

รายงานประจำปี 2558  
Annual Report 2015



บริษัท บางปะกง เทอร์มินอล จำกัด (มหาชน)  
BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED

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## **Message from Chairman**

Bangpakong Terminal was initially established to focus on port services and other services relating to sea freight. The Company has constantly emphasized in service excellence with convenience, safety, expedition and being on-time for clients. Nevertheless, the Company has encountered the problems in respect of the fullness of Bangpakong Thalweg from 9 meters down to 4-4.5 meters. Vessels have not been unable to berth at the port since 2008. At presents, the government has not allocated sufficient budget for the dredging of Bangpakong river, then this has caused gross-impact to the operation of the Company.

In 2015, the Company increased its share capital in order for the sustainability of the business. The company will develop the port to better serve dry-bulk cargo, improve warehouses to serve both import and export cargo in containers, and continue to add more services in order to attract more customers. In this year, the Company also expanded into domestic land transportation by acquiring transport equipment and their maintenance center in Sriracha, Chonburi. This is to fulfill our integrated logistics services for both existing customers and prospects. The company has strengthened corporate governance by focusing on the utilization of resources, optimizing benefit, working with trade partners with high potential. The Board of Directors is highly confident that our Company will continue grow the business further.

On behalf of the Board of Directors, I would like to thank our shareholders, investors, customers, trade partners, management and all staffs for support and co-operation throughout the year. The Board has performed our duty with full dedication, capability and precautions to safeguard the interest of the shareholders and the Company consistently.

Gen. Jongsak Panichkul  
Chairman

**Audit Committee's Report**

The Audit Committee of Bangpakong Terminal Plc. ("BTC" or "the Company") is composed of three members who are independent directors as below:

- |                                |                    |
|--------------------------------|--------------------|
| 1. Mr. Virasak Sutanthavibul   | Committee Chairman |
| 2. Mrs. Aree Termwattanapakdee | Committee Member   |
| 3. Mr. Manit Nitiprateep       | Committee Member   |

We have completed our mission in accordance with the terms of reference assigned by the Board of Directors and the SET's regulations. In 2015, the Member of the Audit Committee held meetings quarterly to consider the matters with the following conclusions.

- We reviewed the quarterly and annual financial statements before submission for the Board of Directors' consideration and approval, giving importance to the Company's compliance with generally accepted accounting standards and adequate disclosure of information, particularly on the connected transactions and transactions that may cause conflicts of interest;
- We review the adequacy and appropriateness of internal control mechanisms, and were of the opinion that the Company's internal control systems are appropriate and sufficient for the continuation of business;
- We examined the past cross-transactions and found it necessary and justifiable for the Company's maximum profits. The advance that had been incurred was due to the Company's occasional needs to provide funding assistance to related companies to ensure efficient and smooth operational results. These transactions are normal for general business practice and the Company received or paid back at fair prices;
- No irregularities or malpractices were found in relation to the law governing securities and stock exchange or the laws related to the Company's business;

For the year 2016, the Audit Committee has considered and to recommend that the Board of Directors to appoint Ms. Kannika Wipanurat, CPA No. 7305, and/or Mr. Jirote Sirirorote, CPA No. 5113, and/or Ms. Nonglak Pattanabandith, CPA No. 4713 and/or Mr. Jadesada Hungsapruet CPA No. 3759 of Karin Audit Company Limited as the Company's auditor. The appointment of the auditor and the fixing of audit fee are subject to the consideration of the upcoming 2016 annual general meeting of shareholders.

Mr. Virasak Sutanthavibul  
Audit Committee Chairman

## Board of Directors



Gen. Jongsak Panichkul  
Independent Director and Chairman



Mr. Nuttaphob Ratanasuwanthawee  
Director and Vice Chairman



Mr. Virasak Sutanthavibul  
Independent Director



Mrs. Aree Termwattanapakdee  
Independent Director



Mr. Manit Nitiprateep  
Independent Director



Mr. Thitisak Skulkroo  
Director



Mrs. Bongkot RungKornpaisarn  
Director



Mr. Surath Pralongsil  
Director



Mr. Danai Piamthipmanust  
Director



Ms. Pornthip Hongharnnarong  
Company Secretary

#### Member of the Audit Committee

- |                                |                          |
|--------------------------------|--------------------------|
| 1. Mr. Virasak Sutanthavibul   | Audit Committee Chairman |
| 2. Mrs. Aree Termwattanapakdee | Audit Committee          |
| 3. Mr. Manit Nitiprateep       | Audit Committee          |

#### Executive Director

- |                                 |           |
|---------------------------------|-----------|
| 1. Mr. Thitisak Skulkroo        | Chairman  |
| 2. Mrs. Bongkot RungKornpaisarn | Director  |
| 3. Mr. Surath Pralongsil        | Director  |
| 4. Mr. Danai Piamthipmanust     | Director  |
| 5. Ms. Pornthip Hongharnnarong  | Secretary |

## Company Overview and Policies

### **Company's incorporation and background**

Bangpakong Terminal Plc. ("the Company" or "BTC") was incorporated on November 24, 1995 with a paid-up registered capital of Baht 20 million. The Company increased the paid-up capital to Baht 150 million and Baht 175 million in 1999 and 2002 respectively.

In November 2002, the Company transformed from a limited company to a public limited company and raised the registered capital to Baht 350 million through issuance of 175 million ordinary shares at the par value of Baht 1/share. Of the total new shares issued, 100 million shares were offered to the public and BTC's directors and employees, and 75 million shares were offered to Whittler Co., Ltd. (WCL).

The Company was listed on the SET on July 10, 2003 and then established two subsidiary companies, namely BTC Coastal Co., Ltd. on August 26, 2003 and Platinum Container Lines Co., Ltd. on September 2, 2003 with a registered capital of Baht 25 million and Baht 60 million respectively. BTC Coastal Co., Ltd., 100 percent owned by BTC, is a provider of domestic seaborne cargo transportation service and has become operative since March 2004. Platinum Container Lines Co., Ltd. was set up through a 51:49 joint venture between BTC and WCL, which is BTC's major shareholder, to operate a containerized maritime liner service. On June 26, 2004, Platinum Container is BTC's associated company, having a registered capital of Baht 800 million, as a result of the entry of Easy Shipping Co., Ltd. as a new partner, which led the shareholding proportion in Platinum Container to change to 45.90:44.10:10.00. Platinum Container itself has three subsidiaries which similarly provide containerized cargo transport service each with one vessel: Platinum Jade Co., Ltd. and Platinum Diamond Co., Ltd., both with 100.00percent shareholding by Platinum Container, and Platinum Emerald Co., Ltd., in which Platinum Container holds 55percent and the Company holds 45percent of its Baht 216 million registered capital. At present, Platinum Container is a subsidiary company of BTC. The holding proportion between the Company and WCL is 55.90percent and 44.10percent respectively, following the Company's acquisition of 10.00percent Platinum Container shares from Easy Shipping since July 1, 2006. BTC Coastal was dissolved and liquidated as from June 24, 2009.

On December 1, 2003, the Company raised its registered capital from Baht 350 million to Baht 402.50 million through issuance of 52,500,000 new shares at par value of Baht 1/share at an offering price of Baht 5.05/share for private placement. Then on December 26, 2003, the 2<sup>nd</sup>/2003 Extraordinary Shareholders' Meeting approved an issue of 603,750,000 free warrants to the existing shareholders and 603,750,000 new ordinary shares to accommodate the exercise of the said warrants by the existing

shareholders. As a result, the Company's registered capital went up from Baht 402.50 million to Baht 1,006.25 million. Later, another capital increase was made by Baht 100.625 million to accommodate the payment of dividend shares and the adjustment of exercise right under the warrants, as approved by the 2004 Annual General Meeting of Shareholders on April 29, 2004, comprising 100,625,000 new shares with a par value of Baht 1/share. Therefore, BTC's registered capital as of December 31, 2004 became Baht 1,106,875,000. Meantime, its paid-up capital stood at Baht 593,545,381, which rose from that in 2003 following the payment of dividend shares to the shareholders whose name appeared in the share register as of April 12, 2004 at a ratio of 10 old shares to 1 new share, and the exercise of the warrants series 1 (BTC-W1) on November 18, 2004 in an amount of 73,825,350 units (at 1:1.1) for 81,207,885 shares and the warrants series 2 (BTC-W2) of 63,263,179 units (at 1:1.1) for 69,589,496 shares.

In 2005, BTC's registered capital was Baht 1,106,875,000, of which Baht 594,019,316 was paid-up. This increased from 2004 due to the exercise of BTC-W1 in an amount of 430,850 units (at 1:1.1) for 473,935 ordinary shares, and BTC-W2 in an amount of - units (at 1:1.1) for - ordinary shares.

In 2006, BTC's registered capital was Baht 1,106,875,000, of which Baht 594,129,316 was paid-up. This increased from 2005 due to the exercise of BTC-W1 in an amount of 100,000 units (at 1:1.1) for 110,000 ordinary shares, and BTC-W2 in an amount of - units (at 1:1.1) for - ordinary shares.

In 2007, BTC's registered capital amounted to Baht 1,106,875,000, of which Baht 660,211,226 was paid-up. This increased from 2006 due to the exercise of BTC-W1 in an amount of 60,074,467 units (at 1:1.1) for 66,081,910 ordinary shares, and BTC-W2 in an amount of - units (at 1:1.1) for - ordinary shares. BTC-W1 became mature on February 28, 2007 which was the last exercise date.

In 2008-2010, the Company recorded a registered capital of Baht 1,106,875,000, of which Baht 660,211,226 was paid-up, which was unchanged from that in 2007, as there had been no exercise of BTC-W2. BTC-W2 became mature on March 2, 2009, which was the last exercise date.

On March 30, 2012, the Company divested investment in Platinum Container Lines which was its subsidiary in a proportion of 15.90percent of the subsidiary's registered capital at the total price of Baht 1 to Ms. Kanjana Singhachartpreechakul, resulting in the Company's decreased shareholding in Platinum Container Lines from 55.90percent to 40.0percent. All the subsidiaries have thus since then become associated companies.

In 2012-2014, the company had registered capital Baht 1,106,875,000 and paid-up capital at Baht 660,211,226 the same as the year 2007 due to no registered capital reduction

In 2015, the company had registered capital Baht 14,453,608,907 and paid-up capital of Baht 7,015,844,904 from capital structure restructuring through funding by the 2015 Annual General Meeting



of Shareholders. The company reduced its capital unpaid by canceling shares that was not sold or disposed of Baht 446,663,774, par value of Baht 1 per share. The shares that company reduced were the share capital to support the exercise of warrants for purchase ordinary shares, No. 2 (BTC-W2). Because of none of the exercise of warrants to purchase ordinary shares, No. 2 (BTC-W2) by BTC-W2 to expire on March 2, 2009, that was the last day of the exercise making capital balanced Baht 660,211,226 and the paid-up capital was Baht 660,211,226 after the company has increased its registered capital of Baht 6,335,633,678, an increasing registered capital to Baht 7,015,844,904 by issuance of new shares 6,335,633,678 with a par value of Baht 1 per share, offering at a price of Baht 0.05 per share to the existing shareholders (Rights Offering) at the ratio of 1 new share for 3 old shares and issue of new shares. 4,375,000,000 shares with a par value of Baht 1 per share offering price per share of 0.08 baht to the private placement (PP) as approved by the 2015 Annual General Meeting of shareholder and the Extraordinary General Meeting of Shareholders No. 1/2558 held on September 28, 2015, had approved the issuance of warrants to purchase ordinary shares No. 3 (BTC-W3) allocated to the shareholders existing shareholders in proportion to the ratio of 100 ordinary shares to 49 warrant without value computation and not more than 3,437,764,003 units and increasing the number of ordinary shares amount 3,437,764,003 shares for support the exercise of warrants to purchase ordinary shares No. 3 (BTC-W3), and approved a capital increase in the amount of 4,000,000,000 shares to offer to the private placement (PP) for the purpose of investing in logistics business, Solar energy and any other business that make the share capital increased from Baht 7,015,844,904 to Baht 14,453,608,907 and paid-up capital was Baht 7,015,844,904.

### **Overview of BTC's business operations**

BTC is a provider of port and other related services and has been granted permits essential to its service rendering i.e. maritime port operation permit, berth usage permit, permit for the opening of port and depot, and permit for inland container depot service. Its port was opened to service in 1999.

According to the expansion plan of the company along the logistics business, the company has purchased assets from Solutions Logistics (Thailand) Co., Ltd., worth Baht 104.10 million, which includes land and building located at number 8, Sriracha, Chonburi, tractor heads and trailers, mobile cranes, office furniture and supplies, and equipment for truck maintenance. Transport services, Crane Services, and truck maintenance services have started since December 2015. The Company is studying the possibility of doing transport business in the Union of Myanmar.

**Major Changes and Developments**

On February 11, 2013, it was found that Withler Co., Ltd., the majority shareholders of 122,100,000 shares which accounted for 18.49 percent had sold its shares completely to the minor shareholders.

On February 27, 2014, Mr. Nuttaphob Ratanasuwanthawee has purchased BTC's shares of amount 29,220,450 shares which accounted for 4.426 percent of the total shares of the company that had already been bought through Big Lot Board of the Stock Exchange.

February 27 and 28, 2014, the company had promulgated to investors that it has been notified from Mr. Lim Shu Seng, Mrs. Sugunya Lim and Ms. Thananya Chumponkulwong that Mr. Nuttaphob Ratanasuwanthawee has intended to invest into their company by purchasing BTC's shares of amount 83,550,450 shares which was 12.66 percent of the stocks of the company that had already been bought via Big Lot Board of the Stock Exchange (Some have been done): the transaction shall be completed within March 2013.

February 28, 2014, the structure of the company's Board and Executives were adjusted as follows;

1. Mr. Lim Shu Seng resigned from Chairmen of the Board and Chief Executive Officer
2. Mrs. Sugunya Lim resigned from a director
3. Ms. Benjamas Buachumsook a director and an audit director had resigned from both
4. Mr. Nuttaphob Ratanasuwanthawee has been appointed as a director substitute for Mrs. Sugunya Lim and has also been appointed as the Vice Chairman of the Board
5. Mrs. Bongkot Rasmeepaisarn has been appointed as a director substitute for Ms. Benjamas Buachumsook,

and the Board have voted for changing authorized director empowered to sign for binding the company.

March 14, 2013 the Board had resolved for approval of the resignations of Mr. Lim Shu Seng and Mr. Ling Li Kuang as well as appointing Gen. Montree Sungkasap as the Chairman of the Board and as a director and Assoc. Prof. Dr. Pornanong Budsaratragoon was appointed as a director and an audit director. Besides, Mrs. Bongkot Rungkompaisarn ("Rasmeepaisarn" at that time) was appointed as Chief Executive Officer and as Company Secretary.

March 27, 2013, the company was informed by a group of major shareholders: Mrs. Sugunya Lim and Mr. Nuttaphob Ratanasuwanthawee that Mr. Nuttaphob Ratanasuwanthawee was intending to change his investment in the company from 83,550,450 shares which is 12.66 percent to 29,220,450

shares which is 4.426 percent of the stocks of the company that have already been bought via Big Lot Board of the Stock Exchange due to the substantial increase of the stocks' value; therefore, the purchase could not be done via the Big Lot Board of the Stock Exchange.

April 18, 2013, in the ordinary meeting of shareholders, the board's structure has been altered as follows;

1. Ms. Thananya Chumponkulwong resigned from a director
2. Mr. Thanagorn Tansiri resigned from a director and an audit director
3. Mr. Dhosphol Chudabala resigned from a director and an audit director
4. appointed Mr. Yongyos Palanitisena as a director substitute for Ms.Thananya Chumponkulwong appointed Mr. Suppakit Duyapich as a director substitute for Mr. Thanagorn Tansiri
5. appointed Mr. Virasak Sutanthavibul as a director substitute for Mr. Dhosphol Chudabala
6. appointed Mr. Nopporn Thepsithar as a director
7. appointed Mr. Kijja Smunyahirun as a director

May 2, 2013, the Board has resolved for appointment of Mr. Nopporn Thepsithar and Mr.Virasak Sutanthavibul as audit directors substitute for those who terminated. Moreover, the Board has also resolved to approve to change the conditions of the authorized directors empowered to sign for binding the company which are Mr. Nuttaphob Ratanasuwanthawee, Mrs. Bongkot Rasmeepaisarn and Mr. Kijja Smunyahirun, Two-third majority directors sign and affix company seal.

On May 8, 2013, the Board of Audit has a resolution to accredit Mr. Nopporn Thepsithar to be the Chairman of the Board of Audit Committee

On July 17, 2013, the company has received the letter of notice from Export-Import Bank of Thailand ("Exim Bank") demanding, within 30 days since the letter is received, the debtors: Platinum Emerald Co., Ltd., and the company and Platinum Container Line Co., Ltd., as the guarantors pursuant to Loan agreement between Exim Bank and Platinum Emerald Co., Ltd., dated October 18, 2004 to satisfy the outstanding principal of Baht 234 Million including interest hereto calculated up to the date of completion of debt satisfaction to Exim Bank. The company is now requesting for Debt Restructuring with Exim Bank.

On April 4, 2014, Exim Bank has sued Platinum Emerald Co., Ltd., as the debtor, the Company, and Platinum Container Line Co., Ltd., as the guarantor to pay the debt of Baht 317.40 million, with the interest rate of 18 percent per annum of the principal Baht 234.90 million from the date of April 5, 2014,

the court agreed to postpone the mediation and investigated several times. On February 16, 2015, the court agreed to postpone the mediation and investigated to May 25, 2015.

On April 22, 2014 Associate Professor Dr. Pornanong Budsaratragoon had submitted a resignation letter from director and the audit committee due to being appointed as a Board Member of the Capital Market Supervisory Board, The Securities and Exchange Commission (SEC). Therefore, the meeting of shareholders for the year 2014 had appointed Mrs. Aree Termwattanapakdee to be a director instead.

On June 16, 2014, the Board approved the appointment of Mrs. Aree Termwattanapakdee as a member of the audit committee instead of Associate Professor Dr. Pornanong Budsaratragoon.

On July 19, 2014, Mr.Nopporn Thepsitha had submitted a resignation letter from director and Chairman of the Audit Committee because it has been named on the board of public sector organizations. The Board of Directors has appointed Mr.Surath Pralongsil to be a Director and a member of the Audit Committee instead on August 14, 2014.

On November 12, 2014, the Audit Committee has appointed Mr.Virasak Sutanthavibul as the Chairman of the audit committee.

On November 25, 2014, Mr. Nuttaphob Ratanasuwanthawee, had hold the 29,195,425 shares, computing to 4.42 percent and sold the shares of BTC amount 29,000,000 shares to the general public through the trading system of the Stock Exchange. As the result, the remaining shares after selling are 195,425 shares, representing 0.03 percent. However, this sale will not affect the management structure of the company in any way.

On April 22, 2015, Mrs. Bongkot Rasmeepaisarn, a director of the Company changed her surname from Mrs. Bongkot Rasmeepaisarn to Mrs. Bongkot Rungkornpaisarn.

On May 28, 2015, The 2015 Annual General Meeting of Shareholders resolved to appoint Mr. Thitisak Skulkroo replaced Mr. Suppakit Duyapich, a director who retired by rotation.

On July 23, 2015, The Board of Directors appointed Mr. Mr. Danai Piamthipmanust replacing Mr. Yongyos Palanitisena, a director who resigned effective on July 23, 2015, and also assigned to the position of COO (Chief Operation Officer) with effec on July 24, 2015.

On July 23, 2015, The Board of Directors approved the resignation of Mrs. Bongkot Rungkornpaisarn, from the Chief Executive Officer of the company as she had been engaged with many other missions, including the appointment as the member of Logistics System & Trade committee of Thai National Shippers' Council, cannot perform the duties of Chief Executive Officer of the Company with full

dedication with effect on September 1, 2015, however, Mrs. Bongkot Rungkornpaisarn remains a director and secretary of the company.

On August 13, 2015, Mr. Kijja Smunyahirun resigned from the Board.

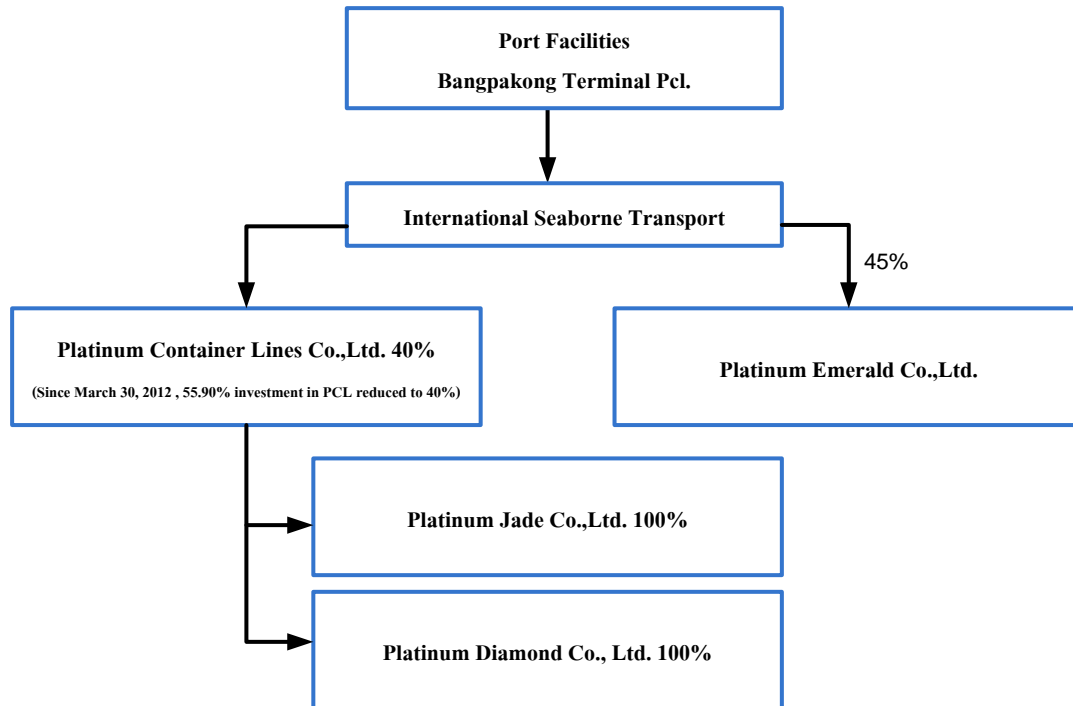
On August 25, 2015, the Board of Directors acknowledged the resignation of Mr. Surath Pralongsil from the Audit Committee member, effective date of August 25, 2015 and appointed Mr. Surath Pralongsil as CEO (Chief Executive Officer) (in addition to the Director position), with effect from September 21, 2015 onwards, replacing Mrs. Bongkot RungKornpaisarn who resigned from the CEO.

On October 16, 2015, the Company was notified from Gen. Montree Sungkasap that wished to resign from the Chairman of the Board and Director effective on October 18, 2015 and was informed from Mrs. Bongkot Rungkornpaisarn that wished to resign from the Company Secretary with effect from November 1, 2015 onwards.

On October 22, 2016, the Board of Directors had appointed the following.

1. Gen. Jongsak Panichkul is an independent director and Chairman replacing Gen. Montree Sungkasap.
2. Mr. Manit Nitiprateep is a director replacing Mr. Kijja Smunyahirun and the Audit Committee member to replace Mr. Surath Pralongsil.
3. Ms. Pornthip Hongharnnarong is the Company Secretary instead of Mrs. Bongkot RungKornpaisarn and also assigned to the position of CFO (Chief Financial officer).

#### Shareholder's Structure of each group



The company has joined with Platinum Container Line Co., Ltd., and Platinum Emerald Co., Ltd., in order to engage into business of International Seaborne Transport which the company has possessed shares proportion of 40.00 and 45 subsequently.

On March 26, 2013, Platinum Container Line Co., Ltd., had sold 55 percent of its shares in Platinum Emerald Co., Ltd., to Mrs. Wimon Tancharoensukjit.

#### Relation to Business Group of Majority Shareholders

The company has the clients which are the company group of Mr. Nuttaphob Ratanasuwanthawee who is the company authorized Directors and hold 0.03 percent in the company's share (Originally held 4.423 percent as at April 10, 2014 or the date of Register Book Closing period for securities transfers). The company's revenue earned from services for those mentioned clients is about 13 percent of its gross income. Those services are calculated in market rate which is ordinary business before Mr. Nuttaphob Ratanasuwanthawee become shareholders. If there is any change of business, the company will present to the Board of Audit to review and verify and approve for entering into transactions in compliance to The Stock Exchange's Rule.

### **Internal Control and Risk Management**

The Board of Directors of Bangpakong Terminal Public Company Limited no. 1/2015 on February 25, 2015, included of the 2 members of Audit Committee. Board of Directors review together and review the adequacy and appropriateness of internal control mechanisms and Risk management and Audit plan for the year 2016 that assessment of the company's internal control systems in various 5 elements about Control the organization, Risk Assessment, Operational control Information systems and data communications and Monitoring. The Board of Directors agreed that the Company's internal control system is adequate and appropriate. Company provided adequate personnel to operate the system effectively, to protect the assets of the company against the directors or management applied in bad faith or without power including transactions with other persons who may have conflicts of interest and related party are sufficient for internal control among other topics. The Board of Directors considered that the Company has adequate internal control as well.

### **Audit Committee's Report**

The Audit Committee of Bangpakong Terminal Plc. ("BTC" or "the Company") is composed of three members who are independent directors as below:

- |                                |                    |
|--------------------------------|--------------------|
| 1. Mr. Virasak Sutanthavibul   | Committee Chairman |
| 2. Mrs. Aree Termwattanapakdee | Committee Member   |
| 3. Mr. Manit Nitiprateep       | Committee Member   |

We have completed our mission in accordance with the terms of reference assigned by the Board of Directors and the SET's regulations. In 2015, the Member of the Audit Committee held meetings quarterly to consider the matters with the following conclusions.

- We reviewed the quarterly and annual financial statements before submission for the Board of Directors' consideration and approval, giving importance to the Company's compliance with generally accepted accounting standards and adequate disclosure of information, particularly on the connected transactions and transactions that may cause conflicts of interest;
- Review the adequacy and appropriateness of internal control mechanisms, and were of the opinion that the Company's internal control systems are appropriate and sufficient for the generation of business;
- We examined the past cross-transactions and found it necessary and justifiable for the Company's maximum profits. The advance that had been incurred was due to the Company's occasional needs to provide funding assistance to related companies to ensure efficient and smooth operational results. These transactions are normal for general business practice and the Company received or paid back at fair prices;

- No irregularities or malpractices were found in relation to the law governing securities and stock exchange or the laws related to the Company's business;
- For the year 2016, the Audit Committee has considered and to recommend that the Board of Directors to appoint Ms. Kannika Wipanurat, CPA No. 7305, and/or Mr. Jirote Sirirorote, CPA No. 5113, and/or Ms. Nonglak Pattanabandith, CPA No. 4713 and/or Mr. Jadesada Hungsapruet CPA No. 3759 of Karin Audit Company Limited as the Company's auditor. The appointment of the auditor and the fixing of audit fee are subject to the consideration of the upcoming 2016 annual general meeting of shareholders..

**Details of the head of internal audit**

Name - Surname	Mr. Kwanchai Apayatham
Position	Internal Audit Manager
Education	Master degree of Business Administrative - Management Bachelor degree of Business Administrative - Accounting
Experiences	Accounting manager, SC Group Accounting manager, and Internal Audit Manager, Summit Capital Leasing Co., Ltd. Assistant Internal Audit manager, GE Money Co., Ltd. Assistant manager, KPMG Phoomchait Audit Co., Ltd.
Responsibilities	Responsible for the internal audit of the organization and report to the audit committee and management. Roles and responsibilities as follows: <ol style="list-style-type: none"><li>1. Examine and report on the accuracy and completeness of financial information including operational processes Assessment and Evaluation</li><li>2. Review of systems that may have a significant impact on the operations and report that the practice comply with policies, plans and procedures of company and related regulations.</li><li>3. Review the suitability of the property preservation including testing whether the property exists, and is used to efficiently and cost effectively.</li><li>4. Review the adequacy and appropriateness of the internal control system of the organization to develop and improve the internal control system to be effective and more appropriate.</li><li>5. Review and support the improvement the system to more effective continuously and consistently.</li><li>6. Other assignments related to Internal Audit from the Audit Committee or management.</li></ol>



### Mutual Transactions

Mutual transactions between BTC, its subsidiaries, and related companies or parties which may have conflict of interest that occurred in 2015 as follows:

Parties which may have conflict of interest	Description	Pricing policy	Value of transaction (Thousand Baht)	
			2014	2015
SCG Logistics Co.,Ltd.  Entity under the control of the shareholders of the company.  The same shareholder and director	- Revenue from service	Market price	170	8
	- Other income	Agreed price	223	222
	- Trade Accounts receivable		15	14
	- Others Accounts receivable		12	12
SC Auto Logistics Co.,Ltd.  Entity under the control of the shareholders of the company.  The same shareholder and director	- Revenue from service	Market price	2,683	3,500
	- Other Income		-	198
NP Marine Logistics Co.,Ltd.  Entity under the control of the shareholders of the company.  The same shareholder and director	- Revenue from service	Market price	40	-
SC Group Holding Co., Ltd.  - Entity under the control of the shareholders of the company.  - The same shareholder and director	- Revenue from service	Market price	122	-
Thai International Dockyard Co.,Ltd.  - Entity under the control of the shareholders of the company.  - The same shareholder and director	- Loan	MLR (BAY)	3,000	-
	- Interest	At the date of contract 7.12%	26	279
SC Carrier Co., Ltd  - Entity under the control of the shareholders of the company.  - The same shareholder and director	- Rental fee	Market price	-	89
Platinum Container Lines Co., Ltd.	- Other income	Agreed price	60	60

Parties which may have conflict of interest	Description	Pricing policy	Value of transaction (Thousand Baht)	
- Company holds 40 percent	- Others Accounts receivable	2.50 – 6.25%	75	75
	- Lending loan and Interest		198,286	198,311
Platinum Emerald Co., Ltd.	- Other income	Agreed price	60	60
- Company holds 45 percent	- Others Accounts receivable	2.50 – 6.25%	64	128
	- Lending loan and Interest		89,874	90,176
Platinum Jade Co., Ltd. and Platinum Diamond Co., Ltd.	- Other income	Agreed price	120	120
- Platinum Container Lines Co., Ltd. holds 100 percent	- Others Accounts receivable	2.50 – 6.25%	171	300
	- Lending loan and Interest		4,847	4,847

#### Necessity and reasonableness of the transactions

The connected transactions of the past were a necessity and reasonableness of the transaction to the benefit of the Company. The company aims to provide comprehensive services to customers using the company's port facilities. For the loans and interest occur, because in the past some companies had inadequate funding and they needed to get help from a major shareholder. At present, both loans and interest thereon, the Company had recorded an allowance for doubtful accounts and did not recognize interest on loans for the year ended December 31, 2015, because the Company believed that the loan and interest was not collectible.

#### Measurement and approval process for the connected transactions

The connected transactions, involving the receipt of fee income from and payment of service costs to related companies, the advance provided for related companies, and the loan guarantee for subsidiary and associated companies, were put forward for consideration by the Audit Committee. The Audit Committee viewed that all transactions accorded with the general business practices and the Company paid and received fair compensation.

Any future connected transactions will be performed based on the rationales and necessity of the Company. The mutual payment and receipt of compensation must be made based on a fair market value. And the Audit Committee will give an opinion on such transactions based on price comparison with other peer companies.

### **Policy on the connected transactions**

If in the future it is necessary to perform any connected transaction with parties which may have conflict of interest, BTC has a policy to set out all conditions in line with the normal business practices and based on a market value comparable to prices applicable to third parties. BTC will arrange for its Audit Committee or the external auditor or an independent expert to examine and provide opinions on the appropriateness of price and reasonableness of the transaction.

The directors must conform to all rules and regulations relevant to the connected transactions. The director who performs any transaction with BTC in such a way that conflict of interest may arise must refrain from voting to approve any such transaction and must disclose such transaction to the Board of Directors for consideration. The Company must comply with the law governing securities and securities exchange and the provisions, notifications, orders or regulations of the Stock Exchange of Thailand, including the regulations on disclosure of connected transactions and acquisition or disposal of core assets of a company or its subsidiaries.

If BTC is to perform any transaction with persons who may have conflict of interest in the future, the Company will arrange for its Audit Committee to give opinions on the price, compensation as well as necessity and reasonableness of the transaction. In case the Audit Committee has no expertise in such transaction, BTC will arrange for an independent expert or external auditor to give the opinions, which will be used as a basis for decision-making by the Board of Directors or the shareholders, as the case may be. The connected transactions will be presented in notes to the financial statements audited by the external auditor.

**Financial Summary (Revised)****(A) Auditor**

Auditors of the Bangpakong Terminal Public Company Limited during 2013 – 2014 is Mr. Pisit Chiwaruangroch, Certified Public Accountant no. 2803 of M.R. & Associates Company Limited and 2015 is Mr. Methee Ratanasrimetha, Certified Public Accountant no. 3425 of M.R. & Associates Company Limited

**(B) Summary of Auditor's report**

Report of Certified Public Account of Bangpakong Terminal Public Company Limited in the past (year 2013 - 2015), Auditor expressed an unqualified opinion on the subject and noted the results of operations and its ability to continue as a going concern of company and its subsidiaries during the year 2013-2014 and expressed an unqualified opinion on the subject in the year 2015, **dated February 25, 2016 and the correctness and the new report has come out instead of previous report and expressed an unqualified opinion dated May 11, 2016.**

Investor can see the Financial Statement and Consolidated of company during 2013 – 2015 on Website of Securities Exchange Commission ([www.sec.or.th](http://www.sec.or.th)) or The Stock Exchange of Thailand ([www.set.or.th](http://www.set.or.th))

Bangpakong Terminal Public Company Limited and its subsidiaries						
Balance Sheet						
As at December 31						
Unit : Thousand Baht						
	Separate			Equity method		
	2013	2014	2015 (Restated)	2013	2014	2015 (Restated)
Current Assets						
Cash and Cash in banks	10,034	1,351	30,339	10,034	1,351	30,339
Trade Accounts receivable						
- Related Parties	5,484	15	14	5,484	15	14
- Others	1,265	1,639	5,738	1,265	1,639	5,738
Other Current Assets	4,114	3,365	4,871	4,114	3,365	4,871
Total Current assets	20,897	6,370	40,962	20,897	6,370	40,962
Available-for-sale investments	-	-	144,250	-	-	144,250
Fixed deposit	300	300	300	300	300	300
Properties and Equipment - net	365,256	339,373	367,318	365,256	339,373	367,318
Other assets	5	5	9,010	5	5	9,010
Total Assets	386,458	346,048	561,840	386,458	346,048	561,840

Bangpakong Terminal Public Company Limited and its subsidiaries						
Balance Sheet						
As at December 31						
Unit : Thousand Baht						
	Separate			Equity method		
	2013	2014	2015 (Restated)	2013	2014	2015 (Restated)
Current Liabilities						
Trade Accounts payable	318	349	1,123	318	349	1,123
Current portion of financial lease liabilities	-	374	401	-	374	401
Estimated losses from guarantee	196,832	196,832	-	196,832	196,832	-
Accrued rental expenses	20,908	13,215	23,638	20,908	13,215	23,638
Short-term borrowings from related	-	3,000	-	-	3,000	-
Other current liabilities	1,692	1,591	5,272	1,692	1,591	5,272
Total current liabilities	219,750	215,361	30,434	219,750	215,361	30,434
Financial lease liabilities	-	1,003	602	-	1,003	602
Employee benefit obligations	690	322	233	690	322	233
Accrued rental expenses	66,393	76,711	69,544	66,393	76,711	69,544
Total liabilities	286,833	293,397	100,813	286,833	293,397	100,813
Share Capital						
Common Stock, baht 1 per par 14,453,608,907 Authorized shares capital and Issued and paid-up share capital 7,015,844,904 shares (June 12, 2015)	660,211	660,211	7,015,844	660,211	660,211	7,015,844
Share premium on common shares	734,142	734,142	(5,171,844)	734,142	734,142	(5,171,844)
Retained Earnings						
-Legal reserve	26,000	26,000	26,000	26,000	26,000	26,000
-Deficit	(1,320,728)	(1,367,702)	(1,410,024)	(1,320,728)	(1,367,702)	(1,410,024)
-Other components of shareholders' equity	-	-	1,047	-	-	1,047
Equity attributable to owners of the parent	99,625	52,651	461,027	99,625	52,651	461,027
Total Shareholders' equity	99,625	52,651	461,027	99,625	52,651	461,027
Total liabilities and share holders' equity	386,458	346,048	561,840	386,458	346,048	561,840

Bangpakong Terminal Public Company Limited and its subsidiaries						
Profit and loss and Retained Earnings						
As at December 31						
Unit : Thousand Baht						
	Separate			Equity method		
	2013	2014	2015 (Restated)	2013	2014	2015 (Restated)
Income						
Revenue from services	44,789	21,710	29,397	44,789	21,710	29,397
Other Income	2,521	1,364	36,691	2,521	1,364	36,691
Total Income	47,310	23,074	66,088	47,310	23,074	66,088
Cost and Expenses						
Cost of services	57,446	54,146	51,263	57,446	54,146	51,263
Administrative expenses	14,812	15,254	26,246	14,812	15,254	26,246
Provision of Doubtful Accounts	13,856	520	584	13,856	520	584
Loss from guarantee	196,832	-	30,168	196,832	-	30,168
Financial cost	-	128	362	-	128	362
Total cost and Expenses	282,946	70,048	108,623	282,946	70,048	108,623
Profit (Loss) before Interest expense and Corporate income tax	(235,636)	(46,974)	(42,535)	(235,636)	(46,974)	(42,535)
Total comprehensive income (loss) for the year	(235,636)	(46,974)	(42,535)	(235,636)	(46,974)	(42,535)
Profit (loss) / total comprehensive income (loss)						
Owners of the parent	(235,636)	(46,974)	(42,535)	(235,636)	(46,974)	(42,535)
Non-controlling interests	-	-	-	-	-	-
Total comprehensive income (loss) for the year	(235,636)	(46,974)	(41,275)	(235,636)	(46,974)	(41,275)
Earnings (Loss) per share (baht)	(0.36)	(0.07)	(0.01)	(0.36)	(0.07)	(0.01)

Bangpakong Terminal Public Company Limited and its subsidiaries						
Cash flow statement						
As at December 31						
Unit : Thousand Baht						
	Separate			Equity method		
	2013	2014	2015	2013	2014	2015
<b>Cash Flow statement</b>						
Net cash (used) from Operation activities	853	(10,528)	(249,245)	853	(10,528)	(249,245)
Net cash (used) from Investment activities	(20,368)	(2,433)	(167,655)	(20,368)	(2,433)	(167,655)
Net cash (used) from Financing activities	-	4,278	445,888	-	4,278	445,888

**Note:** The Company is a guarantor loan (Including interest) of an associate since 2004, the loan used to buy a Container Vessel. While this associated company was not ability to pay installment as at December 31, 2013, the company estimated losses from guarantee amounting to baht 196.8 million, and recorded this amount in financial statement as at December 31, 2013, and the income statement for the year ended December 31, 2013. On July 12, 2013, the bank sent a notice to the associate, the Company and another associate (as guarantor) for settlement of these loans, (including interest), presently, the Company is negotiating with banks to restructure this loan.

On August 24, 2015, the Company has paid Baht 227 million to the bank under a compromise agreement at Chachoengsao Provincial Court. The company accounted for estimated losses on guarantees increased by Baht 30.17 million for the period ended September 30, 2015.

The company issued the notice letter to repay the debt with an associate including the cost of litigation costs and attorney fees that the company had paid as guarantor. The Company has recorded in the statement of financial position as at December 31, 2015.

## Financial Ratio

Bangpakong Terminal Public Company Limited and its subsidiaries							
Financial Ratio							
		Separate			Consolidate		
		2013	2014	2015 (Restated)	2013	2014	2015 (Restated)
<b><u>Liquidity Ratio</u></b>							
Current ratio	(time)	0.10	0.03	1.35	0.10	0.03	1.35
Quick ratio	(time)	0.08	0.01	1.19	0.08	0.01	1.19
Cash flow ratio	(time)	0.01	-0.05	2.03	0.01	-0.05	2.03
Accounts Receivable turnover	(time)	4.53	5.49	17.85	4.53	5.49	17.85
Collective day	(day)	80.51	66.46	20.45	80.51	66.46	20.45
Accounts payable turnover	(time)	5.15	5.09	7.56	2.64	5.09	7.56
Payment day	(day)	70.89	71.68	48.29	136.43	71.68	48.29
Cash Cycle	(day)	9.62	-5.22	27.84	-57.02	-5.22	27.84
<b><u>Profitability Ratio</u></b>							
Gross Margin	(%)	-21.42%	-134.66%	22.43%	-21.42%	-134.66%	22.43%
Operating margin	(%)	-52.73%	-200.77%	-17.28%	-52.73%	-200.77%	-17.28%
Cash to Profit ratio	(%)	-3.42%	22.73%	-2182.34%	-3.42%	22.73%	-2182.34%
Net Profit margin	(%)	-498.07%	-203.58%	-64.36%	-498.07%	-203.58%	-64.36%
Return on Equity	(%)	-108.37%	-61.70%	-16.56%	-108.37%	-61.70%	-16.56%
<b><u>Efficiency Ratio</u></b>							
Return on Asset	(%)	-57.44%	-12.83%	-9.37%	-57.44%	-12.83%	-9.37%
Return on Fixed Asset	(%)	-55.93%	-5.34%	-5.44%	-55.93%	-5.34%	-5.44%
Asset turnover	(time)	0.12	0.06	0.15	0.12	0.06	0.15
<b><u>Financial Policy Ratio</u></b>							
Debt to Equity	(time)	2.88	5.57	0.22	2.88	5.57	0.22
Interest Coverage ratio	(time)	NA	NA	NA	NA	-366.98	NA
Obligation Coverage (Cash Basis)	(time)	0.04	-0.51	1.45	0.04	-0.51	1.45
Dividend payment	(%)	NA	NA	NA	NA	NA	NA



## **Management Discussion and Analysis: MD&A (Revised)**

### **Business Overview**

In the year 2015, the company earned major revenue from the port facilities business which provide services for the Bulks, including importers and exporters via seaborne and those who are willing to use the company's inland container depot service for the authorities to inspect the imported goods and for the operators to load export goods onto containers (ICD) , in addition, the company also had income from car parking service without earning revenue from international marine transportation business at all due to the fullness of the Bangpakong Channel which the state has restricted in providing fund on this matter. The vessels, therefore, cannot dock at the port and also as a result of the world economic decelerated and the substantial decrease of import and export: this had caused the reduction of amount of the customers who using ICD and the economic and political uncertainty in the country. The company has been greatly affected by such factors.

Currently under study and consideration the sustainable business practices for port facilities business to comply with environmental and physical characteristics of the Bangpakong channel, which may require additional investment or modification of the product to be discharged through the port of the company in the future.

At the end of the year 2015, the company has begun shipping business within the country. that will be supports the existing businesses, and is likely to grow dramatically in the future. The company uses the existing business base in the east to meet the needs of customers in the same industry.

The associated companies which are engaged in international shipping, no income from operations because the international Vessel of Platinum Emerald Co., Ltd. had engine damage and cannot be used. While the company still has a cost and the cost of maintaining the ship. As a result, the performance from associated was loss and made an issue of ongoing operations as well.

### **Operation Result**

The Company's revenue from the service of port, warehouse and container, and Cars parking services by the total income of the company in 2015 total amount of Baht 66.08 compared to the total revenue from last year with a total of Baht 23.07 million, increasing 186.43 %, due to the other income from Reversal of impairment losses on assets amount Baht 33.65 million, and the increasing of expense from Loss from guarantee amount Baht 30.17. The Company's gross loss in 2015 was Baht 21.87 million, compared with the previous year with a gross loss of Baht 32.43 million as a result of the Company's revenues from services decreased significantly as mention above, while the cost of providing its services in 2015 was no different from previous years because there was most of the fixed costs total amount of Baht 51.26 million, decreased slightly from the previous year amounted to Baht 54.15 million. The ratio of the reduction in the range of 5.732 %, while the cost of administration in 2015 amounted to Baht 26.24 million, increased slightly from the previous year amounted to Baht 15.25 million, representing a rate of increase that percentage. 72.06 %. because the increase in the cost of the staff, remuneration of

Directors and depreciation. Furthermore, in 2015 the company's financial costs in such an amount of Baht 0.36 million, the company had total comprehensive loss Baht 23.39 million compared to the year before the company had earnings totaling Baht 41.27 million.

## Financial Status

### Total Assets

Total assets of the company at December 31, 2015 was Baht 561.84 million, increased from last year of Baht 215.79 million or increasing 62.36% because of the company had registered capital in the year 2015 caused cash and cash equivalent increasing Baht 28.99 million, Available-for-sale investments increasing Baht 144.25 million, Reversal of impairment losses on assets and increasing of Property and equipment in the year 2015 amount of Baht 27.93 million including Deposit for investing in land and building amount of Baht 8.50 million that recorded in non-current assets and the remaining of Baht 6.11million was increasing from ordinary operation.

### Total Liabilities

Total liabilities of the company at December 31, 2015 was Baht 100.81 million decreased from last year of Baht 192.58 million which is 65.64 % because the year 2015, the company paid debt of guarantee to a Bank amount of Baht 227 million made the current liabilities decreasing amount Baht 196.83 million, and the remaining amount was decreasing from ordinary operation.

### Shareholder's Equity

Shareholders' Equity at December 31, 2015 was Baht 461.02 million increasing from last year of Baht 408.37 million, or 775.63% because the company had registered capital in the year 2015.

### Profitability

In 2015, the company had gross profits ratio 22.43%, increasing from 2014 due to the revenue from rendering of services increasing and other income from Reversal of impairment losses on assets. Nonetheless, the company still has Cash flow used in operations for over 2015 from registered capital in the year 2015 in the ratio -2182%.

### Ability in Assets Management

The company has Account receivable turnover of 17.85 times which is 22.68 times increased from 2014 having average debt collection about 20 days and the company has record the provision of doubtful account for Associated companies, which already record the reserve for impairment of investment fund in the Associated companies completely.

### Liquidity

Sources of fund of the company is from the shareholders, however, the company has policy in finding proper sources of fund in conform of use of fund.

As at December 31, 2015, the company has current cash flow of Baht 30.33 million which Baht 249.24 million was from operation because the company paid the guarantee debt to a Bank amount Baht

227 million. Cash flow of Baht 167.65 million has been used to invest in logistic business and there was cash flow from financing activity amount of Baht 445.89 million from capital increase.

Ability of debt repayment to be taken into consideration, in the year 2015, the company has debt to equity ratio of 1.35 times which is 1.32 increasing when comparing to 2015 and Accounts Receivable turnover increased from 5.49 times in 2014 to 17.85 times in 2015 for a period of about 20 days to collect the debt in 2015.

#### **Contingent Liability**

At December 31, 2015, the company has contingent liability that might be incurred regarding domestic bank has issued a bank guarantee of amount Baht 35 million for the company in order to secured its performance to a government section.

#### **Major Effects to Future Operation or Financial Status**

From the result of operation of the last year, the amount of container vessels that have used company port services inclined to be decreased due to the fullness of the Bangpakong Channel which has been increased each year. The company has provided more services to bulk cargoes ships including inland container depots; thus, the company has more confidence that it will get through this crisis and bound back for sustainable operation and accomplishment. In case of guarantee for one associated company to the bank, the company is negotiating for debt restructuring.

#### **Restatement and Reissuance of Financial Statements**

Bangpakon Terminal PCI (The Company) has changed the Auditor for the year 2016, and the auditor has to check the balance of the financial statement for the year ended December 31, 2015 and found that the carrying value of assets in the amount of Baht 51.50 million, consisting of buildings and improvements / Wharf total amount of Baht 29 million, land not used in operations amounted of Baht 16 million, and leasehold rights of Baht 6.50 million. The auditor is has the opinion that reversal of the allowance for impairment of assets mentioned above as at December 31, 2015 with a net book value of assets in the amount of Baht 103.74 million were higher carrying value was estimated to be Baht 17.88 million, which for an improvement of buildings, Wharf and port. (According to Accounting Standard No. 36 Impairment of Assets Paragraph 117 on Reversal of allowance for impairment of assets. The carrying amount of an asset may not exceed the carrying amount that should be) causes the Company to improve the carrying value as at December 31, 2015 for carrying a "Value should be" to improve the company's financial statements (Restate) for the year ended December 31, 2015, by improving other income decreased by Baht 17.88 million. This makes a total loss for the year ended December 31, 2015 from Baht 24.65 million of loss for the year amounted to a loss for the year amounted to Baht 42.53 million and the auditors of the Company have resolved the report, and Restatement and Reissuance of Financial Statements of the original report with the opinion on the report of the auditors was unqualified.

**BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED**

**Financial Statements**

**For the Year Ended December 31, 2015**

**and Report of Certified Public Accountant**

***M.R. & ASSOCIATES CO., LTD.***

***Certified Public Accountants***

## **REPORT OF CERTIFIED PUBLIC ACCOUNTANT**

To the Shareholders and the Board of Directors of Bangpakong Terminal Public Company Limited

I have audited the accompanying financial statements in which the equity method is applied of Bangpakong Terminal Public Company Limited, which comprise the statement of financial position in which the equity method is applied as at December 31, 2015, and the statement of comprehensive income in which the equity method is applied, statement of changes in shareholders' equity in which the equity method is applied and statement of cash flows in which the equity method is applied for the year then ended, and a summary of significant accounting policies and other explanatory notes. I have also audited the accompanying separate financial statements of Bangpakong Terminal Public Company Limited, which comprise the separate statement of financial position as at December 31, 2015, and the separate statement of comprehensive income, separate statement of changes in shareholders' equity and separate statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

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

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

### **Auditor's Responsibility**

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

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

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

## **Opinion**

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

## **Emphasis of a Matter**

I draw attention to Note 24 to the financial statements. The financial statements in which the equity method is applied and separate financial statements of Bangpakong Terminal Public Company Limited for the year ended December 31, 2015 that I expressed an unqualified opinion on those financial statements dated February 25, 2016 have been restated and reissued. Accordingly, this audit report replaced my previous report. My opinion is not qualified in respect of this matter.

## **Other**

The comparative financial statements in which the equity method is applied of Bangpakong Terminal Public Company Limited for the year ended December 31, 2014 and the comparative separate financial statement of Bangpakong Terminal Public Company Limited for the year ended December 31, 2014 were audited by another auditor in my office whose report dated February 25, 2015 expressed an unmodified opinion on those statements with emphasis on uncertainty about the Company's ability to continue as a going concern as described in Note to financial statements 14.

(Mr. Methee Ratanasrimetha)  
Certified Public Accountant  
Registration No. 3425

M.R. & ASSOCIATES CO., LTD.  
Bangkok  
February 25, 2016 (except with respect to the matter  
discussed in Note 24, as to which the date is May 11, 2016)

**BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED**  
**STATEMENTS OF FINANCIAL POSITION**  
**AS AT DECEMBER 31, 2015 AND 2014**

**ASSETS**

		In Thousand Baht	
		Financial statements in which the equity method is applied/ Separate financial statements	
		2015	2014
		"Restated"	
	Note	(Note 24)	
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	5	30,339	1,351
Trade accounts receivable	6	5,752	1,654
Short-term loans	4	-	-
Other current assets	4	4,871	3,365
<b>Total current assets</b>		<b>40,962</b>	<b>6,370</b>
<b>NON-CURRENT ASSETS</b>			
Available-for-sale investments	7	144,250	-
Investments in associates	8	-	-
Fixed deposits pledged as collateral	9	300	300
Property and equipment	9, 10, 24	105,686	98,024
Land not used in operations	9, 11, 24	225,762	209,762
Leasehold rights	12, 24	35,870	31,587
Other non-current assets	23	9,010	5
<b>Total non-current assets</b>		<b>520,878</b>	<b>339,678</b>
<b>TOTAL ASSETS</b>		<b>561,840</b>	<b>346,048</b>

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

**BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED**  
**STATEMENTS OF FINANCIAL POSITION**  
**AS AT DECEMBER 31, 2015 AND 2014**

**LIABILITIES AND SHAREHOLDERS' EQUITY**

		In Thousand Baht	
		Financial statements in which the equity method is applied/ Separate financial statements	
		2015	2014
		"Restated"	
	Note	(Note 24)	
<b>CURRENT LIABILITIES</b>			
Trade accounts payable		1,123	349
Short-term borrowing	4	-	3,000
Current portion of financial lease liabilities	13	401	374
Accrued rental expenses	12	23,638	13,215
Provision for loss from guarantee	14	-	196,832
Other current liabilities	4	5,272	1,591
<b>Total current liabilities</b>		<b>30,434</b>	<b>215,361</b>
<b>NON-CURRENT LIABILITIES</b>			
Financial lease liabilities	13	602	1,003
Accrued rental expenses	12	69,544	76,711
Employee benefit obligations	15	233	322
<b>Total non-current liabilities</b>		<b>70,379</b>	<b>78,036</b>
<b>Total liabilities</b>		<b>100,813</b>	<b>293,397</b>
<b>SHAREHOLDERS' EQUITY</b>			
Share capital			
Authorized share capital	16	14,453,609	1,106,875
Issued and paid-up share capital	16	7,015,844	660,211
Share premium (discount) on common shares - net	17	(5,171,840)	734,142
Retained earnings (deficit)			
Legal reserve	17	26,000	26,000
Deficit		(1,410,024)	(1,367,702)
Other components of shareholders' equity		1,047	-
<b>Shareholders' equity - net</b>		<b>461,027</b>	<b>52,651</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>		<b>561,840</b>	<b>346,048</b>

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



**BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED**  
**STATEMENTS OF COMPREHENSIVE INCOME**  
**FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014**

		In Thousand Baht	
		Financial statements in which the equity method is applied/ Separate financial statements	
		2015	2014
		"Restated"	
	Note	(Note 24)	
<b>REVENUES</b>			
Revenue from rendering of services	4	29,397	21,710
Other income	18, 24	36,691	1,364
<b>Total revenues</b>		<b>66,088</b>	<b>23,074</b>
<b>EXPENSES</b>			
Costs of rendering of services	4, 19	51,263	54,146
Administrative expenses	19	26,246	15,254
Provision for doubtful accounts	4	584	520
Loss from guarantee	14	30,168	-
Finance costs	4	362	128
<b>Total expenses</b>		<b>108,623</b>	<b>70,048</b>
<b>Loss for the year</b>	24	<b>(42,535)</b>	<b>(46,974)</b>
<b>Other comprehensive income</b>			
Items that will not be reclassified subsequently to profit or loss			
- Actuarial gain on defined benefit plan	15	213	-
Items that will be reclassified subsequently to profit or loss			
- Gain on measurement of available-for-sale investments	7	1,047	-
<b>Other comprehensive income for the year</b>		<b>1,260</b>	<b>-</b>
<b>Total comprehensive loss for the year</b>		<b>(41,275)</b>	<b>(46,974)</b>
<b>Loss per share (Baht)</b>			
20, 24			
Basic		(0.01)	(0.07)
Diluted		(0.01)	(0.07)

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

**BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED**  
**STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
**FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014**

Financial statements in which the equity method is applied/

Separate financial statements (In Thousand Baht) ("Restated" - Note 24)

	Note	Issued and paid-up share capital	Premium (discount) on common shares - net	Retained earnings (deficit)		Other components of shareholders' equity Fair value changes in available-for-sale investments	Shareholders' equity - net
				Legal reserve	Deficit		
<b>Balance at January 1, 2014</b>		660,211	734,142	26,000	(1,320,728)	-	99,625
Total comprehensive loss for the year		-	-	-	(46,974)	-	(46,974)
<b>Balance at December 31, 2014</b>		<u>660,211</u>	<u>734,142</u>	<u>26,000</u>	<u>(1,367,702)</u>	<u>-</u>	<u>52,651</u>
<b>Balance at January 1, 2015</b>		660,211	734,142	26,000	(1,367,702)	-	52,651
Comprehensive income for the year							
Loss for the year	24	-	-	-	(42,535)	-	(42,535)
Other comprehensive income for the year		-	-	-	213	1,047	1,260
Total comprehensive income (loss) for the year		-	-	-	(42,322)	1,047	(41,275)
Capital increase	16	6,355,633	(5,905,982)	-	-	-	449,651
<b>Balance at December 31, 2015</b>		<u>7,015,844</u>	<u>(5,171,840)</u>	<u>26,000</u>	<u>(1,410,024)</u>	<u>1,047</u>	<u>461,027</u>

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

**BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED**  
**STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014**

	In Thousand Baht	
	Financial statements in which the equity method is applied/ Separate financial statements	
	2015	2014
<b>Cash flows from operating activities</b>		
Loss for the year	(42,535)	(46,974)
Adjustments for		
Depreciation and amortization	23,327	28,178
Reversal of impairment losses on assets	(33,652)	-
Provision for doubtful accounts	584	520
Provision for loss from guarantee	30,168	-
Provision for employee benefits	124	17
Gain on sale of available-for-sale investments	(562)	-
Gain on sale of equipments	(1,206)	-
Interest income	(177)	(72)
Interest expenses	362	128
	(23,567)	(18,203)
Changes in operating assets and liabilities		
Trade accounts receivable	(4,098)	5,095
Other current assets	(1,763)	439
Other non-current assets	(555)	-
Trade accounts payable	774	31
Other current liabilities	3,708	(130)
Accrued rental expenses	3,256	2,625
Employee benefit obligations	-	(385)
Payment for loss from guarantee	(227,000)	-
<b>Net cash used in operating activities</b>	<b>(249,245)</b>	<b>(10,528)</b>

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

**BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED**  
**STATEMENTS OF CASH FLOWS (Continued)**  
**FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014**

	In Thousand Baht	
	Financial statements in which the equity method is applied/ Separate financial statements	
	2015	2014
<b>Cash flows from investing activities</b>		
Interest received	177	72
Short-term loans	(327)	(210)
Additions of property and equipment	(26,764)	(2,295)
Proceeds from sale of equipments	1,900	-
Purchase of available-for-sale investments	(400,000)	-
Proceeds from sale of available-for-sale investments	257,359	-
<b>Net cash used in investing activities</b>	<b>(167,655)</b>	<b>(2,433)</b>
<b>Cash flows from financing activities</b>		
Interest paid	(389)	(99)
Short-term borrowing	9,000	3,000
Repayments of short-term borrowing	(12,000)	-
Increase in finance lease liabilities	-	1,737
Repayments of finance lease liabilities	(374)	(360)
Proceeds from capital increase	449,651	-
<b>Net cash provided by financing activities</b>	<b>445,888</b>	<b>4,278</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>28,988</b>	<b>(8,683)</b>
Cash and cash equivalents at beginning of year	1,351	10,034
<b>Cash and cash equivalents at end of year</b>	<b>30,339</b>	<b>1,351</b>

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

**BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED**  
**Notes to financial statements**  
**December 31, 2015 and 2014**

**1. GENERAL**

Bangpakong Terminal Public Company Limited, the “Company”, is incorporated in Thailand and has its registered office at 8/1 Moo 8, Sukhumvit Road, Tahkarm, Bangpakong, Chachoengsao.

The Company was listed on the Stock Exchange of Thailand in July 2003.

The principal business of the Company is the operation of a port in Bangpakong which includes a container depot, warehousing, a wharf and other related services. The Company has operated transportation and related services starting from December 2015.

On February 8, 2016, the Company registered new branches and changed the registered head office. The new registered offices are as follows:

Head office : 3656/64 Green Tower Building, 19<sup>th</sup> Floor, Unit K, Rama 4 Road, Klongton, Klongtoey, Bangkok.

Branch 1 : 8/1 Moo 8, Tambol Tahkarm, Amphor Bangpakong, Chachoengsao.

Branch 2 : 273/15 Moo 6, Tambol Surasak, Amphor Srirasha, Chonburi.

**2. BASIS FOR PREPARATION OF FINANCIAL STATEMENTS**

The accompanying financial statements are prepared in Thai Baht in the Thai language in accordance with the financial reporting standards in Thailand. Accordingly, the accompanying financial statements are intended solely to present the financial position, results of operations and cash flows in accordance with the financial reporting standards in Thailand.

Except as disclosed in the accounting policies, the accompanying financial statements have been prepared under the historical cost convention.

The Company disclosed information for the year ended December 31, 2014 for being the comparative information in the financial statements for the year ended December 31, 2015 in the form of corresponding figures.

For convenience of the readers, an English translation of the financial statements has been prepared from the Thai language statutory financial statements that are issued for domestic financial reporting purposes.

*Revision and issuance of new accounting standards, financial reporting standards, and interpretations*

The Federal of Accounting Professions (FAP) had issued several Notifications which were announced in the Royal Gazette during 2014 and 2015, regarding the revision and issuance of new Thai Accounting Standards (TAS), Thai Financial Reporting Standards (TFRS), Thai Accounting Interpretation (TSIC), and Thai Financial Reporting Interpretation (TFRIC) with the effective for the accounting period beginning on or after January 1, 2015.

**BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED**  
**Notes to Financial Statements (Continued)**  
**December 31, 2015 and 2014**

Adoption of the new and revised TAS and TFRS as well as TSIC and TFRIC did not have any material effect to the financial statements of the Company. Significant changes relate to presentation of financial statements in accordance with TAS 1 (revised 2014) Presentation of Financial Statements and recognition of actuarial gains and losses in other comprehensive income in accordance with TAS 19 (revised 2014) Employee Benefits, and fair value measurement in accordance with TFRS 13 Fair value Measurement as summarized below:

TAS 1 (revised 2014) Presentation of Financial Statements

This revised standard requires additional grouping of items of Other Comprehensive Income that, in accordance with other TFRS, (a) will not be reclassified subsequently to profit or loss; and (b) will be reclassified subsequently to profit or loss.

TAS 19 (revised 2014) Employee Benefits

This revised standard requires actuarial gains and losses be recognized in other comprehensive income.

TFRS 13 Fair Value Measurement

This standard applies when another TFRS requires or permits fair value measurements or disclosures about fair value measurement and requires disclosures about 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. Principal market is the market with the greatest volume and level of activity for the asset or liability. Market participants comprise buyers and sellers in the principal or most advantageous market for the asset or liability whereby market participants are independent of each other, knowledgeable and having a reasonable understanding, able to enter into a transaction for the asset or liability, and willing to enter into a transaction for the asset or liability.

To increase the consistency and comparability in fair value measurements and related disclosures in the financial statements, the fair value hierarchy is categorized into 3 levels with respect of the inputs to valuation techniques used to measure the fair value. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities (“Level 1 inputs”), secondary priority to other observable inputs (“Level 2 inputs”), and the lowest priority to unobservable inputs (“Level 3 inputs”).

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 that are observable for the asset or liability, either directly or indirectly.

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

As at December 31, 2015, the Company had available-for-sales investments that are measured at fair value (recurring item) in the statement of financial position, amounting to Baht 144 million (Level 1 inputs).

**BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED**  
**Notes to Financial Statements (Continued)**  
**December 31, 2015 and 2014**

However, the Company has financial assets and liabilities not measured at fair value in the statements of financial position as at December 31, 2015 but for which the fair value is disclosed in Note 22.

FAP has additionally issued several Notifications which were announced in the Royal Gazette during 2015, regarding the revision and issuance of new TAS, TFRS, TSIC, and TFRIC with the effective for the accounting period beginning on or after January 1, 2016 whereby the Company has not yet adopted in the preparation of the accompanying financial statements and have no policy to early adopt before the effective period, which are as follows:

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 Rates
TAS 23 (revised 2015)	Borrowing Costs
TAS 24 (revised 2015)	Related Party Disclosures
TAS 26 (revised 2015)	Accounting and Reporting by Retirement Benefit Plans
TAS 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
TAS 41 (revised 2015)	Agriculture
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 Resources

**BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED**  
**Notes to Financial Statements (Continued)**  
**December 31, 2015 and 2014**

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
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 - Changes in the Tax Status of an Entity or its Shareholders
TSIC 27 (revised 2015)	Evaluating the Substance of Transactions Involving the Legal Form of a Lease
TSIC 29 (revised 2015)	Service Concession Arrangements: Disclosures
TSIC 31 (revised 2015)	Revenue - Barter Transactions Involving Advertising Services
TSIC 32 (revised 2015)	Intangible Assets - Web Site Costs
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 TAS 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 - 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 (revised 2015)	Levies

Management of the Company has preliminarily assessed and believed that there will be no material effect to the financial statements of the Company upon adoption of the aforesaid new and revised TAS and TFRS as well as TSIC and TFRIC.



**BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED**  
**Notes to Financial Statements (Continued)**  
**December 31, 2015 and 2014**

**3. SIGNIFICANT ACCOUNTING POLICIES**

**Basis of the financial statements in which the equity method is applied**

Associates are those companies in which the Company has significant influence, but not control, over the financial and operating policies. The financial statements in which the equity method is applied include the Company's share of the total recognized gains and losses of associates on an equity accounted basis, from the date that significant influence commences until the date that significant influence ceases. When the Company's share of losses exceeds its interest in an associate, the Company's carrying amount is reduced to nil and recognition of further losses is discontinued except to the extent that the Company has incurred legal or constructive obligations or made payments on behalf of the associate.

**Foreign currency transactions**

Transactions in foreign currencies are translated to Thai Baht at the foreign exchange rates ruling at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to Thai Baht at the foreign exchange rates ruling at that date. Foreign exchange differences arising on translation are recognized in profit or loss.

Non-monetary assets and liabilities measured at cost in foreign currencies are translated to Thai Baht using the foreign exchange rates ruling at the dates of the transactions.

**Cash and cash equivalents**

Cash and cash equivalents comprise cash balances, call deposits and highly liquid short-term investments.

**Trade and other accounts receivable**

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

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

**Investments**

Marketable equity securities other than securities held for trading or intended to be held to maturity, are classified as being available-for-sale and are stated at fair value, with any resultant gain or loss being recognized in other comprehensive income.

Investments in associates in the separate financial statements of the Company are accounted for using the cost method less impairment losses. Investments in associates in the financial statements in which the equity method is applied are accounted for using the equity method.

**BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED**  
**Notes to Financial Statements (Continued)**  
**December 31, 2015 and 2014**

**Property and equipment**

Property and equipment are stated at cost less accumulated depreciation and impairment losses.

Depreciation is charged to profit or loss on a straight-line basis over the estimated useful lives of each part of an item of property and equipment. Depreciation is calculated based on cost of the property and equipment less residual value. Useful lives and residual values are reviewed at each year-end. The estimated useful lives are as follows:

Leasehold improvements	20 Years
Building and improvements	20 Years
Wharf	20 Years
Machinery and equipment	5 and 10 Years
Furniture, fixtures and office equipments	3 and 5 Years
Vehicles	5 Years

No depreciation is provided on assets under construction.

**Leasehold rights on land**

Leasehold rights on land are stated at cost less accumulated amortization and impairment losses. Leasehold rights on land are amortized in profit or loss on a straight-line basis under the agreements 30 years.

**Impairment of assets**

The carrying amounts of the Company's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts (the higher of an asset's net selling price or value in use) are estimated. The review is made for individual assets or for the cash-generating unit.

In case that the carrying value of an asset exceeds its recoverable amount, the Company recognizes the impairment losses by reducing the carrying value of the asset to be at its recoverable amount and recording the devaluation in profit or loss. The reversal of impairment losses recognized in prior years is recorded as part of other income when there is an indication that the impairment losses recognized for the assets no longer exist or are decreased.

**Trade and other accounts payable**

Trade and other accounts payable are stated at cost.

**BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED**  
**Notes to Financial Statements (Continued)**  
**December 31, 2015 and 2014**

**Employee benefits**

Obligations for contributions to provident fund are recognized as an expense in profit or loss as incurred.

The Company's obligation in respect of post-employment benefits, which are compensations under labor protection acts, is recognized as liability and expense in the financial statements based on the amount calculated, using the projected unit credit method by a qualified actuary. Expenses from the estimated liability for post-employment benefits are recognized in profit or loss and comprise of current service cost and interest cost. Actuarial gain or loss is recognized in other comprehensive income. This employee benefit plan is unfunded and has no any incurred plan asset.

**Provisions**

A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

**Revenue**

Revenue excludes value added taxes and is arrived at after deduction of trade discounts.

Service income is recognized as services are provided.

Interest income and other income are recognized on an accrual basis.

**Expenses**

Payments made under operating leases are recognized in profit or loss on a straight line basis over the term of the lease.

Interest expenses and similar costs are charged to profit or loss for the period in which they are incurred. The interest component of finance lease payments is recognized in profit or loss using the effective interest rate method.

**Use of estimates**

In order to prepare financial statements in conformity with the financial reporting standards in Thailand, management needs to make estimates and set assumptions that affect income, expenditure, assets and liabilities in order to disclose information on the valuation of assets, liabilities and contingent liabilities. Actual outcomes may, therefore, differ from the estimates used.

The estimates and underlying assumptions used in the preparation of these financial statements are reviewed on an ongoing basis. Revision to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

**BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED**  
**Notes to Financial Statements (Continued)**  
**December 31, 2015 and 2014**

**Income tax**

Tax expense for the year comprises current and deferred tax.

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

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted by the reporting date.

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

The Company expects that it is not probable that future taxable profit will be utilized and, accordingly no deferred tax asset is provided.

As at December 31, 2015, the Company had tax loss carry forward amounting to approximately Baht 255.6 million whereby such loss carry forward is able to be used as tax credit until 2020.

**BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED**  
**Notes to Financial Statements (Continued)**  
**December 31, 2015 and 2014**

**4. RELATED PARTY TRANSACTIONS AND BALANCES**

Related parties are those parties controlled by the Company or have power control over the Company, directly or indirectly, or have significant influence over the financial or operating policies of the Company.

The related parties consisted of:

<u>Name of entities</u>	<u>Country of incorporation/ Nationality</u>	<u>Nature of relationships</u>
Platinum Emerald Co., Ltd. Platinum Container Lines Co., Ltd. and its subsidiaries (Platinum Jade Co., Ltd. and Platinum Diamond Co., Ltd.)	Thailand	Associates
SCG Logistics Co., Ltd., NP Marine Logistics Co., Ltd., NP Marine Co., Ltd., SC Auto Logistics Co., Ltd., SC Group Holding Co., Ltd. Thai InterNational DockYard Co., Ltd. and SC Carrier Co., Ltd.	Thailand	Being controlled by the director of the Company
Key management personnel	Thailand	Persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of the Company.

**BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED**  
**Notes to Financial Statements (Continued)**  
**December 31, 2015 and 2014**

Significant transactions for the years ended December 31, 2014 and 2013 with related parties were as follows:

		In Thousand Baht	
	Pricing policies	2015	2014
<b>Associates</b>			
Other income	Agreed price	240	240
<b>Related parties</b>			
Revenue from rendering of service	Market price	3,508	3,015
Other income	Agreed price	421	223
Rental expenses	Agreed price	89	-
Interest expense	Market price	279	26
<b>Key management compensation</b>			
Short-term employee benefits		6,342	4,597
Post-employment benefits		173	132
<b>Total</b>		<b>6,515</b>	<b>4,729</b>

Balances as at December 31, 2015 and 2014 with related parties were as follows:

			In Thousand Baht	
			2015	2014
Trade accounts receivable				
Other related parties			14	15
		Interest rate		In Thousand Baht
		(% per annum)	2015	2014
Short-term loans				
Associates	2.50 and 6.25	2.50 and 6.25		
At January 1			232,136	231,926
Increase			327	210
At December 31			232,463	232,136
Less allowance for doubtful accounts			(232,463)	(232,136)
Net			-	-

**BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED**  
**Notes to Financial Statements (Continued)**  
**December 31, 2015 and 2014**

	In Thousand Baht	
	2015	2014
<b>Other current assets</b>		
<b>Interest receivables</b>		
Associates	60,870	60,870
Less allowance for doubtful accounts	(60,870)	(60,870)
<b>Net</b>	-	-
<b>Other receivables</b>		
Associates	227,567	310
Related party	12	12
Total	227,579	322
Less allowance for doubtful accounts	(227,567)	(310)
<b>Net</b>	12	12
<b>Total other current assets</b>	12	12
<b>Short-term borrowing</b>		
Related party		
At January 1	3,000	-
Increase	9,000	3,000
Decrease	(12,000)	-
<b>At December 31</b>	-	3,000
<b>Accrued interest expense (included in other current liabilities)</b>		
Related party	-	26

The Company did not recognized interest income from loans to the associates for the years ended December 31, 2015 and 2014 since the Company's management believes that this interest income is not collectible. Provision for doubtful accounts for all loans and interest receivable from the associates was fully provided.

On December 30, 2015, the Company claimed an associate amounting to baht 227 million. This claim arose from settlement of the associate's debt as mentioned in Note 14. Since the Company's management believe that this claim is not collectible and accordingly, allowance for doubtful accounts was fully provided.

**BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED**  
**Notes to Financial Statements (Continued)**  
**December 31, 2015 and 2014**

**5. CASH AND CASH EQUIVALENTS**

	In Thousand Baht	
	2015	2014
Cash on hand	70	70
Cash at banks	30,269	1,281
<b>Total</b>	<b>30,339</b>	<b>1,351</b>

**6. TRADE ACCOUNTS RECEIVABLE**

	Note	In Thousand Baht	
		2015	2014
<b>Other related parties</b>			
Within credit terms		6	8
Overdue			
Less than 60 days		8	7
	4	14	15
<b>Other parties</b>			
Within credit terms		3,966	1,166
Overdue			
Less than 60 days		1,772	473
		5,738	1,639
<b>Total</b>		<b>5,752</b>	<b>1,654</b>

The normal credit term granted by the Company ranges from 7 days to 30 days.

**7. AVAILABLE-FOR-SALE INVESTMENTS**

	In Thousand Baht	
	2015	2014
As at 1 January	-	-
Purchases during the year	400,000	-
Sales during the year	(256,797)	-
Valuation adjustment	1,047	-
<b>As at December 31</b>	<b>144,250</b>	<b>-</b>



**BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED**  
**Notes to Financial Statements (Continued)**  
**December 31, 2015 and 2014**

**8. INVESTMENTS IN ASSOCIATES**

As at December 31, 2015 and 2014, the details of investments in associates were as follows:

	Ownership interest (%)	In Thousand Baht		
		Paid-up capital	Equity method	Cost method
Platinum Container Lines Co., Ltd.	40	800,000	-	327,156
Less allowance for impairment			-	(327,156)
Net			-	-
Platinum Emerald Co., Ltd.	45	216,000	-	97,200
Less allowance for impairment			-	(97,200)
Net			-	-
<b>Total</b>			-	-

The Company had no dividends from its associates for the years ended December 31, 2015 and 2014.

Financial information of the associates for the years ended December 31, 2015 and 2014 were as follows:

	In Thousand Baht			
	2015		2014	
	Platinum Container Lines Co., Ltd. and its subsidiaries	Platinum Emerald Co., Ltd.	Platinum Container Lines Co., Ltd. and its subsidiaries	Platinum Emerald Co., Ltd.
Current assets	876	10	834	17
Non-current assets	-	68,122	-	72,130
Current liabilities	919,974	942,658	836,012	1,046,297
Total revenues	43	193,175	45	1
Profit (loss) for the year	(63,010)	99,593	(12,693)	(80,144)

**9. ASSETS USED AS COLLATERAL FOR CREDIT FACILITIES**

As at December 31, 2015, a fixed deposit of Baht 0.3 million (2014: Baht 0.3 million) of the Company is used as collateral for bank guarantee issued to a government agency.

As at December 31, 2015, machinery and equipment with gross carrying value of Baht 50.5 million (fully depreciated) (2014: net carrying value of Baht 0.8 million); land not used in operations with net carrying value of Baht 60.6 million (2014: Baht 57 million) of the Company are used as collateral for bank guarantee of Baht 35 million (2014: Baht 35 million) issued to Customs Department.

As at December 31, 2015 and 2014, insurance coverage on the above machinery and equipment is assigned to the bank.

**BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED**  
**Notes to Financial Statements (Continued)**  
**December 31, 2015 and 2014**

**10. PROPERTY AND EQUIPMENT**

In Thousand Baht

	Leasehold improvements	Building and improvements	Wharf	Machinery and equipment	Furniture, fixtures and office equipment	Vehicles	Construction in progress	Total
<b>Cost</b>								
<b>At January 1, 2014</b>	191,089	90,657	65,485	105,075	7,817	3,096	-	463,219
Additions	-	485	-	-	73	1,737	-	2,295
Disposals	-	-	-	(259)	(954)	-	-	(1,213)
<b>At December 31, 2014</b>	191,089	91,142	65,485	104,816	6,936	4,833	-	464,301
Additions	-	-	-	6,291	298	6,850	4,875	18,314
Disposals	-	-	-	(2,466)	-	(1,854)	-	(4,320)
<b>At December 31, 2015</b>	191,089	91,142	65,485	108,641	7,234	9,829	4,875	478,295
<b>Accumulated depreciation and impairment losses</b>								
<b>At January 1, 2014</b>	122,724	73,223	46,972	89,247	7,681	1,720	-	341,567
Depreciation charge for the year	8,379	3,804	2,838	10,142	56	704	-	25,923
Disposals	-	-	-	(259)	(954)	-	-	(1,213)
<b>At December 31, 2014</b>	131,103	77,027	49,810	99,130	6,783	2,424	-	366,277
Depreciation charge for the year	8,379	3,812	2,838	5,286	73	685	-	21,073
Disposals	-	-	-	(2,466)	-	(1,160)	-	(3,626)
Reversal of impairment losses	(7,192)	(1,605)	(2,318)	-	-	-	-	(11,115)
<b>At December 31, 2015</b>	132,290	79,234	50,330	101,950	6,856	1,949	-	372,609
<b>Net book value</b>								
<b>At December 31, 2014</b>	59,986	14,115	15,675	5,686	153	2,409	-	98,024
<b>At December 31, 2015</b>	58,799	11,908	15,155	6,691	378	7,880	4,875	105,686

**BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED**  
**Notes to Financial Statements (Continued)**  
**December 31, 2015 and 2014**

The gross carrying amount of fully depreciated property and equipments of the Company that was still in use as at December 31, 2015 amounted to Baht 107.2 million (2014: Baht 19.3 million).

In 2015, the Company recorded a reversal of allowance for impairment of assets amounted to Baht 11.1 million due to replacement cost of assets increased.

**11. LAND NOT USED IN OPERATIONS**

	In Thousand Baht	
	2015	2014
At cost	225,762	225,762
Less allowance for impairment	-	(16,000)
<b>Net</b>	<b>225,762</b>	<b>209,762</b>

In 2015, the Company recorded a reversal of allowance for impairment of the above land amounted to Baht 16 million due to market fair value of the land increased.

**12. LEASEHOLD RIGHTS AND ACCRUED RENTAL EXPENSES**

	In Thousand Baht	
	2015	2014
<b>Leasehold rights</b>		
At cost	134,906	134,906
Less accumulated amortization	(61,153)	(58,899)
allowance for impairment	(37,883)	(44,420)
<b>Net</b>	<b>35,870</b>	<b>31,587</b>
<b>Accrued rental expenses</b>		
Rental expense from January 1, 1999 to December 31, 2015 and 2014	280,002	263,532
Rental payment from January 1, 1999 to December 31, 2015 and 2014	(186,820)	(173,606)
<b>Net</b>	<b>93,182</b>	<b>89,926</b>
<u>Shown under</u>		
Current liabilities	23,638	13,215
Non-current liabilities	69,544	76,711
<b>Total</b>	<b>93,182</b>	<b>89,926</b>

In 2015, the Company recorded a reversal of allowance for impairment of leasehold rights amounted to Baht 6.5 million due to market fair value of property increased.

**Non-cancellable operating lease commitments**

	In Thousand Baht	
	2015	2014
Within one year	23,638	13,215
After one year but within five years	99,804	100,459
After five years	183,859	206,842
<b>Total</b>	<b>307,301</b>	<b>320,516</b>

The Company entered into a lease agreement for land for 30 years ending in December 2028. Under the term of the agreement, the Company paid Baht 134.9 million as leasehold rights on land.

**BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED**  
**Notes to Financial Statements (Continued)**  
**December 31, 2015 and 2014**

**13. FINANCIAL LEASE LIABILITIES**

	In Thousand Baht		
	Total	Interest	Net
<b>As at December 31, 2015</b>			
Due within one year	458	(57)	401
Due after one year but within five years	632	(30)	602
<b>Total</b>	<u>1,090</u>	<u>(87)</u>	<u>1,003</u>
<b>As at December 31, 2014</b>			
Due within one year	458	(84)	374
Due after one year but within five years	1,090	(87)	1,003
<b>Total</b>	<u>1,548</u>	<u>(171)</u>	<u>1,377</u>

Financial lease liabilities as at December 31, 2015 and 2014 arose from purchase of vehicles under hire-purchase agreements. Net book value of these vehicles as at December 31, 2015 and 2014 amounted to Baht 1.1 million and Baht 1.4 million, respectively. The title on these vehicles will be transferred to the Company upon final payment.

**14. GUARANTEE**

**Guarantee**

The Company was a guarantor of an associate's borrowings (including interest) since 2004. The borrowings were acquired to finance purchase of a vessel. The associate did not repay the borrowings on due date.

On April 4, 2014, the bank sued the associate, the company and another associate (as guarantors) for settlement of the debt amounting to Baht 317.4 million plus interest at 18% per annum computed from the principal amount of Baht 234.9 million from April 5, 2014.

As at December 31, 2014, the Company estimated loss from the guarantee amounting to Baht 197 million. At that date its current liabilities exceeded its current assets by Baht 209 million. The excess of the current liabilities over the current assets was mainly due to loss from guaranteeing of the associate's debt. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

Loss from the guarantee additional amount of Baht 30 million was included in profit or loss for the year ended December 31, 2015.

On August 24, 2015, the Company had compromised with the bank and settled the debt only at Baht 227 million in the court.

**BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED**  
**Notes to Financial Statements (Continued)**  
**December 31, 2015 and 2014**

**15. EMPLOYEE BENEFIT OBLIGATIONS**

Movement in the present value of the obligations (unfunded) was as follows:

	In Thousand Baht	
	2015	2014
Obligations as at January 1	322	690
Current cost	107	177
Interest on obligations	17	39
Actuarial gain	(213)	(199)
Employee benefits paid	-	(385)
	(89)	(368)
Obligations as at December 31	233	322

Principal actuarial assumptions:

	%	
	2015	2014
Discount rate	3.07	3.91
Salary increase rate	5.62	3.93
Disability rate	10.00	10.00
Personnel turnover rate	13.00	8.00

**16. SHARE CAPITAL AND WARRANTS**

	In Thousand shares	In Thousand Baht
<u>Authorized, common shares at Baht 1 par value</u>		
At January 1, 2015	1,106,875	1,106,875
Decrease	(446,664)	(446,664)
Increase	13,793,398	13,793,398
<b>At December 31, 2015</b>	<b>14,453,609</b>	<b>14,453,609</b>
<u>Issued and paid-up, common shares at Baht 1 par value</u>		
At January 1, 2015	660,211	660,211
Increase	6,355,633	6,355,633
<b>At December 31, 2015</b>	<b>7,015,844</b>	<b>7,015,844</b>

**BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED**  
**Notes to Financial Statements (Continued)**  
**December 31, 2015 and 2014**

**At the Annual General Shareholders meeting of the Company held on May 28, 2015, the Shareholders passed the following resolutions:**

- Allocation of 1,980,633,678 new common shares to existing shareholders at the ratio of 1 common shares for 3 new shares at Baht 0.05 per share.
- Allocation of 4,375,000,000 new common shares to specific investors at Baht 0.08 per share.
- Decrease registered capital by removing unissued shares of Baht 446,663,774 (446,663,774 common shares at Baht 1 par value).
- Increase registered capital of Baht 6,355,633,678 (6,355,633,678 common shares at Baht 1 par value).

The Company registered the alteration of the Company's registered capital to Baht 7,015,844,904 (7,015,844,904 common shares at Baht 1 par value) with the Ministry of Commerce on June 12, 2015.

**Allocation of the new common shares are as follows:**

	Number of shares	In Baht
Existing shareholders at Baht 0.05 per share	1,959,969,945	97,998,497
Unsubscribed share sold to specific investors at Baht 0.08 per share (approved by the Board of Director of the Company on August 25, 2015)	20,663,733	1,653,099
	1,980,633,678	99,651,596
Specific investors at Baht 0.08 per share	4,375,000,000	350,000,000
<b>Total</b>	<u>6,355,633,678</u>	<u>449,651,596</u>

Proceeds from the allocation totaling Baht 449,651,596 consisted of paid-up share capital of Baht 6,355,633,678 and share discount of Baht 5,905,982,082.

The Company registered the alteration of the Company's issued and paid-up share capital to Baht 7,015,844,904 (7,015,844,904 common shares at Baht 1 par value) with the Ministry of Commerce on September 16, 2015.

**At the Extraordinary Shareholders meeting of the Company held on September 28, 2015, the Shareholders passed the following resolutions:**

- Issuance of third free warrant (BTC-W3) not over 3,437,764,003 units to existing shareholders (100 common shares per 49 warrant BTC-W3)
- Allocation of 4,000,000,000 new common shares to specific investors at amount at an amount not less 90% of market price.
- Increase register capital of Baht 7,437,764,003 (7,437,764,003 common share at Baht 1 par value)

The Company registered the alteration of the Company's issued registered capital to Baht 14,453,608,907 (14,453,608,907 common shares at Baht 1 par value) with the Ministry of Commerce on October 27, 2015.

**BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED**  
**Notes to Financial Statements (Continued)**  
**December 31, 2015 and 2014**

**Warrants**

Details of the warrants approved by the shareholders are as follows:

Exercise ratio	:	1 unit of warrant to 1 new ordinary share, unless the exercise ratio is adjusted otherwise pursuant to the provisions.
Exercise price	:	Baht 0.60 per share, unless the exercise price is adjusted otherwise pursuant to the provisions concerning.
Exercise period	:	The warrants holders of Warrant BTC-W3 will be entitled to exercise their right under the Warrants BTC-W3 five times on the last business day of November each year throughout the life of the warrant. The first exercise date is November 30, 2016 and the last exercise date is at the date that the Warrants BTC-W3 have completed the term of 5 years from the issuance date.

On December 29, 2015, the Company issued warrants (BTC-W3) of 3,437,232,884 units to the shareholders. The remaining warrants of 531,119 units will be cancelled afterwards.

**17. ADDITIONAL PAID-IN CAPITAL AND RESERVES**

**Share premium**

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

**Legal reserve**

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

**18. OTHER INCOME**

		In Thousand Baht	
	Note	2015	2014
Reversal of impairment losses on assets	10, 11, 12	33,652	-
Gain on sale of available-for-sale investments		562	-
Interest income		177	72
Others			
- Associates	4	240	240
- Other related parties	4	421	223
- Others		1,639	829
<b>Total</b>		<b>36,691</b>	<b>1,364</b>

**BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED**  
**Notes to Financial Statements (Continued)**  
**December 31, 2015 and 2014**

**19. EXPENSES BY NATURE**

**Costs of rendering of services**

	In Thousand Baht	
	2015	2014
Depreciation	21,790	26,706
Land rent	14,824	14,824
Employee expenses	4,482	4,125
Repacking goods	2,835	2,833
Security services	1,840	1,863
Transportation	1,731	-
Cargo handling	1,376	578
Others	2,385	3,217
<b>Total</b>	<b>51,263</b>	<b>54,146</b>

**Administrative expenses**

	In Thousand Baht	
	2015	2014
Employee expenses	2,393	2,112
Management benefits	6,515	4,729
Depreciation	1,537	1,472
License fee and others fee	4,040	1,423
Consultant fee	3,127	152
Others	8,634	5,366
<b>Total</b>	<b>26,246</b>	<b>15,254</b>

The defined contribution plan comprises provident fund established by the Company for its employees. Membership to the fund is on a voluntary basis. Contribution is made monthly by the employees at the rate of 2% of their basic salaries and by the Company at 2% of the employees' basic salaries. The provident fund is registered with the Ministry of Finance as juristic entity and is managed by a licensed Fund Manager.



**BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED**  
**Notes to Financial Statements (Continued)**  
**December 31, 2015 and 2014**

**20. LOSS PER SHARE**

Basic loss per share for the years ended December 31, 2015 and 2014 were calculated by dividing loss for the years to the weighted average number of common shares outstanding during the years as follows:

	In Thousand Baht / Thousand shares	
	2015	2014
Loss for the years	(42,535)	(46,974)
Number of common share at January 1	660,211	660,211
Effect of shares issued	3,148,207	-
Weighted average number of common share	3,808,418	660,211
Basic loss per share (In Baht)	(0.01)	(0.07)

Since the fair value of common share is lower than the warrant exercise price. There was no effect of dilutive potential common shares. Accordingly, diluted loss per share is the same as basic loss per share.

**21. SEGMENT INFORMATION**

The Company operates only port in Bangpakong, Thailand. The management considers that the Company has only one operating segment. Income from additional transportation and related services in December 2015 amounted to Baht 2.4 million.

Revenue from rendering of services from major customers for the years ended December 31, 2015 and 2014 amounting to Baht 13.5 million and Baht 11.1 million, respectively.

**22. DISCLOSURE FINANCIAL INSTRUMENTS**

**Financial risk management policies**

The Company is exposed to normal business risks from changes in market interest rates and currency exchange rates and from non-performance of contractual obligations by counterparties.

**Credit risk**

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

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount. At the reporting date there were no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position.

**BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED**  
**Notes to Financial Statements (Continued)**  
**December 31, 2015 and 2014**

**Fair value**

Cash and cash equivalents, trade and other receivables - the carrying values approximate their fair values due to the relatively short-term maturity of these financial instruments (Level 2 inputs).

Trade and other payables and short-term borrowing - the carrying amounts of these financial liabilities approximate their fair values due to the relatively short-term maturity of these financial instruments (Level 2 inputs).

**23. OTHERS**

Purchase of land and construction thereon

The Company entered into an agreement to purchase a piece of land and construction thereon at Baht 84.5 million. As at December 31, 2015, an amount of Baht 8.5 million was paid (shown under other non-current assets). The balance of Baht 76 million was paid in January 2016, and the land title deed was transferred to the Company.

Operating leases

As at December 31, 2015, the Company had operating leases commitments for the office space and vehicles as follows:

	In Thousand Baht	
	2015	2014
Within one year	2,327	-
After one year but within five years	4,908	-
<b>Total</b>	<b>7,235</b>	<b>-</b>

**24. RESTATEMENT AND REISSUANCE OF FINANCIAL STATEMENTS**

In 2015, the Company had reviewed its impairment of assets and recorded a reversal of allowance for impairment totaling Baht 51.5 million (comprised of property and equipment amounted to Baht 29 million, land not used in operations amounted to Baht 16 million and leasehold rights amounted to Baht 6.5 million) in the financial statements in which the equity method is applied and separate financial statements for the year ended December 31, 2015, which were audited and issued on February 25, 2016.

However, TAS 36 (revised 2014) "Impairment of Assets" specifies that the amount of any reversal that can be recognized is restricted to increasing the carrying value of the relevant assets to the carrying value that would have been recognized had the original impairment not occurred. The Company has restated its previously audited and issued financial statements, and reissued these financial statements for the year ended December 31, 2015 to replace the previous financial statements. The effects of the restatement are as follows:

**BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED**  
**Notes to Financial Statements (Continued)**  
**December 31, 2015 and 2014**

	In Thousand Baht		
	Financial statements in which the equity method is applied /		
	Separate financial statements		
	As previously reported	Correction of errors	As restated
<u>Statement of financial position</u>			
<u>as at December 31, 2015</u>			
Property and equipment	123,571	(17,885)	105,686
<u>Statement of comprehensive income</u>			
<u>for the year ended December 31, 2015</u>			
Other income	54,576	(17,885)	36,691
Loss for the year	24,650	17,885	42,535
Loss per share (Baht)			
Basic	0.01	-	0.01
Diluted	0.01	-	0.01

**25. APPROVAL OF FINANCIAL STATEMENTS**

These financial statements have been approved by the Company's directors on May 11, 2016.

## **Others**

Investor may do more research of the company profile from the Annual Declaration Form (Form 56-1) available on [www.set.or.th](http://www.set.or.th)

## Nature of Business Operation

The Company's core businesses in the past had been providing port services and warehouse facilities at Bangpakong terminal. However, as the Company plans to expand its businesses to become integrated logistics service provider, the Company has begun transport and other related services since December 2015. Hence, the revenue of the Company are divided according to the different type of service as shown in the financial statements of the Company, as follows:

### Revenue Structure

Income	2013		2014		2015 <sup>1)</sup>	
	Revenue (Thousand THB)	%	Revenue (Thousand THB)	%	Revenue (Thousand THB)	%
Income from Services:						
1. Port Facilities	44,790	95	21,710	94	27,004	32
2. Domestic land transportation and Related services	-	-	-	-	2,393	3
3. Other Income <sup>2)</sup>	2,521	5	1,364	6	54,576	65
	47,310	100	23,074	100	83,973	100

**Note 1)** The Company has provided domestic land transportation and related services since December 2015.

**2)** Other income includes the reversal of provision for impairment of assets, gain on sale of investment securities available for sale, Interest income, etc.

In 2015, other income has increased a lot due to the reversal of the provision for impairment of fixed assets of Baht 51.537 million.

### Port Facilities Business

Bangpakong Terminal Public Company Limited "Company" has engaged in port business and other businesses relating to sea freight. The company's clients are ship owners, container owners and import and export by ship companies. The Port's services for international break-bulk carrier owners especially the route between Thailand, Hong Kong, Malaysia, Philippine, Singapore, Vietnam, China and Brunei. The containers loaded on the ships consist of empty containers and those of which the goods are packed in supporting import and export on that route aforementioned. The port is also provided other services: depot, discharge of the goods, packing and distinguishing the goods, fixing containers and other services related.

However, the port at the embouchure has got a direct effect from the sedimentation of alluvial soil at the estuary which have caused the water course become silted. The company has spent some costs in order to dredge it up regularly. Additionally, due to the impact of the national economic condition that the

goods imported and exported have become numerous decrease, there have been no cargo ships enter this port then there have been no business regarding international Seaborne since the middle of the year 2008. Accordingly, the main business of the company is to provide services for break-bulk carriers along the coasts between Surathani and Bangpakong Port and the barges that loaded the goods through the company's port. Besides, for the purposes of relieving the company's personal management and other expenses related, some services in the port, the company has engaged the outsiders for operating on container transfer, packing and distinguishing the goods which is required a lot of labors as such.

The location of port of the company is 8/1, Sukhumvit Road (Bangna-Trad) the 52nd Km., Tahkarm Sub-district, Bangpakong District, Chachoengsao Province. The port is a bridge 147 meter length stretching into the estuary and its front width of 30 meters and the length of the port itself is 148 meters having the depth of 4 meters from the mean sea level and the thalweg depth is 4.5 meters measured from the mean sea level which can support 10,000 DWT break-bulk carriers.

#### **Domestic Land Transport Business**

The company has an expansion plan into the integrated logistics business by starting from land transportation business. The company had purchased assets from Solutions Logistics (Thailand) Co., Ltd., since December 2015, includes the land, building, tractor heads and trailers, mobile cranes, office furniture and supplies, and equipment for truck maintenance. Thus, the Company has employed more staffs with high-expertise, for example, mechanics, truck drivers etc. In addition, the Company had been handed over a customer base that generates revenue for these assets.

## **Risk Factors**

### **Risk of Business Operation**

#### **Risk from the change of government policies and regulations relevant to the Company**

The Company engages in the business of port operation and international transportation. The location of which established next to Bangpakong river. In year 2015, the Company had estimated revenue from its operation at Baht 22 million. The growth of the Company shall depend upon the policies and management in respect of marine transportation of each government, such as the promotion and extension of investment in Bangkok port at Chaopraya river, the development and the construction of port at Laemchabang port, the allocation of budget for excavation of watercourse of Marine Department. These policies may impact the investment and expansion of business of the company and may decrease the revenue and profit of the Company.

The Company has engaged in risk management by considering closely the aforementioned policies of marine transportation, monitoring the allocation of budget and the plan for excavation of watercourse. Besides, the Company has cooperated continuously with government sectors and local administration.

#### **Risk from the incapability of international cargo vessel of docking at the Company's port**

As from the year 2008 to the present, the international cargo vessel has been incapable of docking at the Company's port because Bangpakong river has been too shallow. As a result, the Company's revenue has highly decreased. However, the management is considering changing the policies of operation of business to be suitable to the current environment and trying to utilize the company's asset to its maximum profit.

#### **Risk from reliance upon few major customers**

There are few customers using the port with only five kinds of dry-bulk cargo. For the part of warehouse, the international cargo vessel is unable to dock at the Company's port. Thus, the exporters and importers shall engage Laemchabang port or Bangkok port for their business. In the event that they required transfer containers from Laemchabang port or Bangkok port to the factory or from the factory to Laemchabang port or Bangkok port, they usually engage the warehouses at Ladkrabang which are in the neighborhood of their factories since it is more convenient and causes them less budget rather than engaging the warehouses on the way.

The Company has a risk in case that the customers do not use our service or dock their vessels at the Company's port. The Company manages such risk by finding more customers and planning business

development of transportation of bulk cargo which requires lots of ports to import and export the agricultural cargo and others.

#### **Risk from renewal of licenses**

Business operation needs to obtain the licenses from the concerned authorities, i.e. The Harbor Department and The Customs Department. Such licenses include marine port operation license, port usage license, license for the opening of the approved port and depot, and license for inland container depot service for the authorities to inspect the imported goods and for the operators to load export goods onto containers (ICD), etc. Since each type of licenses has different validity period ranging from 1 to 15 years and the regulations or conditions may change upon each renewal, this may affect the operating cost or business operations of the Company. However, considering the Company's sound operations and strict compliance with the government's rules and regulations over the past period, its executives are thus confident that the Company will not face any problems in the renewal of such licenses.

#### **Financial Risk**

##### **Risk from the capability to continue business (going concern)**

Due to the Company's and subsidiaries' operational losses over the past several years and the higher current liabilities than current assets in the consolidated financial statements, there may be doubts about their business continuity and certainties. The Company has appointed a financial advisor to study the feasibility of the business includes the provision of financial resources to be used in operations for the year 2015, the Company received proceeds from the capital increase of ordinary shares in the amount of Baht 449,651,595.89 to be used as working capital of the Company, pay off of debts and other investments as appropriate. The investments are to be expanded to integrated logistics solutions.

##### **Risks affecting the rights or investments of securities holder.**

##### **The risk of the company's deficits that may not be able to pay dividends**

In fiscal year 2015, the Company had net operating loss of Baht 47 million, which was a net loss continuously from operation for ninth year and the Company's results of operations accumulated losses at the end of 2015 was a total of Baht 1,392 million due to the company's deficits over the past 10 years because the company's revenue dropped dramatically due to the global economic downturn in 2007 onwards caused the import-export decline. The company also faced shallow thalweg of Bangpakong river caused International cargo vessel were unable to dock, while costs and expenses increased. The company's deficits causes the Company cannot pay dividends to shareholders by law and Shareholders has the risk that not receives dividends by defined dividend policy.



However, the company is studying the possibility of developing the business in line with the current environment and if it can negotiate a restructuring of associate. It makes a sustainable business opportunity to generate returns for our shareholders in the future.

**General Information**

Company's Name	:	Bangpakong Terminal Public Company Limited
Nature of business	:	Rendering of port facilities service and other services relating to seaborne transportation
Head office location	:	8/1 Moo 8 Sukhumvit Road (Bang Na – Trat), km. 52, Thakham Sub-District, Bang Pakong District, Chachoengsao
Company's registration no.	:	BorMorJor.0107545000357
Telephone	:	038-828421-2
Fax	:	038-828420
Registered Capital	:	Baht 14,453,608,907
Paid-up Capital	:	Baht 7,015,844,904
Type of Share		
- Ordinary Share	:	7,015,844,904 Shares

**References**

Share Registrar	:	Thailand Securities Depository Co.,Ltd. 93 Ratchadaphisek Road, Dindaeng, Bangkok 10400, Thailand
Tel	:	02-009-9000
Fax	:	02-009-9001
Auditor	:	Mr. Methee Ratanasrimetha Certified Public Accountant no. 3425 705-706 Chaophya Tower 89 Soi Wat Suan Plu, New Road Bangrak Bangkok 10500 Thailand Tel : 02-6307500 Fax : 02-6307506

## Shareholding Structure

### **The Company's Asset**

As of December 31, 2015, the registered capital of the Company is Baht 14,453,608,907. The paid-up amount is Baht 7,015,844,904 divided into 7,015,844,904 shares with the par value of Baht 1 per share.

### **Shareholders**

On May 17, 2004 the Company raised its registered capital to be Baht 1,106.875 million to accommodate the payment of dividend share amounting to Baht 40.25 million and the exercise right under the warrants set 1(BTC-W1) of Baht 221.375 million and the warrants set 2 (BTC-W2) of Baht 442.75 million. The paid-up capital of the Company at Baht 660,211,226 is as a result of:

- As of April 12, 2004, the Company paid dividend to the shareholders listed in the share register book amounting to Baht 40,248,000. In year 2004, the Company was paid for ordinary shares through the adjustment of exercise right under the warrants set 1(BTC-W1) of Baht 81,207,885 and the warrants set 2 (BTC-W2) of Baht 69,589,496.

- In year 2005, the Company was paid for ordinary shares through the adjustment of exercise right under the warrants set 1(BTC-W1) of Baht 473,935.

- In year 2006, the Company was paid for ordinary shares through the adjustment of exercise right under the warrants set 1(BTC-W1) of Baht 110,000.

- In year 2007, the Company was paid for ordinary shares through the adjustment of exercise right under the warrants set 1(BTC-W1) of Baht 66,081,910. The BTC-W1 expired on February 28, 2007.

- In year 2008 – 2009, no adjustment of exercise right under BTC-W2. The BTC-W2 expired on March 2, 2009.

- On September 16, 2015, the company has registered the capital of Baht 7,015,844,904 and paid-up capital amount of Baht 7,015,844,904 to the proceeds from the capital increase to be used as general working capital of the company and pay off debts and to invest in order to expand business logistics, and invest in other businesses as appropriate.

- On October 27, 2015, the company has registered capital of Baht 14,453,608,907 and paid-up capital amount of Baht 7,015,844,904 to support the issuance of warrants to purchase ordinary shares of Bangpakong Terminal Public Company Limited No. 3 (BTC-W3) of Baht 3,437,764,003, and a common ordinary shares in the amount of Baht 4,000,000 for business expansion and investment of company projects, and for working capital in the business make the company's liquidity and strong financial position even further to business sustainability practice.

- On December 29, 2015, the Company issued warrants to purchase ordinary shares No. 3 (BTC-W3) allocated to the shareholders existing shareholders in proportion to the ratio of 100 ordinary shares to 49 warrant without value computation and not more than 3,437,764,003 units. In case there are remaining warrants from the calculation based on the above ratio only a fraction of less than one unit are rounded off. One unit of warrant entitled to purchase one ordinary share at a price of 0.60 baht per share, subject to adjustment of the exercise price or exercise ratio as conditions adjusted between 5 years from the date of issuance of the warrants (during December 29, 2015 until December 28, 2020), which can be allocated warrants 3,437,232,884 units and remaining from the allotment of 531,119 units, the company will cancel further. Warrant holders may exercise the warrants once a year, on November 30 of each year within 5 years from the date of issuance of the warrants, the first exercise date start on November 30, 2016 and the last exercise date is on December 28, 2020, if the exercise date falls on a banks holiday to postpone to previous day, totaling day is 6 days throughout the exercise.

The list of the top 10 shareholders of the Company, number of shares, shareholding ratio from the record of Thailand Securities Depository Co., Ltd. at the time the paid-up capital of the Company is Baht 7,015,844,904 are as below:

Record as of December 4, 2015 (Date of Register Book Closing period for securities transfers) **XR**

No.	Name	Number of shares held (shares)	Shareholding Ratio ( percent)
1.	Mr. Pisut Santichok	875,000,000	12.47
2.	Mr. Archavee Aungsumrat	875,000,000	12.47
3.	Mr. Tawee Kullertprasert	750,000,000	10.69
4.	Ms. Oranuch Ngarmsomprasong	504,000,000	7.18
5.	Mr. Phithayakorn Naotaworn	500,000,000	7.13
6.	Malachi Co., Ltd	500,000,000	7.13
7.	Mr. Sumit Petcharapiruch	375,000,000	5.35
8.	Group of Patralaoha	119,929,064	1.71
9.	Ms. Soawanee Jirawutthikul	69,500,000	0.99
10.	Group of Mustsayawanit	61,900,000	0.88
	Total	4,630,329,064	66.00

**Remark:** No.8 comprises of (1) Col. Yanyong Patralaoha holds 81,756,000 shares and, (2) Capt. Narong Patralaoha holds 38,173,064 shares.

No.10 comprises of (1) Mr. Manit Mustsayawanit holds 40,000,000 shares, (2) Ms. Thussana Mustsayawanit holds 9,000,000 shares, (3) Ms.Chonnamas Mustsayawanit holds 6,300,000 shares, (4) Mr. Kreakphon Mustsayawanit holds 4,200,000 shares, and (5) Mr. Kasernsak Mustsayawanit holds 2,400,000 shares.

### Dividend Policy

The Company has the dividend payment policy at a rate of approximately 30 percent of net profit each year.

## Management structure

### Board of Director

Management structure of director consists of 3 committees are Board of Directors, Executive Director and Member of the Audit Committee. The Board members and executive officers are competent persons with complete qualifications as prescribed in Section 68 of the Public Limited Companies Act B.E. 2535 (1992) and the Notification of the Securities and Exchange Commission (SEC) No. KorJor.12/2543 Re: Application for Permission and Permission to Offering of Newly Issued Shares dated March 22, 2000.

As at December 31, 2015, the Board of Directors consists of 9 members as follows:

No.	Name	Position
1.	Gen. Jongsak Panichkul	Independent Director and Chairman
2.	Mr. Nuttaphob Ratanasuwanthawee	Director and Vice Chairman
3.	Mr. Virasak Sutanthavibul	Independent Director and Audit Committee Chairman
4.	Mrs. Aree Termwattanapakdee	Independent Director
5.	Mr. Mani Nitiprateep	Independent Director
6.	Mrs. Bongkot Rungkornpaisarn	Director
7.	Mr. Thitisak Skulkroo	Director
8.	Mr. Surath Pralongsil	Director and Chief Executive Officer
9.	Mr. Danai Piamthipmanust	Director and Chief Operation Officer

Ms. Pornthip Hongharnnarong Chief Financial Officer act as Company Secretary.

Details of the joint meeting of the Board of Directors in 2016 are as follows.

#	Name	Position	NO. of meetings attended/No. of meetings.	Remarks
1*	Gen. Montree Sungkasap	Independent Director and Chairman	8/10	Resigned on October 18, 2015.
2*	Gen. Jongsak Panichkul	Independent Director and Chairman	1/10	Appointed on October 22, 2015.
3	Mr. Nuttaphob Ratanasuwanthawee	Director and Vice Chairman	10/10	
4	Mr. Virasak Sutanthavibul	Independent Director and Audit Committee Chairman	9/10	
5*	Mr. Yongyos Palanitisena	Director	1/10	Resigned on June 24, 2015.

#	Name	Position	NO. of meetings attended/No. of meetings.	Remarks
6*	Mr. Suppakit Duyapich	Director	2/10	Resigned on May 28, 2015
7*	Mr. Kijja Smunyahirun	Director	6/10	Resigned on August 2, 13 2015
8*	Mrs .Bongkot Rungkornpaisarn	Director	10/10	
9	Mrs. Aree Termwattanapakdee	Director and Audit Committee	10/10	
10*	Mr. Manit Nitiprateep	Director and Audit Committee	1/10	Appointed on October 22, 2015.
11*	Mr. Surath Pralongsil	Director	10/10	
12*	Mr. Thitisak Skulkroo	Director	6/10	Appointed on May 28, 2015.
13*	Mr. Danai Piamthipmanust	Director	4/10	Appointed on July 23, 2015.

**Remarks:**

- 1) Director No.1 resigned on October 18, 2015.
- 2) Director No.2 by resolution of the Board of Directors Meeting No. 9 on October 22, 2015 has approved Gen. Jongsak Panichkul be appointed as Director and Chairman instead of Gen. Montree Sungkasap who resigned on October 18, 2015
- 3) Director No.5 resigned on June 24, 2015.
- 4) Director No.6 resigned on May 28, 2015.
- 5) Director No.7 resigned on August 13, 2015.
- 6) Director No.8 resigned from Company Secretary effective on November 1, 2015.
- 7) Director No.10 by resolution of the Board of Directors Meeting No. 9 on October 22, 2015 has approved Mr. Mani Nitiprateep be appointed as Director instead of Mr. Kijja Smunyahirun and also appointed to Audit Committee instead of Mr. Surath Pralongsil who resigned on August 28, 2015.
- 8) Director No.11 resigned from Audit Committee effective on August 28, 2015.
- 9) Director No.12 by resolution of The 2015 Annual General Meeting of shareholder on May 29, 2015 has appointed Mr. Thitisak Skulkroo as Director.
- 10) Director No.13 by resolution of the Board of Directors Meeting No. 6 on July 23, 2015 has approved Mr. Danai Piamthipmanust as director instead of Mr.Yongyos Palanitisena who resigned on June 24, 2015.

#### Authorized signatories

Any two of the three authorized signatories, namely Mr.Nuttaphob Ratanasuwanthawee Mrs.Bongkot Raungkornpaisarn and Mr. Thitisak Skulkroo or Mr. Surath Pralongsil, or Mr. Danai Piamthipmanust are to jointly sign on behalf of the Company with the Company's seal affixed.

#### Member of the Audit Committee

The Board of Directors is appointed the Audit Committee to assist the Board in carrying out the responsibility to review the quality and reliability of accounting systems, monitoring systems, internal controls and financial reporting processes of the company.

As at December 31, 2015, the Audit Committee consists of 3 members.

No	Name	Position
1.	Mr. Virasak Sutanthavibul	Chairman
2.	Mrs. Aree Termwattanapakdee	Audit Committee
3.	Mr. Mani Nitiprateep	Audit Committee

*Details of attendance of the Audit Committee in the year 2558 are as follows.*

#	Name	Position	NO. of meetings attended/No. of meetings.	Remarks
1*	Mr. Virasak Sutanthavibul	Independent Director and Audit Committee Chairman	4/4	
2*	Mrs. Aree Termwattanapakdee	Independent Director and Audit Committee	4/4	
3	Mr. Surath Pralongsil	Independent Director and Audit Committee	3/4	Resigned on August 28, 2015.
4	Mr. Mani Nitiprateep	Independent Director and Audit Committee	1/4	Appointed on October 22, 2015.

Mr. Kwanchai Apayatham acts as a Secretary of Audit Committee.

*Notes :*

1. Directors no. 3 resigned audit committee effective from August 28, 2015.
2. Directors no. 4 r by resolution of the Board of Directors Meeting No. 9 on October 22, 2015 has approved Mr. Mani Nitiprateep as audit committee instead of Mr. Surath Pralongsil who resigned .

#### Executive Directors

As at December 31, 2558 the Board of Directors consists of 5 members as follows:

No	Name	Position	NO. of meetings attended/
1.	Mr. Thitisak Skulkroo	Chairman	2/2
2.	Mrs .Bongkot Rungkornpaisarn	Director	2/2
3.	Mr. Surath Pralongsil	Director	2/2
4.	Mr. Danai Piamthipmanust	Director	2/2
5.	Ms. Pornthip Hongharnnarong	Director and Secretary	2/2

**Note:** This new management board approved the appointment of the Board of Directors No. 10 on November 11, 2015.



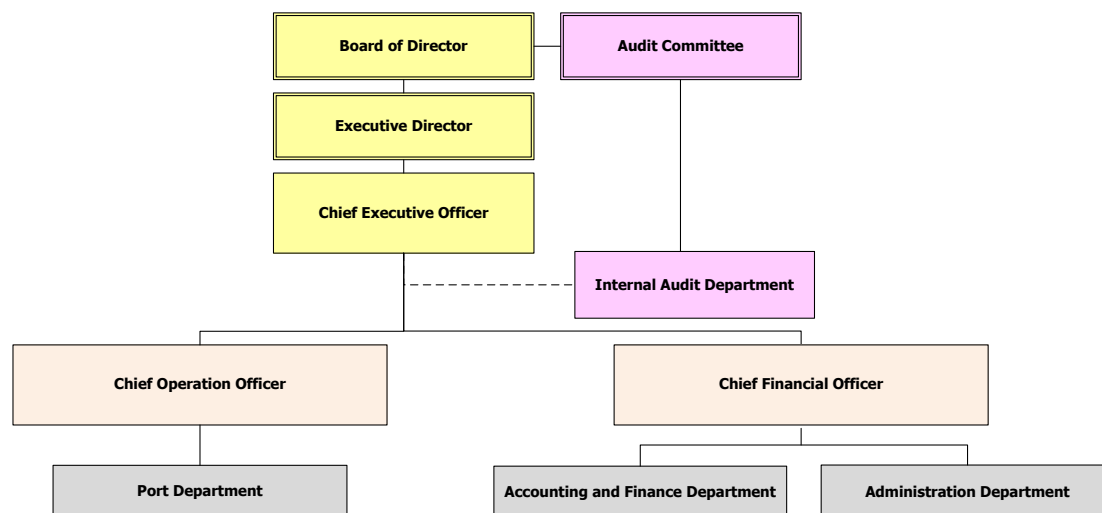
## Management

As at December 31 2015, BTC's management team comprises 5 members, as below:

No.	Name	Position
1.	Mr. Surath Pralongsil	Chief Executive Officer
2.	Mr. Danai Piamthipmanust	Chief Operation Officer
3.	Ms. Pornthip Hongharnnarong	Chief Financial Officer
4.	Mr. Kwanchai Apayatham	Internal Audit Manager
5.	Mr. Theerawut Maneerat	Port Manager Department

*\*\* By management no. 1-3 were Company management under SEC regulations by the qualification of management shown in Attachment 1*

Management structure diagram within the company.



## Secretary of Company

The Board of company resolved to approve appointment of Ms. Pornthip Hongharnnarong acts as Secretary of Company from November 1, 2015 by the qualifications of the position of Secretary of Company shown in attachment 1

## Remuneration for director and management

### a. Monetary remuneration

**Director:** Company's remuneration policy is clear and transparent according to the responsibilities and performance of each director including sufficient incentives to retain quality directors to the Company. The 2015 Annual General Meeting of Shareholders on May 28, 2015 approved the Board of Directors' remuneration for the year 2015 which equivalent to 2014 as follows.

- Chairman Baht 15,000 : attending the meeting
- Vice Chairman Baht 12,000 : attending the meeting
- Director Baht 10,000 : attending the meeting
- Member of the Audit Committee Baht 10,000 : attending the meeting  
(In addition to remuneration received as a director)
- Executive Director(if any) Baht 5,000 : attending the meeting  
(In addition to remuneration received as a director)

**Remuneration for such as attendance fees during January to December 2015.**

No	Name	Director Baht per annum	Executive Director Baht per annum	Audit Committee Baht per annum	Total
1	Gen. Montree Sungkasap	120,000	-	-	120,000
2	Gen. Jongsak Panichkul	15,000	-	-	15,000
3	Mr. Nuttaphob Ratanasuwanthawee	120,000	-	-	120,000
4	Mr. Virasak Sutanthavibul	90,000	40,000	-	130,000
5	Mr. Yongyos Palanitisena	10,000	-	-	10,000
6	Mr. Suppakit Duyapich	20,000	-	-	20,000
7	Mr. Kijja Smunyahirun	60,000	-	-	60,000
8	Mrs. Bongkot Rungkornpaisarn	100,000	-	10,000	110,000
9	Mrs. Aree Termwattanapakdee	100,000	40,000	-	140,000
10	Mr. Mani Nitiprateep	10,000	10,000	-	20,000
11*	Mr. Surath Pralongsil	100,000	30,000	-	130,000
12	Mr. Thitisak Skulkroo	60,000	-	10,000	70,000
13*	Mr. Danai Piamthipmanust	40,000	-	-	40,000
Total		845,000	120,000	20,000	985,000

**Note:** Executive director no 11 and 13 as Company executives do not receive attendance fee of the Executive Committee that approved by the Board of Directors Meeting No. 10 dated November 11, 2015.

**Management**

In 2015, the Company paid remuneration to executives during January 1 to December 31, 2015 in form of salary of Baht 5.36 million and the Company also made contribution to the provident fund for the executives totaling Baht 107,151.33.

**Other remuneration****Director**

-None-

**Management**

-None-

**Manpower**

In 2015, the Company paid the remuneration to employee of 44 persons (inclusive of staff turnover during the year) in a total amount of baht 10.34 million consist of Salary, Shifts, Overtime, Incentive, Provident fund allowance, Allowance, Holiday and Compensation as labor laws.

**Workforce: as a December 31, 2015**

No. of employees in operation                      total 28 persons

No. of employees in office                              total 16 persons

Over the past three years, the Company has not faced any labor dispute

**Human resource development policy**

Companies realizes that employees are the key resources of the company that starting point of accountability to the vision and mission of the organization. The company has a policy focus on the development both management and employees to be smart and good people under the same corporate culture. The company emphasizes to management and development of human resources with knowledge, expertise, professional including good pleasure in work and social awareness.

BTC has arranged both in-house and off-premises training courses for its employees on a regular basis including of Safety, Optimization, Increase in professional skills and knowledge, The ability of the employee Living happily including a system of communication and various recreational activities within the organization to strengthen the good relations between employees and management. Besides, it also set out a policy on appropriate compensation in order to attract the employees, the appropriate welfare and fairness, and retain its employees in the long run.

## **Corporate governance**

### **Corporate governance policy**

The Company's Board of Directors has adopted the code of best practices stipulated for directors of listed companies in compliance with the SET's guidelines. It has placed importance on the good corporate governance to ensure transparency and constant and strong growth of the Company. The details of the good corporate governance principles are as follows:

#### **1. Rights of shareholders**

In 2015, the Company held 2 shareholders' meeting, which was the 2015 annual general meeting held on May 28, 2015, and The Extraordinary General Meeting of Shareholder No.1/2015 on September 28, 2015. The Company assigned Thailand Securities Depository Co., Ltd., its Registrar, to deliver an invitation letter together with relevant documents to the shareholders 7–14 days ahead of the meeting in line with the Company's articles of association. The Company prepared accurate and complete minutes of each meeting for the shareholders' examination.

#### **2. Equal treatment to shareholders**

The shareholders' meeting held in 2015 held on April 30, 2015, which the shareholders attending the meeting a quorum. By virtue of the Public Company Act 2535, Section 103 and Article 38 of the Company. Board of Directors had set the new Annual General Meeting of Shareholders for the year 2015 on the May 28, 2015, and this General Meeting of Shareholders for the year 2015 by Article 38 of regulation does not require a quorum. This meeting was attended by 34 shareholders and proxies constituting 100,591,360 shares which made up 15.24 percent of total shares that paid-up amount of 660,211,226 shares. The Board Chairman, directors, the Audit Committee members, executives and auditor also attended the meeting. The chairman of the meeting gave the shareholders equitable rights in examining the Company's operations as well as making inquiries, comments and recommendations, key points of which were recorded in the minutes of the meeting. The Company also gave a choice for the shareholders to appoint the chairman of the Audit Committee, who is an independent director, to attend the meeting on the shareholders' behalf in case they are unable to attend the meeting. At the 2014 annual general meeting, there were four shareholders holding 42,503 shares who appointed the Audit Committee to vote on his behalf. For the measure on inside information protection, the executives or work units that have access to inside information are prohibited from using or revealing the information before disclosure to the public. They are not allowed to trade the Company's shares during a one-month period before the Company's financial statements are disclosed to the public. During the previous year, the Board and executives have strictly adhered to the policy and no share trading was made during the prohibited period.

#### **3. Roles of stakeholders**

The Company places high degree of importance to the rights of all groups of the stakeholders, either internal stakeholders such as its employees and executives or external stakeholders such as competitors, creditors, government sector and other agencies concerned. The Company is aware of the supports from various stakeholders which will help enhance its

competitiveness and profitability and, hence leading to its success in the long run. Key actions taken by the Company are as follows:

*Manpower : The Company focuses on developing its employees to be excellent and good persons, to work happily, to receive fair remuneration and to have proficient communication within the organization,*

*Clients :The Company is concentrated in developing quality of services, caring, responsibilities and producing the customers' satisfaction by emphasizing in providing quality, safety, standard, convenient, quick and timely services.*

*Trade partners: The Company designs a guideline of purchase and hire together with procurement as the Company's regulations in order that the Company's agents shall conduct their business with trade partners in proper quality and business ethics, treat all their trade partners equitably, transparently and fairly, and comply with contracts or trade conditions agreed with the trade partners.*

*Creditors :The Company shall treat the creditors fairly with responsibilities and transparency, comply with conditions and terms of contracts and financial commitments as agreed as well as shall not use inappropriate methods to cause damage to the creditors.*

*Competitors: The Company focuses on conducting its business with ethics, transparency, having fair competition with competitors under rules of good competition, not seeking any confidential information of trade competitors with inappropriate or unbecoming methods and not discredit the trade competitors' reputation by negative accusation.*

*Shareholders: The Company is concentrated in conducting its business transparently, complying with the laws, being reliable, and aims for making a job, earning additional income including making the business to be sustainable in order to add highest value to the shareholders.*

*Communities: The Company is aware of occupational health, safety and environment to be in compliance with the laws and international standards. Therefore, the Company supports and creates awareness of quality treatment of occupational health, safety, environment and social responsibility to employees and concerning persons. The purpose of this issue is that not cause affecting to the quality of life of surrounding communities and the environment of community and society.*

With the Company's operation strictly adhering to the moral and integrity to stakeholders of the Company, there is no any dispute arising in relation to the trade competitors.

#### 4. Information disclosure and transparency

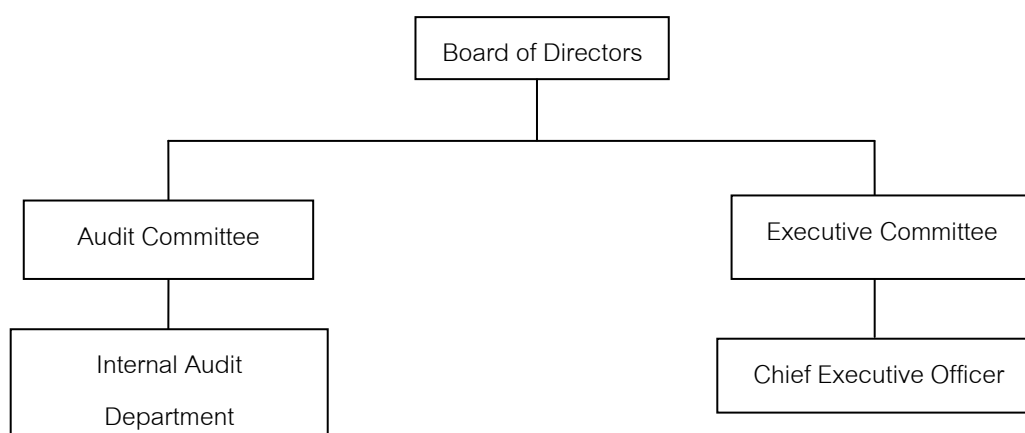
##### - Information disclosure procedure

The company pays attention to the disclosure is accurate, complete, transparent and standardized according to the Stock Exchange of Thailand. The financial reports and other information maintained by the SEC and the SET including critical information that affects the price of its securities, and have an impact on the decision making of investors and stakeholders of the company. For those involved with the company all information equally after the company was listed on the SET and sale of shares in this time. The company will publish information on the company's shareholders and the public through the media and disclosure through the channel of SET.

The Board is also aware of the responsibility for the financial statements with information that is accurate, complete and reasonable. For the financial statements of the company will be held in conformity with generally accepted accounting principles. The accounting policies are appropriate and consistently as well as the disclosure of important information in appropriate on Note to financial statement. The Board of Directors provides a system of internal controls to ensure that the accounting records are accurate, complete and sufficient to maintain the property and to identify weaknesses in order to prevent fraud or other irregularities in the operation for a significant period. By appointed the Audit Committee to review the financial report, related transactions and internal control. The Audit Committee reports to the Board of Directors at the Board meeting. However, the company has not established a specialized department for investor relations, but appointed to the Chief Financial Officer and Corporate Secretary to serves for contact and provide information that is accurate and corresponds to the reality for shareholders, analysts and related parties.

##### Sub-Committee

Structure of the Company consists of 3 committees; consist of the Board of Directors, Executive Committee, and an Audit Committee.



**Authority and Responsibility of the Company's Board of Directors**

1. To manage the commercial operations of the Company all in accordance with the law, objectives and the articles and association of the Company and the resolutions of the shareholders of the Company.
2. To design the Company's operation plan and policy including the business performance examination as well as to define the Company's regulations.
3. To appoint the Board of Executive Directors or delegate a director or several directors or other persons to perform any business on the Board of Directors behalf and within the scope of which the Board of Directors may have as well as to revoke, withdraw, revise or change the said authorized powers.
4. To consider and approve other important business in relation to the Company or as may be appropriate to continue such business for the Company's benefits.

**Authority and Responsibility of the Member of Audit Committee**

1. To review the Company's (quarterly and annually) financial reporting process to ensure that it is accurate and adequate and disclose sufficient information related to the Company before proposing to the Company's Board of Directors.
2. To review the Company's internal control system and internal audit system to ensure that they are suitable and efficient, to determine an internal audit unit's independence, as well as to approve the appointment, transfer and dismissal of the chief of an internal audit unit or any other unit in charge of an internal audit.
3. To review the efficiency and sufficiency of the risk management.
4. To review the Company's compliance with the law on securities and exchange, the Exchange's regulations, and the laws relating to the Company's business.
5. To consider, select and nominate an independent person to be the Company's auditor, and to propose such person's remuneration, and coordinate with the Company's auditor in relation to the purpose of audit, scope of work, guidelines, plan and problems met during the audit including substantial issues in the Company's auditor view as well as to attend a non-management meeting with the auditor at least once a year.
6. To review the Connected Transactions, or the transactions that may lead to conflicts of interests, to ensure that they are in compliance with the laws and the Exchange's regulations, and are reasonable and for the highest benefit of the Company.
7. To prepare, and to disclose in the Company's annual report, an audit committee's report which must be signed by the Audit Committee's chairman and consist of at least the following information:
  - An opinion on the accuracy, completeness and creditability of the Company's financial report.

- An opinion on the adequacy of the Company's internal control system.
  - An opinion on the compliance with the law on securities and exchange, the Exchange's regulations, or the laws relating to the Company's business.
  - An opinion on the appropriateness of the independent auditor.
  - An opinion on the transactions that may lead to conflicts of interests.
  - The number of the Audit Committee meetings, and the attendance of such meetings by each committee member.
  - An opinion or overview comment received by the Audit Committee from its performance of duties in accordance with the charter.
  - 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.
8. To perform any other act as assigned by the Company's Board of Directors, with the approval of the Audit Committee in compliance with the first paragraph. The Audit Committee is responsible to the Board of Directors and the Board of Directors is still responsible for the Company's operation to other persons.

#### **Authority and Responsibility of the Board of Executive Directors**

1. To give an opinion or recommendation to the Broad of Directors on making decision of which important issues to the organization's strategies and direction of the business operations, investment plan, budget, allocation of resources including creating work systems of the Company in conformity before proposing to the Board of Directors for approval.
2. To direct, plan and monitor the operations of Bangpakong Terminal Public Company Limited to be in compliance with the policy defined by the Board of Directors of Bangpakong Terminal Public Company Limited.
3. To approve an amount of money of commercial transactions, any transaction binding the Bangpakong Terminal Public Company Limited subject to the policy of operational plan or criteria approved by the Broad of Directors.
4. To approve capital expenditures fixed in an annual budget allocation approved by the Company's Board of Directors or as an approval resolution of the Company's Board of Directors in principle. To arrange financial transactions with financial institutes in relation to opening the Company's bank accounts, lending, loan, seeking credit lines including giving securities, pledge, mortgage, guarantee and others as well as land sale and purchase and registration of any land ownership under the purpose for the benefits of the Company's operations. These shall also be approved by the Company's Board of Directors.
5. To consider the business performance of the Company quarterly and compare with the budget in order to propose to the Company's Board of Directors.



6. To consider the Company's profit and loss and payment of interim dividend or annual dividend in order to propose to the Company's Board of Directors.
7. To employ, appoint, transfer, dismiss, lay off, fixing wage, reward, adjust salary, remuneration and bonus of employees in executive level.

In order that such delegation of authority and responsibility of the Board of Executive Directors shall not be in the manner of approval of transactions which leads the Board of Executive Directors or authorized persons of the Board of Executive Directors can approve any transaction of which their self or such persons may conflict, have interest or have other conflicts of interest with Bangpakong Terminal Public Company Limited or subsidiaries (within the definition of Announcements of the Securities and Exchange Commission (SEC) or Announcements of the Capital Market Supervisory Board). For approval of such transaction, it shall be presented to the Board of Directors' meeting and/or the Shareholders' meeting, as the case may be, in order to consider and approve the said transaction under the articles and association of Bangpakong Terminal Public Company Limited or subsidiaries or as stipulated by related laws.

#### **Directors and Executives Selection**

##### **Independent Director**

"Independent Director" means a person who has neither had business or benefits with, nor involved in the operation of the Company that might affect his or her decisions and possessed the following qualifications:

1. Not hold shares exceeding 1 (one) per cent of the total number of voting shares of the Company, its parent company, subsidiaries, affiliates or juristic entities that might have conflicts including shares held by related persons of the independent director.
2. Not be nor have been in executive director, officer, employee, advisor who receives a salary or controlling person of the Company, its parent company, subsidiaries, same-level subsidiaries, juristic entities that might have conflicts unless the foregoing status ended not less than 2 (two) years prior to the date of appointment.
3. Not be a person related by blood or registration by law, such as a father, mother, spouse, sibling, or child, including spouses of children, executives, major shareholders, controlling persons, or persons to be nominated as executives or controlling persons of the Company or its subsidiaries.
4. Not have nor have had a business relationship with the Company, its parent company, subsidiaries, affiliates, major shareholders or controlling person, in a manner which interfere with his or her independent judgment, and neither being nor having been a substantial shareholder or controlling person of any entity having business relationship

with the Company, its parent company, subsidiaries, affiliates, major shareholders or controlling person who may have conflicts of interest unless the foregoing status ended not less than 2 (two) years prior to the date of appointment.

The term “business relationship” mentioned in the preceding paragraph includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the Company or its counterparty being subject to indebtedness payable to the other party in the amount of 3 (three) per cent or more of the net tangible assets of the Company or Baht 20 (twenty) million or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for the value of connected transactions under the Notification of the Capital Market Supervising Committee Re: Rules on Connected Transactions *mutatis mutandis*. The combination of such indebtedness shall include indebtedness occurring during the course of 1 (one) year prior to the date on which the business relationship with the person commences.

5. Neither be nor have been an auditor of the Company, its parent company, subsidiaries, affiliates, juristic entities that might have conflict, major shareholders, non-independent directors, executives, managing partner of an audit firm which employs auditors of the Company, its parent company, subsidiaries, or juristic entities that might have conflicts, unless the foregoing relationship ended not less than 2 (two) year prior to the date of appointment.
6. Neither be nor have been any kind of professional advisor including a legal advisor or financial advisor who receives an annual service fee exceeding Baht 2 (two) million from the Company, its parent company, subsidiaries, affiliates or juristic entities that might have conflicts; and in the event such professional advisor is a juristic entity, it shall include a substantial shareholder, non-independent director, executive or managing partner of that professional firm, unless the foregoing status ended not less than 2 (two) years prior to the date of appointment.
7. Not be appointed as a representative of the Company's directors, major shareholders or any other shareholder who is a person related to the major shareholders.
8. Not have any characteristics which make him or her incapable of expressing independent opinions with regard to the Company's business affairs.

After having been appointed as an independent director with qualifications complying with the criteria under (1) to (8) above, the independent director may be assigned by the

Board to take part in the business decisions of the Company, its parent company, subsidiaries, affiliates, same-level subsidiaries or juristic entities that might have conflicts of interest, provided however these decisions must be collective ones.

#### **Selection, appointment and term of office**

The Company has a transparent and accountable selection process of those who holds office. The Board of Directors shall consider, select and nominate a person possessed of qualifications and not possessed of disqualifications under the law and propose to the Board of Directors for considering before proposing to the Shareholders' meeting as an appointer. All this is in accordance with the criteria and methods for selection under the Company's articles and association and related laws as follows:

- The Company's Board of Directors to operate business of the company shall comprise at least five directors of which not less than one half shall reside in the Kingdom. The Board of Directors shall elect one of the directors to be the chairman of the board and, upon contemplate thought, may elect a vice chairman and other positions.
- A director may or may not be a shareholder of the Company.
- Directors shall be elected by the meeting of shareholders in accordance with rules and procedures as follows:
  - 1) One shareholder has votes in a number equal to number of shares he holds multiplied by number of directors to be elected.
  - 2) Each shareholder may use all his votes under (1) to elect one or more than one director. In case of voting for more than one director, he may distribute his votes as he pleases.
  - 3) Persons who receive highest votes arranged in order from higher to lower in a number equal to that of directors to be appointed are elected directors of the company. In the event of a tie at a lower place, which would make the number of directors greater than that required, the persons involved shall draw lots for selection.
- The term of office for director under the articles of association of the Company is, at every annual ordinary meeting, one-third (1/3) of the directors shall vacant in proportion. If the number of directors is not a multiple of three, the number of directors closest shall vacant.

The directors vacating from office in the first and second years after the registration of the company shall be selected by drawing lots. In subsequent years, the director who has held office longest shall vacate.

A director who vacates office under this section may be re-elected.

- In addition to vacating office on expiration of term of office, directors shall vacate office upon

- 1) death;
- 2) resignation;
- 3) dispossession of qualifications or possession of disqualifications under the law on public limited company;
- 4) the meeting of shareholders resolving to remove under the law on public limited company;
- 5) the court issuing an order to remove.

- Any director who wishes to resign from office shall tender a letter of resignation to the company, and resignation shall take effect on the date on which the letter of resignation reaches the company

The director who has resigned from office under paragraph one may notify the Registrar for information of his resignation from office.

- In the case of a vacancy of directorship for reason other than expiration of term of office, the Board of Directors shall elect a person possessed of qualifications and not possessed of disqualifications under the law on public limited company as the replacement director in the next meeting of board of directors, unless the remaining term of office of the director is less than two months. The replacement director may hold only for the remainder of term of office of the director whom he replaces.

The resolution of the Board of Directors under paragraph one must be supported by votes not less than three-fourths (3/4) of number of the remaining directors.

- In the case where the whole Board of Directors vacate office, such Board of Directors shall remain in office as long as necessary to operate business of the company until the new Board of Directors assume office, unless otherwise ordered by the court in the case the directors vacating office under the court's order.

The Board of Directors vacating office must make arrangements to hold a meeting of shareholders for election of a new Board of Directors within one (1) month from the date on which it vacated office, by dispatching a notice of meeting to the shareholders not less than fourteen (14) days in advance of the date of the meeting. The notice of meeting has been announced in a

newspaper for not less than three (3) days before the date of the meeting, such announcement shall be three (3) consecutive days.

- The meeting of shareholders may pass a resolution to remove any director prior to the expiration of his term of office with votes not less than three-fourths (3/4) of number of shareholder attending the meeting and having the right to vote and the total number of shares being of not less than one half (1/2) of number of shares held by shareholders attending the meeting and having the right to vote.
- The Board of Directors shall be responsible for conduct all business of the Company and shall have authority to operate the business under the scope of laws, objectives, articles of association of the Company as well as the resolutions of the Shareholder's meeting. The Board of Directors may delegate a person or several persons to perform any responsibility on the Board of Directors behalf.

#### **Board Self-Assessment**

The Company's Board of Directors shall provide an annual self-assessment of the whole board (Board Self-assessment) in order to be a framework of benchmark used for evaluating their performance and comparing the result of the Board Self-Assessment with the charter of the Board of Directors reflecting its responsibilities by proficient operational result.

#### **Corporate governance of subsidiaries and affiliates**

In the past, the Company appointed persons to be directors and executives of its subsidiaries and affiliates. However, now, the Company has no policy of sending its executives or directors to monitor and control such subsidiaries and affiliates.

#### **Monitor of internal information use**

The Company has a policy of the Company's internal information use, particularly, information relating to the Company's financial status before disclosure to public by limitation of people amount. The Executive Director shall prepare and disclose reports to the Security Exchange Commission on his/her securities holding and the holding of securities by his/her spouses and minor children of security in the Company including changes in such holdings under Section 59 of the Security and Exchange Act B.E. 2535. In addition, the Executive Director who knows inside information is prohibited to engage any act which infringes the provision of Section 241 of the said Act.

**The auditor's remuneration**

**Audit Fee**

The Company has remunerated the auditor the Audit Fee of the past fiscal year in the amount of 0.84 million Baht.

**Non-Audit Fee**

- None

## **Corporate Social Responsibility**

Corporate social responsibility (CSR) is one of the principle of Bangpakong Terminal Public Company Limited has given an importance in the business by recognizing that Organization sustainably growth requires both vision and capabilities coupled with a moral and ethical operations with the good corporate governance principles including a commitment to the community and society.

### **CSR in process**

The company has determined that the business of the company is transparent, Law comply, Social responsibility, Environment and stakeholders which defined its social responsibility as a framework for practice area both the management and all employees. By the principle of good corporate governance practices in business management at all levels and is considered as the cultural practices of the organization and follow this principal of good corporate governance to practice in business management at all levels as the cultural practices of the organization.

In addition, the company is committed to fairness, treats all stakeholders equally, and performs for the interests of the company as we can with integrity transparency that can be verified.

In corporate governance, there have been many important groups, including Customers, Employees, Suppliers, Creditors, Competitors, Shareholders and Communities, Environmental and Social around the port of the company, that has a focus on the rights of all stakeholders, including not take any actions to violation of the rights of those stakeholders which can be summarized as follows:

#### **Employees**

Company realizes that employees are the key resources of the company that starting point of accountability to the vision and mission of the organization. The company focuses on the development both management and employees to be a smart and good people under the same culture. The Company's critical to the management and development of human resources with knowledge, specialization, professional, happiness in work and social awareness. In addition, the company also take care a staff equally, appropriate welfare and fairness, and well-organized system of communication and various recreational activities within the organization to strengthen the good relations between employees and management.

#### **Customers**

The company is committed to improving the quality of service even better for customer's confidence and satisfaction. The policy to provide quality and timely service safety under conditions that are fair and provide information about their services sufficiently accurate and timely to customers without exaggeration that make the client misunderstanding about the quality of services or any

terms of service . In addition, employees shall maintain the confidentiality of customer and not used to their own or related wrongfully.

#### Suppliers

The Company has established the guidelines on procurement and contracting as a company regulation to ensure that our business partners are treated appropriately, efficiency and fairness comply by principles of good corporate governance, and on the basis of obtaining a fair return to both parties, and execute a contract or any conditions agreed to strictly. In the case that cannot comply with any one, must immediately notify the creditor in advance to find out solutions together

#### Creditors

The Company treats creditors fairly, responsible and transparent by following the terms and conditions of contracts and financial obligations seriously. It does not use dishonest methods, concealment of information or facts that would make creditors damages. In the case that cannot comply with any one, must immediately notify the creditor in advance to find out solutions together.

#### Competitors

The company focuses its business in an ethical, transparent and fair competition with competitors under the rules of fair competition, not find the confidential information of the competitors by the way of dishonest or inappropriate, such as the payment of remuneration to the employees of competitors, and not damage the reputation of competitors with malicious accusation

#### Shareholders

The Company is committed to conducting its business in a transparent manner, reliable and persistent practice of creation more jobs and income to build a financially sustainable and increase value of the share capital to the shareholders.

#### Communities, Environmental and Social

The company considers the Occupational health, Safety, and Environment Management is an important part of the port facilities business which must comply with the laws and standards. Thus, promoting and creating awareness among the employees and stakeholders to realize the importance of maintaining the quality of Occupational health ,Safety and Environmental and strengthening corporate social responsibility. The objective is to not cause any impact on the quality of life in communities around the company and also not impact on society and the environment.

#### **CSR after process**

The company has been working to support various types of community and government agencies to regularly and continuously in 2013, the company has supported the implementation of the Customs Department, Police station and co-sponsored a project to monitor the safety of the



Thakham Sub-district Municipality, Supporting the supply of medical equipment of the Revenue department, Supporting the cultural tradition - Songkarn to the elder of Thakham Sub-district Municipality and Co-sponsoring the New Year's Eve of Thakham Sub-district Municipality, including the merit donated to temples in area around.

**Protection involved with the corrupt.**

The company has communicated to both of director, management and staff to execution of all processes within the scope or the law strictly. If the error that may occur in the process of implementation due to the negligence and be benighted will be punished by the government, without lobbying acquitted.