253	-	-	-
Unrealized (gain) loss on exchange rate		(9,094,134)	1,754,480	26,261,015	7,599,624
Gain on remeasuring fair value of investment properties		-	(166,710,198)	-	-
Gain on sale of fixed assets		-	(226,124)	-	(226,124)
Loss on write off fixed assets		-	9,615	-	9,615
Post-employment benefits obligation		1,970,239	2,150,723	1,970,239	2,150,723
Interest income		(1,801,242)	(2,208,645)	(88,720,854)	(34,368,968)
Finance costs		188,420,621	126,266,133	165,025,154	109,909,746
Operating profit (loss) before					
changes in operating assets and liabilities		(207,474,787)	44,719,898	(23,787,222)	(2,425,334)
(Increase) decrease in operating assets					
Temporary investment		(509,426,351)	(403,196,808)	(406,426,350)	(385,176,807)
Trade and other receivables		(753,505,213)	(40,696,312)	12,807,450	16,546,884
Cash received from short-term loans					
to related companies		-	-	217,301,783	127,229,823
Cash paid to short-term loans					
to related companies		-	-	(217,450,000)	(1,007,512,053)
Short-term loans to other companies		-	(27,588,886)	-	(27,588,886)
Land and cost of under project construction					
and utilities		(403,207,870)	(288,036,910)	(128,442,856)	(6,455,842)
Other current assets		(69,971,733)	(3,173,361)	(6,382,192)	9,744,329
Prepaid deposit for construction		(699,429,222)	(8,935,367)	-	-
Leasehold		-	(6,258,228)	-	(6,258,228)
Other non-current assets		(11,843,963)	(8,579,393)	2,975,901	(8,139,393)
Increase (decrease) in operating liabilities					
Trade and other payables		145,413,707	85,227,067	(11,163,199)	36,599,368
Deposit and advance from customers		711,951,561	110,672,485	(15,126,657)	(18,082,044)
Deposits under lease agreement		9,794,519	50,058,770	-	-
Other current liabilities		(3,785,344)	8,982,227	1,215,432	1,972,287
Other non-current liabilities		9,621,661	-	-	-
Cash paid for operation		(1,781,863,035)	(486,804,818)	(574,477,910)	(1,269,545,896)
Cash received from interest		1,801,242	545,582	8,289,120	1,120,731
Cash paid for finance costs		(186,747,139)	(104,294,971)	(163,668,990)	(91,080,320)
Cash paid for income tax		(5,738,405)	(5,528,284)	(5,727,204)	(5,527,408)
Net cash used in operating activities		(1,972,547,337)	(596,082,491)	(735,584,984)	(1,365,032,893)

COUNTRY GROUP DEVELOPMENT PUBLIC COMPANY AND SUBSIDIARIES
STATEMENT OF CASH FLOWS (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2015

UNIT : BAHT

	Notes	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
		2015	2014	2015	2014
CASH FLOWS FROM INVESTING ACTIVITIES					
Cash paid for deposits at bank					
under restrictions of use		(9,638,033)	(49,371,019)	-	-
Cash paid for purchase of					
investments in available for sales		(313,052,962)	-	(313,052,962)	-
Cash paid for investment in subsidiaries		-	-	(275,675)	(729,137,480)
Cash received from sale of					
investment in subsidiary		788,351,004	-	-	-
Cash received from sale of investment to					
related company	4.1	-	-	-	149,999,700
Cash received from sale of assets to					
related company	4.2	-	-	-	238,302,878
Cash paid for assets held for sale		-	-	-	(3,982,918)
Cash paid for purchase of investment properties	4.3	-	(971,282,928)	-	-
Cash paid for purchase of fixed assets	4.4	(298,867,289)	(364,890,288)	(3,009,755)	(18,777,584)
Cash paid for purchase of intangible assets		(1,303,170)	-	(807,316)	-
Cash received from sale of fixed assets		-	395,532	-	395,532
Net cash provided by (used in) investing activities		<u>165,489,550</u>	<u>(1,385,148,703)</u>	<u>(317,145,708)</u>	<u>(363,199,872)</u>
CASH FLOWS FROM FINANCING ACTIVITIES					
Proceeds from short-term loan					
from related person and companies		-	70,000,000	-	70,000,000
Cash repayments for short-term loan					
from related person and companies		-	(70,000,000)	-	(91,246,902)
Proceeds from bill of exchange		-	630,000,000	-	630,000,000
Repayment for bill of exchange		-	(720,000,000)	-	(720,000,000)
Proceeds from issuing debenture		1,150,000,000	1,500,000,000	1,150,000,000	1,500,000,000
Proceeds from long-term loan from					
a domestic financial institution		-	108,000,000	-	108,000,000
Proceeds from long-term loan from					
a foreign financial institution		1,932,604	576,508,002	-	-

COUNTRY GROUP DEVELOPMENT PUBLIC COMPANY AND SUBSIDIARIES
STATEMENT OF CASH FLOWS (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2015

UNIT : BAHT

	Notes	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		2015	2014	2015	2014
CASH FLOWS FROM FINANCING ACTIVITIES					
(CONTINUED)					
Cash repayments for long-term loan from					
a domestic financial institution		-	(329,728,353)	-	(329,728,353)
Cash received from increase in share capital		-	442,500,000	-	442,500,000
Cash received from increase in share capital					
of subsidiary from non-controlling interest	2.2.1.2	1,363,585,706	-	-	-
Cash received from share subscription					
received in advance of subsidiary		-	120,000,000	-	-
Net cash provided by financing activities		2,515,518,310	2,327,279,649	1,150,000,000	1,609,524,745
Net increase (decrease) in cash and cash equivalents		708,460,523	346,048,455	97,269,308	(118,708,020)
Exchange differences on translating					
financial statements of foreign operations		10,628,550	(43,516,808)	-	-
Cash and cash equivalents at January 1,		534,733,086	232,201,439	107,289,251	225,997,271
Cash and cash equivalent at December 31,	5	1,253,822,159	534,733,086	204,558,559	107,289,251

Notes to the financial statements form an integral part of these financial statements

COUNTRY GROUP DEVELOPMENT PUBLIC COMPANY AND SUBSIDIARIES
NOTE TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2015

1. THE COMPANY AND ITS SUBSIDIARIES' GENERAL INFORMATION AND OPERATIONS

1.1 The Company's general information and operations

Country Group Development Public Company Limited ("the Company") was incorporated in Thailand on March 29, 1995. Later, the Company was registered as a public company limited on May 7, 1997. The Company was listed on the Market for Alternative Investment ("MAI") on June 25, 2007 and was listed on the Stock Exchange of Thailand ("SET") on September 30, 2014. The head office of the Company located at 898 Ploenchit Tower, 20th floor, Ploenchit Road, Lumpini, Pathum Wan, Bangkok. The principle businesses of the Company are a holding company and real estate.

1.2 Subsidiaries' general information and operations

1.2.1 Landmark Waterfront Residences Company Limited is incorporated in Thailand on August 22, 2008 and has registered its head office at 898 Ploenchit Tower, 20th floor, Ploenchit Road, Lumpini, Pathum Wan, Bangkok. Its main business is real estate.

1.2.2 Landmark Waterfront Hotel Company Limited is incorporated in Thailand on August 22, 2008 and has registered its head office at 898 Ploenchit Tower, 20th floor, Ploenchit Road, Lumpini, Pathum Wan, Bangkok. Its main business is hotel, restaurant and shop.

1.2.3 Landmark Urban Resort Hotel Company Limited is incorporated in Thailand on August 22, 2008 and has registered its head office at 898 Ploenchit Tower, 20th floor, Ploenchit Road, Lumpini, Pathum Wan, Bangkok. Its main business is hotel, restaurant and shop.

On December 29, 2014, the Extraordinary Shareholders' Meeting No. 1/2014 of the indirect subsidiaries (the Company indirectly hold share through Landmark Holding Company Limited) approved to liquidate the subsidiaries; Landmark Waterfront Residences Company Limited, Landmark Waterfront Hotel Company Limited, and Landmark Urban Resort Hotel Company Limited. This liquidation was effective on December 30, 2014 and all of the 3 subsidiaries have registered the dissolution with the Ministry of Commerce on December 30, 2014. Currently, all these subsidiaries are in the process of liquidation.

1.2.4 Landmark Holdings Company Limited is incorporated in Thailand on July 5, 2013 and has registered its head office at 898 Ploenchit Tower, 20th floor, Ploenchit Road, Lumpini, Pathum Wan, Bangkok. Its main business is trading, rent and real estate operations and a holding company.

1.2.5 BCEG Country Group Engineering Company Limited is incorporated in Thailand on July 5, 2013 and has registered its head office at 898 Ploenchit Tower, 20th floor, Ploenchit Road, Lumpini, Pathum Wan, Bangkok. Its main business is construction and building maintenance.

1.2.6 Chao Phraya Estate Residences Company Limited is incorporated in Thailand on October 20, 2014 and has registered its head office at 898 Ploenchit Tower, 20th floor, Ploenchit Road, Lumpini, Pathum Wan, Bangkok. Its main business is real estate management of Chao Phraya Estate Project.

1.2.7 CGD Data Limited is incorporated in Hong Kong on October 22, 2013 and has registered its head office at Suite 3004 Universal Trade CTR, 3-5A Arbuthnot Road, Central, Hong Kong. Its main business is holding company.

1.2.8 CGD Digital Partners Limited is incorporated in Mauritius on October 29, 2013 and has registered its head office at 8th Floor, Medine Mews, La Chaussee Street, Port Louis, Mauritius. Its main business is holding company.

- 1.2.9 APUK Limited is incorporated in Guernsey on October 16, 2013 and has registered its head office at Anson Court, La Route des Camps, St Martin, Guernsey, GY1 3UQ. Its main business is real estate.
- 1.2.10 CGUK 1 Limited is incorporated in Guernsey on July 31, 2015 and has registered its head office at Anson Court, La Route des Camps, St Martin, Guernsey, GY4 6AD. Its main business is real estate.

2. BASIS FOR PREPARATION AND PRESENTATION OF THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

2.1 Basis of preparation of the financial statements

- 2.1.1 The Company maintain its accounting records in Thai Baht and prepare its statutory financial statements in the Thai language in conformity with Thai Financial Reporting Standards and accounting practices generally accepted in Thailand.
- 2.1.2 The consolidated and separate financial statements have been prepared in accordance with the Thai Accounting Standard (TAS) No. 1 (Revised 2014) "Presentation of Financial Statements", and the Regulation of The Stock Exchange of Thailand (SET) dated January 22, 2001, regarding the preparation and submission of financial statements and reports for the financial position and results of operations of the listed companies B.E. 2544 and the Notification of the Department of Business Development dated September 28, 2011 regarding "The Brief Particulars in the Financial Statement B.E. 2554".
- 2.1.3 The financial statements have been prepared on a historical cost basis except otherwise disclosed in the accounting policies.

2.2 Basis of preparation of the consolidated financial statements

- 2.2.1 The consolidated financial statements are prepared by including the financial statements of Country Group Development Public Company Limited and its subsidiaries as follows:

Subsidiaries	Location	Type of business	Percentage of holding(%)	
			As at December 31, 2015	As at December 31, 2014
Direct subsidiaries				
Landmark Holdings Co., Ltd.	Thailand	Trading, rent and real estate operation and holding company	76.56	99.99
BCEG Country Group Engineering Co., Ltd.	Thailand	Construction and building maintenance	99.99	99.99
CGD Data Limited	Hong Kong	Holding company	100.00	100.00
CGD Digital Partners Limited	Mauritius	Holding company	100.00	100.00
Indirect subsidiaries				
Landmark Waterfront Residences Co., Ltd.	Thailand	Real estate	76.56 ⁽¹⁾	99.99 ⁽¹⁾
Landmark Waterfront Hotel Co., Ltd.	Thailand	Hotel, restaurant and shop	76.56 ⁽¹⁾	99.99 ⁽¹⁾
Landmark Urban Resort Hotel Co., Ltd.	Thailand	Hotel, restaurant and shop	76.56 ⁽¹⁾	99.99 ⁽¹⁾
Chao Phraya Estate Residences Co., Ltd.	Thailand	Real estate management of Chao Phraya Estate Project	76.56 ⁽¹⁾	100.00 ⁽¹⁾
APUK Limited	Guernsey	Real estate	-	100.00 ⁽²⁾
CGUK 1 Limited	Guernsey	Real estate	100.00 ⁽²⁾	-

⁽¹⁾ The Company holds shares indirectly through Landmark Holdings Company Limited.

⁽²⁾ The Company holds shares indirectly through CGD Digital Partners Limited.

- 2.2.1.1 On August 21, 2015, the Extraordinary General Meeting of Shareholders No.1/2015 approved to divest all of investment in APUK Limited (registered in Guernsey) ("the subsidiary"), which the Company invests in through its wholly owned subsidiary CGD Digital Partners Limited, to MFC Industrial Real Estate Investment Trust (REIT). In this connection, the REIT is not a related party to the Company. The total proceeds from the sale of the investment amounts to GBP 26 million, and the proceeds from the sale which will be deducted by the overseas loan repayments worth not more than GBP 11.2 million. Later, on December 14, 2015, CGD Digital Partners Limited sold its entire investment in APUK Limited. Therefore, the Company has no control over the subsidiary since that date. Moreover, the Company recognized loss from sale of investment in subsidiary in the amount of Baht 23.58 million in the consolidated financial statement for the year ended December 31, 2015.

In addition, according to sale and purchase agreement between CGD Digital Partners Limited ("the subsidiary") and the REIT, the subsidiary has the right to receive dividend income from APUK Limited some amount which it depend on the result of audit of financial information of APUK Limited as at December 14, 2015. The subsidiary will received the dividend income within 6 months from the selling date of investment. As at December 31, 2015 there is on the auditing process. Therefore, the subsidiary did not record such dividend income in the statement of profit or loss and other comprehensive income for the year ended December 31, 2015.

Therefore, in accordance with the Thai Financial Reporting Standard No. 5 (Revised 2014) "Non-current Assets Held for Sale and Discontinued Operations", the Company presented transactions related to business operation of the subsidiary as profit from discontinued operations in the consolidated statement of profit or loss and other comprehensive income for the year ended December 31, 2015. The consolidated statement of profit or loss and other comprehensive income for the year ended December 31, 2014, have been also presented for such business operation of the subsidiary as profit from discontinued operations which were previously presented as continued operations.

- 2.2.1.2 On September 25, 2015, the Extraordinary General Meeting of Shareholders of Landmark Holdings Company Limited ("the subsidiary") approved the increase of registered capital from the existing registered capital of Baht 147,000,000 (14,700,000 ordinary shares with a par value of Baht 10 per share) to Baht 210,000,000 (21,000,000 ordinary shares with a par value of Baht 10 per share). The subsidiary has registered some portions of the increase share capital in the amount of 4,500,000 shares, with the Department of Business Development, the Ministry of Commerce on October 5, 2015. The subsidiary received cash from increase of share capital Baht 1,363,585,706, when included the share subscription received in advance of Baht 120,000,000, therefore, total received for share subscription was Baht 1,483,585,706. This amount considered to be share capital of Baht 45,000,000 and surplus on ordinary share capital of Baht 1,438,585,706. It resulted that the subsidiary has registered share capital of Baht 192,000,000. However, the Company waive the right to buy capital increasing shares of the subsidiary (see Note 30.1). As a result, the proportion of the Company's shareholding was decreased from 99.99% to 76.56%. The increase of share capital in subsidiary resulting to the Company has surplus from change in ownership interest in subsidiary as follows:

(Unit : Baht)

Cash received from share subscription received in advance of subsidiary as at December 31, 2014	120,000,000
<u>Add</u> Cash received from increase in share capital of subsidiary from non-controlling interest during the year 2015	<u>1,363,585,706</u>
Total cash received for share subscription of subsidiary from non-controlling interest	1,483,585,706
<u>Less</u> Non-controlling interest upon the proportion of investment as at investment date	<u>(334,422,152)</u>
Surplus from change in ownership interest in subsidiary	<u>1,149,163,554</u>

2.2.2 The Company included financial statements of its subsidiaries (include its indirect subsidiaries) in preparing the consolidated financial statements since the Company has control both directly and indirectly over the subsidiaries' financial and operating policies to the date which the Company loses control over the subsidiaries.

2.2.3 The consolidated financial statements are the consolidation between the Company and its subsidiaries' accounts by eliminated intercompany transactions and balances including unrealized gain (loss) from these financial statements. The accounting policies of subsidiaries are adjusted to comply with the parent company in preparation of the consolidated financial statements. The non-controlling interests' information is separately presented in the consolidated statements of financial position and the consolidated statements of profit or loss and other comprehensive income.

2.2.4 The consolidated and separate financial statements as at December 31, 2014 which presented herein for comparison, has been derived from the consolidated and separate financial statements of the Company and its subsidiaries for the same period which have been audited.

2.3 Adoption of new and revised Thai Financial Reporting Standards

Since January 1, 2015, the Company and its subsidiaries have adopted the new and revised Thai Financial Reporting Standards (TFRSs) issued by the Federation of Accounting Professions, which are effective for the financial statements for the accounting period beginning on or after January 1, 2015 onwards, as follows:

Thai Accounting Standards (TAS)

TAS 1 (Revised 2014)	Presentation of Financial Statements
TAS 2 (Revised 2014)	Inventories
TAS 7 (Revised 2014)	Statement of Cash Flows
TAS 8 (Revised 2014)	Accounting Policies, Changes in Accounting Estimates and Errors
TAS 10 (Revised 2014)	Events after the Reporting Period
TAS 11 (Revised 2014)	Construction Contracts
TAS 12 (Revised 2014)	Income Taxes
TAS 16 (Revised 2014)	Property, Plant and Equipment
TAS 17 (Revised 2014)	Leases
TAS 18 (Revised 2014)	Revenue
TAS 19 (Revised 2014)	Employee Benefits
TAS 20 (Revised 2014)	Accounting for Government Grants and Disclosure of Government Assistance
TAS 21 (Revised 2014)	The Effects of Changes in Foreign Exchange Rates
TAS 23 (Revised 2014)	Borrowing Costs
TAS 24 (Revised 2014)	Related Party Disclosures
TAS 26 (Revised 2014)	Accounting and Reporting by Retirement Benefit Plans
TAS 27 (Revised 2014)	Separate Financial Statements
TAS 28 (Revised 2014)	Investments in Associates and Joint Ventures
TAS 29 (Revised 2014)	Financial Reporting in Hyperinflationary Economies
TAS 33 (Revised 2014)	Earnings Per Share
TAS 34 (Revised 2014)	Interim Financial Reporting
TAS 36 (Revised 2014)	Impairment of Assets
TAS 37 (Revised 2014)	Provisions, Contingent Liabilities and Contingent Assets
TAS 38 (Revised 2014)	Intangible Assets
TAS 40 (Revised 2014)	Investment Property

Thai Financial Reporting Standards (TFRS)

TFRS 2 (Revised 2014)	Share-based Payment
TFRS 3 (Revised 2014)	Business Combinations
TFRS 5 (Revised 2014)	Non-current Assets Held for Sale and Discontinued Operations
TFRS 6 (Revised 2014)	Exploration for and Evaluation of Mineral Assets
TFRS 8 (Revised 2014)	Operating Segments
TFRS 10	Consolidated Financial Statements
TFRS 11	Joint Arrangements
TFRS 12	Disclosure of Interests in Other Entities
TFRS 13	Fair Value Measurement

Thai Accounting Standards Interpretation (TSI)

TSI 10 (Revised 2014)	Government Assistance - No Specific Relation to Operating Activities
TSI 15 (Revised 2014)	Operating Leases - Incentives
TSI 25 (Revised 2014)	Income Taxes - Change in the Tax Status of an Enterprise or its Shareholders
TSI 27 (Revised 2014)	Evaluating the Substance of Transactions in the Legal Form of a Lease
TSI 29 (Revised 2014)	Disclosure - Service Concession Arrangements
TSI 31 (Revised 2014)	Revenue - Barter Transactions Involving Advertising Services
TSI 32 (Revised 2014)	Intangible Assets - Web Site Costs

Thai Financial Reporting Interpretation (TFRI)

TFRI 1 (Revised 2014)	Changes in Existing Decommissioning, Restoration and Similar Liabilities
TFRI 4 (Revised 2014)	Determining Whether an Arrangement Contains a Lease
TFRI 5 (Revised 2014)	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
TFRI 7 (Revised 2014)	Applying the Restatement Approach under TAS 29 (Revised 2014) Financial Reporting in Hyperinflationary Economies
TFRI 10 (Revised 2014)	Interim Financial Reporting and Impairment
TFRI 12 (Revised 2014)	Service Concession Arrangements
TFRI 13 (Revised 2014)	Customer Loyalty Programmes
TFRI 14	TAS 19 (Revised 2014) - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction
TFRI 15 (Revised 2014)	Agreements for the Construction of Real Estate
TFRI 17 (Revised 2014)	Distributions of Non-cash Assets to Owners
TFRI 18 (Revised 2014)	Transfers of Assets from Customers
TFRI 20	Stripping Costs in the Production Phase of a Surface Mine

In addition, the Federation of Accounting Professions issued the Notification regarding the Conceptual Framework for Financial Reporting (Revised 2015), which was announced in the Royal Gazette and effective from November 6, 2015 onwards to replace the Conceptual Framework for Financial Reporting (Revised 2014).

The above TFRSs and the Conceptual Framework for Financial Reporting have no material impact on the consolidated and separate financial statements, except for the followings:

New Standard on Fair Value Measurement*Impact of the application of TFRS 13*

The Company and its subsidiaries have applied TFRS 13 for the first time in the current period. TFRS 13 establishes a single source of guidance for fair value measurements and disclosures about fair value measurements. The scope of TFRS 13 is broad; the fair value measurement requirements of TFRS 13 apply to both financial instrument items and non-financial instrument items for which other TFRSs require or permit fair value measurements and disclosures about fair value measurements, except for share-based payment transactions that are within the scope of TFRS 2 (Revised 2014) "Share-based Payment", leasing transactions that are within the scope of TAS 17 (Revised 2014) "Leases", and measurements that have some similarities to fair value but are not fair value (e.g. net realizable value for the purposes of measuring inventories or value in use for impairment assessment purposes).

TFRS 13 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal market at the measurement date under current market conditions. Fair value under TFRS 13 is an exit price regardless of whether that price is directly observable or estimated using another valuation technique. Also, TFRS 13 includes extensive disclosure requirements.

TFRS 13 requires prospective application for the financial statements for the periods beginning on or after January 1, 2015 onwards. In addition, specific transitional provisions were given to entities such that they need not apply the disclosure requirements set out in the Standard in comparative information provided for periods before the initial application of this Standard. Therefore, in accordance with these transitional provisions, the consolidated and separate financial statements have not made any new disclosures required by TFRS 13 for the 2014 comparative period. Other than the additional disclosures, the application of TFRS 13 has not had any material impact on the amounts recognized in the consolidated and separate financial statements.

2.4 Thai Financial Reporting Standards announced in the Royal Gazette but not yet effective

The Federation of Accounting Professions issued the Notifications regarding the Thai Financial Reporting Standards ("TFRSs"), which are announced in the Royal Gazette and effective for the financial statements for the accounting periods beginning on or after January 1, 2016 onwards as follows:

Thai Accounting Standards ("TAS")

TAS 1 (Revised 2015)	Presentation of Financial Statements
TAS 2 (Revised 2015)	Inventories
TAS 7 (Revised 2015)	Statement of Cash Flows
TAS 8 (Revised 2015)	Accounting Policies, Changes in Accounting Estimates and Errors
TAS 10 (Revised 2015)	Events after the Reporting Period
TAS 11 (Revised 2015)	Construction Contracts
TAS 12 (Revised 2015)	Income Taxes
TAS 16 (Revised 2015)	Property, Plant and Equipment
TAS 17 (Revised 2015)	Leases
TAS 18 (Revised 2015)	Revenue
TAS 19 (Revised 2015)	Employee Benefits
TAS 20 (Revised 2015)	Accounting for Government Grants and Disclosure of Government Assistance
TAS 21 (Revised 2015)	The Effects of Changes in Foreign Exchange Rate
TAS 23 (Revised 2015)	Borrowing Costs
TAS 24 (Revised 2015)	Related Party Disclosures
TAS 26 (Revised 2015)	Accounting and Reporting by Retirement Benefit Plans
TAS 27 (Revised 2015)	Separate Financial Statements
TAS 28 (Revised 2015)	Investments in Associates and Joint Ventures
TAS 29 (Revised 2015)	Financial Reporting in Hyperinflationary Economies
TAS 33 (Revised 2015)	Earnings per Share
TAS 34 (Revised 2015)	Interim Financial Reporting
TAS 36 (Revised 2015)	Impairment of Assets
TAS 37 (Revised 2015)	Provisions, Contingent Liabilities and Contingent Assets
TAS 38 (Revised 2015)	Intangible assets
TAS 40 (Revised 2015)	Investment Property

Thai Financial Reporting Standards ("TFRS")

TFRS 2 (Revised 2015)	Share-based Payment
TFRS 3 (Revised 2015)	Business Combinations
TFRS 4 (Revised 2015)	Insurance Contracts
TFRS 5 (Revised 2015)	Non-current Assets Held for Sale and Discontinued Operations
TFRS 6 (Revised 2015)	Exploration for and Evaluation of Mineral Assets
TFRS 8 (Revised 2015)	Operating Segments
TFRS 10 (Revised 2015)	Consolidated Financial Statements
TFRS 11 (Revised 2015)	Joint Arrangements
TFRS 12 (Revised 2015)	Disclosure of Interests in Other Entities
TFRS 13 (Revised 2015)	Fair Value Measurement

Thai Accounting Standards Interpretations ("TSIC")

TSIC 10 (Revised 2015)	Government Assistance - No Specific Relation to Operating Activities
TSIC 15 (Revised 2015)	Operating Leases - Incentives
TSIC 25 (Revised 2015)	Income Taxes - Change in the Tax Status of an Enterprise or its Shareholders
TSIC 27 (Revised 2015)	Evaluating the Substance of Transactions in the Legal Form of a Lease
TSIC 29 (Revised 2015)	Disclosure - Service Concession Arrangements
TSIC 31 (Revised 2015)	Revenue - Barter Transactions Involving Advertising Services
TSIC 32 (Revised 2015)	Intangible Assets - Web Site Costs

Thai Financial Reporting Standard Interpretations ("TFRIC")

TFRIC 1 (Revised 2015)	Changes in Existing Decommissioning, Restoration and Similar Liabilities
TFRIC 4 (Revised 2015)	Determining whether an Arrangement contains a Lease
TFRIC 5 (Revised 2015)	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
TFRIC 7 (Revised 2015)	Applying the Restatement Approach under IAS 29 Financial Reporting in Hyperinflationary Economies
TFRIC 10 (Revised 2015)	Interim Financial Reporting and Impairment
TFRIC 12 (Revised 2015)	Service Concession Arrangements
TFRIC 13 (Revised 2015)	Customer Loyalty Programmes
TFRIC 14 (Revised 2015)	TAS 19 (Revised 2015) - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction
TFRIC 15 (Revised 2015)	Agreements for the Construction of Real Estate
TFRIC 17 (Revised 2015)	Distributions of Non-cash Assets to Owners
TFRIC 18 (Revised 2015)	Transfers of Assets from Customers
TFRIC 20 (Revised 2015)	Stripping Costs in the Production Phase of a Surface Mine
TFRIC 21	Levies

Guideline on Accounting

Guideline on Accounting regarding Recognition and Measurement of Bearer Plants

The Company's and its subsidiaries' managements are in the process to assess the impact of these TFRSs on the financial statements in the period of initial application.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 The Company and its subsidiaries recognize their revenue and expenses, as follows:

- 3.1.1 Revenue from the sale of residential condominium units are recognized as revenue when transfer of significant risks and rewards to the buyer.
- 3.1.2 Rental income from investment property is recognized in the statement of profit or loss and other comprehensive income on a straight-line basis over the lease term.
- 3.1.3 Dividend income is recognized in the statement of profit or loss and other comprehensive income when the right to receive the dividend is established. Dividend from investments in marketable securities will recognize when the dividend is declared.
- 3.1.4 Other incomes and expenses are recognized based on an accrual basis.

3.2 For cost of sales of residential condominium units, the Company has allotted total development costs which expected to occur (also considering actual costs incurred) to the residential condominium units sold on the basis of the sales area and the selling price and recognized as cost of condominium sale in the statement of profit or loss and other comprehensive income.

Related expenses with the sale, such as specific taxes, transfer fees are recognized as an expense when it is sold.

- 3.3 Cash and cash equivalents consist of cash on hand and cash at financial institutions except cash at financial institutions which maturity of refund over 3 months and cash at bank with obligation.

- 3.4 Trade receivables are presented on net realizable value.

The Company and its subsidiaries estimate the allowance for doubtful accounts based on the assessment of the management on the loss would be occurred from the ending balance of trade receivables. The estimate encompasses consideration of past collection experiences and other factors and the local economic conditions. Doubtful accounts are recognized as an expense in the statement of profit or loss and other comprehensive income.

- 3.5 Land and cost of under project construction and utilities

3.5.1 Land and cost of under project construction and utilities are stated at the lower of cost and net realizable value. The project cost consists of cost of land, development cost, construction cost, miscellaneous direct expenses of the project and borrowing costs. Borrowing costs will be stopped to recognize as cost whenever the construction project have been completed or stop development.

3.5.2 Borrowing costs for the construction or production of an asset that necessarily takes a substantial period of time to get ready for use or sale that have been included as capitalized until the assets are ready to be used according to the purpose. The other borrowing costs are recognized as expenses in the period incurred. Borrowing costs consist of interest and other costs arising from the borrowing.

- 3.6 Assets held for Sale

Assets held for sale which are assets occurred from discontinued operation which their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the disposal assets are available for immediate sale in its present condition.

Assets classified as assets held for sale are measured at the lower of assets' carrying amount and fair value less cost to sell.

- 3.7 Investments

3.7.1 Investments in subsidiaries in the separate financial statements are stated at cost less allowance for impairment (if any). The Company recognized loss from impairment of investment in subsidiaries in the statement of profit or loss and other comprehensive income without the goodwill amortization. Investment in subsidiaries represent the investment in those companies held not less than 50% of the equity or controlled both directly or indirectly by the Company. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

3.7.2 Investments in marketable securities held for trading purposes are classified as current assets and are carried at fair value. Gain or loss on changes in market values are recognized in the statement of profit or loss and other comprehensive income. The fair value of trading investments is determined as the quoted bid price at the statement of financial position date. If the Company disposes of part of its holding of a particular investment, the deemed cost of the part sold is determined using the weighted average method applied to the carrying value of the total holding of the investment. On disposal of an investment, the difference between net disposal proceeds and the carrying amount is recognized as gain (loss) on disposal of trading investments.

- 3.7.3 Marketable equity securities other than those securities held for trading are classified as available-for-sale investments. Available-for-sale investments are, subsequent to initial recognition, stated at fair value, and changes therein, other than impairment losses on available-for-sale monetary items, are recognized in other components of equity through other comprehensive income. Impairment losses are recognized in the statement of profit or loss and other comprehensive income. When these investments are derecognized, the cumulative gain or loss previously recognized directly in other comprehensive income is recognized in the statement of profit or loss and other comprehensive income.

3.8 Investment property

Investment property that is held to earn for rental or for capital appreciation or both, rather than for sale in the ordinary course of business or use in the production or supply of goods or services or for administrative purposes.

The Company and its subsidiaries measured investment property initially at its cost, including related transaction costs. After initial recognition, investment property is measured at fair value. Fair value has been determined by the independent professional appraisers.

Investment properties consist of land and Data Center building located in London, United Kingdom.

The cost of a purchased investment property comprises its purchase price and any directly attributable expenditure. Directly attributable expenditure includes professional fees for legal services, property transfer taxes and other transaction costs.

The Company and its subsidiaries recognized gain or loss arising from a change in the fair value of investment property in the statement of profit or loss and other comprehensive income for the period in which it arises.

- 3.9 Building and equipment of the Company and its subsidiaries are stated at cost less accumulated depreciation and impairment (if any). Depreciation is calculated by the straight-line method, based on the estimated useful life of assets as follows:

Building and building improvement	3 and 5	Years
Furniture and fixtures	3 and 5	Years
Office equipment and tools	3 and 5	Years
Vehicles	5	Years

3.10 Leasehold

Leasehold are recorded at cost less impairment (if any). Leasehold will be amortized in the statement of profit or loss and other comprehensive income on the straight-line method, based on the lease period.

3.11 Intangible assets and amortization

Intangible assets are stated at costs less accumulated amortization. Impairment will be tested annually and allowance for impairment is recognized as expense in the statement of profit or loss and other comprehensive income.

Amortization

Amortization is charged to the statement of profit or loss and other comprehensive income. Amortization are calculated by the straight-line method, based on the expected periods of economic useful life of intangible assets. The expected periods of economic useful life is stated as follows:

Program computer	5 and 10	Years
------------------	----------	-------

3.12 Business combinations and goodwill

Business combinations are accounted by using the acquisition method. The Company (acquirer) measures the cost of the acquisition by using the fair value at the acquisition date of consideration transferred, and the amount of any non-controlling interest in the acquiree for each business combination, the acquirer measures the non-controlling interest, if any, in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets.

Acquisition-related cost are accounted as expenses in the periods in which the costs are incurred and the services are received.

Goodwill is initially recorded at cost, being the excess of cost of business combination over the fair value of the net identifiable assets, of the acquired business.

Goodwill is subsequently carried at cost less any accumulated impairment losses with impairment being tested annually and when circumstances indicate that the carrying value may be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the Company's cash generating units (or group of cash-generating units) that are expected to benefit from the synergies of the combination. The Company estimates the recoverable amount of each cash-generating unit (or group of cash-generating units). Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognized in the statement of profit or loss and other comprehensive income. Impairment losses relating to goodwill cannot be reversed in future periods.

3.13 Income tax

Income tax expense (income) represents the sum of the current tax and deferred tax.

Current tax

The current tax is tax that has to pay by calculating on taxable profit for the year. Taxable profit differs from profit that reported in the statement of profit or loss and other comprehensive income because it excludes items that can count as income or taxable expenses in other years, and not include the items that cannot count as taxable income or taxable expenses. Current tax is calculated by using tax rates that have been enacted or subsequently enacted at the statement of financial position date.

Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax basis used in the computation of taxable profit (tax base). Deferred tax liabilities are generally recognized for all taxable temporary differences, and deferred tax assets are generally recognized for temporary differences to the extent that it is probable that taxable profits will be available against which those temporary differences can be utilized. The carrying amount of deferred tax assets is reviewed at the reporting date. Deferred tax asset shall be reduced to the extent that utilized taxable profits are decreased. Any such reduction shall be reversed to the extent that it becomes probable that sufficient taxable profit will be available to allow total or part of the asset to be recovered.

The Company and its subsidiaries calculated deferred tax assets and liabilities at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates that have been enacted or substantively enacted at the end of the reporting period.

Current tax assets and liabilities are offset when the Company and its subsidiaries have a legally enforceable right to set off the recognized amounts and the Company and its subsidiaries intend to settle on a net basis or to realize the asset and settle the liability simultaneously and when deferred tax assets and liabilities are related to income taxes levied by the same taxation authority.

The Company and its subsidiaries has presented income tax expenses or income related to profit or loss in the statement of profit or loss and other comprehensive income. Deferred income tax are recognized directly in the statement of changes in shareholders' equity if the income tax relate to the transactions that recognized directly in shareholder's equity.

3.14 Employee benefits

3.14.1 Short-term benefits

The Company and its subsidiaries record the payment to workmen's compensation fund as expenses throughout the accounting period.

The Company and its subsidiaries record the payment to provident fund as expenses throughout the accounting period.

3.14.2 Long-term benefits

The Company and its subsidiaries have obligations in respect of the severance payments it 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 under Labor, Protection Act calculated by using Projected Unit Credit Method, which is an estimated present value of future cash flows that would be paid in the future, based on actuarial assumptions. Such method is made based on various assumptions, including salaries, turnover rate, discount rate, mortality rate, years of service and other factors. Discount rate used to calculate the post-employment benefit obligations is based on yield rate of government bond.

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

3.15 Provisions

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

3.16 The Company and its subsidiaries are recorded foreign currency transactions at the following exchange rates:

3.16.1 Foreign currency transactions

- Foreign currency transactions are translated into Baht at exchange rates prevailing at the transaction dates.
- Assets and liabilities denominated in foreign currencies outstanding at the statement of financial position date are translated into Baht at the exchange rates determined by the Bank of Thailand.
- Gains or losses on foreign exchange arising on settlements and conversion are recognized as income or expense in the statement of profit or loss and other comprehensive income.

3.16.2 Foreign operations

- Assets and liabilities of foreign operations are translated to Baht using the exchange rate at the reporting date.
- Income and expenses of foreign operations are translated to Baht using the exchange rate at the close of the transaction date.
- The difference between revaluation are recorded in the statement of profit or loss and other comprehensive income and presented as exchange differences on translation financial statement of a foreign operation under other components of equity until sell such investment.
- When the debt repayments that are receivables or payables with foreign operations, the transaction is not expected to have a repayment plan or no possibility to pay in the near future. Gains and losses on exchange of financial transaction will be considered as part of a net investment in a foreign operation and recognized in other comprehensive income and are presented on exchange differences in equity until the investment is sold out.

3.17 Long-term lease

Operating leases

Leases of assets which all the risks and rewards of ownership are effectively retained by the lessors are classified as operating leases. Lease payments under an operating lease are recognized as expenses in the statement of profit or loss and other comprehensive income base on the straight-line method over the lease term.

3.18 Earnings (loss) per share

- Basic earnings (loss) per share are calculated by dividing the net profit (loss) for the year by the sum of weighted average number of the ordinary shares held by outside parties outstanding during the year.
- Diluted earnings (loss) per share is computed by dividing net profit (loss) for the year by the sum of weighted average number of ordinary shares in issue during the year plus weighted average number of ordinary shares to be issued upon conversion of warrants into ordinary shares.

3.19 Fair value measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company and its subsidiaries take into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated and separate financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of TFRS 2 (Revised 2014), leasing transactions that are within the scope of TAS 17 (Revised 2014), and measurements that have some similarities to fair value but are not fair value, such as net realizable value in TAS 2 (Revised 2014) or value in use in TAS 36 (Revised 2014).

In addition, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2 inputs are inputs, other than quoted prices included within Level 1, which are observable for the asset or liability, either directly or indirectly.

Level 3 inputs are unobservable inputs for the asset or liability.

3.20 Use of accounting estimates

The preparation of financial statements in conformity with Thai Financial Reporting Standards requires the management of the Company and its subsidiaries to exercise judgment in order to determine the accounting policies, estimates and assumptions that affect the reported amounts of assets, liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expense during the reporting period. Although these estimates are based on management's reasonable consideration of current events, actual results may differ from these estimates.

4. SUPPLEMENTARY OF CASH FLOWS

Non-cash items as at December 31, are as follows:

4.1 Receivable from sale of investments to a related company

	(Unit : Baht)	
	SEPARATE	
	FINANCIAL STATEMENTS	
	2015	2014
Receivable from sale of investments to a related company - brought forward as at January 1,	-	-
Sale of investments to a related company	-	149,999,700
<u>Less</u> Cash received from sale of investments to a related company	-	(149,999,700)
Receivable from sale of investments to a related company - carried forward as at December 31,	-	-

4.2 Receivable from sale of assets to a related company

	(Unit : Baht)	
	SEPARATE	
	FINANCIAL STATEMENTS	
	2015	2014
Receivable from sale of assets to a related company - brought forward as at January 1,	-	-
Sale of assets to a related company	-	238,302,878
<u>Less</u> Cash received from sale of assets to a related company	-	(238,302,878)
Receivable from sale of assets to a related company - carried forward as at December 31,	-	-

4.3 Prepaid deposits for land and buildings

	(Unit : Baht)	
	CONSOLIDATED	
	FINANCIAL STATEMENTS	
	2015	2014
Prepaid deposits for land and buildings - brought forward as at January 1,	-	138,101,474
<u>Add</u> Cash paid for purchase of land and Data Center building	-	971,282,928
<u>Less</u> Purchase price of land and Data Center building	-	(1,109,384,402)
Prepaid deposits for land and buildings - carried forward as at December 31,	-	-

4.4 Fixed asset payables

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2015	2014	2015	2014
Fixed asset payables - brought forward as at January 1,	-	10,377,033	-	-
<u>Add</u> Purchase of fixed assets	298,940,766	354,513,255	3,083,232	18,777,584
<u>Less</u> Cash paid for purchase of fixed assets	<u>(298,867,289)</u>	<u>(364,890,288)</u>	<u>(3,009,755)</u>	<u>(18,777,584)</u>
Fixed asset payables - carried forward as at December 31,	<u>73,477</u>	<u>-</u>	<u>73,477</u>	<u>-</u>

4.5 Payable from purchase of investment from a related company

	SEPARATE FINANCIAL STATEMENTS	
	2015	2014
Payable from purchase of investment from a related company - brought forward as at January 1,	553,147,622	-
<u>Add</u> Purchase of investment from a related company	-	547,579,834
<u>Add</u> Unrealized loss from exchange rate	26,112,797	7,599,624
<u>Less</u> Advance payment to a related company	-	(2,031,836)
<u>Less</u> Cash paid for purchase of investment from a related company	<u>(275,675)</u>	<u>-</u>
Payable from purchase of investment from a related company - carried forward as at December 31,	<u>578,984,744</u>	<u>553,147,622</u>

5. CASH AND CASH EQUIVALENTS

Cash and cash equivalents consist of:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	As at December 31, 2015	As at December 31, 2014	As at December 31, 2015	As at December 31, 2014
Cash	77,774	32,389	17,736	32,321
Saving account	1,247,730,785	520,521,803	198,944,251	93,078,036
Current account	<u>6,013,600</u>	<u>14,178,894</u>	<u>5,596,572</u>	<u>14,178,894</u>
Total cash and cash equivalents	<u>1,253,822,159</u>	<u>534,733,086</u>	<u>204,558,559</u>	<u>107,289,251</u>

6. TEMPORARY INVESTMENT

Temporary investment consists of:

	(Unit : Baht)			
	CONSOLIDATED FINANCIAL STATEMENTS			
	As at December 31, 2015		As at December 31, 2014	
	Cost/ Amortized cost	Fair value	Cost/ Amortized cost	Fair value
Trading securities				
Debt securities				
Unit trust	825,115,974	829,183,136	311,093,803	312,701,893
Add Unrealized gain on remeasurement	4,067,162	-	1,608,090	-
Total temporary investments	829,183,136	829,183,136	312,701,893	312,701,893

	(Unit : Baht)			
	SEPARATE FINANCIAL STATEMENTS			
	As at December 31, 2015		As at December 31, 2014	
	Cost/ Amortized cost	Fair value	Cost/ Amortized cost	Fair value
Trading securities				
Debt securities				
Unit trust	701,071,928	703,773,946	290,822,743	292,300,458
Add Unrealized gain on remeasurement	2,702,018	-	1,477,715	-
Total temporary investments	703,773,946	703,773,946	292,300,458	292,300,458

The movements of investment in trading securities during the years ended December 31, as follows:

	(Unit : Baht)	
	CONSOLIDATED FINANCIAL STATEMENTS	
	2015	2014
Book value as at January 1,	312,701,893	5,027,540
Amount of purchasing of securities	1,358,000,000	2,574,166,807
Amount of selling of securities	(845,585,919)	(2,163,953,736)
Changing in fair value of trade securities	4,067,162	1,608,090
Reclassifying to available for sales securities	-	(124,500,307)
Gain on transfer of investment	-	20,353,499
Book value as at December 31,	829,183,136	312,701,893

	(Unit : Baht)	
	SEPARATE FINANCIAL STATEMENTS	
	2015	2014
Book value as at January 1,	292,300,458	5,027,540
Amount of purchasing of securities	950,000,000	1,974,146,807
Amount of selling of securities	(541,228,530)	(1,584,204,796)
Changing in fair value of trade securities	2,702,018	1,477,715
Reclassifying to available for sales securities	-	(124,500,307)
Gain on transfer of investment	-	20,353,499
Book value as at December 31,	703,773,946	292,300,458

7. TRADE AND OTHER RECEIVABLES

Trade and other receivables consist of:

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	As at	As at	As at	As at
	December 31,	December 31,	December 31,	December 31,
	2015	2014	2015	2014
Trade receivable				
Trade receivable - overseas	-	30,071,024	-	-
Receivable installment due	6,012,022	1,837,298	6,012,022	1,837,298
Income due in contract	(6,012,022)	(1,837,298)	(6,012,022)	(1,837,298)
Total trade receivable	-	30,071,024	-	-
Other receivables				
Prepaid expenses	12,955,337	4,516,321	2,623,920	3,211,240
Advance	684,141	938,465	191,530	814,963
Prepaid deposit for construction	693,885,556	75,964,257	29,552,492	41,149,189
Other receivables	6,430,517	130,357	-	-
Other receivables - related company	-	-	7,170,000	7,170,000
Total trade and other receivables	713,955,551	111,620,424	39,537,942	52,345,392

8. LAND AND COST OF UNDER PROJECT CONSTRUCTION AND UTILITIES

Land and cost of under project construction and utilities consist of:

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	As at	As at	As at	As at
	December 31,	December 31,	December 31,	December 31,
	2015	2014	2015	2014
The Elements Project	854,846,279	726,403,423	854,846,279	726,403,423
Chao Phraya Estate Project	707,488,244	432,723,230	-	-
Total land and cost of under project construction and utilities	1,562,334,523	1,159,126,653	854,846,279	726,403,423

8.1 Land and cost of under project construction and utilities of The Elements Project consist of:

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	As at	As at	As at	As at
	December 31,	December 31,	December 31,	December 31,
	2015	2014	2015	2014
Land	299,113,725	299,113,725	299,113,725	299,113,725
Condominium construction	975,782,561	739,263,978	975,782,561	739,263,978
Cost of construction design	16,499,134	16,499,134	16,499,134	16,499,134
Other expenses of project	56,463,440	42,788,996	56,463,440	42,788,996
Utilities	155,047,276	53,228,565	155,047,276	53,228,565
Furniture	154,117,325	59,539,102	154,117,325	59,539,102
Finance cost	18,319,497	15,721,403	18,319,497	15,721,403
Total	1,675,342,958	1,226,154,903	1,675,342,958	1,226,154,903
Less Accumulated transferred to cost of condominium sold and transferred to selling expense to the present	(820,496,679)	(499,751,480)	(820,496,679)	(499,751,480)
Total land and cost of under project construction and utilities	854,846,279	726,403,423	854,846,279	726,403,423

During 2015 and 2014, the Company recorded borrowing costs as part of the cost of Property development projects in the separate financial statements in the amount of Baht 2.60 million and Baht 3.87 million, respectively.

The Company has mortgage land and building in future of The Elements Project stated in land and cost of under project construction and utilities to a financial institution for collaterals of long-term loans from a domestic financial institution which has initial mortgaged capital in the amount of Baht 883 million (see Note 18.1).

8.2 Land and cost of under project construction and utilities of Chao Phraya Estate Project consist of:

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	As at	As at	As at	As at
	December 31,	December 31,	December 31,	December 31,
	2015	2014	2015	2014
Condominium construction	534,488,461	295,827,180	-	-
Cost of construction design	94,554,195	78,151,553	-	-
Other expenses of project	78,445,588	58,744,497	-	-
Total land and cost of under project construction and utilities	707,488,244	432,723,230	-	-

9. OTHER CURRENT ASSETS

Other current assets consists of:

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	As at	As at	As at	As at
	December 31,	December 31,	December 31,	December 31,
	2015	2014	2015	2014
Accrued interest receivable	-	1,663,063	112,025,361	33,256,690
Withholding tax receivable	12,475,569	6,737,163	12,463,458	6,736,254
Revenue Department receivable	30,891,076	12,040,391	1,896,618	605,553
Others	64,365,282	5,606,158	16,802,540	4,073,336
Total other current assets	<u>107,731,927</u>	<u>26,046,775</u>	<u>143,187,977</u>	<u>44,671,833</u>

10. INVESTMENT IN AVAILABLE - FOR - SALES

Investment in available-for-sales consists of:

	CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS			
	As at December 31, 2015		As at December 31, 2014	
	Cost/ Amortized cost	Fair value	Cost/ Amortized cost	Fair value
Available-for-sales				
Marketable equity securities				
Ordinary securities	234,402,269	191,327,250	124,500,307	116,246,143
Warrants to purchase ordinary securities	-	11,607,955	-	-
Unit trust	203,151,000	203,151,000	-	-
<u>Less</u> Unrealized loss on remeasurement	<u>(31,467,064)</u>	<u>-</u>	<u>(8,254,164)</u>	<u>-</u>
Total available-for-sales	<u>406,086,205</u>	<u>406,086,205</u>	<u>116,246,143</u>	<u>116,246,143</u>

The movements of investment in available-for-sales during the years ended December 31, as follows:

	CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS	
	2015	2014
Book value as at January 1,	116,246,143	-
Amount of purchasing of securities	313,052,962	-
Transfer from trading securities	-	124,500,307
Changing in fair value of available for sales securities	<u>(23,212,900)</u>	<u>(8,254,164)</u>
Book value as at December 31,	<u>406,086,205</u>	<u>116,246,143</u>

11. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consist of:

As at December 31, 2015

Type of assets	CONSOLIDATED FINANCIAL STATEMENTS				(Unit : Baht)
	Balance as at December 31, 2014	Increase	Disposal/ write off	Transfer in (out)	Balance as at December 31, 2015
Cost					
Building	-	13,054,627	-	156,051,074	169,105,701
Building improvement	11,626,825	-	-	-	11,626,825
Furniture and fixtures	1,901,574	42,659	-	117,546,015	119,490,248
Office equipment and tools	8,010,344	5,757,341	-	-	13,767,685
Vehicle	250,000	240,000	-	-	490,000
Building under construction	554,550,129	279,846,139	-	(273,597,089)	560,799,179
Total	<u>576,338,872</u>	<u>298,940,766</u>	<u>-</u>	<u>-</u>	<u>875,279,638</u>
Less Accumulated depreciation					
Building	-	(40,094,480)	-	-	(40,094,480)
Building improvement	(2,231,738)	(2,324,488)	-	-	(4,556,226)
Furniture and fixtures	(840,870)	(17,788,528)	-	-	(18,629,398)
Office equipment and tools	(2,342,977)	(2,020,616)	-	-	(4,363,593)
Vehicle	(3,288)	(88,269)	-	-	(91,557)
Total	<u>(5,418,873)</u>	<u>(62,316,381)</u>	<u>-</u>	<u>-</u>	<u>(67,735,254)</u>
Property, plant and equipment	<u>570,919,999</u>				<u>807,544,384</u>

As at December 31, 2014

Type of assets	CONSOLIDATED FINANCIAL STATEMENTS				(Unit : Baht)
	Balance as at December 31, 2013	Increase	Disposal/ write off	Transfer in (out)	Balance as at December 31, 2014
Cost					
Building improvement	-	11,626,825	-	-	11,626,825
Furniture and fixtures	1,606,473	295,101	-	-	1,901,574
Office equipment and tools	3,489,415	4,544,109	(23,180)	-	8,010,344
Vehicle	988,680	250,000	(988,680)	-	250,000
Building under construction	216,752,909	337,797,220	-	-	554,550,129
Total	<u>222,837,477</u>	<u>354,513,255</u>	<u>(1,011,860)</u>	<u>-</u>	<u>576,338,872</u>
Less Accumulated depreciation					
Building improvement	-	(2,231,738)	-	-	(2,231,738)
Furniture and fixtures	(461,643)	(379,227)	-	-	(840,870)
Office equipment and tools	(1,096,398)	(1,250,008)	3,429	-	(2,342,977)
Vehicle	(640,850)	(191,846)	829,408	-	(3,288)
Total	<u>(2,198,891)</u>	<u>(4,052,819)</u>	<u>832,837</u>	<u>-</u>	<u>(5,418,873)</u>
Property, plant and equipment	<u>220,638,586</u>				<u>570,919,999</u>

	For the years ended December 31,	
	2015	2014
Depreciation	<u>62,316,381</u>	<u>4,052,819</u>

Costs of building and equipment which are fully depreciated but still in use presented in the consolidated financial statements as at December 31, 2015 and 2014 are Baht 1.71 million and Baht 0.92 million, respectively.

As at December 31, 2015

Type of assets	SEPARATE FINANCIAL STATEMENTS				(Unit : Baht)
	Balance as at December 31, 2014	Increase	Disposal/ write off	Transfer in (out)	Balance as at December 31, 2015
Cost					
Building	-	-	-	3,788,807	3,788,807
Building improvement	11,626,825	-	-	-	11,626,825
Furniture and fixtures	1,901,574	42,659	-	-	1,944,233
Office equipment and tools	6,951,445	2,372,214	-	-	9,323,659
Vehicle	250,000	-	-	-	250,000
Building under construction	3,120,448	668,359	-	(3,788,807)	-
Total	23,850,292	3,083,232	-	-	26,933,524
Less Accumulated depreciation					
Building	-	(951,432)	-	-	(951,432)
Building improvement	(2,231,738)	(2,324,488)	-	-	(4,556,226)
Furniture and fixtures	(840,870)	(379,544)	-	-	(1,220,414)
Office equipment and tools	(2,316,705)	(1,492,151)	-	-	(3,808,856)
Vehicle	(3,288)	(50,000)	-	-	(53,288)
Total	(5,392,601)	(5,197,615)	-	-	(10,590,216)
Property, plant and equipment	18,457,691				16,343,308

As at December 31, 2014

Type of assets	SEPARATE FINANCIAL STATEMENTS				(Unit : Baht)
	Balance as at December 31, 2013	Increase	Disposal/ write off	Transfer in (out)	Balance as at December 31, 2014
Cost					
Building improvement	-	11,626,825	-	-	11,626,825
Furniture and fixtures	1,606,473	295,101	-	-	1,901,574
Office equipment and tools	3,489,415	3,485,210	(23,180)	-	6,951,445
Vehicle	988,680	250,000	(988,680)	-	250,000
Building under construction	-	3,120,448	-	-	3,120,448
Total	6,084,568	18,777,584	(1,011,860)	-	23,850,292
Less Accumulated depreciation					
Building improvement	-	(2,231,738)	-	-	(2,231,738)
Furniture and fixtures	(461,643)	(379,227)	-	-	(840,870)
Office equipment and tools	(1,096,398)	(1,223,736)	3,429	-	(2,316,705)
Vehicle	(640,850)	(191,846)	829,408	-	(3,288)
Total	(2,198,891)	(4,026,547)	832,837	-	(5,392,601)
Property, plant and equipment	3,885,677				18,457,691

	For the years ended December 31,	
	2015	2014
Depreciation	5,197,615	4,026,547

Costs of building and equipment which are fully depreciated but still in use presented in the separate financial statements as at December 31, 2015 and 2014 are Baht 1.71 million and Baht 0.92 million, respectively.

12. LEASEHOLD

Consolidated financial statements

On December 6, 2005, Landmark Development Group Company Limited ("the former lessee"), entered into the land lease agreement with the Crown Property Bureau ("the lessor"). The initial lease period is 25 years to improve the area for commercial business.

Later, on May 8, 2013, Country Group Development Public Company Limited ("the lessee") entered into a land lease agreement on behalf of the former lessee with the lessor to support the purchase and transfer of the entire business of the Landmark Development Group Company Limited, which has terms and conditions as follows:

1. The lessee agrees to finish land development upon the lessee's project within construction period of the project and the lessee agrees to pay rental at specified rate in the agreement during the development period. The initial lease period is 25 years from the date the lessee finishes land development or the due date of construction period as specified in the agreement.
2. The lessee may make full prepayment for the residual of the rental period with the specified discount rate in the agreement and being allowed by the lessor. In the 15th year of rental period, the lessee has to submit its financial statement for the 14th year of operation to the lessor for consideration of incremental rental fee (if any) as specified terms in the agreement.
3. The lessor agrees to allow the lessee to propose for the extension of lease period (follow article 2) for another 25 years. The lessee shall notice to the lessee by written document not less than 24 months before maturity (follow article 2). The parties will maintain the lease terms according to the original agreement except for the rental fee, which provides a method and formula rents similar to calculating rents under the original contract and the percentage of the official appraisal of Land Department as specified in the agreement.

When the lease period (follow article 3) is matured, the lessor must allow the lessee to lease further according to the agreement. If other person proposes to lease at a higher rate, the lessor must notify the lessee. If the lessee agrees to pay rental at a rate equal to such other person, the lessor must allow the first rights to the lessee.

In the consolidated financial statements, leasehold consists of:

	(Unit : Baht)		
	CONSOLIDATED FINANCIAL STATEMENTS		
	Balance as at December 31, 2014	Purchases/ Acquisitions	Balance as at December 31, 2015
Leasehold - advance payment	20,000,000	-	20,000,000
Leasehold - compensation	67,743,465	-	67,743,465
Transfer fee	7,649,634	-	7,649,634
Rental under construction and land development	4,580,000	-	4,580,000
Total	99,973,099	-	99,973,099

	(Unit : Baht)		
	CONSOLIDATED FINANCIAL STATEMENTS		
	Balance as at December 31, 2013	Purchases/ Acquisitions	Balance as at December 31, 2014
Leasehold - advance payment	20,000,000	-	20,000,000
Leasehold - compensation	67,743,465	-	67,743,465
Transfer fee	4,051,406	3,598,228	7,649,634
Rental under construction and land development	1,920,000	2,660,000	4,580,000
Total	93,714,871	6,258,228	99,973,099

Separate financial statements

On May 15, 2013, the Company has paid for business transferring to Landmark Development Group Company Limited at fair value of Baht 3,700 million. The Company has been transferred both assets and liabilities of Landmark Development Group Company Limited included leasehold at fair value of Baht 3,769.76 million which have the acquisition at book value of Baht 87.74 million. The difference of Baht 3,682.02 million is recorded as leasehold in the separate financial statements.

On October 1, 2014, the Company entered into the land sublease agreement and assignment of leasehold rights with Landmark Holdings Company Limited, a subsidiary, to develop Chao Phraya Estate Project according to business structure and objective of the Company. The terms of determining rental and conditions of rental payment in the land sublease agreement shall be complied with the original lease contract, which the Company entered with the Crown Property Bureau.

In the separate financial statements, leasehold consists of:

	(Unit : Baht)		
	SEPARATE FINANCIAL STATEMENTS		
	Balance as at December 31, 2014	Purchases/ Acquisitions	Balance as at December 31, 2015
Leasehold - advance payment	20,000,000	-	20,000,000
Leasehold - compensation	67,743,465	-	67,743,465
Transfer fee	7,649,634	-	7,649,634
Surplus on the fair value of the merger	3,682,021,297	-	3,682,021,297
Rental under construction and land development	4,580,000	-	4,580,000
Total	3,781,994,396	-	3,781,994,396

	(Unit : Baht)		
	SEPARATE FINANCIAL STATEMENTS		
	Balance as at December 31, 2013	Purchases/ Acquisitions	Balance as at December 31, 2014
Leasehold - advance payment	20,000,000	-	20,000,000
Leasehold - compensation	67,743,465	-	67,743,465
Transfer fee	4,051,406	3,598,228	7,649,634
Surplus on the fair value of the merger	3,682,021,297	-	3,682,021,297
Rental under construction and land development	1,920,000	2,660,000	4,580,000
Total	3,775,736,168	6,258,228	3,781,994,396

13. INTANGIBLE ASSETS

Intangible assets consist of:

As at December 31, 2015

(Unit : Baht)

CONSOLIDATED FINANCIAL STATEMENTS

	Balance as at December 31, 2014	Increase	Disposal/ write off	Balance as at December 31, 2015
Program computer	3,458,500	1,303,170	-	4,761,670
<u>Less</u> Accumulated amortization	<u>(2,656,497)</u>	<u>(580,145)</u>	<u>-</u>	<u>(3,236,642)</u>
Intangible assets	<u>802,003</u>			<u>1,525,028</u>

As at December 31, 2014

(Unit : Baht)

CONSOLIDATED FINANCIAL STATEMENTS

	Balance as at December 31, 2013	Increase	Disposal/ write off	Balance as at December 31, 2014
Program computer	3,458,500	-	-	3,458,500
<u>Less</u> Accumulated amortization	<u>(2,050,988)</u>	<u>(605,509)</u>	<u>-</u>	<u>(2,656,497)</u>
Intangible assets	<u>1,407,512</u>			<u>802,003</u>

For the years ended
December 31,

	2015	2014
Amortization	<u>580,145</u>	<u>605,509</u>

As at December 31, 2015

(Unit : Baht)

SEPARATE FINANCIAL STATEMENTS

	Balance as at December 31, 2014	Increase	Disposal/ write off	Balance as at December 31, 2015
Program computer	3,458,500	807,316	-	4,265,816
<u>Less</u> Accumulated amortization	<u>(2,656,497)</u>	<u>(557,475)</u>	<u>-</u>	<u>(3,213,972)</u>
Intangible assets	<u>802,003</u>			<u>1,051,844</u>

As at December 31, 2014

(Unit : Baht)

SEPARATE FINANCIAL STATEMENTS

	Balance as at December 31, 2013	Increase	Disposal/ write off	Balance as at December 31, 2014
Program computer	3,458,500	-	-	3,458,500
<u>Less</u> Accumulated amortization	<u>(2,050,988)</u>	<u>(605,509)</u>	<u>-</u>	<u>(2,656,497)</u>
Intangible assets	<u>1,407,512</u>			<u>802,003</u>

For the years ended
December 31,

	2015	2014
Amortization	<u>557,475</u>	<u>605,509</u>

14. DEFERRED TAX ASSETS/ CORPORATE INCOME TAX

The movements of deferred tax assets and liabilities during the years ended December 31, 2015 and 2014 are as follows:

				(Unit : Baht)
CONSOLIDATED FINANCIAL STATEMENTS				
	Balance as at December 31, 2014	Items as recognized in profit or loss revenue (expenses)	Items recognized in other comprehensive income	Balance as at December 31, 2015
Deferred tax assets				
Allowance for doubtful debts	5,517,777	332,613	-	5,850,390
Loss on remeasurement of available-for-sales securities	1,650,834	-	4,642,579	6,293,413
Exchange differences on translating financial statements of a foreign operation	9,176,683	-	(11,481,057)	(2,304,374)
Post-employment benefits obligation	863,555	394,048	(72,064)	1,185,539
Deferred tax assets	<u>17,208,849</u>	<u>726,661</u>	<u>(6,910,542)</u>	<u>11,024,968</u>

				(Unit : Baht)
CONSOLIDATED FINANCIAL STATEMENTS				
	Balance as at December 31, 2013	Items as recognized in profit or loss revenue (expenses)	Items recognized in other comprehensive income	Balance as at December 31, 2014
Deferred tax assets				
Allowance for doubtful debts	-	5,517,777	-	5,517,777
Loss on remeasurement of available-for-sales securities	-	-	1,650,834	1,650,834
Exchange differences on translating financial statements of a foreign operation	473,321	-	8,703,362	9,176,683
Post-employment benefits obligation	1,029,673	430,145	(596,263)	863,555
Deferred tax assets	<u>1,502,994</u>	<u>5,947,922</u>	<u>9,757,933</u>	<u>17,208,849</u>

				(Unit : Baht)
SEPARATE FINANCIAL STATEMENTS				
	Balance as at December 31, 2014	Items as recognized in profit or loss revenue (expenses)	Items recognized in other comprehensive income	Balance as at December 31, 2015
Deferred tax assets				
Allowance for doubtful debt	5,517,777	332,613	-	5,850,390
Loss on remeasurement of available-for-sales securities	1,650,834	-	4,642,579	6,293,413
Post-employment benefits obligation	863,555	394,048	(72,064)	1,185,539
Deferred tax assets	<u>8,032,166</u>	<u>726,661</u>	<u>4,570,515</u>	<u>13,329,342</u>

(Unit : Baht)

SEPARATE FINANCIAL STATEMENTS

	Balance as at December 31, 2013	Items as recognized in profit or loss revenue (expenses)	Items recognized in other comprehensive income	Balance as at December 31, 2014
Deferred tax assets				
Allowance for doubtful debt	-	5,517,777	-	5,517,777
Loss on remeasurement of available-for-sales securities	-	-	1,650,834	1,650,834
Post-employment benefits obligation	1,029,673	430,145	(596,263)	863,555
Deferred tax assets	<u>1,029,673</u>	<u>5,947,922</u>	<u>1,054,571</u>	<u>8,032,166</u>

Income tax recognized in the statements of profit or loss for the years ended December 31, consist of:

(Unit : Baht)

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2015	2014	2015	2014

Current income tax for the year	-	-	-	-
Deferred income tax related to temporary differences				
Increase in deferred tax assets	(726,661)	(5,947,922)	(726,661)	(5,947,922)
Increase in deferred tax liabilities	-	-	-	-
Income tax revenue per statements of profit or loss	<u>(726,661)</u>	<u>(5,947,922)</u>	<u>(726,661)</u>	<u>(5,947,922)</u>

Income tax recognized in the statement of other comprehensive income for the years ended December 31, consist of:

(Unit : Baht)

CONSOLIDATED FINANCIAL STATEMENTS

	2015			2014		
	Before income tax	(Revenue) expenses income tax	Net from income tax	Before income tax	(Revenue) expenses income tax	Net from income tax
Loss on remeasurement of investment in available-for-sales	23,212,900	(4,642,579)	18,570,321	8,254,164	(1,650,834)	6,603,330
Exchange differences on translating financial statements of a foreign operation	(57,405,283)	11,481,057	(45,924,226)	43,516,808	(8,703,362)	34,813,446
Post-employment benefits obligation	(360,319)	72,064	(288,255)	(2,981,313)	596,263	(2,385,050)
Total	(34,552,702)	6,910,542	(27,642,160)	48,789,659	(9,757,933)	39,031,726

(Unit : Baht)

SEPARATE FINANCIAL STATEMENTS

	2015			2014		
	Before income tax	(Revenue) expenses income tax	Net from income tax	Before income tax	(Revenue) expenses income tax	Net from income tax
Loss on remeasurement of investment in available-for-sales	23,212,900	(4,642,579)	18,570,321	8,254,164	(1,650,834)	6,603,330
Post-employment benefits obligation	(360,319)	72,064	(288,255)	(2,981,313)	596,263	(2,385,050)
Total	22,852,581	(4,570,515)	18,282,066	5,272,851	(1,054,571)	4,218,280

Reconciliations of tax expenses and the product of accounting profit multiplied by the application tax rate for the years ended December 31, are as follows:

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	2015	2014	2015	2014
	(Unit : Baht)			
Loss before income tax	(516,443,006)	(145,775,420)	(130,693,792)	(93,124,474)
Applicable tax at rate as at reporting date	(103,288,601)	(29,155,084)	(26,138,758)	(18,624,894)
Tax effect of non-deductible expenses	1,179,656	301,387	827,124	286,885
Unused tax losses	102,108,945	28,853,697	25,311,634	18,338,009
Deferred income tax related temporary differences	(726,661)	(5,947,922)	(726,661)	(5,947,922)
Income tax revenue per statement of profit or loss and other comprehensive income	(726,661)	(5,947,922)	(726,661)	(5,947,922)

15. TRADE AND OTHER PAYABLES

Trade and other payables consist of:

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	As at	As at	As at	As at
	December 31, 2015	December 31, 2014	December 31, 2015	December 31, 2014
Trade payable				
Trade payable - local	67,460,553	68,098,334	10,887,472	12,824,068
Trade payable - overseas	109,146,966	2,059,532	-	-
Other payables				
Other payable	10,939,402	21,735,069	4,200,940	12,598,273
Accrued expenses	54,290,276	55,633,428	35,866,741	43,148,118
Retention	50,599,431	29,070,177	35,595,761	29,070,177
Total trade and other payables	292,436,628	176,596,540	86,550,914	97,640,636

16. BILL OF EXCHANGE

Bill of exchange consists of:

	CONSOLIDATED AND SEPARATE	
	FINANCIAL STATEMENTS	
	As at	As at
	December 31, 2015	December 31, 2014
Bill of exchange	400,000,000	400,000,000
<u>Less</u> Advance interest expense	(3,052,883)	(10,690,961)
Total bill of exchange	396,947,117	389,309,039

The Board of Directors' Meeting No. 2/2014 held on January 17, 2014, approved to extend limits of the issuance and sale of short-term bills (bill of exchange) from Baht 650 million to Baht 1,000 million to the private placement of up to 10 bills with an interest rate not exceeding 12% p.a. in order to enhance the liquidity of the company to expand and invest in new projects and authorized the Chief Executive Office to be a negotiator related to the issuance of the bill of exchange.

As at December 31, 2015 and 2014, the Company has issued and offered the short-term bills of exchange through private placement. These bills of exchange specify the name of the holders, unsubordinated and unsecured, as follows:

CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

As at December 31, 2015

Date of issuance	Remaining value (Baht)	Interest rate (%)	Aged (days)	Maturity Date
April 30, 2015 - June 2, 2015	400,000,000	6.86 - 8.08	25 - 57	January 25, 2016 - February 26, 2016

CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

As at December 31, 2014

Date of issuance	Remaining value (Baht)	Interest rate (%)	Aged (days)	Maturity Date
August 22, 2014 - November 3, 2014	400,000,000	7.00 - 9.25	121 - 154	April 30, 2015 - June 2, 2015

On the issuance date of bill of exchange, the Company has been deducted advance interest expenses which will be recognized as finance cost over the period of bill of exchange.

17. OTHER CURRENT LIABILITIES

Other current liabilities consist of:

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	As at	As at	As at	As at
	December 31, 2015	December 31, 2014	December 31, 2015	December 31, 2014
Payable - Condominium Juristic person	3,974,404	3,985,347	3,974,404	3,985,347
Accrued interest expense	20,465,754	22,251,325	20,465,754	19,109,589
Withholding tax payable	4,877,318	3,669,437	2,861,498	1,463,381
Corporate income tax payable	-	15,753,208	-	-
Revenue Department payable	1,105,651	5,988,773	15,460	15,460
Others	1,117,224	1,288,966	1,065,219	1,236,961
Total other current liabilities	31,540,351	52,937,056	28,382,335	25,810,738

18. LONG-TERM LOANS

Long-term loans consist of:

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	As at	As at	As at	As at
	December 31, 2015	December 31, 2014	December 31, 2015	December 31, 2014
Long-term loans from a domestic financial institution	1,000	1,000	1,000	1,000
Long-term loans from a foreign financial institution	-	576,508,002	-	-
Total long-term loans	1,000	576,509,002	1,000	1,000

18.1 Long-term loans from a domestic financial institution

On August 1, 2012, the Company entered into a long-term loans agreement with a domestic financial institution as follows:

Type	Amount	Terms of repayment	Interest rate	Collateral
Long-term loans	Baht 868 million divided into - Credit limit of land in the amount of Baht 80 million drawn on the already implementation of the security within October 5, 2012 which was drawn up on August 6, 2012. - Credit limit of the development, construction and decoration of Baht 788 million, with the withdrawal of the four terms in the contract. Time limit of five years from the first installment of the loan amount.	- Non-secured 65 percent of the sales price. Repayment schedule and the minimum per square meter of apartment units is not less than Baht 34,775.	MLR per annum	- Mortgage of land and buildings in the future of The Elements Project. The right of mortgage capital is Baht 883 million (see Note 8.1). - Guaranteed by the directors of the Company in the amount of Baht 883 million credit lines throughout the period of loans.
LG, LC, DLC	Baht 15 million			

As at December 31, 2015 and 2014, the remaining credit line of long-term loans are Baht 87.49 million and Baht 427.46 million, respectively.

18.2 Long-term loans from a foreign financial institution

On February 28, 2014, APUK Limited ("the subsidiary") has entered into a long-term loans agreement with a financial institution in United Kingdom as follows:

Type	Amount	Terms of repayment	Interest rate*	Collateral
Long-term loans	GBP 11.275 million	Principle repayment schedule within 3 years from February 28, 2014 (Borrowing date)	LIBOR* plus 2.35% per annum	- Mortgage of land and Data Center building located in United Kingdom.

* On the date of loan agreement, the subsidiary has entered into 2 interest rate swap for a portion of loan amount of GBP 8.8 million as the followings detail;

1. Interest rate swap agreement from LIBOR to maximum interest rate (interest rate cap) at 1.25% per annum for the period from February 28, 2014 to January 19, 2015. The subsidiary paid the fee of GBP 5,260.
2. Interest rate swap agreement from LIBOR to fix interest rate at 1.703% per annum for the period from January 19, 2015 to February 28, 2017.

19. DEBENTURE

	(Unit : Baht)			
	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	As at	As at	As at	As at
	December 31,	December 31,	December 31,	December 31,
	2015	2014	2015	2014
Debtenture - due within 1 year	1,500,000,000	-	1,500,000,000	-
Debtenture	1,150,000,000	1,500,000,000	1,150,000,000	1,500,000,000
Total debtenture	<u>2,650,000,000</u>	<u>1,500,000,000</u>	<u>2,650,000,000</u>	<u>1,500,000,000</u>

The Extraordinary General Meeting of Shareholders held on July 18, 2014 approved the issuance and offering of the Debtenture of the Company in the amount not exceeding Baht 1,500 million or equivalent value thereof in foreign currencies. On July 31, 2014, the Company has issued and offered two-year debtentures of Baht 1,500 million to institutional and/or high net worth investors. The debtentures are registered, unsecured, unsubordinated with no debtentures holder's representative, which bear interest at a fixed rate of 7.50% per annum, payable quarterly. The first interest payable was on October 31, 2014 and the debtentures will be due on July 31, 2016. The Company has to maintain Debt to Equity ratio at 2.5 : 1 at the end of annual financial report date for the debtentures effective period.

The Extraordinary General Meeting of Shareholders held on August 21, 2015 approved the issuance and offering of the Debtentures of the Company in the principal amount of not exceeding Baht 2,000 million or equivalent value thereof in foreign currencies. On September 24, 2015, the Company has issued and offered three-year debtentures of Baht 150 million to institutional and/or high net worth investors. The debtentures are registered, unsecured, unsubordinated with no debtentures holder's representative, which bear interest at a fixed rate of 6.25% per annum, payable quarterly. The first interest payable will be on December 24, 2015 and the debtentures will be due on September 24, 2018. The Company has to maintain Debt to Equity ratio at 2.5 : 1 at the end of annual financial report date for the debtentures effective period.

On September 25, 2015, the Company has issued and offered two-year and six-month debtentures of Baht 1,000 million to institutional and/or high net worth investors. The debtentures are registered, unsecured, unsubordinated with no debtentures holder's representative, which bear interest at a fixed rate of 6.00% per annum, payable quarterly. The first interest payable will be on December 25, 2015 and the debtentures will be due on March 25, 2018. The Company has to maintain Debt to Equity ratio at 2.5 : 1 at the end of annual financial report date for the debtentures effective period.

20. POST-EMPLOYMENT BENEFITS OBLIGATION

The Company and its subsidiaries have post-employment benefits plans under the Thai Labor Protection Act, which is the benefit plans for a specific purpose.

Amounts recognized in the statement of profit or loss and other comprehensive income in respect of the defined benefit plans for the years ended December 31, 2015 and 2014 are as follows:

	(Unit : Baht)			
	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	2015	2014	2015	2014
Current service cost	1,797,528	1,971,032	1,797,528	1,971,032
Interest cost	172,711	179,691	172,711	179,691
Total	<u>1,970,239</u>	<u>2,150,723</u>	<u>1,970,239</u>	<u>2,150,723</u>

Changing in the present value of the defined benefit obligation are as follows:

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	2015	2014	2015	2014
Beginning balance of post-employment benefits obligation	4,317,775	5,148,365	4,317,775	5,148,365
Current service cost	1,797,528	1,971,032	1,797,528	1,971,032
Interest cost	172,711	179,691	172,711	179,691
	<u>6,288,014</u>	<u>7,299,088</u>	<u>6,288,014</u>	<u>7,299,088</u>
<u>Add</u> Actuarial gain from actuarial assumptions	<u>(360,319)</u>	<u>(2,981,313)</u>	<u>(360,319)</u>	<u>(2,981,313)</u>
Ending balance of post-employment benefits obligation	<u>5,927,695</u>	<u>4,317,775</u>	<u>5,927,695</u>	<u>4,317,775</u>

Significant actuarial assumptions used to calculate the defined benefit obligation are as follows:

	CONSOLIDATED AND SEPARATE	
	FINANCIAL STATEMENTS	
	As at December 31,	
	2015	2014
Financial assumptions		
Discount rate	4.00%	4.00%
Turnover rate	3.00%	2.00%
Expected rate of salary increase	6.80%	6.00%

Significant actuarial assumptions for the determination of the employee benefit obligations are discount rate, expected salary increase rate and mortality rate. The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumption occurring at the end of the reporting period, while holding all other assumptions constant.

	(Unit : Baht)
	Impact on employee benefit obligations increases (decreases)
	CONSOLIDATED AND SEPARATE
	FINANCIAL STATEMENTS
	As at December 31, 2015
Discount rate - increase by 1%	(901,203)
Discount rate - decrease by 1%	1,127,813
Salary increase rate - increase by 1%	1,103,257
Salary increase rate - decrease by 1%	(899,790)

The sensitivity analysis presented above may not be representative of the actual change in the employee benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the employee benefit obligations have been calculated using the Projected Unit Credit Method at the end of the report period, which is the same as that applied in calculating the post-employment benefit obligations liability recognized in the statement of financial position.

21. SHARE CAPITAL

21.1 Consolidated and separate financial statements

	CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS			
	Number of	Paid-up	Premium (discount)	Dated of registered with
	shares	share capital	on share capital	Department of Business
	(shares)	(Baht)	(Baht)	Development
Balance as at December 31, 2013	6,982,294,461	6,982,294,461	(1,741,001,696)	
1 st increased	163,000,000	163,000,000	40,750,000	June 13, 2014
2 nd increased	191,000,000	191,000,000	47,750,000	June 27, 2014
Balance as at December 31, 2014	<u>7,336,294,461</u>	<u>7,336,294,461</u>	<u>(1,652,501,696)</u>	

According to Extraordinary General Meeting of Shareholders No.2/2013 held on September 3, 2013 the Company was approved the offering of newly issued ordinary shares 500,000,000 shares through private placement to the specific persons and/or institutional and/or specific investors as per the Announcement of the Capital Market Supervisory Board No. Tor Jor 28/2008. The offering price was calculated by the weighted average trading price of the Company's shares traded on the Stock Exchange of Thailand 7 consecutive trading days but not exceeding 15 consecutive days prior to the dates of determination of the offer prices at each time and not less than the par value of the Company's share. The said share offering shall be completed within 12 months from the date of approval of the Shareholder's Meeting and authorized the Board of Directors to consider and prescribe the conditions and other details regarding to the sale of shares.

On April 29, 2014 the Board of Directors' Meeting No.6/2014 empowering Chief Executive Officer to determine the conditions and other details regarding to the sale of shares.

Due to the Company necessary investment for working capital in each of the company's project, therefore, on June 2, 2014 Chief Executive Officer has approved the allotment of shares to private placement in the first time for 163,000,000 shares at price of Baht 1.25 per share. The said shares was totally paid-up and the Company registered the newly issued share with the Department of Business Development on June 13, 2014. Later on June 19, 2014, Chief Executive Officer has approved the allotment of shares to private placement in the second time for 191,000,000 shares at price of Baht 1.25 per share. The second newly issued shares was totally paid-up and registered the said shares with the Department of Business Development on June 27, 2014.

21.2 On April 30, 2015, the Annual General Meeting of Shareholders for the year 2015 of the Company pass the significant resolutions as follows;

- 21.2.1 Approved the reduction of the Company's registered capital by Baht 306,772,177 from the existing registered capital of Baht 10,081,725,948 to Baht 9,774,953,771, by cancelling 306,772,177 unissued registered ordinary shares with a par value of Baht 1 per share so that the Company would be able to increase other numbers of its capital. The Company has registered the decrease of share capital with the Ministry of Commerce on May 8, 2015.
- 21.2.2 Approved the issuance of warrants under the Employee Stock Option Plan (ESOP) by issuing non-transferrable stock warrants which specify the names of their holders. The Company will allocate 40,000,000 warrants to the directors, executives, and employees of the Company and/or its subsidiaries. However, the Company's managements are considering the conditions and details of such allocation.
- 21.2.3 Approved the issuance and offering of 300,000,000 newly-issued ordinary shares via private placement to the specific persons and/or institutional investors and/or specific investors, as per the Announcement of the Capital Market Supervisory Board No. Tor. Jor.28/2551 on the Application and Approval of Offering for Sale of newly-issued shares; whereas, such persons shall not be the related parties of the Company; provided that the offer prices of newly-issued ordinary shares shall not be lower than 90% of the market prices, as per the Announcement of the Office of the Securities and Exchange Commission No. Sor. Jor. 39/2551 on Calculation of the Offer Prices of Securities and Determination of Market Prices for Consideration of Offering for Sale of Newly Issued Shares at Low Prices but Not Lower than the Par Value of 1 Baht per Share; whereby, the offer prices of shares shall be calculated based on the weighted

average prices of the Company's shares traded in the Stock Exchange of Thailand for at least seven consecutive working days but not exceeding fifteen consecutive working days prior to the dates of determination of the offer prices at each time (whereas, the dates of determination of the offer prices shall include the first dates of offering for sale to investors); provided that the offering for sale thereof shall be completed within 12 months as from the date when the Shareholders' Meeting has passed its resolution to approve the issuance and offering for sale of such shares, which may be single or multiple offering for sale, thus, depending on the suitability of the condition of money markets and capital markets so that the Company shall receive the maximum benefits thereof. Also, approved the authorization to the Board of Directors and/or the Chief Executive Officer and/or persons assigned by the Board of Directors or the Chief Executive Officer to consider and prescribe conditions and details relating to the offering for sale of shares; for example, persons who have been allocated with the number of ordinary shares to be issued and offered for sale at each time; period of reservation for purchase thereof; offer prices and payment of shares, etc.; and to sign any related documents and to take any necessary and proper actions in connection with the offering for sale of such newly-issued shares, in all respects.

- 21.2.4 Approved the increase of the Company's registered capital for another Baht 340,000,000 from the existing registered capital of Baht 9,774,953,771 to Baht 10,114,953,771 by issuing 340,000,000 new ordinary shares with a par value of Baht 1 per share. The Company has registered the increase of share capital with the Ministry of Commerce on May 11, 2015.
- 21.2.5 Approved the allocation of 340,000,000 newly-issued ordinary shares, at the par value of Baht 1 per share, as follows:
 - 21.2.5.1 Allocation of 40,000,000 newly-issued ordinary shares, at the par value of Baht 1 per share to support the issuance of warrants under the Employee Stock Option Plan allocated to the directors, executives, and employees of the Company and/or its subsidiaries.
 - 21.2.5.2 Allocation of 300,000,000 newly-issued ordinary shares, at the par value of Baht 1 per share, to be offered via private placement to the specific persons and/or institutional investors and/or specific investors, as per the Announcement of the Capital Market Supervisory Board No. Tor. Jor. 28/2551.
- 21.3 On August 21, 2015, the Extraordinary General Meeting of Shareholder No. 1/2015 of the Company pass the significant resolutions as follows:
 - 21.3.1 Approved the reduction of the Company's registered capital by Baht 340,000,000 from the existing registered capital of Baht 10,114,953,771 to Baht 9,774,953,771, by cancelling 340,000,000 unissued registered ordinary shares with a par value of Baht 1 each per share so that the Company would be able to increase other numbers of its capital. Also to approve the amendment of Memorandum of Association of the Company to be in line with the reduction of registered capital.
 - 21.3.2 Approved the increase of the Company's registered capital by Baht 1,040,000,000 from the existing registered capital of Baht 9,774,953,771 to Baht 10,814,953,771, by issuing 1,040,000,000 new ordinary shares with a par value of Baht 1 each per share. The Company has registered the increase of share capital with the Ministry of Commerce on September 4, 2015.
 - 21.3.3 Approved the allocation of the 1,040,000,000 newly issued ordinary shares, at the par value of Baht 1 per share, as follows:
 - 21.3.3.1 Allocation of the newly issued ordinary shares in the amount of 40,000,000 shares, at the par value of Baht 1 per share for being reserved for the exercise of the Warrants to be issued and offered to the directors and employees of the Company and/or its subsidiaries (CGD-ESOP#1) in accordance with the approval of the Annual General Meeting of Shareholders 2015 dated April 30, 2015 (see Note 23).

- 21.3.3.2 Allocation of the newly issued ordinary shares in the amount of 1,000,000,000 shares, at the par value of Baht 1 per share for offering through Private Placement (PP), pursuant to the Notification of the Capital Market Advisory Board Tor Jor. 28/2551 on the Application and Approval of Offering for Sale of newly-issued shares; whereas, such persons shall not be the related parties of the Company; provided that the offer prices of newly-issued ordinary shares shall not be lower than 90% of the market prices, as per the Announcement of the Office of the Securities and Exchange Commission No. Sor. Jor. 39/2551 on Calculation of the Offer Prices of Securities and Determination of Market Prices for Consideration of Offering for Sale of Newly Issued Shares at Low Prices but Not Lower than the Par Value of 1 Baht per Share; whereby, the offer prices of shares shall be calculated based on the weighted average prices of the Company's shares traded in the Stock Exchange of Thailand for at least seven consecutive working days but not exceeding fifteen consecutive working days prior to the dates of determination of the offer prices at each time (whereas, the dates of determination of the offer prices shall include the first dates of offering for sale to investors); provided that the offering for sale thereof shall be completed within 12 months as from the date when the Shareholders' Meeting has passed its resolution to approve the issuance and offering for sale of such shares, which may be single or multiple offering for sale, thus, depending on the suitability of the condition of money markets and capital markets so that the Company shall receive the maximum benefits thereof. Also, approved the authorization to the Board of Directors and/or the Chief Executive Officer and/or persons assigned by the Board of Directors or the Chief Executive Officer to consider and prescribe conditions and details relating to the offering for sale of shares; for example, persons who have been allocated with the number of ordinary shares to be issued and offered for sale at each time; period of reservation for purchase thereof; offer prices and payment of shares, etc.; and to sign any related documents and to take any necessary and proper actions in connection with the offering for sale of such newly-issued shares, in all respects.

21.4 Share subscription received in advance of subsidiary

On November 5, 2014 and December 25, 2014, Landmark Holdings Company Limited ("the subsidiary") received share subscriptions in advance from BCEG Thai International Company Limited in the total amount of Baht 120 million. Moreover, during the year ended December 31, 2015, the subsidiary received additional share subscriptions by Baht 1,363.59 million, therefore, total received from share subscription was Baht 1,483.59 million. The subsidiary has registered the increase share capital in the amount of Baht 1,483.59 million with the Ministry of Commerce on October 5, 2015. However, the subsidiary will register the additional increase share capital with the Ministry of Commerce when receiving additional for ordinary share from such company according to the agreement, which the Company made with BCEG Thai International Company Limited on May 15, 2013 (see Note 30.1).

21.5 Capital Management

The objectives when managing capital are to maintain the Company and its subsidiaries ability to continue operate in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure.

The Company has to maintain Debt to Equity ratio at 2.5 : 1 at the end of annual financial report date in accordance to requirement of debenture issuance. As at December 31, 2015 and 2014, the Company maintain Debt to Equity ratio in accordance to the requirement (see Note 19).

22. LEGAL RESERVE

According to the Public Company Limited Act, the Company is required to appropriate at least 5% of its annual net income after deduction of the deficit brought forward (if any) as reserve fund, until the reserve fund reaches no less than 10% of the authorized share capital.

Under the Civil and Commercial Code, the subsidiaries are required to set aside as a statutory reserve at least five percent of its net profit each time a dividend is declared until the reserve reaches ten percent of the registered share capital. The reserve is not available for dividend distribution until the subsidiaries finally wound up.

23. WARRANTS

According to Extraordinary Shareholders' Meeting No. 1/2014 withheld on July 18, 2014 the Company was approved the issuance and offering of the warrants to purchase ordinary shares of the Company No. 3 ("CGD-W3"). On September 8, 2014, the Company issued and allotted warrants to purchase ordinary shares (CGD-W3) to existing shareholders on a pro rata basis to their respective shareholdings, at no cost, at the allocation ratio of 3 existing shares per 1 unit of Warrants No.3. The warrants are registered with indicate name's type and transferable subscription without offer price. The exercise ratio and price are detailed below:

Warrants	Issued date	Issued units (Million units)	Exercise price Baht/unit	Exercise period*	
				Start	End
CGD-W3	September 8, 2014	2,445	1.80	March 31, 2015	September 7, 2016

* The Warrant Holders shall be entitled to exercise their rights under the Warrants to purchase Company's ordinary shares on the last business day of every 6th month after the issuance date.

Details of the warrants of the Company which were changed during the years ended December 31, 2015 and 2014 are as follows:

Warrants	Outstanding of warrants as at December 31, 2014	Outstanding of warrants issuance in year	Exercise for the year	Outstanding of warrants as at December 31, 2015
CGD - W3	2,445,431,487	-	-	2,445,431,487
	2,445,431,487	-	-	2,445,431,487

Warrants	Outstanding of warrants as at December 31, 2013	Outstanding of warrants issuance in year	Exercise for the year	Outstanding of warrants as at December 31, 2014
CGD - W3	-	2,445,431,487	-	2,445,431,487
	-	2,445,431,487	-	2,445,431,487

On April 30, 2015, The Annual General Meeting of Shareholders for the year 2015 passed a resolution to approve the issuance of warrants under the Employee Stock Option Plan (CGD-ESOP 1) to allocate to the directors, executives and employees of the Company and/or its subsidiaries. The warrants is specified the name of the holder and non-transferable in the amount of 40,000,000 units, free of charge and it will be issued and offered within 1 year after got the approval from the Shareholders' Meeting. The period of warrants not more than 5 years from the date of issuance and offering of the warrants, 1 units of warrant is entitled to buy 1 ordinary share with exercise price at Baht 2.00 per share except for the rights adjustment in accordance with the specified rights. The warrant holder can exercise the rights to purchase the ordinary shares of the Company in total 5 times. The first time will be able to exercise within 1 year after the date of issuance and offering of the warrants and the next times will be able to exercise on annual basis from date of issuance and offering of the warrants. In addition, these warrants are not registered to be traded on the Stock Exchange of Thailand but the new share capital from exercised warrants will be registered to be traded on the Stock Exchange of Thailand. However, the Company's managements are considering the conditions and details of such allocation.

24. EXPENSES BY NATURE

Expenses by nature for the years ended December 31, 2015 and 2014, that occurred from important expenses are as follows:

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	2015	2014	2015	2014
Changing in land and cost under project construction	(403,207,870)	(288,036,910)	(128,442,856)	(6,455,842)
Payment construction	723,953,069	698,912,758	449,188,055	417,331,690
Employee expenses	59,867,531	38,602,209	59,867,531	38,602,209
Doubtful debt	1,663,064	27,588,886	1,663,064	27,588,886
Depreciation and amortization	62,896,526	4,658,328	5,755,090	4,632,056
Consulting fee and professional fee	24,476,135	16,022,763	6,035,434	5,464,128
Operating lease, service fee and utilities	17,757,193	9,958,184	10,607,218	9,407,886
Commission	93,702,110	6,536,703	18,930,311	5,165,316
Advertisement and information	117,052,102	23,541,842	8,190,909	12,466,820
Promotion	37,245,719	5,875,709	18,511,380	5,875,709
Maintenance	897,110	844,859	499,956	843,288
Specific business tax	14,551,001	16,570,232	14,551,001	16,570,232
Tax and other fees	34,868,161	13,697,238	33,729,623	13,219,667
Directors and managements' remuneration	36,419,207	29,275,725	36,419,207	29,275,725

25. DIRECTORS AND MANAGERMENTS' REMUNERATION

25.1 Director's remuneration represents the benefit paid to the Company's directors under section 90 of the Public Company Act, which is not include the salary and related benefits paid to the Company's directors, who are executive managements of the Company.

25.2 The management's benefits in cash are salary, bonus, and provident funds which paid to the Company and its subsidiaries' management according to the TAS 24 (Revised 2014) "Related Party Disclosures". The management's benefits are as follows:

	(Unit : Baht)			
	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	For the years ended December 31,			
	2015	2014	2015	2014
Directors' remuneration	5,140,000	3,840,000	5,140,000	3,840,000
Management's benefits				
Short-term employee benefit	30,239,627	24,764,764	30,239,627	24,764,764
Post-retirement benefit	1,039,580	670,961	1,039,580	670,961
Total	<u>36,419,207</u>	<u>29,275,725</u>	<u>36,419,207</u>	<u>29,275,725</u>

26. EARNINGS (LOSS) PER SHARE

Basic earnings (loss) per share

Basic earnings (loss) per share are calculated by dividing the net profit (loss) attributable to owner to the parent by the weighted average number of ordinary shares held by third parties during the year, as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	For the years ended December 31,			
	2015	2014	2015	2014
Net profit (loss) of owners of the parent from continued and discontinued operations (Baht)	<u>(456,603,490)</u>	<u>64,924,171</u>	<u>(129,967,131)</u>	<u>(87,176,552)</u>
Net loss of owners of the parent from continued operations (Baht)	<u>(492,471,715)</u>	<u>(139,827,498)</u>	<u>(129,967,131)</u>	<u>(87,176,552)</u>
Number to ordinary share outstanding as at January 1,	7,336,294,461	6,982,294,461	7,336,294,461	6,982,294,461
Effect of share issuing during the year	<u>-</u>	<u>188,586,301</u>	<u>-</u>	<u>188,586,301</u>
Weighted average number of ordinary shares	<u>7,336,294,461</u>	<u>7,170,880,762</u>	<u>7,336,294,461</u>	<u>7,170,880,762</u>
Basic earnings (loss) per share from continued and discontinued operations (Baht)	(0.062)	0.009	(0.018)	(0.012)
Basic loss per share from continued operations (Baht)	(0.067)	(0.019)	(0.018)	(0.012)

27. TRANSACTIONS WITH RELATED PARTIES

Related parties comprise enterprises or 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.

In addition, related parties include associated companies and individuals which have significant influence over the Company and its subsidiaries, key management personnel, and directors and officers with authority in the planning and direction of the Company and its subsidiaries operations, together with close members of the families of such persons and companies which are controlled or influenced by them, whether directly or indirectly.

27.1 Investment in subsidiaries

(Unit : Baht)

Companies	Type of Business	Location	SEPARATE FINANCIAL STATEMENTS							
			Paid up capital	Paid up capital	Percentage of holding (%)		Cost method		Dividend income	
			As at	As at	As at	As at	As at	As at	For the years ended	
			December 31,	December 31,	December 31,	December 31,	December 31,	December 31,	December 31,	
			2015	2014	2015	2014	2015	2014	2015	2014
Subsidiaries										
Landmark Holdings Company Limited	Trading, rent and real estate operation and holding company	Thailand	192,000,000	147,000,000	76.56	99.99	146,999,970	146,999,970	-	-
BCEG Country Group Engineering Company Limited.	Construction and building maintenance	Thailand	1,000,000	1,000,000	99.99	99.99	999,970	999,970	-	-
CGD Data Limited	Holding company	Hong Kong	583,137,484	583,137,484	100.00	100.00	583,137,484	583,137,484	-	-
CGD Digital Partners Limited	Holding company	Mauritius	547,579,834	547,579,834	100.00	100.00	547,579,834	547,579,834	-	-
Total investment in subsidiaries							1,278,717,258	1,278,717,258	-	-

27.2 Short-term loans to related companies

(Unit : Baht)

SEPARATE FINANCIAL STATEMENTS						
	Nature of Relationship	Balance as at December 31, 2014	Increase	Decrease	Balance as at December 31, 2015	Cost of related loans policy
Subsidiary						
Landmark Holdings Company Limited	Shareholder and common director	1,000,000,000	100,000,000	(100,000,000)	1,000,000,000	9.25% p.a.
CGD Digital Partners Limited	Shareholder and common director	-	117,450,000	(117,450,000)	-	-
Total		<u>1,000,000,000</u>	<u>217,450,000</u>	<u>(217,450,000)</u>	<u>1,000,000,000</u>	

On November 13, 2015, the Company entered into an additional loan agreement with Landmark Holdings Company Limited in the amount of Baht 100 million, duration of the drawdown loan within 12 months from signing date the loan agreement. The loans are unsecured and have interest rate at 9.25% per annum and repayable within 12 months from the first drawdown.

On November 19, 2015, the Company entered into a loan agreement with CGD Digital Partners Limited in the amount of GBP 2.175 million, duration of the drawdown loan within February 19, 2016. The loans are unsecured and no interest charge and repayable on demand. During the year ended December 31, 2015, the Company received full repayment of the loan.

(Unit : Baht)

SEPARATE FINANCIAL STATEMENTS						
	Nature of relationship	Balance as at December 31, 2013	Increase	Decrease	Balance as at December 31, 2014	Cost of related loans policy
Subsidiaries						
Landmark Holdings Company Limited	Shareholder and common director	-	1,000,000,000	-	1,000,000,000	9.25% p.a.
Landmark Waterfront Residences Co., Ltd.	Shareholder and common director	2,223,690	7,512,053	(9,735,743)	-	9.25% p.a.
APUK Limited	Indirect subsidiary	117,494,080	-	(117,494,080)	-	-
Total		<u>119,717,770</u>	<u>1,007,512,053</u>	<u>(127,229,823)</u>	<u>1,000,000,000</u>	

On February 17, 2014, the Company entered into a loan agreement with Landmark Holdings Company Limited in the amount of Baht 100 million, duration of the drawdown loan within 12 months from signing date the loan agreement. The loans are unsecured and have interest rate at 9.25% per annum and repayable within 12 months from the first drawdown. Later on February 17, 2015, the Company entered into an agreement to extend the repayment period for such loan by requiring the repayment within 12 months from the agreement date.

On June 24, 2014, the Company entered into an additional loan agreement with Landmark Holdings Company Limited in the amount of Baht 100 million, duration of the drawdown loan within 12 months from signing date the loan agreement. The loans are unsecured and have interest rate at 9.25% per annum and repayable within 12 months from the first drawdown. During the year ended December 31, 2015, the Company received full repayment of the loan.

On September 1, 2014, the Company entered into an additional loan agreement with Landmark Holdings Company Limited in the amount of Baht 800 million, duration of the drawdown loan within 18 months from signing date the loan agreement. The Company can be reimbursable by giving a written notice 15 days in advance. The loans are unsecured and have interest rate at 9.25% per annum and repayable within 18 months from the first drawdown.

27.3 Short-term loans from related person and companies

(Unit : Baht)

		CONSOLIDATED FINANCIAL STATEMENTS				
	Nature of relationship	Balance as at December 31, 2013	Increase	Decrease	Balance as at December 31, 2014	Cost of related loans policy
Related person						
Mr. Sadawut Taechaubol	Shareholder and director	-	40,000,000	(40,000,000)	-	7.00% p.a.
Mr. Tommy Taechaubol	Shareholder and director	-	30,000,000	(30,000,000)	-	7.00% p.a.
Total		-	70,000,000	(70,000,000)	-	

During 2014, the Company had short-term loans of Baht 70 million from related persons, and made full repayment of the loans during the year ended December 31, 2014. The loans were no collateral and repayable on demand.

(Unit : Baht)

		SEPARATE FINANCIAL STATEMENTS				
	Nature of relationship	Balance as at December 31, 2013	Increase	Decrease	Balance as at December 31, 2014	Cost of related loans policy
Related person						
Mr. Sadawut Taechaubol	Shareholder and director	-	40,000,000	(40,000,000)	-	7.00% p.a.
Mr. Tommy Taechaubol	Shareholder and director	-	30,000,000	(30,000,000)	-	7.00% p.a.
Subsidiaries						
Landmark Waterfront Hotel Co., Ltd.	Shareholder and common director	8,043,098	-	(8,043,098)	-	0.25% p.a.
Landmark Urban Resort Hotel Co., Ltd.	Shareholder and common director	13,203,804	-	(13,203,804)	-	0.25% p.a.
Total		21,246,902	70,000,000	(91,246,902)	-	

27.4 Other balances and transactions with related parties

A portion of the Company and its subsidiaries' asset, liabilities, revenues and expenses arose from transactions with related parties. These companies are related through common shareholders and directors both direct and indirect. The pricing policies for each transaction are as follows:

Transactions	Transfer pricing policies
Brokerage fees for purchase securities	At market price which is the same rate as general client
Fees and services income	Mutually agreed in accordance with the contract which is comparable to market price

Significant transactions with related parties consist of:

		(Unit : Baht)			
	Nature of relationship	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
		As at December 31,		As at December 31,	
		2015	2014	2015	2014
Outstanding balance					
Subsidiaries					
Landmark Holdings Company Limited	Shareholder and common director				
Accrued interest income		-	-	112,025,361	31,593,627
Other receivable		-	-	7,170,000	7,170,000
CGD Data Limited	Shareholder and common director				
Payable from purchase of investment		-	-	578,984,744	553,147,622
Related companies					
Country Group Securities PCL.	Shareholder and common director				
Cash at financial institution		10,185,045	10,076,557	10,185,045	10,076,557
Investment in ordinary shares		-	116,246,143	-	116,246,143
Prepaid debenture issuance fee		1,556,762	4,224,454	1,556,762	4,224,454
Country Group Holdings PCL.	Shareholder and common director				
Investment in ordinary shares		191,327,250	-	191,327,250	-
Warrants CGH-W1		6,633,447	-	6,633,447	-
Warrants CGH-W2		4,974,508	-	4,974,508	-
MF Holdings Co., Ltd.	Common director				
Bill of exchange		200,000,000	200,000,000	200,000,000	200,000,000
Prepaid interest expenses		1,495,371	4,938,245	1,495,371	4,938,245
Related person					
Mr. Ben Taechaubol	Shareholder and director				
Deposit		-	60,000	-	60,000
Advance received		-	222,992	-	222,992
Mr. Sadawut Taechaubol	Shareholder and director				
Deposit		420,000	540,000	420,000	540,000
Advance received		1,138,032	1,400,952	1,138,032	1,400,952

		(Unit : Baht)			
	Nature of relationship	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		For the years ended December 31,			
		2015	2014	2015	2014
Revenues and expenses					
Subsidiaries					
Landmark Holdings Company Limited	Shareholder and common director				
Interest income		-	-	88,039,726	31,593,627
Other service income		-	-	24,000,000	6,420,000
Rental income on land		-	-	3,000,000	750,000
Landmark Waterfront Residences Co., Ltd.	Shareholder and common director				
Interest income		-	-	-	720,450
Landmark Waterfront Hotel Co., Ltd.	Shareholder and common director				
Interest expenses		-	-	-	15,240
Landmark Urban Resort Hotel Co., Ltd.	Shareholder and common director				
Interest expenses		-	-	-	31,107
Related companies					
Country Group Securities PCL.	Shareholder and common director				
Interest income		109,584	50,440	109,584	50,440
Interest expenses		-	3,625,404	-	3,625,404
Debenture issuance fee		2,667,692	1,125,546	2,667,692	1,125,546
MF Holdings Co., Ltd.	Common director				
Interest expenses		13,271,849	15,612,290	13,271,849	15,612,290
Sing Sian Yee Pao Co., Ltd.	Shareholder and common director				
Advertisement		-	524,300	-	524,300
Related persons					
Mr. Sadawut Taechaubol	Shareholder and common director				
Interest expenses		-	1,373,151	-	1,373,151
Mr. Tommy Taechaubol	Shareholder and common director				
Interest expenses		-	690,411	-	690,411

28. DISCONTINUED OPERATIONS

On August 21, 2015, the Extraordinary General Meeting of Shareholders No. 1/2015 approved to divest all of investment in APUK Limited (registered in Guernsey) ("the subsidiary"), which the Company invests in through its wholly owned subsidiary CGD Digital Partners Limited, to MFC Industrial Real Estate Investment Trust (REIT). In this connection, the REIT is not a related party to the Company. The total proceeds from the sale of the investment amounts to GBP 26 million, and the proceeds from the sale which will be deducted by the overseas loan repayments worth not more than GBP 11.2 million. Later, on December 14, 2015, CGD Digital Partners Limited sold its entire investment in APUK Limited. Therefore, the Company has no control over the subsidiary from the date of transfer of the shares to the purchaser. Moreover, the Company recognized loss from sale of investment in subsidiaries in the amount of Baht 23.58 million in the consolidated financial statement for the year ended December 31, 2015. Therefore, in accordance with the Thai Financial Reporting Standard No. 5 (Revised 2014) "Non-current Assets Held for Sale and Discontinued Operations", the Company presented the business operation of the subsidiary as profit from discontinued operations in the consolidated statement of profit or loss and other comprehensive income for the year ended December 31, 2015. In addition, the consolidated statement of profit or loss and other comprehensive income for the year ended December 31, 2014 have been also presented for such business operation of the subsidiary as profit from discontinued operations which were previously presented as continued operations.

Financial performance from discontinued operations which included in the consolidated statement of profit or loss and other comprehensive income for the years ended December 31, 2015 and 2014 and cash flows from discontinued operations which included in the consolidated statement of cash flows for the years ended December 31, 2015 and 2014 are as follows;

	(Unit : Baht)		
	CONSOLIDATED FINANCIAL STATEMENTS		
	For the year ended December 31, 2015		
	Continued operations	Discontinued operations	Total
Revenues			
Revenues from sale condominium	479,367,781	-	479,367,781
Commission income	2,181,474	-	2,181,474
Rental income from investment properties	-	91,593,686	91,593,686
Interest income	1,801,242	-	1,801,242
Other income	9,502,456	94,393	9,596,849
Gain from currency forward transaction	2,520,000	-	2,520,000
Gain on exchange rate	9,273,287	-	9,273,287
Gain on sale of temporary investments	2,987,730	-	2,987,730
Gain on remeasuring temporary investments	4,067,162	-	4,067,162
Gain on sale of investments in available-for-sales	4,335,000	-	4,335,000
Total Revenues	<u>516,036,132</u>	<u>91,688,079</u>	<u>607,724,211</u>
Expenses			
Cost of condominium sale	319,696,961	-	319,696,961
Direct operating expense arising from investment property	-	4,322,271	4,322,271
Selling expenses	329,394,693	-	329,394,693
Administrative expenses	158,367,870	8,917,073	167,284,943
Loss on sale of investment in subsidiary	23,575,253	-	23,575,253
Loss on exchange rate	-	6,660,484	6,660,484
Directors and managements' remuneration	36,419,207	-	36,419,207
Total expenses	<u>867,453,984</u>	<u>19,899,828</u>	<u>887,353,812</u>
Profit (loss) before finance cost and income tax	(351,417,852)	71,788,251	(279,629,601)
Finance cost	165,025,154	23,395,467	188,420,621
Profit (loss) before income tax	(516,443,006)	48,392,784	(468,050,222)
Income tax expense (revenue)	(726,661)	12,524,559	11,797,898
Net profit (loss)	<u>(515,716,345)</u>	<u>35,868,225</u>	<u>(479,848,120)</u>

(Unit : Baht)			
CONSOLIDATED FINANCIAL STATEMENTS			
For the year ended December 31, 2014			
	Continued operations	Discontinued operations	Total
Revenues			
Revenues from sale condominium	546,382,920	-	546,382,920
Commission income	6,668,451	-	6,668,451
Rental income from investment properties	-	79,304,880	79,304,880
Interest income	2,145,862	62,783	2,208,645
Other income	3,987,042	-	3,987,042
Gain on fair value revaluation of investment property	-	166,710,198	166,710,198
Gain on exchange rate	195,746	601	196,347
Gain on sale of temporary investments	7,016,263	-	7,016,263
Gain on remeasuring temporary investments	21,961,589	-	21,961,589
Total Revenues	<u>588,357,873</u>	<u>246,078,462</u>	<u>834,436,335</u>
Expenses			
Cost of condominium sale	410,875,848	-	410,875,848
Direct operating expense arising from investment property	-	2,070,325	2,070,325
Selling expenses	50,522,972	-	50,522,972
Administrative expenses	133,595,344	6,366,959	139,962,303
Directors and managements' remuneration	29,275,725	-	29,275,725
Total expenses	<u>624,269,889</u>	<u>8,437,284</u>	<u>632,707,173</u>
Profit (loss) before finance cost and income tax	(35,912,016)	237,641,178	201,729,162
Finance cost	109,863,404	16,402,729	126,266,133
Profit (loss) before income tax	(145,775,420)	221,238,449	75,463,029
Income tax expense (revenue)	(5,947,922)	16,486,780	10,538,858
Net profit (loss)	<u>(139,827,498)</u>	<u>204,751,669</u>	<u>64,924,171</u>

(Unit : Baht)		
CONSOLIDATED		
FINANCIAL STATEMENTS		
For the years ended December 31,		
	2015	2014
Cash flows from discontinued operations		
Net cash flows provided by (used in) operating activities	(47,991,094)	86,154,823
Net cash flows used in investing activities	(9,638,033)	(1,020,653,947)
Net cash flows provided by financing activities	122,274,919	1,052,420,109
Exchange differences on translating financial statements of foreign operations	5,198,103	(57,141,744)
Net cash flows provided by discontinued operations	<u>69,843,895</u>	<u>60,779,241</u>

29. FINANCIAL INFORMATION BY SEGMENT

The Company and subsidiaries' operations involve a various business segment, which are holding company, and real estate business. The segment information for the years ended December 31, 2015 and 2014, are as follows

(Unit : Baht)

CONSOLIDATED FINANCIAL STATEMENTS				
For the year ended December 31, 2015				
	Real estate business		Elimination	Total
	Real estate development	Investment property		
	Domestic	Foreign		
Revenues				
Revenue from external customers	515,995,892	40,240	-	516,036,132
Inter - segment revenues	-	-	-	-
	<u>515,995,892</u>	<u>40,240</u>	<u>-</u>	<u>516,036,132</u>
Expenses				
Cost of condominium sale	319,696,961	-	-	319,696,961
Selling expenses	329,394,693	-	-	329,394,693
Administrative expense	155,646,666	2,721,204	-	158,367,870
Loss on sale of investment in subsidiary	23,575,253	-	-	23,575,253
Directors and managements' remuneration	36,419,207	-	-	36,419,207
Total expenses	<u>864,732,780</u>	<u>2,721,204</u>	<u>-</u>	<u>867,453,984</u>
Loss before finance cost and income tax	(348,736,888)	(2,680,964)	-	(351,417,852)
Finance cost	165,025,154	-	-	165,025,154
Loss before income tax	(513,762,042)	(2,680,964)	-	(516,443,006)
Income tax revenue	(726,661)	-	-	(726,661)
Net loss for the year	<u>(513,035,381)</u>	<u>(2,680,964)</u>	<u>-</u>	<u>(515,716,345)</u>

(Unit : Baht)

CONSOLIDATED FINANCIAL STATEMENTS				
For the year ended December 31, 2014				
	Real estate business		Elimination	Total
	Real estate development	Investment property		
	Domestic	Foreign		
Revenues				
Revenue from external customers	588,345,267	12,606	-	588,357,873
Inter - segment revenues	-	-	-	-
	<u>588,345,267</u>	<u>12,606</u>	<u>-</u>	<u>588,357,873</u>
Expenses				
Cost of condominium sale	410,875,848	-	-	410,875,848
Selling expenses	50,522,972	-	-	50,522,972
Administrative expenses	132,725,294	870,050	-	133,595,344
Directors and managements' remuneration	29,275,725	-	-	29,275,725
Total expenses	<u>623,399,839</u>	<u>870,050</u>	<u>-</u>	<u>624,269,889</u>
Loss before finance cost and income tax	(35,054,572)	(857,444)	-	(35,912,016)
Finance cost	(109,863,398)	(6)	-	(109,863,404)
Loss before income tax	(144,917,970)	(857,450)	-	(145,775,420)
Income tax revenue	5,947,922	-	-	5,947,922
Net loss for the year	<u>(138,970,048)</u>	<u>(857,450)</u>	<u>-</u>	<u>(139,827,498)</u>

					(Unit : Baht)
CONSOLIDATED FINANCIAL STATEMENTS					
	Real estate business		Elimination	Total	
	Real estate	Investment			
	development	property			
	Domestic	Foreign			
Total assets					
As at December 31, 2015	9,360,101,647	781,320,828	-	10,141,422,475	
As at December 31, 2014	6,473,807,557	1,438,005,296	-	7,911,812,853	

30. SIGNIFICANT AGREEMENTS

- 30.1 On May 15, 2013, the Company entered into the Joint Venture Agreement with BCEG Thai International Co., Ltd. to let such company to jointly invest in Landmark Holdings Company Limited (the "subsidiary") for the purpose of mutually developing in the Chao Phraya Estate Project. Under this agreement BCEG Thai International Co., Ltd. shall contribute share subscriptions in total amount of USD 60,000,000 in cash to the subsidiary and shall be used only for the development of the project. After the subsidiary receive the share subscriptions in full amount according to this agreement, the subsidiary will register with the Department of Business Development, the Ministry of Commerce. Whereas, the shareholding ratios of the Company and BCEG Thai International Co., Ltd. will be 70% and 30%, respectively. As at December 31, 2015, BCEG Thai International Co., Ltd. has paid for share subscription for ordinary share to the subsidiary in the amount of USD 42.69 million, which the subsidiary has registered increase share capital (see Note 2.2.1.2).
- 30.2 On October 1, 2014, the Company entered into the Operating Services Agreement with a subsidiary company to provide management and operation services to such company. The fee computed on cost plus basis and the termination condition are specified in the agreement.
- 30.3 On November 19, 2014, Landmark Holdings Company Limited which is the Company's subsidiary entered into a license agreement with Four Seasons Hotel & Resorts Asia Pacific Pte Ltd. for using the "Four Seasons" name in connection with the ownership and operation of the residences and in the rendition of all necessary or appropriate services and activities associated with the operation of Chao Phraya Estate project from November 19, 2014 up to the closing of the sale. Four Seasons Hotel & Resorts Asia Pacific Pte Ltd. is entitled to receive license fee, which is computed on certain percentage of gross sale prices of the project.

31. COMMITMENT AND CONTINGENT LIABILITIES

- 31.1 As at December 31, 2015 and 2014, the Company has commitment in project development and construction in the amount of Baht 9.59 million and Baht 369.02 million, respectively.
- 31.2 On October 16, 2015, the Company entered into land and building purchase contract with a person, the value of the contract is Baht 30 million and paid a deposit in the amount of Baht 3 million.
- 31.3 On January 19, 2014, Landmark Holding Company Limited ("the Company's subsidiary") entered into a contract with BCEG Thai International Co., Ltd. who is the contractor of Chao Phraya Estate Project. The value of the contract approximately USD 441 million. As at December 31, 2015 and 2014, the remaining value of the contract is USD 412.84 million and USD 424.40 million, respectively.

- 31.4 The Company has commitments in land rental agreement used for office space and parking lot for the Elements Srinakarin Project and land rental agreement for development of Chao Phraya Estate Project, office space lease and facilities agreement and car rental agreements. The Company had commitments to pay as follows;

	(Unit : Baht)	
	CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS	
	As at December 31, 2015	As at December 31, 2014
Within 1 year	10,320,231	10,409,292
Over 1 year but not over 5 years	28,313,824	41,114,998
Over 5 years	329,545,201	318,037,489

32. DISCLOSURE FOR FINANCIAL INSTRUMENTS

32.1 Credit risk

Credit risk is the risk of uncertainty in payment received from sale and service under credit on accounts receivable which will affect the results of operations of the Company and its subsidiaries. The Company's business is the sale of residential condominium units. Therefore, there is no risk because if receivables do not get paid or the customers fail to pay the installment period, the Company will not transfer ownership of condominiums.

As at December 31, 2015, the maximum exposure to credit risk of the Company and its subsidiaries are limited to the carrying amount of trade accounts receivable less allowance for doubtful accounts.

32.2 Interest rate risk

The Company and its subsidiaries' interest rate risk arises from fluctuations in interest rates, which affect the performance of the Company and its subsidiaries. However, the effect of fluctuations in interest rate did not materially affect to the Company and its subsidiary due to most financial assets and liabilities have interest rate at fixed rate.

32.3 Foreign exchange rate risk

Foreign exchange risk arises from the change in foreign currency exchange rate to have an adverse effect on the Company and subsidiaries.

The Company reduce exposure to fluctuate in foreign currency exchange by entering into forward exchange contract. The details of such contracts are as follows; (As at December 31, 2014 : Nil)

Currency	Contract value	Exchange rate per contract	Delivery month	Amount to be delivered	Net fair value gain(loss)
GBP	14,000,000	Baht 53.72 and 54.30 per 1 GBP	January 2016	Baht 757,892,000	Baht (8,833,411)

As at December 31, 2015, the subsidiaries have significant balances of financial assets in foreign currency in the amount of GBP 14.72 million and financial liabilities in foreign currency in the amount of GBP 0.02 million. As at December 31, 2014, the subsidiaries have significant balances of financial assets in foreign currency in the amount of GBP 25.12 million and financial liabilities in foreign currency in the amount of GBP 11.19 million.

32.4 Fair values of financial assets and financial liabilities

As most of the Company and its subsidiaries financial assets and financial liabilities are short term in natures with interest rate at fixed rate. Therefore, the Company and its subsidiaries' management believe that the carrying amounts of the financial assets and liabilities such as cash and cash equivalents, temporary investments, trade and other receivables, short-term loans to related companies, other current assets, deposits at bank under restrictions of use, investment in available-for-sales, trade and other payables, bill of exchange, and debenture - due within 1 year, approximate to their fair values. Long-term financial liabilities such as long-term loans and debenture are presented at book value with equal to the estimated fair value. However, certain financial assets of the Company and its subsidiaries are measured at fair value at the end of reporting period. The following table gives information about how the fair values of these financial assets are determined.

CONSOLIDATED FINANCIAL STATEMENTS			
Financial assets	Fair value (Baht) as at December 31, 2015	Fair value hierarchy	Valuation technique(s) and key input(s) use in fair value measurements
1. Investment in investment units registered in the Stock Exchange of Thailand.	203,151,000	Level 1	Latest bid prices of the last working day of the reporting period as quoted on the Stock Exchange of Thailand.
2. Investment in ordinary securities registered in the Stock Exchange of Thailand.	202,935,205	Level 1	Latest bid prices of the last working day of the reporting period as quoted on the Stock Exchange of Thailand.
3. Investment in investment units	829,183,136	Level 2	Net asset value of investment units of the last working day of the reporting period.

SEPARATE FINANCIAL STATEMENTS			
Financial assets	Fair value (Baht) as at December 31, 2015	Fair value hierarchy	Valuation technique(s) and key input(s) use in fair value measurements
1. Investment in investment units registered in the Stock Exchange of Thailand.	203,151,000	Level 1	Latest bid prices of the last working day of the reporting period as quoted on the Stock Exchange of Thailand.
2. Investment in ordinary securities registered in the Stock Exchange of Thailand.	202,935,205	Level 1	Latest bid prices of the last working day of the reporting period as quoted on the Stock Exchange of Thailand.
3. Investment in investment units	703,773,946	Level 2	Net asset value of investment units of the last working day of the reporting period.

33. LITIGATIONS

On March 25, 2014, the Company was sued by the Fish Marketing Organization ("the plaintiff") to the Civil Court of the South of Bangkok; for charges of violation and evacuation at the capital sum of Baht 27.16 million. A following request was made from the plaintiff to the Civil Court of the South of Bangkok, to a hearing between both parties, on a petition to temporarily protect the rights of ownership over the property on land. Later, on September 7, 2015, the Civil Court of the South of Bangkok rendered a judgment in accordance with the in-court compromise contract between the Company and the plaintiff whereby the plaintiff agreed to decrease the land boundary thereof and the Company agreed to pay compensation of Baht 6.50 million. On November 3, 2015, the Company received the letter from the plaintiff informing of the approval on change of the land boundary of the Fish Marketing Organization and requesting the compensation in accordance with the in-court compromise contract in total amount of Baht 6.50 million. The Company already paid the compensation on November 6, 2015. As a result, the obligations between the Company and the plaintiff under the in-court compromise contract are therefore fulfilled.

34. RECLASSIFICATIONS

34.1 Certain reclassifications have been made to the consolidated statement of financial position as at December 31, 2014 to conform to the classifications used in the consolidated statement of financial position as at December 31, 2015 as follows:

Accounts	Amount Baht	Previous classifications	Current classifications	Amount Baht
Prepaid deposit	8,935,367	Trade and other receivables	Prepaid deposit for construction	8,935,367
Accrued expenses	475,673	Trade and other payables	Other non-current liabilities	475,673

34.2 Certain reclassifications have been made to the consolidated statement of profit or loss and other comprehensive income for the year ended December 31, 2014 to conform to the classifications used in the consolidated statement of profit or loss and other comprehensive income for the year ended December 31, 2015 as follows:

Account	Amount Baht	Previous classification	Current classification	Amount Baht
Administrative expenses	11,681,805	Selling expenses	Administrative expenses	11,681,805

35. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved for issuing by the authorized directors of the Company on February 24, 2016.



Country Group Development Public Company Limited

898 Ploenchit Tower, 20th Floor, Ploenchit Road Lumpini, Pathumwan, Bangkok 10330

T 0-2658-7888 | F 0-2658-7880

www.cgd.co.th