



ANNUAL REPORT 2015

LV Technology Public Company Limited

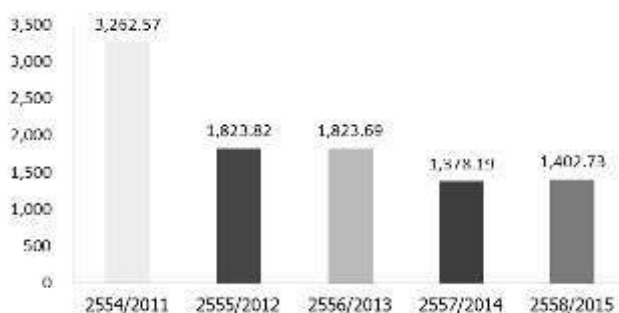
[Contents]

	<i>Page</i>		<i>Page</i>
<i>Financial Overview</i>	<i>1</i>	<i>Management Structure</i>	<i>30</i>
<i>Message from Chief Executive Officer</i>	<i>2</i>	<i>Corporate Governance</i>	<i>36</i>
<i>Board of Directors and Executive Committee</i>	<i>3</i>	<i>Corporate Social Responsibility</i>	<i>55</i>
<i>Organisation Chart</i>	<i>5</i>	<i>Internal Control and Risk Management</i>	<i>57</i>
<i>Vision and Mission</i>	<i>6</i>	<i>Related Transactions</i>	<i>59</i>
<i>General Information</i>	<i>7</i>	<i>Information of Directors, Executives, Controlling persons and Company's Secretary</i>	<i>60</i>
<i>Nature of Business</i>	<i>11</i>	<i>Management Discussion and Analysis</i>	<i>78</i>
<i>Business and Competition Situation</i>	<i>22</i>	<i>The Board of Directors' Responsibilities on the Report of Financial Statements</i>	<i>81</i>
<i>Risk Factors</i>	<i>26</i>	<i>Audit Committee's Report</i>	<i>82</i>
<i>Major Shareholders</i>	<i>28</i>	<i>Auditor's Report</i>	<i>83</i>
<i>Dividend Payment Policy</i>	<i>29</i>	<i>Consolidated and Separate Financial Statements</i>	<i>88</i>

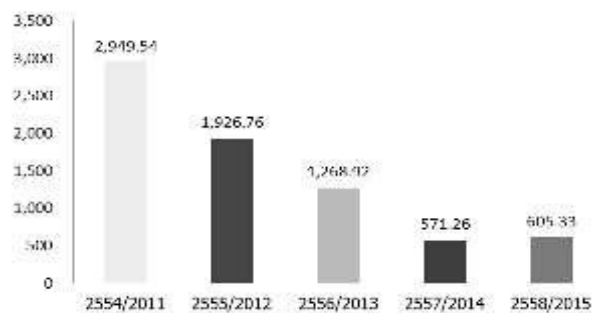
Unit : Thousand Baht

Financial Status	2011	2012	2013	2014	2015
Total assets	3,262,573	1,823,823	1,823,686	1,378,194	1,402,733
Total assets	2,647,921	1,658,287	1,426,750	1,302,116	1,321,877
Issued and paid-up capital	466,690	518,539	692,072	692,095	692,095
Total shareholder's equity	614,652	165,536	396,936	76,187	80,856
Operating Performance					
Sales and service	2,949,538	1,926,761	1,268,917	571,262	605,329
Total services	3,028,486	1,970,356	1,462,238	585,121	627,988
Cost of sales and service	2,790,156	2,098,019	1,256,297	497,170	459,190
Gross profit (loss)	159,382	(171,258)	12,620	74,092	146,140
Net profit (loss) for the year	(23,885)	(414,413)	(146,891)	(169,951)	15,464
* Means Net profit (loss) for the year of the parent company					
Book value per share (Baht)	1.32	0.32	0.57	0.11	0.12
Basic gain (loss) per share (Baht)	(0.06)	(0.82)	(0.22)	(0.25)	0.02
Return on total income (%)	(0.79)	(21.03)	(10.05)	(29.05)	200.00
Return on equity (%)	(3.89)	(250.35)	(37.01)	(223.39)	1,900.00
Return on assets (%)	(0.73)	(22.72)	(8.05)	(12.33)	100
Debt to equity ratio (Times)	4.31	10.02	3.59	17.12	16.35

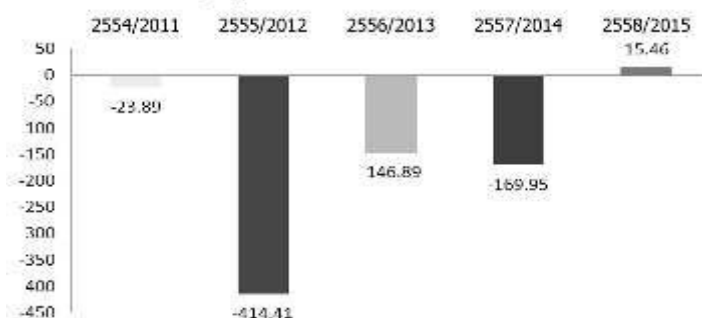
สินทรัพย์รวม / Total assets



รายได้จากการขายและบริการ / Sales and services



กำไร(ขาดทุน)สุทธิสำหรับปี / Net profit (loss) for the year



The year 2015 was a good year for the company and its shareholders in financial result as it saw a major reversal in profitability, with the company showing a net profit for the first time in three years. Income increased by 7.3% demonstrating the company's continued presence and operations in the world cement industry. At the same time, the management's streamlining of manpower, practices and procedures, started in 2014 manifested itself in a 7.4% reduction in cost of services.

Notwithstanding the above results, there remained significant challenges, both internally and externally, arising from the transition from the previous management of the founding shareholder and managing director, and the new management team.

These challenges were most significant in the region of international marketing. The identification of new clients and the ability to secure new projects in Thailand, regionally and globally is an essential part of the business. Unfortunately, 2015 saw a reduction in new contracts being won by the company which were to consequently increase pressure on turnover, cashflow and profitability toward the end of the year, in 2016 and beyond.



Donald Ian McBain

Chief Executive Officer

Plan Preparer

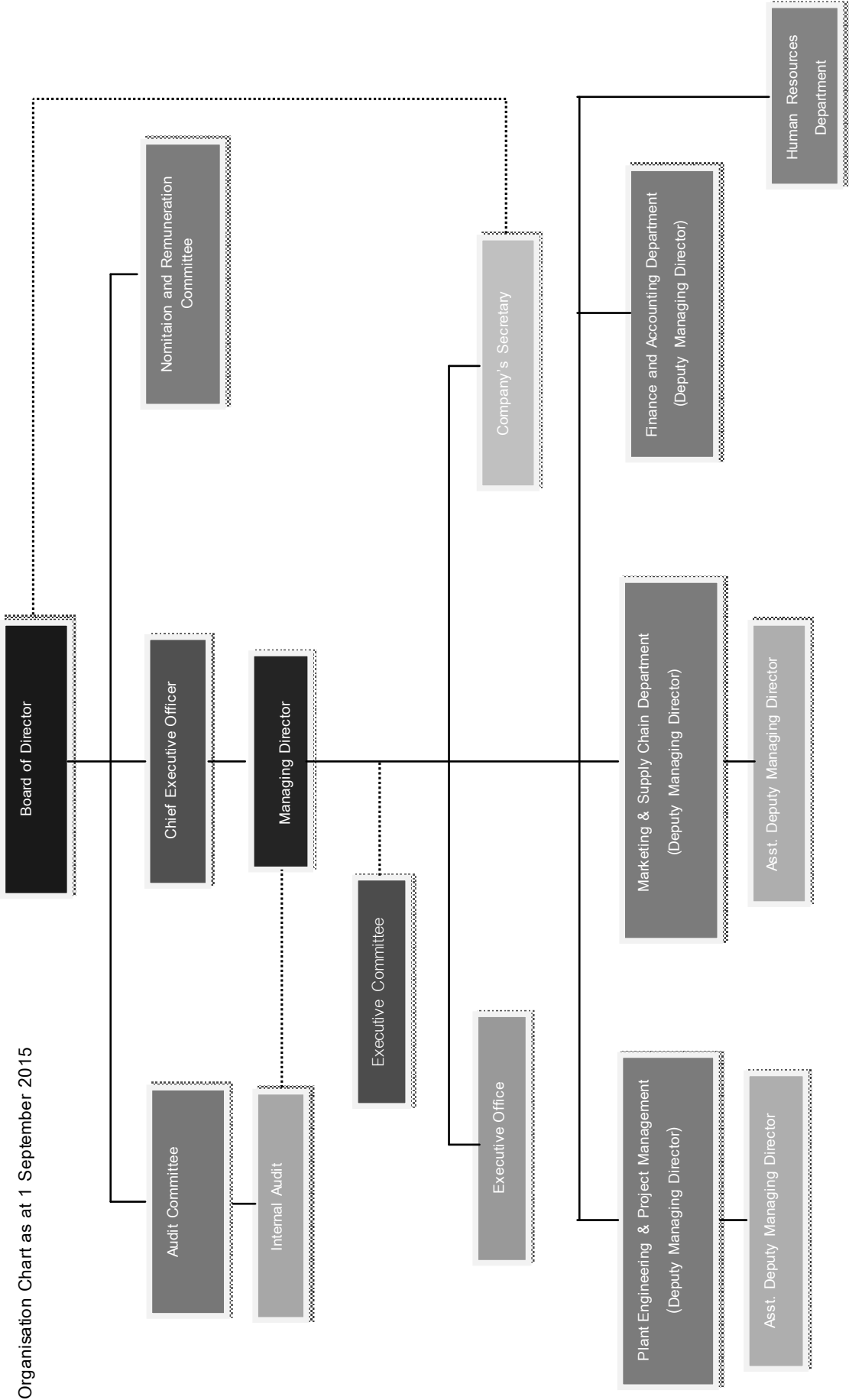
Board of Directors

- | | |
|---|--|
| 1. Mr.Thanik Siri wattaprayoon | Chairman of the Board of Directors |
| 2. Mr.Vichai Tantikulananta | Chief Executive Officer / Nomination and Remuneration Committee |
| 3. Mr.Panya Kritiyawong | Managing Director |
| 4. Mr.Ura Wang-Orm-Klang | Vice Chairman of the Executive Committee |
| | Chairman of the Nomination and Remuneration Committee / Independent Director |
| 5. Mr.Thanachat Thanasettagone | Audit Committee / Independent Director |
| 6. Mr.Varun Chaudhary | Director (Representative from CG Cement Global PTE. Ltd.) |
| 7. Mr.Suparatchai Worarat | Audit Committee / Independent Director |
| 8. General Chookiat Tansuwat | Nomination and Remuneration Committee / Independent Director |
| 9. Mr.Gancanapol Geert Marcel
Cyriel Van Compernelle | Audit Committee / Independent Director |
| 10.Mr.Chaijit Wonmetheesumet | Chairman of the Audit Committee / Independent Director |

Executive Committee

- | | |
|--------------------------------|---|
| 1. Mr.Thanik Siri wattaprayoon | Executive Member / Advisor |
| 2. Mr.Vichai Tantikulananta | Chief Executive Officer / Executive Member |
| 3. Mr.Panya Kritiyawong | Executive Member |
| 4. Mr.Ura Wang-Orm-Klang | Vice Chairman of the Executive Committee / Advisor |
| 5. Mr.Surasak Amplertprao | Executive Member / Deputy Managing Director of Plant Engineering |
| 6. Miss Pattama Supaphol | Executive Member / Deputy Managing Director of Project Management & Supply Chain /
Executive's Secretary |
| 7. Miss Kanokporn Chiwpreecha | Executive Member / Deputy Managing Director of Administration and Finance |
| 8. Mr.Michael Andersen | Executive Member / General Manager |
| 9. Mrs.Ratikan Wangsiri | Executive Member / Deputy Managing Director of Finance and Accounting |

[Organisation Chart]



OUR VISION

LVT being worldwide customized, high efficiency technological solutions for cement production and related industries based on minimal energy costs. These solutions will benefit not only the customers but also the global environment and the people who depend on it.

OUR MISSION

- To provide quality service and products within time, budget and specifications with customized solution to meet client's requirement.
- To focus on business opportunities with a balanced risk profile and a geographical spread which deliver attractive returns and sensible commercial trading conditions.
- To satisfy all stakeholders with fair, ethical and professional services.
- To increase the values of staff, shareholders, investors, customers and all related parties of the company through training and awareness building.
- To provide cement plant upgrading instead of one package solution and see challenges as opportunities for innovations. No cement plant upgrade is a standard job and each upgrade we implement is in itself a unique technological solution.
- To not only upgrade cement plant but also capacity upgrade the existing local workforce through training to cope with new technologies in a sustainable way. At the same time the workforce becomes a dependable working resource for the recipient country.
- To continuously pursue innovative technological solutions that both reduce emissions and save energy by means of our tailor-made high efficiency technological solutions. Sustainability and energy efficiency, emissions and greening are closely integrated issues.

[General Information]

General Information

Address	: L.V. Technology Public Company Limited 719 KPN Tower 9 th Floor Rama IX Road, Bangkok, Huaykwang, Bangkok 10310 Tel. 02-717-0835-40 Fax. 02-717-0841, 02-717-0577 Website: http://www.lv-technology.com
Symbol	: LVT
Corporate Registration No.	: 0107546000211
Type of Business	: Engaging in businesses in relation to engineering consultancy services, cement plant design, and supply of full range machinery and equipment used in the production of cement. The major services rendered are in areas of engineering design and make-to-order production of key items of machinery and equipment to be installed in a new integrated cement plant, as well as the equipment specifically designed to improve both machinery and production efficiency, and reduce consumption of electrical and thermal power. With better efficient machines and equipment, the cement plant operators have experienced lower production cost, increase of productivity by 15-30 percent, and the improvement to the overall cement industry's profitability. These innovative technologies are potentially applicable to other industries involving the particle size distribution such as the mining industry, coal-fired power plant industry, etc. At present the Company's core business is expanding to cover a complete range of complete cement plants.
Year of Establishment	: 1996
Date of Conversion into a Public Company	: August 4, 2003
Date of Being Listed in SET (mai)	: July 14, 2004
Registered Capital as at Dec. 31, 2015	: 864,230,874 Baht
Issued and Paid –up Capital	: 692,095,099.00 Baht
Common Shares Issued	: 692,095,099.00 Baht
Par Value	: 1 Baht

[General Information]

Other Reference Persons

Share Registra	: Thailand Securities Depository Co., Ltd 93 The Stock Exchange of Thailand Building, Ratchadaphisek Road, Dindaeng, Dindaeng, Bangkok 10400 Tel. +66 2009 9000 Fax. +66 2009 9001 Website: http://www.set.or.th/tsd
Auditor	: DR.Virach & Associates Office Co., Ltd. 518/3 Maneeya Center North Building 7 th Floor Ploenchit Road, Patumwan Subdistrict, Lumpinee District, Bangkok 10330, Thailand Tel. +66 2252 2860, 2255 2518 Fax. +66 2253 8730
Legal Consellor	: Thamasan Law Office Co., Ltd. 103/14 TraChoo Village Soi 1, Borromrachchonnee 17, Aroonamarin, Bangkoknoi, Bangkok 10700 Tel. +66 2433 5656 Fax. +66 2434 3143

Any investor interested in the Company's information about the issuance of additional securities may consult the Company's Annual Registration Statement (Form 56-1) made available on www.sec.or.th

[General Information]

General Information of Juristic Person Holding over 10 percent of the Company's Shares

No.	Company Name	Office Address	Type of Business	Registered Capital as of December 31, 2015	Issued and Paid-Up Capital as of December 31, 2015	Common Shares Issued and Already Purchased	Shareholding (in Percentage)
1	Goal Consulting & Trading Co., Ltd	719 KPN Tower 9 th Floor Rama IX Road, Bangkok, Huaykwang, Bangkok Thailand 10310 Tel. +66 2717-0835-40 Fax. +66 2717-0841	Consulting for mechanical engineering and equipment	1,000,000 Baht	500,000 Baht	100,000 Shares	99.70
2	LV Europe S.A.	9 rue des Balanciers – BP 80440 F-57105 THIONVILLE Cedex France Tel. +33 6 80 62 85 57 Fax. +88 3 82 82 77 65	Consulting for mechanical engineering and equipment	280,000 Euro	280,000 Euro	280,000 Shares	92.29
3	Ceminter Pte. Ltd.	62, CECIL STREET # 05-00 TPI BUILDING SINGAPORE (049710)	Investment company	13,105,000 US \$	13,105,000 US \$	13,105,000 Shares	45.48
4	LV Technology Engineering (Tianjin) Co., Ltd	No.29 Jifeng Road, Yanji Street Beicang Town, Beichen District Tianjin Tel. +86 022-26873101 Fax. +86 022-26819160	Consulting for mechanical engineering and equipment	9,000,000 US \$	4,827,130 US \$	Only investment certificates 4,827,946 US \$	49.00
5	LV Latino America Equipamentos Industriais Ltda.	Rua Camargo Paes 776 Jardim Guanabara Campinas SP CEP 13.073-350 Tel. +55 19 3241 4212 Tel. +55 19 3241 4212	Consulting for mechanical engineering and equipment	200,000 Brazilian Reals	200,000 Brazilian Reals	200,000 Shares	49.00

[General Information]

No.	Company Name	Office Address	Type of Business	Registered Capital as of December 31, 2015	Issued and Paid-Up Capital as of December 31, 2015	Common Shares Issued and Already Purchased	Shareholding (in Percentage)
6	BLVT, LLC	123 S.THIRD STREET P.O.BOX 1318, ALLENTOWN PA 18105 Tel. 610-434-5191 Fax. 610-770-9400	Consulting for mechanical engineering and equipment	300 US \$	300 US \$	300 Shares	33.33
7	Global Cement Capital partners Ltd.	Rm51, 5th Fl., Britannia House Jln. Cator, Bandar Seri Begawan BS8811, Brunei Darussalam	Investment company	65,000,000 เหรียญสหรัฐอเมริกา	13,415,000 US \$	13,415,000 Shares	20.00
8	LNV Technology Private Limited	5th Floor, Sigapi Achi Building 18/3 Rukmani Lakshmi pathy Salai Egmore, Chennai – 600 008, India Tel. 044-4399 0000 Fax. 044-4240 5289	Consulting for mechanical engineering and equipment	6,000,000 Rupees	4,625,000 Rupees	462,500 Shares	16.00

Policy and Business Operation on-the-Whole

Based on a long-term, clear vision of business potential in the cement industry and of tendency of market growth of this industry, L.V. Technology Public Company Limited was first established in 1996 with the registered capital of only 1 million Baht to engage in the business of providing engineering services related to the cement industry, including designing and developing new ideas in connection with the raw material grinding process. The Company has been publicly listed in the mai Stock Exchange on July 14, 2004 with a registered capital of 105 million Baht. In response to continual business expansion, the Company decided to increase the capital, resulting in the escalation of the Company's registered capital and paid-up capital as of December 31, 2014 and June 30, 2016 to 864,230,874.00 Baht and 692,095,099.00 Baht respectively. With respect to such capital, the number of common shares issued is 692,095,099 with par value of 1 Baht.

L.V. Technology Public Company Limited, or known as LVT, engages in businesses in relation to engineering consultancy services, cement plant design, and supply of full range machinery and equipment used in the production of cement. The major services rendered are in areas of engineering design and make-to-order production of key items of machinery and equipment to be installed in a new integrated cement plant, as well as the equipment specifically designed to improve both machinery and production efficiency, and reduce the consumption of electrical and thermal power. With better efficient machines and equipment, the cement plant operators have experienced lower production cost, increase of productivity by 15-30 percent, and the improvement to the overall cement industry's profitability. These innovative technologies are potentially applicable to other industries involving the particle size distribution such as the mining industry, coal-fired power plant industry, etc. At present the Company's core business is expanding to cover a complete range of design work for the construction of cement plants, which includes the design and supply of a full range of cement production machinery and equipment, both standard and custom-built, to best fit the specifications and requirements of each individual clients To differentiate its business from other service providers in such a competitive market, the Company has invented, designed and developed machinery layouts and factory floor-plans to fulfill customer demand for optimum efficiency in terms of space utilisation and reduction of construction time and costs. The example of the Company's innovation to improve operational efficiency is the newly-designed raw material silo, a fabric filter system- also called a baghouse, to be mounted on top of material silo, and the installation of twin cyclones to a preheater which significantly reduce the required height of preheater.

Business Goals

The Company has conducted its business in order to achieve the continual improvement of technology with higher efficiency. Following the achievement as mentioned earlier, the Company would be in a better position to offer its services to a wider base of potential customers and make more investment in the offshore cement industry and other industries involving the process of particle size distribution. With these aims in mind, it is anticipated that the Company will be able to generate continual flow of profit and make an uninterrupted growth of business possible, with a view to generating reasonable returns to shareholders and employees. In addition, the construction of two projects – first, a cement plant in the Republic of the Union of Myanmar, and, second, a cement grinding plant in Federal Democratic Republic of Nepal, have already completed and started their full commercial operation. At present there are 2 cement plants; one is a production plant in the Republic of the Union of Myanmar and another is a cement grinding plant in the Republic of Mozambique, currently under the construction. Income from selling cement generated from these plants constitutes, inter alia a channel enhancing a steady stream of income to the Company.

Business Goals of the Group

To serve the primary purpose where the Company could effectively enter and prosper in other markets worldwide, the Company decided to make the investment, by way of joint venture, in LV Technology Engineering (Tianjin) Co., Ltd. LNV Technology Private Limited, and BLVT, LLC. This practice of investment helps diminish the potential obstacles typically encountered whenever operating business in foreign markets, for example, the language, culture, social and economic systems, as well as other aspects related to legislation, rules and regulations. These companies as named above have adopted the same business natures, policies, and objectives as the Company's.

In addition, the Company has also invested in the joint-venture entity in the name of Goal Consulting and Trading Co., Ltd. of which the business objective is to provide supervisory service to the contract projects. On the subject of joint investment, Global Cement Capital Partners Ltd. has intended to collaborate with other cement plants in the Republic of the Union of Myanmar, Federal Democratic Republic of Nepal, and Republic of Mozambique while Ceminter Pte. Ltd. has planned to invest in Max (Myanmar) Manufacturing Co., Ltd. which has been engaging in the production and sale of cement in Myanmar.

Significant Development and Transformation

During 2013-2015, the Company has gone through significant changes as follows;

Year 2015

- The Company completed 6 major large projects.

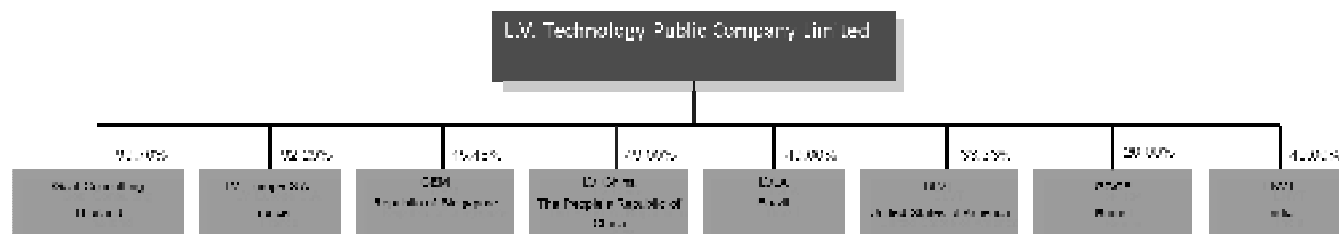
Year 2014

- The Company completed 7 major large projects.
- In December 2014 the Company decided to sell all of its shareholding; or 98,000 shares, in LV Latino America Equipamentos Industriais Ltd., Co. or "LVLA" to Mr.Tiago for 1 Brazilian Real due to dissatisfactory operating performance (capital deficit) of LVLA.
- In February 2014 the Company undertook a capital reduction of LVT for Baht 51 millio, from the existing register capital of Baht 915.2 million to Baht 864.2 million, by cancelling the remaining common shares earlier issued and offered in a private placement.

Year 2013

- In January 2013 the Extraordinary Meeting of Shareholders No.1/2013 approved an increase of the Company's registered capital from 518,538,524 Baht to 915,230,874 Baht by issuing 396,692,350 common shares with par value of 1 Baht. With respect to these newly issued shares, 51,000,000 shares were offered in a private placement, 172,846,175 shares to the existing shareholders in the proportion to their existing holdings, and 172,846,175 shares were set aside to meet the existing shareholders' future request to buy shares by exercising their rights attached to their share subscription forms. The Company intended to use the capital raised from issuing shares in entering into a joint venture with Ceminter Pte. Ltd. procuring equipment and machines and setting up the service-related functions for Max (Myanmar) Manufacturing Co., Ltd. ("MMC") and other projects in Myanmar. At the moment the Company invested 176 million Baht in the associated company, or Ceminter Pte. Ltd. whose shareholding in MMC expectedly accounts for 13 percent. MMC, a producer and distributor of cement, is a company incorporated in Myanmar.
- In January 2013 the Company sold partial portion of its shareholding, or 122,000 shares to be exact, in LNV Technology Private Co., Ltd. to Sinoma International Engineering (Hongkong) Co., Ltd. for 260 million Baht.
- In December 2013 following the persistently disappointing operating performance of LV Europe S.A.; or LVE, the Company decided to sell all of its shareholding; or 260,000 shares, in LV Europe S.A. to BIG Goal Co., Ltd for 1 Euro. Despite the fact that LVE discontinued its operation for several years, LVE has still sustained operating loss for the whole period of business discontinuation as a result of the remaining fixed cost in connection with the office rent, accounting audit fee, and accounting service fee. For this reason, LVE's financial position, as shown in its financial statements indicating that the business is operating at a loss has been worsening every year. Moreover, as LVE is the associated company, it has duty to submit its financial statements to the Company to further prepare the statutory consolidated financial statements. However, the submission of the required financial statements of LVE to the Company had been delayed, restraining the Company's ability to prepare the consolidated statements to the extent that the Company finally missed the deadline set for the submission of financial statements to the Office of Securities and Exchange Commission. In December 2015, the Company eventually gave approval for the dissolution of LV Europe S.A. ("LVE") owing to its failure to sell LVE shares to other investor. At present, LVE is in the process of winding up.

The Structure of the Company's, Subsidiaries, Associates, Jointly – controlled entity and
Related Company
as of 31st December 2015



Name in Brief		Full Name
GCT	=	Goal Consulting & Trading
LV Europe S.A.	=	LV Europe S.A.
CEM	=	Ceminter Pte. Ltd.
LV China	=	LV Technology Engineering (Tianjin) Co., Ltd
LVLA	=	LV Latino America Equipamentos Industriais Limited Company
BLVT	=	BLVT, LLC
GCCP	=	Global Cement Capital Partners Ltd.
LNV	=	LNV Technology Private Limited

[Nature of Business]

1. Business Operation of the Company

The Company offers customers engineering services in connection with designing, developing, as well as being engaged in the production and installation of equipment aimed at improving operation efficiency as well as reducing power consumption. Technologies developed and innovated by LVT are applied for use in companies which require sizing of material in their production process such as those in the cement industry, energy industry, or mining industry. Machines developed by the Company include classifiers which can be applied for improving efficiency of Vertical Roller Mills and Ball Mills. Moreover, the Company through continual efforts to invent and deliver better products is successful in improving the efficiency of Rotary Kiln.

In addition, the Company has initiated further development and made a groundbreaking move forwards to designing complete cement plants. It has invented, designed and developed machinery layouts and factory floor-plans to satisfy customers' demand of greater efficiency in relation to appropriate space-utilisation and reduction of construction time and costs, thereby conducive to energy saving, as illustrated, for example, by the Company's design of a raw material silo.

The natures of contractual engagement in which the Company has rendered its service are divided into 5 groups as follows;

1. Contract for engineering design and supply of machinery and equipment used in improving the production capacity of cement plant (EP Contract)
2. Contract for consultancy service in connection with the cement plant construction (Consultancy Contract)
3. Supervisory Service Contract
4. Operation Contract
5. Spare Part Contract

2. Business Operation Involving Subsidiaries, Associates, Jointly – controlled entity and Related company were as follows;

2.1) LNV Technology Private Limited

Name of Shareholders	Shareholding Percentage
1. Sinoma International Engineering (Hongkong) Co., Ltd.	68.00
2. L.V.Technology Public Company Limited	16.00
3. Mr. V Chandrasekhara Rao	16.00
Total	100.00

The Company entered into a business alliance with LNV Technology Private Limited in India in 2001, which engaged in the offering of consultancy services in mechanical engineering, improving efficiency of machineries as well as producing and supply equipments aiming at improving efficiency of operation of machineries and installing such invented equipments onto customers' machineries, whereby technologies developed by the Company are applied for use in companies in the industry involving the classification process in the course of the production e.g. the cement industry and mining industry. The investment in this associate company is aimed at enhancing the customers' base and market to the South Asia region.

In 2013 Sinoma became a major shareholder of LNV Technology Private, with a view mainly to strengthening the company's capacity to bid for large-scale projects or turnkey contracts. Another advantage of having SINOMA as a major shareholder is the technologies for producing fundamental machines used in the cement industry, e.g. Ball Mill, Vertical Mill, Rotary Kiln, etc. which has been brought to LNV by SINOMA.

In 2003, The Company has invested in LV Europe S.A.in France which engaged in the offering of consultancy services in mechanical engineering. The investment placed in this European firm is indeed an endeavor to expand the Company's customer base and markets to the European region, thereby promoting greater convenience and expediency in serving and

[Nature of Business]

accessing target customers. In this connection, LV Europe S.A. started its operation in January 2014 and has carried out businesses on the basis of management terms and provisions set out in the Memorandum of Understanding similar to those applicable to the investment in LNVT.

2.3) BLVT, LLC

Name of Shareholders	Shareholding Percentage
1. GLV Technologies LLC	33.33
2. Bradley Pulverizer Company	33.33
3. L.V.Technology Public Company Limited	33.33
Total	100.00

In 2005, The Company has injected investment in BLVT, LLC in the United States of America which engaged in the offering of consultancy services in mechanical engineering with the prime intention to expand the coverage of its customers' base and market to the United States of America and Canada and also in an endeavor to enable the Company to service and reach target group of customers with greater speediness and expediency. BLVT will manage its own businesses in accordance with provisions of the Operating Agreement made with LVT.

In March 2006, LVT has expanded its investment to the People's Republic of China. In this connection, LVT has become a business ally with Fu Yang International Co., Ltd. in establishing LV Technology Engineering (Tianjin) Co., Ltd. for carrying out the business of providing engineering services similar to those operated by LVT.

(2.5) LV Latino America Equipamentos Industriais Limited Company

Name of Shareholders	Shareholding Percentage
1. LV. Technology Public Company Limited	49.00
2. Mr. Tiago Couto	38.50
3. Mr. Miguel Cruzeiro	12.50
รวม	100.00

In May 2008, LVT, in an attempt to expand its investment to Brazil, has established LV Latino America Equipamentos Industrial Limited Company for carrying out the business of providing engineering services identical to LVT's business, with a view to enhancing its customers' base as well as markets to the South American region.

2.6) Goal Consulting & Trading Company Limited

Name of Shareholders	Shareholding Percentage
1. LV. Technology Public Company Limited	99.70
2. Mr. Hans Jorgen Nielsen	0.20
3. Mr. Panya Krittiyawong	0.10
Total	100.00

In May 2010, LVT placed investment in Goal Consulting & Trading Co., Ltd. in an attempt to cater for consultancy service business.

(2.7) Global Cement Capital Partners Ltd.

Name of Shareholders	Shareholding Percentage
1. LV. Technology Public Company Limited	20.00
2. LNV Technology Private Limited	10.00
3. RED HEART ENTERPRICES CO., LTD.	35.00
4. CG CEMENT GLOBAL PTE. LTD.	35.00
Total	100.00

In 2011 LVT has invested in Global Cement Capital Partners Ltd. in Brunei Darussalam in which its registered capital was initially US\$5 million and rose to US\$65 million in 2012. This associate entity is operating as a holding company by, for example, making investment in other companies in cement industry.

[Nature of Business]

In March 2006, LVT has expanded its investment to the People's Republic of China. In this connection, LVT has become a business ally with Fu Yang International Co., Ltd. in establishing LV Technology Engineering (Tianjin) Co., Ltd. for carrying out the business of providing engineering services similar to those operated by LVT.

(2.5) LV Latino America Equipamentos Industriais Limited Company

Name of Shareholders	Shareholding Percentage
1. LV. Technology Public Company Limited	49.00
2. Mr. Tiago Couto	38.50
3. Mr. Miguel Cruzeiro	12.50
Total	100.00

In May 2008, LVT, in an attempt to expand its investment to Brazil, has established LV Latino America Equipamentos Industrial Limited Company for carrying out the business of providing engineering services identical to LVT's business, with a view to enhancing its customers' base as well as markets to the South American region.

2.6) Goal Consulting & Trading Company Limited

Name of Shareholders	Shareholding Percentage
1. LV. Technology Public Company Limited	99.70
2. Mr. Hans Jorgen Nielsen	0.20
3. Mr. Panya Krittiyawong	0.10
Total	100.00

In May 2010, LVT placed investment in Goal Consulting & Trading Co., Ltd. in an attempt to cater for consultancy service business.

(2.7) Global Cement Capital Partners Ltd.

Name of Shareholders	Shareholding Percentage
1. LV. Technology Public Company Limited	20.00
2. LNV Technology Private Limited	10.00
3. RED HEART ENTERPRICES CO., LTD.	35.00
4. CG CEMENT GLOBAL PTE. LTD.	35.00
รวม	100.00

In 2011 LVT has invested in Global Cement Capital Partners Ltd. in Brunei Darussalam in which its registered capital was initially US\$5 million and rose to US\$65 million in 2012. This associate entity is operating as a holding company by, for example, making investment in other companies in cement industry.

[Nature of Business]

(2.8) Ceminter Pte. Ltd.

Name of Shareholders	Shareholding Percentage
1. LV. Technology Public Company Limited	50.31
2. Atsawin Mekong Fund Limited.	33.94
3. MY Cement Pte. Ltd	8.73
4. Amik Capital Limited.	7.02
Total	100.00

In 2013 LVT made an investment in Ceminter Pte. Ltd.; a company incorporated in Singapore, whose shareholding in Max (Myanmar) Manufacturing Co., Ltd. ("MMC") expectedly accounts for 13 percent of US\$ 100 million registered capital. MMC is a company incorporated in Myanmar, engaging in the business of producing and selling cement.

1.4 Business Relationship with Major Shareholders

- None -

Nature of Business

Structure of the Company's Revenues

- a) Revenues, as declared in the Company's Financial Statements from 2014 - 2015 may be summarised in the tabular form as follows:

Description	Consolidated Financial Statements					
	2013		2014		2015	
	Million	%	Million	%	Million	%
- Revenues from Service Agreements	1,268.92	90.16	571.26	97.63	605.32	96.39
- Revenues from Other Sources**	138.50	9.84	13.86	2.37	22.66	3.61
รวมทั้งสิ้น	1,407.42	100.00	585.12	100.00	627.98	100.00

Note : As services delivered to customers under service agreements involve designing and manufacturing equipment to customers' orders, the services as provided by the Company are therefore overall services and, on this basis, revenues from the provision of services and revenues from the manufacture of equipment are incapable of separation.

** Revenues from other sources consist of profit-shares from investments in associate companies and other revenues.

b) Revenues Classified in accordance with the Sources of Service Agreements

Sources of Revenues	Consolidated Financial Statements					
	2013		2014		2015	
	Million Baht	%	Million Baht	%	Million Baht	%
Domestic Revenues	181.23	14.28	7.56	1.32	20.12	3.32
Overseas Revenues	1,087.69	85.72	563.70	98.68	585.20	96.68
Total	1,268.92	100.00	571.26	100.00	605.32	100.00

Nature of Products or Services

The Company's services are concentrated on designing engineering technology and providing engineering services, which may be categorized into 5 types, as follows;

- 1) Improvement of technology for Vertical Roller Mills
- 2) Improvement of technology for Cement Mills (or Ball Mills)
- 3) Improvement of efficiency for Rotary Kilns
- 4) Improvement of efficiency of the production process of cement plants as well as complete new plants
- 5) Others e.g. the raw material and coal conveying system, wet milling system, etc.

The Company invent and develop technologies and services for Machinery improvement and development as following aspects;

1. Improvement of Technology for Vertical Roller Mills

The Company has, in 1998, developed new technology designed for increasing efficiency of Vertical Roller Mills. This technology is based upon the principle of the reduction of resistance force and the improvement of the flows of air and raw material. This technology enhances efficiency of the classification of raw material, with the assistance of the 'LVT Classifier', which is particularly made up of such important components as the LV Pocket, the Rotor and the Cage Wheel Rotor. The development and mechanical design based upon the technology invented by the Company will lead to an increase of productivity by 15 – 30 percent and contribute to the energy-saving in the approximate amount of 1 – 3 kilowatt hours per ton.

2. Improvement of Technology for Cement Mills (or Ball Mills)

After the development of technology used for increasing efficiency of Vertical Roller Mills in 1998, the Company, in 2001, applied this technological development leading to the improvement of efficiency of Ball Mills – improving other parts of the machinery towards greater efficiency. The development of this technology is similar in concept to the technology introduced and improved for the Vertical Roller Mill, in that the LVT Classifier and other components are to be installed in the Ball Mill, which will result in lower consumption of energy as well as higher efficiency of the classification process. With all these features, efficiency of the operation of Ball Mills can be increased by approximately 15 – 30 percent, with the reduction of energy by approximately 1 – 3 kilowatt hours per ton.

3. Improvement of Efficiency for Rotary Kilns

The improvement of technology for Rotary Kilns is the Company's most recent technology developed in 2002 with a view to putting forth greater efficiency of the operation of Rotary Kilns. This technology is, in essence, based upon the reduction of resistance force of the wind within the Rotary Kiln system, which leads to lower energy consumption and higher efficiency of the rotary kiln by 15 – 30 percent approximately.

4. Improvement of Efficiency of the Production Process of Cement Plants and as well as complete nNew pPlants

The development made by the Company in connection with the improvement of technology for Vertical Roller Mills, Cement Mills (or Ball Mills) and Rotary Kilns respectively has provided the Company's with full potential for offering customers full-scale services related to the improvement of efficiency of the process of production of cement plants. In this connection, since 2004 up to present, the Company has been offering fully integrated services aimed at improving efficiency of the process of production of cement and indeed capable of increasing efficiency in the production process by 10 – 25 percent.

In effect, engineering technologies and services described above are capable of application to other industries which involve the classification utility – e.g. the mining industry and energy industry – as well.

5. The Company has extended its scope of services given to the customers so as to cover other work areas within the business segment of efficiency improvement of cement plant's production process. In 2012 the Company contracted with SCG Trading Co., Ltd. to extensively supply and install machines and equipment for the project known as the Closed Warehouse and Conveying System for Coal ("Wat Bundai Project"). In the same year the Company was hired, via contractual engagement, by Aalborg Portland in Malaysia to render the engineering design services and supply machines and equipment used in the sand ball milling system. Both projects were completed and handed over to both clients in 2014 and early 2015.

List of Customers Using the Company's Technologies and Services for Machinery Improvement and Development

1. Improvement of Efficiency of Vertical Roller Mills

Siam Cement Public Company Limited, TPI Polene Public Company Limited (Thailand), Semen Padang (Indonesia), Hanil Cement (South Korea), National Cement (U.S.A.), Tasek Cement (Malaysia), UBE Cement (Japan), Foskor (South Africa), Eagle Cement (The Philippines), Votorantim Cimentos Ltd. (Brazil), Companhia Industrial de Cimento Apodi (Brazil), Arabian Yemen Cement Company Limited (Yemen), Tongyang Cement (South Korea), Cemex (Dominican Republic and Columbia), etc.

2. Improvement of Efficiency of Cement Mills (Ball Mills)

Cherat Cement (Pakistan), Chansung and Ssangyong (South Korea), Shahroud Cement and Abyek (Iran), Cemco (Canada), ACC Gagal (India), Salto di Pirapora (Brazil), Italcementi Borgo (Italy), Perak Hanjoong Siemen (Malaysia), Star Cement (United Arab Emirates), TPI (Thailand), Cimsa (Turkey), Al Humyin (Saudi Arabia), etc

3. Improvement of Efficiency of Rotary Kilns

Chinfon Haiphong (Vietnam), Basel Cement (Kazakhstan), Galadari Cement (Pakistan), Hanil Cement (South Korea), Bojnourd Cement, Mondedashy and Khamseh Cement (Iran), CMS Clinker SDN BHD (Malaysia), NSCI (Malaysia), etc.

4. Improvement of Efficiency of the Production Process of cCement pPlants and as well as complete newNew pPlants

Fecto Cement and Mustekham (Pakistan), Cementos Yura (Peru), Eastern Province Cement Company (Saudi Arabia), MAK Cement (Mongolia), Companhia Industrial de Cimento Apodi (Brazil), Arabian Yemen Cement Company Limited (Yemen), Star Cement Company LLC (United Arab Emirates), NSCI (Malaysia), Carmargo Correa Cementos SA (Brazil), Cales Inacesa S.A. (Chile), and SINOMA (China), Aalborg White (Malaysia), Star Cement LDA (Mozambique), Al Rashed & Sons Co. (Saudi Arabia), etc. Max Manufacturing Co. Ltd. (Myanmar) etc

The Company has dedicated its utmost attention to the development and invention of new technologies to be used for improving efficiency of machinery in the cement industry. In effect, it is the prime policy of the Company to offer fully

integrated or full-scale services related to the improvement and development of technology for machinery in the production process of the cement industry. Most recent technologies improved and developed by the Company are here below listed:

- Classifier in Vertical Roller Mill and Ball Mill
- Preheater system for Rotary Kilns
- LV Cooler
- Cyclone for Preheater systems
- Combined Cyclone Classifier systems
- Cyclone for hot gas ducting system e.g. hot gas ducts functioning to remove moisture to the coal mill or any mill used in grinding raw materials
- Cyclone used in trapping microparticles e.g. microparticles of odor in food industry
- The application of algae in the production of fuel from gaseous carbon dioxide
- Microparticle (less than 20 micron in size) classifier system

Business and Competition Situation

Market Situation

In 2015, the global cement market was considerably volatile in sync with the economic situations around the world.

China and those countries in the Middle East, South America and South East Asia constituted the biggest market-growth in the past year and it is expected that these markets will continue to grow in subsequent years.

In 2015, the Company maintained its focus on making use of its flexibility in providing customers with Customised Solutions upon close dialogue with them, with a wide variety of value-added products made with the assistance of modern equipment such as the LV Cyclone, LV Classifier, LV Preheater with Calciner, LV Cooler, etc.

Market Situation

The prospective competition in the business of engineering design and technology development service is getting intense, especially now when the Company has just started to offer its services to work on projects of larger scale. The Company's effort in entering a new territory of market has attracted other indirect competitors, who are producers of machinery, to take part in the project bidding as well. However, it is notable to say that any provider of services in engineering field as mentioned above is required to have specific technical expertise and in Thailand at the moment it seems that, within the same scope of engineering service, none is qualified with specific knowledge and technical expertise to be considered a direct threat to the Company or even an indirect competitor with know-how required for the production and sales of machines and equipment for efficiency improvement of machinery used in the particle size distribution industry. On the contrary, in the offshore market some manufacturers of cement-producing machinery who in the past, were only indirect competitors have recently become, due to their size, the intimidating competitors to the Company. These competitors are divided into 2 groups as follows.

- (1) Manufacturers of a whole range of machinery and equipment used in a cement plant e.g. SINOMA Group in China; Krupp Pylsius, and KHD in Germany; FLS in Denmark, etc.
- (2) Manufacturers of specific types of machinery
 - : Manufacturers of Vertical Roller Mill. These include Loesche, and Pfeiffer in Germany, UBE in Japan, and Sinoma in China.
 - : Manufacturers of Clinker Coolers. These include IKN in Germany, FLS in Denmark CPAG in Germany, and Sinoma in China.
 - : Manufacturers of Ball Mill. These include Sinoma, and Jiangsu Pengfei in China, Christain Pfeiffer in Germany, and Huaxin in China, etc.

Following the sluggish phase of market, the Company as encountered an unfavorable situation where the competition on the whole is getting fiercer where some big manufacturers who formerly focused on only producing new machines and equipment used in cement plant have turned their attention to serve the customers who wish to improve the efficiency of their existing machines and these customers have always been the Company's major customer segment. However, the Company has dealt with the antagonizing situation by formulating the marketing strategy which focuses on technology distinctively developed and innovated by the Company, incorporated with its existing powerful competitive edge. Even though the competitors are considered large organization as compared with the Company, the non-bulky characteristic of the Company's structure is in turn beneficial and advantageous in terms of management flexibility, fast and punctual service and timely adjustment of pricing strategy which puts the Company in a better position if comparing with the price paid for a brand new machine. For this reason, the competitors who are large-size companies with higher financial costs are prevented from using the pricing strategy to overtake the Company. Moreover, as the technology used in improving the machinery efficiency and developed over the years by the Company is very unique, it would be next to impossible for competitors to imitate the Company's technology-intensive services. Further, one of the Company's notable strengths is a delivery of fast services and guaranteed product where the customers are assured that the machinery efficiency would be improved up to the level as earlier guaranteed by the Company. Owing to all attributes as discussed above incorporated with the available marketing tools effectively employed by the Company, only a handful of companies that are well equipped with required expertise and technology equivalent to the Company's are considered as the Company's competitor. Therefore it could be said that the Company is successful, thus far, in keeping its customer base and market share.

Other companies such as Loesche in Germany and those manufacturers of a complete range of machinery have already started to develop their own technology so as to improve the efficiency, in terms of energy saving and capacity improvement, of machines that they have produced and sold to their customers. Therefore the indirect competition arising from the technology customized and developed by these machinery manufacturers is likely to intensify in the future.

Apart from the competition initiated by large-size manufacturers of machinery as discussed above, some engineering service providers are also trying to get into this market by applying other technologies in order to improve the efficiency of machines. Comparing these competitors' cost of engineering service and the overall performance with the Company's, it is evident that the Company's cost is 25 to 30 percent lower than the competitors'. Furthermore, the customers, after adopting the Company's technology, would witness the break-even point within 1 to 2 years on average. Several leading companies worldwide that have been employing the Company's technology to their existing machines have recognized the actual improvement of their machines' efficiency. In summary, those engineering service providers as mentioned earlier in this paragraph are not actually the Company's competitors and not able to undermine the Company's effort in expanding the market and rendering engineering service to customers.

Supply of Product

Sourcing and Procurement

As the Company's business involves designing and innovating of technology and rendering engineering service to customers, the Company does not need to place orders for any raw material to be used in the production process. However, in order to serve the customers whose chief objective was to improve the efficiency/capacity of the existing cement plants, the Company needs to acquire, before delivering them to customers, specific machines and equipment that meet technical specifications required for add-ons to improve the customers' existing machinery. To obtain such machines and equipment, the Company has to purchase, design, hire outside contractors to produce such machines and equipment according to the design specifically customized to the customer's needs. So, it is very essential for these equipment contractors to have necessary expertise and skills required, be reliable and able to deliver the equipment on time.

The Company has outsourced the customized equipment, machines and services to both domestic and offshore suppliers, accounting for 36 percent and 64 percent respectively. The Company has also established the criteria for screening and selecting suitable manufacturers, suppliers, and contractors to which the Company will, in the end, outsource the material/services. The Company has regularly conducted quality inspection of the equipment and machines purchased from these selected manufacturers and suppliers as well as their operating performance so as to ensure, at all times, that their products and after-sales service to be provided to all project owners are correct, complete and meet the agreed terms and conditions of sales and service.

To enhance the efficiency and systematicness of the internal procurement process, the Company keeps looking for new manufacturers and suppliers of machinery and services whose qualifications meet the applicable criteria. In addition, with respect to the supply of products and services to several projects under the Company's responsibility, no specific supplier or distributor is allowed to solely or exclusively supply its products to the Company's project clients. The common practice is that the Company decides where and from which suppliers it will buy products by mainly taking into account the needs of each individual project client and the Company usually chooses products and services offered by different manufacturers regardless of their locations or nationality. At present our suppliers are based in, for example, China, India, European countries, and the United States of America. One of the Company's major suppliers and OEMs (original Equipment Manufacturer) of equipment, machine and service is based in China. This company is a distributor of such products as mill, rotary kiln, conveyor belt, refractory bricks, heat exchanger, burner, LV Classifier, LV Cooler, preheater tower, etc.

However, in the past year the Company necessarily decided to particularly place orders to 1 China-based OEM which accounted for over 30% of the Company's total amount of orders due to the favorable terms of price and payment, manufacturing duration and product delivery as offered to the Company by this particular OEM as opposed to other suppliers.

The Company has implemented a strict corporate policy on procurement in which related practices and guidelines are described in details for responsible officers to follow, e.g. checking and comparing product prices and specifications presented by different suppliers to ensure that the Company would get machines/equipment, parts, and services as completely, precisely, and accurately as specified in the order.

[Nature of Business]

Work Not Yet Delivered

As of December 31, 2015, details with respect to works not yet delivered to the contracting party and accounting for 10 percent of the total income as shown in the consolidated financial statements for the year ended December 2015 are illustrated here below.

No.	Project No.	Project Name	Country	Nature of Work	Contract Price (in Million Baht)	Expected Year of Completion	% of Works Not Yet Delivered	Value of Works Not Yet Delivered (in Million Baht)
1	577	Mondedashti	Iran	Engineering design, equipment supply for new cement plant	173.36	2559	1.88 %	3.26
2	760	Al-Humyin	Saudi Arabia	Engineering design, equipment supply for new cement grinding plant	135.75	2559	36.68%	49.79
3	793	Mozambique	Mozambique	Engineering design, equipment supply for new cement plant	189.46	2559	99.46%	188.44
4	804	Falcon	Bahrain	Engineering design, equipment supply for new cement grinding plant	296.54	2560	99.69%	295.62
5	807	Max II	Myanmar	Engineering design, equipment supply for conversion existing cement plant to new technology cement plant	955.53	2559	97.91%	935.59
6	816	OSHO	South Africa	Engineering design, equipment supply for new cement grinding plant	294.24	2559	100.00%	294.24
					2,044.88			1,766.94

1. Risk from Liquidity Deficiency

The Company has engaged in full-featured business operations covering a wide range of engineering services, designing, development, and customized production including installation of equipment, turn-key construction services, as well as producing and setting up machinery and any other related devices to increase the customers' productivity, efficiency, and energy saving.

In the course of business operation as mentioned above, the Company requires funding for the preparation of work as well as equipment necessary for the performance and delivery of services engaged by customers. This actuality entails the availability, on the part of the Company, of cash outflows prior to cash inflows and, as a result, triggers a degree of risk of cash flow insufficiency, as envisaged indeed in the case where the Company is engaged to perform a large volume of work or services. In such circumstances, the Company has extensive cash outflows whilst awaiting cash inflows from outstanding remuneration payable by customers in full compensation of the cash outflows incurred.

On the whole, customers are required to make advance payment to the Company to finance the preparation of work. For this purpose, the Company ensures that, in consideration for customers' provision of such advance-payment bonds, Letters of Guarantees (L/G) will be issued by financial institutions in favour of customers in the amount corresponding to the advance payment received. In addition, the Company also causes to be issued by a financial institution another L/G to each customer to guarantee performance by the Company (Performance Bond). In general, such LG is issued in the amount equivalent to 10 – 20 percent of the value of the project work. Having managed in this manner, the Company could be certain of the availability of partial inflow of cash to be used in starting up new projects.

Further, the liquidity-related risk may also stem from the Company's lack of permanent assets capable of being charged as security for loans from financial institutions. In order to get loans from financial institutions, the Company's certain portion of cash must be set aside to securitize the loans. Additionally, last year the Company witnessed a leapfrogged growth of revenue. All these restraining factors on liquidity thus prompt a compelling need for the Company's increase of its capital as a practical means to ease the liquidity deficiency to some extent. Moreover, additional sources of funds are acquired by the Company through loans from financial institutions to finance preparatory operation under various projects secured. In this connection, the Company has obtained an approval of short-term loans from several banks to be used as working capital. Out of the total amount of loans approved, 1,863 million Baht was for L/C, T/R, Packing Credit and Invoice Financing and 586 million Baht for issuance of Letters of Guarantee. These amounts of loan facilitate the Company's more efficient management of risk with respect to liquidity.

2. Risk Surrounding Operation of Overseas Business

As a matter of fact, the Company, in the operation of business, has concluded agreements with trade partners and entered into joint venture with business entities in many countries of high potential, including India, the People's Republic of China, Brunei and Republic of Singapore ect., with a view to expanding its customers' base in different regions around the world. Perceivably, business risks may be envisaged from country to country in the light of attending economic, social, political or legal conditions. In minimizing such risks, the Company seeks, as its policy, to enter into joint venture with companies in local areas of those countries, simply in the honest belief that such local firms tend to be in a better position than the Company in apprehending economic and social circumstances of the localities and, as a result, may be of assistance to the Company in terms of marketing and dealing with customers in those particular countries with greater efficiency, which will in turn lead to extended customers' base. In effect, investment in the form of joint venture is of a rather low volume when compared with market potential and the number of customers in each region. In fact, the Company may also be rewarded, from joint venture entities, in the form of copyright royalties and fees. In addition, the Company has appointed local firms as trade representatives capable of assisting the Company in marketing, seeking customers and performing co-ordinating activities in the interest of facilitating more efficient operation between the Company and customers in those countries.

3. Technological Risk

Given that the Company provides engineering services aimed at enhancing efficiency of the operation of machinery through technology it has invented and developed for this purpose and in an attempt to achieve the energy-saving feature, the Company confronts the risk of its products being imitated by its business competitors or by new technologies emerging and changing at all times. At the same time, if the Company fails to boost up its ability to put forth technological development to reach higher potential, the Company is likely to face the loss of customers as well as a market share. Realising the importance of technological development, the Company promotes invention and development by its team of new technologies at all times so as to offer choices to customers and strengthen potential for competitiveness.

At present, the Company has made a groundbreaking move by introducing services in connection with the development and design of complete cement plants, combined with the innovative factory floor plans and machinery layouts to satisfy customers' demand of greater efficiency in space utilisation and reduction of construction cost. These inventive features include a newly designed raw material silo, which requires lower cost and time in completing the foundation work, new factory layouts in which machinery and other equipment are re-positioned to serve the purposes, amongst others, of reducing construction cost and time as well as saving energy. With extensive experience in the production and application of factory machinery, the Company has continued to develop and improve usage, features, and efficiency of machinery and equipment.

As a result of such development, the Company may, at present, offer services for improving the efficiency of the production process of cement manufacturing plants in a greater integrated fashion. With all this development, the Company retains its leadership status in the industry involving machinery efficiency improvement and maintains continued confidence amongst customers. Given that the Company's advanced technologies require high experience and expertise, it is expected that imitation of technologies invented by the Company will be rare.

4. Labour Cost and Shortage of Skilled-Labour Risks

To reduce the risk, the Company applied policy to enrich employees with work skills and knowledge particularly required for their positions by providing professional trainings with focus on greater efficiency and competence in performing their work-related as well as formulated a policy to retain talented personnel through the development of career path and succession plan, and fair compensation. The implementation of this policy would expectedly motivate our employees to achieve their full potential and increase their job satisfaction to the point where they work long lasting. With respect to certain key positions which require exceptional proficiency, the Company decided to hire experts with in-depth experience to do the job, with a view to reducing risks arising from erroneous or faulty work.

5. Labour Cost and Shortage of Skilled-Labour Risks

According to the Company's operating performance for the accounting year 2015, the net gain was 15.46 million Baht and this was the first gain since the five consecutive annual net loss suffered by the Company. Leading to its accumulated deficit at the end of 2015 hitting 763.16 million Baht. A key reason for such a bloated accumulated deficit was the Company failure to manage and keep the project costs actually incurred within the level that it had estimated at the early stage of project cost assessment.

Due to a vast amount of 5-year accumulated deficit, the Company was not in a position to pay any dividend to shareholders and there is a strong likelihood that no dividend would be paid to shareholders for the next 8 years in accordance with the latest dividend policy.

However, the Company, at present, is going through a process of revising its strategies on project management and control of expenses. After the implementation of these strategies, it is anticipated that expenses incurred in completing each and every project would be successfully contained within the estimated figures. In all respects, payment of dividend generally depends on the economic situations, the corporate profit from operation, investment planning, and the compliance with the applicable law on public limited company.

[Major Shareholders]

Major Shareholders as of 29th July 2016

	Name of Shareholders	Number of Shares	Shareholding Percentage
1.	CG CEMENT GLOBAL PTE LTD. (Mr. Varun Chaudhary's Group) ¹	68,979,815	9.967
2.	Mr. Hans Jorgen Nielsen's Group	60,827,169	8.789
3.	Mr. Jirawut Kuwananta	44,149,000	6.379
4.	Thai NVDR Co., Ltd ²	19,499,137	2.817
5.	QUAM SECURITIES COMPANY LIMITED A/C CLIENT	18,312,900	2.646
6.	Mr. Richard Mark Bowers	10,801,500	1.561
7.	Thailand Securities Depository Co., Ltd	9,979,576	1.442
8.	Thai Packaging and Printing Public Company Limited by Siam Knight Fund Management Securities Co., Ltd	8,341,300	1.205
9.	KBL EUROPEAN PRIVATE BANKERS S.A.	8,250,000	1.192
10.	Mr. Simon Christopher Offley	6,350,000	0.918
11.	Other Shareholders	436,604,702	63.084
	Total	691,384,699	100.00

Remarks : ¹ CG Cement Global Pte. Ltd. Conducts its business by investing plants and other related industries. The major shareholder of CG Cement Global Pte. Ltd at the proportion of 100 percent of registered capital, is CG Corp. which has operated as a holding company by investing in and holding shares of other companies. CG Corp's shareholders are (1) Mr. Rahul Chaudhary at the ratio of 50 percent, and (2) Mr. Varun Chaudhary at the same ratio of 50 percent. Mr. Varun is the LVT's director but not holding any office as the Company executives.

² Established by the Stock Exchange of Thailand. The non-Voting Depositary Receipt or NVDR investors are eligible to the same financial entitlements and benefits as available to those investing in ordinary shares, except the right to vote in the Company's shareholders' meetings.

As of 29th July 2016	Number of Ordinary Shares	Shareholding Percentage
Thai shareholders	509,464,213	73.61
Foreign shareholders	182,630,886	26.39

Shareholders' agreement

None of the Company's major shareholders enter into a mutual agreement, to which the Company is to be one of the signing parties, on the matters which may affect the issuing and offering of securities or the administration of the Company.

[Dividend Payment Policy]

The Company has the policy of paying dividends to shareholders at the rate of not higher than 40 percent of its annual net profit shown in the Company's unconsolidated financial statements after tax and deduction of statutory reserves as well as other reserves. Payment of dividends depends on economic situations, operating profits, and future investment plans and shall be in accordance with the Public Company Law.

Dividend Payment

Details of Dividend Payment	Separate Financial Statements 2011	Separate Financial Statements 2012 (Revised)	Separate Financial Statements 2013	Separate Financial Statements 2014 (Revised)	Separate Financial Statements 2015
Profit (loss) for the year (Baht)	(91,162,239)	(328,704,864)	(146,589,999)	(121,249,957)	6,106,625
Dividend (Baht/Share)	(0.23)	(0.65)	(0.22)	(0.18)	0.01
Number of Shares	-	-	-	Omission	Omission
Total Dividend (Baht)	-	-	-	-	-
Dividend Payout Ratio	-	-	-	-	-
Date of Payment	-	-	-	-	-

The policy regarding the dividend payment from subsidiaries and associate companies to L.V. Technology Plc. shall depend on their operating performances and the decision-making of Board of Directors of such companies on case by case basis.

[Management Structure]

Management Structure

Board of Directors

As at 27th October 2015 the Company's Board of Directors consists of 10 members as follows:

Directors Names	Position	Type of Director	Tenure of Office Annual General Meeting of Shareholders (AGM)
1. Mr.Thanik Siri wattaprayoon ¹	Chairman of the Board of Directors	Executive Director	Apr. 2012 – Apr. 2015
2. Mr.Vichai Tantikulananta ²	Director Chief Executive Officer Nomination and Remuneration Committee	Executive Director	Apr. 2014 – Apr. 2017
3. Mr.Panya Kritiyawong	Director Managing Director	Executive Director	Apr. 2013 – Apr. 2016
4. Mr.Ura Wang-Orm-Klang	Director / Vice Chairman of the Executive Committee Chairman of the Nomination and Remuneration Committee	Independent Director	Apr. 2014 – Apr. 2017
5. Mr.Thanachat Thanasettagone	Director Audit Committee	Independent Director	Apr. 2013 – Apr. 2016
6. Mr.Varun Chaudhary	Director (Representative from CG Cement Global PTE. Ltd.)	Non-Executive Director	Apr. 2014 – Apr. 2017
7. Mr.Suparatchai Worarat	Director Audit Committee	Independent Director	Apr. 2012 – Apr. 2015
8. General Chookiat Tansuwat	Director Nomination and Remuneration Committee	Independent Director	Apr. 2013 – Apr. 2016
9. Mr.Gancanapol Geert Marcel Cyriel Van Compernelle	Director Audit Committee	Independent Director	Apr. 2012 – Apr. 2015
10. Mr.Chaijit Wonmetheesumet	Director Chairman of the Audit Committee	Independent Director	Apr. 2013 – Apr. 2016

Note : ¹ Appointed as Directors' Chairman by the Board of Directors' Meeting No.3/2015, held on 16th July 2015
² Approved for renewal the Chief Executive Officer position on 24th December 2015

[Management Structure]

Directors with Authority to Sign on behalf of the Company

Directors with the authority to sign on behalf of the Company are Mr.Panya Krittiyawong, Mr.Vichai Tantikulananta and Mr.Thanik Siri Wattaprayoon, on condition that two out of these three directors jointly sign their names together with the Company's seal.

Directors' Name	Frequency of meeting attendance / The number of meeting of the year 2015				
	Annual General Meeting of Shareholders	Extraordinary General Meeting of Shareholders	Board of Director's Meetings	Audit Committee's Meetings	Nomination and Remuneration Committee's Meetings.
1. Mr.Thanik Siri Wattaprayoon	1/1	1/1	13/13	-	-
2. Mr.Vichai Tantikulananta	1/1	1/1	13/13	-	5/5
3. Mr.Panya Krittiyawong	1/1	1/1	13/13	-	-
4. Mr.Ura Wang-Orm-Klang	1/1	1/1	13/13	-	5/5
5. Mr.Thanachat Thanasettagone	-	1/1	12/13	11/13	-
6. Mr.Varun Chaudhary	1/1	-	1/13	-	-
7. Mr.Suparatchai Worarat ¹	-	1/1	10/13	12/13	-
8. General Chookiat Tansuwat	1/1	1/1	13/13	-	5/5
9. Mr.Gancanapol Geert Marcel Cyriel Van Compernelle ²	1/1	1/1	10/13	8/13	-
10. Mr.Chaijit Wongmethesumet	1/1	1/1	12/13	11/13	-

Some directors were not able to attend the meeting due to other personal business.

Note : ¹ Appointed by the Board of Directors' Meeting No.4/2015, held on 15th September 2015
² Appointed by the Board of Directors' Meeting No.4/2015, held on 15th September 2015

Structure of Executives

Executive Committee

As of 1st December 2015, The Executive Committee consisted of 9 members as follows;

1. Mr.Thanik Siri Wattaprayoon Chairman of the Executive Committee
2. Mr.Vichai Tantikulananta Member of the Executive Committee
Chief Executive Officer
3. Mr.Panya Krittiyawong Member of the Executive Committee
Managing Director
4. Mr.Ura Wang-Orm-Klang Vice Chairman of the Executive Committee
Advisor
5. Mr.Surasak Amplertrao Member of the Executive Committee
Deputy Managing Director of Plant Engineering

- | | | |
|----|----------------------------|--|
| 6. | Miss Pattama Supaphol | Member of the Executive Committee
Deputy Managing Director of Project Management and Supply Chain
Secretary of the Executive Committee |
| 7. | Miss Kanokporn Chiwpreecha | Member of the Executive Committee
Deputy Managing Director of Finance and Administration |
| 8. | Mr. Michael Andersen | Member of the Executive Committee
General Manager |
| 9. | Mrs. Ratikan Wangsiri | Member of the Executive Committee
Deputy Managing Director of Accounting Department |

- หมายเหตุ
1. All Executive Committee members are considered as management/executive in accordance with the term "management/executive" defined by the Office of the Securities and Exchange Commission.
 2. Mr. Thanik Siri Siriwattaprayoon reappointed to be the Chairman of the Executive Committee another term by the Board of Director's meeting held on 16th July 2015
 3. Mr. Vichai Tantikulananta had approved to renew the contract of Chief Executive Officer position by the Board of Director's meeting held on 24th December 2015.

Members of Executive Committee/Management whom resigned during 2015 – present;

1. Miss Narinrat Ratanatriyanibhab resigned from Deputy Managing Director of Accounting Department on 1st July 2015.
2. Miss Varapom Chaleamrattanakomol has been appointed as Deputy Managing Director of Finance and Accounting at the Board of Directors' Meeting no. 2/2015 held on 8th June 2015, effective from 6th July 2015 and resigned on 10th October 2015.
3. Mr. Karan Kanponpai resigned as Acting Deputy Managing Director of Plant Engineering and Project Management on 1st September 2015.
4. Mr. Phathanuth Meeboonkhurd has been appointed as Deputy Managing Director of Plant Engineering and Project Management by the Board of Directors' Meeting no. 4/2015 held on 15th September 2015, effective from 17th August 2015 and resigned on 20th November 2015.
5. Mr. Weerakiat Suntiawatthanapol resigned from Finance Department Manager on 12th December 2015.

[Management Structure]

The Company's Secretary

The Board of Directors' meeting resolved to appoint Ms. Supatra Pueakpool to be the Company's Secretary from 14th August 2008 onward.

Scope of Duties and Responsibilities of the Company's Secretary

- (1) To prepare, update, and maintain the Director Register.
- (2) To prepare meeting invitation letters to Board's members, minutes of board's meetings, and annual report, and retain them on file.
- (3) To prepare meeting invitation letters to shareholders, minutes of shareholders' meetings, and retain them on file.
- (4) To maintain Report on Interests of Directors and Executives, and submit the copy of which under Section 89/14 to the Board's Chairman and the Chairman of the Audit Committee within 7 business days after obtaining such report.
- (5) To carry out other tasks in accordance with notifications of the Capital Market Supervisory Board.
- (6) To keep the Company's seal.
- (7) To give recommendations in connection with the relevant law and regulations, and guidelines concerning the Board's corporate governance functions and activities to comply with the governing law.
- (8) To organize the Board of Directors' meetings and shareholders' meetings.
- (9) To coordinate with other internal departments to ensure their compliance with the resolutions of Board's meetings and shareholders' meetings.
- (10) To coordinate with the regulatory bodies e.g. SEC, the Stock Exchange of Thailand, etc. and to ensure that the necessary information and reports are correctly and properly disclosed to the regulatory bodies and public as required by law.
- (11) To coordinate with the Shareholders.
- (12) To perform other duties entrusted by the board.

Remunerations of Directors and Executives

Remunerations of all directors and executives have been decided based on the following criteria;

1. Knowledge, competence, and experience in conjunction with the scope of assigned duties, responsibilities; work performance in alignment with the Company's operating performance.
2. The remuneration should be in such a level that it motivates the individual to work with highest efficiency and attract the qualified, competent executives to work for the Company.
3. Remuneration levels are comparable with those offered by other companies in the same business and of the similar size.
4. Remunerations granted to all committees must be approved by shareholders.
5. The appointment of high-ranking executives for the Deputy Managing Director position and upper must be approved by the Board.

(1) Pecuniary Remuneration

Remuneration of members of the Board and other Committee

In form of meeting allowances payable to directors attending the Board of Directors' meeting shall be at the rate of 15,000 Baht per meeting in case of the Chairman of the Board of Directors and at the rate of 12,000 Baht per meeting in case of other directors. Members of the Audit Committee and the Nomination and Remuneration Committee are entitled to meeting allowances at the same rate as that applicable to the Board of Directors. Moreover, non-executive directors are entitled to the seminar allowance in an amount of 10,000 Baht for each seminar. The 2015 Ordinary Annual Shareholders' Meeting approved payment of Directors' remuneration in the total amount of 2,500,000 Baht for 2015 and withheld the 2014 bonus payments to Directors.

[Management Structure]

Remuneration of the Company's Directors in 2015

Directors' Name	Meeting Allowance (Baht)				Others Meeting Fee	Total
	Shareholders' Meeting	Director	Audit Committee	Nomination and Remuneration Committee		
1. Mr. Thanik Siri wattaprayoon	-	195,000		-	15,000	210,000
2. Mr. Vichai Tantikulananta	-	156,000		60,000	12,000	228,000
3. Mr. Ura Wang-Orm-Klang	-	156,000		75,000	12,000	243,000
4. Mr. Thanachat Thanasetagone	-	144,000	144,000	-	-	288,000
5. Mr. Varun Chaudhary	-	12,000		-	-	12,000
6. Mr. Niwat Putthavorn	-	120,000	156,000	-	12,000	288,000
7. General Chookiat Tansuwat	-	156,000	-	60,000	12,000	228,000
8. Mr. Gancanapol Van Compernelle	-	120,000	108,000	-	12,000	240,000
9. Mr. Panya Kritiyawong	-	156,000	-	-	12,000	168,000
10. Chaijit Wongmethesumet	-	144,000	180,000	-	21,000	345,000
						2,250,000

(b) Remuneration of the Company's Executive Committee

Year 2015 the Company paid remuneration consists of salaries, bonus payment, and contributions to the Provident Fund for 9 members with the amount THB 17.03 Million.

(2) Other Allowances

Other allowances paid to directors: -None-

- Provident Fund

The Company established a Provident Fund in favor of the Executive Committee's members by contributing 5-10 percent of their salary into the Fund. In 2015 the Company paid 382,000.92 Baht as a contribution to the Provident Fund for 4 members of the Executive Committee.

- Vehicles used in the course of performing job duties

Expenses related to the use of vehicles in 2015 was 162,714.27 Baht

[Management Structure]

Personnel

In 2015, the Company had 104 employees in total with the amount of remuneration paid to its employees totaled 95.54 million Baht, consisting of monthly salaries, overtime payments, bonus, welfare payments, and provident fund contribution payments.

	Quantity
• Management level	39
• Supervisory and professional levels	43
• Operation level	22
Total	<u>104</u>

Personnel Development Policy

As human resources are perceivably a crucial factor driving the Company to sustainable growth, the Company has thus set its personnel development policy and, in this light, promoted learning opportunities for the entire workforce, with emphasis on teamwork. In addition, training programmes, at both internal and external levels, have been made available for employees in order for them to be equipped with knowledge, understanding, and skills in relation to the technologies invented and developed by the Company for improving efficiency. The Company's human resources are also encouraged to learn new technologies, which regularly of machinery change with time, so as to arrive at their enhanced potential and readiness for business competitiveness. Further, the Company strives to create incentives through offering appropriate remuneration and providing good welfare in an endeavor to promote personnel's morale and spirits and preserve personnel of high competence and efficiency and for particular career path and succession plan, who will work for the Company towards optimal benefits in the future.

Corporate Governance

Corporate Governance Policy - None -

Good Corporate Governance Practices

The Company realises the importance of the good corporate governance principle which is an essential factor for strengthening the organisation's effective systems. As such, the Company is committed to conducting its business along the line of "good corporate governance" with a view to building up operational control mechanisms towards transparency, fairness and confidence of all relevant stakeholders. The good corporate governance may be classified into 5 sections as follows.

Section 1: Rights of Shareholders

Shareholders' Meeting

The Company protects and upholds the fundamental rights of shareholders with fairness. For example, the rights to sell, purchase or transfer shares, the right to dividend payment, the right to receive adequate information and the right to attend shareholders' meetings in order to vote, as permitted by law, on such matters as the election/dismissal and remuneration of each individual director, approval of financial statements and dividend payment, appointment of auditor and the auditor's fee. The Company shall not take any action in violation of or diminishing the rights of shareholders.

With respect to the meeting, the Board of Directors has a policy to ensure that all invitation letters, accompanied with the information supporting meeting agenda, the Board's opinions on all matters under each agenda, rules and procedures governing the meeting, as well as the voting process, are sent to shareholders at least 7 days prior to the meeting date or within the period as prescribed by law. The policy also promotes the exercise of rights by all shareholders and encourages the institutional shareholders to attend the meetings.

The Annual General Meeting of Shareholders No. 1/2015 held on October 12, 2016 for which the invitation letters had been dispatched to shareholders 21 days prior the meeting date and shareholders were freely given the opportunity to submit to the Company questions and attend the meeting. As well the Extraordinary Meeting of Shareholders No 1/2016 had been organized on May 3, 2016.

In the shareholders' meeting:

1. Shareholders were asked to register at least 1 hour before the meeting commenced.
2. To ensure accuracy, precision, fast and uncomplicated process as well as to facilitate the exercise of rights by shareholders, a barcode system was used in registering, vote counting, and other tasks involving the display of voting results; the duty stamps were made available, free of charge, to any shareholder's proxy attending the meeting;
3. The legal counselor was to be a person responsible for counting and examining votes in the shareholders' meeting and the results were disclosed to all shareholders attending the meeting.

4. Board's members, Chief Executive Officer, Managing Director, chairperson of various committees, and high ranking executives attended the meeting to answer questions of shareholders.
5. Every shareholder was encouraged to use a ballot on every occasion for purpose of transparency and accountability. If any shareholder wished to vote against or abstain from voting, such shareholder was to inform the relevant officer or the officer who was responsible for collecting ballots for purpose of proof on later occasion.

Minutes of shareholders' meeting contained the following particulars.

1. Voting procedures and how the voting results were disclosed to be acknowledged by the meeting;
2. Names of attending and non-attending directors;
3. Names of executives, legal counselor, auditor, and other concerned persons;
4. Questions, answers, and voting results (vote for/vote against/abstain from voting) for each agenda whereas the Company would ensure that voting results of every agenda considered in both annual ordinary and extraordinary meetings of shareholders be disclosed to the Stock Exchange Thailand and made available to the public on the Company's website not later than 9.00 am. On the following business day.

Section 2 : Equal Treatment to Shareholders

The Company is strongly aware of ensuring the equality of all shareholders, individually or in groups, whether as major or minor shareholders, institution investors or foreign investors.

1. For the 2015 Annual General Meeting of Shareholders on 12nd October 2015, the invitation letters and meeting agenda, accompanied with opinions of the Board, information as to the venue and time of the meeting which were considered convenient for shareholders, relevant rules and criteria, and annual report both in Thai and English languages, were sent to shareholders 21 days prior to the meeting date and readily disseminated 30 days prior to the meeting date as well. For the Extraordinary General Meeting of Shareholders No.1/2016, the invitation letters were sent to shareholders 17 days prior to the meeting date and readily disseminated on the Company's website 25 days prior to the meeting date to ensure that shareholders had sufficient time to read and understand the information relevant to the upcoming meeting. The invitation to the meeting was also announced in the newspaper for 3 consecutive days prior to the meeting.
2. In addition, minor shareholders are allowed to propose, through the Company's website, the agenda of the meeting prior to the date set for that meeting and relevant documents will be furnished to shareholders prior to the date of the meeting. Shareholders who cannot attend the meeting may, by proxy, be represented by any independent director or by any person.
3. For this purpose, such shareholders must use the proxy form as may flexibly be prepared in accordance with the form prescribed by the Ministry of Commerce, with clear statements of supporting documents. In effect, the Company provides shareholders with an opportunity to register their availability at the meeting prior to the time fixed for the meeting.
4. At a meeting of shareholders, the Chairman of the meeting shall explain procedures for voting and conduct the meeting in accordance with the agenda indicated in the invitation letter without allowing any matters not brought to shareholders' notice in advance to be included in the agenda. In the interest of transparency and accountability, the Company prepared the "Voting Form" for every agenda in respect of which voting is required.

5. With respect to an election of directors, candidates are nominated individually, provided that the nomination has previously been considered by the Nomination Committee. Matters on the agenda regarding the determination of remuneration must have been considered by the Remuneration Committee.
6. In this regard, all directors holding shares in the Company are taken as having interest and, in effect, any directors with conflicting interest shall also refrain from voting on such agenda.
7. At a meeting, the Chairman of the meeting shall provide shareholders with an opportunity to make inquiries and express their opinions on all matters.
8. The Company shall prepare minutes of the meeting, with all important issues being correctly and completely recorded. Such minutes shall be furnished to the Stock Exchange of Thailand within such time as prescribed by law and shall be systemically retained and made available for inspection. In the preceding year, the Company disseminated the minutes of the meeting via the Company's website (<http://www.lv-technology.com>), 9 days after the date of the meeting.
9. The company has had a policy to safeguard and regulate the use of insider information, details of which are discussed in Insider Information Management under the Management Structure Section.
10. The Board required that all directors and executives have duty to file a report on interest soon after being appointed to the positions and, whenever there is any change to the interest, report again within 3 days after such change.
11. The Company has complied with rules and procedures laid down by the Stock Exchange of Thailand and the SEC governing the acquisition and sale of assets, and connected transactions.

Section 3 : Roles of Stakeholders

The Company has, as its' crucial policy, dedicated particular attention to legitimate rights of all groups of stakeholders to ensure their satisfaction on the basis of fairness and transparency, as described below.

Shareholders - The Company is determined to conduct its business on the basis of transparency with a view to generating appropriate profits for shareholders and building up sustainable growth for the organisation.

Employees - The Company offers employees equal and fair treatment as well as suitable remuneration. Employees are also provided with regular training with a view to developing working skills.

Trading Partners - The Company provides services to its trading partners in accordance with the prescribed trading conditions, including provisions of agreements made with trading partners.

Creditors - The Company treats its creditors in accordance with the terms and conditions of loan agreements.

- Customers** - The Company treats its customers with responsibility and concerns and provides them with equal services. The Company also strives to keep confidentiality of customers' undisclosed information and, in this connection, puts in place an agency or person for receiving customers' complaints and dealing with such complaints expeditiously.
- Competitors** - The Company deals with its competitors on the basis of best competition practices, strives to maintain ethical norms of competition and refrains from unscrupulous practices aimed at destroy its competitors.
- Society** - The Company has unfailingly promoted social responsibility, both domestically and in foreign regions where it has entered business partnership, as visualized.
- Environmental** - The Company promote to save the natural resources and environment by joining the mangrove planting activity in Tumbon Klongklon, Samutsongkram in 2009.

Section 4 : Disclosure of Information and Transparency

The Company has full awareness of impacts which the Company's business information, whether financially related information or non-financially related information, may have on the decision-making process of investors and stakeholders. The Company has, therefore, set a policy in connection with disclosure of information by its Management. In this connection, information must be disclosed adequately, transparently, accurately, in a trustable manner, regularly and timely. In accordance with regulations of the Stock Exchange of Thailand and Office of the Securities and Exchange Commission, the Company has appointed the Managing Director to be in charge of communicating with institution investors, shareholders, analysts and the relevant government sector. In addition, the Company has provided investment co-ordinators serving the Company's information to investors at the telephone number 02-717-0835-40. Further, interested persons may equally access the Company's information via its website: <http://www.lv-technology.com> which offers such information as the Company's background, the structure of Board of Directors, the structure of shareholders, products, financial information, Annual Reports (56-2), Annual Information List Form (56-1), news notified to the Stock Exchange of Thailand and securities' prices, etc.

The Company has also set a policy for the Board of Directors to be responsible for consolidated financial statements and unconsolidated quarterly financial statements of the Company. In this connection, the Audit Committee is in charge of reviewing and assessing the internal control system to ensure effectiveness and confidence of all relevant stakeholders. In addition, the Board of Directors has prepared the Report on the Board of Directors' Responsibilities for Financial Statements as well as financial information published in the Annual Report. Such financial statements have been prepared in accordance with the accounting standards generally accepted in Thailand, as to which the Company has opted for the accounting policy which is suitable and regularly practised with great circumspection and made best estimates in the course of the preparation of the financial statements. Also, the Company has made adequate disclosure of important information in Notes to Financial Statements.

The Company has put forth the policy of disclosing the performance of the Board of Directors and other Committees throughout the preceding years e.g. the number of occasions on which directors or members of committees have attended meetings. Disclosure also extends to policies in connection with the payment of remuneration to directors and high-ranking executives, with the indication of the amount and forms of remuneration. All this information is detailed in the section “Management Structure: Remuneration of the Board of Directors and Executives”.

In 2015 the Company delayed the submission of both quarterly and annual financial statements because of changing 2 audit companies within 2 years. It took 4 months to concluded with DR.VIRACH & ASSOCIATES OFFICE Co., LTD. as well as undertaken 8 months by them for conducting special audit fact finding towards the auditor's opinions on financial statements of the year 2014.

Section 5 : Responsibilities of the Board of Directors

5.1 Structures of the Board of Directors and Committees

Structure of the Board of Directors

Structure of the Board of Directors

The Company has determined qualifications of persons to be appointed as directors in accordance with relevant laws, having regard to experience, knowledge and expertise possessed. The structure of the Board of Directors consists of 8 directors as follows:

- 4 executive directors; and
- 6 non-executive directors which account for one-third of the entire Board of Directors, 4 of whom are independent directors.
- Chairman of the Board of Directors, who is not the same person as the President and Managing Director, and non-executive directors in the number greater than one-third of the entire Board of Directors in order to facilitate a suitable balance of the management power and promote efficient and unbiased reviews of the management.
- Directors and high-ranking executives have never worked, either as employee or partner, for the outside audit firm hired for its service by the Company during the past 2 years.

Structure of the Sub-Committee

The Board of Directors has appointed the following committees: the Audit Committee, and the Nomination and Remuneration Committee, to assist in the consideration of specific matters entrusted by the Board and submit results to the Board of Directors for consideration. This contributes to the Board's greater efficiency in the supervision of the Company's business. For this purpose, the Chairman of the Board of Directors is not a chairman or member of any sub-committee. Chairman of sub-committee is an independent director. Moreover, the Company has disclosed furthermore information of the committee and sub-committee prescribed in article of “Committee”.

5.2 Roles, Duties and Responsibilities

As part of its policies, the Company allows the Board of Directors and executives to participate in the determination (or approval) of its visions and targets of business plans, with a view to promoting optimal added value to the business. Moreover, the Company has made part of its policies the provision of systems for internal control and internal audit as well as risk management measures. The implementation of these matters is regularly monitored at meetings of the Audit Committee and meetings of the Board of Directors. In the event of matters involving conflicts of interests and matters requiring shareholders' approval, the Company has dealt with them in accordance with regulations of the Securities and Exchange Commission and regulations of the Stock Exchange of Thailand.

The Company also has the policy of encouraging its directors, members of the Executive Committee, employees and persons concerned to perform their duties on the basis of ethical business standards and in line with honesty and fairness. This applies to treatment to the Company, all stakeholders, the general public, society and customers. In this respect, the Company has regularly monitored the pursuit of these practices and has determined penalty for breach. In addition, the Company ensures that its Board of Directors shall, under the Company's policy, carefully supervise matters in which conflicts of interests may be found. This is embodied in the Company's Articles of Association. The Board of Directors indeed strictly abides by regulations of the Securities and Exchange Commission and regulations of the Stock Exchange of Thailand.

The Company has attached particular importance to efficient internal control systems at both executive and operational levels. To this end, the Company has set policies in relation to scopes of duties and authorities of employees and executives and in relation to the control of use of the Company's assets to ensure optimal benefits. All this promotes the proper balance of power. In addition, the Company annually assesses sufficiency of its internal control systems once a year in order that weaknesses discovered can be learned and taken as lessons guiding the improvement towards reliability of the internal control system. In preceding year, the Board of Directors appraised the adequacy of the Company's internal control system and the result of the appraisal revealed that the Company has had efficient and adequate internal control system.

The Company required that its director shall not concurrently hold the role of either director or management at more than 5 listed companies to ensure the director's sufficient time for the oversight of the Company's business.

In 2015 the following policies have not been implemented by the Board of Directors as yet.

1. Corporate Governance Policy
2. Business Ethics and/or Code of Conduct for Directors, Management, and Officer Policy
3. Risk Management Policy
4. Anti-Corruption Policy
5. Corporate Social and Environment Responsibility Policy

5.3 Board of Directors' Meetings

The Company has introduced a policy whereby the Board of Directors shall meet regularly at least once a quarter and may call upon extraordinary meetings as necessary. The agenda of the meeting shall be clearly prepared in advance. Indeed, in the preceding year, the Board of Directors met on 15 occasions in total. In this connection, matters to be included in the agenda are to be considered and selected by the Chairman of the Board of Directors and the Managing Director, and all directors may propose matters to be decided at the meeting. The Board of Directors can request additional information from the Chief Executive Officer, Managing Director or the Company's Secretary. In addition, high-ranking executives may be asked to attend the meeting to explain relevant matters. Also, there should be included in the agenda the regular monitoring of the Company's operational results. Further, in order to enable directors to have sufficient time for studying information before each meeting, the Company's Secretary will prepare invitation letters, together with the agenda and supporting documents and furnish them to directors at least 7 days prior to the date of the meeting, save that in the case of urgency the procedures prescribed by the Public Companies Act shall be observed. At the meeting, the Chairman of the Board of Directors shall allocate adequate time for free expression of opinions on matters on the agenda. In the case of any personal interest in the matter to be decided upon, the director concerned shall not take part in the decision on that matter. Minutes of meetings will systemically be prepared and kept in a manner allowing inspection.

In 2015, the non-executive Board members did not held any meeting on their own without participation of the Company's executives.

5.4 Assessment of the Board of Directors' Performance

The Company conducts the assessment of its Board of Directors' performance once a year based upon the 'Board Self-Assessment' Form with a view to reviewing, from all information obtained, the past year's performance and obstacles for improving the Board of Director's performance towards greater efficiency. In the year 2011, the Board Self-Assessment revealed the "Very Good" result.

The assessment of performance of Managing Director shall be conducted by the Nomination and Remuneration Committee on the basis of the Performance Agreement as well as the Company's operational results. The Nomination and Remuneration Committee shall submit to the Board of Directors information used for the determination of remuneration as well as other benefits of the Managing Director.

5.5 Development for Directors and Executives

The Company encourages the Board of Directors and high-ranking executives to attend training courses, organised by the government or private sectors, which are useful for the performance of their duties. In particular, all directors, including newly appointed directors, are encouraged to attend such courses related to the performance of directors' duties as those organised by the Institute of Directors of Thailand (IOD) with a view to making use of essential knowledge and experience obtained for development and the performance of supervisory duties towards greater efficiency. In this regard, details in connection with directors' attendance at training under courses organised by the IOD's are disclosed in the section entitled "Background of the Board of Directors and Executive Committee"

Committees

(1) Structure of Committees

The structure of the Company's Board of Directors comprises 4 committees: Board of Directors, Executive Committee, Audit Committee, Nomination and Remuneration Committee.

Scope of Duties and Responsibilities of the Board of Directors

1. To manage the Company in compliance with the applicable laws, the Company's objectives and Articles of Association, as well as the resolutions of the shareholders' meeting with integrity and in a vigilant manner to ensure that the Company's interest is properly safeguarded.
2. To determine and review the Company's Vision and Mission.
3. To develop and set out business plans, budgets policies on anti-corruption, corporate social and environmental responsibility, risk management and other matters, good corporate governance practices, code of business conduct as proposed by the Executive Committee or management, and to oversee the implementation of the business plans by management.
4. To strictly follow, in an attempt to serve as a role model for others, policies on anti-corruption, corporate social and environmental responsibility, risk management and other matters, good corporate governance practices, and code of business conduct as well as supervise and encourage both management and other personnel to comply with these policies.
5. To consider and approve/disapprove the delegation of power to director(s), the Executive Committee and other committee(s), any individual or juristic person to perform assigned activities, either jointly or severally, in accordance with the Company's objectives and Articles of Association whereas the remuneration for such undertakings shall be as specified by the Board of Directors. The Board of Directors has the rights to make any change to or revoke the above delegation of authority, or discharge the designated person from his/her assigned duty, and make appropriate replacement thereof. The person designed or appointed as mentioned above shall perform his/her tasks in accordance with policies, directions, and instructions given by the Board of Directors.
6. To determine the Company's scope of authority.
7. To consider and approve/disapprove matters which is within the Company's scope of authority to the Chief Executive Officer and/or Managing Director or any person acting on his/her behalf, except the matters for which the applicable law requires proper approval at shareholders' meeting.
8. To set up the development plan for Senior Executives and the succession plan for the positions of Chief Executive Officer and/or the Managing Director.
9. To approve the quarterly and annual financial statements and ensure that the preparation of financial statements is in accordance with the generally accepted accounting standards.
10. To oversee the Company's internal control and risk management to ensure effectiveness and efficiency.
11. To ensure that the Company, taking into account the interest of, and fairness to, all stakeholders, conducts its business based on the Principles of Good Governance and is socially and environmentally responsible; and to direct the Company to the path of sustainable growth and development.
12. To appoint a qualified person to be a director or management/executive of the Company's subsidiaries and associate companies.

Scope of Duties and Responsibilities of the Board's Chairman

1. To call the meeting and, in concert with the Chief Executive Officer and/or the Managing Director, decide what matters are to be included in the agenda
2. To preside over both the Board and shareholders' meetings;
 - 2.1 To conduct meetings in a manner consistent with the agenda, the Company's Articles of Association, and the applicable law.
 - 2.2 To encourage all directors and shareholders to freely express their opinions at the meetings.
 - 2.3 To finalise resolutions of both the Board and shareholders' meetings.
3. To support the Board members in discharging their duties as effectively as possible.

Scope of Duties and Responsibilities of Chief Executive Officer

1. To monitor and ensure that all legal and regulatory documents are properly filed and the Company conducts its business in accordance with relevant laws and regulations
2. To assist the Board in defining the Company's value, mission, short-term and long-term goals.
3. To assist the Board in monitoring and assessing the Company's business performance in terms of its effectiveness.
4. To keep the Board fully informed on the situation and condition of the Company and all important factors.
5. To oversee the Company's overall activities and to ensure that the business is operated smoothly and efficiently.
6. To support management in performing their duties efficiently.
7. To work closely with the Board's Chairman to support the Board in fulfilling its duties in area of corporate governance.
8. To regularly assist the Board in assessing the Company's performance.
9. To establish strong and appropriate relationships with the Board, other committees, management, and outside agencies.
10. To oversee financial activities of the Company including budgeting, reporting and auditing.
11. To work with the Board to ensure adequate financial support required from short-term and long-term goals.
12. To assist the Board in designing plans, policies and procedures on financing.
13. To oversee, manage, and conduct regular daily business routines and to be responsible for ensuring that all business decisions made in the Company's best interest are in compliance with law, the Company's objectives and Articles of Association, and all procedures, decisions, policies, plans and budgets as outlined and approved by the Board meeting, subject to the applicable law and the scope of authority defined by the Board.
14. To review and analyze the business-related information before presenting it to the Board.

15. To approve, within his/her designated scope of authority, the Company's transactions, e.g. operating expenses, selling and administrative expenses, purchase and/or sale of assets, borrowing and/or lending, procurement, etc. These activities must meet the Company's objectives and not exceed the monetary limit, as the Board sets earlier, revealed in the Company's scope of authority, The Chief of Executive has the authority to approve, for example, significant transactions/activities as follows.

- Capital budgeting during the year provided that it does not exceed 10 million Baht per project.
- Borrowing and the issuing of short-term (<1 year) corporate bonds provided that it does not exceed 10 million Baht.
- Lending to the Company's subsidiaries and associate companies provided that it does not exceed 10 million Baht.
- Outsourcing of non-fixed asset products/services, e.g, raw materials, other materials, spare parts, etc. for the project work provided that it does not exceed 50 million Baht.
- Compensation for damage arising from the use of the Company's products or services provided that it does not exceed 10 million Baht.
- Entry into project/service contracts provided that a contract price does not exceed 250 million Baht.
- Entry into turnkey contracts for project/service provided that it does not exceed 150 million Baht.

16. To ensure that Company's subsidiaries and associate companies conduct their business in strict compliance with the applicable law.

17. To promote the conduct of the Company's business in a manner that meets the Principles of Good Corporate Governance and is socially and environmentally friendly.

Executive Committee

As of 1st December 2015, The Executive Committee consists of 7 members as follows;

- | | | |
|----|--------------------------|---|
| 1. | Mr.Vichai Tantikulananta | Chariman of the Executive Committee
Chief Executive Offier |
| 2. | Mr.Panya Kritiyawong | Vice Chairman of the Executive Committee
Managing Director
Acting Senior Deputy Managing Director of Marketing |
| 3. | Mrs.Ratikan Wansiri | Member of the Executive Committee
Deputy Managing Director of Finance and Accounting Department |
| 4. | Mr. Surasak Amplertprao | Member of the Executive Committee
Deputy Managing Director of Plant Engineering |
| 5. | Miss Pattama Supaphol | Member of the Executive Committee
Deputy Managing Director of Project Mangement and Supply Chain
Secretary of the Executive Committee |

- | | | |
|----|----------------------------|---|
| 6. | Mr. Michael Anderson | Member of the Executive Committee
General Manager
Acting Project Management Manager |
| 7. | Miss Kanokporn Chiwpreecha | Member of the Executive Committee
Deputy Managing Director of Administration and Finance |

Remark : 1. All Executive Committee members are considered as management/executive in accordance with the term “management/executive” defined by the Office of the Securities and Exchange Commission.

Scope of Authorities of the Executive Committee

- 1) To prepare recommendations regarding the determination of policies and strategies for submission to the Board of Directors;
- 2) To consider and comment on business plans and annual budget allocation as proposed by the Company's Managing Director for submission to the Board of Directors;
- 3) To supervise and monitor the Company's operating performance to ensure efficiency and suitability in accordance with business situations, provided that the Company's administration and business operation shall be in compliance with its objective and regulations;
- 4) To approve the Company's business transactions such as operating expenses, sales and administrative expenses, purchases and/or sales of the Company's assets, borrowing and/or lending money, and procurement in accordance with the Company's objectives and within the budget line prescribed by the Board of Directors.
- 5) To perform other duties assigned by the Company's Board of Directors.

Any one or more members of the Executive Committee having or likely to have any conflict of interest with the Company or its subsidiary on any matter may not vote on such matter. In the case where, in any matter, the lack of right to vote on the ground of such conflict or conflicting interest results in the number of members of the Committee with the right to vote being less than one half of the total number of members, that matter shall be submitted to the Board of Directors for consideration and approval at its meeting as required by the Company's regulations, relevant laws and regulations of the Office of the Securities Exchange Commission and the Stock Exchange of Thailand. If the above transaction needs to be approved by the resolution of shareholders' meeting, the Board of Directors shall submit that transaction to the shareholders' meeting for further consideration and approval.

Audit Committee

As of 29th February 2012, the Company's Audit Committee consisted of 4 members as follows:

- | | |
|--|--|
| 1. Mr.Chaijit Wongmetheesumet | Chairman of the Audit Committee / Independent Director |
| 2. Mr.Thanachat Thanasettagone | Member of Audit Committee / Independent Director |
| 3. Mr. Gancanapol Geert Marcel
Cyriel Van Compermolle | Member of Audit Committee / Independent Director |
| 4. Mr.Suparatchai Vorarat | Member of Audit Committee / Independent Director |

Remark : 1. Directors whose names are listed in No. 1 to 3 have knowledge and experience required for conducting a review of the Company's financial statement

2. The term of office of a director is 3 years.

Scope of Duties and Responsibilities of the Audit Committee

- 1) To review the Company's financial report to ensure accuracy and adequacy of information disclosure, by co-operating with external auditors and management responsible for preparing quarterly and annual financial reports. The Audit Committee may advise external auditors to review or examine any transaction as deemed necessary and important during the auditing;
- 2) To review the Company's internal control system and internal audit system to ensure their suitability and efficiency, 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 Company's compliance with the law on securities and exchange, regulations of the Stock Exchange and the laws relating to the Company's businesses;
- 4) To consider, select and nominate an independent person to be the Company's auditor, and to propose such person's remuneration, as well as to attend a non-management meeting with an auditor at least once a year;
- 5) To review connected transactions or transactions that may lead to conflicts of interests, to ensure that they are in compliance with the laws and regulations of the Stock Exchange, executed reasonably and for the Company's maximum benefits;
- 6) To prepare, and disclose in the Company's annual report, the Audit Committee's Report which must be signed by the Chairman of the Audit Committee and contain at least the following information:
 - (a) an opinion on the accuracy, completeness and reliability of the Company's financial reports;
 - (b) an opinion on the adequacy of the Company's internal control system;
 - (c) an opinion on the compliance with the law on securities and exchange, regulations of the Stock Exchange, or the laws relating to the Company's businesses;
 - (d) an opinion on the suitability of an auditor;
 - (e) an opinion on the transactions that may lead to conflicts of interests;
 - (f) the number of the Audit Committee's meetings, and the attendance at such meetings by each member of the Committee;

- (g) overall opinions or remarks received by the Audit committee in the course of its performance of duties in accordance with the Charter, and;
 - (h) other matters which, in the Audit Committee's opinion and within the scope of duties and responsibilities assigned by the Company's Board of Directors, should be acknowledged by shareholders and investors.
- 7) To perform any other activities as entrusted by the Company's Board of Directors, with the approval of the Audit Committee.

Nomination and Remuneration Committee

As of 1st December 2015, the Company's Nomination and Remuneration Committee consisted of 3 members as follows;

- | | |
|-------------------------------|---|
| 1. Mr.Ura Wang-Orm-Klang | Chairman of Nomination and Remuneration Committee /
Independent Director |
| 2. Mr.Vichai Tantikulananta | Member of Nomination and Remuneration Committee /
Executive Director |
| 3. General Chookiat Tanasuwat | Member of Nomination and Remuneration Committee /
Executive Director |

Remark: The term of office of a director is 3 years

Scope of Duties and Responsibilities of the Nomination and Remuneration Committee

- 1) To consider and determine criteria and procedures for nominating of persons with suitable qualifications for appointment to be Board members and Managing Director;
- 2) To nominate qualified persons in accordance with the pre-determined criteria and procedures;
- 3) To submit nomination results to the Board of Directors.
- 4) To evaluate the performance of the Managing Director in accordance with the Performance Agreement of each year and recommend remuneration including salaries, meeting allowances, bonus and other benefits of the Managing Director for submission to the Board of Directors for approval;
- 5) To recommend, based on transparent, fair, and reasonable principles, and submit a remuneration package including meeting allowances, bonus and other benefits of directors of the Company and members of Committees appointed by the Company to the Board of Directors for acknowledgement and to the Shareholders' meeting for approval;
- 6) To recommend and submit a remuneration structure for high-ranking executives on the basis of the principles and procedures which are fair and reasonable to the Board of Directors for approval; and
- 7) To perform any other activities entrusted by the Board of Directors.

Nomination and Appointment of Directors and Chief Executives

(1) Independent Directors and the Company's Director

With respect to the appointment of independent directors, the Nomination and Remuneration Committee, of which 1 out of a total 3 members were the independent directors, was responsible for proposing the candidates with proper qualifications and without prohibitions to be a professional director with diverse knowledge, given the structure, size, and composition of the Committees, to the Board for consideration and/or the meeting of shareholders for approval/appointment.

The Nomination and Remuneration Committee has also welcomed the directors' and shareholders' participation in proposing the candidates that they considered qualified for the positions.

Rules and processes for appointing directors by shareholders are as follows;

(1) Every shareholder present in person or represented proxy shall have one vote for each share which held by the shareholder.

(2) At the shareholders' meeting, each shareholder has the right to vote for any nominated candidate, provided that all the votes obtained on the basis of shares held shall be cast solely for any individual candidate without division of such shares to vote for several candidates.

(3) The candidates with the respective highest votes shall be appointed as directors up to the maximum number of directors for such election. In case of an equality of votes, the chairman of the meeting shall have additional vote as a casting vote.

In the case where the office of director becomes vacant on any ground other than at the expiration of the term, the Nomination and Remuneration Committee is authorised to select a person with suitable qualifications and without prohibitions to replace the outgoing director in the next board of Directors' meeting, except here the remaining term in office of that director is less than 2 months. The resolution approving the appointment of the replacing director must be supported by votes of not less than three-fourths of the remaining directors.

The replacement director will be in office only for the remaining term of the outgoing Director. At every annual general shareholders' meeting, one-third of the directors or, if the number of existing directors is not capable of being rounded by division by three, then number nearest to one-third, shall vacate office.

The Board of Directors has determined suitable qualifications of the independent directors based on the minimum requirements as prescribed by the Securities and Exchange Commission and the Stock Exchange of Thailand, as follows;

- 1) holding shares not exceeding one percent of the total number of shares carrying voting rights of the Company, its parent company, subsidiary, associate company or a juristic person likely to have conflicts of interest, provided that shares held by related persons of the independent director are to be calculated for the purpose of this restriction;
- 2) not being or having been an executive director, employee, official, or advisor receiving regular salaries, or a person with the power to control the Company, its parent company, subsidiary, associate company, same-level subsidiary or juristic person likely to have conflicts of interest, unless the foregoing status has ended not less than 2 years prior to the appointment;
- 3) not being a person with relationship of consanguinity or with relationship legally formed by registration in the degree of father, mother, spouse, brother, sister, child and spouse of the child of any executive, major shareholder or controlling person or person to be nominated as executive or controlling person of the Company or its subsidiary;
- 4) not having or having had a business relationship with the Company, its parent company, subsidiary, associate company, or a juristic person likely to have conflicts of interest in the manner threatening to interfere with his independent judgment, and not being or having been a major shareholder, non-independent director or executive of any person having a business relationship with the Company, its parent company, subsidiary, associate company or a juristic person likely to have conflicts of interest, unless the foregoing status has ended not less than 2 years prior to the appointment;

Provided that the term 'business relationship' under paragraph one includes entering into any business transactions in the normal course of business, taking or granting a lease of immovable property, entering into transactions related to assets or services or granting or receiving financial assistance in the form of receiving or extending loans, giving a guarantee, providing assets as collateral, including any other similar actions, which shall result in the Company or its contractual party being subject to indebtedness payable to the other party in the amount of 3 percent or more of the net tangible assets of the Company or 20 million Baht or more, whichever is lower. In this connection, the calculation of such indebtedness shall be governed mutatis mutandis by the method used for calculating values of connected transactions under the Notification of the Board of Governors of the Stock Exchange of Thailand Concerning Disclosure of Information and Actions of Listed Companies with respect to Connected Transactions, provided, however, that such indebtedness shall include indebtedness taking place during the period of one year prior to the date on which the business relationship with the same person has occurred;

- 5) not being or having been an auditor of the Company, its parent company, subsidiary, associate company or juristic person likely to have conflicts of interest, and not being a major shareholder, non-independent director, executive or managing partner of an audit firm employing auditors of the Company, its parent company, subsidiary, associate company or juristic person likely to have conflicts of interest unless the foregoing relationship has ended not less than 2 years prior to the appointment;
- 6) not being or having been any professional advisor including legal advisor, financial advisor or valuer receiving service fees in the amount exceeding 2 million Baht per annum from the Company, its parent company, subsidiary, associate company or a juristic person likely to have conflicts of interest, provided that in the case of a professional advisor registered as a juristic person this prohibition also extends to being or having been a major shareholder, non-independent director, executive or managing partner of that professional advisor as well, unless the foregoing relationship has ended not less than 2 years prior to the appointment;

- 7) not being a director appointed as a representative of the Company's directors, major shareholders or shareholders who are related to the Company's major shareholders; and
- 8) not being subject to any character preventing independent opinions with regard to the operation of the Company's business.
- 9) The independent director with qualifications under 1) to 8) may be entrusted by the Company's Board of Directors to make business decisions in relation to the operation of the Company, its parent company, subsidiary, associate company, same-level subsidiary or juristic person likely to have conflicts of interest on the condition that such decision must be a collective one.

Scope of Duties and Responsibilities of Independent Directors

- 1) To look after interests of all shareholders on the basis of equality;
- 2) To ensure the lack of conflicts of the Company's interests with those of its executives, major shareholders or other companies having the same group of executives or major shareholders;
- 3) To give shareholders opinions on matters in respect of which the Company is required to seek for approval at the shareholders' meeting; and
- 4) To attend meetings of the Company's Board of Directors for making decisions on the Company's activities of particular importance.

(2) Nomination of Chief Executives

With respect to the nomination of the Chief Executive Officer and the Managing Directors, the Executive Committee was responsible for primarily considering, screening, and nominating the candidate whose qualifications, knowledge, competence, skills, and experience are suitable and beneficial to the Company's operation. This person had to have a good understanding of the Company's business and be able to carry out managerial functions in the manner that meets objectives and goals set by the Company. The Executive Committee was to propose this candidate to the Nomination and Remuneration Committee and the Board of Directors respectively for consideration and approval.

Succession of Senior Management/Executive Positions

The Company has established a succession plan for senior executive positions in a transparent and fair manner, mainly taking into consideration the individual candidate's professional competence in strengthening and improving the Company's performance and competitive position. The Company will make sure that each potential candidate be provided with appropriate knowledge, skill development, and trainings in all necessary professional aspects, with a view to making the candidate most ready for the position of a leader in the foreseeable future. The succession policy intends to confident shareholders, customers and employee that the Company still in full capacity in functioning and conducting its business with interruption or any problem in terms of management as if the senior executive positions become vacant.

9.4 Oversight of the Operations of the Company's Subsidiaries and Associate Companies

(1) Oversight Mechanism

At present, activities concerning the nomination and voting process with respect to the appointment of directors and/or executives of the Company's subsidiaries and associate companies are handled by the Board of Directors. Moreover, the number of directors and/or executives appointed to represent the Company at each of its subsidiary and associate company shall be in direct proportion to the Company's percentage of shareholding in such subsidiary and associate company. Duties and responsibilities of these appointed directors and/or executives are as follows;

1. To ensure that before voting or deciding any significant matter, the Board's approval must be obtained in advance.
2. To ensure that, in the Articles of Association of each subsidiary, the compliance with rules and guidelines governing the related transactions, acquisition and sale of assets is indicated; and that the subsidiaries observe the criteria and methods prescribed in the relevant notifications of the Stock Exchange of Thailand, as well as other relevant regulations.
3. To present, on a quarterly basis, the operating performance and the particulars of significant transactions made by subsidiaries and associate companies to the Company's Board of Directors.
4. To ensure that necessary information/ records are maintained and bookkeeping of the subsidiaries or associate companies is properly carried out to allow the inspection by the Company and compilation, in a timely manner, of necessary data for the preparation of consolidated financial statements.
5. To ensure that the Company's investment in subsidiaries or associate companies is protected and reasonably rewarding.
6. To ensure that subsidiaries or associate companies have the internal control in place.
7. To ensure that subsidiaries or associate companies adopt the Principles of Good Corporate Governance.

- (2) No shareholders' agreement is made between the Company and any shareholder which may significantly affect the business or the management of the Group, or deal with the issues of authority or investment return in such a way that the Company or any shareholder becomes entitled to the return more than its fair share based on the relevant proportion of shareholding.

9.5 Insider Information Management

The Company has the policy related to the supervision of insider information to be used as decisive data in futures trading of the Company's securities. Insider information may be accessible only by the Company's top executives whilst disclosure of such information to the Company's employees may be made only to the extent necessary for the performance of their duties. The Company has also put in place measures for preventing directors, top executives and employees from using the Company's confidential information for personal gain. For this purpose, penalties have clearly been imposed on violating employees. Rules in this respect are detailed below.

1. Directors, executives, officials and employees of the Company must keep confidentiality of the Company's information and/or insider information.
2. Directors, executives, officials and employees of the Company must not disclose the Company's confidential and/or insider information or exploit such information for personal gain or any other person's gain, whether directly or indirectly and whether on a remunerative basis or not.
3. Directors, executives, officials and employees of the Company must not purchase, sell, transfer, or accept a transfer of the Company's securities by virtue of the Company's confidential and/or insider information and/or enter into any juristic act by virtue of the Company's confidential and/or insider information in a manner likely to cause prejudice to the Company, whether directly or indirectly, provided that this requirement shall also extend to close relatives (and, for this purpose, "close relatives" means persons with relationship of consanguinity or with relationship legally formed by marriage or by registration – such as father, mother, spouse, child, brother, sister, uncle or aunt, or the spouse of such persons) of directors, executives, officials and employees of the Company as well.
4. Directors and top executives of the Company must not purchase, sell, transfer, or accept a transfer of the Company's securities within 1 month prior to disclosure of its financial statements to the public.
5. The Company has prepared written requirements (Employment Contract) which were to be given to all employees, irrespective of the level or position, before their first day at work, summarily disclosing the Company's significant policies which include the employees' agreement not to disclose, both during the employment and after employment termination, the confidential information of the Company and its vendors/suppliers and customers.

In this connection, the Company prescribes disciplinary penalties for violators of the above restrictions. Penalties shall be imposed in accordance with the gravity of circumstances and are in the following forms: oral warning, written warning, probation, suspension from service, termination from service, or dismissal, as the case may be.

Auditor's Fee

The 2015 Auditor's Fee

1. Audit fee

- In the preceding accounting year, the Company paid the audit fee in the total amount of 3,265,000 Baht to which auditors are affiliated, as well as to persons or entities connected with the auditors and audit firms to which auditors are affiliated.
- The Company paid the audit fee of the affiliate company namely Goal Consulting and Trading Co., Ltd to Dr.Virach & Associate Co., Ltd with the amount of THB 100,000.

2. Non-Audit fee

- The audit fees have been paid by for Fact Finding with the amount of THB 1,400,000 plus traveling fee, overtime to which auditors are affiliated or to any persons or entities connected with the auditors and audit firms, Dr.Virach & Associates Co.,Ltd, The audit fee for such purpose equals to THB 856,210 plus other expenses a part from audit fee year 2015 THB 80,000 for Review Working Paper. The review had made based on the report paper from ASV and Associated.

Subsidiaries

- None –

9.7 Good Corporate Governance Practices on Other Subjects

- None -

Corporate Social Responsibilities : CSR

The Company is committed to conducting its business within the framework of corporate governance principles and with responsibility toward society, environment and stakeholders, with a view to promoting the sustainability of the Company's business and the well-being of society on the whole. The Company's vision and mission statements have been revised and re-approved to ensure a common, collective goal shared by all executives and officers.

Social Responsibility-Related Activities Have Been Regarded As Part of the Company's Normal Business Operation (In-Process) as Discussed below;

1. Fair Operating Practices

- Avoid any actions that may cause conflict of interest. Upon the occurrence of such event, the Company needed to consult the relevant rules and regulations, considered the matter, and made decisions on the basis of fairness and impartiality.
- Respect and comply with rules of fair competition; and avoid all kinds of dishonest action to destroy competitors.
- Avoid all actions regarded as infringement of intellectual property and copyright. The Company, for example, has insisted to use licensed computer softwares.

2. Respect for and Observance of Human Rights

- Equal Employment Opportunity
The Company has strictly adhered to its policies on recruitment, employment, trainings, and promotion, and treated all employees without discrimination against race/ethnicity, religion, skin colour, national origin, age, gender, physical disability, or any factors unrelated to the Company's statutory business interest.

3. Fair Treatment to Labour

- The Company was not to use any kind of forced labours nor child labour. In this respect, "child labour" means a person under 15 (or 14, depending on the applicable local law) years of age or under the minimum age as prescribed by law.
- The Company has welcomed any suggestions and complaints from employees which would be taken into consideration to improve work environment and employment practices. The Company has treated all employees in accordance with law and regulations applicable in the jurisdiction of its actual business operation, as well as implemented necessary measures to protect complainant and other relevant persons.
- The Company has maintained workplace in a hygienic, safe, and productive condition, free from favoritism, harassment, sexual, racial or religious abuse, and hoax. The Company believes that the hostile workplace environment certainly obstructs employees' work competency. In addition, the issue of safety at workplace has been the Company's top priority and all employees have been required to comply with law, rules and regulations associated with sanitary and safety, as well as the Company's relevant policies and procedures.

4. Responsibilities toward Consumers

- Disclose correct, clear, and accurate information to consumers.
- Not to disclose consumers' information to the third party without a proper consent.
- Develop products and services to meet customers' needs and be beneficial to society and environment.

5. Environment Preservation

Recognising the importance of social and environmental responsibility principles in conducting its business, the Company has continually put great effort in developing new technologies to improve the capacity of machinery used in the cement industry, bearing in mind the aspect of eliminate or reduction of environmentally-unfriendly waste in a work process such as reducing particle fume and applying power generation with Waste Heat Recovery system.

6. Community Development and Responsibility

The Company recognizes the importance of taking an active role in the community in which it is operating the business in pursuing the community and local economic betterment. The Company's project work involving the engineering design and efficiency improvement of machines typically used in cement plants could contribute to the development and improvement of local workmanship to meet greater demand for skilled laor needed to support the increasing economic expansion.

7. The Development and dissemination of innovation originating from business activities and efforts carried out with responsibility concerning social, environmental and stakeholder-related well-being in mind

-None-

Business Operations Affecting the Issue of Social Responsibility

-None-

Activities Beneficial to Social and Environment (after process)

-None-

Anti-Corruption Policy

- The Company has conducted its business in a transparent manner, opposing to corruption behavior, prohibiting the acceptance or provision of bribe in all forms. If corruption practices were identified, the Company would consider the matters in a fair manner and would not give any assistance nor support to any individual or juristic person involving in the corruption.

Internal Control and Risk Management

Regarding the Board of Directors' Meeting No.3/2015, held on 24th July 2015, the information of PBR Pro Co., Ltd had to abolish contract due to insufficient staff acknowledged to the Audit Committee. The Company was sourcing for the Independent Internal Audit and found 2 potential bodies. As a result, the Audit Committee anonymously agreed to appointed P&L Internal Audit Co., Ltd for being the Auditor Year 2015

11.1 Internal Control and Risk Management

In 2015, the Audit Committee of L.V. Technology Public Company Limited consists of 4 independent directors with knowledge, expertise and experience in engineering, finance and law. The committee has been chaired by Mr. Chaijit Wonmetheesumet as Chairman of the Audit Committee, Mr.Thanachat Thanasettagone, Mr.Suparatchai Worarat, Mr.Gancanapol Geert Marcel Cyriel Van Compennolle being the remaining audit committee members.

Year 2015, the Audit Committee independently performed its duties as assigned by the Board of Directors in line with the Company's regulations on the scope of duties of the Audit Committee which was in effect laid down along the line of corporate governance and the Stock Exchange of Thailand's Regulation on the Scope of Duties of the Audit Committee. The Audit Committee met on 13 occasions where presented to the Board of Directors the result summarise as below;

1. Reviewing the Company's quarterly and annually financial statements for the year 2015 as prepared by the auditor and the Company's management responsible for preparing financial statements, ensuring the accuracy and reliability in accordance with generally acceptable accounting standards and the law on securities and security exchange as well as other legislation pertinent to the transactions undertaken by the Company, and ensuring adequate disclosure of information.
2. Reviewing the results of internal audit assessment to ensure compliance with the Company's relevant plan; giving the internal auditor recommendations and guidance; and monitoring the revisions of internal audit reports, particularly the issue of material significance, to ensure that the internal audit system is practical, efficient, and capable of preventing or reducing potential risks.
3. Reviewing the Company's compliance with the laws, bye-laws, rules and regulations pertinent to the transactions of the Company and assessing the Company's business supervision, to ensure that the Company's general operations satisfy a good standard and reasonable stringency;

4. Reviewing, and giving opinions on, connected transactions between the Company and its related parties which probably are vulnerable to conflict of interests, including the Company's commitment to enter into transactions, to ensure these transactions were reasonable, of the maximum benefit to the Company's business, transparent, and fully disclosed.
5. Considering the nomination of external auditor; assessing the independence of external auditor; and determining the audit fee. This particular auditor namely Dr.Virach & Associates Office Co., Ltd was nominated to take responsible in these duties. The external auditor has propose the shareholder meeting where Mr.Chaiyakorn Aunpitipongsa of the Dr.Virach & Associates Office Co., Ltd undertake the Company's auditor for the year 2015.
6. Considering the nomination of the internal auditor and the audit fee; proposing the appointment of P&L Internal Audit Co., Ltd as the internal auditor to the Board of Directors; reviewing the annual internal audit plan; and monitoring and assessing the internal control systems to ensure its adequate efficiency.

Mr.Chaijit Wongmetheesumet

Chairman of the Audit Committe

11.3 The Company's Chief Internal Auditor and Chief Compliance Officer

Chief Internal Auditor

No Chief Internal Auditor in the year 2015

Chief Compliance Officer

No Chief Compliance Officer in the year 2015

Related Transactions

- Related Transactions in relation to Subsidiaries and Associate Companies

In 2015, the Company undertook transactions related to its subsidiaries and associate companies by entering into sales agreements or service agreements with its subsidiaries and associate companies on the basis of the same terms and conditions and the same prices as those applicable to transactions made with third parties. These related transactions are disclosed in Note 7 pertaining to the Financial Statement.

- Procedures for Approval of Related Transactions

The Company has laid down a standard and procedures for approving related transactions. In this instance, any transactions to be entered into by persons with any possible conflict of interest need to be considered by the Executive Committee and approved by the Company's Board of Directors. Directors having any particular interest in the transactions shall not have the right to vote in respect of such matters.

- Future Policy on Related Transactions

Related transactions are expected by the Company to have constant growth in the future simply because these transactions are carried out in the Company's normal course of business operations, as envisioned, for example, in the incomes from technical consultancy and engineering services, accounts receivable or accounts payable. The Company has a policy under which any related transaction in the future must be handled and concluded on the basis of fair prices and terms as compared to transactions made with third parties. Moreover, future related transactions must conform to laws on securities and stock exchange, and regulations of the Stock Exchange of Thailand by disclosing types and values of related transactions as well as providing reasons for executing related transactions at the Company's meeting of shareholders and also in the Company's Annual Report

[Information of Directors, Executives, Controlling Person and Company's Secretary]

Full Name / Position / Appointing Date	Age (Years)	Education / Training in Directors' Role and Duty	Family Relationship Among Management	Working Experiences	
				Period	Company Name / Type of Business
1. Mr.Tanik Sirivattaprayoon - Chairman of the Board of Directors - Director (Executive Director) - Advisor Director Appointment Date: March 18, 2011	76	- A.C.I.B.- Associated Chartered Institute of Bankers, London, England - Bachelor's Degree in Commerce and Accountancy, Chulalongkorn University - Certificate - Proficiency in English, Cambridge University, England - Director Certificate Program (DCP 157/2012) - IOD - Role of the Chairman Program (RCP 29/2012) - IOD - Director Accreditation Program (DAP 90/2011) - IOD	- None -	1) Listed Company	
				2016 – Present	- Advisor - Director - Chairman of the Board of Directors L.V. Technology PCL / Engineering Advisory Services
				2) Non-Listed Company	
				2015 – Present	Thai Institute of Directors Association Thammasam Law Office Co., Ltd. / Legal Advisory Services
				2003 – Present	
				3) Past Experiences and/or Remarkable Position	
				1998 - 2001	- Senior Vice President and Head of Financial Institutions and Head of Oversea Branches Administration Department Bank of Ayudhaya PCL. / Banking Services
				2001 – 2003	- Financial Advisor Olympai Thai Co., Ltd. / Importer and Distributor of Office Equipment Products
				2011	- Chairman of Audit committee L.V. Technology PCL / Engineering Advisory Services

[Information of Directors, Executives, Controlling Person and Company's Secretary]

Full Name / Position / Appointing Date	Age (Years)	Education / Training in Directors' Role and Duty	Family Relationship Among Management	Working Experiences		
				Period	Position	Company Name / Type of Business
2. Mr. Vichai Tantikulanantha - Chief Executive Officer - Director (Executive Director) - Nomination and Remuneration Committee Director Appointment Date: May 14, 2010	76	- Honorary Degree of Doctor of Laws, Western University - Honorary Degree of Doctor of Buddhist studies, Colombo, Sri Lanka - Bachelor of Laws (LL.B.) Chulalongkorn University - Barrister – at – Law, the Legal Institute of the Thai Bar Association - The National Defense Course, National Defense College (Class 35) - Audit Committee Program (ACP 2006), Thai Institute of Directors Association - Director Certificate Program (DCP 2006), Thai Institute of Directors Association - Director Accreditation Program (DAP 2005), Thai Institute of Directors Association	-None-	1) Listed Company		
				2014 - Present	- Chief Executive Officer	L.V. Technology PCL /
				2011 – Present	- Nomination and Remuneration Committee	Engineering Advisory Services
				2010 – Present	- Director	
				2) Non- Listed Company		
				2013 – Present	- Chairman of Audit Committee	Asia Infrastructure Management (Thailand) Ltd. / Water Services and Other Infrastructure Management
				2013 – Present	- Specialist of Educational Council	Ministry of Education / Thai Gov.
				3) Past Experiences and/or Remarkable Position		
				2004 - 2005	- Chairman of Audit Committee	Eastern Wire Public Co., Ltd / Construction Equipment and Supplies
				2007 - 2008	- Dean of Faculty of Laws	North Eastern University / Education Institute
				2008 - 2010	- Director	Siam City Securities Co., Ltd./ Securities Services
				2010 – 2012	- Independent Director	L.V.Technology PCL. / Engineering Advisory Services
				2011 – 2012	- Audit Committee - Chairman of Audit Committee	
				2012 – 2014	- Chairman of Nomination and Remuneration - Managing Director	

[Information of Directors, Executives, Controlling Person and Company's Secretary]

Full Name / Position / Appointing Date	Age (Years)	Education / Training in Directors' Role and Duty	Family Relationship Among Management	Working Experiences		
				Period	Position	Company Name / Type of Business
3. Mr. Ura Wang-Om-Kiang - Vice Chairman - Director (Executive Director) - Advisor Director Appointment Date: March 3, 2013	78	- Bachelor of Laws, Thammasat University - Barrister-at-law, Institute of Legal Education, Thai Barrister Association - Director Accreditation Program (DAP 114/2005), Thai Institute of Directors Association	None-	1) Listed Company		
				2016 - Present	- Advisor	L.V. Technology PCL / Engineering Advisory Services
				2016 - Present	- Nomination and Remuneration Committee	
				2016 - Present	- Vice President	
				2010 - Present	- Director	
				2) Non- Listed Company		
				- None -	- None -	- None -
				3) Past Experiences and/or Remarkable Position		
				1998 - 2006	- Justice of the Constitutional Court	The Constitutional Court / Independent Entity
				2006	- President Justice of the Constitutional Court	
				2010 - 2012	- Independent Director	L.V. Technology PCL. / Engineering Advisory Services
					- Audit Committee	
				2011 - 2012	- Chairman of Audit Committee	
					- Chairman of Nomination and Remuneration	
				2012 - 2014	- Managing Director	

[Information of Directors, Executives, Controlling Person and Company's Secretary]

Full Name / Position / Appointing Date	Age (Years)	Education / Training in Directors' Role and Duty	Family Relationship Among Management	Working Experiences		
				Period	Position	Company Name / Type of Business
4. Mr. Punya Kritiyawong - Managing Director - Director (Executive Director) - Acting Senior DMD, Marketing Director Appointment Date: April 24, 2014	41	- Master of Engineering (Industrial Engineering), Thammasat University - Bachelor of Engineering (Industrial Engineering), Chaing Mai University - Corporate Governance for Executive (CGE 4/2015), Thai Institute of Directors Association - Director Accreditation Program (DAP 126/2016), Thai Institute of Directors Association	-None-	1) Listed Company		
				2016 - Present	- Acting Senior DMD, Marketing	L.V. Technology PCL. / Engineering Advisory Services
				2014 – Present	- Director	
				2010 – Present	- Managing Director	
				2) Non- Listed Company		
				2014 – Present	- Chairman and Managing Director	Goal Consulting & Trading Co., Ltd / Consulting for Engineering and Equipment
				2011 – Present	- Director	
				2013 - Present	- Director	Ceminter Pte. Ltd. / Investment Company
				3) Past Experiences and/or Remarkable Position		
				1997 - 2005	- Engineer	The Siam Cement PCL. / Distribution of Cement
				2006 - 2007	- Contract Manager	North Eastern University / Education Institute
				2007 - 2008	- Proposal Department Manger	L.V.Technology PCL. / Engineering Advisory Services
				2008 – 2009	- Assistant DMD, Marketing and Project Management	
				2011 – 2012	- Assistant Managing Director, Marketing and Business Development	
				2009 - 2010	- DMD, Marketing and Business Development	

[Information of Directors, Executives, Controlling Person and Company's Secretary]

				2010 - 2011	- DMD, Marketing and Project Management	L.V.Techonlogy PCL. / Engineering Advisory Services
				2011 - 2013	- DMD, Marketing	
				2013 - 2014	- Senior DMD, Marketing and Supply Chain	
				2014	- Acting Senior DMD Plant Engineering and Project Management	
				2014 - 2016	- Acting Senior DMD, Marketing and Supply Chain	

[Information of Directors, Executives, Controlling Person and Company's Secretary]

Full Name / Position / Appointing Date	Age (Years)	Education / Training in Directors' Role and Duty	Family Relationship Among Management	Working Experiences		
				Period	Position	Company Name / Type of Business
5. Mr. Thanachat Thanasettagone - Independent Director - Audit Committee Director Appointment Date: April 26, 2013	46	- Master of Arts in Economic Law, Chulalongkorn University - Master of Business Administration in Finance, Chulalongkorn University - Bachelor of Engineering (Electrical Engineering), Chulalongkorn University - Modern Managers Program Faculty of Commerce and Accountancy, Chulalongkorn University - Graduate Diploma Program in Taxation, Thai Chamber of Commerce University - Vocational School, Major in Mechanical, King Mongkut Institute of Technology - Director Accreditation Program (DAP 112/2014), Thai Institute of Directors Association - Advance Audit Committee Program (AACP 17/2014), Thai Institute of Directors Association - Director Certification Program (DCP 215/2016), Thai Institute of Directors Association	-None-	1) Listed Company		
				2013 - Present	- Independent Director	L.V. Technology PCL / Engineering Advisory Services
			
				- Audit Committee
				2) Non- Listed Company		
				2000 - Present	- Director • Sales and Marketing • Financial Controller and Tax	Unipower Engineering Co., Ltd. / Distribution of Electrical Equipment & Supplies
				3) Past Experiences and/or Remarkable Position		
				- None -	- None -	- None -

[Information of Directors, Executives, Controlling Person and Company's Secretary]

Full Name / Position / Appointing Date	Age (Years)	Education / Training in Directors' Role and Duty	Family Relationship Among Management	Working Experiences	
				Period	Position / Company Name / Type of Business
6. Gen. Chookiat Tansuwat - Independent Director - Nomination and Remuneration Committee Director Appointment Date: October 10, 2013	73	- Chulachomklao Royal Military Academy, Class 15 - Special Fighting Course (Assault – Parachuting) - Cavalry School – for Lieutenant Course - Cavalry School – for Colonel Course - Chief of the Army General staff College, Class 56 - Royal Thai Army Command and Staff College, Class 36 - Director Accreditation Program (DAP 114/2014) - IOD	- None -	1) Listed Company	
				2016 – Present	- Nomination and Remuneration Committee
				2013 – Present	- Independent Director
				2) Non-Listed Company	
				1997 – Present	- Vice Chairman of the Board of Directors Rachatrininmai Association, the Royal Turb Club of Thailand Patronage / Associate
				3) Past Experiences and/or Remarkable Position	
				1997 - 1999	- Advisor to the Interior Minister The Interior Minister / Government Sector
				2003	- Special Advisor to the Royal Army Royal Army / Government Sector
				2001 - 2003	- Advisor to the President of Senate Senate / State Sector
				2013 - 2016	- Nomination and Remuneration Committee L.V. Technology PCL / Engineering Advisory Services

[Information of Directors, Executives, Controlling Person and Company's Secretary]

Full Name / Position / Appointing Date	Age (Years)	Education / Training in Directors' Role and Duty	Family Relationship Among Management	Working Experiences	
				Period	Position Company Name / Type of Business
7. Mr. Varun Chaudhary - Director (Non-Executive Director) Representative from CG Cement Global PTE. Ltd. Director Appointment Date: May 14, 2013	31	- Master of Business Administration, Murdoch University, Australia - Bachelor of Business, Miami University, USA (No training in directors' role and duty)	- None -	1) Listed Company	
				2013 – Present	- Director L.V. Technology PCL / Engineering Advisory Services
				2) Non-Listed Company	
				2014 – Present	- Directors CG CORP / Investment Arm for Global Businesses
				2011 – Present	- Directors CG Cement Global PTE. Ltd / Investment in Cement Plant and other related
				2011 – Present	- Directors CG Cement Capital Partner Ltd. / Investment Arm of Cement
				2011 – Present	- Directors CG Biotech PVT. Ltd / Ayurvedic – Medicine Business
				2002 – Present	- Directors CG Realty / Immovable Property
				2002 – Present	- Directors CG Foods (India) PVT. Ltd. / Food & Beverage
				2000 – Present	- Directors Cinnovation INC. / Investment
3) Past Experiences and/or Remarkable Position					
	2011 – 2012	- Director	L.V. Technology PCL / Engineering Advisory Services		

[Information of Directors, Executives, Controlling Person and Company's Secretary]

Full Name / Position / Appointing Date	Age (Years)	Education / Training in Directors' Role and Duty	Family Relationship Among Management	Working Experiences		
				Period	Position	Company Name / Type of Business
8. Mr.Gancanapol Geert Marcel Cyriel Van Compennolle - Independent Director - Audit Committee Director Appointment Date: August 23, 2014	36	- Master of Science in Financial Analysis, University of San Francisco - Bachelor of Economics, University of Sydney - Director Accreditation Program (DAP 115/2015) - IOD	- None -	1) Listed Company		
				2014 – Present	- Independent Director - Audit Committee	L.V. Technology PCL / Engineering Advisory Services
				2) Non- Listed Company		
				2014 – Present	- Director	BluePOOL Asia Equity Absolute Return Fund Ltd. / Asset Management
				3) Past Experiences and/or Remarkable Position		
				2006 – 2014	- Director	Voxtron nv. Temse, Belgium / Telecommunications Industries
				2010 – 2012	- Vice President	Merchant Partners Public Co., Ltd. / Asset Management
				2012 – 2013	- Independent Director - Audit Committee - Chairman of Nomination and Remuneration committee	L.V. Technology PCL / Engineering Advisory Services
				2012 – 2014	- Vice President	Siam Commercial Bank Securities Co., Ltd./ Asset Management

[Information of Directors, Executives, Controlling Person and Company's Secretary]

Full Name / Position / Appointing Date	Age (Years)	Education / Training in Directors' Role and Duty	Family Relationship Among Management	Working Experiences		
				Period	Position	Company Name / Type of Business
9. Mr.Chaijit Wongnheesumet - Independent Director - Chairman of Audit Committee Director Appointment Date: August 23, 2014	76	- M.P.A National Institute of Development Administration (NIDA) - B.A. in Commerce (Finance and Banking), Thammasat University - LL.B, Thammasat University - Mini MBA Thammasat University - License to Practice Law No. 2851/2529 - Director Accreditation Program (DAP 118/2015) - IOD	- None -	1) Listed Company		
				2014 – Present	- Director - Chairman of Audit Committee	L.V. Technology PCL / Engineering Advisory Services
				2) Non-Listed Company		
				- None -	- None -	- None -
				3) Past Experiences and/or Remarkable Position		
				2004 – 2005	- Marketing Consultant	Krungthai Card PCL. / Consumer Finance
				2004 – 2005	- Marketing Consultant	Krungthai-AXA Life Insurance PCL. / Life Insurance
				2008 – 2011	- Marketing Consultant	Eurotrac Co., Ltd. / Importer and Distributor of Tractors

[Information of Directors, Executives, Controlling Person and Company's Secretary]

Full Name / Position / Appointing Date	Age (Years)	Education / Training in Directors' Role and Duty	Family Relationship Among Management	Working Experiences		
				Period	Position	Company Name / Type of Business
10. Pol. Gen. Worapong Chewprecha - Independent Director - Audit Committee Director Appointment Date: March 26, 2016	63	<ul style="list-style-type: none"> - Master of Arts (Honour), National Institute of Development - Bachelor of Public Administration (Police Science), the Royal Police Cadet Academy (Class 30) - Command and General Staff College, Royal Thai Army, Class 67 - National Defence College of Thailand (Class 45) - Certificate for Senior Executives on Justice Administration Batch 14, National Justice Academy 17, Capital Market Academy. - Director Accreditation Program (DCP 2016) - IOD 	<ul style="list-style-type: none"> - None - 	1) Listed Company		
				2016 – Present	<ul style="list-style-type: none"> - Independent Director - Audit Committee 	L.V. Technology PCL / Engineering Advisory Services
				2) Non-Listed Company		
				2015 – Present	<ul style="list-style-type: none"> - Member of the National Reform Steering Assembly 	The National Reform Steering Assembly / Thai Government
				3) Past Experiences and/or Remarkable Position		
				2012 – 2015	<ul style="list-style-type: none"> - Deputy Commissioner General – Retired (September 30, 2015) 	Royal Thai Police Headquarters / Thai Government
				2011	<ul style="list-style-type: none"> - Advisor (Level 10) (Investigation) 	
				2009	<ul style="list-style-type: none"> - Assistant Commissioner General 	
				2009	<ul style="list-style-type: none"> - Commissioner of Metropolitan Police Bureau 	
				2008	<ul style="list-style-type: none"> - Commissioner of Central Investigation Bureau 	
				2006	<ul style="list-style-type: none"> - Commissioner of Provincial Police Region 7 	

[Information of Directors, Executives, Controlling Person and Company's Secretary]

Full Name / Position / Appointing Date	Age (Years)	Education / Training in Directors' Role and Duty	Family Relationship Among Management	Working Experiences		
				Period	Position	Company Name / Type of Business
11. Mr.Surasak Amplerprao - DMD, Plant Engineering Director Appointment Date: June 5, 2014	44	- Bachelor of Engineering (Mechanical Engineering), Rajamangala Institute of Technology (RIT) (No training in directors' role and duty)	- None -	1) Listed Company		
				2016 – Present	- DMD, Plant Engineering	L.V. Technology PCL / Engineering Advisory Services
				2) กิจกรรมที่ไม่ใช่บริษัทจดทะเบียน		
				- None -	- None -	- None -
				3) ประสบการณ์ทำงานและหรือตำแหน่งที่สำคัญ		
				1997 - 2001	- Mechanical Engineer	TPI Polene PCL. / Cement Manufacturere
				2001 - 2003	- Mechanical Engineer	Nassetti-Thai Co., Ltd / Machinery Design and Installation
				2003 - 2004	- Mechanical Engineer	Toyoda Gosei Rubber (Thailand) / Co., Ltd / Manufacturer of rubber parts
				2004 - 2005	- Mechanical Engineer	L.V. Technology PCL / Engineering Advisory Services
				2005 - 2007	- Mechanical Engineering Department Manager	
				2007 - 2009	- Mechanical Engineering Section Manager	
				2009 - 2011	- Senior Mechanical Engineer	
				2011 - 2012	- Mechanical Engineering Section Manager	
				2012 - 2014	- Assistant DMD, Plant Engineering and Marketing	
				2014 - 2016	- Assistant DMD, Plant Engineering and Project Management	

[Information of Directors, Executives, Controlling Person and Company's Secretary]

Full Name / Position / Appointing Date	Age (Years)	Education / Training in Directors' Role and Duty	Family Relationship Among Management	Working Experiences		
				Period	Position	Company Name / Type of Business
12. Miss Pattama Supaphol - DMD, Project Management and Supply Chain Director Appointment Date: May 16, 2014	41	- Master of Business Administration, Assumption University - Bachelor of Science, (B.S.) (Accounting), Bangkok University - Diploma in Accounting, Eastern College of Technology School - Certificate in Accounting, Eastern College of Technology School (No training in directors' role and duty)	- None -	1) Listed Company		
				2016 – Present	- DMD, Project Management and Supply Chain	L.V. Technology PCL / Engineering Advisory Services
				2) Non-Listed Company		
				2015 – Present	- Director	Goal Consulting & Trading Co., Ltd. / Consulting for engineering and equipment
				3) Past Experiences and/or Remarkable Position		
				2003 – 2006	- Shipping Supervisor	Meiso Paper (Thailand) Co., Ltd. - Laem Chabang Industrial Estate / Paper Industries/ Paper Making Machinery
				2007	- Assistant to Purchasing Manager	Sangchai Equipment (1984) Ltd. Part, Bangkok / Refrigeration parts and equipments distributor
				2007 - 2013	- Shipping Department Manager	L.V. Technology PCL / Engineering Advisory Services
				2013 - 2014	- Supply chain Management Department Manager	
				2014 - 2016	- Assistant DMD, Marketing and Supply Chain	

[Information of Directors, Executives, Controlling Person and Company's Secretary]

Full Name / Position / Appointing Date	Age (Years)	Education / Training in Directors' Role and Duty	Family Relationship Among Management	Working Experiences		
				Period	Position	Company Name / Type of Business
13. Miss Kanokporn Chiuwpreecha - DMD, Administration and Finance Director Appointment Date: October 1, 2015	36	- Master of Arts, (English for Career), Thammasat University - Bachelor of Arts. (History), Silpakorn University (No training in directors' role and duty)	- None -	1) Listed Company		
				2016 – Present	- DMD, Administration and Finance	L.V. Technology PCL / Engineering Advisory Services
				2) Non-Listed Company		
				2016 – Present	- Director	Goal Consulting & Trading Co.,Ltd. / Consulting for engineering and equipment
				3) Past Experiences and/or Remarkable Position		
				2006 – 2007	- Secretary to Director Group Finance/Accounting	Thoresen Thai Agencies Plc. / Transportation & Logistics
				2004 – 2006	- corporate Affairs Coordinator and Secretary to General Manager Finance/Accounting	
				2009 – 2010	- Secretary to Managing Director	L.V. Technology PCL / Engineering Advisory Services
				2010 – 2014	- Assistant Managing Manager	
				2014 – 2015	- Executive Assistant to Managing Director	
				2015 – 2016	- Assistant DMD Executive Office	

[Information of Directors, Executives, Controlling Person and Company's Secretary]

Full Name / Position / Appointing Date	Age (Years)	Education / Training in Directors' Role and Duty	Family Relationship Among Management	Working Experiences		
				Period	Position	Company Name / Type of Business
14. Mr. Michael Andersen - General Manager Director Appointment Date: May 16, 2014	59	- Danida Fellowship Research Grant, Marine Science and Fisheries, University of Copenhagen - Master of Science (M.Sc.), International Agreements on environment and natural resources, Population Biology, Marine Science, E, Faculty of Natural Science, University of Copenhagen - Bachelor of Arts (B.A), Southeast Asian Political Science, Culture and Languages, Institute of Asian Studies, University of Copenhagen (No training in directors' role and duty)	- None -	1) Listed Company		
				2014 – Present	- General Manager	L.V. Technology PCL / Engineering Advisory Services
				2) Non-Listed Company		
				2014 – Present	- Director	Ceminter Pte. Ltd. / Investment company
				2014 – Present	- Director	LV Europe S.A / Supply of engineering and equipment for cement and related industry
				2011 – Present	- Senior Advisor	Deductor ApS / Consultant and systems supplier of value- adding automation services
				3) Past Experiences and/or Remarkable Position		
				2006 – 2007	- Head of Section – Environment and Climate Change	The Ministry of Foreign Affairs of Denmark / หน่วยงานราชการ
				2007 – 2012	- Head of Section – Disaster Response Coordinator	The Ministry of Foreign Affairs of Denmark / หน่วยงานราชการ
				2013	- General Manager	L.V. Technology PCL / Engineering Advisory Services
				2013	- Counsellor for Marketing and International Relation	
				2014 – 2016	- Acting Project Management Department Manager	

[Information of Directors, Executives, Controlling Person and Company's Secretary]

Full Name / Position / Appointing Date	Age (Years)	Education / Training in Directors' Role and Duty	Family Relationship Among Management	Working Experiences		
				Period	Position	Company Name / Type of Business
15. Mrs.Raitkan Wangsiri - Senior Accounting Department Manager Director Appointment Date: October 12, 2015	49	- Master of Business Administration Program in Logistics Management, Rankhamhaeng University - Master of Accountancy, University of the Thai Chamber of Commerce - Bachelor of Accounting, University of the Thai Chamber of Commerce (No training in directors' role and duty)	- None -	1) Listed Company		
				2015 – Present	- Senior Accounting Department Manager	L.V. Technology PCL / Engineering Advisory Services
				2) Non-Listed Company		
				- None -	- None -	- None -
				3) Past Experiences and/or Remarkable Position		
				2000 – 2015	- Vice President Accounting - Company Secretary	M Link Asia Corporation and Subsidiaries / Distribution Mobile and Accessories
				1991 – 2000	- Accounting Manager	Teleinfo Media Co., Ltd. / Advertising

[Information of Directors, Executives, Controlling Person and Company's Secretary]

Full Name / Position / Appointing Date	Age (Years)	Education / Training in Directors' Role and Duty	Family Relationship Among Management	Working Experiences		
				Period	Position	Company Name / Type of Business
16. Miss Supatra Puaekpool - Company's Secretary Director Appointment Date: August 14, 2008	48	- Master of Business Administration (Finance and Banking), Ramkhamhaeng University - Bachelor of Business Administration (Finance and Banking), Ramkhamhaeng University - Fundamental Practice for corporate Secretary (FPCS 18), Thai Listed Companies Association - Corporate Secretary Development Program (Class 10), Chulalongkorn University & Thai Listed Companies Association	- None -	1) Listed Company		
				2008 – Present	- Company Secretary	L.V. Technology PCL / Engineering Advisory Services
				2) Non-Listed Company		
				- None -	- None -	- None -
				3) Past Experiences and/or Remarkable Position		
				1997 – 2006	- Investor Relation Officer	Singer Thailand PCL. / Distribution and Sales of home appliances. Sewing Machines and Commercial appliances and other products
				2007 – 2008	- Senior Investor Officer	L.V. Technology PCL / Engineering Advisory Services

Positions held by the Directors, Executive, Controlling Person of LVT, Subsidiaries, Associates, Jointly-controlled entity and Related Company

Directors and Executive Committee as at 6 July 2016			1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
			Mr.Thanik Siriwattapayoon	Mr.Ura Wang-Om-Klang	Mr.Vichai Tantikulananta	Mr.Panya Kitiyawong	Mr.Chaijit Wonmetheesumet	General Chookiat Tansuwat	Mr.Thanachat Thanasettagone	Pol. Gen. Worapong Chiwpreecha	Mr.Varun Chaudhary	Mr.Gancanapol Geert Marcel	Cyriel Van Compernelle	Mr.Surasak Amplerprao	Miss Pattama Supaphol	Miss Kanokpoom Chiwpreecha	Mr.Michael Andersen
Company Name																	
LV Technology Public Company Limited			X,II	X,II	Y,II	Z,II	/	/	/	/	/	/	III	III	III	III	III
Subsidiaries	1	Goal Consulting & Trading				W,Z								/	/		
	2	LV Europe S.A														/	
Associate	3	Ceminter Pte. Ltd				/										/	
	4	LV Technology Engineering (Tianjin) Co., Ltd				III										/	
	5	Global Cement Capital Partner Ltd.									/						
Jointly-control entity	6	BLVT, LLC															
Related Company	7	LNV Technology Private Limited														/	
	8	Asia Infrastructure Management (Thailand) Ltd.			/												
	9	Unipower Engineering Co., Ltd.							//								
	10	BluePOOL Asia Equity Absolute Return Fund Ltd.									/						
	11	CG Cement Global Pte. Ltd.									/						
	12	CG Biotech PVT. Ltd.									/						
	13	CG Relty									/						
	14	CG Food (India) PVT. Ltd.									/						
	15	Cinnovation INC.									/						
	16	CG CORP									/						

Note W = Chairman of Board of Directors X = Vice Chairman Y = Chief Executive Officer Z = Managing Director / = Director // = Executive Committee /// = Executive Member

Directors, Executives, Controlling Person do not have any penalties in the last 5-year as follows;

- 1) Acting of dishonesty or serious negligence.
- 2) Disclosing or publishing of information or false statement that may lead to misleading. Concealing fact that should be disclosed to the essence. This can affect to the decision of shareholders, investors or related person.
- 3) Acting of unfair or taking advantage to the investors on the securities trading or futures contract. Participating or used to participate in or supporting such action.

Statements of comprehensive income for the year ended December 31, 2015

Unit : millions Baht

Statements of Comprehensive Income e	Consolidated			
	For the year ended December 31,			
	2015	2014	Increase/ (Decrease)	%
Sales and services	605.33	571.26	34.07	6%
Cost of sales and services	(459.19)	(496.07)	36.88	-7%
Gross Oprofit(loss) Margin	146.14	75.19	70.95	-94%
Other incomes	22.66	13.86	8.80	63%
Selling and Administrative expenses	(168.32)	(269.23)	100.91	-37%
Finance costs	(1.60)	(1.78)	0.18	-10%
Profit (loss) before share of profits from associates and jointly-controlled entities	(1.12)	(181.96)	180.84	-99%
Share of profits from associates and jointly- controlled entities	16.59	13.19	3.40	26%
Profit (loss) before income tax	15.47	(168.77)	184.24	-109%
Income tax revenue (expense)	(0.01)	(0.21)	0.20	-95%
Profit (loss) for the periods	15.46	(168.98)	184.44	-109%

For the year ended December 31, 2015., L.V. Technology Plc., and the group had profit for shareholders' equity amounting to Baht 15.46 million, an increase of Baht 184.44 million or 109% as compared to loss in the same period of 2014 due to the following reasons;

1. Revenue from sales and services agreement amounting to Baht 605.33 million, an increase of Baht 34.07 million or 6% compare to the same period of 2014, as a result of projects being closed.
2. The cost of sales and services amounting of Baht 459.19 million, a decrease of Baht 36.88 million or 7% compare to the same period of last year. The company had gross margin at 24% compared to a gross margin at 13% for the same period of year 2014.
3. Other income amounting of Baht 22.66 million, an increase of Baht 8.8 million or 63 % compare with the same period of last year. The increase was derived from the company adjusting credit notes of agent fees amounting to Baht 8.31 million.
4. Selling and Administration expenses amounting of Baht 168.32 million, a decrease of Baht 100.91 million or 37% compare with the same period of last year, caused by company controlling of administration expenses.

Statement of financial Position

Unit : millions Baht

	Consolidated		Increase/ (Decrease) %
	As at December 31, 2015	As at December 31, 2014	
Total Assets	1,402.73	1,378.19	2%
Total Liabilities	1,321.88	1,302.00	2%
Shareholders of the Company	80.85	76.19	6%
Non-controlling interests	<u>0.00</u>	<u>0.00</u>	
Total Shareholders' equity	<u>80.85</u>	<u>76.19</u>	6%

Total assets as at December 31, 2015 amount to Baht 1,402.73 million, an increase of 2% from year ended 2014, resulting from Retention Receivable from construction contracts as the Company closed projects, and adjustments resulting from foreign exchange rate conversion of investment in associates.

Total liabilities as at December 31, 2015 amount to Baht 1,321.88 million, an increase of 2% from year ended 2014 resulting from:

- Increase of advances received from construction revenue of Baht 14.57 million.
- Increase of advances received from customers and an excess of progress billings over construction contract work in progress of Baht 42.91 million.

Total shareholders' equity as at December 31, 2015 amounting of Baht 80.85 million, a increase of Baht 4.66 million or 6% compare with year ended 2014 resulting from:

- Comprehensive profit for the year ended December 31,2015 amounted to Baht 15.45 million
- Other decrease in components of shareholders' equity amounted to Baht 10.79 million

Analysis of the liquidity

Unit : millions Baht

	For the year end December 31,			
	2015	2014	Cash Flows Increase / (Decrease)	
Loss from operation before changes in operating assets and liabilities	34.98	(80.13)	115.11	-144%
Net movements in operating assets and liabilities	(184.11)	(34.51)	(149.60)	433%
Cash used in operation	(4.02)	(4.23)	0.21	-5%
Net Cash Used in Operating Activities	(153.15)	(118.87)	(34.28)	29%
Net Cash Provided from (Used In) Investing Activities	148.77	100.27	48.50	48%
Net Cash Provided from (Used In) Financing Activities	(1.60)	(8.02)	6.42	-80%
Net Decrease in Cash and Cash Equivalent	(5.98)	(26.62)	20.64	-78%

Cash flows from operating activities

For the year ended December 31, 2015 the company cash flow used in the operation amounted to Baht 153.15 million.

Cash flows from investing activities

The Company cash flow derived from investment activities amounted to Baht 148.77 million, because the Company received reimbursement of payment for investment in GCCP amounted to Baht 62.03 million (or USD 1.85 million).

Cash flows from financing activities

The company cash flow used in financing activities amounted to Baht 1.60 million in 2015, a decrease from year ended 2014.

As a result, the company's net available cash decreased by the amount of Baht 5.98 million, which combined with cash in the beginning of the period of Baht 9.84 million, resulted the company having cash carry forward to the next period of Baht 3.86 million

The Board of Directors of L.V. Technology Public Company Limited is responsible for the financial statements of the Company and subsidiaries which have been prepared in accordance with generally accepted accounting standards in Thailand. The policies pursued are deemed appropriate and applied consistently with adequate disclosure of important information in the notes to the financial statements.

The board has appointed an Audit committee consisted of independent Directors to provide effective finances and the internal control system to ensure that accounting records are accurate, complete and timely, to prevent fraud and materially irregular operations. The views of the Audit Committee are reported in the Audit Committee's report in the Company's annual report.

The Board is in the opinion that the internal control system of L.V. Technology Public Company Limited still has some area to improve. However, the overall internal control systems of LVT are still satisfied and confident that the financial statements showed the financial position, results of operations and cash flows accurately.



Donald Ian McBain

Chief Executive Officer

Plan Preparer

[Audit Committee's Report]

As of 2015, the Audit Committee of L.V.Technology Public Company Limited consisted of 4 independent members with knowledge, expertise and experiences in engineering, finance and law. The Committee was chaired by Mr.Chaijit Wongmetheesumet, with Mr.Thanachat Thanasettagone, Mr.Gancanapol Van Compernelle and Mr.Suparatchai Vorarat being the remaining members.

Year 2015, the Audit Committee independently performed its duties as assigned by the Board of Directors in line with the Company's regulations on the scope of duties of the Audit Committee which was in effect laid down along the line of corporate governance and the Stock Exchange of Thailand's Regulation on the Scope of Duties of the Audit Committee. The Audit Committee met on 13 occasions where presented to the Board of Directors the result summarise as below;

1. Reviewing the Company's quarterly and annually financial statements for the year 2015 as prepared by the auditor and the Company's management responsible for preparing financial statements, ensuring the accuracy and reliability in accordance with generally acceptable accounting standards and the law on securities and security exchange as well as other legislation pertinent to the transactions undertaken by the Company, and ensuring adequate disclosure of information.
2. Reviewing the results of internal audit assessment to ensure compliance with the Company's relevant plan; giving the internal auditor recommendations and guidance; and monitoring the revisions of internal audit reports, particularly the issue of material significance, to ensure that the internal audit system is practical, efficient, and capable of preventing or reducing potential risks.
3. Reviewing the Company's compliance with law, bylaw, rules and regulations governing the transactions undertaken by the Company; and assessing the Company's corporate governance and its review to ensure that the overall result of governance ratings is in satisfactory level.
4. Reviewing, and giving opinions on, connected transactions between the Company and its related parties which probably are vulnerable to conflict of interests, including the Company's commitment to enter into transactions, to ensure these transactions were reasonable, of the maximum benefit to the Company's business, transparent, and fully disclosed.
5. Considering the nomination of external auditor; assessing the independence of external auditor; and determining the audit fee. This particular auditor namely Dr.Virach & Associates Office Co., Ltd was nominated to take responsible in these duties. The external auditor has propose the shareholder meeting where Mr.Chaiyakorn Aunpitipongsa of the Dr.Virach & Associates Office Co., Ltd undertake the Company's auditor for the year 2015.
6. Considering the nomination of the internal auditor and the audit fee; proposing the appointment of P&L Internal Audit Co., Ltd as the internal auditor to the Board of Directors; reviewing the annual internal audit plan; and monitoring and assessing the internal control systems to ensure its adequate efficiency.

Mr.Chaijit Wongmetheesumet

Chairman of the Audit Committee

To The Shareholders and the plan preparers of L.V. Technology Public Company Limited

I was engaged to audit the accompanying consolidated financial statements of L.V. Technology Public Company Limited and its subsidiaries, which comprise the consolidated statement of financial position as at December 31, 2015, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information, and have also audited the separate financial statements of L.V. Technology Public Company Limited for the same period.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

My responsibility is to express an opinion on these financial statements. Because of the matters described in the basis for Disclaimer of Opinion paragraph, however, I was not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer Opinion

1. Uncertainty for obtaining the shareholder rights

- a) According to Note 12.2 to the financial statements, the financial statements of Global Cement Capital Partners Limited (GCCP) as at December 31, 2013 were adjusted investments in C.G. Cement Industries Private Ltd. (Dumkibas) (CGCID) and C.G. Cement Industries Palpa Private Ltd. (Palpa) (CGCIP) in Nepal amount of USD 2,240,000 (including acquisition - related fees amount of USD 840,000) and amount of USD 5,050,000 (including acquisition - related fees amount of USD 3,825,000), respectively. In 2012, it was recorded investments excluding acquisition - related fees as investments in jointly - controlled entity and changed to record as other account receivables in 2013. Therefore, it may be uncertainty regarding the shareholder right in investment is still exist or not. If it has the shareholder right, it could not determine the timing of transferring share to GCCP, which would affect the financial statements of GCCP, which is an associated company.

- a) As discussed in Note 12.2 to the financial statements, in 2012, GCCP paid advance (recorded as loans receivable) to director of GCCP (a former director of the Company) amount of USD 7 million in order to invest in 50% of shares in Saudi Danish Cement Company Limited (SDCC) in UAE. And the said company invests in Kanbawza Industries Ltd. (KBZI) in Myanmar (holds by a related person residing in Myanmar). The former director who holds shares in SDCC on behalf of GCCP informed that the share transferred to GCCP is still on process. Therefore, it has uncertainty regarding the timing of transferring share of SDCC held by the former director to GCCP. Moreover, due to process of law and require approval from related government authority in Myanmar, it also has uncertainty regarding the timing and the process of transferring of KBZI's share, which currently holds by a related person residing in Myanmar, to SDCC. The said uncertainties lead to an exposure to a risk on share transferring and shareholder right in KBZI of GCCP which is an associated company. Thus, the Company may receive an effect from this investment.
- b) As discussed in Note 12.1 to the financial statements, as at December 31, 2015, Ceminter Pte. Ltd. has the right to convert the convertible short-term loans to Max (Myanmar) Manufacturing Co., Ltd. (MMM) amount of Baht 434.87 million (USD 12.05 million) to equity in Max (Myanmar) Manufacturing Co., Ltd. (MMM), holds through by M.Y Associates Co., Ltd. as described in Notes 33.1 (20 and 21). Since the said matter is on a process to comply with the conditions in order to get an approval from related government authority in Myanmar which could not determine a specific completed date. Therefore, it has uncertainty regarding the timing of share transferring and the exercise debt to equity of Ceminter Pte. Ltd. The said uncertainties lead to an exposure to a risk on share transferring and shareholder right in MMM of Ceminter Pte. Ltd. which is an associated company. Thus, the Company may receive an effect from this investment.

1. Uncertainty of not receiving confirmations from financial statements ended December 31, 2015

During the audited of financial statements ended December 31, 2015, I have sent confirmations to trade accounts receivable and retention receivable from constructions contract totalling Baht 865.44 million (USD 23.98 million). As at the reporting date, I have not received confirmations from some accounts receivable totalling Baht 832.03 million (USD 23.06 million) and from which I could subsequent test receipt of Baht 186.58 million (USD 5.17 million). I could not satisfy myself by using another procedure for the remaining amount of Baht 645.45 million (USD 17.89 million). Although, the Company provided allowance for doubtful debt for certain balance, it has uncertainty of settlement from the trade accounts receivable since they are under a negotiation which could not determine a result.

2. Revenues from sales and services

I was unable to obtain sufficient and appropriate audit evidence about revenues from sales and services as shown in the consolidated and the separate statements of comprehensive income for the year then ended December 31, 2015 of Baht 605.33 million. The management's estimate was not reliable, revenue and project costs are incurred for the remaining work to complete project because has no sufficient supporting evidence. The management used that data for recognized revenue by proportion to the stage of completion method. I was not able to conclude whether the revenues recognized in the financial statements are correct and completed, and cannot satisfy myself with other means of auditing. Thus, I was not able to conclude, if any, in respect of necessary adjustments against revenues from sales and services.

Emphasis of Matters and Events

1. Going Concern

As presented in the consolidated and the separate financial statements as at December 31, 2015, the Company has deficit from operations as shown in the consolidated and the separate statements of financial position of Baht 763.02 million and Baht 978.56 million, respectively. The Company also has current liabilities in excess of current assets in the consolidated and separate statements of financial position of Baht 919.09 million and Baht 899.87 million, respectively and they had negative cash flows from operation as at December 31, 2015 of Baht 153.15 million and Baht 152.70 million, respectively. Furthermore, there are other material uncertainties disclosed in Note 2.7 to the financial statements, included the Company and the Company's creditors have filed the application for business rehabilitation of the Company. The aforementioned matters indicate significant uncertainties which may cause significant doubts about the ability of the Company to continue as a going concern. However, the management has used assumptions of going concern for the preparation of the consolidated and the separate financial statements.

However, we were unable to audit sufficient appropriate evidence about the uncertainty caused substantial doubt on going concern from following reasons

- a) The Company prepared cash flow forecast for the year 2017, which has no details and evidence sufficient for us to assess the reasonableness of the forecast.
- b) The forecast of the future operating and project also have no sufficient details and there are no supporting evidence to support the possibility of such forecast.
- c) As of the date of this report, the Company has not prepared financial statements of the Group company for the year of 2016 and 2017 and quarterly of 2016 and 2017 as the most current information for us to consider of the financial position, financial performance, and cash flows of the Company and the Group.

2. The financial statements of associated company are prepared the consolidated financial statements did not in accordance with the Financial Reporting Standards

2.1) According to Note 12 to the financial statements, the financial statements of two associated companies are LV Technology Engineering (Tianjin) Co., Ltd. (LVTC) and Global Cement Capital Partners Limited (GCCP) accounted for investments in associate by equity method in the consolidated financial statements and by cost method in the separate financial statements. The management of the Company has prepared financial statements for the period ended June 30, 2015 based on information given by the management without reviewed from its auditor. Because the management of the Company did not receive the financial statements for the year ended December 31, 2015 of such associated companies, which complying like that did not in accordance with the Financial Reporting Standards. I was unable to obtain sufficient and appropriate audit evidence about investments and share of profit (loss) from such associated companies in the consolidated financial statements.

2.2) According to Note 12 to the financial statements, investment in GCCP, which is an associated company incorporated in Brunei Darussalam. The management of the Company did not include the following companies' financial statements in the consolidated financial statements.

a) The financial statements of NAJM Investments Limited in UAE, which GCCP invests in the amount of USD 1,361 with 50% shareholding and then NAJM invests in Star Cement Lda, Mozambique with approximately 60% shareholding.

b) 1) The financial statements of C.G. Cement Industries Privated Ltd. - (Dumkibas) (CGCID) in Nepal, which GCCP invests totalling USD 2,240,000* with approximately 35% shareholding.
2) The financial statements of C.G. Cement Industries Palpa Privated Ltd. - (Palpa) (CGCIP) in Nepal, which GCCP invests totalling USD 5,050,000* with approximately 35% shareholding.

* Those amounts including acquisition - related fees in the amount of USD 4,665,000 paid to Cinnovation Incorporated which is the major shareholder of CG Cement Global Pte. Ltd. (CGCG). CGCG is the Company's shareholder as described in Notes 33.1 (18 and 19). In 2012, the financial statements of GCCP had recorded acquisition - related fees as investments in CGCID and CGCIP and changed to record as expense in 2013 and other account receivable in 2014. Therefore, it has an effect to the Company's financial statements as described in Note 5.3

c) The financial statements of Saudi Danish Cement Company Limited (SDCC) in UAE, which GCCP invests in the amount of USD 7 million with 50% shareholding (holds through a former director of the Company as described in Notes 33.1 (11 and 23) and then the said company invests in Kanbawza Industries Limited (KBZI) (Myanmar) amount of USD 14 million with 16.67% shareholding since 2012 until now, holds by related person residing in Myanmar as described in Notes 33.1 (16 and 24).

All aforementioned companies were not included in the financial statements of GCCP accounted for by equity method. The financial statements of GCCP recorded investments in CGCID and CGCIP as other account receivables (see auditor's report No.1 a) and recorded investment in SDCC as loans receivable (see auditor's report No.1 b). Accordingly, I was unable to conclude the significant effects, if any, in respect of necessary adjustments against investment in GCCP and share of profit (loss) from those companies by equity method.

Disclaimer of Audit Opinion

Because of the significance of the matters described in the Basis for Disclaimer of Opinion paragraph, I was not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion, I am not in a position to, and do not, express an opinion on the financial statements.

Emphasis of Matters and Events

- 1) As discussed in Note 5 (5.1 to 5.7) to the financial statements, previous year adjustments in respect of supporting documents and adoption the appropriate accounting policies as well as correct of errors, the Company adjusted the prior year's financial statements for comparative and brought forward balance as at January 1, 2014.
- 2) Significant events after the reporting period as described in Note 36 can be summarised as follows
 - a. The Company made a complaint to an Inquiry Official of Crime Suppression Division in order to charge a former director in approximately amount of Baht 100 million (as described in Note 36.4.1) and sued the said director in approximately amount of Baht 144 million and approximately amount of Baht 13.61 million (as described in Notes 36.4.2 and 36.4.3).
 - b. In 2013, the Company had been refunded withholding tax deducted at source from India Government of USD 1.48 million (as described in Note 36.5).
 - c. The Revenue Department had an order to seize a legal claim in a subsidiary company's bank accounts and to call up a full payment of share capital (as described in Note 36.6).
 - d. The Company was sued by creditors, a former director and employees totalling obligations of Baht 37.60 million (as described in Note 36.3).
 - e. Without the approval from the Company and the Board of Director, a former director has issued a Letter of Guarantee to the other SDCC's shareholder for investment guarantee to repurchase of share in the amount of USD 9 million (as described in Note 36.2).
 - f. The Company and the Company's creditors have filed the application for business rehabilitation of the Company and was preparing of rehabilitation plan (as described in Notes 1 and 36.7).
- 3) Litigation as described in Note 35.

(Mr. Chaiyakorn Aunpitipongsa)

Certified Public Accountant Registration No. 3196

Dr. Virach & Associates Office Co., Ltd.

Bangkok : January 25, 2018

[Statements of Financial Position]

(Baht)

สินทรัพย์ ASSETS	หมายเหตุ Notes	งบการเงินรวม CONSOLIDATED			งบการเงินรวม CONSOLIDATED		
		ณ 31 ธันวาคม 2558 As at December 31, 2015	ณ 31 ธันวาคม 2557 As at December 31, 2014	ณ 31 ธันวาคม 2556 As at December 31, 2013	ณ 31 ธันวาคม 2558 As at December 31, 2015	ณ 31 ธันวาคม 2557 As at December 31, 2014	ณ 31 ธันวาคม 2556 As at December 31, 2013
			(ปรับปรุงใหม่) (Restated)	(ปรับปรุงใหม่) (Restated)		(ปรับปรุงใหม่) (Restated)	(ปรับปรุงใหม่) (Restated)
สินทรัพย์หมุนเวียน <i>Current Assets</i>							
เงินสดและรายการเทียบเท่าเงินสด Current Assets	6	3,863.003	9,840.225	37,897.985	3,847.302	9,370.591	36,343.532
ลูกหนี้การค้าและลูกหนี้อื่น Current Assets	7	185,704.289	183,396.905	198,070.48	210,098.423	203,681.262	209,531.828
รายได้ที่ยังไม่ได้เรียกชำระ Current Assets	8	1,190.924	22,634.955	45,523.658	1,190.924	25,708.503	45,523.658
เงินจ่ายล่วงหน้าแก่ผู้จัดจำหน่าย Current Assets	9	114,980.644	98,798.345	117,074.002	114,980.644	98,798.345	117,074.002
เงินให้กู้ยืมระยะสั้นแก่กิจการที่เกี่ยวข้องกัน Current Assets	10	-	-	329,776.68	-	-	-
สินค้าคงเหลือ Current Assets	11	814.957	140.29	3,184.034	814.957	140.29	3,184.034
สินทรัพย์หมุนเวียนอื่น Current Assets		90,116.939	80,516.439	73,503.73	87,570.412	75,741.571	70,121.997
รวมสินทรัพย์หมุนเวียน Total Current Assets		396,670.756	395,327.159	805,030.569	418,502.662	413,440.562	481,779.051
สินทรัพย์ไม่หมุนเวียน <i>Current Assets</i>							
เงินลงทุนในบริษัทร่วม Investment in associates	12	500,075.315	453,160.118	293,310.192	462,861.34	422,773.351	225,288.137
เงินลงทุนในบริษัทย่อย Investment in subsidiaries	13	-	-	-	-	-	189,006.336
เงินลงทุนในกิจการที่ควบคุมร่วมกัน Investments in jointly-controlled entity	12	4,290.429	5,551	4,378.284	3.609	3.296	3.281
เงินลงทุนทั่วไป General investments	14	62,370.676	56,968.817	56,710.607	611.61	558.639	556.107
เงินจ่ายล่วงหน้าเพื่อการลงทุนในบริษัทร่วม Advance for investment in associate	12.3	-	60,981.55	60,705.16	-	60,981.55	60,705.16
เงินจ่ายล่วงหน้าเพื่อการลงทุนในบริษัทย่อย Advance for investment in subsidiary	13.2	-	-	-	-	-	6,562.72
เงินลงทุนระยะยาวอื่น Other long-term investments							
เงินฝากระยะยาวและเงินฝากติดภาระค้ำประกัน Long-term deposits and deposit at bank with obligation		33,369.865	87,101.752	164,099.632	33,369.865	87,101.752	164,099.632
เงินประกันตามสัญญาก่อสร้าง Retention receivable from constructions contract		397,246.267	316,405.475	425,958.538	397,246.267	316,405.475	425,958.538
อุปกรณ์ Equipment		6,808.981	1,331.36	2,135.721	6,808.981	1,331.36	2,135.721
ค่าความนิยม Goodwill		-	-	9,044.728	-	-	-

(บาท : Baht)

[Statements of Financial Position]

สินทรัพย์ ASSETS	หมายเหตุ Notes	งบการเงินรวม CONSOLIDATED			งบการเงินรวม CONSOLIDATED		
		ณ 31 ธันวาคม 2558 As at December 31, 2015	ณ 31 ธันวาคม 2557 As at December 31, 2014	ณ 31 ธันวาคม 2556 As at December 31, 2013	ณ 31 ธันวาคม 2558 As at December 31, 2015	ณ 31 ธันวาคม 2557 As at December 31, 2014	ณ 31 ธันวาคม 2556 As at December 31, 2013
			(ปรับปรุงใหม่) (Restated)	(ปรับปรุงใหม่) (Restated)		(ปรับปรุงใหม่) (Restated)	(ปรับปรุงใหม่) (Restated)
สินทรัพย์ไม่หมุนเวียน <i>Non-Current Assets</i>							
สินทรัพย์ที่ไม่มีตัวตน Intangible assets	18	1.238	1.131	294.293	1.238	1.131	294.293
สินทรัพย์ภาษีเงินได้รอการตัดบัญชี Deferred tax assets		-	-	-	-	-	-
สินทรัพย์ไม่หมุนเวียน Other non-current Assets		1,899.671	1,365.512	2,018.436	1,899.671	1,365.512	2,018.436
รวมสินทรัพย์ไม่หมุนเวียน Total Non-Current Assets		1,006,062.442	982,866.708	1,018,655.591	902,802.581	890,522.066	1,076,628.361
รวมสินทรัพย์ TOTAL ASSETS		1,402,733.198	1,378,193.867	1,823,686.160	1,321,305.243	1,303,962.628	1,558,407.412

สินทรัพย์ ASSETS	หมายเหตุ Notes	งบการเงินรวม CONSOLIDATED			งบการเงินรวม CONSOLIDATED		
		ณ 31 ธันวาคม 2558 As at December 31, 2015	ณ 31 ธันวาคม 2557 As at December 31, 2014	ณ 31 ธันวาคม 2556 As at December 31, 2013	ณ 31 ธันวาคม 2558 As at December 31, 2015	ณ 31 ธันวาคม 2557 As at December 31, 2014	ณ 31 ธันวาคม 2556 As at December 31, 2013
			(ปรับปรุงใหม่) (Restated)	(ปรับปรุงใหม่) (Restated)		(ปรับปรุงใหม่) (Restated)	(ปรับปรุงใหม่) (Restated)
หนี้สินหมุนเวียน <i>Current Liabilities</i>							
เงินเบิกเกินบัญชีและเงินกู้ยืมระยะสั้นจากสถาบันการเงิน Bank overdrafts and short-term loans from financial institutions	6	-	-	-	-	-	-
เจ้าหนี้การค้าและเจ้าหนี้อื่น Trade and other payables	7	392,035.351	410,996.229	350,747.704	391,049.667	410,547.777	350,650.891
เงินกู้ยืมระยะสั้นจากบุคคลและกิจการที่เกี่ยวข้องกัน Short-term loans from related person and parties	8	56,009.507	52,872.28	-	67,460.045	64,316.135	32,813.60
รายได้ค่าก่อสร้างรับล่วงหน้า Deferred construction revenue		156,661.941	142,097.318	259,274.412	156,661.941	142,097.318	259,274.412
เงินรับล่วงหน้าจากลูกค้า Advanced received from customers		415,988.193	373,080.396	456,294.303	415,988.193	373,080.396	456,294.303
ค่าอุปกรณ์ค้างจ่าย Accrued equipment costs		30,117.705	77,857.109	70,575.427	30,117.705	77,857.109	70,575.427
ค่านายหน้าค้างจ่าย Accrued commission expenses		113,904.902	109,772.016	101,830.707	113,904.902	109,772.016	101,830.707
ประมาณการหนี้สินขาดทุนจากงานโครงการ Provision for project lost		6,902.949	13,578.477	16,174.252	6,902.949	13,578.477	16,174.252
ประมาณการหนี้สินค่ารับประกันงานโครงการ Provision for warranty expenses		132,652.423	112,985.701	123,818.416	132,652.423	112,985.701	123,818.416
ภาษีเงินได้นิติบุคคลค้างจ่าย Accrued corporate income tax		6.353	211.001	-	6.353	211.001	-
ส่วนของหนี้สินระยะยาวที่ถึงกำหนดชำระภายในหนึ่งปี Current portion of long-term financial lease		790.123	-	-	790.123	-	-
หนี้สินหมุนเวียนอื่น Other current liabilities		10,695.613	6,708.24	5,195.315	2,847.944	2,388.193	866.824
รวมสินทรัพย์หมุนเวียน Total Current Assets		1,315,765.06	1,300,158.767	1,411,750.971	1,318,375.892	1,306,623.122	1,440,134.345

[Statements of Financial Position]

(บาท : Baht)

สินทรัพย์ ASSETS	หมายเหตุ Notes	งบการเงินรวม CONSOLIDATED			งบการเงินรวม CONSOLIDATED		
		ณ 31 ธันวาคม 2558 As at December 31, 2015	ณ 31 ธันวาคม 2557 As at December 31, 2014	ณ 31 ธันวาคม 2556 As at December 31, 2013	ณ 31 ธันวาคม 2558 As at December 31, 2015	ณ 31 ธันวาคม 2557 As at December 31, 2014	ณ 31 ธันวาคม 2556 As at December 31, 2013
			(ปรับปรุงใหม่) (Restated)	(ปรับปรุงใหม่) (Restated)		(ปรับปรุงใหม่) (Restated)	(ปรับปรุงใหม่) (Restated)
หนี้สินไม่หมุนเวียน <i>Non-Current Liabilities</i>							
หนี้สินตามสัญญาเช่าการเงิน Long-term financial lease	22	3,706.322	-	-	3,706.322	-	-
สำรองผลประโยชน์ระยะยาวของพนักงาน Provision for employee benefits	23	2,405.681	1,848.353	15,997.781	2,405.681	1,848.353	15,997.781
ผลขาดทุนเกินกว่าเงินลงทุน Current Assets	13.1	-		-	3,020.983	2,759.338	2,746.832
รวมหนี้สินไม่หมุนเวียน Total Non-Current Liabilities		6,112.003	1,848.353	15,997.781	9,132.986	4,607.691	18,744.613
รวมทรัพย์สินหมุนเวียน Total Current Assets		1,321,877.063	1,302,007.12	1,427,748.752	1,327,508.878	1,311,230.813	1,458,878.958
ส่วนของผู้ถือหุ้น <i>Non-Current Liabilities</i>							
ทุนเรือนหุ้น Share capital	24						
ทุนจดทะเบียน Authorised share capital							
31 ธันวาคม 2558 : หุ้นสามัญ 864,230,874 หุ้น มูลค่าหุ้นละ 1 บาท December 30, 2015 : 864,230,874 common stock of Baht 1 each							
31 ธันวาคม 2557 : หุ้นสามัญ 864,230,874 หุ้น มูลค่าหุ้นละ 1 บาท December 31, 2014 : 864,230,874 common stock of Baht 1 each							
1 มกราคม 2557 : หุ้นสามัญ 915,230,874 หุ้น มูลค่าหุ้นละ 1 บาท January 1, 2014 : 915,230,874 common stock of Baht 1 each		864,230.874	864,230.874	915,230.874	864,230.874	864,230.874	915,230.874
ทุนที่ออกและชำระแล้ว Issued and paid-up share capital							
31 ธันวาคม 2558 : หุ้นสามัญ 692,095,099 หุ้น มูลค่าหุ้นละ 1 บาท January 1, 2014 : 864,230,874 common stock of Baht 1 each							
31 ธันวาคม 2557 : หุ้นสามัญ 692,095,099 หุ้น มูลค่าหุ้นละ 1 บาท January 1, 2014 : 864,230,874 common stock of Baht 1 each							
1 มกราคม 2557 : หุ้นสามัญ 692,071,893 หุ้น มูลค่าหุ้นละ 1 บาท January 1, 2014 : 864,230,874 common stock of Baht 1 each		692,095.099	692,095.099	692,071.893	692,095.099	692,095.099	692,071.893

(บาท : Baht)

[Statements of Financial Position]

สินทรัพย์ ASSETS	หมายเหตุ Notes	งบการเงินรวม CONSOLIDATED			งบการเงินรวม CONSOLIDATED		
		ณ 31 ธันวาคม 2558 As at December 31, 2015	ณ 31 ธันวาคม 2557 As at December 31, 2014	ณ 31 ธันวาคม 2556 As at December 31, 2013	ณ 31 ธันวาคม 2558 As at December 31, 2015	ณ 31 ธันวาคม 2557 As at December 31, 2014	ณ 31 ธันวาคม 2556 As at December 31, 2013
			(ปรับปรุงใหม่) (Restated)	(ปรับปรุงใหม่) (Restated)		(ปรับปรุงใหม่) (Restated)	(ปรับปรุงใหม่) (Restated)
ส่วนของผู้ถือหุ้น <i>Shareholders' Equity</i>							
ส่วนเกินมูลค่าหุ้นสามัญ Premium on common stocks	25	238,192.456	238,192.456	238,186.656	238,192.456	238,192.456	238,186.656
กำไร(ขาดทุน)สะสม Retained earnings (deficit)							
จัดสรรแล้ว Appreciated							
ทุนสำรองตามกฎหมาย Legal reserve							
ยังไม่ได้จัดสรร Unappropriated							
องค์ประกอบอื่นของส่วนของผู้ถือหุ้น Other components of equity							
รวมส่วนของบริษัทใหญ่ <i>Shareholders of the Company</i>		80,856.135	76,186.747	218,500.829	(6,203.635)	(7,268.185)	99,528.454
ส่วนได้เสียที่ไม่มีอำนาจควบคุม Non-controlling Interests		-	-	177,436.579	-	-	-
รวมส่วนของผู้ถือหุ้น TOTAL SHAREHOLDERS' EQUITY		80,856.135	76,186.747	395,937.408	(6,203.635)	(7,268.185)	99,528.454
รวมหนี้สินและส่วนของผู้ถือหุ้น TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		1,402,733.198	1,378,193.867	1,823,686.160	1,321,305.243	1,303,962.628	1,558,407.412

[Statements of Comprehensive Income]

หรับปีสิ้นสุดวันที่ 31 ธันวาคม 2558 For the year ended December 31, 2015

(Baht)

		งบการเงินรวม CONSOLIDATED		งบการเงินเฉพาะกิจการ SEPARATE FIANCIAL STATEMENT	
		2558 / 2015	2557 / 2014	2558 / 2015	2557 / 2014
รายได้ REVENUES					
รายได้จากการขายและบริการ Sales and services		605,329,478	571,262,206	605,329,478	570,108,952
รายได้อื่น Other incomes					
รายได้เงินปันผล Dividend income	12 และ	2,271,923	2,315,669	3,904,243	64,153,795
อื่นๆ Others	14	20,386,241	11,542,503	15,332,921	11,589,919
รวมรายได้อื่น Total other incomes		22,658,164	13,858,172	19,237,164	75,743,714
รวมรายได้ Total revenues		627,987,642	585,120,378	624,566,642	645,852,666
ค่าใช้จ่าย EXPENSES					
ต้นทุนขายและบริการ Cost of sales and services		459,190,221	496,067,971	459,114,644	496,067,971
ค่าใช้จ่ายในการขาย Selling expenses		907,360	2,884,921	939,968	2,884,921
ค่าใช้จ่ายในการบริหาร Administrative expenses		165,176,520	263,903,983	154,346,442	262,664,188
ค่าตอบแทนกรรมการ Directors' remuneration		2,229,902	2,446,324	2,229,902	2,446,324
ต้นทุนทางการเงิน Finance costs		1,602,892	1,779,554	1,829,061	1,936,744
รวมค่าใช้จ่าย Total expenses	30	629,106,895	767,082,753	618,460,017	766,000,148
ขาดทุนก่อนส่วนแบ่งกำไรจากเงินลงทุนในบริษัทร่วมและกิจการที่ควบคุมร่วมกัน Loss before share of profits from associates and jointly-controlled entities		(1,119,253)	(181,962,375)	6,106,625	(120,147,482)
ขาดทุนก่อนส่วนแบ่งกำไรจากเงินลงทุนในบริษัทร่วมและกิจการที่ควบคุมร่วมกัน Loss before share of profits from associates and jointly-controlled entities	12	16,589,185	13,192,173	-	-
ขาดทุนก่อนภาษีเงินได้ Loss before income tax		15,469,932	(168,770,202)	6,106,625	(120,147,482)
ค่าใช้จ่ายภาษีเงินได้ Income tax expenses	29	(6,391)	(211,980)	-	-
ขาดทุนระหว่างปี Loss for the years		15,463,541	(168,982,182)	6,106,625	(120,147,482)

[Statements of Comprehensive Income]

(บาท : Baht)

		งบการเงินรวม CONSOLIDATED		งบการเงินเฉพาะกิจการ SEPARATE FIANCIAL STATEMENT	
		2558 / 2015	2557 / 2014	2558 / 2015	2557 / 2014
กำไร (ขาดทุน) เบ็ดเตล็ดอื่น <i>Other Comprehensive income (loss)</i>					
กำไรจากการประมาณการตามหลักการคณิตศาสตร์ประกันภัย Sales and services		-	15,815,091	-	15,815,091
ผลต่างอัตราแลกเปลี่ยนจากการแปลงค่างบการเงิน Foreign currency translation differences of foreign operations		(10,794,153)	10,690,569	(5,042,075)	(2,493,254)
กำไรเบ็ดเตล็ดอื่นสำหรับงวด Other comprehensive income for the periods		(10,794,153)	26,505,660	(5,042,075)	13,321,837
กำไร (ขาดทุน) เบ็ดเสร็จรวมสำหรับงวด Total comprehensive income (loss) for the periods		4,669,388	(142,476,522)	1,064,550	(106,825,645)
การแบ่งปันกำไร (ขาดทุน) <i>Profit (loss) attributable to</i>					
ส่วนที่เป็นของบริษัทใหญ่ Equity holders of the parent		15,463,541	(168,848,748)	6,106,625	(120,147,482)
ส่วนที่เป็นของส่วนได้เสียที่ไม่มีอำนาจควบคุม Non-controlling interests		-	(133,434)	-	-
		15,463,541	(168,982,182)	6,106,625	(120,147,482)
การแบ่งปันกำไร (ขาดทุน) <i>Profit (loss) attributable to</i>					
ส่วนที่เป็นของบริษัทใหญ่ Equity holders of the parent		4,669,388	(142,343,088)	1,064,550	(106,825,645)
ส่วนที่เป็นของส่วนได้เสียที่ไม่มีอำนาจควบคุม Non-controlling interests		-	(133,434)	-	-
		4,669,388	(142,476,522)	1,064,550	(106,825,645)
กำไร (ขาดทุน) ต่อหุ้น (บาท) <i>Gain (loss) per share (Baht)</i>					
กำไร (ขาดทุน) ต่อหุ้นขั้นพื้นฐาน Basic earnings (loss) per share		0.02	(0.24)	0.01	(0.17)
จำนวนหุ้นสามัญที่ใช้คำนวณกำไร (ขาดทุน) ต่อหุ้นขั้นพื้นฐาน (พันหุ้น) Number of shares for calculation of basic earnings (loss) per share (Thousand shares)		692,095	692,095	692,095	692,095

งบการเงินรวม CONSOLIDATED									
	หมายเหตุ Notes	ทุนที่ออกและ ชำระแล้ว Issued and paid-up share capital	ส่วนเกินมูลค่า หุ้นสามัญ Premium on common stocks	กำไร (ขาดทุน) สะสม Retained earnings (Deficits)		องค์ประกอบอื่นของ ส่วนของผู้ถือหุ้น Other comprehensive income (loss)	รวมส่วนของ บริษัทใหญ่ Total equity/holders of the parent	ส่วนได้เสียที่ไม่มี อำนาจควบคุม Non-controlling interests	รวมส่วนของผู้ถือหุ้น Total
				ทุนสำรองตามกฎหมาย Legal Reserve	ยังไม่ได้จัดสรร Unappropriated				
ปี 2557 Year 2014		ยอดคงเหลือ ณ วันที่ 1 มกราคม 2557 – ตามที่รายงานไว้เดิม Beginning balance as at January 1, 2014 – as previously reported		692,071,893	238,186,656	13,323,000	(582,321,350)	(107,625,715)	253,634,484
		รายการแก้ไขข้อผิดพลาด Error correction		-	-	-	(43,132,334)	7,998,679	(35,133,655)
ยอดคงเหลือ ณ วันที่ 1 มกราคม 2557 – หลังปรับปรุง Beginning balance as at January 1, 2014 – restated		ออกจำหน่ายหุ้นสามัญเพิ่มทุนและส่วนเกินมูลค่าหุ้นเพิ่มในระหว่างปี Increase the shares capital and premium common stocks during the year		692,071,893	238,186,656	13,323,000	(625,453,684)	(99,627,036)	218,500,829
ส่วนได้เสียที่ไม่มีอำนาจควบคุมลดลงระหว่างปี Decrease the non-controlling interest during the year		การเปลี่ยนแปลงสัดส่วนการลงทุนในบริษัทย่อย Changing the ratio of investment in subsidiary		23,206	5,800	-	-	-	29,006
กำไร (ขาดทุน) เบ็ดเสร็จสำหรับปี Comprehensive income (loss) for the year		กำไร (ขาดทุน) เบ็ดเสร็จสำหรับปี Comprehensive income (loss) for the year							(177,303,145)
ปรับปรุงงบกำไร (ขาดทุน) ตามการประมาณการตามหลักคณิตศาสตร์ประกันภัยสำหรับโครงการ Adjust for gain on estimation of independent actuary on defined benefit plan		กำไร (ขาดทุน) สำหรับปี Gain (loss) for the year							(177,303,145)
	5.4						15,815,091	72,006	15,887,097
							(168,848,748)	10,618,563	(158,363,619)

งบการเงินรวม CONSOLIDATED							
	หมายเหตุ Notes	ทุนที่ออกและ ชำระแล้ว Issued and paid-up share capital	ส่วนเกินมูลค่า หุ้นสามัญ Premium on common stocks	กำไร (ขาดทุน) สะสม Retained earnings (Deficits)		องค์ประกอบอื่นของ ส่วนของผู้ถือหุ้น Other comprehensive income (loss)	รวมส่วนของ บริษัทใหญ่ Total equity holders of the parent
				ทุนสำรองตาม กฎหมาย Legal Reserve	ยังไม่จัดสรร Unappropriated	กำไร (ขาดทุน) เบ็ดเสร็จอื่น Other comprehensive income (loss)	ส่วนได้เสียที่ไม่มี อำนาจควบคุม Non-controlling interests
						ผลต่างจากการแปลง ค่าเงิน currency transaction differences	รวมส่วนของ ผู้ถือหุ้น Total
ยอดคงเหลือ ณ วันที่ 1 มกราคม 2557 – หลังปรับปรุง Beginning balance as at January 1, 2014 – restated กำไร(ขาดทุน)เบ็ดเสร็จรวมสำหรับปี Comprehensive income (loss) for the year 2014					(153,033,657)	10,690,569	(142,343,088)
ยอดคงเหลือ ณ วันที่ 31 ธันวาคม 2557 Ending Balance as at December 31, 2014		692,095,099	238,192,456	13,323,000	(778,487,341)	(88,936,467)	(142,476,522)
ปี 2558 Year 2015							
ยอดคงเหลือ ณ วันที่ 1 มกราคม 2558 – ตามที่รายงานไว้เดิม Beginning balance as at January 1, 2015 – as previously reported รายการแก้ไขข้อผิดพลาด Error correction	5.1,5.2	692,095,099	238,192,456	13,323,000	(778,624,827)	(88,907,480)	76,078,248
ยอดคงเหลือ ณ วันที่ 1 มกราคม 2558 – หลังปรับปรุง Beginning balance as at January 1, 2015 – restated กำไร(ขาดทุน)เบ็ดเสร็จรวมสำหรับปี 2558 Comprehensive income (loss) for the year 2015		692,095,099	238,192,456	13,323,000	137,486	(28,987)	108,499
ยอดคงเหลือ ณ วันที่ 31 ธันวาคม 2558 Ending Balance as at December 31, 2015		692,095,099	238,192,456	13,323,000	(778,624,827)	(88,936,467)	76,186,747
หมายเหตุประกอบงบการเงินเป็นส่วนหนึ่งของงบการเงินนี้					15,463,541	(10,794,153)	4,669,388
					(763,023,800)	(99,730,620)	80,856,135

งบการเงินเฉพาะกิจการ SEPARATE FINANCIAL STATEMENTS								
	หมายเหตุ Notes	ทุนที่ออกและ ชำระแล้ว Issued and paid- up share capital	ส่วนเกินมูลค่า หุ้นสามัญ Premium on common stocks	กำไร (ขาดทุน) สะสม Retained earnings (Deficits)		องค์ประกอบอื่นของ ส่วนของผู้ถือหุ้น Other comprehensive income (loss)	รวมส่วนของผู้ถือหุ้น Total	
				ทุนสำรองตาม กฎหมาย Legal Reserve	ยังไม่ได้จัดสรร Unappropriated	กำไร (ขาดทุน) เบ็ดเสร็จอื่น Other comprehensive income (loss)		
						ผลต่างจากการแปลง ค่าเงิน currency transaction differences		
ปี 2557 Year 2014 ยอดคงเหลือ ณ วันที่ 1 มกราคม 2557 – ตามที่รายงานไว้เดิม Beginning balance as at January 1, 2014 – as previously reported รายการแก้ไขข้อผิดพลาด Error correction	5.1,5.3,5.5,5.6 และ 5.7	692,071,893	238,186,656	13,323,000	(800,245,948)	39,737,232	183,072,833	
		-	-	-	(80,091,803)	(3,452,576)	(83,544,379)	
ยอดคงเหลือ ณ วันที่ 1 มกราคม 2557 - หลังปรับปรุง Beginning balance as at January 1, 2014 - restrained ออกจำหน่ายหุ้นส่วนไม่ปันทุนและส่วนเกินมูลค่าหุ้นเพิ่มในระหว่างปี Increase the shares capital and premium common stocks during the year กำไร(ขาดทุน)เบ็ดเสร็จรวมสำหรับปี 2557 Comprehensive income (loss) for the year 2014 ปรับปรุงผลกำไรจากการประมาณการตามหลักคณิตศาสตร์ประกันภัย Adjust for gain on estimation of independent actuary on defined benefit plan กำไร(ขาดทุน)สำหรับปี 2557 Gain (loss) for the year	5.4	692,071,893	238,186,656	13,323,000	(880,337,751)	36,284,656	99,528,454	
		23,206	5,800	-	-	-	-	29,006
รวมกำไร(ขาดทุน)เบ็ดเสร็จรวมสำหรับปี 2557 Total comprehensive income (loss) for the year 2014 ยอดคงเหลือ ณ วันที่ 31 ธันวาคม 2557 Ending Balance as at December 31, 2017								
		692,095,099	238,192,456	13,323,000	(984,670,142)	33,791,402	(7,268,185)	

หมายเหตุประกอบงบการเงินเป็นส่วนหนึ่งของงบการเงินนี้

(บาท : Baht)

งบการเงินเฉพาะกิจการ SEPARATE FINANCIAL STATEMENTS									
	หมายเหตุ Notes	หุ้นที่ออกและชำระแล้ว Issued and paid-up share capital	ส่วนเกินมูลค่าหุ้นสามัญ Premium on common stocks	กำไร (ขาดทุน) สะสม Retained earnings (Deficits)		องค์ประกอบอื่นของส่วนของผู้ถือหุ้น Other comprehensive income (loss)	รวมส่วนของผู้ถือหุ้น Total		
				ทุนสำรองตามกฎหมาย Legal Reserve	ยังไม่จัดสรร Unappropriated	กำไร (ขาดทุน) เบ็ดเสร็จอื่น Other comprehensive income (loss)			
									ผลต่างจากการแปลงค่า currency transaction differences
ยอดคงเหลือ ณ วันที่ 31 ธันวาคม 2558 – ตามที่รายงานไว้เดิม Ending Balance as at December 31, 2015 – as previously reported รายการแก้ไขข้อผิดพลาด Error correction	5.1 และ 5.2	692,095,099	238,192,456	13,323,000	(984,807,628)	33,820,389	(7,376,684)		
ยอดคงเหลือ ณ วันที่ 31 ธันวาคม 2558 – หลังปรับปรุง Ending Balance as at December 31, 2015 - restrained กำไร (ขาดทุน) เบ็ดเสร็จรวมสำหรับปี Total comprehensive income (loss) for the year 2015		692,095,099	238,192,456	13,323,000	(984,670,142)	33,791,402	(7,268,185)		
ยอดคงเหลือ ณ วันที่ 31 ธันวาคม 2558 Ending Balance as at December 31, 2015		692,095,099	238,192,456	13,323,000	(978,563,517)	28,749,327	(6,203,635)		

หมายเหตุประกอบงบการเงินเป็นส่วนหนึ่งของงบการเงินนี้

[Statements of cash flows]

For the year ended December 31, 2015

(Baht)

	งบการเงินรวม CONSOLIDATED		งบการเงินเฉพาะกิจการ SEPARATE FIANCIAL STATEMENT	
	2558 / 2015	2557 / 2014	2558 / 2015	2557 / 2014
กระแสเงินสดจากกิจกรรมดำเนินงาน CASH FLOWS FROM OPERATING ACTIVITIES				
กำไร(ขาดทุน)ก่อนภาษีเงินได้	15,469,932	(168,770,202)	6,106,625	(120,147,482)
GAIN (LOST) BEFORE INCOME TAX				
ปรับกระทบกำไร(ขาดทุน)ก่อนภาษีเงินได้เป็นเงินสดรับ(จ่าย) จากการดำเนินงาน :				
ADJUSTMENTS TO RECONCILE LOSS BEFORE INCOME TAX				
EXPENSES TO NET CASH PROVIDED FROM (USED IN)				
OPERATION		1,510,710	1,115,622	1,510,710
ค่าเสื่อมราคาและค่าตัดจำหน่าย	1,115,622			
Depreciation and amortization		-	152,517	-
ขาดทุนจากการลดมูลค่าของสินค้า	152,517			
Decease of diminution in inventories		-	(3,400)	-
กำไรจากการจำหน่ายอุปกรณ์	(3,400)			
Gain on disposal of equipment		4,495	2,670	4,495
ขาดทุนจากการเลิกใช้อุปกรณ์	2,670			
Loss on disposal of equipment		2,821,043	5,283,742	7,624,844
ขาดทุนที่ยังไม่เกิดขึ้นจากอัตราแลกเปลี่ยน	373,189			
Unrealized loss on exchange rates		-	(10)	-
กำไรจากการจำหน่ายเงินลงทุนในบริษัทร่วม	(10)			
Gain on disposal of investment in associate		21,679,534	15,999,855	19,069,495
หนี้สงสัยจะสูญเพิ่มขึ้น	22,692,536			
Increase in doubtful debt		-	89,604	-
หนี้สูญ	89,604			
Doubtful debt		(2,659,910)	(7,678,715)	(2,659,910)
ประมาณการผลขาดทุนโครงการ(กลับรายการ)	(7,678,715)			
Provision for project loss (reverse)		77,278,818	19,914,145	77,278,818
ประมาณการหนี้สินค้ำประกันงานโครงการเพิ่มขึ้น	19,914,145			
Increase in provision for warranty expenses		(13,192,173)	-	-
ส่วนแบ่งกำไรจากเงินลงทุนในบริษัทร่วมและกิจการที่ควบคุมร่วมกัน	(16,589,185)			
Share of profits from associates and jointly-controlled entity		2,107,566	363,750	2,107,566
ค่าใช้จ่ายผลประโยชน์ระยะยาวของพนักงานเพิ่มขึ้น	363,750			
Increase long-term employee benefits expenses		(2,315,669)	(3,904,243)	(64,153,795)
เงินปันผลรับจากกิจการที่เกี่ยวข้องกัน	(2,271,923)			
Dividend income from related parties		804,440	-	804,440
ตัดจ่ายภาษีเงินได้ถูกหัก ณ ที่จ่าย	733			
Written off withholding tax		(1,181,906)	(322,333)	(1,260,768)
ดอกเบี้ยรับ	(255,993)			
Interest income		1,779,554	1,829,060	1,936,744
ดอกเบี้ยจ่าย	1,602,892			
Interest expenses				

[Statements of cash flows]

(บาท : Baht)

	งบการเงินรวม CONSOLIDATED		งบการเงินเฉพาะกิจการ SEPARATE FIANCIAL STATEMENT	
	2558 / 2015	2557 / 2014	2558 / 2015	2557 / 2014
กำไร(ขาดทุน)จากการดำเนินงานก่อนการเปลี่ยนแปลงในส่วนประกอบ ของสินทรัพย์และหนี้สินดำเนินงาน	34,978,364	(80,133,700)	38,948,889	(77,884,843)
Gain (Loss) from operation before changes in operating assets and liabilities items				
การเปลี่ยนแปลงในส่วนประกอบของสินทรัพย์ดำเนินงาน(เพิ่มขึ้น)ลดลง (INCREASE) DECREASE IN OPERATING ASSETS ITEMS				
ลูกหนี้การค้าและลูกหนี้อื่น	(20,405,370)	50,030,527	(21,118,241)	39,232,695
รายได้ที่ยังไม่ได้เรียกชำระ	11,869,468	22,073,277	11,869,468	19,023,273
Unbilled receivables				
เงินจ่ายล่วงหน้าแก่ผู้จัดจำหน่าย	(2,846,276)	(1,244,025)	(2,846,276)	(1,244,025)
Advance payments to suppliers				
สินค้าคงเหลือ	(809,252)	3,009,106	(809,252)	3,009,106
Inventories				
สินทรัพย์หมุนเวียนอื่น	698,387	(4,769,762)	915,715	(3,256,796)
Other current assets				
เงินประกันตามสัญญาก่อสร้าง	(54,378,675)	103,521,731	(54,378,675)	103,521,731
สินทรัพย์ไม่หมุนเวียนอื่น	(396,687)	656,520	(396,687)	656,520
Other non-current assets				
การเปลี่ยนแปลงในส่วนประกอบของหนี้สินดำเนินงานเพิ่มขึ้น(ลดลง) INCREASE (DECREASE) IN OPERATING LIABILITIES ITEMS				
เจ้าหนี้การค้าและเจ้าหนี้อื่น	(100,013,839)	61,036,278	(99,777,600)	60,910,353
Trade and other payables				
เงินรับล่วงหน้าและรายได้ค่าก่อสร้างรับล่วงหน้า	2,222,719	(200,609,806)	2,222,719	(200,609,806)
ค่าอุปกรณ์ค้างจ่าย	(17,324,995)	6,279,703	(17,324,995)	6,279,703
Accrued equipment costs				
ค่านายหน้าค้างจ่าย	(6,494,361)	7,194,743	(6,494,361)	7,194,743
Accrued commission expenses				
หนี้สินค่ารับประกันงานโครงการ	-	(83,418,237)	-	(83,418,237)
Warranty liabilities				
หนี้สินหมุนเวียนอื่น	3,764,427	2,206,956	226,651	1,540,843
Other current liabilities				
สำรองผลประโยชน์ระยะยาวของพนักงาน	-	(472,008)	-	(472,008)
Provision for long-term employee benefits				
เงินสดจ่ายจากการดำเนินงาน CASH USED IN OPERATION	(149,136,090)	(114,638,697)	(148,962,645)	(125,516,748)

[Statements of cash flows]

(บาท : Baht)

	งบการเงินรวม CONSOLIDATED		งบการเงินเฉพาะกิจการ SEPARATE FIANCIAL STATEMENT	
	2558 / 2015	2557 / 2014	2558 / 2015	2557 / 2014
จ่ายดอกเบี้ย Interest expenses paid	(2,422,600)	(967,781)	(2,422,600)	(1,124,441)
จ่ายภาษีเงินได้ Income tax expenses paid	(2,677,915)	(2,845,141)	(2,465,944)	(2,845,122)
ผลต่างจากการแปลงค่างบการเงิน Currency translation differences	1,085,767	(421,957)	1,155,136	(1,597,822)
เงินสดสุทธิใช้ไปในกิจกรรมดำเนินงาน NET CASH USED IN OPERATING ACTIVITIES	(153,150,838)	(118,873,576)	(152,696,053)	(131,084,133)
กระแสเงินสดจากกิจกรรมการลงทุน CASH FLOWS FROM OPERATING ACTIVITIES				
รับดอกเบี้ย Interest received	857,018	1,706,281	856,166	1,704,460
เงินย่ำล่วงหน้าเพื่อลงทุนในบริษัทร่วม Advance for investment in associated company	62,026,985	-	62,026,985	-
เงินฝากระยะยาวและเงินฝากติดภาระค้ำประกันกับสถาบันการเงินลดลง Decrease long-term deposits and deposit at bank with obligation	61,991,003	77,745,024	61,991,003	77,745,024
เงินสดรับจากการจำหน่ายเงินลงทุนในบริษัทร่วม Proceeds from investment in associated disposal	10	-	10	-
ซื้ออุปกรณ์เพิ่มขึ้น Purchases of equipment	(391,736)	(427,564)	(391,736)	(427,564)
เงินสดรับจากการขายอุปกรณ์ Proceeds from equipment disposal	4,056	-	4,056	-
เงินปันผลรับจากเงินลงทุน Dividends received from investment	24,288,592	21,252,123	24,288,592	21,252,123
เงินสดสุทธิได้มาจากกิจกรรมลงทุน NET CASH PROVIDED FROM INVESTING ACTIVITIES	148,775,928	100,275,864	148,775,076	100,274,043
กระแสเงินสดจากกิจกรรมจัดหาเงิน CASH FLOW FROM FINANCING ACTIVITIES				
จ่ายเงินกู้ยืมระยะสั้นจากสถาบันการเงิน Repayment of short-term loans from financial institutions	-	(27,962,248)	-	(27,962,248)
เงินสดรับจากเงินกู้ยืมระยะสั้นจากบุคคลและกิจการที่เกี่ยวข้องกัน Proceeds from short-term loans from related person and parties	-	19,909,280	-	31,769,660
เงินสดรับจากการออกจำหน่ายหุ้นสามัญ Proceeds from issuance of ordinary shares	-	29,007	-	29,007
จ่ายชำระหนี้สินตามสัญญาเช่าการเงิน Repayment from long-term financial lease	(1,602,312)	-	(1,602,312)	-
เงินสดสุทธิได้มา (ใช้ไป) จากกิจกรรมจัดหาเงิน NET CASH PROVIDED FROM (USED IN) FINANCING ACTIVITIES	(1,602,312)	(8,023,961)	(1,602,312)	3,837,149

[Statements of cash flows]

(บาท : Baht)

	งบการเงินรวม CONSOLIDATED		งบการเงินเฉพาะกิจการ SEPARATE FIANCIAL STATEMENT	
	2558 / 2015	2557 / 2014	2558 / 2015	2557 / 2014
เงินสดและรายการเทียบเท่าเงินสดเพิ่มขึ้น (ลดลง) สุทธิ NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENT	(5,977,222)	(26,621,673)	(5,523,289)	(26,972,941)
เงินสดและรายการเทียบเท่าเงินสด ณ วันที่ 1 มกราคม Cash and cash equivalent as at January 1	9,840,225	37,897,985	9,370,591	36,343,532
หัก เงินสดและรายการเทียบเท่าเงินสดที่โอนออกจากการเปลี่ยน เงินลงทุนในบริษัทย่อยเป็นบริษัทร่วม <u>Less</u> Cash and cash equivalent transferred out from change in the investment from subsidiary to associate	-	(1,436,087)	-	-
เงินสดและรายการเทียบเท่าเงินสด ณ วันที่ 31 ธันวาคม CASH AND CASH EQUIVALENT AS AT DECEMBER 31.	3,863,003	9,840,225	3,847,302	9,370,591
การเปิดเผยเพิ่มเติมประกอบงบกระแสเงินสด รายการที่มีใช้เงินสด ประกอบด้วย ADDITIONAL DISCLOSURE ITEMS TO CASH FLOWS STATEMENTS Details of non-cash flows items				
เงินปันผลค้างรับจากกิจการที่เกี่ยวข้องกัน Accrued dividend from related parties	27,542,189	46,219,081	27,542,189	46,219,081
โอนเงินจ่ายล่วงหน้าเพื่อการลงทุนในบริษัทร่วมเป็นเงินลงทุนในบริษัท รวม Transferred advance for investment in associate to investments in associate	-	6,491,000	-	6,491,000
โอนลูกหนี้การค้าและลูกหนี้อื่นเป็นสินทรัพย์หมุนเวียนอื่น Transferred trade and other receivables to other current assets	2,903,684	-	2,903,684	-
โอนรายได้ที่ยังไม่เรียกชำระเป็นลูกหนี้การค้า Transferred unbilled receivables to trade receivables	-	-	3,101,510	-
โอนอุปกรณ์ค้างจ่ายเป็นเจ้าหนี้การค้าและเจ้าหนี้อื่น Transferred accrued equipment costs to trade and other payables	36,371,251	-	36,371,251	-
โอนประมาณการหนี้สินค่ารับประกันงานโครงการเป็นเจ้าหนี้การค้า Transferred from provision for warranty expenses to trade payables	8,972,187	-	8,972,187	-
เงินลงทุนในบริษัทร่วมเพิ่มขึ้น(ลดลง)จากผลต่างการแปลงค่างบการเงิน Increase (decrease) investment in associate due to translation of financial statements differences on exchange rate	(8,873,464)	13,082,124	-	-
ยานพาหนะเพิ่มขึ้นจากหนี้สินตามสัญญาเช่าการเงิน Long-term financial leases for vehicle	5,999,998	-	5,999,998	-
ผลกระทบจากการปรับปรุงประมาณการผลประโยชน์พนักงาน Effect of adjusted in provision for employee benefits				
- ลดลงผลประโยชน์พนักงานระยะยาวลดลง - Decrease in provision for long-term employee benefits	-	(15,887,097)	-	(15,887,097)
- ขาดทุนสะสมลดลง - Decrease in deficits	-	15,815,091	-	15,815,091
- ผลต่างจากการแปลงค่างบการเงินเพิ่มขึ้น - Increase currency translation differences	-	72,006	-	72,006

[Notes to the Financial Statements]

DECEMBER 31, 2015

1. GENERAL INFORMATION

1.1 Company status	A juristic person established under Thai law and listed on the Stock Exchange of Thailand.
1.2 Company location	719 K.P.N. Tower Building, 9 th Floor, Rama 9 Road, Bangkapi, Huaykwang, Bangkok, Thailand.
1.3 Type of business	<p>1. Providing engineering services which include the design and development, with an aim of improving operation efficiency of machinery and equipment for cement industry and related industries in worldwide.</p> <p>2. Invest in associates, subsidiaries, and jointly - controlled entity which operate as described in Note 33.1</p>

The Bankruptcy Court has ruled L.V. Technology Public Company Limited to enter the business reorganisation on December 19, 2017. The plan preparers are being assigned namely Mr. Donald Ian McBain and Mr. Sa-nguan Sa-nguanraksak, the debtor's directors, in effective since the day of decree issuing onward. They shall take responsible for administrating the business and the debtor's assets as well as the debtor's shareholders legal rights, exception of the dividend, where to be fallen to the plan preparers in accordance with the Bankruptcy Act B.E.2483 article 90/25.

2. BASIS FOR PREPARATION OF FINANCIAL STATEMENTS

- 2.1 These consolidated and the separate financial statements are prepared in accordance with the Accounting Standards and Financial Reporting Standards issued by Federation of Accounting Professions under the Accounting Profession Act, B.E. 2547 (2004), the Accounting Act, B.E. 2543 (2000) and the Notification of the Office of the Securities and Exchange Commission.
- 2.2 These financial statements are presented in Thai Baht which is different from the functional currency of the Company, which is US Dollar. The presentation in Thai Baht is in accordance with the regulatory requirements in Thailand.
- 2.3 These consolidated financial statements included the financial statements of L.V. Technology Public Company Limited and its subsidiaries (together referred to as "The Group") and the Group's interests in associates and jointly - controlled entity.

[Notes to the Financial Statements]

Particulars	Percentage of holding		Incorporated in	Type of business
	2015	2014		
<u>Subsidiaries</u>				
- Goal Consulting and Trading Co., Ltd.	99.70	99.70	Thailand	Consulting for engineering and equipment
- LV Europe S.A.	92.29	92.29	France	Consulting for engineering and equipment
<u>Associates</u>				
- LV Technology Engineering (Tianjin) Co., Ltd.	49.00	49.00	People's Republic of China	Supply of equipment for cement
- LV Latino America Equipamentos Industrials Ltda.	--	49.00	Brazil	Consulting for engineering and equipment
- Ceminter Pte. Ltd.	45.48	45.48	Singapore	Investment company
- Global Cement Capital Partners Ltd.	20.00	20.00	Brunei Darussalam	Investment company
<u>Jointly - controlled entity</u>				
- BLVT, LLC	33.33	33.33	USA	Consulting for engineering and equipment

2.4 Inter - company balances and significant transactions of the Company and its subsidiaries have been eliminated in the consolidated financial statements.

2.5 The financial statements of subsidiaries, associates and jointly - controlled entity have been prepared by applying the same significant accounting policies with the Company.

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

2.7 Going concern

The consolidated and the separate financial statements as at December 31, 2015, they had deficits of Baht 763.02 million and Baht 978.56 million, respectively and the current liabilities exceed current assets of Baht 919.09 million and Baht 899.87 million and they had negative cash flows from operation for the year ended December 31, 2015 of Baht 153.15 million and Baht 152.70 million, respectively.

The Company has lawsuit cases in respect of non-payment of debts for the purchase of goods (see Note 35) and not succeeded to raise an additional capital of Baht 51 million by private placement method during January 2014. Also increase of share capital of Baht 807.70 million was disapproved by the shareholders during March 2014 (see Note 24).

The Company and the creditors of the Company have filed the application for business rehabilitation and was preparing of rehabilitation plan (see Note 36.7).

In addition, in March 2017, the Company has terminated all of the employees excepted the board of directors. According to the resolution of the Extraordinary Shareholders' Meeting held on August 24, 2017, to elect new six directors.

These conditions indicate the existence of material uncertainties which could give rise to significant doubt as to the Group's ability to continue as a going concern. However, the management believes that the financial statements were appropriately prepared under assumptions and estimates in accordance with current economic.

These financial statements were prepared in accordance with the generally accepted accounting standards under the going concern assumption; therefore, they do not include any adjustments relating to the recoverability and classification of recorded asset amounts or to the amounts and classification of liabilities that may be necessary if the Company is unable to continue as a going concern.

3. Accounting standards that become effective in the current accounting year, which the Company has adopted as follows :

Conceptual Framework for Financial Reporting (revised 2014)

Accounting Standards

TAS 1 (revised 2014)	Presentation of Financial Statements
TAS 2 (revised 2014)	Inventories
TAS 7 (revised 2014)	Statement of Cash Flows
TAS 8 (revised 2014)	Accounting Policies, Changes in Accounting Estimates and Errors
TAS 10 (revised 2014)	Events after the Reporting Period
TAS 11 (revised 2014)	Construction Contracts
TAS 12 (revised 2014)	Income Taxes
TAS 16 (revised 2014)	Property, Plant and Equipment
TAS 17 (revised 2014)	Leases
TAS 18 (revised 2014)	Revenue

TAS 19 (revised 2014)	Employee Benefits
TAS 20 (revised 2014)	Accounting for Government Grants and Disclosure of Government Assistance
TAS 21 (revised 2014)	The Effects of Changes in Foreign Exchange Rates
TAS 23 (revised 2014)	Borrowing Cost
TAS 24 (revised 2014)	Related Party Disclosures
TAS 26 (revised 2014)	Accounting and Reporting by Retirement Benefit Plans
TAS 27 (revised 2014)	Separate Financial Statements
TAS 28 (revised 2014)	Investments in Associates and Joint Ventures
TAS 29 (revised 2014)	Financial Reporting in Hyperinflationary Economies
TAS 33 (revised 2014)	Earnings Per Share
TAS 34 (revised 2014)	Interim Financial Reporting
TAS 36 (revised 2014)	Impairment of Assets
TAS 37 (revised 2014)	Provisions, Contingent Liabilities and Contingent Assets
TAS 38 (revised 2014)	Intangible Assets
TAS 40 (revised 2014)	Investment Property

Financial Reporting Standards

TFRS 2 (revised 2014)	Share - based Payment
TFRS 3 (revised 2014)	Business Combinations
TFRS 4 (revised 2014)	Insurance Contracts
TFRS 5 (revised 2014)	Non - current Assets Held for Sales and Discontinued Operations
TFES 6 (revised 2014)	Exploration for and Evaluation of Mineral Resources
TFRS 8 (revised 2014)	Operating Segments
TFRS 10	Consolidated Financial Statements
TFRS 11	Joint Arrangements
TFRS 12	Disclosure of Interests in Other Entities
TFRS 13	Fair Value Measurement

Accounting Standard Interpretations

TSIC 10 (revised 2014)	Government Assistance - No specific Relation to Operating Activities
TSIC 15 (revised 2014)	Operating Leases - Incentives
TSIC 25 (revised 2014)	Income Taxes - Changes in the Tax Status of and Entity or Its Shareholders
TSIC 27 (revised 2014)	Evaluating the Substance of Transactions Involving the Legal Form of a Lease
TSIC 29 (revised 2014)	Service Concession Arrangements: Disclosures
TSIC 31 (revised 2014)	Revenue - Barter Transactions Involving Advertising Services
TSIC 32 (revised 2014)	Intangible Assets - Web Site Costs

Financial Reporting Standard Interpretations

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

These accounting standards, financial reporting standards, accounting standard interpretations and financial reporting standard interpretations do not have any significant impact on the financial statements.

[Notes to the Financial Statements]

The Federation of Accounting Professions has issued the new accounting standards but not yet effective as follows:

Become effective to the financial statements for periods beginning on or after January 1, 2016.

Conceptual Framework for Financial Reporting (revised 2015)

Accounting Standards

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 Grant and Disclosure of Government Assistance
TAS 21 (revised 2015)	The Effects of Changes in Foreign Exchange Rates
TAS 23 (revised 2015)	Borrowing Cost
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	Agriculture Financial Reporting Standards
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
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
Accounting Standard Interpretations	
TSIC 10 (revised 2015)	Government Assistance - No Specific Relation to Operations 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
Financial Reporting Standard Interpretations	
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)	The Limit on a Defined Benefit Asset, Minimum Funding Requirements and Their Interaction for TAS 19 (revised 2015) Employee Benefits
TFRIC 15 (revised 2015)	Agreements for the Construction of Real Estate
TFRIC 17 (revised 2015)	Distributions of Non - cash Assets to Owners
TFRIC 18 (revised 2015)	Transfers of Assets from Customers
TFRIC 20 (revised 2015)	Stripping Costs in the Production Phase of a Surface Mine
TFRIC 21	Levies

Management of group companies is evaluating the impact of such accounting standards on the financial statements in the year when they are adopted.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

4.1 Revenues and expenses recognition

The Company and subsidiaries recognize revenues from sales and services when the significant risks and rewards of ownership of goods have passed to the buyer or services are already rendered to customers.

Revenue from construction contracts recognize in proportion to the stage of completion of the contract which determined by comparing the aggregate of the costs incurred against total construction costs on each contract. Revenue from variations and other contract works which have period of work not over one year are recognised in proportion to the stage of completion of the contract and billing.

Dividend income is recognized when the right to receive the dividend is established.

Other revenues and expenses recognized on an accrual basis.

4.2 Cash and cash equivalents

Cash and cash equivalents are cash on hand and fixed deposit at the financial institutions due not more than 3 months from the date of acquisition with no obligation.

4.3 Allowance for doubtful accounts

Allowance for doubtful accounts for the estimated losses that may be incurred in the collection of receivables. The allowance is generally based on collection experiences and analysis of debt aging.

4.4 Unbilled receivables / Deferred construction revenue

Unbilled receivables consist of the cost of materials and labour, cost of sub - contract, other services and expenses including both net profit or loss computed net from the amount collected from customers.

The contracts which have construction value more than amount billed to customers will be presented under current assets. For those contracts which have the amount billed more than the construction value will be presented as "Deferred construction revenue" under current liabilities.

4.5 Inventories

Inventories are measured at cost or net realizable value, whichever is the lower.

Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

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

4.6 Investments

Jointly - controlled entity and associates are all entity over which the Group has significant influence, has power to participate in determining the financial and operating policies of the enterprise but not up to the level of governing such policies, generally accompanying a shareholding of between 20% and 50% of the voting rights. Jointly-controlled entity is an entity which the Group is contractually agreed sharing of control of arrangement. Investments in jointly - controlled entity and associates in the consolidated financial statements are accounted for using the equity method and in the separate financial statements are accounted for using the cost, net of any accumulated impairment loss.

Investments in subsidiaries mean those companies in which the parent company in the group companies, directly or indirectly, has power more than one half of the total voting rights

or power to govern the financial and operating policies of subsidiaries. Investments in subsidiaries are stated by cost method for the separate financial statements.

General investments are investment in related companies mean those companies in which the Group has holding interest less than 20% and/or the companies which directly or indirectly have some common management, major shareholders or such related persons. The Company records investment in related companies at cost, net of any accumulated impairment loss.

The consolidated financial statements include the Group's share of profit or loss and other comprehensive income of equity accounted investees, from the date that significant influence commences until the date that significant influence ceases. When the Group's share of losses exceeds its interest in an equity accounted investee, the Group's carrying amount of that interest is reduced to zero and recognition of further losses is discontinued except to the extent that the Group has an obligation or has made payments on behalf of the investee.

The Company applies the acquisition method for all business combinations other than those with entities under common control.

Goodwill in a business combination represents the difference amount between the purchasing price and the value of consideration received. Goodwill is stated at cost less accumulated allowance for impairment (if any).

On disposal of an investment, the difference between net disposal proceeds and the carrying amount together with the associated cumulative gain or loss that was reported in equity is recognised in gain or loss.

If the Group disposes of part of its holding of a particular investment, the deemed cost of the part sold is determined using the weighted average method applied to the carrying value of the total holding of the investment.

4.7 Equipment

Equipment is stated at cost. Depreciation for equipment is calculated by the straight-line method based on the estimated useful life of each asset as follow:

	Useful life (Years)
Equipment	5
Office equipment	2-5
Furniture and fixtures	5
Vehicles	5

4.8 Intangible assets

Intangible asset is deferred computer softwares to be amortized to be an expense by straight-line method within 3-5 years.

4.9 Provision

A provision is recognised in the statement of financial position when the Group 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. Where the Group expects a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain

Presentation for a provision in the statements of comprehensive income is the net amount which can be reimbursed.

Provision for warranty expense

The provision for warranty expense is recorded when the sale of goods is delivered or services rendered is completed. The Group sets aside the provision for warranty expenses at the rate of 1 percent of the machinery value. The estimation is based on the historical actual warranty paid and other factors that are necessary to the probability of the occurrence of damages.

Onerous contracts

A provision for onerous contracts is recognised when the expected benefits to be derived by the Group from a contract are lower than the unavoidable cost of meeting the Group's obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Group recognises any impairment loss on the assets associated with that contract.

Commission expense

Commission expense is recorded in the statement of comprehensive income according to progress billing as specified in the contract.

4.10 Operating lease

Financial leases

Financial leases are leases which transfer to the Company most of substantial risks and rewards of ownership other than legal title. At the inception of the leases, the fair value of assets is recorded together with the obligation, excluding interest element, to pay future rentals.

Interest or financial expenses are recognized in the statements of comprehensive income in proportion to the principal balance.

Operation leases

Leases where most of the substantial risks and rewards of ownership of assets still remain with the leasing company are accounted for as operating leases. Rentals applicable to such operating leases are charged to the statements of comprehensive income according to the lease term.

4.11 Income Taxes

Deferred tax assets/liabilities

Deferred tax assets/liabilities are recognized for temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes as at the statements of financial position date. They will be realized in future period when the income is realized, or the expenses provided for are actually incurred and considered deductible for income tax purposes.

Deferred tax assets are recognized for deductible temporary differences or addible tax are deferred tax liabilities if it is highly probable that the Company will generate sufficient taxable profits from its future operations to utilize these assets.

At each statement of financial position date, the Company reviews and reduces the carrying amount of deferred tax assets/liabilities to the extent that it is no longer probable that sufficient taxable profit be available to allow all or part of the deferred tax asset or deferred tax liabilities to be utilized.

Income tax expense

Income tax expenses from profit/loss for the year consist of current income tax and deferred tax. Income tax expenses recognized in income statement unless part of transaction recorded in shareholders' equity recorded directly to equity.

4.12 Employee benefits

Short-term employee benefits

The Company and subsidiaries recognized salaries, wages, bonuses and contributions to the social security fund as expenses when incurred.

Long-term employee benefits

Defined contribution plan

The Company provide a provident fund, which is a defined contribution plan, the assets of which are held in a separate trust fund and managed by the external fund manager. The provident fund is contributed by payments from employees and the Company.

Contributions to the provident fund are recorded to expense in the statements of comprehensive income in the incurred period.

Defined benefit plan

The provision for employee retirement benefits is recognized as an expense of operations over the employee's service period. It is calculated by estimating the amount of future benefit earned by employees in return for service provided to the Company in the current and future periods, with such benefit being discounted to determine the present value. The reference point for setting the discount rate is the yield rate of government bonds as at the reporting date. The calculation is performed by a qualified actuary using the Projected Unit Credit Method.

4.13 Related party transactions

Related parties and related companies with the Group means the parties or the companies that have the controlling power to the Group, controlled by the Group either directly or indirectly, or under the same control with the Group. Furthermore, the related parties and related companies also means the associated companies and the parties who have holding interest with voting rights, either directly or indirectly, and have significant influence to the Company, important management, being directors or employees of the Group who have the power to manage and control the Company's operations and subsidiary companies including the family members close to the said persons which could persuade or to act in compliance with the said persons and businesses that the said persons have controlling power or significant influence, either directly or indirectly.

4.14 Basic earnings (loss) per share

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

Diluted earnings (loss) per share determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares, which comprise convertible notes and share options granted to employees.

4.15 Foreign currency transactions

Management has determined that the functional currency of the Group is US Dollar. Currencies other than the functional currency of the entity are foreign currencies. Foreign currency transactions are required to be translated into the functional currency using the exchange rates prevailing at the dates of the transaction.

Foreign exchange gains and losses resulting from the settlement of such transactions and from translation at year end exchange rate of monetary items denominated in foreign currency are recognized in the statement of comprehensive income.

To comply with the financial reporting of the regulatory requirements in Thailand, the financial statements are presented by translating from US Dollar to Thai Baht. The assets and liabilities are translated into Thai Baht by using the exchange rate as at year end date, where as the revenues and expenses are translated into Thai Baht by using average exchange rates during the year. Differences from such translations have been presented under “Differences from translation” in the statement of other comprehensive income.

4.16 Use of accounting judgments and estimates

In preparation of financial statements in accordance with generally accepted accounting standards requires management to use judgments on various estimates and assumptions that will affect the reported amounts of revenues, expenses, assets and liabilities including disclosure of contingent assets and liabilities. Actual results may differ from those estimates.

Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Company and subsidiaries make estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions of significant accounting relate primarily to estimate cost of project construction, allowance for doubtful accounts, provision for diminution in inventories, allowance for revaluation of investments, depreciation of equipment, amortization of intangible assets, deferred tax assets and provision for long - term employee benefits. All other estimates mentioned above are further disclosed in the corresponding notes to the financial statements.

5. CORRECTION OF ERRORS

- 5.1 The Company had corrected an error in respect of revenue recognition of supply contracts due to overstatements of revenues of the fourth quarter of 2013 amount of Baht 0.96 million. The Company has retrospectively adjusted the comparative previous year financial statements that resulted in as at January 1, 2014 and December 31, 2014, in the consolidated and separate financial statements. As a result, the deficit increase amount of Baht 0.96 million, currency translation differences in the shareholders' equity increase amount of Baht 0.04 million, and deferred construction revenue increase amount of Baht 1.00 million.
- 5.2 The Company had corrected an error in respect of computation of commission to agents due to overstatements of commission payable in 2014 amount of Baht 1.11 million. The Company has retrospectively adjusted the comparative previous year financial statements that resulted in decrease in deficits amount of Baht 1.10 million, currency translation differences in the shareholders' equity amount of Baht 0.01 million, and commission payable amount of Baht 1.11 million as at December 31, 2014, in the consolidated and separate financial statements.

5.3 Certain correction of errors as at January 1, 2014, are as follow:

(a) The Company had corrected an error in respect of set up of allowance for devaluation of inventories. Since most of inventories are custom - made equipment for cancelled projects which have no movements for approximately 5 - 6 years. In addition, certain inventories have not been kept at the warehouse. The Company has retrospectively adjusted the previous year financial statements. As a result, the deficit increased amount of Baht 3.71 million, currency translation differences in the shareholders' equity increased amount of Baht 0.13 million, inventories decreased amount of Baht 4.03 million, and advances payment to suppliers increased of Baht 0.19 million as at January 1, 2014, in the consolidated and separate financial statements.

(b) The Company had corrected an errors in respect of computation of commission to agents due to understatements of commission payable in 2013 amount of Baht 6.11 million. The Company has retrospectively adjusted the previous year financial statements that resulted increased in deficits amount of Baht 5.91 million, currency translation differences in the shareholders' equity amount of Baht 0.20 million, and commission payable amount of Baht 6.11 million as at January 1, 2014, in the consolidated and separate financial statements.

(c) The Company had corrected an errors in respect of investments in associated company under equity method for Global Cement Capital Partners Ltd. Since the management of the company has restated financial statements for the year 2014 from new information (financial statements of GCCP has changed the recording of acquisition - related fees in investment from expense to other receivable as described in Note 11.2) and caused the decrease in deficits of Global Cement Capital Partners Ltd. significantly. The Company has retrospectively adjusted the financial statements for year 2013, that resulted in decrease in deficits amount of Baht 36.96 million, currency translation differences in the shareholders' equity amount of Baht 11.45 million, and increase in investment in associate amount of Baht 48.41 million as at January 1, 2014, in the consolidated financial statements.

Therefore, the Company corrected errors to beginning balances as at January 1, 2014, of assets, liabilities and shareholders' equity. The amounts of adjustments affected to the statements of financial position as at January 1, 2014, can be summarised as below:-

(BAHT)

Particulars	As at January 1, 2014	
	Consolidated	Separate financial statements
Statements of financial position		
Decrease in inventories	(4,027,097)	(4,027,097)
Increase in advance payment to suppliers	194,322	194,322
Increase in investments in associates (Global Cement Capital Partners Ltd.)	48,410,724	--
Increase in accrued commission expenses	(6,113,570)	(6,113,570)
Total	38,464,379	(9,946,345)
Decrease (increase) in deficits	27,341,581	(9,617,888)
Decrease (increase) in currency translation difference in the shareholders' equity	11,122,798	(328,457)
Total	38,464,379	(9,946,345)

- 5.4 As at January 1, 2014 the Company had adjusted estimation in respect of provision for long - term employee benefits due to significantly changes in assumptions used in the estimation. The Company determined provision for long - term employee benefits by using the actuarial method. Such adjustment resulted in deficits decreased amount of Baht 15.82 million, currency translation differences in the shareholders' equity increased amount of Baht 0.07 million, and provision for long - term employee benefits decreased amount of Baht 15.89 million in the consolidated and separate financial statements.
- 5.5 The Company had corrected an error in respect of understatement in cost of sales for the year 2011 amount of Baht 1.61 million. The Company has retrospectively adjusted the previous year financial statements that resulted in as at January 1, 2014, the deficits increased amount of Baht 1.61 million, currency translation differences in the shareholders' equity decreased amount of Baht 0.10 million, and advances payment to suppliers decreased amount of Baht 1.71 million in the consolidated and separate financial statements.
- 5.6 The Company had corrected an error in respect of understatement in allowance for doubtful accounts for the year 2012, amount of Baht 131.26 million (USD 4 million). The Company has retrospectively adjusted the previous year financial statements that resulted in as at January 1, 2014, the deficits increased amount of Baht 122.72 million, currency translation differences in the shareholders' equity decreased amount of Baht 8.54 million and allowance for doubtful accounts increased amount of Baht 131.26 million in the consolidated and separate financial statements.

[Notes to the Financial Statements]

5.7 The Company had corrected an error in relation to non - recording of withholding tax deducted at source in respect of sales of investment in LNV amount of Baht 60.36 million (INR 96.00 million or USD 1.84 million) in 2013. The Company has retrospectively adjusted the previous year financial statements that resulted in as at January 1, 2014, the deficits decreased amount of Baht 54.82 million, currency translation differences in the shareholders' equity increased amount of Baht 5.54 million, and withholding tax deducted at source increased amount of Baht 60.36 million in the consolidated and separate financial statements.

6. CASH AND CASH EQUIVALENTS

(BAHT)

Particulars	Consolidated		Separate financial statements	
	2015	2014	2015	2014
Cash	49,814	20,672	40,233	18,131
Deposits at financial institutions	3,813,189	9,819,553	3,807,069	9,352,460
Total	3,863,003	9,840,225	3,847,302	9,370,591

7. TRADE AND OTHER RECEIVABLES

(BAHT)

Particulars	Consolidated		Separate financial statements	
	2015	2014	2015	2014
<u>Trade accounts receivable - Related Parties</u>				
Current	3,925,357	--	3,925,357	--
Overdue within 3 months	1,829,081	26,853,127	1,829,081	26,853,127
Over 3-6 months	8,147,001	44,332,225	11,429,842	50,948,749
Over 6-12 months	3,925,357	9,484,675	3,925,357	22,945,593
Over 12 months	55,549,996	16,164,149	90,156,113	30,982,504
Total	73,376,792	96,834,176	111,265,750	131,729,973
<u>Less Allowance for doubtful accounts</u>	(10,826,580)	--	(25,391,001)	(14,818,356)
Total trade accounts receivable - related parties - net	62,550,212	96,834,176	85,874,749	116,911,617

Particulars	Consolidated		Separate financial statements	
	2015	2014	2015	2014
<u>Trade accounts receivable - Other Companies</u>				
Current	1,111,294	6,109,677	1,111,294	6,109,677
Overdue within 3 months	12,202,062	5,017,990	12,202,062	5,017,990
Over 3-6 months	22,310,812	9,635,482	22,310,812	9,635,482
Over 6-12 months	39,488,345	7,549,586	39,488,345	7,549,586
Over 12 months	51,030,154	34,525,731	51,030,154	34,525,731
Total	126,142,667	62,838,466	126,142,667	62,838,466
<u>Less</u> Allowance for doubtful accounts	(23,220,334)	(34,526,026)	(23,220,334)	(34,526,026)
Total trade accounts receivable - Other companies - net	102,922,333	28,312,440	102,922,333	28,312,440
<u>Other receivables - Related parties</u>				
Other receivables	13,098,149	11,578,512	16,346,818	14,002,492
Accrued dividend income - related Parties	27,542,189	46,219,082	27,542,189	46,219,082
Total	40,640,338	57,797,594	43,889,007	60,221,574
<u>Less</u> Allowance for doubtful accounts	(27,542,189)	(9,888,900)	(29,721,261)	(12,105,964)
Total other account receivables - related parties - net	13,098,149	47,908,694	14,167,746	48,115,610
<u>Other receivables - Other companies</u>				
Other receivables	2,981,704	1,696,742	2,981,704	1,696,742
Prepaid expense	4,035,891	4,522,817	4,035,891	4,522,817
Others	519,222	4,386,942	519,222	4,386,942
Total	7,536,817	10,606,501	7,536,817	10,606,501
<u>Less</u> Allowance for doubtful accounts	(403,222)	(264,906)	(403,222)	(264,906)
Total other account receivables other companies - net	7,133,595	10,341,595	7,133,595	10,341,595
Total trade and other receivables - net	185,704,289	183,396,905	210,098,423	203,681,262

8. UNBILLED RECEIVABLES / DEFERRED CONSTRUCTION REVENUE

(THOUSAND BAHT)

Particulars	Consolidated		Separate financial statements	
	2015	2014 (Restated)	2015	2014 (Restated)
Cost and attributable profit	3,522,247	6,278,574	3,522,247	6,281,647
Provision for project loss	(6,903)	(13,579)	(6,903)	(13,579)
Progress billings	(3,659,657)	(6,384,457)	(3,659,657)	(6,384,457)
Total	(144,313)	(119,462)	(144,313)	(116,389)
Comprise of :				
Unbilled receivables				
Related parties (Note 33.3)	4,068	8,088	4,068	11,161
Other parties	8,281	14,547	8,281	14,547
Total (*)	12,349	22,635	12,349	25,708
<u>Less</u> Allowance for doubtful accounts	(11,158)	--	(11,158)	--
Unbilled receivables - net	1,191	22,635	1,191	25,708
Deferred construction revenue				
Related parties (Note 33.3)	--	20,966	--	20,966
Other parties	156,662	121,131	156,662	121,131
Total (*)	156,662	142,097	156,662	142,097
Total (*)	(144,313)	(119,462)	(144,313)	(116,389)

9. ADVANCE PAYMENT TO SUPPLIERS

(BAHT)

Particulars	Consolidated and Separate financial statements	
	2015	2014
Related parties (Note 33.3)	41,671,463	47,781,082
Other parties	93,049,648	69,033,644
Total	134,721,111	116,814,726
<u>Less</u> Allowance for doubtful accounts	(19,740,467)	(18,016,381)
Advance payment to suppliers - net	114,980,644	98,798,345

10. SHORT-TERM LOANS TO RELATED PARTIES

(BAHT)

Particulars	Consolidated		Separate financial statements	
	2015	2014	2015	2014
<u>Subsidiary</u>				
LV Europe S.A (Note 33.3)	--	--	24,162,535	24,583,818
<u>Less</u> Allowance for doubtful accounts	--	--	(24,162,535)	(24,583,818)
Net	--	--	--	--

The Company made a short - term loan agreement to subsidiary (LV Europe S.A) amount of Euro 0.60 million with no interest charge. As at December 31, 2015 and December 31, 2014, allowance for doubtful accounts were recorded against the short - term loan in full amount.

As at December 31, 2015 and 2014, an associated company, (Ceminter Pte. Ltd.) had an option to convert short - term loan facility amount of Baht 434.87 million (USD 12.05 million) and Baht 397.20 million (USD 12.05 million), respectively, to equity shares in Max (Myanmar) Manufacturing Co., Ltd. (MMM). Since the said matter is on a process to comply with the conditions in order to get an approval from related government authority in Myanmar which could not determine a specific completed date. Therefore, it has uncertainty regarding the timing and process in the exercise of debt to equity of Ceminter. These factors could affect the Company's investment in MMM by Ceminter which the shares being held in trust by M.Y Associates Co. Ltd. as described in Notes 33.1 (20 and 21) and the right to convert short - term loan facility to ordinary shares in Max (Myanmar) Manufacturing Co., Ltd. The said uncertainty resulted in there is a risk on share transferring and shareholder right in MMM of Ceminter.

[Notes to the Financial Statements]

As at December 31, 2015 and 2014, an associated company, (Ceminter Pte. Ltd.) has given a loan to Max (Myanmar) Manufacturing Co., Ltd. in Myanmar amount of USD 12.05 million (As at January 1, 2014 : USD 10.05 million). The loan is unsecured, interest - free and repayable within two years from the date of granting the loan. In the second quarter of 2014, the Company has waived its right in addition investment in Ceminter Pte. Ltd., as described in Note 12.1, that resulted in decrease in shareholding from 50.30 percent to 44.63 percent. As the Company reclassified the investment in Ceminter Pte. Ltd. from subsidiary to associate, thus the loan was not shown in the financial statement quarter 2 of 2015 onwards.

According to the loan agreement, the lender has an option to convert the loan facility amount of USD 30 million to ordinary shares of the borrower in order to use the fund in construction of cement plant in Myanmar.

However, the loan facility may be changed depending on the request of the borrower.

11. INVENTORIES

(BAHT)

Particulars	Consolidated and Separate financial statements	
	2015	2014
Finished goods	14,171,344	12,943,977
Goods in Transit	814,957	--
Total	14,986,301	12,943,977
<u>Less</u> Provision for dimution in inventories	(14,171,344)	(12,803,687)
Inventories - net	814,957	140,290

12. INVESTMENTS IN ASSOCIATES AND JOINTLY - CONTROLLED ENTITY

(THOUSAND BAHT)

For the years ended December 31,	Consolidated		Separate financial statements	
	2015	2014	2015	2014
Associates				
As at January 1,- before restatement	453,160	244,901	422,773	225,288
Corrected misstatement from investment in associates (Note 5.3 (C))	--	48,410	--	--

For the years ended December 31,	Consolidated		Separate financial statements	
	2015	2014	2015	2014
As at January 1, - after restatement	453,160	293,311	422,773	225,288
Transferred from investment in subsidiary	--	186,360	--	186,873
Share of profit from investment under equity method	16,625	10,831	--	--
Dividend income	--	(60,634)	--	--
Transferred from advance payment to investment in associates (Note 12.3)	--	6,491	--	6,491
Currency translation differences	30,290	16,801	40,088	4,121
As at December 31,	500,075	453,160	462,861	422,773
Jointly-controlled entity				
As at January 1,	5,551	4,378	4	3
Share of profit (loss) from investment under equity method	(36)	2,361	--	--
Dividend income	(1,632)	(1,204)	--	--
Currency translation differences	407	16	--	--
As at December 31,	4,290	5,551	4	3

Investments in associates and jointly-controlled entity as at December 31, 2015 and 2014, and dividend income for the years ended December 31, 2015 and 2014 were as follows:

(THOUSAND BAHT)

Particulars	Percentage of holding		Separate financial statements		Consolidated	
			Cost method		Equity method	
	2015	2014	2015	2014	2015	2014
Associates						
- LV Technology Engineering (Tianjin) Co., Ltd.*	49.00	49.00	85,374	77,980	126,157	110,592
- LV Latino America Equipamentos Industrial Ltda.	--	49.00	--	1,998	--	--

(THOUSAND BAHT)

Particulars	Percentage of holding		Separate financial statements		Consolidated	
			Cost method		Equity method	
	2015	2014	2015	2014	2015	2014
- Ceminter Pte. Ltd.	45.48	45.48	215,088	196,459	213,192	195,554
- Global Cement Capital Partners Ltd.*	20.00	20.00	162,399	148,334	160,726	147,014
Total			462,861	424,771	500,075	453,160
<u>Less</u> Provision for diminution in investments			--	(1,998)	--	--
Investments in associates-net			462,861	422,773	500,075	453,160
Jointly-controlled entity						
- BLVT, LLC	33.33	33.33	4	3	4,290	5,551

Particulars	Paid-up capital			Dividend (Baht) for the years ended December, 31	
	2015	2014	Currency	2015	2014
Associates					
- LV Technology Engineering (Tianjin) Co., Ltd.	4,827,846	4,827,846	USD	--	60,634,556
- LV Latino America Equipamentos Industrial Ltd.	--	200,000	Brazilian Reals	--	--
- Ceminter Pte. Ltd.	13,105,000	13,105,000	USD	--	--
- Global Cement Capital Partners Ltd.	13,415,000	13,415,000	USD	--	--
Jointly-controlled entity					
- BLVT, LLC	300	300	USD	1,632,320	1,203,570

On November 24, 2015, the Company has sold investment in associates (LV Latino America Equipamentos Industrial Ltda) of all, amount of Baht 10. The Company has recorded as gain on disposal of investments in associates amount of Baht 10 (Brazilian Real 1), in the statements of comprehensive income.

The financial statements of Global Cement Capital Partners Ltd. for the year ended December 31, 2014, for using the equity method in consolidated based on information given by the management without audited by the auditor.

(*) The Company has prepared the financial statements for the six-month period ended June 30, 2015, based on information given by the management without reviewed by the auditor, for using the equity method in the consolidated financial statements for the year ended December 31, 2015, because an associated company did not send the financial statements for the year ended December 31, 2015 to the Company.

12.1 Investment in Ceminter Pte. Ltd.

The Company entered into shareholders' agreement together with other three shareholders in order to invest in Ceminter Pte. Ltd. (a company registered in Singapore in February 2013). This company will invest in the construction of cement plant project in Max (Myanmar) Manufacturing Co., Ltd. (MMM) to be registered in Myanmar with total contract value of USD 30,000,000. Under this shareholders' agreement, the Company received 5,485,714 shares which are 69 percent of the share capital of Ceminter Pte. Ltd. The Company paid at USD 1.05 per share amount of USD 5.76 million (Baht 180.81 million). In May 2014, the Company has agreed to amend the shareholders' agreement in respect of share purchase price from USD 1.05 per share to USD 1 per share.

In December 2013, Ceminter Pte. Ltd. has increased its share capital by issuing new ordinary shares from USD 8,000,000 (8,000,000 shares at par value of USD 1 each) to USD 10,905,000 (10,905,000 shares at par value of USD 1 each) amount of USD 2,905,000 (2,905,000 shares at par value of USD 1 each). As at January 27, 2014, Ceminter Pte. Ltd. had registered and paid - up share capital amount of USD 10,905,000.

However, the Company has waived its right to buy aforementioned additional shares resulting, the shareholding in Ceminter Pte. Ltd. decreased from 69 percent to 50.30 percent. The Company's shareholding proportion is calculated from the share certificates received. The Company paid for the investment of USD 5.96 million. Of that amount, the Company obtained share certificates in the amount of USD 5.76 million whereby the remaining balance of USD 0.20 million (approximately to Baht 6.56 million) is recorded as advance for investment in subsidiary company (Note 13.2). Subsequently, the Company received all share certificates totalling 5.96 million shares on September 11, 2014.

On April 9, 2014, the Board of Director's Meeting No.4/2014 has approved to waive its right in additional investment in Ceminter Pte. Ltd. amount of 2,000,000 shares to Atsawin Mekong Fund Limited because the Company has no adequate fund for the increase share. In the second quarter of 2014, Ceminter Pte. Ltd. has share capital and paid - up share capital amount of USD 12,905,000 that resulted in decrease in shareholding from 50.30 percent to 44.63 percent then recorded as investment in associate and in the third quarter of 2014, Ceminter Pte. Ltd. has share capital and paid - up share capital amount of USD 13,105,000 that resulted in increase in shareholding from 44.63 percent to 45.48 percent from advance payment for investment amount of USD 200,000.

As at December 31, 2015 and 2014, Ceminter Pte. Ltd. has the right to convert the short term loan of Baht 434.87 million (USD 12.05 million) and Baht 397.20 million (USD 10.05 million), respectively (see Note 10).

As at December 31, 2015 and 2014, Ceminter Pte. Ltd. has investment in MMM, the share has been held in trust by M.Y Associates Co. Ltd. The said uncertainty resulted in there is a risk on share transferring and shareholder right in MMM of Ceminter Pte. Ltd., which is an associate of Company (see Note 10).

2.8 Investment in Global Cement Capital Partners Ltd.

The Company entered into a shareholder agreement with other four shareholders to form jointly-controlled entity, namely, Wng Yip International Inc. (a company registered in Brunei in May 2011). Subsequently, Wng Yip International Inc. changed its name to Global Cement Capital Partners Ltd. (GCCP). The Company has 20 percent shareholding in GCCP.

GCCP will invest in cement plants projects which comprised of Chakrey Ting Cement Factory Co., Ltd. in Cambodia, Kanbawza Industries Limited in Myanmar, C.G. Cement Industries Private Ltd. in Nepal, and C.G. Cement Industries Palpa Private Ltd. in Nepal at the rate of 26.00, 13.89, 35.00 and 35.00 percent, respectively. In 2013, GCCP had sold the investment in Chakrey Ting Cement Factory Co., Ltd. to CCC Holding Limited.

During 2013 and 2012, GCCP has made an investment in C.G. Cement Industries Privated Ltd. - (Dumkibas) and C.G. Cement Industries Palpa Privated Ltd. - (Palpa) in Nepal amount of USD 2,240,000 (including acquisition - related fees as investment in the amount of USD 840,000) and amount of USD 5,050,000 (including acquisition - related fees as investment in the amount of USD 3,825,000), respectively. The acquisition - related fees as investment amount of USD 4,665,000 were paid to Cinnovation Incorporated which is major shareholder of CG Cement Global Pte. Ltd. (CGCG). CGCG is the Company's shareholder as described in Notes 33.1 (18 and 19). The financial statements of GCCP as at June 30, 2015 and December 31, 2014 (without reviewed and audited from its auditor), had recorded the acquisitions - related fees in investments in these projects as Other Receivable

under Non - Current Assets since they have not yet registered the capital increase. (The financial statements of GCCP had been changed a recording of these investments from recorded as investment in Jointly - controlled entity in 2012 to recorded the investment, excluding acquisitions - related fees as Other Receivable and acquisitions - related fees as expense in 2013 and recorded acquisitions - related fees as Other Receivable in 2014).

In 2012, GCCP paid advances (recorded as loan receivable) to director of GCCP (a former director of the Company) amount of USD 7 million in order to invest in 50 percent of shares in Saudi Danish Cement Company Limited (SDCC) in UAE. And the said company invests in Kanbawza Industries Ltd. in Myanmar amount of USD 14 million with 16.67 percent of shareholding. Due to limitation of Myanmar's regulation, the shares of Kanbawza Industries Ltd. are held in trust by a related person residing in Myanmar. GCCP is on process for obtaining shareholder right of Kanbawza Industries Ltd. as follow:

a. To transfer share of Saudi Danish Cement Company Limited holding by a former director of the Company to GCCP; however, the former director informed that the share transfer is still on the process. Currently, it is uncertainty of share transferring to GCCP.

b. To transfer share of Kanbawza Industries Ltd. in Myanmar, invested by Saudi Danish Cement Company Limited. Currently, has been held in trust by a related person residing in Myanmar. At present, there is uncertainty of share transferring due to process of law and require approval from related government authority in Myanmar.

Since the investment in SDCC has been made by the former director on behalf of GCCP and the share has been held in trust by Mr. Ye Htut, the major shareholder of M.Y Associates Co., Ltd. These factors could affect the Company's investment in GCCP. The said uncertainty resulted in there is a risk on share transferring and shareholder right in KBZI of GCCP, which is an associate of Company.

12.3 Advances payment for investment in associate

(THOUSAND BAHT)

Particulars	Consolidated and separate financial statements	
	2015	2014
Beginning balances	60,981	60,705
Proceeds from advances payment for investment in associate	(62,027)	--
Transferred advance payment for investment in subsidiary to advance payment for investment in associate (Note 13.2)	--	6,491
Transferred to investments in associate	--	(6,491)
Currency translation differences	1,046	276
Ending balances	--	60,981

[Notes to the Financial Statements]

As at December 31, 2014, the Company has remaining advances payment to GCCP totalling USD 1.85 million. The Company has received refund of advance amount of USD 1.85 million on July 3, 2015.

In 2014, the Company has transferred advance payment for investments in associate (Ceminter Pte. Ltd.) amount of USD 0.20 million to investments in associate, the Company received certificate a total of 5.96 million shares on September 11, 2014 (see Note 12.1).

13. INVESTMENTS IN SUBSIDIARIES

(THOUSAND BAHT)

Particulars	Separate financial statements			
	Percentage of holding		Cost method	
	2015	2014	2015	2014
Subsidiaries				
- Goal Consulting and Trading Co., Ltd.	99.70	99.70	592	531
- LV Europe S.A *	92.29	92.29	12,393	11,117
Total			12,985	11,648
<u>Less</u> Provision for impairments			(12,985)	(11,648)
Investments in subsidiaries - net			--	--

(*) The financial statements have been prepared based on information given by the management without audited by the auditor (see Note 13.1).

Particulars	Paid - up capital			Dividend (Thousand Baht) for the years ended	
	2015	2014	Currencies	2015	2014
Subsidiaries					
- Goal Consulting and Trading Co., Ltd.	500,000	500,000	THB	--	--
- LV Europe S.A	280,000	280,000	EURO	--	--

[Notes to the Financial Statements]

13.1 Investment in LV Europe S.A

The Company recognized provision for the full amount of the excess loss over investment cost of LV Europe S.A. as a liability because the Company has issued the letter of comfort to provide financial support to subsidiary according to the letter dated June 11, 2013.

As a resolution of the Board of Director's Meeting on June 11, 2014, the Company cancelled the providing financial support to the subsidiary.

(THOUSAND BAHT)

Particulars	Separate financial statements	
	2015	2014
Excess loss on carrying value of investment		
As at January 1,	2,759	2,747
Currency translation differences	262	12
Total	3,021	2,759

On June 8, 2015, the Board of Directors Meeting No. 2/2015 resolved to cancel the disposal of the investment in LV Europe S.A. and agreed in the principle to terminate LV Europe S.A.

As at December 31, 2015 and 2014, the financial statements of LV Europe S.A. shown an excess of liabilities over assets amount of Euro 1.16 million (Baht 45 million) and of Euro 1.13 million (Baht 45 million), respectively.

13.2 Advances payment for investment in subsidiary

In the year 2014, the Company has transferred the investment in subsidiary (Ceminter Pte. Ltd.) to the investment in associate due to a decrease in shareholding investment. The Company recorded such payment as advance payment for investment in associated company. (see Note 12.3).

14. GENERAL INVESTMENTS

(THOUSAND BAHT)

Company	Percentage of holding		Cost Method			
			Consolidated		Separate financial statements	
	2015	2014	2015	2014	2015	2014
LNV Technology Private Ltd.	16	16	62,371	56,969	612	559

(หน่วย : พันบาท)

(THOUSAND BAHT)

Company	Relationship	Paid - up capital		Dividend for the years ended December, 31	
		2015	2014	2015	2014
LNV Technology Private Ltd.	Related company	3,934	3,934	2,272	2,316

The Company has reclassified the investment previously recorded as investment in associate to general investments as from the selling some part of the investment in 2013.

15. LONG - TERM DEPOSITS AND RESTRICTED DEPOSITS

As at December 31, 2015 and 2014, the Company has bank deposits as collateral for the issuance of bank guarantees to secure the employment with the interest at the rates of 0.25-2.05 percent per annum and 0.05-2.20 percent per annum, respectively.

16. RETENTION RECEIVABLE FROM CONSTRUCTIONS CONTRACT

(THOUSAND BAHT)

Particulars	Consolidated and separate financial statements	
	2015	2014
Related parties (Note 33.3)	287,146	234,493
Other parties	304,057	261,043
Total	591,203	495,536
<u>Less</u> allowance for doubtful accounts	(193,957)	(179,131)
Retention receivable from constructions contract - net	397,246	316,405

[Notes to the Financial Statements]

17. EQUIPMENT

(BAHT)

Consolidated and Separate financial statements	Equipment	Office equipment	Furniture and fixtures	Vehicles	Vehicles under financial leases	Total
<u>Cost</u>						
As at January 1, 2014	1,547,435	9,165,148	4,358,794	3,193,360	--	18,264,737
Purchases	98,849	328,715	--	--	--	427,564
Sold and amortization	(9,977)	(96,042)	--	--	--	(106,019)
Currency translation differences	7,045	41,728	19,845	14,540	--	83,158
As at December 31, 2014	1,643,352	9,439,541	4,378,639	3,207,900	--	18,669,440
Purchases	--	392,897	--	--	5,999,998	6,392,895
Sold and amortization	(367,296)	(805,191)	--	--	--	(1,172,487)
Currency translation differences	155,825	895,072	415,189	304,178	135,062	1,905,326
As at December 31, 2015	1,431,881	9,922,327	4,793,828	3,512,078	6,135,060	25,795,174
<u>Accumulated depreciation</u>						
As at January 1, 2014	1,394,921	8,166,886	3,373,914	3,193,295	--	16,129,016
Depreciation for the year 2014	119,187	642,535	457,604	--	--	1,219,326
Sold and amortization	(9,975)	(91,514)	--	--	--	(101,489)
Currency translation differences	8,197	46,743	21,748	14,539	--	91,227
As at December 31, 2014	1,512,330	8,764,650	3,853,266	3,207,834	--	17,338,080
Depreciation for the year 2015	79,246	537,268	327,773	--	171,335	1,115,622
Sold and amortization	(367,292)	(801,814)	--	--	--	(1,169,106)
Currency translation differences	148,901	863,654	383,662	304,172	1,208	1,701,597
As at December 31, 2015	1,373,185	9,363,758	4,564,701	3,512,006	172,543	18,986,193
<u>Net book value</u>						
As at December 31, 2014	131,022	674,899	525,373	66	--	1,331,360
As at December 31, 2015	58,696	558,569	229,127	72	5,962,517	6,808,981

18. INTANGIBLE ASSETS

(BAHT)

Computer software	Consolidated and Separate financial statements
<u>Cost</u>	
As at January 1, 2014	20,796,068
Currency translation differences	94,684
As at December 31, 2014	20,890,752
Currency translation differences	1,980,892
As at December 31, 2015	22,871,644
<u>Accumulated amortization</u>	
As at January 1, 2014	20,501,775
Amortization expenses for the year 2014	291,384
Currency translation differences	96,462
As at December 31, 2014	20,889,621
Amortization expenses for the year 2015	--
Currency translation differences	1,980,785
As at December 31, 2015	22,870,406
<u>Net book value</u>	
As at December 31, 2014	1,131
As at December 31, 2015	1,238

7. TRADE AND OTHER PAYABLES

(THOUSAND BAHT)

Particulars	Consolidated		Separate financial statements	
	2015	2014	2015	2014
Related parties (Note 33.3)	307,206	150,467	307,321	150,546
Other parties	84,829	260,529	83,729	260,002
Total	392,035	410,996	391,050	410,548

20. SHORT - TERM LOANS FROM RELATED PERSON AND PARTIES

(BAHT)

Particulars	Consolidated		Separate financial statements		Interest rate (%)	
	2015	2014	2015	2014	2015	2014
<u>Related person</u>						
Beginning balance	19,909,280	--	19,909,280	--		
<u>Add</u> Addition during the years	--	20,122,100	--	20,122,100		
<u>Less</u> Repayment during the years	--	--	--	--		
Gain on exchange rate	(1,807,216)	(527,780)	(1,807,216)	(527,780)		
<u>Add (Less)</u> Currency translation differences	1,818,843	314,960	1,818,843	314,960		
Ending balances	19,920,907	19,909,280	19,920,907	19,909,280	6.00	6.00
Total loans from related person	19,920,907	19,909,280	19,920,907	19,909,280		
<u>Related parties</u>						
Ceminter Pte. Ltd.						
Beginning balances	32,963,000	32,813,600	32,963,000	32,813,600		
Add Addition during the years	--	--	--	--		
Less Repayment during the years	--	--	--	--		
Add (Less) Currency translation differences	3,125,600	149,400	3,125,600	149,400		
Ending balances	36,088,600	32,963,000	36,088,600	32,963,000	1.00	1.00
Goal Consulting and Trading Co., Ltd						
Beginning balances	--	--	11,443,855	--		
Add Addition during the years	--	--	--	11,445,513		
Less Repayment during the years	--	--	--	--		
Gain on exchange rate	--	--	(1,038,788)	(210,145)		
Add (Less) Currency translation differences	--	--	1,045,471	208,487		
Ending balances	--	--	11,450,538	11,443,855	2.00	2.00
Total loans from related parties	36,088,600	32,963,000	47,539,138	44,406,855		
Total loans from related person and parties	56,009,507	52,872,280	67,460,045	64,316,135		

[Notes to the Financial Statements]

On June 30, 2014, the Company has entered into loan agreement amount of Baht 20 million with an individual who was formerly the founder of the Company. The loan bears interest at the rate of 6.00 percent per annum and is repayable within 6 months or within 30 days from calling date. The Company pledged the shares of LNV Technology Private Limited amount of 9,250 shares as collateral against the loan.

In September 2014, the Company has issued promissory notes for a subsidiary (Goal Consulting and Trading Co., Ltd.) amount of Baht 11.50 million. The promissory notes are repayable on calling date. The said promissory notes are unsecured and bear interest at the rate of 2 percent per annum.

In August 2013, the Company has entered into a loan agreement with subsidiary (Ceminter Pte. Ltd.) amount of USD 1 million. The loan is repayable within one year or 30 days after calling date. The said loan is unsecured and bears interest at the rate of 1 percent per annum. The Company reclassified the investment from a subsidiary to an associated company since the second quarter of 2014 (see Note 12.1).

21. ADVANCES RECEIVED FROM CUSTOMERS

(THOUSAND BAHT)

Particulars	Consolidated and separate financial statements	
	2015	2014
Related parties (Note 33.3)	271,610	261,499
Other parties	144,378	111,581
Total	415,988	373,080

22. LONG-TERM FINANCIAL LEASE LIABILITIES

(BAHT)

Particulars	Consolidated and separate financial statements
	2015
With in 1 year	790,123
Over 1 year not over 5 years	3,706,322
Total minimum amount to pay	4,496,445
<u>Less</u> Portion due within one year	(790,123)
Long-term financial lease liabilities-net	3,706,322

The portion of long-term financial lease liabilities due within one year has been shown under current liabilities.

23. RETIREMENT BENEFIT OBLIGATION

(THOUSAND BAHT)

Particulars	Consolidated and Separate financial statements	
	2015	2014
Retirement benefit obligation		
Beginning balances as at January 1,	1,848	15,998
Current service cost	300	1,580
Interest cost	64	527
Employee benefit paid during the years	--	(472)
Differences from actuarial estimates (recognised in other comprehensive income)	--	(15,815)
Currency translation differences	194	30
Ending balances as at December 31,	2,406	1,848

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

Particulars	Consolidated and Separate financial statements
	2015 and 2014
Discount rate	3.60% per annum
Salary increase rate	4.00-10.0% per annum
Turnover rate	0-25.00% per annum

24. SHARE CAPITAL

Particulars	Par value (Baht)	2015		2014	
		No. of share (thousand shares)	Amount (thousand Baht)	No. of share (thousand shares)	Amount (thousand Baht)
Registered share capital					
Beginning balances	1.00	864,231	864,231	915,231	915,231
Increase (decrease) of capital		--	--	(51,000)	(51,000)
Ending balances	1.00	864,231	864,231	864,231	864,231
Issued and paid-up share capital					
Beginning balances	1.00	692,095	692,095	692,072	692,072
Exercised warrant (LVT-W3)		--	--	23	23
Ending balances	1.00	692,095	692,095	692,095	692,095

On February 11, 2014, the Company received cash from subscription of LVT-W3 from warrant holders amount of Baht 29,006. The warrant holders exercised the right to buy share capital amount of 23,205 shares at Baht 1.25 each. The Company recorded the increase amount of 23,205 shares at par value of Baht 1 each (from 692,071,894 shares to 692,095,099 shares), and increase in premium on common stocks amount of Baht 5,801. The Company had registered the increase in paid - up share capital with the Ministry of Commerce on February 19, 2014.

On March 11, 2014, the Extraordinary Shareholders' Meeting No. 1/2014 resolved that:

- To decrease the Company's shares capital amount of Baht 51,000,000 by eliminating 51,000,000 unissued share capital at par value of Baht 1 each (from existing amount of Baht 915,230,874 to be the new registered share capital amount of Baht 864,230,874 comprised of 864,230,874 shares capital at par value of Baht 1). The Company had registered the capital reduction with the Ministry of Commerce on March 24, 2014.
- To disapprove of issuing and offering warrant No.4 (LVT-W4) in the amount not exceeding 269,234,848 units with no offering price.
- To disapprove of increase the Company's registered share capital by an additional amount of Baht 807,704,543 by issuing 807,704,543 new shares capital at par value of Baht 1 from the existing registered share capital amount of Baht 864,230,874 to newly registered share capital amount of Baht 1,671,935,417 comprised of 1,671,935,417 shares capital at par value of Baht 1.

According to the resolution of the Extraordinary Shareholders' Meeting No. 1/2013 held on January 7, 2013, to reserve new share capital not more than amount of 172,846,175 shares for the exercise of warrants No.3 (LVT-W3). Until last exercise period on February 14, 2014, the Company issued totalling 710,400 shares to the holders of warrant No.3 (LVT-W3). The Company has outstanding share capital reserved for the exercise of warrant No.3 (LVT-W3) amount of 172,135,775 shares. However, warrants No.3 (LVT-W3) were expired on February 14, 2014.

25. PREMIUM ON COMMON STOCKS

In accordance with the Public Company Act B.E. 2535, it requires companies to set aside share subscription monies received in excess of the par value of the shares issued to a reserve account “premium on common stocks”. Premium on common stocks is not available for dividend distribution. Movement of premium on common stocks as follows:

(BAHT)

Particulars	Consolidated and separate financial statements	
	2015	2014
Beginning balances	238,192,456	238,186,656
<u>Add</u> Increase share capital in the year	--	5,800
Ending balances	238,192,456	238,192,456

26. LEGAL RESERVE

The legal reserve is set aside under the Public Companies Act B.E. 2535 which requires a public company to set aside as a legal reserve at least 5 percent of its net income after accumulated deficit brought forward (if any) until the reserve reaches 10 percent of the authorized capital. This reserve is not available for dividend distribution.

27. EARNINGS (LOSS) PER SHARE

The basic earnings (loss) per share is computed from the profit (loss) for the years attributable to equity holders of the Company and the weighted average number of share capital outstanding during the years as detailed below:

For the years ended December 31,	Consolidated		Separate financial statements	
	2015	2014	2015	2014
- Earnings (loss) attributable to equity holders of the Company (basic) (Thousand Baht)	15,464	(168,848)	6,107	(120,147)
- Number of share capital outstanding as at January 1, (Thousand shares)	692,095	692,072	692,095	692,072
- Effect of conversion of warrants or issue new shares (Thousand shares)	--	23	--	23
- Weighted average number of shares (basic) (Thousand shares)	692,095	692,095	692,095	692,095
Earnings (Loss) per share (Basic) (Baht)	0.02	(0.24)	0.01	(0.17)

28. PROVIDENT FUND

The Group company has set up a provident fund for its employees under the Provident Fund Act B.E. 2530 (1987) for the staff welfare as well as security upon their resignation or retirement as defined by the Company's regulations, which is contributed by its employees and by the Company at the rate of 2-10% of salary. The provident fund is managed by a licensed Fund Manager.

The Company contributed to the fund and charged directly to the statements of comprehensive income for the years ended December 31, 2015 and 2014, totalling 1.73 million and Baht 2.66 million, respectively.

On February 27, 2017, the Group company has been suspending payment employee's provident fund since March 2017.

29. INCOME TAX

Corporate income taxes of the Company and subsidiaries for the years ended December 31, 2015 and 2014 have been calculated from the accounting profit (loss) adjusted with other revenues and some expenses which are exempted from income tax or being disallowable expenses in tax computation purposes and the adjusted net loss brought forward under Revenue Code not exceeding 5 accounting years prior to the current year.

The Company and subsidiaries income tax computation is calculated at the rate of 20 percent for years 2015 and 2014.

Income taxes expenses recognized in statements of comprehensive income consist:

(BAHT)

For the years ended December 31,	Consolidated		Separate financial statements	
	2015	2014	2015	2014
The corporate income tax for the year ended	6,391	211,980	--	--
Deferred taxes from temporary differences	--	--	--	--
Income tax expenses	6,391	211,980	--	--

The Group company did not recognize deferred tax assets/liabilities in the Consolidated and separate financial statements for the years ended December 31, 2015 and 2014, to the extent that it is no longer probable that sufficient taxable profit to be utilized of the temporary differences to be deductible and unused tax loss.

30. CLASSIFICATION OF EXPENSES BY NATURE OF EXPENSES

(BAHT)

For the years ended December 31,	Consolidated		Separate financial statements	
	2015	2014	2015	2014
Construction materials, supplies and sub - constructor cost	423,969,520	430,802,948	423,969,520	430,802,948
Purchase of goods for sale	2,795,174	7,973,893	2,795,174	7,973,893
Provision for claim and penalty	12,442,232	74,618,908	12,442,232	74,618,908
Directors and executive remuneration	23,810,479	25,997,088	23,810,479	25,997,088
Staff costs	69,148,796	97,061,121	69,148,796	95,608,976
Depreciation and amortization	1,115,622	1,510,710	1,115,622	1,510,710
Finance cost	1,602,892	1,779,554	1,829,061	1,936,744
Other expenses	94,222,180	127,338,531	83,349,133	127,550,881
Total expenses รวมค่าใช้จ่าย	629,106,895	767,082,753	618,460,017	766,000,148

31. FINANCIAL INFORMATION BY SEGMENT

The business operations of the Group principally involve in providing engineering services which include the design and development, with an aim of improving operation efficiency of machinery and equipment for cement industry and related industries in worldwide. Revenues by geographical areas as follow:

(THOUSAND BAHT)

Particulars	For the years ended	
	December 31, 2015	December 31, 2014
Geographical segments		
Sales and services - Domestic	20,122	7,559
Sales and services - Overseas		
- America	27,725	173,914
- Europe	462	--
- Asia	557,020	389,789
Total	605,329	571,262

32. COMMITMENT AND CONTINGENT LIABILITIES

As at December 31, 2015 and 2014, the Group company has commitments and contingent liabilities as follow:

(THOUSAND)

Particulars	Consolidated and separate financial statements	
	2015	2014
<u>Currency : BAHT</u>		
Non-cancellable operating lease commitments		
Within one year	4,954	6,035
After one year but within five years	5,199	1,864
Total	10,153	7,899
<u>Currency : BAHT</u>		
Other commitments		
Letters of guarantee	30,893	76,309
<u>Currency : USD</u>		
Unused letters of credit for goods	10	--

As at December 31, 2015 and 2014, the Group company has the commitments in respect of:

- Various operating lease agreements covering its office equipment, office space, and related facilities for periods of 1-4 years which will be expired during 2016 to 2018.
- Machinery supply for the engineering and supply contracts with the customers totalling USD 15.61 million.
- Installation and other services for the engineering and supply contracts with the customers totalling USD 0.45 million.

33. TRANSACTIONS WITH RELATED PERSONS AND PARTIES

The Company had transactions with its subsidiaries and related parties, given that those companies having the same group of shareholders or mutual directors. Significant inter-company transactions and outstanding balances are summarized below:

33.1. RELATIONSHIPS OF THE RELATED PERSONS AND PARTIES

Name of related persons and parties	Incorporated in/ nationality	Type of business	Relationship
<u>Subsidiaries</u>			
1. Goal Consulting and Trading Co., Ltd.	Thailand	Consulting for engineering and equipment	99.70% shareholding and more than half of directors are representatives of the Company
2. LV Europe S.A.	France	Consulting for engineering and equipment	92.29% shareholding
<u>Associates</u>			
3. LV Technology Engineering (Tianjin) Co., Ltd. (LVTC)	People's Republic of China	Supply of equipment for cement	49% shareholding
4. Ceminter Pte. Ltd.	Singapore	Investment company	45.48% shareholding
5. Global Cement Capital Partners Ltd. (GCCP)	Brunei Darusalam	Investment company	20% shareholding and having Co - directors
<u>Jointly - controlled entity</u>			
6. BLVT, LLC	USA	Consulting for engineering and equipment	33.33% shareholding
<u>Related companies</u>			
7. M.Y. Cement Pte. Ltd.	Singapore	Investment company	A related company
8. LNV Technology Private Ltd. (LNVT)	India	Supply of engineering and equipment for cement and related related industry	16% shareholding and LNVT holds approx. 10% shareholding in GCCP
9. C.G. Cement Industries Private Ltd.	Nepal	Cement manufacturer	GCCP holds 35% shareholding
10. C.G. Cement Industries Palpa Private Ltd.	Nepal	Cement manufacturer	GCCP holds 35% shareholding

Name of related persons and parties	Incorporated in/ nationality	Type of business	Relationship
11. Saudi Danish Cement Company Ltd. (SDCC)	UAE	Investment Company	Mr. Hans-Jorgen Ibsen Nielsen (former director of the Company) hold 50% *hold shares on behalf of GCCP and will transfer to GCCP; however, no transferring of share since 2012 until now.
12. NAJM Investment Ltd.	UAE	Investment company	GCCP holds 50% shareholding
13. Precitech Manufacturing Private Ltd.	India	Supply of equipment for cement	LNVT holds 100% shareholding
14. Vertex Cement (P) Ltd.	India	Cement manufacturer	LNVT holds 50% shareholding
15. Star Cement Lda	Mozambique	Cement manufacturer	NAJM holds 60% shareholding
16. Kanbawza Industries Ltd.	Myanmar	Cement manufacturer	SDCC holds 16.67% shareholding (Mr. Ye Htut is appointed trustee to hold share on behalf of SDCC)
17. LV (Tianjin) International Trading Co.,Ltd	People's Republic of China	Supply of Equipment for Cement	LVTC holds 100% shareholding
18. CG Cement Global Pte. Ltd. (CGCG)	Singapore	Investment company	Major shareholder of the company with 9.76% shareholding
19. Cinnovation Incorporated	Nepal	Investment company	The major shareholder of CG Cement Global Pte. Ltd.
20. MY Associates Co., Ltd	Myanmar	Trading company	An appointed trustee of Ceminter. Pte Ltd and SDCC Mr.Ye Htut is the major shareholder
21. Max (Myanmar) Manufacturing Co., Ltd	Myanmar	Cement manufacturer	Ceminter Pte. Ltd. holds 10% shareholding (MY Associates Co., Ltd is appointed as trustee to hold share on behalf of Ceminter Pte. Ltd.)
22. Gold Cement Co., Ltd.	Myanmar	Trading company	Mr.Ye Htut (related person) is the major shareholder

Name of related persons and parties	Incorporated in/ nationality	Type of business	Relationship
23. Mr. Hans - Jorgen	Danish	Businessman	Major shareholders and was executive managing director of the Company. Mr.Hans-Jorgen Ibsen Nielsen resigned from management position since July 9, 2013 and was employed as senior executive consultant. Currently, he is not employed by the Company.
24. Mr. Ye Htut	Myanmar	Businessman	An appointed trustee of SDCC and major shareholder of M.Y. Associates Co., Ltd.

Pricing policies of related party transactions are as follows:

Technical assistance fee, revenue from subcontract, and cost from subcontract presented in statements of comprehensive income are in accordance with the general trading terms or the mutual agreed prices.

33.2 INTER - COMPANY BALANCES, REVENUES AND EXPENSES

The revenues, expenses and other transactions for the year ended December 31, 2015 and 2014 were as follows:

	Consolidated		Separate financial statements	
	2015	2014	2015	2014
Subsidiaries				
Consulting income	--	--	--	24,783
Finance costs	--	--	168	158
Associates				
Dividend income	--	--	--	60,634
Other incomes	--	1,651	--	1,651
Costs of sales and services	3,021	67,582	3,021	67,582
Finance costs	169	244	169	244

Jointly - controlled entity

Dividend income	--	--	--	1,203
Related companies				
Sales and services	346,671	180,137	346,671	180,137
Costs of sales and services	110,191	87,149	110,191	87,149
Dividend income	2,272	2,316	2,272	2,316
Related person				
Finance costs	897	605	897	605
Key management personnel compensation (*)				
Short-term employee benefits	6,046	25,600	6,046	25,600
Retirement employee benefits	25	397	25	397
Total key management personnel compensation	6,071	25,997	6,071	25,997
Compensation of former director as senior executive consultant				
Short-term employee benefits	947	4,546	947	4,546
Retirement employee benefits	--	--	--	--
Total former director compensation	947	4,546	947	4,546

(*) Key management benefit expenses

Management benefit expenses represent benefits paid to the Company's management comprised of monetary compensation such as salaries and related benefits including benefits paid by other means. The Company's management is the persons defined under the Securities and Exchange Act.

33.3. INTER - COMPANY BALANCES OF ASSETS AND LIABILITIES

(THOUSAND BAHT)

Particulars	Consolidated		Separate financial statements	
	2015	2014	2015	2014
Trade and other receivables				
<u>Subsidiaries</u>				
- LV Europe S.A.*	--	--	17,021	17,035
- Goal Consulting and Trading Co., Ltd.	--	--	24,117	20,284
<u>Associates</u>				
- Global Cement Capital Partners Ltd.	13	12	13	12
- LV Technology Engineering (Tianjin) Co., Ltd.*	25,011	44,142	25,011	44,142
<u>Jointly - controlled entity</u>				
- BLVT, LLC	433	396	433	396
<u>Related parties</u>				
- LV (Tianjin) International Trading Co., Ltd.	11,776	3,994	11,776	3,994
- LNV Technology Private Ltd.*	15,895	12,267	15,895	12,267
- Max (Myanmar) Manufacturing Co., Ltd.	59,063	92,167	59,063	92,167
- Kanbawza Industries Ltd.	1,811	1,654	1,811	1,654
- Mr.Hans-Jorgen Ibsen Nielsen	14	--	14	--
Total	114,016	154,632	155,154	191,951
<u>Less</u> Allowance for doubtful accounts*	(38,368)	(9,889)	(55,112)	(26,924)
Net	75,648	144,743	100,042	165,027

(THOUSAND BAHT)

Particulars	Consolidated		Separate financial statements	
	2015	2014	2015	2014
Unbilled receivables				
<u>Subsidiary</u>				
- Goal Consulting and Trading Co., Ltd.	--	--	--	3,073
<u>Related parties</u>				
- Star Cement Lda.	1,121	1,024	1,121	1,024
- Kabawza Industries Ltd.	2,947	7,064	2,947	7,064
Total	4,068	8,088	4,068	11,161
Advance payments to suppliers				
<u>Associate</u>				
- LV Technology Engineering (Tianjin) Co., Ltd.	39,712	33,183	39,712	33,183
<u>Related parties</u>				
- LNV Technology Private Ltd.	546	589	546	589
- LV (Tianjin) International Trading Co., Ltd.	774	14,009	774	14,009
- Gold Cement Co., Ltd	639	--	639	--
Total	41,671	47,781	41,671	47,781
<u>Less</u> Allowance for doubtful accounts	(17,555)	(16,034)	(17,555)	(16,034)
Net	24,116	31,747	24,116	31,747
Short - term loans to related parties				
<u>Subsidiary</u>				
- LV Europe S.A	--	--	24,612	24,584
<u>Less</u> Allowance for doubtful accounts	--	--	(24,612)	(24,584)
Net	--	--	--	--
Advances payment for investments				
<u>Associate</u>				
- Global Cement Capital Partners Ltd.	--	60,981	--	60,981
Total	--	60,981	--	60,981

(THOUSAND BAHT)

Particulars	Consolidated		Separate financial statements	
	2015	2014	2015	2014
Retention receivable from constructions contract				
<u>Related parties</u>				
- Kanbawza Industries Ltd.	223,627	203,790	223,627	203,790
- Max (Myanmar) Manufacturing Co., Ltd.	63,519	30,703	63,519	30,703
Total	287,146	234,493	287,146	234,493
<u>Less</u> Allowance for doubtful accounts	(144,354)	(131,852)	(144,354)	(131,852)
Net	142,792	102,641	142,792	102,641
Trade and other payables				
<u>Subsidiary</u>				
- Goal Consulting and Trading Co., Ltd.	--	--	115	79
<u>Associates</u>				
- LV Technology Engineering (Tianjin) Co., Ltd.	206,585	78,574	206,585	78,574
- Ceminter Pte. Ltd.	126	444	126	444
<u>Related person and parties</u>				
- LNV Technology Private Ltd.	27,934	26,750	27,934	26,750
- LV (Tianjin) International Trading Co., Ltd.	49,152	37,901	49,152	37,901
- M.Y Associates Co., Ltd.	21,407	6,137	21,407	6,137
- Kanbawza Industries Ltd.	91	83	91	83
- Mr. Hans-Jorgen Ibsen Nielsen	314	515	314	515
Accrued engineering service payable				
<u>Associate</u>				
LV Technology Engineering (Tianjin) Co., Ltd.	1,597	63	1,597	63
Total	307,206	150,467	307,321	150,546
Short - term loans				
<u>Subsidiary</u>				
- Goal Consulting and Trading Co., Ltd.	--	--	11,450	11,444
<u>Associate</u>				
- Ceminter Pte. Ltd.	36,089	32,963	36,089	32,963

(THOUSAND BAHT)

Particulars	Consolidated		Separate financial statements	
	2015	2014	2015	2014
<u>Related person</u>				
- Mr. Hans-Jorgen Ibsen Nielsen	19,921	19,909	19,921	19,909
Total	56,010	52,872	67,460	64,316
Deferred construction revenue				
<u>Related party</u>				
- Max (Myanmar) Manufacturing Co., Ltd.	--	20,966	--	20,966
Total	--	20,966	--	20,966
Advances received from customers				
<u>Related parties</u>				
- LV (Tianjin) International Trading Co., Ltd.	2,602	4,354	2,602	4,354
- Kanbawza Industries Ltd.	4,767	16,446	4,767	16,446
- Max (Myanmar) Manufacturing Co., Ltd.	264,241	240,699	264,241	240,699
Total	271,610	261,499	271,610	261,499
Accrued equipment costs				
<u>Associate</u>				
- LV Technology Engineering (Tianjin) Co., Ltd.	38	19,283	38	19,283
<u>Related party</u>				
- LV (Tianjin) International Trading Co., Ltd.	--	36,127	--	36,127
Total	38	55,410	38	55,410
Accrued commissions				
<u>Related party</u>				
- M.Y Associates Co., Ltd.	19,958	13,947	19,958	13,947
Total	19,958	13,947	19,958	13,947

34. FINANCIAL INSTRUMENTS

The Company and subsidiaries have financial instruments information both presented in and off the statements of financial position are as follows:

34.1 Accounting policies

The accounting policies have been as disclosed in Note 4.

34.2 Financial risk management policies

The Group is exposed to normal business risks about ability to continue as a going concern (see Note 2.7). The Company was preparing of rehabilitation plan.

34.3 Capital management

The Company has several limitations about capital management because the Company was preparing of rehabilitation plan.

34.4 Interest rate risk

Interest rate risk is the risk that future movements in market interest rates affecting the results of the Group's operations and its cash flows. The Group is primarily exposed to interest rate risk from its loans

34.5 Foreign currency risk

The vast majority of the Group's domestic and international business (revenues and expenses) are in US Dollar. Commencing January 1, 2013, the Company's management has determined the US Dollar as the functional currency by considering revenue from and operating expenses use in the primary economic environment in which the entity operates. The Group is exposed to the exchange rate risks from transactions which are denominated in currencies that are not the Group's functional currency.

34.6 Credit risk

The Group is exposed to credit risk primarily with respect to trade accounts receivable, other receivables, loans, and retentions from construction contract. The Group's manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses other than the provisions.

34.7 Fair value of financial instruments

The Group uses the following methods and assumptions to estimate the fair value of the financial instruments.

- Financial assets shown at book value which are equal to the estimated fair value.
- Financial liabilities shown at book value which are equal to the estimated fair value.

Loan from related person and related parties carrying interest rates as described in Note 20.

35. LITIGATIONS

On November 8, 2013 and September 12, 2014, the Company was filed a civil case by a creditor, a company registered in Japan to the Office of the Board of Arbitration of the Thai Chamber of Commerce demanding the Company to pay its debts in respect of supplied equipment and installation service amount of Baht 69.15 million (USD 2.02 million and YEN 8.13 million) with the interest at the rate of 7.5 percent per annum as from the lawsuit date until completion date of payment. Subsequently, under the mediation by the Office of the Board of Arbitration of the Thai Chamber of Commerce, the creditor agreed to reduce the debts to USD 1.84 million and installment within 6 years on a bi - annual basis. The Company has to pay the first installment of USD 100,000 on August 31, 2015, remaining of 11 installments not less than USD 150,000 per installment. At present, the Company paid 5 installments amount of USD 841,454.37, and unpaid 6 installments amount of USD 0.89 million.

On July 8, 2014, the Company was sued by a local creditor to pay its debts in respect of purchase of goods amount of Baht 27.44 million plus interest charge amount of Baht 2.93 million, totalling Baht 30.37 million. On December 30, 2014, the Company agreed to make a compromise agreement to the Court that to pay debts amount of Baht 25.30 million by quarterly installment amount of Baht 1,405,478.44, totalling 18 installments (within 4 years and 6 months) starting in April 2015. At present, the Company paid 8 installments amount of Baht 11.25 million, and unpaid 10 installments amount of Baht 14.05 million.

36. EVENTS AFTER THE REPORTING PERIOD

36.1 On June 8, 2015, the Board of Directors' Meeting No. 2/2015 resolved that to extend the loan agreement of the individual who was formerly the founder of the Company for 3 months from July to September 2015. And, on September 15, 2015, the Board of Directors' Meeting No. 4/2015 approved the payment of interest and extended the said loan agreement until March 31, 2016. Later on March 25, 2016, the Board of Directors' Meeting No. 7/2016 approved to extend the said loan agreement for one year. At present, the Company has not paid.

- 36.2 On May 3, 2016, at the Extraordinary Shareholders' Meeting No.1/2016, the Company informed that a former director had issued a Letter of Guarantee on behalf of the Company to buy back the investment in Saudi Danish Cement Company Limited from Mr. Ahmed (the other party) for investment guarantee to repurchase of share in the amount of USD 7 million at the value of USD 9 million within year 202016. This Letter of Guarantee is not acknowledged nor approved by the Board of Director. The Company has sent a letter to the former director requesting him to be solely responsible for any damages that may occur from issuing the Letter of Guarantee without authorization. Later former directors sent a letter dated March 24, 2016, to plead guilty if Mr. Ahmed claim under the guarantee. And promised to guarantee his personal commitment to the Company as of March 31, 2016. At present, no commitment as promised.
- 36.3 The Company has been sued which on process of Court and dismiss temporarily because the Company was preparing of rehabilitation plan as follows;
- 36.3.1 In May 2016, the Company was sued by 2 employees regarding unfair termination. The Company is requested to pay compensation to an employee in the amount of Baht 748,280.00 and to another of Baht 852,320.00 with interest at the rate of 15% per annum of the said principal from May 5, 2016 until completion of payment to both plaintiffs.
- 36.3.2 In May 2016, the Company was sued by a former director to repay a loan of Baht 20 million with interest at the rate of 6% per annum from June 30, 2014 until completion of payment to a plaintiff. Interest charged until sued date was amount of Baht 2.31 million, totaling of Baht 22.31 million.
- 36.3.3 In November 2016, the Company was sued by one employee regarding unfair termination. The Company is requested to pay compensation to an employee in the amount of Baht 9,857,000.00 with interest at the rate of 7.5% per annum.
- 36.3.4 In February 2017, the Company was sued by one former director in criminal case on the false charges due to the Company had sued the mentioned director for embezzlement of USD 4 million (see Note 36.4.2).
- 36.3.5 In February 2017, the Company was sued by one former staff on the charge of unfair dismissing and demanding for the payment of amount Baht 1,004,792.00.
- 36.3.6 In February 2017, the Company was sued by the public prosecutor in the case of not submitting the financial statements for the year 2015 and not submitting the form 56-1 and 56-2, not submitting the financial statements of the first quarter and the second quarter of 2016 within the specific time. The Court fined the Company for the amount of Baht 516,250.00 and daily fine for Baht 250.00 starting from the date of charges (February 24, 2017).

36.3.7 In March 2017, the Company was sued by one local creditor for bankruptcy because the Company owed them for the amount of Baht 2,295,000.00.

36.4 The Company has sued as follows;

36.4.1 On March 4, 2016, the Company made a complaint to an Inquiry Official of Sub - Division 1 of Crime Suppression Division in order to charge a former director since the Company found that during year 2011, the former director whose took a position as Managing Director at that time, had ordered to transfer money from the Company's bank account in foreign country in a form which may be considered as not in the ordinary course of businesses of the Company to a third party's bank account for 3 times totaling Baht 100 million. The Inquiry Official of Sub - Division 1 of Crime Suppression Division takes as a case number 39/2559 and Office of the Attorney General had ordered a prosecutor to investigate with the Inquiry Official and proceed according to the Law.

36.4.2 On March 14, 2016, the Company sued a former director in respect of criminal embezzlement of USD 4 million (Baht 144 million) from Saudi Danish Cement Company Limited (SDCC), a company registered in Dubai UAE and being a subsidiary company of GCCP. As such, the Company has indirect investment in SDCC. On June 13, 2017, the Court of First Instance dismissed the case and then on August 9, 2017, the Company had already appealed the Court order. Currently under consideration by the Court.

36.4.3 On June 3, 2016, the Company sued a former director in respect of breach of contract and malpractice as an employee and requested the former director to repay the salary and other expenses such as travelling expense, travel allowance, etc that he received from the Company for the last 2 years 4 months or 28 months. The accusation was made on the ground that the former director had spent the Company's working hours to perform a personal business and being director and consultant for other companies in other countries. Thus, the Company had requested him to return the said salary and benefits amount of Baht 13,609,347.34 with interest at the rate of 7.5% per annum from the day after the lawsuit date until completion of payment. Currently the Court dismissed the case.

36.4.4 On May 4, 2017, the Company filed a lawsuit against the staff of Labour Department asking them to withdraw the order to ask the Company to pay the compensation to 61 employees for dismissing them for the amount of Baht 20,230,213.00. On September 27, 2017, the Company submitted for extending the time for placing the mentioned money (Fourth time) but the Court did not allowed and then the Company had appealed the Court order again on October 16, 2017. Currently under consideration by the Court.

36.4.5 In May 2016, the Company refunded withholding tax deducted at source from disposal of investment in LNVT (sold in 2013) from India Government of INR 100.73 million with interest (USD 1.48 million).

36.4.6 On February 29, 2016, the Revenue Department had an order to seize a legal claim in a subsidiary company's bank savings account, Krungthai Bank Pcl., account no. 076-0-22887-6 or other bank account which is possessed or co - owned by the subsidiary company in the amount of Baht 2,409,890 (penalty only). Disallow to dispose, pay, transfer the legal claim to other person since the date of seize.

On April 8, 2016, the Revenue Department had a letter to Managing Director of the subsidiary company informing shareholders to pay a 50% unpaid share capital and subsequent to pay the Revenue Department tax liabilities; otherwise the Official has to proceed according to the Law.

On July 27, 2016, the subsidiary made use of the money which was paid for capital investment for paying tax fine to the Revenue Department for the amount of Baht 506,083.81. Subsequently, the Revenue Department had reduced the fine amount of Baht 256,346.64 and the exceeded amount of Baht 249,737.17 would be reimbursed when the Company had fully paid the whole amount of fines.

On September 29, 2016, the Revenue Department granted the tax appeal-judgments for 7 copies by allowing the reduction of fines to be collected and part of the amount already paid to be remained due to the Revenue Department at the amount of fines Baht 728,608.13.

36.7 On February 22, 2017, Ceminter Pte. Ltd., as the capacity of creditor filed the application for the Company's Business Rehabilitation because the Company's debt was excessive more than Baht 10 million.

On February 28, 2017, the Company submitted the application for business rehabilitation to the Central Bankruptcy Court and the application was rejected. But later, on March 17, 2017, the Company made an appeal to the Appeal Court and the Court accepted the case on July 12, 2017. Later on September 12, 2017, the Company agreed to join its application for business rehabilitation with the application for business rehabilitation made by Ceminter Pte. Ltd., and the Court has removed the objections of such creditors.

On December 19, 2017, the Central Bankruptcy Court ruled that the Company must be rehabilitated and directed the Company to prepare the rehabilitation plan.

37. ADJUSTMENT OF ACCOUNTING TRANSACTIONS

The Company has made adjustment some accounting transactions of financial statements as at December 31, 2014 and as at January 1, 2014, to conform with the current period presentation, with correction error (see Note 5) as follows:

(THOUSAND BAHT)

STATEMENTS OF FINANCIAL POSITION	Consolidated		Separate financial statements	
	As restated	As previously reported	As restated	As previously reported
As at December 31, 2014				
Advances received from customers	142,097	141,095	142,097	141,095
Accrued commission expenses	109,772	110,883	109,772	110,883
Deficits	(778,487)	(778,624)	(984,670)	(984,807)
Other components of equity	(88,936)	(88,908)	33,792	33,820

(THOUSAND BAHT)

STATEMENTS OF FINANCIAL POSITION	Consolidated		Separate financial statements	
	As restated	As previously reported	As restated	As previously reported
As at January 1, 2014				
Advances received from customers	259,274	258,276	259,274	258,276
Deficits	(625,454)	(624,489)	(880,338)	(879,373)
Other components of equity	(99,627)	(99,594)	36,284	36,317

38. APPROVAL OF FINANCIAL STATEMENTS

The financial statements are approved by the plan preparers on January 25, 2018.