



**AQUA CORPORATION**

บริษัท อควา คอร์ปอเรชั่น จำกัด (มหาชน)



รายงานประจำปี 2558

**ANNUAL REPORT**

**2015**

[www.aquacorp.co.th](http://www.aquacorp.co.th)

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## Message from the Chairman

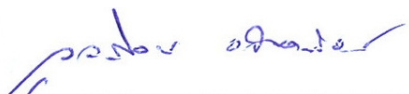
The Company aims to become the Investment Management Company focusing on the investment in good performance business with opportunities and high growth potential in order to provide maximum return on investment. Our profit has been growing steadily. Since 2013 the company has generated positive retain earning (as of December 31, 2012 had retained loss of Baht 69.40 million) and be able to pay dividends to shareholders since then with the amount of Baht 0.027 per share, Baht 0.016 per share and Baht 0.03 per share, respectively. The dividend payment for the year 2015 is being proposed for an approval of the Annual General Meeting of Shareholders for the year 2016.

The major investments of the Company consist of: (1) media advertising operated under AQUA AD, which is 74% owned by the Company (2) warehouse rental and services operated under TCDC, which is 96.13% owned by the Company and AWH, a 100% owned subsidiary of TCDC, (3) publishing & printing and renewable energy business operated under EPCO, an associated company with 38.40% owned by the Company. All three main businesses have good operating performance which reflected to the Company through the dividend payout. In 2015, the Company's consolidated financial statements had recognized the revenues from dividends of Baht 105.87 million, increased from the year 2014 and 2013 which had revenues from dividends of Baht 81.83 million and Baht 74.30 million, respectively.

In 2016, it is the mission of the Board of Directors and managements of the Company to focus achieving business growth during the economic decline. It is a challenge for the Company's managements to prove to the shareholders for another year.

For the corporate social responsibility, in every year the Company will have the budget to support activities and projects relating to education, social and community development and environment protection. We encourage the executives and employees to participate in all activities. The projects "AQUA fulfilling and creating dream and sharing happiness" is a project of the Company in order to be a part of social and community development by embarking for the first time in early 2014 and our Group will operate continuously.

On behalf of the Board of Directors of Aqua Corporation Public Company Limited and all executives would like say thank you to the cooperation and trust of shareholders, business partners, employees and any others participated to the success of the Company in all support and hope that next year will be another year to get together appreciate and to be proud in the growth, the strength and stability of the Company, which is the result of the cooperation of all of you



(Mr. Chulasingh Vasantasingh)

Chairman of the Board

26 February 2016

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## Report from the Chairman of the Audit Committee

The Audit Committee of Aqua Operations Public Company Limited consists of three independent directors, Mr. Watcharakiti Watcharothai as Chairman of the Audit Committee, Ms. Pranee Rattakam and Mrs. Podchane Phaosavasdi as Audit Committee with Ms. Rewadee Whanchid, Executive Vice President of Accounting and Finance as secretary of the Audit Committee.

The Audit Committee has performed its duties and responsibilities as set out in the Charter of the Audit Committee and as assigned by the Board of Directors. This is consistent with the requirements of the Securities and Exchange Commission and Stock Exchange of Thailand. In 2015 the Audit Committee provided 4 meetings with the auditors, internal auditor and management of the Company. Summarized as follows:

- 1. Reviewed the quarterly financial statements and annual financial statements for year 2015.** The Audit Committee reviewed the quarterly financial statements and annual financial statements for year 2015 of the Company and its subsidiaries including related transactions. Transactions that may have a conflict of interest with the management and the internal auditor so the auditor was invited to attend every meeting that was considered about quarterly financial statements and annual financial statements. The Audit Committee asked the auditor about the accuracy and completeness of the financial statements, improving significant transactions which have an impact on the financial statements. The sufficient and appropriate accounting methods and scope of audit disclosure are accurate and sufficient and an independent of auditor, to ensure that the preparation of financial statements in accordance with legal requirements and accounting standards in accordance with generally accepted accounting principles, reliable and timely. Including the disclosures in the financial statements to be sufficient to be useful to investors or users of financial statements.
- 2. Reviewed the internal control and internal audit.** The Audit Committee reviewed and a review of internal controls with internal auditors as well as monitoring the performance, results of the audit recommendations and the progress of implementation on a quarterly basis. In addition, the Company has assessed the adequacy of the internal control system under the framework of internal control of international standard (The Committee of Sponsoring Organizations of the Treadway Commission: COSO), to achieve more confidence. The results of evaluation of internal control by the management Internal Auditor and the Audit Committee had the opinion that the internal control system of the Company was adequate and appropriate.
- 3. Reviewed the corporate governance.** The Audit Committee reviewed the performance of the system as scheduled, the operations of morality, compliance with law on Securities and Exchange Commission and terms of the Stock Exchange of Thailand as well as other laws relating to the business operations of the Company. In particular the transaction and related party transactions between group's Companies. To ensure that the Company

has the implementation of the normal course of business sensibly. Reviewed process complaint and to report the corruption of the Company in order to comply with good corporate governance principles and business philosophy of the Company, including push for anti-corruption policy. The Audit Committee has evaluated the performance of the Audit Committee by including the self-assessment based on the best practices of the Audit Committee of the Stock Exchange of Thailand.

- 4. To appoint the auditors for the year 2015.** The Audit Committee has approved the Company of the office of Pitisevi Limited as auditors of the Company and its subsidiaries for the year 2015. and presented it to the Board of Directors to consider and approve at the annual meeting of shareholders of the year 2015, to appoint auditors and approve audit fees.

In conclusion, the Audit Committee has performed its duties and responsibilities as outlined in Tthe Audit Committee Charter as approved by the Board of Directors, by using knowledge, ability, carefulness, independently and sufficiently for the benefit of all stakeholders equally. The Audit Committee was of the opinion that the financial statements of the Company were accurate, reliable, and consistent with generally accepted accounting standards. The Company has sufficient risk management, internal control system, appropriate and effectiveness of internal audit, operations in accordance with good corporate governance systems, compliance with laws requirements and obligations relating to the business operations of the Company.



(Mr. Watcharakiti Watcharothai)

Chairman of Audit Committee

26 Feburary 2016

## Financial Highlights

	Unit: Million Baht		
	2015	2014	2013
<b>Financial Position</b>			
Total Assets	5,621.26	4,068.90	1,547.24
Total Liabilities	2,234.02	599.13	213.42
Total Shareholders' Equity	3,387.24	3,469.77	1,333.82
Equity holders of the Company	3,220.83	3,080.45	1,224.41
Minority interest	166.41	389.32	109.42
Total Revenues	654.17	686.81	585.54
<b>Operating Results</b>			
Revenues from sales and services	561.93	405.02	397.06
Gross Profit (Loss)	357.72	223.91	195.37
Net Profit (Loss)	304.69	362.98	290.95
Equity holders of the Company	285.17	284.24	291.14
Minority interest	19.52	78.74	(0.19)
Basic Earning Per Share (Baht per share) *	0.0621	0.0755	0.1619
Book Value Per Share (Baht per share) *	0.70	0.67	0.68
<b>Financial Ratios</b>			
Current Ratio (times)	4.98	1.64	6.02
Debt to Equity Ratio (times)	0.66	0.17	0.16
Gross Profit (Loss) Margin (%)	63.66	55.28	50.47
Net Profit (Loss) Margin (%)	40.68	47.02	45.23
Return on Assets (%)	8.75	17.24	24.26
Return on Equity (%) *	8.89	15.11	25.75

Remark : \* Owners of the parent

As at December 31, 2015 fully paid-up share capital 4,593,000,000 common shares of Baht 0.50 each.



**As at February 26, 2019 Board of Directors consist of :-**

**Board of Directors**

1.	Mr. Chulasingh	Vasantasingh	Independent Director and Chairman of the Board
2.	Mr. Watcharakiti	Watcharothai	Independent Director and Chairman of Audit Committee
3.	Mrs.Sumalee	Ongcharit	Director and Chief Executive Officer
4.	Mr. Phonlasit	Phumiwasana	Director
5.	Mr. Siriwat	Vongjarukorn	Director
6.	Mr. Grisada	Jarreonkonkit	Director
7.	Mrs.Orawan	Lekrungruangkit	Director
8.	Ms. Pranee	Rattakam	Independent Director
9.	Mrs. Podchane	Phaosavasdi	Independent Director

**Executive Committee**

1.	Mrs.Sumalee	Ongcharit	Chief Executive Officer
2.	Mr. Phonlasit	Phumiwasana	Executive Director
3.	Mrs.Orawan	Lekrungruangkit	Executive Director
4.	Mr. Siriwat	Vongjarukorn	Executive Director

**Audit Committee**

1.	Mr. Watcharakiti	Watcharothai	Chairman of Audit Committee
2.	Ms. Pranee	Rattakam	Audit Committee
3.	Mrs. Podchane	Phaosavasdi	Audit Committee

**Nomination and Remuneration Committee**

1.	Mr. Watcharakiti	Watcharothai	Chairman of Nomination and Remuneration Committee
2.	Ms. Pranee	Rattakam	Member of Nomination and Remuneration Committee
3.	Mrs. Podchane	Phaosavasdi	Member of Nomination and Remuneration Committee

**Company Secretary**

1.	Miss Rewadee	Whanchid	Company Secretary
2.	Mrs. Orathai	Nateruang	Assistant Company Secretary



**Executives****As at February 26, 2019 Board of Executives consist 3 person :-**

- |    |               |              |   |
|----|---------------|--------------|---|
| 1. | Mrs. Sumalee  | Ongcharit    | Chief Executive Officer   |
| 2. | Mr. Phonlasit | Phumiwasana  | The warehouse executives subsidiary, Position Chief Executive Officer         |
| 3. | Mr. Thitivat  | Kosiyakul    | Executives Subsidiary warehouse group, Position Managing Director             |
| 4. | Mr. Pakorn    | Mongkoltada  | Executives subsidiary media group, Position Managing Director                 |
| 5. | Miss Rewadee  | Whanchid     | Chief Executive of Financial Accounting, Position Assistant Managing Director |
| 6. | Miss Suwanna  | Sermrat      | Director of Finance and Accounting  |
| 7. | Mr. Maitree   | Techasriudom | Director of Marketing   |
| 8. | Miss Wanee    | Srasom       | Director of Operations  |
| 9. | Mr. Supachai  | Stivimol     | Director of the Legal   |

## The policy and Overview of the Business

Aqua Corporation Public Company Limited ("The Company"/"AQUA") has been listed on the SET since September 17, 2004 with the name DE Capital Plc. ("DE"). On February 21, 2007, Mida Asset Plc. ("MIDA") has become a new major shareholder with 12.95% shareholding with the new policy to cease hire purchase household electrical appliances, office equipment and taxis due to the unworthiness of the operating cost. Revenues from taxi hire-purchase financing thus came from old portfolio only and the company had cash from debt collection for investments in other business, the following

- In 2007, the Company invested in 50% of total shareholding portion of Baht 300 million registered capital of J.R. Deal Co., Ltd., which later changed to AQUA Corporation Plc. (and later in 2012 changed to Aqua Ad Plc. ("AQUA AD")), which operates leasing and procurement of the advertisement bill board space including the production and installation for various kinds of advertisement works with the focus on outdoor advertisements (Out of Home Media). And main income of AA is media advertising billboards, Subsequently, the Company to purchase the shares of AA. That the company does not hold totaling 225,513,053 shares with par value of Baht 1 per share by issuing new ordinary shares totaling 451,026,106 shares at par value of Baht 0.50 per share fair value at the date of registration of the capital increase was 0.56 baht per share, the Company's share premium amount. Baht 27.1 million and the surplus from the investment ratio of the group (15.7) million baht, the Company holds AA 100 percent of the paid-up capital.

- In 2010, the company has invested as follows.

- ❖ In 2010, The Company invested in Aura Dream Co., Ltd., which is a hotel business of 209 rooms and 88 service apartments in Nakhon Pathom Province.

The project is opened at May 19, 2015 under the name "Mida Dvaravati grand".

- ❖ The Company and subsidiaries invested by purchasing new ordinary shares of Parking Management Company Limited (PKM), The business service management, billing system in the car park, and motorcycles. And providing security at the airport later in the year 2011, the Company and subsidiaries have canceled contract guarantees the right to purchase the shares. And a subscription fee of THB 50 million plus damages from PKM while the case is under the court ruling, However, the Company already recorded impairment on the investment after considering it will not benefit the Company in the future .

- ❖ To purchase shares of Eastern Printing Public Company Limited "EPCO" which is listed on the Stock Exchange of Thailand, and business operation of completed printing business. The purchase of shares from two major shareholders namely (1) S. Pack & Print Public Company Limited (Thailand) "SPACK" number of 128.54 million shares valued at 249.37 million baht, and (2) Asia Special Situations MT1 Limited by Somers (U.K.) Limited number of 76.31 million shares valued at 148.04 million baht. And the acquisition at this time to enable the Company and its subsidiaries to hold shares in listed companies of more than 25% which the Company and its subsidiaries need to make a tender offer for all shares of EPCO under the rules of the SEC. All shares of EPCO was 474,177,401 shares (excluding treasury shares of 41,232,800 shares). And the purchase of shares through the purchase-sale of the Stock Exchange enabled the Company to hold shares of 44.15% of EPCO of paid up capital. As of December 31, 2015 the Company has a stake of the 38.40% of the paid up capital. Shareholding of the Company decreased

due to the conversion rights of the holders of the Warrants EPCO-W1. EPCO has expanded its business to invest in renewable energy through a subsidiary of the EPCO.

- ❖ In 2011, the Company invested in the billboard business, which is similar to AA business, by purchasing billboards from other entrepreneurs including construction Billboard Ads.
- ❖ In 2013, the Company sold and transferred the property rights of all of its the billboards to AA. In order to structure the business to be clear, and sales of investments in ordinary shares of AA in the amount of 105 151 997 shares with a par value of 1 baht per share, representing 26% of the total paid-up shares, 2.66 baht per share, totaling 279,494,008 baht to POLAR. The Company currently holds AQUA AD, representing 74.00%.
- ❖ In 2014, the Company invested in the Thai Consumer Distribution Center Co., Ltd. (TCDC), which are principally engaged in warehouses and service. The main customers are the Unilever Group of 69% of the share capital (1,694,000 shares). Which acquisition was to acquire ordinary shares of TCDC in the amount of 1.169 million shares valued at par 100 baht at the price of 406.3302 baht per share (premium on share capital 306.3302 baht per share). And the acquisition of shares from existing shareholders of one share at a price of 406 baht per share. To get right as existing shareholders of TCDC include as a total investment of 475 million baht. And Mr. Phonlasit Phumiwasana holding shares represented the Company of 1 share as of December 31, 2015 TCDC paid-up share capital for the whole amount.

As of September 23, 2015, the Company acquired the ordinary shares of TCDC of that the Company does not hold 459, 374 shares with par value of 100 baht per share, representing 27.12% of the total shares. The average price per share of 685.715 baht for a total value of 315.00 million baht invested in this time from 5 other shareholders. After the acquisition of such shares, the Company is a major shareholder holding 96.13% of the total shares (the total of 1.694 million shares).

- Quarter 4/2015 the Board of Directors of the Company No. 10/2015 approved for TCDC purchase of ordinary shares of Accomplish Way Holdings Company Limited. (AWH) whose core business is warehouse rental, and services by the purchase of shares from existing shareholders number of 449,998 shares at a par value of 100 baht per share, the average price of 367.632 baht totaling 165.43 million baht. After the acquisition of such shares TCDC is a major shareholder, holding 100% of the shares outstanding (total 450,000 shares).

Since 2014, the Company has adjusted its business policy to an investment management company by investing in a business with great potential, results of operations and future growth prospects to provide maximum return on investment.

In addition, the Company has changed its formerly DE CAPITAL Public Company Limited using the symbol "DE" as follows.

- In 2008 the name was changed to "Sunshine Corporation Public Company Limited under the symbol "SSE".
- In 2010 the name was changed to "P Plus P Public Company Limited under the symbol "PLUS".
- In 2012 the name was changed to "Aqua Corporation Public Company Limited under the symbol "AQUA", a name that is currently used in the company.

**Vision objectives and goals of the operations of the Company group.****Vision**

"Committed to become the Investment Management Company focusing on the investment in good performance business with opportunities and high growth potential in order to provide maximum return on investment"

**Mission**

AQUA is committed to become the Investment Management Company focusing on the investment in good performance business with opportunities and high growth potential, led by:

- (1) Media advertising operated by Aqua Ad Public Company Limited.
- (2) Warehouse rental and service operated by Thai Consumer Distribution Center Co., Ltd. and Accomplish Way Holdings Company Limited.
- (3) Publishing & printing business and renewable energy operated by Eastern Printing Public Company Limited.

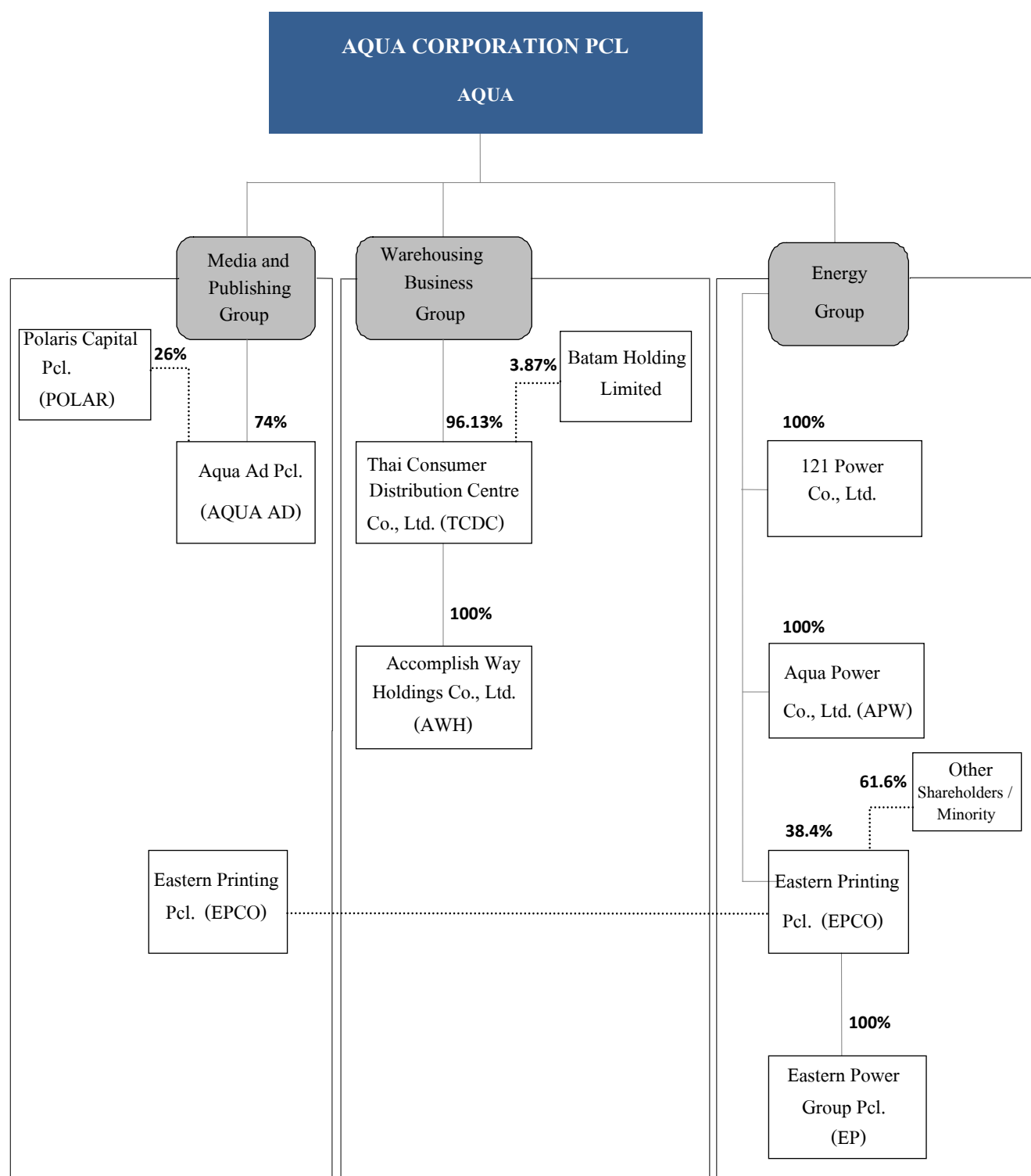
In addition, the Company is continuously searching for other investments with good future prospects in order to maximize the group's return on investment.

**Strategy leading to sustainability**

- Consider investing in good performance business with opportunities and high growth potential
- Diversify risk by investing in various businesses
- Continuously develop investing business in order to create good sustainable returns
- Create synergy between companies in the Group to achieve maximum return on investment.
- Push the investing business to grow into a listed company on the Stock Exchange of Thailand.

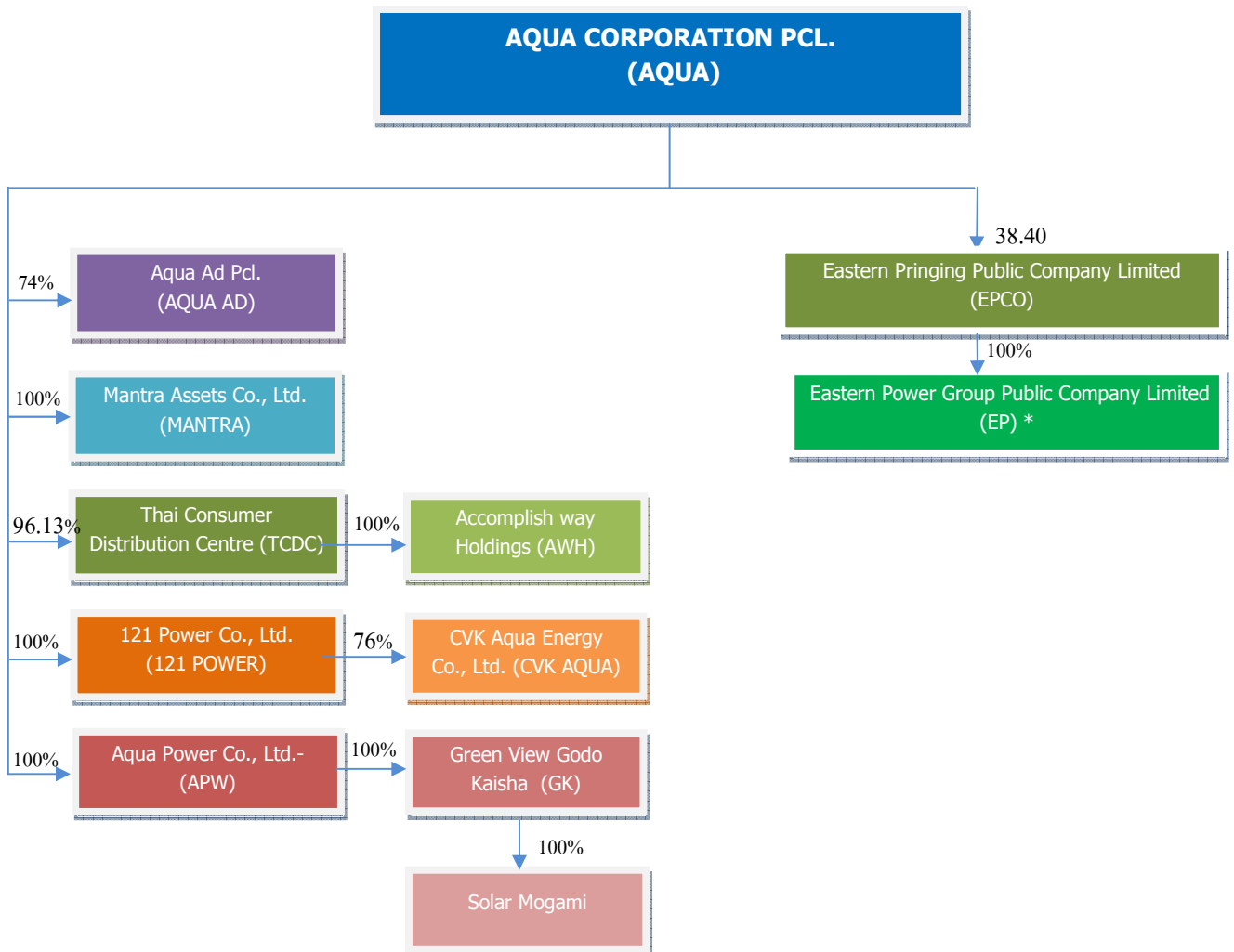
**Changing and key developments**

Since 2007 (after stop leasing business), the Company has invested in the media advertising business under Aqua Ad Public Company Limited ("AQUA AD") and publishing and printing business under Eastern Printing Public Company Limited ("EGCO"). Subsequently EPCO has expanded its business into renewable energy through Eastern Power Group Public Company Limited ("EP"), its subsidiary. The Company also invest in warehouse rental and services under Thai Consumer Distribution Center Public Company Limited ("TCDC") and Accomplish Way Holdings Company Limited. ("AWH"). In addition, the Company has expanded the investment in the energy business under its subsidiaries, 121 Power Company Limited and Aqua Power Company Limited. The Company's group structure is as follows:



## AQUA Group structure

As at December 31, 2015, the Company had a total of 6 subsidiaries and associates companies, with the shareholding structure of the Company is as follows.



\* The shareholder structure of EP can determine from the 56-1 of EPCO.

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**Details of the subsidiary and associates as follows.**

**Aqua Ad Public Company Limited (“AA”)**

- Shareholding

Aqua Corporation Public Company Limited (“AQUA”) holds 74% and Polaris Capital Company Limited (“POLAR”) holds 26%

- Business Type

Rental space for installation of advertisement boards, providing space, contract manufacturing and advertising installation by focusing on external residential advertising media and the advertisements that revenues to the AQUA AD was media advertising billboard

**Mantra Assets Company Limited (“MANTRA”)**

- Shareholding

Aqua Corporation Public Company Limited (“AQUA”) hold 100%

- Business Type

Business operation of sale and leasing, mostly public cabs (taxi) as well as company. On February 21, 2007 it ceased to lease because it was not worth the cost of the operation, and to eliminate the complexity of business between the Company and the Group Mida Assets Public Company Limited. Currently receivables portfolio of nearly all of its subsidiaries are considered write-offs in order to comply with the relevant laws. Later if receivables are paid to the subsidiary, the subsidiary will receive money and record as revenue as bad debt recovery. The receivables had not written off the subsidiary provision for doubtful accounts of the full amount.

**Thai Consumer Distribution Center Co.,Ltd (“TCDC”)**

- Shareholding

Aqua Corporation Public Company Limited (“AQUA”) holds 96.13% and Batam Holding Limited holds 3.8%

- Business Type

The main business is warehouses and serviced by main customers are Unilever Group. There are currently of 2 warehouse with space 108,800 square meters approximately, at ro.pho.chao Namdaeng - Klong Prawet Buri Rom. Sukhumvit Road. (Tolo 304) Khlong Preng Sub-district, Muang District, Chachoengsao Province on area 211-0-25 rai.



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**Accomplish Way Holdings Co., Ltd (“AWH”)**

- Shareholding

Thai Consumer Distribution Centre Company Limited (TCDC) holds 100%, the acquisition at November 11, 2015 (TCDC is a subsidiary of AQUA holds 96.13%)

- Business Type

The main business is warehouses and serviced. The company currently has a lease agreement and warehousing services to customers in 2 cases, representing 100 percent of the space rented. (Warehouse space, 13,845 square meters) and land area 13-1-74 rai located at No. 342 Moo 2 Tambon Khlong Bang Pa Logic. Ayutthaya The main customers are:

1. **Agility** : Agility Company Limited belongs to Agility group which is the largest logistic company in middle east of Asia. Agility group is registered in the stock exchange of Kuwait and Dubai. This group covers logistic operation for more than 100 countries worldwide with more than 20,000 employees, 65,000 customers and USD 48,500 million revenue.
2. **Ceva** : CEVA Logistics (Thailand) Ltd. belongs to CEVA group which is one of the world’s leading logistic company with transportation route covering 170 countries and 42,000 employees. In Thailand there is 3,000 employees and 38 warehouses located across the country covering total area of 700,000 squared meter.

**121 Power Company Limited. (“121 Power”)**

- Shareholding

Aqua Corporation Public Company Limited (“AQUA”) holds 100%

- Business Type

To develop energy related projects domestically and internationally

- Not Operation

**CVK Aqua Energy Company Limited**

- Shareholding

121 Power Company Limited. (121 Power) hold 76% (121 Power is a subsidiary of AQUA holds 100% ) and And Group of CVK West Management Co., Ltd. holds 24%.

- Business Type

The main business is power generation from waste.

- Not Operation

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#### **Aqua Power Company Limited (“APW”)**

- Shareholding

Aqua Corporation Public Company Limited (“AQUA”) holds 100%

- Business Type

The business is energy and renewable energy domestically and internationally. By investing in a solar power plant in Japan is the 2 project are

(1) Project in Mogami city, capacity of 1.935 MW (installed capacity of 2.39 MW) on land areas of 55,122 sq.m.

(2) Project in Hanamaki city, capacity of 1.935 MW (installed capacity of 2.32 MW) on land areas of 37,346 sq.m.

Total capacity for both projects of 3.87 MW (installed capacity of 4.71 MW) totaling value of Yen 1,526 million or Baht 455 million. Both projects already have the letter of acceptance for power purchase from the solar power plant by Tokyo Electric for 20 years from COD date and the feed-in tariff (FIT) of Yen 36 per unit. The projects are expected to complete and COD by quarter 4 of 2016.

#### **Eastern Printing Public Company Limited (“EPCO”)**

- Shareholding

Aqua Corporation Public Company Limited (“AQUA”) holds 38.40% and the remaining shares holding available at the Website of the Stock Exchange of Thailand because of EPCO is Listed Company.

- Business Type

Core business is the production of publications. And printing businesses in comprehensive manner by providing services ranging. Production planning is binding until the finished publication. And in late 2011 EPCO has invested in renewable energy investment and construction of solar power plants.

## Nature of Business

### Revenue Structure

The revenue structure from the business of the Company and its subsidiaries from 2013-2015 can be categorized as business as follows.

Type of revenues	2013		2014		2015	
	MB	%	MB	%	MB	%
<b>1. Revenue from advertising billboards</b>						
1.1 Spaces rental for advertising	299.32	46.54	255.32	33.07	258.56	34.52
1.2 Production fee	57.60	8.96	53.60	6.94	54.77	7.31
<b>Total</b>	<b>356.92</b>	<b>55.49</b>	<b>308.92</b>	<b>40.02</b>	<b>313.33</b>	<b>41.83</b>
<b>2. Revenues from warehouse for rent and service</b>						
2.1 Revenues from service and warehouse for rent	-	-	96.11	12.45	248.60	33.19
2.2 Gain on revaluation of investment properties	-	-	243.40	31.53	46.95	6.27
<b>Total</b>	<b>-</b>	<b>-</b>	<b>339.51</b>	<b>43.98</b>	<b>295.55</b>	<b>39.46</b>
<b>3. Share of profit in associate company</b>	57.66	8.96	85.14	11.03	94.91	12.67
<b>Total</b>	<b>57.66</b>	<b>8.96</b>	<b>85.14</b>	<b>11.03</b>	<b>94.91</b>	<b>12.67</b>
<b>4. Other income:</b>						
4.1 Reversal of debt loss	2.06	0.32	3.00	0.39	3.29	0.44
4.2 Gain on sale of investments	173.38	26.96	-	-	-	-
4.3 Hire – purchase interest income	4.08	0.63	0.73	0.09	0.17	0.02
4.4 Interest incomes	4.01	0.62	25.19	3.26	23.25	3.10
4.5 Other	4.95	0.77	9.46	1.23	18.58	2.48
<b>Total</b>	<b>188.48</b>	<b>29.30</b>	<b>38.38</b>	<b>4.97</b>	<b>45.29</b>	<b>6.04</b>
<b>5. Revenue from business, the company ceased operations :</b>						
5.1 Magazine	27.50	4.28	-	-	-	-
5.2 Revenue from public relations services	12.64	1.97	-	-	-	-
<b>Total</b>	<b>40.14</b>	<b>6.24</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total revenues</b>	<b>643.20</b>	<b>100.00</b>	<b>771.95</b>	<b>100.00</b>	<b>749.08</b>	<b>100.00</b>

- Remark
- At the end of 2013, Aqua Ad Pcl. has sold its investment in Pen Publishing Company Ltd. all amount.
  - The Business of the Group of Company since 2014, are as follows.
    - Media Billboard under Aqua Ad Pcl. stake of 74% paid-up capital.
    - Business Warehouse rental and service under the Thai Consumer Distribution Centre Co., Ltd., the company invested in June 2014, In 69% of the share capital.
  - At the end of 2015, Thai Consumer Distribution Center Co., Ltd. (a subsidiary of the Company, holds 96.13%) to purchasing of ordinary shares of Accomplish Ways Holdings Co., Ltd., holds 100% of the paid-up capital.

### Hire Purchase Business

The Company operates hire purchase under “Distar” brand name which includes household electrical appliances, office equipment, motorcycle and others. However, this business was already ceased.

### Advertisement Billboard Space Rental Business

In 2007, the Company has invested in AQUA AD, which operates space rental for advertisement billboard business, by focusing on the housing advertisements. Media and advertising revenue is primarily to AQUA AD is out of Home Media with a variety of styles, sizes, location and presentation of technical innovations in order to meet the needs of the market and the different target groups with the locations covering both the CBD and the residential community in Bangkok, its boundary and the suburbs.

The 2 forms of business income is the rent from advertising and the production of the advertising material. Most of the customers who want to use an advertising media of the company wishes to use the Company to produce their ads.

At the end of 2013 - 2015, the company holds advertising billboards with the following location.

Location	Total billboards (amount)		
	2015	2014	2013
In Bangkok and its boundary	102	109	103
Other provinces	31	33	31
<b>Total</b>	<b>133</b>	<b>142</b>	<b>134</b>
<b>Occupancy (%)</b>	<b>54.62</b>	<b>61.86</b>	<b>77.79</b>

### Warehousing Business

The group currently operates warehouses and services developed to meet the needs of our customers (Built-to-Suit) that mostly only involve large projects. Our next strategy is to start to develop the warehouses that are ready built to accommodate the needs of its main customer groups and the ready built to accommodate the new customer base to meet the needs of the market in a timely manner.

**Details of the warehouses as of 31 December 2015 are as follows:**

Warehouse and distribution center	Location	Status	Occupancy (%)	Leaseable area (Sq.M.)
The 1	Klong preng, Chachoengsao province	Generating income	100	47,000
The 2	Klong preng, Chachoengsao province	Generating income	100	61,800
The 3	Tambon Klongjik Amphur Bangpra-In Ayutthaya	Generating income	100	4,525
The 4	Tambon Klongjik Amphur Bangpra-In Ayutthaya	Generating income	100	9,320
<b>Total</b>				<b>122,645</b>

## **Business investment and development business recruitment**

### **1. Aqua Ad Plc. ("AQUA AD")**

In March 2007, the Company invested in AQUA AD for 50% shareholding by purchasing 1.5 million newly issued shares for the capital increase of AQUA AD at the price of Baht 100 per share, totaling value of Baht 150 million. And on July 5, 2011, the AGM of the Company No. 2/2011 approved to investing in the remaining shares of AQUA AD. Now the Company holds 100% shares of AQUA AD.

The Board of Directors' meeting No. 11/2013 held on December 23, 2013 has passed a resolution to approve the disposition of 105,151,997 ordinary shares of Aqua Ad Plc. ("AQUA AD") accounting for 26% of total paid-up shares at Par value of Baht 1 per share at the purchasing price of Baht 2.66 per share totaling value of Baht 279,494,008 to Polaris Capital Plc., ("POLAR"). The Company currently holds AQUA AD accounted for 74%.

#### **Financial Highlights**

Unit : Million Baht	2015	2014	2013
Total assets	593.76	598.65	644.73
Total liabilities	100.78	134.85	201.17
Shareholders' equity	492.98	463.80	443.56
Total income	318.12	318.12	305.39
Net profit	49.40	38.44	40.63
Net profit per share	0.1222	0.0947	0.1005
Dividend per share	0.05	0.05	0.095

### **2. Aura Dream Co., Ltd.**

In 2010, The Company invested in Aura Dream Co., Ltd., which is a hotel business of 209 rooms and 88 service apartments at Nakornpathom Province, with registered capital of THB 500 million valued of investments THB 29.9 million, accounted for 9.90%.

The company has reduced its investment to equal the amount of money paid up of THB 29.4 million remaining to 5.98% of the Registered Capital. The project was opening for service at May 19, 2015 under the name "Mida Dvaravadi grand Hotel "

### 3. Eastern Printing Plc. (EPCO)

In June 2010, the Company also invested in Eastern Printing Plc. Which operate business in a comprehensive printing services since the planning until the finished publication. With registered capital of Baht 736,140,807.00 and paid-up capital of Baht 736,140,807.00 divided into 736,140,807 ordinary shares at par value of Baht 1 per share at present the Company holds 38.40% Of the shares paid up accounted for investments of THB 612.76 million.

At the end of 2011 EPCO has invested in renewable energy projects and construction of solar power plants, presently can be summarized as follows.

#### **Project Solar Power Plant of Solar Farm, Total capacity of 15 megawatts:-**

Project	Contract Parties	Location		The date to Signing contract	Capacity Offerings (MW)	Commercial Operation Date (COD)
		District	Province			
<b>JKR</b>	JKR-PEA	Borply	Kanchanaburi	7 Sep 2009	5	15 Oct 2012
<b>RPV</b>	RPV- PEA	Borply	Kanchanaburi	7 Sep 2009	5	15 Oct 2012
<b>LOPBURI</b>	LOPBURI- PEA	Khok Samrong	Lopburi	26 Sep 2011	5	4 Feb 2014

#### **Project Solar power installation on the roof, Total capacity of 15 megawatts:-**

Project	Contract Parties	Location		The date to Signing contract	Capacity Offerings (W)	Commercial Operation Date (COD)
		District	Province			
<b>KMC994</b>	EPCOG- PEA	Bang Sao Thong	Samut Prakan	7 Nou 13	214.8	18 Sep 14
<b>KMC995</b>	EPCOG- PEA	Bang Sao Thong	Samut Prakan	1 Nov 13	214.8	18 Sep 14
<b>KMC996</b>	EPCOG- PEA	Bang Sao Thong	Samut Prakan	30 Oct 13	214.8	18 Sep 14
<b>KMC9911</b>	EPCOG- PEA	Bang Sao Thong	Samut Prakan	26 Nov 13	214.8	18 Sep 14
<b>KMC9915</b>	EPCOG- PEA	Bang Sao Thong	Samut Prakan	7 Nov 13	214.8	18 Sep 14
<b>EPCO B2</b>	EPCOG- PEA	Lak Si	Bangkok	26 Nov 13	237.16	28 April 15
<b>EPCO B3</b>	EPCOG- PEA	Lak Si	Bangkok	4 Nov 13	64.68	30 April 15
<b>TYT K</b>	EPCOG- PEA	Lak Si	Bangkok	4 Nov 13	129.36	10 April 15

#### **The solar power plant at Japan :-**

Project	Company Developer And implementation	FIT Price (JPY/kWh)	Approval Capacity (MW)	Installation Capacity (MW)	Construction start date	Expected COD
<b>KURIHARA</b>	Premier Solution Co., Ltd	36	12.24	12.611	August 2016	May 2017
<b>KURIHARA</b>	Premier Solution Co., Ltd	40	9.52	12.287	August 2016	September 2017
<b>KYOTO</b>	Godo Kaisha Green Energy	32	9.99	11.988	February 2016	July 2016
<b>GENBI</b>	Godo Kaisha Green Energy	36	10	12	May 2017	May 2018
<b>SHIRAKATA 1-3</b>	Godo Kaisha Green Energy	32	5.336	5.485	Q. 1/2016	Q. 3/2015

**Financial Highlights (Consolidated)**

Unit : Million baht	2015	2014	2013
Total assets	2,578.54	2,679.52	2,140.93
Total liabilities	1,197.56	1,296.96	1,262.61
Shareholders' Equity	1,380.98	1,382.56	878.32
Total income	889.96	896.28	771.98
Net profit	247.32	225.43	158.52
Net profit per share	0.34	0.35	0.25
Dividend per share	0.22	0.32	0.169

**Warehouse rental business and service**

In 2014, the Company also invested in 69% of registered capital (1,694,000 shares) of Thai Consumer Distribution Center Co.,Ltd.(TCDC), main business is warehouse rental and service by main customers are Unilever Group. This transaction is the purchase of additional new ordinary shares of the TCDC of 1,169,000 shares at par value of 100 baht per share at a price per share of 406.33 baht (the share premium 306.33 baht/share), and the acquisition of shares from existing shareholders 1 share at a price of 406 baht to get the rights to existing shareholders of TCDC, representing a total investment value of 475 million baht. And Mr. Phonlasit Phumiwasana holding 1 share of the company

On September 23, 2015, the Company has investment of the remaining 459,374 ordinary shares of TCDC at par value of Baht 100 per share representing 27.12% of paid up shares at the average price of Baht 685.715 per share, totaling Baht 315 million from 5 existing shareholders. After this transaction, the Company will hold 96.13% of total paid up shares (1,694,000 shares).

**● Financial Highlights (Separate)**

Unit : Million baht	2015 (As at 31 Dec 15)	2014(*) (As at 31 Dec. 14)	2014 (As at 30 June 14)
Total assets	2,960.94	2,759.25	2,410.75
Total liabilities	1,909.96	1,932.64	1,932.81
Shareholders' Equity	1,050.98	826.61	477.94
Total income	305.67	331.50	229.59
Net profit	153.12	228.94	137.09
Net profit per share	98.31	227.38	236.85
Dividend per share	20.00	-	267.50

**Remark** (\*) In 2014, the subsidiary has changed final day of the period from June 30 to December 31, by starting the period ended December 31, 2014 onwards, the financial statements as at December 31, 2014 have been prepared for the period from July 1, 2014 until December 31, 2014.



As of quarter 4/2015, the Board of Directors of the Company No. 10/2015 approved TCDC acquisition of common shares of Accomplish Way Holdings Company Limited. (AWH) whose core business is the warehouse and services, by acquisition of shares from existing shareholders of the number of 449,998 shares, at a par value of 100 baht per share, the average price of 367.632 baht, totaling 165.43 million baht. After the acquisition of such shares, TCDC as a major shareholder, holding 100% of the shares outstanding (totalling 450,000 shares).

**Financial Highlights**

Unit : Million baht	2015(*) (As at 31 Dec 15)	2015 (As at 30 June 15)	2014 (As at 30 June 14)
Total assets	414.00	353.12	347.69
Total liabilities	268.61	267.34	285.66
Shareholders' Equity	145.39	85.78	62.03
Total income	85.48	47.55	36.87
Net profit	59.61	23.75	3.66
Net profit per share	132.47	52.78	8.13
Dividend per share	10.00	-	-

**Remark** (\*) In 2015, AWH has changed final day of the period from June 30 to December 31, by starting the period ended December 31, 2015 onwards, the financial statements as at December 31, 2015 have been prepared for the period from July 1, 2015 until December 31, 2015.

## Competition status and industry trends

### Electrical appliances industry and Competitive Situation, and the leasing operators.

Because the Company has ceased to hire purchase loans of electric appliance and other since 2007 as stated above. The Company considered that information in this section does not affect the decisions of investors and the disclosures in this section may not reflect the actual situation. So we canceled the disclosure in this section.

### Services and produce advertising media business

In 2007, the Company invested in Aqua Ad Public Company Limited (formerly, J. R. Deal Company Limited and Aqua Corporation Public Company Limited) “AQUA AD” with an investment of Baht 150 million operated rental space for installation of advertisement boards, providing space, contract manufacturing and advertising installation by focusing on external residential advertising media (Billboard). The Company acknowledges that the rental space for installation of advertisement boards business is a stable business, receive the recurring income from the rental of regular customers, a good rate of return on investment and quite definitely. It is a business that requires knowledge, ability and specializes in the business as well. So the Company had a confident that the investment in advertising media is an investment that provides a good return and sustainability to the shareholders in the long term.

Overview of the advertising industry in 2015 was at 1.22 trillion baht a year, increase by 3.34% from 2014 of 3,956 billion baht. The summary of the media use from 2014 to 2015 is as follows.

Type	2015 (MB)	%	2014 (MB)	%	Difference (MB)	% Growth
TV	57,526	47.03	63,776	53.88	(6,251)	(9.80)
Cable / Satellite	6,055	4.95	7,232	6.11	(1,177)	(16.27)
Digital TV	20,930	17.11	8,581	7.25	12,349	140.91
Radio	5,675	4.64	5,610	4.74	65	1.16
Newspaper	12,332	10.08	13,182	11.14	(850)	(6.45)
Magazines	4,227	3.46	4,931	4.17	(704)	(14.28)
Theaters	5,134	4.20	4,349	3.67	785	18.05
<b>Billboards</b>	<b>4,265</b>	<b>3.49</b>	<b>3,974</b>	<b>3.36</b>	<b>291</b>	<b>7.32</b>
Transport	4,478	3.66	3,813	3.22	665	17.44
In store media	639	0.52	1,964	1.66	(1,325)	(67.46)
Internet	1,058	0.86	950	0.80	108	11.37
Total	122,319	100.00	118,363	100.00	3,956	3.34

Sources of information The Nielsen Company (Thailand) through the Website Advertising Association of Thailand. [www.adassothai.com](http://www.adassothai.com)

In 2015, the value of using the media as a whole increased by 3.34% in 2014, the media sector was growing, with six types of media including digital TV valued at 20,930 million baht growing 140.91%, radio media valued at 5,675 million baht growing 1.16%, cinema valued at 5,134 million baht growing 18.05%, media advertising valued at 4,265 million baht growing 7.32%, mobile media valued at 4,478 million baht growing 17.44% and internet valued at 1,058 million baht growing 11.37%.

Most media are in decline including TV valued at 57,526 million baht, down 9.80%, cable / satellite valued at 6,055 million baht, down 16.27%, newspapers valued at 12,332 million baht, down 6.45% magazines valued at 4,227 million baht down 14.28%, outlets (in store) valued at 639 million baht, down 67.46%.

In 2013-2014 political unrest in some areas traffic route could not be used which made goods and various brands use the budget of advertising and marketing communications less. In 2013 the value of the media was 113,096 million baht. In 2014 the value of the media was 118,363 million baht, compared to year 2015, the value of the media was 122,319 million baht, growing 3.34%.

For the year 2016 it is predicted that the industry will grow due to these three aspects: consumer spending will increase to make the turnover in the market increase, government spending will increase in advertising to stimulate the consumer market, the ASEAN Economic Community or AEC will result in foreign investors to do more business in Thailand.

Currently the media that gets attention is digital media because of the lifestyle of consumers in Thailand who like more privacy but need society in conjunction with online, digital media, in-store media, and outdoor advertising which currently continues to grow. The marketers need to respond to marketing tools to cover all consumers.

In the past the media out of the home received the attention from marketers only in Bangkok, but direction currently is not the same as before anymore with the expansion of the economy of "major cities" that have the infrastructure of modern trade, airport, real estate projects and facilities in nearby Bangkok. Also the policy of the ASEAN Economic Community (AEC) is a key growth segment of "secondary cities" of more than 10 provinces, to expand economic links with the country's infrastructure. As a result, continuing the expansion of the shopping center, hypermarkets, fast-food and selling furniture centers in the secondary cities which all affect the local consumer behavior with the lifestyle close to the city. And the trend has continued to expand the growth of the media out of the home in up-country "secondary cities" nationwide and has more than 10 provinces shifting credit as close to major cities.

Such factors create people up-country with high purchasing power. Moreover expansion of modern trade to up-country. As a result, people up-country are living more locally because the facilities are not much different from the city. As a result, goods and brands must have a better communication strategy with the consumers through the media out of the home up-country. Up-country will grow based on the development of economic policy. It is expected that during three years from now until upcoming AEC in 2016 it will grow at an average annual rate of 10-20% every year.

Highlights of the advertising media outside the home is visible and tangible so such media features can be created "trustworthiness", "satisfaction", and "purchase intention" for the brand. This will create the basis for a strong and long-term success for the brand. The challenge is to reach out and create interest among consumers. Thus technology and innovation has become a powerful choice for interacting with consumers.

#### Warehouse for rent and services business

In 2014 the company has invested in Thai Consumer Distribution Centre Company Limited which warehouses and serve. The Group From the developer of warehouse and distribution center is built according to the needs of tenants. (Built-to-Suit). We focus on creating added value for the tenants of Logistics Cost Management, paying attention to and understand the needs and business model with a specific customer to develop new warehouse designed in a special way, select a location in

accordance with the requirements, deliver projects on time, the rental price is right. In order to ensure that tenants rent a warehouse from company group can help increase efficiency in the management of Logistics. As a result, the Company group have been entrusted to our customers and ask them to expand the warehouse larger than 1 additional projects addition, the company also plans to develop and expand the lease continues from both existing and new customers.

Warehouse demand is expected to grow on several factors from private and the move towards an ASEAN Economic Community, or AEC, which makes the demand for goods and transport to neighboring countries likely to rise causing the industry to increased production. This resulted in higher demand for warehouses. There is an expansion in demand especially in the east and northeast to avoid the flood, as a result, land prices rose by 5-10 percent. The area is also a strategic location as it can help reduce costs of logistics as it is convenient to transport goods to ports in Lamchabung that is expanding and additional construction of a dual track railway. These logistic improvements will help reduce the cost of transportation, logistics and international trade and increase the convenience of overall transporting goods and support the integration of the ASEAN Economic Community in 2015 as in the field of Logistics is one of the sectors that will become more liberalized .

The warehouse also driven by many factors, such as growth of the city (Urbanization), increased demand for warehouse space, the recovery of the manufacturing sector in addition to the demand for goods and services not only in the fast growing cities but also in the countryside regions which leads to the need to establish a distribution centers in the area that is important for transport in the regions to serve as a key connecting point in doing a trade with neighboring countries from the construction of public infrastructure and increasing value of border trade. With all of these factors, the business of warehouse the future seems to be quite bright.

## Risk Factors

### Risk of a return on investment in new business is not in line with expectation

The company will have revenue from dividend from the investments in its subsidiaries and associates. Therefore, operating results and ability to expand business of Aqua Ad Public Company Limited, Thai Consumer Distribution Center Company Limited, Eastern Printing Public Company Limited and / or other businesses that the Company believes in their potentials are important factors affecting revenue in the future which the Company may not have expertise in business that invested and heavily rely on the other shareholders in the business operation. Moreover, the new business is also the main revenue of the Company in the future. Therefore, the Company has risk of the performance of the invested companies are not in line with the Company's expectation which may affect the impairment of investments and also affect the Company's operations continuously. But since the Company has a policy of investment appraisal that is very strict, including considering the opportunities for business growth, checking the status of companies before investment, as well as after the investment the Company will send representatives to help control and administrate the business which could help reduce the risk to some extent.

Last year, the Company has details of investment capital as follows;

Company	Shareholding as of December 31, 2015	Type of business	Risks and Solutions
Aqua Ad Public Company Limited (AA)	74% of total paid-up capital	Provide rental space for advertisement and advertisement production service by focusing on outdoor advertisement such as billboard.	<p>In 2007, the company investment in AA, the Company expected to receive returns in the form of dividend which is higher than depositing money with financial institutions. In the past, AA paid dividend in the rate of in the rate of 4.63 in 2014 and 2015 compared to the investment capital</p> <p>Reasons that may result in returns that were not in line with the goals include 1) billboard structures which have incomplete approval documents are removed 2) political issues directly affect the economy and the suspension of advertising media budget of some businesses.</p> <p>Because the source of the assets of billboard advertising. Mainly from the acquisition of another operator. This is the evidence that can be submitted for approval. And some can not be delivered. However, after the company had billboard on the property. The Company has complied with all legal aspects.</p> <ol style="list-style-type: none"> <li>1) The annual license tax.</li> <li>2) To monitor the stability. Building and billboard every year.</li> <li>3) Maintenance as recommended by the Engineers check the stability.</li> <li>4) The billboard insurance and third party.</li> </ol>

Company	Shareholding as of December 31, 2015	Type of business	Risks and Solutions
Eastern Printing Public Company Limited (EPCO)	38.40 % of total paid-up capital	Publisher who operates comprehensive printing services and renewable energy.	<p>Year 2010, the company has invested in EPCO. Company expects to receive compensation in the form of higher dividends, deposits with financial institutions.</p> <p>In the past, EPCO paid dividend of 2 times per year in a rate of 14.76% in 2014 and 10.15% in 2015 compared to investment capital</p> <p>(Year 2015 EpcO pay a share dividend paid in part by the proportion 25 existing shares : 1 share).</p> <p>Reason that may result in returns that were not in line with the goals include the entering into digital and electronic era affecting changes in the form of reading of a book or publication that may affect the printing business.</p> <p>However, EPCO has invested in the energy business operated by Eastern Power Group Pcl. (the Company) ( "EP") its subsidiary, a business with a steady income and a good return, including the Spin-off subsidiary (EP) is a listed company on the SET will create opportunities for businesses to expand and create good returns. Including gains from capital gain to shareholders of EP, which will affect the shareholder of EPCO as well.</p>
Aura Dream Company Limited	5.98% of total registered capital	Operate hotel with capacity of 209 rooms and serviced apartment with capacity of 88 rooms in Nakhon Pathom province.	<p>The Company expected to receive returns in the form of dividend which is higher than depositing money with financial institutions. On May 19, 2015, the project was launched under the name of "Mida Dhavaravati Grande Hotel".</p> <p>Reason that may result in returns that were not in line with the goals include the hotel is not popular for target customer, affecting the operating result of the hotel that could not pay dividend.</p> <p>However, these hotels is a new option to the user. The thing that makes a decision is a new modern and luxurious compared to other hotels with the same amount of room.</p>
Thai Consumer Distribution Centre Co., Ltd (TCDC)	96.13% of total registered capital	Operate warehouse for rent and services.	<p>In June 2014 the company invested in TCDC expected to receive compensation in higher dividends, deposits with financial institutions. And its subsidiaries are listed on the Stock Exchange of Thailand. To be able to recognize profits from capital gain.</p> <p>Reason that may result in returns that were not in line with the goals include can not expand investment in order to get</p>

Company	Shareholding as of December 31, 2015	Type of business	Risks and Solutions
			<p>the proper amount of space leased before the funding from the Stock Exchange of Thailand. And there is only one major customer accounting for 100% of total revenue.</p> <p>However, in 2015 TCDC had to purchase 100% of registered ordinary shares of Accomplish Ways Holding Company Limited (“AWH”) made TCDC has increased by 13,845 sqm., And the proportion of large customers decreased, by TCDC is intended to maintain the revenues of the major customers of total revenue no more than 60%, and in 2015 TCDC dividend payment at the rate of 4.18 % compared to investments.</p>

### **Services and production of media advertisement**

#### **1. Risk of regulatory control of media advertisement**

The Company group's core business is providing rental space for advertisement, production and stallation of media advertisement, focusing on outdoor advertising in a form of billboards located across Bangkok and other provinces, including billboards that the Company producted itself and purchased from vendors. Most billboards have document of a building permission under the Building Control Act, B.E. 2522 (1979), representing about 40% of all the existing billboards. The remaining billboards of 60% of all the existing billboards, some of them lack of document of a building permission due to the purchase from the former owners who have incomplete document collection system and some did not have document of a building permission. Therefore, it is considered as risk of the Company in case that the billboards which have incomplete document of a building permission are supervised or forced to remove, affecting the Company's performance drop significantly as follows;

(Unit : Million Baht)	2015	2014	2013
Number of billboard of the Company (area)	139	145	134
Number of billboard with incomplete documents of building permission (area)	87	88	83
Percentage of billboard with incomplete documents of building permission	62.59%	60.69%	61.94%
Net book value	161.58	190.04	144.22
Revenues from advertising	146.07	146.53	144.04
Percentage of total revenues from advertising	56.49%	57.39%	47.38%
Impact on revenues from billboard removal	(146.07)	(146.53)	(144.04)
Impact on total assets and shareholders' equity from billboard removal	(161.58)	(190.04)	(144.22)

Nonetheless, the Company and its group has not experienced difficulties in being forced to remove the Company's advertising billboards from government agencies. In addition, the Company and its group also has complied with the best practice after receiving billboards as required by rules and regulations such as payment of tax revenue for billboards which



have revenue on an annual basis, constant purchase of insurance coverage for every billboard, regular monitoring of billboards' stability in line with the Building Control Act, B.E. 2522 (1979) on an annual basis, assurance of strength and stability of billboards from the Advertising and Sign Producing Association on an annual basis, and regular plan of maintenance to prolong billboards' lifespan. In addition, the Company's management has closely monitored news regarding the discussion or changes in relevant laws in order to process the document of a building permission properly, as well as consideration in investment of billboard advertising with document of a building permission to reduce the risk in this case.

In part of the costs of billboard removal, the Company has adopted Accounting Standard No. 16, Property, Plant and Equipment which determined that the Company has to estimate the costs of billboard removal as part of the initial cost of acquired property.

## **2. Risk of changes in advertising production in digital and online era**

Overview picture of the advertising industry in 2015, down 3.34% from 2014 or a total value of Baht 122,319 Million. TV still mainly accounted for 64.14% of the total advertising budget and the industry in this year tends to grow by at least 10% under nonviolent political situation which consumer products, beverage, automotive, and communication technology are major sectors spending most advertising budget of the year.

The Company recognizes that digital and online will play an important role in this era in communicating and advertising to customers because customers desire a quick response and to penetrate to widespread audience but required the target customers to always recognize products. Therefore, it is necessary to take advertising billboard together with digital and online media combined in an advertising production in order to encourage target groups to remember product as much as possible. In 2015, the company has studied digital advertising media to modernize and answer customers' needs in every era.

### **Warehouse for rent and services business**

#### **1. Risk of uncollectible receivables for rental fees**

The risk of the Company and its group that will not be able to collect rental fees under the leasing agreement may arise in case that customers are negatively affected from economic conditions and industrial sector or business operation, causing the customers' financial status and finally impact the ability in payment of rental fee under the leasing agreement which may cause lack of liquidity of Company and its group and affect the repayment of debts to financial institutions which the Company is required to pay on a monthly basis.

However, the Company and its group expect that such impact are unlikely to occur since the customers of the Company are leading companies, reliable, and have high financial stability, as well as the Company required tenants to place cash deposit for rental fees and / or letter of guarantee from banks. Moreover, the terms and conditions of the leasing agreement of most Built-to-Suit projects have specified that if the tenant terminates the agreement before the end of the leasing term, the tenant must pay compensation equal to the rental fee for the remaining rental period to the Company. In addition, the Company has prepared financial liquidity which is sufficient to repay the loans for 3 installments payment in case some problems occur, it will not affect the Company's ability to repay debts to financial institutions certainly.

## **2. Risk of relying on revenue from one tenant**

The current source of revenues of warehouse for rent and services business comes from tenants which are the same company group 100% may occur in case that customers are negatively affected from the economic conditions and industrial sector or business operation which affect financial status of customers. The tenants may rent warehouse until the end of contract period and the Company may be affected by significant drop in revenues from rental fees.

However, the Company and its group expected that such impact are unlikely to occur since customers of the Company have production bases in Thailand and the Company's warehouses are located in areas adjacent to production plants of the tenants, as well as the rental space is more than 100,000 square meters and located in the same area, it is easy for the tenants to manage logistics system. In addition, the Company has determined the terms and conditions of the leasing agreement that if the tenant terminates the agreement before the end of the leasing term, the tenant must pay compensation equal to the rental fee for the remaining rental period to the Company. Including in 2015, the Group to purchase 100% of registered ordinary shares of Accomplish Ways Holding Company Limited ("AWH"), making the company more space, 13,845 sqm., And proportion of revenue of major customers. decrease The Group is intended to maintain the revenue of major customers the total income no more than 60%.

## **3. Risk of land acquisition policy for future development**

The Company and its group have land acquisition policy by focusing on purchase of land which has potential for development immediately or in the near future. Therefore, the Company has no policy for accumulating land bank without supportive development plan or not having a clear plan for rental fee from specific tenants. However, since the increase in competition, making the battle in purchasing or renting land in great locations between players which may cause the risk for the Company that the price of land will be rising or the Company will not be able to purchase land in the desired location under the expected costs which may affect the cost of project development to be increasing and the Company may decide not to invest due to the return on investment may not be in accordance with the financial projection of the Company and its group.

However, the Company and its group have prepared a survey plan and land acquisition plan in accordance with the project development of the Company unceasingly. The Company foresaw that accumulating land bank without supportive development plan or not having a clear plan for rental fee from specific tenants are not in line with the business plan of the Company, as well as may affect financial liquidity problem to the Company. Therefore, the Company concentrated on the purchase of land in an amount in line with the Company's business plan and the land must be developed for project immediately or in the near future or the land must be planned together with the customers for the extension of customers' projects. The Company also has a policy of investment in leasehold land in some locations with regard to the study of possibility of the return on investment as a significant factor, allowing the Company to acquire land which has potential for development in agreed locations with the tenants which is better than accumulating land similar to other players, including to be more flexible in order to accommodate the expansion of the tenants' business and be able to control the cost of land to the appropriate level.

#### 4. Risk of fluctuation of interest rates

The business operations of the Company and its group required high investment capital after the restructuring of financial structure, the business has outstanding loans from financial institutions of Baht 1,657 Million in which the interest rate of the loans is calculated as a floating interest rate. Therefore, if market interest rate is rising, the Company will have the higher burden of interest payment, affecting the Company's profit to be falling.

However, the loan interest rate of the Company and its group from financial institutions in the first 5 years (started from 2015), the Company selects to specify a fixed interest rate and in the next 5 years the loan interest rate will be at a rate of no more than minimum lending rate or MLR of the financial institutions, including the financing plan for the development of projects of the Company is not dependent on loans from financial institutions only, but also has financing and funding plans from other sources for the balancing purpose, particularly funding from the SET and from disposal of assets through the mutual fund which is an important source of fund for the future investment. With a plan to list company on the SET, this can reduce risk of fluctuation of interest rate by using fixed interest rate instead.

## Company Profile

### (1) Company Profile

<b>Name</b>	Aqua Corporation Public Company Limited
<b>Symbol</b>	AQUA
<b>Registration Number</b>	0107547000397
<b>Head Office Location</b>	121/68-69 21 <sup>st</sup> Floor, R.S.Tower, Ratchadapisek Road, Ding Daeng, Bangkok 10400
<b>Home Page</b>	<a href="http://www.aquacorp.co.th">www.aquacorp.co.th</a>
<b>Telephone</b>	(02) 694-8888
<b>Facsimile</b>	(02) 694-8880
<b>Business Type</b>	<ul style="list-style-type: none"> <li>- Original Company operates the sale and purchase of home appliances brand "Distar", Office supplies, Motorcycle and the other until early 2007, the Company has ceased on the all hire purchase loans.</li> <li>- Since 2007 operates in the managing investments in others business.</li> </ul>

**On December 31, 2015 the Company had registered capital and paid up capital as follows.**

<b>Registered capital</b>	Baht 2,500,000,000 divided into ordinary shares of 5,000,000,000 shares at par value of Baht 0.50 per share.
<b>Paid up capital</b>	Baht 2,296,500,000 divided into ordinary shares of 4,593,000,000 shares at par value of Baht 0.50 per share.
<b>Accounting period</b>	1 January to 31 December

### (2) Information of company that the company holds more than 10 percent

<b>Name</b>	Aqua Ad Public Company Limited ("AQUA AD")
<b>Registration Number</b>	0107552000138
<b>Head Office Location</b>	121/69 21 <sup>st</sup> Floor, R.S.Tower, Ratchadapisek Road, Ding Daeng, Bangkok 10400
<b>Home page</b>	<a href="http://www.aquacorp.co.th">www.aquacorp.co.th</a>
<b>Telephone</b>	(02) 694-8888
<b>Facsimile</b>	(02) 694-8880
<b>Business Type</b>	Rental space for installation of advertisement boards, providing space, contract manufacturing and advertising installation by focusing on external residential advertising media and the advertisements that revenues to the AQUA AD was media advertising billboard.
<b>Registered capital</b>	Baht 404,430,759 (ordinary shares of 404,430,759 shares at par value of Baht 1 each)
<b>Paid up capital</b>	Baht 404,430,759 (ordinary shares of 404,430,759 shares at par value of Baht 1 each)
<b>Accounting period</b>	1 January to 31 December
<b>Shareholding in the Company's</b>	74 % of paid up capital

<b>Name</b>	Mantra Assets Company Limited (“MANTRA”)
<b>Registration Number</b>	0105536086838
<b>Head Office Location</b>	45/18 Soi Pradoo, Bangkorlaem, Bangkok.
<b>Home page</b>	-
<b>Telephone</b>	(02) 694-8888
<b>Facsimile</b>	(02) 694-8880
<b>Business Type</b>	Original operated lease sales business of electric appliance product and automotive as well as the Company. Currently ceased providing new loans and collect money from former receivables only
<b>Registered capital</b>	Baht 10,000,000 (ordinary shares of 1,000,000 shares at par value of Baht 10 each)
<b>Paid up capital</b>	Baht 10,000,000 (ordinary shares of 1,000,000 shares at par value of Baht 10 each)
<b>Accounting period</b>	1 January to 31 December
<b>Shareholding in the Company's</b>	100 %

<b>Name</b>	Thai Consumer Distribution Center Co.,Ltd (“TCDC”)
<b>Registration Number</b>	0105544083141
<b>Head Office Location</b>	39,39/1 Moo 11 Ror Phor Chor Nham Daeng-Khlong Prawetburirom Road, Suwintawongse Road (Tolo 304), Khlong Preng Sub-district, Muang District, Chachoengsao Province.
<b>Home page</b>	<a href="http://www.tcdc.co.th">www.tcdc.co.th</a>
<b>Telephone</b>	(02) 694-8888
<b>Facsimile</b>	(02) 694-8880 , (02) 694-8889
<b>Business Type</b>	The main business is warehouses and serviced by main customers are Unilever Group. There are currently of 2 warehouse with space 108,800 square meters approximately, at ro.pho.chao Namdaeng - Klong Prawet Buri Rom, Sukhumvit Road. (Tolo 304) Khlong Preng Sub-district, Muang District, Chachoengsao Province on area 211-0-25 rai.
<b>Registered capital</b>	Baht 169,400,000.00 (ordinary shares of 1,694,000 shares at par value of Baht 100 each )
<b>Paid up capital</b>	Baht 169,400,000.00 (ordinary shares of 1,694,000 shares at par value of Baht 100 each)
<b>Accounting period</b>	1 January to 31 December
<b>Shareholding in the Company's</b>	96.13 % of registered capital

<b>Name</b>	121 Power Company Limited. (“121 Power”) (Formerly Aqua Green Energy Company Limited.
<b>Registration Number</b>	0105558001045
<b>Head Office Location</b>	121/68 21 <sup>st</sup> Floor, R.S.Tower, Ratchadapisek Road, Ding Daeng, Bangkok 10400
<b>Home page</b>	-
<b>Telephone</b>	(02) 694-8888

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<b>Facsimile</b>	(02) 694-8880
<b>Facsimile</b>	(02) 694-8880 , (02) 694-8889
<b>Business Type</b>	The main business is Alternative Energy domestically and internationally
<b>Registered capital</b>	Baht 1,000,000.00 (ordinary shares of 100,000 shares at par value of Baht 10 each )
<b>Paid up capital</b>	Baht 1,000,000.00 (ordinary shares of 100,000 shares at par value of Baht 10 each)
<b>Accounting period</b>	1 January to 31 December
<b>Shareholding in the Company's</b>	100 % of registered capital

<b>Name</b>	Aqua Power Company Limited. (“APW”)
<b>Registration Number</b>	0105558001045
<b>Head Office Location</b>	121/68 21 <sup>st</sup> Floor, R.S.Tower, Ratchadapisek Road, Ding Daeng, Bangkok 10400
<b>Home page</b>	-
<b>Telephone</b>	(02) 694-8888
<b>Facsimile</b>	(02) 694-8880
<b>Facsimile</b>	(02) 694-8880 , (02) 694-8889
<b>Business Type</b>	The main business is Alternative Energy domestically and internationally
<b>Registered capital</b>	Baht 1,000,000.00 (ordinary shares of 100,000 shares at par value of Baht 10 each )
<b>Paid up capital</b>	Baht 1,000,000.00 (ordinary shares of 100,000 shares at par value of Baht 10 each)
<b>Accounting period</b>	1 January to 31 December
<b>Shareholding in the Company's</b>	100 % of registered capital

<b>Name</b>	Eastern Printing Public Company Limited (“EPCO”)
<b>Registration Number</b>	0107536000838
<b>Headquarters</b>	51/29,51/61, Soi Vibhavadee 66 (Siamsamakhi), Vibhavadee-Rangsit Road, Talatbangkhen, Lak Si, Bangkok.
<b>Home page</b>	<a href="http://www.epco.co.th">www.epco.co.th</a>
<b>Telephone</b>	(02) 551-05141-4
<b>Facsimile</b>	(02) 552-0905 , (02) 551-0532
<b>Business Type</b>	The main business is the publisher and operates printing business in integrated manner by providing services ranging production planning until the binding to finished publication and at late of 2011 EPCO expanded its business of renewable energy The current plants have the capacity of 15 MW and rooftop solar for a total of 1.5 MW and in Japan, a 23 MW in Japan.
<b>Registered capital</b>	Baht 736,140,807 (ordinary shares of 736,140,807 shares at par value of Baht 1 each)
<b>Paid up capital</b>	Baht 736,140,807 (ordinary shares of 736,140,807 shares at par value of Baht 1 each)

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**Accounting period** 1 January to 31 December

**Shareholding in the Company's** 38.40 % of paid up capital

**(3) Information of other reference persons**

Share Registrar : Thailand Securities Depository Company Limited  
The Stock Exchange of Thailand Building,  
62 Rachadapisek Road, Klongtoey, Bangkok 10110  
Telephone 0-2299-2800  
Facsimile 0-2359-1259

Auditor : Miss Chaovana Viwatpanachati  
C.P.A. (Thailand) Registration No. 4712  
Pitisevi Co., Ltd.  
8/4 Floor 1,3 Soi Viphavadee 44 (Soi Amornphan 4)  
Viphavadee-Rangsit Rd., Ladyao  
Chatuchak, BKK  
Telephone 0-2941-3584-6  
Facsimile 0-26941-3658



## Dividend policy

The company has a policy of paying dividends to shareholders at a rate of not less than 40% of the net profit after tax and legal reserve. Each year will be paid 2 times a year. The dividend payment has to consider several factors related to the operation and management such as position and financial strength, liquidity, business expansion plans / investment plan, etc. Details of dividend payment compared since 2013 to 2015 are as follows.

Item	Y2015	Y2014	Y2013
1. Profit to be appropriated (Million Baht)	145.04	124.38	298.72
1.1 Net profit (Million Baht)	108.94	124.38	298.72
1.2 Retained earnings (Million Baht)	36.10	-	-
2. Legal reserve (Million Baht)	7.25	6.22	14.94
3. The earnings used to calculate dividends (Million Baht)	137.79	118.16	276.83
4. Number of shares (Million Shares)	4,593	5,000	4,154.68
5. Dividend paid per share (Baht / Share)	0.03	0.016	0.027125025
6. Total dividend payment (Million Baht)	137.79	80.00	112.70
7. Dividend per earnings ratio article 3 (%)	100.00	67.70	40.71

The dividend for the year 2015 in accordance with the dividend policy of the company and was proposed to the Annual General Meeting of Shareholders for the year 2016 was approved.

## Structure of Shareholders and Management

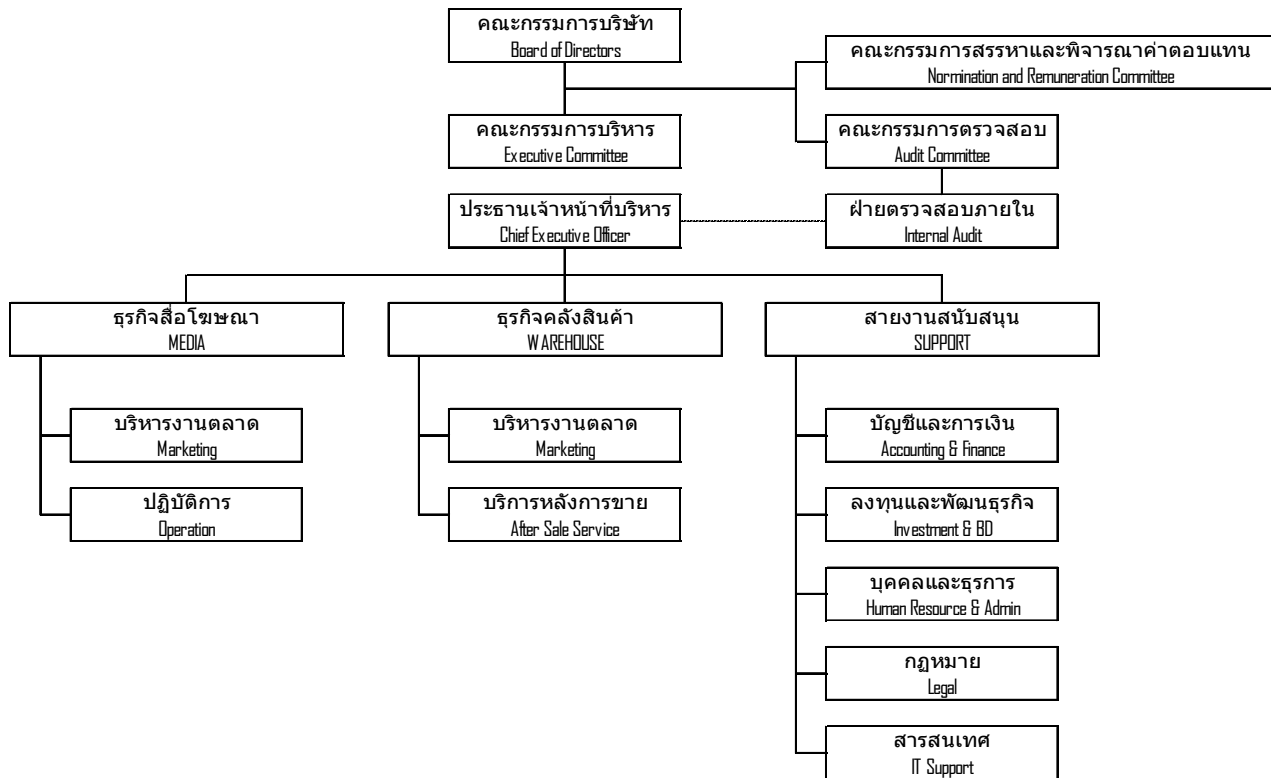
### 1. Shareholders Structure

Top 10 shareholders of the Company as of ( March 16, 2016)

No.	Name of person / Legal entity	No. of shares (Millions of shares)	% (Total 4,593,000,000 shares)
1.	Mr.Khampol Viratepsuporn	671,000,000	14.61
2.	SIAM MEDIA LIMITED	640,250,000	13.94
3.	Mrs. Sumalee Ongcharit	460,901,700	10.04
4	Mr. Nipon Nattawut	225,000,000	4.90
5.	Ieosivikul group consists :	219,551,100	4.78
	<i>Ms.Chawanluck Ieosivikul</i>	<i>142,581,100</i>	<i>3.10</i>
	<i>Miss Chitwadee Ieosivikul</i>	<i>54,000,000</i>	<i>1.18</i>
	<i>Mr.Wisood Ieosivikul</i>	<i>22,970,000</i>	<i>0.50</i>
6.	Mr. Yothin Genvanit	120,037,800	2.61
7.	Mrs. Montira Padoongrat	118,000,000	2.57
8.	Mr. Korchoke Saengtongaram	113,000,000	2.46
9.	Miss Roongrawee Iampongpaiboon	98,241,700	2.14
10.	Mr. Thaweep Ruangrai	95,269,600	2.07

## 2. Management

Management Structure as at 31 December 2015



### Personnel

The Company focuses on determining the manpower to appropriate to the size of the agency. And to the preparation of manpower plans for the future. By employees of the Group are divided by department are as follows:

Department	At 31 December 15	At 31 December 14
1. Management and Secretary	12	11
2. Investment and Business Development	4	1
3. Marketing	13	11
4. Operations	12	13
5. Accounting and Finance	17	17
6. Human Resources and Administration	8	7
7. Legal	3	3
8. IT	1	2
<b>Total</b>	<b>70</b>	<b>65</b>

The management structure of the company consists of Board of Directors, Audit Committee, Executive Committee and the Management. In the management and oversight of the Group's business, the Board of Directors and Management are committed to good corporate governance principles as recommended by the Stock Exchange of Thailand; including other suggestions of the Securities and Exchange Commission.

## 2.1 Board of Director

The Board of Directors as at February 27, 2015 consists of 8 persons as follows:

1.Mr. Chulasingh	Vasantasingh	Independent Director / Chairman of the Board
2.Mr. Watcharakiti	Watcharothai	Independent Director / Chairman of Audit Committee
3. Mrs. Sumalee	Aongjarit	Director and Chief Executive Officer
4.Mr. Phonlasit	Phumiwasana	Director
5. Mr. Siriwat	Vongjarukorn	Director
6.Mr. Grisada	Jarreonkonkit	Director
7.Mrs. Orawan	Lekrungruangkit	Director
8.Ms. Pranee	Rattakam	Independent Director
9.Mrs. Podchane	Phaosavasdi	Independent Director

### **The authorized directors**

The authorized directors of the Company who can sign to bind the Company are Mrs. Sumalee Aongjarit , Mr. Phonlasit Phumiwasana, Mrs. Orawan Lekrungruangkit, Mr. Siriwat Vongjarukorn any two of these four directors are authorized to jointly sign with the Company's seal affixed

### **Scope of Authority and Responsibilities of the Board of Directors**

Under the resolution of the Board of Directors meeting 2/2016 held on February 26, 2016 which was also attended by the Audit Committee, limitations of authority and responsibilities of the Board of Directors were set as follows:

1. The authority in accordance with Public Limited Companies Act BE 2535 and any other laws that defined as duties of director or Board of Directors of public companies.
2. Perform their duties with responsibility, careful and honesty including they must comply with the law, objectives and articles of association that defined as well as compliance with resolutions of the shareholders' meeting.
3. Determine the main business policy, Monetary Policy, Funding policy, Capital Management and Risk management policy for the company implementation
4. Authorized to determine and change the name of directors who have authorized signatory of the company.
5. Corporate governance to meet or exceed the target set and determine a solution if there are obstacles in achieving that target.
6. Provide the general information reporting and financial statements to its shareholders and general stakeholders correctly, completely, transparency and in accordance with the law.
7. Acknowledge the important audit report and determine measures to improve if it finds significant deficiencies.

Moreover, the Board of Directors empowers to appoint a number of directors to be the Executive committee to manage one or more Company's business. The Board of Directors also empowers to authorize directors to sign on behalf of the Company in managing the Company's business except for the following conditions which require resolution from shareholders' meeting:

- 1) Legal matters that require approval from the shareholders' meeting.
- 2) Any transactions that Directors may have benefits or vested interests and under the law or regulations of the Stock Exchange of Thailand that requires resolutions from shareholders' meeting.

In the following cases, the matter must be approved by the board of directors and the meeting of shareholders of not less than three fourths of the entire votes of the attending shareholders with voting rights.

- 3) The Selling or Disposition of total assets or the significant proportion of assets
- 4) The Purchasing or Acquisition of total assets or the significant proportion of assets
- 5) The agreement, amendment or termination concerning the Lease of total assets or the significant proportion of assets, and the designation of other person(s) and/ or juristic person(s) to manage the company's business or to merge with the other person(s) and/ or juristic person(s)
- 6) The amendment of Company's Article of Association, Memorandum of Association
- 7) Increase or decrease of the company's capital
- 8) Mergers and Acquisition, Liquidation
- 9) The other cases as stated by law

## 2.2 Executive Committee

The member of Executive Committee as at February 26, 2016 consists of 4 persons as follows:

- |                  |                 |                                      |
|------------------|-----------------|--------------------------------------|
| 1. Mrs. Sumalee  | Aongjarit       | Director and Chief Executive Officer |
| 2. Mr. Phonlasit | Phumiwasana     | Executive Committee                  |
| 3. Mrs. Orawan   | Lekrungruangkit | Executive Committee                  |
| 4. Mr. Siriwat   | Vongjarukorn    | Executive Committee                  |

### Scope of Authority and Responsibilities of the Executive Committee

Under the resolution of the Board of Directors meeting 2/2016 held on February 26, 2016 which was also attended by the Audit Committee, limitations of authority and responsibilities of the Executive Committee as follows:

- 1) Authorized approval of a loan or any credit of the company within limits for each transaction of not more than 30 million baht.
- 2) Authorized approval of the regular operations of the company such as purchasing, signage project, vehicles, materials, tools, equipment, approval cost, approval write-offs, etc., in limits for each transaction of not more than 100 million baht or equivalent.

- 3) Authorized approval of investments in equity securities and debt securities to return excess cash of the business, under the investment amount of not more than 300 million baht.
- 4) To approve the investment projects and related projects. The divestment the amount not exceeding 300 million baht.
- 5) Authorized management and operation of the business of the company, as the objectives, regulations and resolutions of the shareholders' resolution and Board of Directors in all respects.
- 6) Considered organizational structure and personnel management of the company.
- 7) Was responsible for determination and recommendations of the policy, business practices and the company's business strategy for consideration and approval to Board of Directors.
- 8) Was responsible for preparing the budget plan for the business year and the annual expenditure budget.
- 9) Authorized functions performed by business policies and business strategy, budget plan for the annual business operation and the annual expenditure budget that was approved by Board of Directors.
- 10) Authorized the conduct of financial transactions with financial institutions in opening an account with the bank, financial institutions and acquire the letter of guarantee from the banks, and the financial institutions in limit of not more than 100 million baht.
- 11) Other duties as assigned during the period by Board of Directors.
- 12) Reported to the Board of Directors on the agenda of the Board of Directors, resolved approval in the next meeting.

The above mentioned authorizations will not authorize the Executive Committee or authorized person from the Board of Directors to enter into any business transactions that he or a person who may has a conflict of interests or has any vested interests with the Company or its affiliates (as per the Company's regulations and regulations from the Securities and Exchange Commission)

### 2.3 Audit Committee

Members of the Audit Committee of the Company as at February 26, 2016 consisted of 3 persons as follows;

- |                     |              |                             |
|---------------------|--------------|-----------------------------|
| 1. Mr. Watcharakiti | Watcharothai | Chairman of Audit Committee |
| 2. Ms. Pranee       | Rattakam     | Audit Committee             |
| 3. Mrs. Podchanee   | Phaosavasdi  | Audit Committee             |

#### **Scope of Authority and Responsibilities of the Audit Committee**

Under the resolution of the Board of Directors meeting 2/2016 held on February 26, 2016 which was also attended by the Audit Committee, limitations of authority and responsibilities of the Audit Committee as follows:

The Board of Director has assigned the Audit Committee to responsible for reviewing the company's operation and report directly to the Board of Directors in order to meet standard and create the benefit to the company and shareholders

The Audit Committee has duties and responsibilities regarding to the rules and regulations of the SEC and SET and report directly to the Board of Directors. In order to maintain an operating standard and bring in the most benefit to the company and shareholders, the Audit Committee has scope of authority and responsibilities as follows;

- 1) Review the company's financial reports to be accuracy sufficient disclosed and reliable
  - 2) Review the internal control and internal audit system of the Company to be in the proper and efficient
  - 3) Review that the Company's operations are in accordance with laws and regulations of the Stock Exchange of Thailand or other laws related to the business operations of the Company
  - 4) Consider and make a proposal in re-appointment, termination and remuneration of auditor of the Company.
  - 5) Meeting with the auditor specifically at least 1 time per year to discuss on various matters that the Audit Committee or the auditor see that it should be discuss in private.
  - 6) Review the independence of auditor and determine the receiving other services policy that is non-audit service from the same audit firm.
  - 7) Review the corporate governance policy and make the proposal any changes to approve by the Board of Directors.
  - 8) Review the related party transactions or transactions that may have conflicts of interest to comply with laws and regulations of the Stock Exchange of Thailand. This is to ensure that such transactions are reasonable and in the best interests of the Company.
  - 9) Review the Company's risk management systems to be appropriate and effective.
  - 10) Consider the independence of internal audit department as well as to approve, appoint, migrate, lay off and consider the performance, meritorious service of internal audit head. All of this may hire individuals or external firm to perform internal audit work by nominate and qualifications to the Audit Committee for approval at least once a year at the same time with an auditor nomination and practice as the Company conduct themselves tacitly.
  - 11) Review and comment on internal audit plan, performance of internal audit department and coordinate with the auditor.
  - 12) Prepare the Audit Committee's Report to be disclosed in annual report which must be signed by the Chairman of the Audit Committee and consisting of the following matters;
    - Resolution on the process and transparency of data in the financial report of the Company with considerations in righteousness and credibility
    - Resolution on adequacy of the Company's internal control
    - Resolution in compliance with the laws on securities and the stock exchange, regulations of the Stock Exchange of Thailand and other laws related to the business operations of the Company
    - Resolution on propriety of auditor
    - Resolution on the transactions that may cause the conflict of interest
    - The number of meetings of the Audit Committee and attendance of each member of the Audit Committee.
    - Opinions or overall observation that the Audit Committee has the duty under the charter. (charter)
-

- Other matters that shareholders and investors should know under the scope of duties and responsibilities as assigned by the Board of Directors.
- 13) Investigate suspicious circumstances that director, manager or persons who responsible for operation of the Company committed an offense under the Securities and Exchange Act (No. 4) BE 2551 which the auditor detected and reported and the Audit Committee shall reports the results of preliminary inspection to Board of Directors, the Securities and Exchange Commission and the auditor within 30 days from the date of notification by the auditor. The suspicious circumstances that have to inform and method to get facts about such circumstances shall be in accordance the notification of the Capital Market Commission defined.
- 14) In performing of Audit Committee's duties, if found or suspected that it have transaction or action as follows which may have a significant impact on the financial position and operating results of the Company. The Audit Committee shall reports to Board of Directors for rectification within period that Audit Committee deem appropriate.
  - (1) Transaction was conflicts of interest.
  - (2) Fraud or irregularity or a significant deficiency in internal control system.
  - (3) Violation of the law on Securities and Exchange, requirements of the Stock Exchange of Thailand or the laws relating to the Company's business.

If the Board of Directors or Executive fails to make a rectification within period according to the first paragraph, one of member of Audit Committee may report such transactions or actions to the Securities and Exchange Commission or the Stock Exchange of Thailand.

- 15) Authorized to hire the consultant or outsider according to regulation of the Company to comment or consulting if needed.
- 16) Authorized to invite the Executive or any related person of the company to comment, attend meetings or provide relevant information.
- 17) Report the performance of Audit Committee to the Board of Directors acknowledge at least 4 times per year.
- 18) Evaluation of its own performance annually.
- 19) Review and evaluate on the adequacy of its charter and propose the change to the Board for approval.
- 20) Perform any other duties as assigned by the Board of Directors.

## 2.4 Nomination and Remuneration Committee

Members of the Nomination and Remuneration Committee of the Company as at February 26 , 2016 consisted of 3 persons as follows;

- |                                  |   |
|----------------------------------|---|
| 1. Mr. Watcharakiti Watcharothai | Chairman of Nomination and Remuneration Committee |
| 2. Ms. Pranee Rattakam           | Nomination and Remuneration Committee             |
| 3. Mrs. Podchanee Phaosavasdi    | Nomination and Remuneration Committee             |



**Scope of Authority and Responsibilities of the Nomination and Remuneration Committee**

Under the resolution of the Board of Directors meeting 2/2016 held on February 26, 2016 which was also attended by the Audit Committee, limitations of authority and responsibilities of the Nomination and Remuneration Committee as follows:

- 1) Generalization, policy and methodology of recruiting proper persons to be appointed as the company's directors, managing director, consultants regarding to their knowledge, capability, renown, experience and honorableness
- 2) To fix the remuneration structure and other benefit of the directors, managing director and consultants in comparison with other comparable industries or businesses
- 3) To ensure the recruiting to be conform to the objectives and principles with discretion, caution and concerning to the best benefit to the company before propose to the board of directors

**2.5 Executives**

The executives of the Company as at February 26, 2016 consisted of 9 persons as follows;

<b>No.</b>	<b>Name</b>	<b>Position</b>	<b>Date of Change</b>
1	Mrs. Sumalee Ongcharit	Chief Executive Officer	Appointment at 9 Feb 2016
2	Mr. Phonlasit phumiwasana	Executives Subsidiary warehouse group, Position Chief Executive Officer	
3	Mr. Thitivat Kosiyakul	Executives subsidiary media group, Position Managing Director	
4	Mr. Pakorn Mongkoltada	Executives subsidiary media group, Position Managing Director	
5	Miss Rewadee Whanchid	Chief Executive of Financial Accounting, Position Assistant Managing Director	
6	Miss Suwanna Sermrat	Director of Finance and Accounting	
7	Mr. Maitree Techasriudom	Director of Marketing	
8	Miss Wanee Srasom	Director of Operations	
9	Mr. Supachai Stivimol	Director of the Legal	

**Scope of Authority and Responsibilities of the Managing Director**

According to the resolutions of the Board of Directors meeting 6/2011 held on August 11, 2011 and Board of Directors meeting 8/2011 held on October 10, 2011 which included the Audit Committee, the scope of authority and responsibilities of the Executive Committee was as follows;

The Managing Directors has an authorization to perform as assigned by the board of directors under the rules and regulations of the company. However, the authorization cannot be used to approved any transaction between the company

and the managing director, his/her connected persons or any other persons who may have conflict of interest with the company or its subsidiaries.

Scope of Authority and Responsibilities of the Managing Director are as follows;

- 1) Operation and management of the company's normal business activities and approved of normal transactions of the company such as purchasing products, advertising banners, vehicles, materials, tools, equipment approval cost, approval of hire purchase, approval of write-offs and hiring consultants, etc., in limits for each transaction of not more than 50 million baht.
- 2) Authorized management of investments in equity securities and debt securities under the limits approved by Board of Directors and / or the Executive Committee. However consideration the transaction shall be calculated by the transaction size, by criteria of an acquisition or disposition of assets.
- 3) Operation and management of the business of the company according to business policies, business plan and business strategy approved by Board of Directors.
- 4) Authorized or delegated to other person that the Managing Director considers appropriate to serve as Managing Director in regard to necessary and appropriateness by providing at the discretion of the Managing Director which is under the rules of law and regulations of the company.
- 5) Responsible for preparation recommendations and determination of policy guidelines and strategies of the company to present and approval to the Board of Directors and / or the Executive Committee to consider approval each time and perform other functions as assigned by Board of Directors and / or the Executive Committee each time.
- 6) Responsible for preparing and managing the organizational structure and management personnel of the company to the Board of Directors and / or the Executive Committee for consideration.

#### **Unlawful history**

In a period of the last 10 years, the Board of Directors and the Chief Executive Officer of the company have not been fired or had a lawsuit dismissed against them due to corruption or have not had bankruptcy filed or been convicted or had any criminal dispute or litigation which is pending a decision.

### **3. Appointment of the Board of Directors and Management Executives**

The appointment process to the Board of Directors will be through the appointing committee. This will be considered by the Nomination and Remuneration Committee by using qualifications according to the Act 68 of Standard Qualifications of the Public Company Limited B.E 1992 and other relevant announcements from the Securities and Exchange Commission and regulations from the Stock Exchange of Thailand. Moreover, experiences, knowledge, and capability of the candidate will be considered and the name list will be forwarded to the Shareholders meeting for approval.

Directors are appointed by the resolutions of the Shareholders meeting according to the rules and regulations of the Public Company Limited Act as follows:

- a) Each shareholder shall have one vote for each share.
- b) Each shareholder shall cast the vote for one Director at a time
- c) The persons receiving the most votes in descending order will be appointed as Directors according to the number of Directors to be elected. In case that there is a tie for the last Directors to be elected and this has already exceeds the total number required; the Chairman can cast his deciding vote.

#### 4. Annual Remuneration of Executives

##### Monetary Remuneration

##### Individual Director's Remuneration

No.	Name	Attended In 2014	Resigned	Attendance/Total Meeting	Remuneration (Baht)
1	Mr. Chulasingh Vasantasingh	27/2/57		11/11	788,000.00
2	Mr. Watcharakiti Watcharothai	9/4/56		9/11	532,000.00
3	Mr. Phonlasit Phumiwasana	2/2/54		11/11	188,000.00
4	Mr. Grisada Jarreonkonkit	9/4/56		11/11	188,000.00
5	Mrs. Orawan Lekrungruangkit	23/9/56		10/11	180,000.00
6	Mr. Siriwat Vongjarukorn	6/2/57		8/11	404,000.00
7	Mrs. Podchane Phaosavasdi	10/5/56		11/7	396,000.00
8	Ms. Pranee Rattakam	11/5/53		9/11	412,000.00
9	Mr. Tawatchai Sudtikitpisan	1/4/58	1/2/59	8/11	164,000.00
10	Mr. Arak Ratboriharn	14/5/57	1/4/58	3/11	24,000.00
11	Ms. Rewadee Whanchid(secretary)	6/2/57		-	188,000.00
<b>Total</b>					<b>3,464,000.00</b>

##### Executives's Remuneration

Item	2015		
	Number of Person	Amount (Baht)	Detail of Remuneration
Executives	9	5.78	Salaries , Bonus

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## Report for the Good Corporate Governance (CG)

The Company concerns that complying with Good Corporate Governance (CG) is important, which could enhance value added and continuous growth of the business. Since 2013, the Company has reviewed the policy for CG and business moral including its operation in order to be aligned with the business objective under good CG of the Stock Exchange of Thailand (SET) and procedures of the Securities and Exchange Commission (SEC). This is to develop the efficiency of the business management for the sustainable growth and increase value added for the shareholders in the long-term. In this regards, the Company received **“Good CG Scoring”** result from the Report for the Good Corporate Governance in 2014-2015 for the second time. The Company will continuously focus on the operation under good CG.

In 2015, the Company has complied with the good CG procedures, which is categorized into 5 groups as follows:

### 1. Shareholders' rights

The Company focus on the shareholders' rights such as rights to participate and vote in the shareholders' meeting, rights to receive benefits / dividend from operation proportionally, rights to receive sufficient information, rights to propose agenda for the shareholders' meeting and propose person to nominate for the directors before the shareholders' meeting, rights to ask questions and raise issues in the shareholders' meeting freely. The Company will also convince all directors and managements of the Company including auditors to participate in the shareholders' meeting as shown in the Annual General Meeting of shareholders for year 2016 held on 22 April 2016.

In 2015, the Company held the Annual General Meeting of shareholders for year 2015 held on April 23, 2015

The Company has procedure and operation to comply with good CG as follows:

- **Announce and send invitation for the shareholders' meeting to the shareholders in advance**

On 25 December 2015, the Company disclosed information via Elcid of the SET and post on the Company's website (title: Investor Relation) for the shareholders to propose the agenda for the AGM for 2016 and propose the person to nominate for the director and be able to send information to the Company between 25 December 2015 to 31 January 2016 before the Nomination and Remuneration Committee of the Company will select directors to replace the directors who will be expired in the amount of 1 of 3 and the Board of Directors will determine the agenda for the shareholders meeting. The shareholders can notice the Company in 2 channels: fax or mail. However, there is no shareholders sent information to the Company.

And in order to ensure that the shareholders will have an opportunity to study the invitation notice of the meeting in advance for 30 days on March 23, 2016, the Company has disclosed an invitation of the AGM for 2016 and related documents in full details in both Thai and English in the Company's website and also informed investors and shareholders about the disclosure via Elcid system of the SET.

The Company has sent the invitation notice of the meeting together with information of the meeting agenda to the shareholders in advance not less than 7 days before the meeting and also advertised the invitation of the meeting and

related information in newspapers for 3 consecutive days in advance before the meeting not less than 3 days and opinions of the Board of Directors must be included in each agenda with additional information for consideration of the shareholders.

- **Date of shareholders meeting**

In the AGM of 2015, there were 9 directors who have attended the meeting from the total of 9 directors, and representatives of the auditors also attended the meeting. Before the meeting started, Chairman of the meeting has introduced directors, company secretary, CFO and the auditors of the Company to audiences and informed the voting and counting methods to the shareholders, as well as advised voting approach by ballot, only for the shareholders who vote against or abstained and the shareholders shall send the ballot after the meeting closed with the purpose of collecting as evidence. Moreover, the Company has also invited officers from the office of the Company's auditors as a witness in the ballot counts.

The meeting has been organized in accordance with the agenda of the meeting without extra agenda which was not mentioned in the invitation notice of the meeting. In an agenda of directors' remuneration, policy of directors' remuneration and calculation of directors' remuneration were presented to shareholders which could be divided into remuneration for the Board of Directors and for the sub-committees. The shareholders had an opportunity to exercise their rights to appoint directors individually to elect directors who are properly qualified. In addition, the Chairman also invited the shareholders to exercise their rights equally in showing comments, suggestions or questions in the agenda independently prior to voting on any agenda.

- **After the date of shareholders meeting**

The Company has recorded significant inquiries and comments and the result of the vote in each agenda which could be classified as votes in favour, against and abstained in the minute of meeting for monitoring purpose of the shareholders and also submitted the minute of meeting to the SET, SEC, and the registrar of public companies limited, the Department of Business Development, the Ministry of Commerce within specific time frame of 14 days, including the publication of the minute of the AGE for 2015 on the Company's website.

**In 2015, the Company has been evaluated the result of the shareholders' meeting of 95.30 points out of full 100 points which is recognized in an excellent level.**

## **2. Equitable Treatment of Shareholders**

The Company has policy to treat all shareholders equally as the following;

- Allow the shareholders to add the meeting agenda and nominate persons for directors in advance prior to the meeting of the Board of Directors according to details disclosed in Section 1. Shareholders' rights. The Remuneration and Nomination Committee will consider qualifications of nominated persons and propose to the Board of Directors and the meeting of shareholders respectively.

- Allow the shareholders who can not attend the meeting in person to vote by proxy at the meeting by attaching Form B together with the summary of documents that shareholders required to use in order to vote by proxy and procedures of empowering along with the invitation notice of the meeting. There is an offer to the shareholders to appoint Independent

Directors / Chairman of Audit Committee to attend the meeting and vote by proxy instead. In addition, the shareholders can also send proxy document with required attachment as specified in the invitation notice of the meeting to the Company.

- Disclose the invitation notice of the shareholders' meeting with attached document through the Company's website in advance more than 30 days before the meeting and send the invitation notice of the shareholders' meeting to the shareholders prior to the meeting not less than 7 days in compliance with the rules and regulations.

- Provide the ballots for the shareholders to vote in each agenda of the shareholders' meeting in case of the shareholders who vote against or abstained.

- Before the meeting starts, Chairman of the meeting will clarify the use of voting rights, counting method of the votes of shareholders and allow attendees to express their opinions, suggestions and questions in each agenda with proper and adequate period of time and the meeting will be conducted in accordance with the agenda of the meeting stated in the invitation notice of the meeting without adding the additional agenda in the meeting.

- To prevent conflicts of interest that may arise, the Company has established a policy of the entering into the connected transaction which is stricter than the rules and regulations of the SET, details stated in section of "Measures or procedures for approval of the connected transaction" and the summary of connected transactions were presented on a quarterly basis, including name, type of relationship, characteristics of the transaction, the size of the transaction, and necessity and reasonableness of the transaction to the audit committee, and the Board of Directors of the Company for consideration and comment. The Company's Board of Directors has set rules and regulations regarding insider trading to prevent the use of inside information for personal benefits or others in an illegal way.

- The Company has not violated or not complied with rules and regulations of the acquisition or disposition of assets of the SET and SEC.

- Submit questionnaires of shareholding of directors in each quarter in order to inform the auditor and disclose complete information.

### **3. Role of stakeholders**

The Company recognizes the importance of all stakeholders both internal and external since the Company recognizes the support from stakeholders which will create competitiveness. and profit to the Company. The Company shall comply with the laws and related rules and regulations in order to treat the rights of all stakeholders properly and establish a written code of business ethics as guidelines for the treatment of major stakeholders by making directors, managements and employees of the Company acknowledged, understand and to conform strictly.

Policies and practices to the groups of stakeholders are as follows;

- **Employees**

The Company pays highly attention to the respect of human rights and treatment of employees fairly and has policies in developing employees to have knowledge and expertise in their responsible jobs and taking care employees in terms of remuneration, welfare and safety equally and fairly as details stated in a topic of "Policy in human development and human resources management" Part 2, page 12, and also sending employees to train in courses that are useful for working continuously to develop potential and work experience.

Since 2012, the Company has issued and enforced the notification of salary structure, principle of consideration of staff level, and definition of job positions in order to administrate human resources clearly, properly and consistent with the economic situation and the status of business operation of the Company as a framework for the operation of the Company and the Company and its group

- **Shareholders**

The company has responsibility to its shareholders on a regular basis and provides the rights to shareholders equally by committing to managing businesses in order to create business growth for business operating ability and long-term competition and aiming to create appropriate and sustainable returns to the shareholders. The dividend policy is to pay a dividend of not less than 40% of the net profits of the Company to shareholders

- **Competitors**

The Company has a policy to support the cooperation in competition for the highest benefit of customers under the rules of free and fair competition by not searching for confidential information of competitors in dishonest or inappropriate ways, not disclosing or neglecting to leak out confidential information of the Company to competitors, not attacking and discrediting competitors through accusation or other incorrect approaches, and not defaming competitors or make competitors to lose an opportunity unfairly.

- **Customers**

The Company and its subsidiaries are committed to providing quality services that meet customer needs and in line with specified standards in a fair price, delivering jobs within the specified period and conforming to the trading terms and conditions rigorously. The Company shall keep confidential information of clients and not use trading confidential information for benefits of the Company or related persons.

- **Suppliers**

The Company and its subsidiaries had established guidelines and procedures for procurement and defined criteria for selecting business partners clearly. Vendor system is also developed to create fairness in the transparent procurement process in which every stage of procurement can be monitored to ensure that there is conflict of interests of the Company's directors and executives and employees.

- **Creditors**

The Company and its subsidiaries had complied with the terms and conditions provided to financial institutions strictly and also complied with the terms of trade of creditors, especially for the payment of goods and services.

- **Intellectual property or copyright and anti-corruption**

The Company had policy to not violate any intellectual property or copyright whether design, computer program, or other issues related to job performance and there is anti-corruption policy, as well as not paying and receiving bribes (either in terms of cash, goods and other benefits) for the business interests of the Company, relatives and other relevant parties.

- **Society and environment**

The company has prepared a report on Corporate Social Responsibility (CSR Report) in a form 56-1 section 10. Corporate Social Responsibilities (CSR) part 2 page 29.

#### **4. Disclosure and transparency**

The Company has a policy to focus on disclosure of information and transparency in the governance of the Company. In 2014, the Company has disclosed information concerning the Company both financial and other information accurately, completely, and transparently and in a timely manner in accordance with the rules and regulations of the SEC and SET. The details are as follows;

- Submitted financial and other reports such as the adjustments of directors and adjustments in shareholdings of directors, etc. to the SEC and SET within a given time.
- In addition to the reports of share trading to the SEC, the Company has set a policy in which the Company's Board of Directors is required to report the Company's shares / securities purchase and holdings to the Board of Directors meeting in order to be acknowledged the changes in the next meeting too.
- Disclosed financial status and other information such as the nature of the business, competition conditions, business risks, shareholding of directors and executives, connected transactions and compliance of corporate governance policy, etc. in the Annual Report and Form 56-1.
- Disclosed complete financial information and other information accurately on the Company's website.  
[www.aquacorp.co.th](http://www.aquacorp.co.th)
- The Company's Investor Relations which can be contacted at;

Investor Relations Department	: Ms. Rewadee Whanchid, Company Secretary : Ms. Orathai Nateruang, Assistant Company Secretary : Phone 02-694-8888 ext. 8804 Fax 02-694-8881
Email	: <a href="mailto:secretary.aqua@aquacorp.co.th">secretary.aqua@aquacorp.co.th</a>
Website	: <a href="http://www.aquacorp.co.th">http://www.aquacorp.co.th</a>
Letter	: Company Secretary Aqua Cooperation Public Company Limited 121 / 68-69, Floor 21, R.S. Tower, Ratchadaphisek Road, Din Daeng, Bangkok 10400

- **Disclosure of shareholders structure**

The Company disclosed the shareholders structure and the Company's group structure in an Annual Report and Form 56-1 part 2 page 1 and part 1 page 5 (sequent).

- **Disclosure of remuneration of directors and executives**

The Company disclosed details of remuneration of individual directors and compensation of executives part 2 page 10-11.



- **Preparation of financial reports**

The Company's directors set the audit committee to be responsible for auditing that the Company's financial report is correct and disclosed adequately. In addition, directors also conducted the report of directors' responsibility towards financial reports, including important issues according to guidelines for directors of listed companies suggested by the SET. The audit committee selected the auditors from the office of Pitisevi Co., Ltd., an auditor approved by the SEC, which is independent and has no conflict of interests to the Company as the auditors for 2014 according to the list of auditors as follows;

1. Miss Chaovana Viwapanachati CPA No. 4712
2. Miss Wanpen Aunruen CPA No. 7750

It is required any person above who audits, comments and signs in the financial statements of the Company and determines the audit fees on a quarterly basis and annual audit fees for 2015 shall not exceed Baht 1,050,000 which is relatively close to the audit fees of companies having similar size and nature of business to the Company. The Company's financial statements for 2015 has been certified by the auditors without qualified audit opinions.

## **5. Responsibilities of the Board of Directors**

- **Structure and composition of the Board of Directors**

The company set the Company's Board of Directors to review and study the governance and management of the Company. All directors have freedom to comment on the Company's operation in order to supervise the operation of the management team to be efficient, accurate and transparent.

- **Composition of the Board of Directors**

The Company's Board of Directors consists of a variety of skills, qualifications, capabilities, experience and expertise that are useful to the Company. The Company determined the structure of the Board of Directors as follows;

- Not less than 5 members.
- Independent committee must not be less than 1 in 3 of total members of the Board of Directors, including persons who have knowledge about the business and persons who have knowledge about financial and accounting.

As of February 26, 2016 the Company's Board of Directors of Aqua Cooperation PCL. has 9 members including;

- Non-Executive director 1 member
- Independent directors 4 members
- Executive directors 4 members

Mr. Chulasingh Vasantasingh, an Independent Director, is a Chairman of the Board of Directors. Mr. Watcharakiti Watcharothai, an Independent Director, is a Chairman of Audit Committee. Ms. Pranee Rattakam, an independent Director and an Audit Committee who has expertise in finance and accounting.

- **Integration or Segregation**

The company has split powers, duties and responsibilities of the Chairman and Chief Executive Officer separately in order to not giving unlimited authority to anyone. The Chairman is an independent director and does not have any relationship with management team.

- **Reporting of the interests of directors, executives and relevant individuals**

The Company prepared report of the interests of directors, executives and relevant individuals to serve as basic information for the regulation of the interests of the directors and senior management by requesting the directors and management to fill in the report and the Company secretary will be responsible for collecting in order to monitor and regulate conflicts of interest. If there is an adjustment, management has to report the adjustment to the Company secretary.

- **Reporting of the adjustment in shareholding**

In order to supervise the use of internal information, the Company has requested directors and management, including spouses and minor children, when there is an adjustment in shareholding of Aqua Cooperation PCL. to notify the Company and report the changes in shareholding to SEC in accordance with Section 59 of the Securities and Exchange Act B.E. 2535 (A.D. 1992) within 3 working days from the date of purchase, sale or transfer, as well as to report the purchase - sale of shares / shareholding of the Company's directors to the Board of Directors meeting next time. By the end of quarter and the end of year, company secretary will send a written notice to directors, management or department which can access to inside information, not to disclose the inside information to third parties or the persons not involved and trade the Company's shares during 1 month start from the closing date of the consolidated financial statements to the disclosing date to the SET which is a period prior to the financial statements will be disclosed to the public in order to prevent the illegitimate use of inside information. During the year 2014, directors and management have complied with the rules strictly.

- **Development of directors and management**

The Company has policy to support knowledge for development of directors and management of the Company as follows;

1. Directors who are newly appointed must attend the Director Accreditation Program (DAP)
2. The Company supports for the directors attending the Director Certification Program (DCP) or other courses by paying for the costs.

**Details of participation in training courses organized by Thai Institute of Directors (IOD).**

Name of Director	Training courses		
	Director Certification Program (DCP)	Director Accreditation Program (DAP)	Other
1. Mr. Chulasingh Vasantasingh	version 35/2003 Refresher Course 1/2008	-	FND 7/2003 , UFS 1/2006 , ACP 17/2007 , FGP 4/2012
2. Mr.Watcharakiti Watcharothai	version 121/2009	-	
3. Mr.Phonlasit Phumiwasana	-	version 78/2009	
4. Mr. Siriwat Vongjarukorn	version 42/2004	version 9/2004	
5. Mr. Tawatchai Sudtikitpisan	year 2003		
6. Mr.Grisada Jarreonkonkit	-	version 117/2015	
7. Mrs. Orawan Lekrungruangkit	-	version 98/2012	
8. Ms.Pranee Rattakam	-	version 79/2009	
9. Mrs.Podchanee Phaosavasdi	version 151/2011	version 64/2007	RCC 9/2009

In addition, the Company Secretary Ms.Rewadee Whanchid had to training courses Director Accreditation Program (DAP) 79/2009

● **Board of Directors' meeting**

The Company schedules the Board of Directors' meetings in advance and notifies each director about the schedule so that the directors can manage time to attend the meetings and special meetings may be held if necessary. In each meeting, the company has obviously set a meeting agenda and sends an invitation letter with details for more than 7 days prior to the meeting so that the directors can study the information sufficiently prior to the meeting, as well as conducts the minutes of meeting in writing which are approved by the Board of Directors in which the Board of Directors and relevant persons can check the minutes of meeting. In each meeting, the Company shall provide freedom to independent directors to make comments, suggestions which are valuable to the Company and useful to the control of the Company's operation.

In 2015, the Board of Directors has the Board of Directors' meetings of 11 times, the Audit Committee meetings of 4 times, the Executive directors' meetings of 6 times and the Nomination and Remuneration Committee's meetings of 3 times. Each meeting spends time approximately 1-3 hours.,

● **Self-evaluation of Directors**

The Company evaluates the performance of the Board of Directors on an annual basis. Evaluation form of individual director (Self-evaluation) consist of 6 topics as follows;

1. Structure and qualifications of the Board of Directors
2. Roles and Responsibilities of the Board of Directors.
3. The Board of Directors' meeting
4. The Board of Directors' performance
5. Relationship with management
6. Self-Development of directors and management

In order to help the directors to compare the results of evaluation in each topic or compare the results of evaluation in each year for improvement and development of the performance of the directors. The summary of result of evaluation showed that the directors are qualified and could take duties and responsibilities properly in accordance with the guidelines of good practice of directors.

## Corporate Social Responsibilities : CSR

### Corporate Social Responsibility Community and Environment

The company has established a long-term plan for the implementation of CSR and the Board of Directors will determine the vision and guidelines for the operation of the Company's management. As well as the policies and guidelines for the implementation of other related management as proposed. The company will consider the business as good corporate governance and business ethics. As well as taking into account the impact of the business stakeholders closer to direct business partners, employees, shareholders, customers and the surrounding community. As well as those related to business taken by regulatory authorities, such as the state and the general public.

The CSR Performance of the Company are summarized below.

### Social responsibility

Company and subsidiary recognize the responsibility to contributing to the development community and the environment. It has an annual budget allocation to support projects and activities related to such matters. And encourage executives and employees to participate in activities for social responsibility and community development.

Guidelines for the implementation of environmental responsibility and corporate social responsibility focuses on promoting awareness, starting with their own. And the responsibilities in the business plan of the company is divided.

#### **1. Environmental and Social Responsibility Process (In Process) include.**

- Management of environmental organizations such as the environment and working atmosphere. Promoting quality of life of people in the organization and so on.
- Operations with responsibility for the environment and society as a focus on the community around you. operational safety. the relevant Improving the quality of life of employees. And around

#### **2. The process of environmental and social responsibility (After Process):.**

Most of the support Social events, charity events to promote the sharing of activities such as blood donation. and philanthropy Kathin etc.

### The good governance.

The Board of Director recognizes the importance of engaging stakeholders in enhancing the performance of the company to create lasting stability to the company. By disclosed critical information related to the business stakeholders have been informed adequately and transparency by providing a channel for stakeholders, shareholders and investors can submit comments, complaints or suggestions. helpful And can add value to the company by sending mail to:

Company Secretary

Aqua Corporation Public Company Limited

121/68-69 RS Tower 21<sup>st</sup> Floor, Ratchadapisek Road,

Din-Daeng, Bangkok 10400

or E-mail Address : [secretary.aqua@aquacorp.co.th](mailto:secretary.aqua@aquacorp.co.th)

However responsible will collect information for submission to the Board of Director for consideration. The Company has a policy to protect the transmission, comments or suggestions with retention of the comments, or suggestions confidentially.

### **The anti-corruption**

AQUA is ideal for operation business with integrity. By adhering to social responsibility and stakeholder groups based on Good Corporate Governance. As well as Codes of Conduct and guidelines for stakeholder groups of AQUA early 2014, the Board of Directors resolved to join in. "Recruits private practice in Thailand to fight corruption" to show spirit and commitment in the fight against corruption in all its forms applications.

AQUA is to ensure that policy responsibility guidelines and requirements for proper operation to prevent corrupt all business activities of AQUA and to make decisions and business operations that may be at risk of fraud, corruption options have been considered and treated carefully, AQUA guidelines for the operation of the anti-corruption Court, corruption follows.

1. Do not the directors, executives and employees to take action or accept or support corrupt corruption in all forms, both directly and indirectly. It covers group of companies Including other contractors or subcontractors related.
2. The Anti-Corruption as part of the business and duties responsibilities of the Board of Directors, Executive, Supervisor, all employees at all levels suppliers or subcontractors to share in the comments on the guidelines for the implementation of anti-corruption meet the guidelines.
3. The Company does not engage in or support the bribery in all its forms. All activities are supervised. To be transparent And is not intended to convince the public official or private conduct that is inappropriate.
4. The Company provide appropriate internal control to prevent employees with improper conduct. Do not pay any benefits to customers, partners, and / or creditors. In order to acquire customers or hijacked by dishonest means. And violation of official In particular, sales, marketing, purchasing.
5. The Coompany provide a system for customers to complain. And perform optimally So that customers receive a rapid response.
6. The Company encourage diverse communication channels. So that employees and stakeholders can identify suspicious clues. By ensuring that the whistleblower will be protected without being penalized Migration unfair or bullying in any way. And to appoint a person to monitor all incoming notifications have clues.
7. The anti-corruption function is to cover personnel administration processes. Since the nomination or selection of personnel. Promotion, training, evaluation of operational staff. And returns The supervisors at all levels to understand the communications staff. For use in business activities on the responsibility. And supervisory practices to ensure efficiency.

### **To treat workers fairly.**

In order to adhere to the principles of corporate social responsibility with regard to the efficiency and effectiveness of welfare benefits that employees receive. The company has set guidelines for employees to follow.

#### **1. The recruitment and selection**

The company has to focus on the process of recruitment and selection of personnel to work with the company. On the basis of tests to measure knowledge. The ability to work as a primary candidate. To be sure, Company personnel are competent. And appropriate

#### **2. To promote and support the development of skills.**

The company is convinced that the development of the appropriate method will be particularly important to encourage qualified personnel capacity and performance to develop the skills, knowledge and ability to work in duty currently on the rise. And to improve the weaknesses arising from the evaluation of performance and to provide employees with opportunities for career advancement in the capabilities and potential of each person fully. It also helps to increase the competitiveness of the organization. The company organizes training seminars with this method.

- i. The seminar provides knowledge, experience from outside speakers. Luminaries are competent. And a specialist in such matters. To complement the concept in the management of the executive staff to include knowledge about finance and investments Finance for Non-Finance.
- ii. The delivery personnel attend training seminars outside the organization.

In addition, the company has set. Evaluating potential personnel continued. In evaluating potential personnel. The Company uses to evaluate each other. Both supervisors Subordinate Self-assessment and continuous And after evaluation The company has communicated back to the employees individually. So that employees and supervisors have been evaluated. And clarify understanding the results were used to develop their potential and team. Including the scores will be used as part of the annual evaluation. To determine the compensation and annual bonus as well. In this section, we are bringing computer technology to assist in the evaluation system. For added convenience, to assess and reduce the use of office documents (Paperless) as well.

#### **3. The compensation fairly**

The company has set up a compensation to the employee to work properly qualified by knowledge and experience and meet the standards set by the government. Including due to the increase in annual salary to employees 1 time per year based on the performance of employees. The Company has provided an evaluation of the performance of employees by one year from the performance of employees and departments. Based compensation Pay for Performance.

#### 4. Employee Benefits

In addition to the salary and compensation. The company also provides appropriate benefits to employees as appropriate to include economic conditions and living.

- Provident Fund
- allowance for employees who come to work consistently throughout the month.
- Health and welfare benefits to employees: -
  - Life insurance for all employees.
  - Life insurance for employees who leave the workers.
  - Health insurance to help ease the burden of healthcare costs of employees. The entire treatment is outpatient and in-patient. Including the cost of dental treatment
  - The annual health check for employees at 1 time a year.
- Welfare activities to help promote and build unity among employees, such as the carnival and party occasions. Including the New Year So that employees can work together. And help ease tensions in the workplace for employees.
- Welfare case workers help parents, spouses and children died.
- Welfare staff Victims in the case of emergencies, including emergency welfare assistance to the flood victims. And also have customized assistance to victims of other natural as well.

#### **Responsible consumers**

1. The Company have a detailed description of the media. Price clearly To simplify the customer decision. According to media advertising, customer advertising is accurate and does not cover the content is significant. Or incentives to buyers, media misconceptions.
2. The contract between the company and its partners and customers. Justice written in clear language. Read and easy to understand No condition or impose unfair terms on a deal that is too long. By allowing the parties to study and inquiry and information an agreement to acquire media or the production of advertising Including contract hire and contract warehousing. Before signing the agreement.

#### **Caring for the environment**

1. The Company has a policy of using resources wisely and efficiently. Including the introduction of renewable resources, such as using recycled paper to print the second data transfer via e-mail. And to store data in electronic format and so on.
2. The Company's policy is in line with state agencies to save electricity. The media of all types that require lighting. Off Automatic lighting of the media after 22:00 p.m. to secure the implementation of the policy communicated to employees and customers, the company acknowledged in writing through the sales documents of the Company.



### **The community development or social**

1. The Company and its subsidiaries Recognize the responsibility to contributing to the development community and the environment. It has an annual budget allocation to support projects and activities related to such matters. And encourage executives and employees to participate in activities for social responsibility and community development by the year 2016, the Company and its subsidiaries have prepared activities for social and community was the third on January 22, 2016 at Wat Plong Sawai school, Chak Phong district, Klang, Rayong Province, with project "Nong Im Pee Sook" years 3 , the company has donated sports equipment and school supplies. The school aims to provide students with health. And the development of good Grow properly As well as to use their free time to good use by playing sports. To reduce the risk approach vices. In addition, the Company's employees and executives, students participate in sports activities to make people happy and smile to everyone.

2. The company supports the promotion of CSR activities of the organizations. Both public and private sectors by providing advertising space on the exterior housing parts to be used for various corporate events published to the public good for society in general.

## Connected Transactions

### 1. Connected Transactions of the company, subsidiaries and related parties during 2014 - 2015

#### • Connected Transaction with subsidiaries

(In Thousand Baht)

Related Person	Relationship	Item	Consolidated		Separated		Transaction Characteristics	The appropriateness of the transaction	Term
			2015	2014	2015	2014			
<b>Mantra Assets Company Limited</b>	The company's subsidiary with the shareholding of 99.99%	1) Other receivable	-	-	-	1	A normal business transaction resulting from allocated expense between company and subsidiary company	The investment policy of the company to send a representative to help control and management is therefore necessary to allocate the cost of each other.	
		2) Management fees incomes	-	-	60	60			
		3) Dividend	-	-	450	1,930	A normal business transaction resulting from investment in a associated.	Such items must be based on performance. And all shareholders have equal rights.	
<b>Aqua Ad Public Company Limited (AA)</b>	The company's subsidiary with the shareholding of 74%	1) Interest Expense	-	-	-	481	This transaction is a promissory note that financial supporting to repay loan. The interest rate is 5% MLR'K-Bank and MLR'TMB-1%	Is a higher rate deposit rates and the interest rate of AA because AA is a guarantee of the Company.	call
		2) Gain on sale of assets	-	-	-	37,232	A normal business transaction resulting from the billboard lease between the company and its subsidiaries. The transactions on the sale of billboard advertising and assignment of the lease dated 24 December 2013	Because the Company and AA operate the same, Billing Transactions No. 5. follow the same criteria in section 6 and 7 use the same approach to sell to others.	

Related Person	Relationship	Item	Consolidated		Separated		Transaction Characteristics	The appropriateness of the transaction	Term
			2015	2014	2015	2014			
		3) Other receivable	-	-	99	6	This transaction is expenses between rechargeable	The investment policy of the company to send a representative to help control and management is therefore necessary to allocate the cost of each other	
		4) Other payable	-	-	35	210			
		5) Management fees incomes	-	-	2,400	2,520			
		6) Insurance Creditor	-	-	688	688	Office space lease at the monthly rate of Baht 575 per square meter or a total of Baht 258,250 per month, including other expenses incurred	The price same with the other tenants. The total cost of furnishings	August 1, 2015 - July 31, 2018
		7) Other incomes	-	-	2,754	3,945			
		8) Dividend income	-	-	14,964	13,467	A normal business transaction resulting from investment in a associated.	Such items must be based on performance. And all shareholders have equal rights.	
<b>Thai Consumer Distribution Center Co.,Ltd (TCDC)</b>	The company's subsidiary with the shareholding of 96.13%	1 Short-term loan	-	-	-	1,295,869	This transaction is to provide financial assistance to its subsidiaries for the financial restructuring and asset management. The interest rate is 5%	Is a rate higher than deposit rates. The loan is secured	1 year 3 years
		2) Long-term loan	-	-	-	117,500			
		3) Accrued Interest	-	-	-	1,243			
		4) Interest received	-	-	14,409	7,411			
		5) Other receivable	-	-	1	2	This transaction is expenses between rechargeable	The investment policy of the company to send a representative to help control and management is therefore necessary to allocate the cost of each other	
		6) Other payable	-	-	-	204			
		7) Management fees incomes	-	-	1,200	600			

Related Person	Relationship	Item	Consolidated		Separated		Transaction Characteristics	The appropriateness of the transaction	Term
			2015	2014	2015	2014			
		8) Retention	-	-	180	180	Office space lease at the monthly rate of Baht 56 per square meter or a total of Baht 60,000 per month, including other expenses incurred	The price same with the other tenants. The total cost of furnishings	April 1, 2015 – December 31, 2015 (Renew at maturity)
		9) Other incomes	-	-	720	180			
		10) Income from financial services	-	-	2,485	-			
<b>121 Power Company Company Limited</b>	The company's subsidiary with the shareholding of 99.99%	1) Interest received	-	-	16	-	This transaction is to provide financial assistance to its subsidiaries for the financial restructuring and asset management. The interest rate is 5%	Is a rate higher than deposit rates. The loan is secured	call

• Connected Transaction with Related Parties

Related Person	Relationship	Item	Consolidated		Separated		Transaction Characteristics	The appropriateness of the transaction	Term
			2015	2014	2015	2014			
<b>Mida Assets Pcl. (MIDA)</b>	Shareholder and director shareholder of company	Rent	-	128	-	128	Rent of space to store the company's documents in a total area of 270 sqr.m. The rent of Baht 14,220 per month	The agreed price by reference to market price in a prime location.	1 year (Jul 1, 2012 – Jun 30, 2013)

• Connected Transaction with subsidiaries and affiliates

Related Person	Relationship	Item	Consolidated		Separated		Transaction Characteristics	The appropriateness of the transaction	Term
			2015	2014	2015	2014			
<b>Eastern Printing Public Company Limited. (EPCO)</b>	Associated (share holding by the Company total of 38.40%)	1) Dividend	-	-	90,461	66,432	A normal business transaction resulting from investment in a associated.	The price is the same with others	
<b>Stevensilvagni Company Limited</b>	Being shareholder of the subsidiary (TCDC)	1) Long-term loan 2) Interest expenses	- 180	17,500 254	- -	- -	This is a request for financial support from the shareholders for the financial restructuring of the interest rate of 5% per year.	Interest rates same as paid to the company	3 years
<b>Pacific Investments Management Ltd.</b>	The shareholders' equity of the subsidiary (TCDC)	1) Long-term loan 2) Interest expenses	- 513	50,000 726	- -	- -			
<b>Esdale Company Limited</b>	The shareholders' equity of the subsidiary (TCDC)	1) Long-term loan 2) Interest expenses	- 257	25,000 363	- -	- -			
<b>Anambus Holdings Company Limited</b>	The shareholders' equity of the subsidiary (TCDC)	1) Long-term loan 2) Interest expenses	- 257	25,000 363	- -	- -			
<b>CVK West Management Company Limited</b>	The shareholders' equity of the subsidiary (TCDC)	1) Short-term loan 2) Accrued Interest 3) Interest received	6,000 157 157	- - -	6,000 157 157	- - -		Is a rate higher than deposit rates. The loan is secured	call

**Measures or procedure to Approve Related Transactions**

To protect investors in case of the company's carrying out of related transactions with the person possibly causing conflict of interest in the future, the company will have the transaction types, prices and conditions of each party arranged clearly for the account auditor to check and disclose them in the Notes to Financial Statements. In regard to the normal related transaction, i.e., arising earlier and related to the company's main business, and /or the transactions that might cause conflict of interest, the Audit Committee shall check the justification and reasonability of the transactions and report its opinions to the meeting of the Board of Directors.

In case of the company's committing any unordinary business transaction or the transaction not in relation to the company's main business and possibly causing the conflict of interest, the company will ask the Audit Committee to make preliminary check prior to issuing the approval. The company shall arrange for the meeting of the Board of Directors attended by the Audit Committee to take the related transaction into consideration for fair practice and at proper pricing policy, in which the Directors with interest in that related transaction shall not have the voting right onto such transaction. Should the Audit Committee do not have skills in considering any related transaction, the company will ask an independent expert or its account auditor to give opinions on the issue and submit the resultant report to the Board of Directors or shareholders as deemed appropriate.

**Policies and Trends of the Related Transactions in the Future**

The company is adopting the earlier mentioned policy of the related transactions and shall abide by it in the future. As for a related transaction for normal business practices, the company will stipulate the price and conditions clearly and comparable to those of other firms and the company shall ask for the Audit Committee to take the matter into consideration and give opinions in regard to the properness of prices and reasonable actions of the transaction.

The related transactions to arise in the future shall conform to the laws on Securities and Securities Exchange of Thailand and the regulations, announcements, orders, or requirements of the Securities Exchange of Thailand including the regulation on the disclosure of the related transaction and the company or subsidiary's acquisition or disposal of important assets and in accordance with the accounting standard stipulated by the Accountant Association.

**Details of the Board , Executive , Authority control and Corporate Secretary at Feburaty 26, 2016**

Name	Age (year)	Education	% of Share-holding	Relationship	Working Experience		
					Period		
(1) Mr.Chulasingsh Vasantasingh Independent Director Chairman of the Board Date of appointment to Director at February 27, 2014	65	<ul style="list-style-type: none"> <li>● Bachelor of Laws (L.L.B.) (Hons.), Chulalongkorn University</li> <li>● Barrister at Law, The Institution of Legal Education</li> <li>● Master of Comparative Law (M C L.), University of Illinois, U.S.A.</li> <li>● Honorary Doctorate Degree in Laws, Ramkhamhaeng University</li> <li>● Honorary Doctorate Degree in Laws, Chulalongkorn University.</li> <li>● Honorary Doctorate Degree in Laws, Yonok University.</li> <li>● Certificate of Harvard Business School</li> <li>● Thai Institute of Directors Association (IOD), DCP 35/2003 , FND 7/2003, UFS 1/2006, ACP 17/2007, Refresher Course DCP 1/2008 , FGP 4/2012</li> </ul>	No	No	Feb.14-Present	Independent Director and Chairman of the Board	Aqua Corporation Public Company Limited
					2010-2014	Independent Director and / Chairman of Audit Committee	Krung Thai Bank Public Company Limited
					2010-2013	Independent Director and / Chairman of Audit Committee	Thai Airways International Public Company Limited
					2010-2013	Independent Director and / Chairman of Audit Committee	PTT Public Company Limited
					2009-2013	Attorney General.	The Office of the Attorney General
(2) Mr. Watcharakiti Watcharothai Independent Director Chairman of Audit Committee Chairman of Nomination and Remuneration Committee	55	<ul style="list-style-type: none"> <li>● Master of Public Administration Roosevelt University, IL U.S.A</li> <li>● Bachelor of Arts (Political Science), Kasetsart University</li> <li>● Honorary Doctor of Philosophy, Department of Public Administration,</li> </ul>	No	No	Feb.14- Present	Independent Director / Chairman of Audit Committee	Aqua Corporation Public Company Limited
					2013 - Feb.14	Director and Chairman of the Board	Aqua Corporation Public Company Limited
					2013– Mar 2014	Chairman of the Board	General Engineering Public Company Limited
					1999 – 2013	Director /Chairman of Audit	AQ Estate Public Company Limited

Name	Age (year)	Education	% of Share-holding	Relationship	Working Experience		
					Period		
Date of appointment to Director April 9, 2013		Ramkhamhaeng University <ul style="list-style-type: none"> <li>• Master of Business Administration, honoris causa at the School of Management, Thongsook College</li> <li>• Training on the DCP 121/2009</li> </ul>			2007 – Present	Committee Grand Chamberlain	Bureau of The Royal Household
3) Mrs. Sumalee Ongcharit Director Chief Executive Officer Director with authorized signature Executive Director  Date of appointment to Director February 9, 2016	52	<ul style="list-style-type: none"> <li>• MBA Master of Business Administration (Financial), Thammasat University</li> <li>• Bachelor of Marketing, Ramkhamhang University</li> <li>• Bachelor of Science (Biotechnology), Kasetsart University</li> <li>• DCP training Class year 2004</li> </ul>	10.03	No	Feb 15-Present  Feb 15-Present  Jan 15 – Present       2012- Present	Director / Chief Executive Officer  Director  Director Director Director Director Director Director Director Director Director Director Director Director Director Vice Chairman	Aqua Corporation Public Company Limited  Thai Consumer Distribution Center Company Limited  Epco Engineering Company Limited Cappital Alliance Company Limited Sea Doc International Company Limited Perkasa Holding Company Limited SeaCellSiam Company Limited Keereetara Company Limited Eastern Pringing Public Company Limited Eastern Power Group Public Company Limited JKR Energy Company Limited RPV Energy Company Limited Epco Green Power Plus Company Limited Aquatist Energy Company Limited Lopburi Solar Company Limited LifePrep Foundation
(4) Mr. Phonlasit Phumiwasana Director Director with authorized signature Executive Director	42	<ul style="list-style-type: none"> <li>• MBA (Finance) ,MS (Economic) Claremont Graduate University</li> <li>• BBA, La Sierra University</li> <li>• DAP training Class 78/2009</li> </ul>	No	No	Feb15-Present Nov15-Present Jan15-Present June14-Present  Sep.13- May14	Director Director Director Director  Acting Managing Director	CVK Aqua energy Company Limited Accomplish Way Company Limited 121 Power Company Limited Thai Consumer Distribution Center Company Limited  Aqua Corporation Public Company Limited



Name	Age (year)	Education	% of Share-holding	Relationship	Working Experience		
					Period		
Date of appointment to Director February 2, 2011					2011 - Present 2011 - Present 2011 - 2013 2009 - 2013	Director, Executive Director Director Director Director, Executive Director	Aqua Corporation Public Company Limited Mantra Asset Company Limited Pent Publishing Company Limited Aqua Ad Public Company Limited
(5) Mr. Siriwat Vongjarukorn Director Director with authorized signature Executive Director  Date of appointment to Director February 6, 2014	48	<ul style="list-style-type: none"> <li>Honorary Doctorate Degree in Information Technology.</li> <li>Bachelor of Engineering Chulalongkorn University</li> <li>DAP training Class 9/2004 and DCP 42/2004</li> </ul>	1.93	No	2014 -Present 2014 -Present 2014 -Present 2013- Present 2013- Present 2005- Present 2012- Present 2011- Present 2008- Present 2003- Present	Director , Executive Director Director Director Director Director Director Director Director Vice Chairman and Chief Executive	Aqua Corporation Public Company Limited Panchaluk Pasuk Company Limited JKL Company Limited Advance Intelligence Modernity Company Limited PromptNow Company Limited Modernform Integration Services Company Limited Nattakun (Thailand) Company Limited M.I.S. Outsourcing Company Limited Chamchuri Innovative Product Company Limited MFEC Public Company Limited
(6) Mr. Grisada Jarreonkonkit Director  Date of appointment to Director April 9, 2013	49	<ul style="list-style-type: none"> <li>Master of Arts in Economics, Chulalongkorn University</li> <li>Bachelor of Arts in Economics,Dhurakij Pundit University</li> </ul>	No	No	Dec 15-Present 2013- Present 2013-Present April 13-Aug 13  2012 - 2014	Director Director Director Independent Director /Audit Committee Director	Aqua Power Company Limited Aqua Corporation Public Company Limited Maxtric Public Company Limited TWZ Corporation Public Company Limited General Engineering Public Company Limited
(7) Mrs.Orawan Lekrungruangkit Director Director with authorized signature Executive Director  Date of appointment to Director September 23, 2013	50	<ul style="list-style-type: none"> <li>Master of Business Administration (Financial), Thammasat University</li> <li>Bachelor of Science (Food Technology), Kasetsart University</li> <li>DAP training Class 98/2012</li> </ul>	No	No	Nov15-Present Jan15-Present Jan15-Present June14-Present 2013 – Present 2013 – Present 2013 – Present	Director Director Director Director Director / Executive Director Director Director	Accomplish Way Company Limited 121 Power Company Limited CVK Aqua energy Company Limited Thai Consumer Distribution Center Co., Ltd. Aqua Corporation Public Company Limited Aqua Ad Public Company Limited Mantra Asset s Company Limited

Name	Age (year)	Education	% of Share-holding	Relationship	Working Experience		
					Period		
(8) Ms. Pranee Rattakam Independent Director Audit Committee Member of Nomination and Remuneration Committee  Date of appointment to Director May10, 2013	52	<ul style="list-style-type: none"> <li>● Master of Business Administration, Chulalongkorn University</li> <li>● Certified Public Accountant</li> <li>● Bachelor of Accountancy, Chulalongkorn University</li> <li>● DAP training Class 79/2009</li> </ul>	No	No	2010 – Present  May13-Feb.14  2009 – May 2010  2003 – Present	Independent Director /Audit Committee  Independent Director / Chairman of AuditCommittee  Independent Director/Audit Committee  Assistant Chief Executive Officer	Aqua Corporation Public Company Limited  Aqua Corporation Public Company Limited  Aqua Ad Public Company Limited  Krungthai Card Public Company Limited
(9) Mrs. Podchane Phaosavasdi Independent Director Audit Committee Member of Nomination and Remuneration Committee  Date of appointment to Director May 10, 2013	55	<ul style="list-style-type: none"> <li>● Master of Business Administration – Marketing, Ramkhamhaeng University</li> <li>● Bachelor of Literature Arts Official, Chulalongkorn University</li> <li>● DAP training Class 64/2007</li> <li>● RCC training Class 9/2009</li> <li>● DCP training Class 151/2011</li> <li>● RMP training Class 4/2014</li> </ul>	No	No	2016 - Present 2015 - Present  2013 – Present  2013 – Present  2012 – Persent 2011 – Present  2007 – Present 2006 – Present	Director Executive Director / Chief Marketing Officer. And Director of Marketing.  Independent Director / Audit Committee  Remuneration and Nomination Committee And Risk Management Committee Corporate GovernanceDirector  Director and Managing Director Director	Asen Potash Chaiyaphum Company Limited TRC Construction Public Company Limited And Sahakarn Wisavakorn Company Limited  Aqua Corporation Public Company Limited  TRC Construction Public Company Limited  TRC Construction Public Company Limited TRC Engineering LLC and TRC Middle East LLC Republic Sultanate of Oman TRC Construction Public Company Limited Sahakarn Wisavakorn Company Limited
(10) Ms. Rewadee Whanchid Company Secretary Asst. Managing Director CFO Date of appointment to Company Secretary February 6, 2014	46	<ul style="list-style-type: none"> <li>● Master of Business Administration Kasetsart University</li> <li>● Bachelor of Business Administration in Accounting, Ramkhamhaeng University</li> <li>● DAP training Class 79/2009</li> </ul>	No	No	Nov15-Persent Jan15-Persent June 15- Persent Feb15- Persent June2014-Present Feb 2014 - Present 2012 - Feb. 2014	Director Director Director Director Director Company Secretary Director	Accomplish Way Holdings Company Limited 121 Power Company Limited CVK Aqua energy Company Limited Wiik & Hoeglund Public Company Limited Thai Consumer Distribution Center Co., Ltd. Aqua Corporation Public Company Limited Aqua Corporation Public Company Limited

Name	Age (year)	Education	% of Share-holding	Relationship	Working Experience		
					Period		
					2012 - Present	Asst. Managing Director/CFO	Aqua Corporation Public Company Limited
					2008 – Present	Director	Aqua Ad Public Company Limited
					2012 – Present	Director	Mantra Assets Company Limited

**Note:** The authorized directors of the Company who can sign to bind the Company are Mrs. Sumalee Ongcharit , Mr.phonlasit Phumiwasana , Mrs.Orawan Lekrungrangkit , Mr.Siriwat Vongjarukorn any two of these four directors are authorized to jointly sign with the Company's seal affixed

## Financial Analysis and Operation Results

### Overview

A detailed description for the business and results of operations of the Group of Aqua Corporation Public Company Limited as follow:

#### 1. Investments in Subsidiaries and Associates

Company	Shareholding (%)	Business	Status of Investment
1. Aqua Ad Public Company Limited (AA)	74.00	Media Billboard	Subsidiary
2. Thai Consumer Distribution Centre Co., Ltd (TCDC)	96.13*	Warehouse rental and service	Subsidiary
3. Accomplish Way Holdings Co., Ltd (AWH)	100.00**	Warehouse rental and service	Subsidiary of TCDC
4. Eastern Printing Public Company Limited (EPCO)	38.40	Public printing and renewable energy	Associates

Remarks \*Aqua increased shareholding from 69.01% to 96.13% on September 29, 2015.

\*\*TCDC shareholding AWH 100% on November 19, 2015.

The other subsidiaries currently do not have business operations.

### Aqua Ad Public Company Limited (“AA”)

Aqua Ad operates the business of media focusing on media advertising (Billboard). As of December 31, 2015 a total of 237 billboards to advertise are situated in Bangkok and metropolitan area 76.79%, 23.21% of the region.

Economic downturn has affected the Media industry in 2015. Aqua Ad's Occupancy has declined compare to the year 2014 and AA has adjusted the sales strategy including cost control and cost optimization. As a result, the net profit in 2015 increased 29% from 2014.

	Y 2013 (MB.)	Y 2014 (MB.)	Change	Y 2015 (MB.)	Change
Income	287.70	308.92	7.38%	313.33	1.43%
Net profit	40.63	38.28	-5.78%	49.40	29.05%
Occupancy Rate (%)	77.79	60.41	-22.34%	54.62	-9.58%

### Thai Consumer Distribution Centre Co., Ltd (“TCDC”) and Accomplish Way Holdings Co., Ltd (AWH)

Both companies operate the business of warehouses rental, which currently have a total rentable area of approximately 122,645 sqm. The 108,800 sqm. area is being leased to the Unilever Group under long-term leases of 10 years and the 13,845 sqm. space is being rented by two major customers, namely Agility (\*) and Ceva (\*\*). The term of the contracts with these customers have agreed to be renewed every 3 years.

### Remark

**Agility(\*)** : Agility Company Limited belongs to Agility group which is the largest logistic company in middle east of Asia. Agility group is registered in the stock exchange of Kuwait and Dubai. This group covers logistic operation for more than 100 countries worldwide with more than 20,000 employees, 65,000 customers and USD 48,500 million revenue.

**Ceva(\*\*)** : CEVA Logistics (Thailand) Ltd. belongs to CEVA group which is one of the world's leading logistic company with transportation route covering 170 countries and 42,000 employees. In Thailand there is 3,000 employees and 38 warehouses located across the country covering total area of 700,000 squared meter.

The main income streams in the income statement of TCDC and AWH consists of

1. Revenue from warehouse lease and service to customers.
2. Gain from change in the fair value. The Company applied the fair value basis for the warehouses by assessing the current value by using the discounted cash flow method (DCF) and record the difference as gains from change in fair value. The gain from change in fair value of the two companies will take place on the following events.
  - 2.1 When the warehouse construction is completed. The company then will shift from cost to fair value.
  - 2.2 The annual valuation of the warehouse; to find the difference in the fair value compared to the previous year.

Unit: Million Baht	Y2014 (12 Months) (1 Jul. 2013-30 Jun. 2014)	Y2014 (6 Months) (1 Jul.-31 Dec. 2014)	Y2015 (12 Months) (1 Jan.-31 Dec. 2015)
Income	102.99	87.70	248.60
Profit from change in fair value *	126.32	243.40	46.95
Net profit	137.09	228.94	155.76
Net profit <del>excluding</del> profit from changes in fair value. (Net of tax expense)	36.03	34.22	118.20
Calculated relative to the same period (Y2014 multiplied by two)**		68.44	118.20

Remarks \* In 2014 (12 months) TCDC had a revaluation of the warehouses before Aqua would invest, and in 2014 (6 months) of the revaluation, a warehouse was built and completed in the year from cost to fair value in accordance with accounting standards as former warehouse, and in 2015, as fair value of the annual warehouse.

\*\* In 2015, net profit after calculation eliminated of profit from changes in fair value (Net from tax expense) and calculated from the same period (12 months) profit in 2015, up 72.71% from the year 2014.

### **Eastern Printing Public Company Limited (“EPCO”)**

EPCO operates the business of complete printing, and in 2012 expanded into the production of solar power under Bor Ploi Co., Ltd. Currently, it can supply power for a total of 16.5 MW. On December 3, 2015, the shareholders meeting of EPCO approved investment projects of solar power plants in Japan for five projects. The total a capacity of 25.325 MW (29.471 MW installed) with a total investment of about 2,472.75 million baht.

In 2015, a portion of the revenue from electricity sales of EPCO was up nearly 50% of total revenue, and expected the trend to continue to increase.

On January 7, 2016, Bor Ploi Solar Co., Ltd. changed its name to “Eastern Power Group Public Company Limited” (EP). EPCO has plans to enter EP to be listed on the Stock Exchange of Thailand.

Income	Y 2013	Y 2014	Y 2015
From energy sales (%)	27.11	37.43	41.09
From Public printing (%)	72.89	62.57	58.91

At the end of 2015, Aqua holding in EPCO was 282.689 million shares valued at the closing price of EPCO at 282.689 x 5.55 = 1,569 million baht at 613 million baht, with the cost.

### **Summary of proportion of revenue and profits from the business**

The three Subsidiaries and Associates have full amount of revenue and allocations of revenue are calculated from the proportion of the shareholding of Aqua as follows.

Unit: Million baht	Y 2013		Y 2014		Y 2015	
Income	Full amount	Allocations	Full amount	Allocations	Full amount	Allocations
Aqua Ad – Billboard	287.70	212.90	308.92	228.60	313.33	231.86
TCDC – Warehouse	-	-	96.11	66.33	248.60	238.98
EPCO – Electricity	205.87	84.14	326.74	125.47	353.13	135.60
EPCO – Publication	553.40	226.17	545.42	209.44	506.22	194.39
<b>Total income</b>	<b>1,046.97</b>	<b>523.21</b>	<b>1,277.19</b>	<b>629.84</b>	<b>1,421.28</b>	<b>800.83</b>

Based on the table above, the allocation of the year 2015 total revenue allocations from the four businesses increased by 27.15% from the year 2014 which was mainly due to Aqua increased shareholding from 69.01% to 96.13% on September 29, 2015

The full amount and allocation of the net profit is calculated from proportion of shareholding of Aqua as follows.

Unit: Million baht	Y 2013		Y 2014		Y 2015	
Net profit	Full amount	Allocations	Full amount	Allocations	Full amount	Allocations
Aqua Ad – Billboard	40.63	30.07	38.28	28.33	49.40	36.56
TCDC – Warehouse *	-	-	232.52	160.44	155.76	149.73
EPCO	130.59	57.46	220.29	84.59	247.18	94.92
<b>Total net profit</b>	<b>171.22</b>	<b>87.53</b>	<b>491.09</b>	<b>273.36</b>	<b>452.34</b>	<b>281.21</b>

Profit allocated from four businesses increased by 2.87% from the year 2014 due to the increase in three businesses: Billboard, Publications and energy and the reduction of the warehouse business major reasons were (1) in 2014 had a revaluation of the new warehouse which was built and completed in the year from the cost to fair value, as a result, net profit decreased by 135 million baht in 2015. (2) Increasing its shareholding from 69.01% to 96.13% on September 29, 2015, thus recognized profit greater by proportion of new shareholding (96.13%) of 115 million baht.

### **Financial Highlight of Aqua**

#### **Summary of statements of financial position**

Unit: Million baht	Y 2013	Y 2014	Change	Y 2015	Change
Cash and cash equivalents	457	189	-58.64%	1,341	609.52%
Trade accounts and other receivable - net	105	126	20.00%	112	-11.11%
Investments in associates	471	652	38.43%	651	-0.15%
Investment in property	-	2,664	100.00%	3,113	16.85%
Property, plant and equipment - net	371	360	-2.96%	315	-12.50%
<b>Total Assets</b>	<b>1,547</b>	<b>4,069</b>	<b>163.03%</b>	<b>5,621</b>	<b>38.14%</b>
Trade accounts and other payable	42	150	257.14%	93	38.00%
Loans from financial institution	141	95	-32.62%	1,833	1,829.47%
<b>Total Liabilities</b>	<b>213</b>	<b>599</b>	<b>181.22%</b>	<b>2,234</b>	<b>272.95%</b>
Paid - up capital	899	2,297	155.51%	2,297	-
Revaluation surplus	27	313	1,059.26%	313	-
Retained earnings	298	472	58.39%	611	29.45%
Non – controlling interests	109	389	256.88%	166	-57.33%
<b>Shareholders' Equity</b>	<b>1,334</b>	<b>3,470</b>	<b>160.12%</b>	<b>3,387</b>	<b>-2.39%</b>

In 2015, the consolidation of Aqua had cash of a 609.52% increase from the year 2014, which was mainly from the loan repayment from TCDC at Aqua lending at the end of year 2014. Due to TCDC receiving a loan from a financial institution and investment property (warehouses), it increased by 449 million baht from the acquisition of AWH (operates warehouse rental) from existing shareholders in the ratio of 100% on November 19, 2015.

**Summary of consolidated income statement**

<b>Unit: Million baht</b>	<b>Y 2013</b>	<b>Y 2014</b>	<b>Change</b>	<b>Y 2015</b>	<b>Change</b>
Revenue from services	397	405	2.02%	562	38.77%
Profit (loss) from changes in fair value of real estate	-	243	100.00%	47	-80.66%
Interest income	4	25	525.00%	23	-8.00%
Gain on sale of investments	173	-	-100.00%	-	-
Total revenue	586	687	17.24%	654	-4.80%
Total expenses	319	288	-9.72%	325	12.85%
Share of profit from investments in associates	58	85	46.55%	95	11.76%
Financial expenses	12	43	258.33%	64	48.84%
Income (expenses), income tax	(21)	(78)	271.43%	(55)	-29.49%
Net profit	291	363	24.74%	305	-15.98%
Attributable to non-controlling interests		79	100.00%	20	-74.68%
Net income for Aqua	291	284	-2.41%	285	0.35%

In 2015, the Group of Company had a net profit nearby to the previous year. The company expects an increase in net profit in the future from additional investments in the four existing businesses including the new businesses. As the company has a cash balance of approximately 1,000 million baht and has no outstanding debts from loan resulting in a rather extensive ability to invest.



## **Performance**

### ■ **Revenue**

Main revenues of the Company and its subsidiary can be divided into 3 groups: (1) Revenues from rental space for installation of advertisement boards, providing space, contract manufacturing and advertising installation (2) Revenues from warehouse for rent and service (3 ) Revenues from share of profit on investment in associated company. Details are as follows:

Type of revenues	2015		2014		2013	
	MB.	%	MB.	%	MB.	%
<b>1. Revenue from advertising billboards:</b>						
- Spaces rental for advertising	258.56	34.52	255.32	33.07	299.32	46.54
- Production fee	54.77	7.31	53.60	6.94	57.60	8.96
<b>Total</b>	<b>313.33</b>	<b>41.83</b>	<b>308.92</b>	<b>40.02</b>	<b>356.92</b>	<b>55.49</b>
<b>2. Revenues from warehouse for rent and service:</b>						
- Revenues from service and warehouse for rent	248.60	33.19	96.11	12.45	-	-
- Gain on revaluation of investment properties	46.95	6.27	243.40	31.53	-	-
<b>Total</b>	<b>295.55</b>	<b>39.46</b>	<b>339.51</b>	<b>43.98</b>	<b>-</b>	<b>-</b>
<b>3. Share of profit in associate company :</b>						
- EPCO	94.91	12.67	85.14	11.03	57.66	8.96
<b>Total</b>	<b>94.91</b>	<b>12.67</b>	<b>85.14</b>	<b>11.03</b>	<b>57.66</b>	<b>8.96</b>
<b>4. Other income :</b>						
- Reversal of debt loss	3.29	0.44	3.00	0.39	2.06	0.32
- Gain on sale of investments	-	-	-	-	173.38	26.96
- Hire – purchase interest income	0.17	0.02	0.73	0.09	4.08	0.63
- Interest incomes	23.25	3.10	25.19	3.26	4.01	0.62
- Other	18.58	2.48	9.46	1.23	4.95	0.77
<b>Total</b>	<b>45.29</b>	<b>6.04</b>	<b>38.38</b>	<b>4.97</b>	<b>188.48</b>	<b>29.30</b>
<b>5. Revenue from business, the company ceased operations :</b>						
- Magazine	-	-	-	-	27.50	4.28
- Revenue from public relations services	-	-	-	-	12.64	1.97
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>40.14</b>	<b>6.24</b>
<b>Total revenues</b>	<b>749.08</b>	<b>100.00</b>	<b>771.95</b>	<b>100.00</b>	<b>643.20</b>	<b>100.00</b>

In 2015, the Company reported total revenue of 749.08 million baht, down 22.87 million baht or 2.96% from year 2014 including

- Revenue from advertising media of 313.33 million baht, up 4.41 million baht or an increase of 1.43% from the year 2014 due to the overall picture of the media in 2015 which increased from the year 2014 of 3.34%.

- Revenue from leased warehouse and services of 295.55 million baht, down 43.96 million baht or 12.95% decrease, since the year 2014 (6 months) a revaluation of the warehouse was completed in a year from cost to fair value in accordance with accounting standards, with original warehouse. And the year 2015, the fair value of the annual inventory there was greater but less than the price of the warehouse that was completed in the year from cost to fair value.
- Revenue share of profit from associates of 94.91 million baht, increased by 9.77 million baht or an increase of 11.48% from the year 2014. An increase from the beginning of commercial operation sales of electricity to the Provincial Electricity Authority since February 4, 2014, the power plant in Lopburi province has a capacity of 5 MW and to begin commercial operation sales of electricity to the Metropolitan Electricity Authority of 5 projects of solar power generation installation on the roof (Solar PV Roof), the total capacity of 1.07 MW since September 18, 2014, including the acquisition of shares of Bo Ploy Solar additional 24% which EPCO holds 100% on March 31, 2014, which will result in 100% in 2015.
- Interest income of 23.19 million baht decreased 1.94 million baht, or decreased 7.70% from the year 2014 because the rate of return on deposits (interest rate) was less compared to the year 2014.
- Other income apart from the above items of 22.04 million baht, an increase of 8.85 million baht or 67.10% from the year 2014.

Data from first part clause 2.2, the Company has disclosed about the overall advertising industry in 2015 an increase of 3.34% from the year 2014 by a summary of the year 2014-2015 compared using the media and media-related companies are as follows.

Type of Media	2015 (MB.)	%	2014 (MB.)	%	Change (MB.)	% Growth
Advertising billboard	4,265	3.49	3,974	3.36	291	7.32

The table above shows that the revenues of advertising billboard in 2015 of the Company and its group increased by Baht 4.41 Million or increased by 1.43% from 2014, The increased is less than the overall industry.

■ **Sale cost**

In 2015, the Company had no cost of sale due to the divestment of Pen Publishing Company Limited of all amounts at the end of 2013.

■ **Services cost**

In 2015, the cost of services of 204.21 million baht, an increase of 23.09 million baht or an increase of 12.75% from the year 2014, accounting for 36.34% of its revenues from services. And in 2014 accounted for 44.72% of its revenues from services which decreased due to warehouse rental and services were at a very low cost. Therefore, the calculation has resulted in an overall

decline. In the year 2015, the gross margin of media advertising increased due to the revenue increased 1.62% and services costs are largely fixed costs, including depreciation, rent, premium ,etc.

■ **Sales and administration cost**

In 2015, the Company had cost of sales and administration of 120.77 million baht, an increase of 14.25 billion baht or an increase of 13.38% from 2014 which was primarily due to the investment in TCDC since June 2014, making the year 2015 being recognized costs of this part full year.

■ **Finance costs**

In 2015, the Company had financial costs of 63.90 million baht, an increase of 20.53 million baht or an increase of 47.34% from the year 2014, mainly due to the investment in TCDC since June 2014. Which TCDC had a loan for construction of warehouses, the second warehouse began to calculate interest as financial costs due to the warehouse construction was completed since the quarter 4/2014 (during the construction the Company has put the financial cost to the total cost of assets).

■ **Tax Expense**

Unit : Million Baht	2015	2014	2013
Tax	22.34	11.88	8.71
Income (Expense) Income Tax Accounting Standard No. 12.	33.17	66.07	12.75
Total	55.51	77.95	21.46

Year of 2015 has cost tax amounted to 55.51 million baht, compared with the same period of last year. The tax expenses of Baht 77.95 million, decrease of 22.44 million baht has caused :-

- Income tax expense increased by 10.46 million baht cause of TCDC taxable profit.
- Income tax expense in accordance with Accounting Standard No. 12, decrease 32.90 million baht mainly due to changes in fair value of investment properties decrease from 2014.

■ **Net profit**

In 2015, the Company reported net profit of 304.69 million baht for the period a decrease of 58.29 million baht or 16.06%. Primarily due to recognized profit from TCDC of 155.76 million baht, AA of 49.40 million baht and share of profit from associated companies of 94.92 million baht, by the major company of 285.17 million baht, and the interests of non-controlling of 19.52 million baht.

**Financial status**
**1. Assets**

At the end of 2015, the Company had total assets of 5,621.26 million baht, by the increase in current assets of 1,142.29 million baht or an increase of over 100%. Most of the increase was in cash and cash equivalents of 1,151.36 million baht. And the increase in non-current assets of 410.07 million baht or an increase of 10.93% which was mainly due to the increase of investment properties of 446.48 million baht. Type of asset of billboard ads, which are listed in property, plant and equipment, net decreased by 45.46 million baht.

The above overview changes in the company's assets as follows.

**1.1 Cash and cash equivalents**

At the end of 2015, the Company had cash and cash equivalents of 1,340.64 million baht, an increase of 1,151.36 million baht due to the end of 2014, the Company had loans to subsidiaries (TCDC) in order to repay loans from financial institutions. Later, in March 2015 TCDC requested loans from new financial institutions and repayment to the Company of the full amount.

**1.2 Trade accounts and other receivables - net**

At the end of 2015, the Company had trade accounts and other receivables-net of 111.94 million baht, decrease of 12.47 million baht from the year 2014 which consisted of:

Unit : Thousand baht	Consolidated	
	Dec 31, 2015	Dec 31, 2014
Trade accounts		
Other companies	52,779	50,139
<u>Less</u> allowance for doubtful accounts	(1,135)	(1,058)
Trade receivables-net	51,644	49,081
<u>Other receivables</u>		
Prepaid rental fee	33,589	34,408
Prepaid expenses	5,191	5,738
Advances paid	8,195	4,116
Deposit	112	93
Accrued interest	1,907	508
Trade accounts	11,301	32,468
Other companies	60,295	77,331
<u>Less</u> allowance for doubtful accounts	111,939	126,412

**The quality of the Company's accounts receivable**

	Consolidated			
	Dec 31, 2015		Dec 31, 2014	
	Thousand baht	%	Thousand baht	%
Trade receivables that are not payment due	49,812	94.38	43,141	86.04
Overdue trade accounts as follows:				
Overdue 1 month to 3 months	1,524	2.89	3,502	6.98
Overdue 4 months to 6 months	308	0.58	2,127	4.24
Overdue 7 months to 12 months	455	0.86	579	1.15
Overdue more than 12 months	680	1.29	790	1.58
Total	52,779	100.00	50,139	100.00
<u>Less</u> allowance for doubtful accounts	(1,135)	(2.15)	(1,058)	(2.11)
Net	51,644	97.85	49,081	97.89

As of December 31, 2015, the Company had traded receivables which increased by 2.64 million baht or 5.27% from the year 2014. Due to 2015, revenue from the sale of advertising was on the rise. The warehouse rental and service charges within a month of service thus, there were no receivables in this section.

From the table it is seen that trade receivables that are not yet due for payment have increased from 86.04% to 94.38%. 1-3 months of unpaid receivables has decreased 1.98 million baht and receivables unpaid for 4 months up, decreased 2.05 million baht. Allowance for doubtful accounts increased from 2.11% to 2.15% due to the Company's allowance for doubtful receivables for the full amount of the litigation process. The classification of receivables by age of arrears.

The policy allowances for doubtful accounts are as follows.

- Trade receivables that the payment is not due      Allowances for doubtful      -
- Overdue 1 month to 6 months      Allowances for doubtful      -
- Overdue 7 months to 12 months      Allowances for doubtful      50% of each receivables
- Overdue more than 12 months      Allowances for doubtful      100% of each receivables

**1.3 Inventories-net**

At the end of 2015, the Company's inventories-net was 1.20 million baht, an increase of 0.28 million baht from the year 2014. All of the Company's inventories was in demolition of old building materials that had to be taken away and recycled materials in the construction of a new billboards.

**1.4 Hire purchase receivables / financial lease and loans**

At the end of 2015, the Company had hired purchase receivables / financial lease and loan with no balance of net remaining. Since the Company stopped leasing since 2007 and the remaining receivables have less movement. Including the need

to expedite the process through litigation and enforcement procedures by all leasing receivables of the Company have provision for doubtful accounts by the full amount.

**The quality of the Company's accounts receivable**

Hire-purchase/financial lease contract receivables (Net of unearned interest lease income) and loans and allowances for doubtful classified by age as follows:

Unit : Thousand baht							
Consolidated							
	Value receivables		% allowances for doubtful	Allowances for doubtful		Net	
	2015	2014		2015	2014	2015	2014
Not overdue	-	-	1	-	-	-	-
Overdue							
1 month to 2 months	-	-	2	-	-	-	-
3 months to 6 months	-	-	25	-	-	-	-
7 months to 12 months	-	-	50	-	-	-	-
more than 12 months	4,359	197,187	100	(4,359)	(197,187)	-	-
Total	4,359	197,187		(4,359)	(197,187)	-	-

In 2015, the company has write-off receivables for hire purchase / lease finance almost the entire amount. This write-off is based on the laws involved. If the debtor wishes to pay to the Company will be paid and recorded as revenue, bad debt recovery.

**1.5 Other current assets**

At the end of 2015, the Company had total other current assets of 1.30 million baht, a decrease of 0.88 million baht from the year 2014.

**1.6 Deposits with financial institutions with provided guarantees**

At the end of 2015, the Company had deposits with financial institutions of 27.47 million baht, which had guaranteed an increase of 9.31 million baht from the year 2014. Since the end of 2015 TCDC acquired shares of Accomplish Way Holdings Company Limited (AWH) in proportion of 100% which AWH had fixed deposit as collateral for the loan of 9.29 million baht.

**1.7 Investment in associated company**

At the end of 2015, the Company had investments in associated companies amounted to 651.39 million baht, a decrease of 0.65 million baht from the year 2014

**1.8 Other long-term investments**

At the end of 2015, the Company had investments in other companies of 30.90 million baht as of the year 2014, including investment in Aura Dream of 29.90 million baht and investments in subordinated debentures of subsidiaries of 1 million baht.

**1.9 Property, plant and equipment-net**

At the end of 2015, the Company's property, plant and equipment-net of 314.82 million baht, a decrease of 45.46 million baht from the year 2014 due to amortization and depreciation based on normal use.

**1.10 Other non-current assets**

At the end of 2015, the Company had other non-current assets of 22.68 million baht, an increase of 0.39 million baht from the year 2014.

**2. Liability**

At the end of 2015, the Company had total liabilities of 2,234.02 million baht, an increase of 1,634.89 million baht or an increase of over 100% from the end of 2014. An increase in current liabilities of 99.12 million baht or an increase of 51.01% was mainly from the increase in long-term loans from financial institutions. (Portion due within one year) amounted to 152.99 million baht.

The above overview changes in the liabilities of the Company are as follows.

**2.1 Bank overdrafts**

At the end of 2015, the Company had no bank overdraft due to subsidiaries's liquidity and not to draw an overdraft facility.

**2.2 Trade accounts payable and other payables**

At the end of 2015, the Company had trade accounts payable and other payables of 93 million baht, a decrease of 56.86 million baht from the year 2014 since the Company paid the remaining balance payable at year end 2014 in the year 2015.

**2.3 Finance lease liabilities and hire-purchase**

At the end of 2015, the Company had liabilities under finance leases and hire purchase of 1.90 million baht from the auto position to executives.

**2.4 Long-term loans**

At the end of 2015, the subsidiaries have long-term loans from financial institutions of 1,832.61 million baht, an increase of 1,737.41 million baht from the year 2014. Since the end of 2014, the Company has loans from the subsidiary (TCDC)

in order to repay loans from financial institutions. Later, in March 2015 TCDC requested a loan of 1,657 million baht of new financial institutions to repay to the Company the full amount. Including on November 19, 2015, the subsidiary (TCDC) has invested of the proportion in AWH 100%, which the Company must prepare consolidated financial statements as a result, long-term loans increased from the year 2014.

## **2.5 Income tax payable**

At the end of 2015, the Company's income tax payable of 2.81 million baht, an increase of 1.64 million baht from the year 2014.

## **2.6 Other current liabilities**

At the end of 2015, the Company's other current liabilities amounted to 2.78 million baht, a decrease of 0.81 million baht from the year 2014.

## **2.7 Employee benefit obligations**

At the end of 2015, the Company's employee benefit obligations was 5.63 million baht, an increase of 1.16 million baht from the year 2014 which was due to the accounting standards.

## **2.8 Deferred tax liability**

At the end of 2015, the Company has shown the deferred tax liability of amount of 221.37 million baht, an increase of 53.44 million baht from the year 2014. Mainly from on November 19, 2015 a subsidiary (TCDC) has invested in the proportion of AWH 100% and the fair value of AWH warehouse accordance with Accounting Standard No. 12 made AWH have a deferred tax liability of 20 million baht. As well as fair value of warehouses TCDC in accordance with Accounting Standard No. 12 made TCDC have a deferred tax liability in the year 2015, an increase of 27.72 million baht.

## **2.9 Other non-current liabilities**

At the end of 2015, the Company had other non-current liabilities of 73.92 million baht, an increase of 12.89 million baht from the year 2014. The liabilities increased from 100% investment in AWH of which the Company shall prepare the consolidated financial statements which contributed to the increase in the amount of insurance under the rental contract and service to customers.

## **3. Shareholders' equity**

At the end of 2014, the Company's shareholders' equity was 3,470.53 million baht, an increase of 2,136.71 million baht, or increase of 160.20% from the end of 2013 by the Company of 3,081.21 million baht and non-controlling interest of 389.32 million baht.



At the end of 2015, the Company's shareholders' equity was 3,387.24 million baht, a decrease of 82.53 million baht, or decrease of 2.38% from the end of 2014 by the Company of 3,220.83 million baht and non-controlling interest of 166.41 million baht.

From the above overview, the shareholders' equity of the Company includes as follows.

### **3.1 Registered capital and Paid up capital**

At the end of 2015, the Company had a registered capital of 2,500 million baht, with a paid up capital of 2,296.50 million baht. The Company is processing the approval of the General Meeting of Shareholders for the year 2016 of reduced registered capital of 203.50 million baht from registered capital of 2,500 million baht. The remaining of 2,296.50 million baht of registered capital is equal to the paid-up capital of the Company.

### **3.2 Share premium**

At the end of 2015, the Company had share premium of 312.84 million baht from the issuance of new ordinary shares offered at a price higher than the par value.

### **3.3 Profit (loss) accumulated**

At the end of 2015, the Company had retained earnings of 518.25 million baht, 21.15 million baht separate legal reserves and unappropriate retained earnings of 497.10 million baht.

### **3.4 Other configuration of equity**

At the end of 2015, the Company's other configuration of equity of 93.24 million baht decreased from 64.87 million baht at the end of 2014. As items arising from the acquisition of TCDC of an additional 27.12% in 2015 which requires the Company to recognize the value of the shareholding ratio of 59.76 million baht, and the share of other comprehensive income in associated companies amounted to 5.11 million baht made to improve this ratio.

### **3.5 Non-controlling equity interest**

At the end of 2015, the Company had non-controlling equity interest of 166.41 million baht a decrease of 222.91 million baht from the year 2014 since the Company acquired additional shares of TCDC of 27.12% from 69.01 to 96.13% of the paid-up capital.

## Liquidity

### **STATEMENTS OF CASH FLOWS**

STATEMENTS OF CASH FLOWS	Consolidated		
	2015	2014	2013
Cash flows from operating activities	252.72	(137.91)	123.04
Cash flows from investing activities	(636.27)	(254.47)	236.85
Cash flows from financing activities	1,534.90	124.83	22.72
<b>Net cash and cash equivalent increase (decrease)</b>	<b>1,151.35</b>	<b>(267.55)</b>	<b>382.61</b>

In 2015, the Company had a net cash flow increase by the 1,151.35 million baht, an increase of cash flow from operating activities of 252.72 million baht and a decrease in cash flow from investing activities of 636.27 million baht since the Company has increased its shareholding in TCDC from 96.01% to 96.13 % and 100% of the shares of AWH.

However, the company had cash flow from financing activities increase to 1,534.90 million baht. The cause of the subsidiary (TCDC) to have a contracted a loan from a financial institution amounting to 1,657 million baht to provide the financial structure accordingly.

### **The summary table of Financial Ratios**

Important financial Ratios	2015	2014	2013
<b><u>Liquidity Ratio</u></b>			
Liquidity Ratio (times)	4.98	1.64	6.02
Quick Ratio (times)	4.95	1.62	5.95
Receivables Collections (times)	10.92	7.47	5.93
Period Collection (day)	33.43	48.89	61.51
Inventory Turnover (times)	N/A	N/A	4.27
Average Days to sell Inventory (day)	N/A	N/A	84.28
Account Payable Period (times)	6.76	6.63	5.60
Repayment period (day)	54.00	55.05	65.23
<b><u>Profitability Ratio</u></b>			
Gross Profit on Sales (%)	N/A	N/A	32.18
Gross margin from services (%)	63.66	55.28	50.47
Interest received (%)	3.29	0.33	1.81
Interest received – Net (%)	N/A	N/A	117.83
Interest expenses (%)	4.86	23.61	8.23
Interest margins (%)	N/A	N/A	109.60
Net profit margin (%)	40.68	47.02	45.23

<b>Important financial Ratios</b>	<b>2015</b>	<b>2014</b>	<b>2013</b>
<b><u>Efficiency Ratio</u></b>			
Return on Asset (%)	8.75	17.25	24.26
Return on Common Equity (%)	8.89	15.11	25.75
<b><u>Financial Ratio</u></b>			
Debt per Equity Ratio (times)	0.66	0.17	0.16
The ratio of loans to loans (times)	0.002	N/A	0.001
Dividend payout ratio (%)	2.42	2.19	N/A
Interest Coverage ratio (times)	7.25	7.14	36.42
Coverage Commitments ratio (times)	0.27	(0.07)	0.43
<b><u>Asset Quality Ratio</u></b>			
Allowance for doubtful account receivables in total. (%)	100.00	100.00	98.30
Allowance for doubtful accounts for receivables overdue for more than 3 months. (%)	100.00	100.00	98.30

**The liquidity ratio**

- The liquidity ratio, the results could point to short-term financial position of the Company and its subsidiaries. In 2015, the Company's liquidity was 4.98 times, up from the year 2014 with a liquidity of 1.64 times which showed that the Company and its subsidiaries' ability to repay short-term debt at a level better than the year before since the Company took nearly all the cash to repay the loan to the financial institution of TCDC to redeem the collateral to be managed in order to achieve maximum efficiency. In March 2015, TCDC had collateral to get loans from financial institutions and get more liquidity returned.

- Quick the liquidity ratio in 2015 is equal to a 4.95 times increase from the year 2014 which is equal to 1.62 times and the year 2013 is equal to 5.95 times, respectively. The ratio indicated that the Company had assets that can be easily converted into cash, increased from the previous year respectively but can repay current liabilities.

- Accounts receivable turnover ratio of 10.92 times, up from the year 2014 with a turnover ratio of 7.47 as trade receivables and the year 2013 was 5.93 times, shows the ability in managing receivables. The Company has the ability to collect receivables faster compared to the year 2014 and the year 2013.

- The average collection period was 33.43 days, down from the year 2014 with an average collection period of 48.89 days and 61.51 days of the year 2013. The results showed that the collection period is shortened from previous years due to the strict monitoring of collection of customers and there is a penalty system by paying a sales commission from the collection delay as well as warehouse business stores within a month of service.

- Inventory turnover ratio in 2015 could not be calculated because inventories of the Company were not intended for sale due to the product which included materials for construction, this will be used when building a billboard or to repair the structure of the billboard only.

- The average sale period could not be calculated for the same reason of the inventory turnover ratio

- Trade accounts payable turnover ratio was 6.76 times, up from the year 2014 with a turnover ratio of accounts payable of 6.63 times. And the year 2013 was 5.60 times which showed that paid to partners of accounts payable turnover rate

was higher than previous years due to the company's ability to pay on time.

- Average payment duration was 54 days, down from the year 2014 with a repayment period average of 55.05 days and the year 2013 was 65.23 days, showing that it has received credit from accounts payable shortened from the previous years.

**The ratio shows the ability to profit.**

- Gross profit margin from sales in 2015, no income from sales.
- Gross profit margin from services was 63.66%, up from the year 2014 with a gross profit margin of 55.28% and the year 2013 was 50.47%, due to subsidiaries (TCDC) business operation of warehouse rental and service. The business has a very low cost. Therefore, the calculation has resulted in an overall decrease. In 2015 gross profit margins of media advertising increased due to that income increased 1.62% and service costs mostly as fixed costs, including depreciation, rent, insurance premiums etc.

- Net profit margin was 40.68% in 2015, down from 2014, with an operating margin of 47.02% and the year 2013 was 45.23%. Due to in 2014 (6 months) TCDC revalued the warehouse that was completed in the year from cost to fair value in accordance with accounting standards, same as the original warehouse. In 2015, the fair value of the annual warehouse which resulted in a net profit from income tax decreased 156.76 million baht.

**The ratio of operating performance.**

- Return on assets is equal to .75%, down from the year 2014 with a rate of return on assets equal to 17.25% since investment in TCDC and AWH, which has a main asset of a warehouse to rent long term high value when calculating the rate of return, the average dropped more than the year 2014.

**Financial policy analysis ratio**

- The ratio of debt to equity in 2015 is equal to 0.66 times an increase from the the year 2014 with the ratio of debt to equity equal to 0.17 times due to loan burden of TCDC and AWH which occurred in 2015. Interest coverage is equal to 7.25 times increase from the year 2014, with interest coverage is equal to 7.14 times. However, the company is capable enough to repay the debt.

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**INDEPENDENT AUDITOR'S REPORT**

TO THE SHAREHOLDERS OF  
AQUA CORPORATION PUBLIC COMPANY LIMITED

I have audited the accompanying consolidated financial statements of Aqua Corporation Public Company Limited and its subsidiaries and the separate financial statements of Aqua Corporation Public Company Limited, which comprise the consolidated and separate statements of financial position as at December 31, 2015, and the related consolidated and separate statements of 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.

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

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

**Auditor's Responsibility**

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

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

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

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**INDEPENDENT AUDITOR'S REPORT** (Con't) -2-**Opinion**

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



( Chaovana Viwatpanachati )

Certified Public Accountant (Thailand) No. 4712

**AQUA CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES**

**STATEMENTS OF FINANCIAL POSITION**

**AS AT DECEMBER 31, 2015**

		Unit : Baht			
		Consolidated		Separate	
		December 31, 2015	December 31, 2014	December 31, 2015	December 31, 2014
Note		(Reclassified)		(Reclassified)	
<b>ASSETS</b>					
<b>CURRENT ASSETS</b>					
Cash and cash equivalents	6	1,340,640,778.09	189,284,045.55	1,104,072,924.41	52,396,197.64
Temporary investments		1,175.54	2,370.00	1,175.54	2,370.00
Trade accounts and other receivable - net	5,2,7	111,939,382.81	126,411,607.17	1,878,251.41	7,509,232.30
Inventories - net		1,194,112.30	920,825.00	-	-
Current portion of hire - purchase/financial lease					
contract receivables and loans	8	-	-	-	-
Short - term loan to					
subsidiary	5.2	-	-	-	1,295,869,041.10
related company	5.2	6,000,000.00	-	6,000,000.00	-
Other current assets		1,305,786.90	2,178,126.11	875,669.95	1,264,383.58
Total current assets		1,461,081,235.64	318,796,973.83	1,112,828,021.31	1,357,041,224.62
<b>NON - CURRENT ASSETS</b>					
Deposits at financial institutions pledged as collaterals	9	27,470,126.36	18,161,112.52	97,400.00	97,400.00
Hire - purchase/financial lease contract					
receivables and loans - net	8	-	-	-	-
Long - term loans to subsidiary	5.2	-	-	-	117,500,000.00
Investments in subsidiaries	10	-	-	1,123,278,179.20	728,085,121.01
Investment in associated company	10	651,386,595.26	652,038,565.95	612,762,537.01	612,762,537.01
Other long - term investments	11	30,900,000.00	30,900,000.00	29,900,000.00	29,900,000.00
Advanced payment for share subscription - net	12	-	-	-	-
Investment in right for claim - net	13	-	-	-	-
Investment property	14	3,112,922,149.07	2,666,437,205.62	-	-
Property, plant and equipment - net	15	314,823,087.05	360,279,325.84	23,152,346.72	22,273,986.61
Deferred tax assets	16	-	-	41,509,475.07	45,409,952.56
Other non - current assets		22,681,159.80	22,292,717.23	5,636,212.40	4,398,011.19
Total non - current assets		4,160,183,117.54	3,750,108,927.16	1,836,336,150.40	1,560,427,008.38
<b>TOTAL ASSETS</b>		<b>5,621,264,353.18</b>	<b>4,068,905,900.99</b>	<b>2,949,164,171.71</b>	<b>2,917,468,233.00</b>

Notes to the financial statements are an integral part of these financial statements.

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**AQUA CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES**

**STATEMENTS OF FINANCIAL POSITION (Con't)**

**AS AT DECEMBER 31, 2015**

		Unit : Baht			
		Consolidated		Separate	
		December 31, 2015	December 31, 2014	December 31, 2015	December 31, 2014
Note		(Reclassified)	(Reclassified)	(Reclassified)	(Reclassified)
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>					
<b>CURRENT LIABILITIES</b>					
Trade accounts and other payable	5.2,17	92,998,226.87	149,862,439.12	1,124,889.76	1,479,838.51
Current portion of liabilities under lease contracts	18	536,234.37	-	536,234.37	-
Current portion of long - term loans from financial institution	19	194,291,928.69	41,300,088.38	-	-
Accrued corporate income tax		2,812,300.51	1,171,383.47	-	-
Other current liabilities		2,782,780.98	1,970,118.86	917,605.09	328,352.43
Total current liabilities		293,421,471.42	194,304,029.83	2,578,729.22	1,808,190.94
<b>NON - CURRENT LIABILITIES</b>					
Long - term loans from financial institution - net	19	1,638,318,268.98	53,901,303.66	-	-
Liabilities under lease contracts - net	18	1,360,933.59	-	1,360,933.59	-
Long - term loans from related companies	5.2	-	117,500,000.00	-	-
Employee benefit obligations	20	5,634,861.00	4,465,185.00	1,652,697.00	1,263,948.00
Deferred tax liabilities	16	221,365,565.57	167,930,496.57	-	-
Other non - current liabilities	5.2	73,921,068.76	61,031,186.90	1,018,500.00	868,500.00
Total non - current liabilities		1,940,600,697.90	404,828,172.13	4,032,130.59	2,132,448.00
<b>TOTAL LIABILITIES</b>		2,234,022,169.32	599,132,201.96	6,610,859.81	3,940,638.94
<b>SHAREHOLDERS' EQUITY</b>					
Share capital	21				
Authorized share capital					
5,000,000,000 common shares of Baht 0.50 each		2,500,000,000.00	2,500,000,000.00	2,500,000,000.00	2,500,000,000.00
Issued and fully paid - up share capital					
4,593,000,000 common shares of Baht 0.50 each		2,296,500,000.00	2,296,500,000.00	2,296,500,000.00	2,296,500,000.00
Share premium		312,839,634.75	312,839,634.75	312,839,634.75	312,839,634.75
Retained earnings					
Appropriated					
Legal reserve	22	21,154,873.20	14,935,824.68	21,154,873.20	14,935,824.68
Unappropriate		497,097,911.70	298,066,899.84	312,058,803.95	289,252,134.63
Other components of shareholders' equity		93,241,806.50	158,111,600.46	-	-
Total equity of the Company		3,220,834,226.15	3,080,453,959.73	2,942,553,311.90	2,913,527,594.06
Non - controlling interests		166,407,957.71	389,319,739.30	-	-
<b>TOTAL SHAREHOLDERS' EQUITY</b>		3,387,242,183.86	3,469,773,699.03	2,942,553,311.90	2,913,527,594.06
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>		5,621,264,353.18	4,068,905,900.99	2,949,164,171.71	2,917,468,233.00



**AQUA CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES**

**STATEMENTS OF COMPREHENSIVE INCOME**

**FOR THE YEAR ENDED DECEMBER 31, 2015**

		Unit : Baht			
		Consolidated		Separate	
	Note	2015	2014	2015	2014
<b>REVENUES</b>					
Proceeds from services		561,927,407.51	405,024,521.01	-	-
Hire - purchase interest income		170,199.17	728,282.55	170,199.17	728,282.55
Dividend income	5.1,10	-	267.50	105,874,711.70	81,829,913.50
Gain on disposal of non - current assets held for sale	5.1	-	-	-	37,232,260.65
Gain on revaluation of investment properties	14	47,453,883.99	243,398,605.55	-	-
Interest income	5.1	23,248,188.82	25,187,876.41	33,499,627.04	30,148,847.05
Others income	5.1	21,365,370.47	12,466,484.01	13,437,187.62	15,990,176.83
<b>TOTAL REVENUES</b>		<b>654,165,049.96</b>	<b>686,806,037.03</b>	<b>152,981,725.53</b>	<b>165,929,480.58</b>
<b>EXPENSES</b>					
Cost of services		204,208,958.69	181,116,253.06	-	-
Selling expenses		14,079,396.71	16,464,288.02	-	-
Administrative expenses	5.1	106,690,307.92	89,344,968.37	40,020,095.09	30,157,762.46
Loss from dept restructuring and investment in right of claim		-	720,011.75	-	720,011.75
<b>TOTAL EXPENSES</b>		<b>324,978,663.32</b>	<b>287,645,521.20</b>	<b>40,020,095.09</b>	<b>30,877,774.21</b>
<b>PROFIT BEFORE SHARE OF PROFIT ON INVESTMENT IN ASSOCIATED COMPANY, FINANCE COST AND INCOME TAX</b>					
		329,186,386.64	399,160,515.83	112,961,630.44	135,051,706.37
Share of profit on investment in associated company		94,915,672.12	85,139,845.13	-	-
<b>PROFIT BEFORE FINANCE COST AND INCOME TAX</b>		<b>424,102,058.76</b>	<b>484,300,360.96</b>	<b>112,961,630.44</b>	<b>135,051,706.37</b>
Finance cost	5.1	(63,898,175.36)	(43,371,941.21)	(118,112.00)	(564,170.39)
<b>PROFIT BEFORE INCOME TAX</b>		<b>360,203,883.40</b>	<b>440,928,419.75</b>	<b>112,843,518.44</b>	<b>134,487,535.98</b>
Income tax (expense) income	16	(55,513,052.19)	(77,950,974.75)	(3,900,477.49)	(10,106,565.52)
<b>NET PROFIT FOR THE YEAR</b>		<b>304,690,831.21</b>	<b>362,977,445.00</b>	<b>108,943,040.95</b>	<b>124,380,970.46</b>
<b>OTHER COMPREHENSIVE INCOME</b>					
Other comprehensive income to be reclassified to profit or loss in subsequent periods :					
Share of profit on investment in associated company		(5,106,860.39)	(754,411.70)	-	-
Other comprehensive income to be reclassified to profit or loss in subsequent periods :					
Defined benefit plan remeasurement		-	2,352,532.16	-	919,317.00
Income taxes relating to other comprehensive income	16	-	(470,506.43)	-	(183,863.40)
Other comprehensive income for the year - net tax		(5,106,860.39)	1,127,614.03	-	735,453.60
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<b>299,583,970.82</b>	<b>364,105,059.03</b>	<b>108,943,040.95</b>	<b>125,116,424.06</b>
<b>NET PROFIT ATTRIBUTABLE TO FOR YEAR :</b>					
Owners of the Company		285,167,383.50	284,237,711.30		
Non - controlling interests		19,523,447.71	78,739,733.70		
<b>NET PROFIT FOR YEAR</b>		<b>304,690,831.21</b>	<b>362,977,445.00</b>		
<b>COMPREHENSIVE INCOME ATTRIBUTABLE TO :</b>					
Owners of the parent		280,060,523.11	285,365,325.33		
Non - controlling interests		19,523,447.71	78,739,733.70		
<b>COMPREHENSIVE INCOME FOR THE YEAR</b>		<b>299,583,970.82</b>	<b>364,105,059.03</b>		
<b>BASIC EARNINGS PER SHARE</b>	23				
<b>EARNINGS PER SHARE (BAHT : SHARES)</b>					
Equity holders of the parent company		0.0621	0.0755	0.0237	0.0330

AQUA CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

FOR THE YEAR ENDED DECEMBER 31, 2015

Unit : Baht											
Consolidated											
Note	Share capital		Retained earnings		Other components of shareholders' equity				Total equity		
	Issued and paid-up		Appropriated		Total other				attributable		
	share capital	Share premium	for legal reserve	Unappropriated (Deficit)	Gain on disposal of investment in subsidiary	Surplus from change in equity interest	Unrealized loss on investment in associate	components of shareholders' equity	to shareholders' equity	Non - controlling interests	Total
Beginning balance as at January 1, 2014	898,922,835.00	27,061,566.36	-	139,557,087.72	165,928,003.48	(7,061,991.32)	-	158,866,012.16	1,224,407,501.24	109,416,444.27	1,333,823,945.51
Increase share capital	21	1,397,577,165.00	285,778,068.39	-	-	-	-	-	1,683,355,233.39	-	1,683,355,233.39
Legal reserve	22	-	-	14,935,824.68	(14,935,824.68)	-	-	-	-	-	-
Dividend paid	22.4	-	-	-	(112,694,290.71)	-	-	-	(112,694,290.71)	-	(112,694,290.71)
Dividend of non - controlling interests	-	-	-	-	-	-	-	-	-	(4,731,875.22)	(4,731,875.22)
Reverse of deferred tax from disposal of investment in subsidiary	-	-	-	20,190.48	-	-	-	-	20,190.48	-	20,190.48
Increase in non controlling interest from additional investment in subsidiary	-	-	-	-	-	-	-	-	-	205,895,436.55	205,895,436.55
Comprehensive income (loss) for the year	-	-	-	-	-	-	-	-	-	-	-
Total net profit for year	-	-	-	284,237,711.30	-	-	-	-	284,237,711.30	78,739,733.70	362,977,445.00
Other comprehensive income	-	-	-	1,882,025.73	-	-	(754,411.70)	(754,411.70)	1,127,614.03	-	1,127,614.03
Ending balance as at December 31, 2014	2,296,500,000.00	312,839,634.75	14,935,824.68	298,066,899.84	165,928,003.48	(7,061,991.32)	(754,411.70)	158,111,600.46	3,080,453,959.73	389,319,739.30	3,469,773,699.03
Legal reserve	22	-	-	6,219,048.52	(6,219,048.52)	-	-	-	-	-	-
Dividend paid	22.1	-	-	-	(79,917,323.12)	-	-	-	(79,917,323.12)	-	(79,917,323.12)
Dividend of non - controlling interests	-	-	-	-	-	-	-	-	-	(5,257,608.65)	(5,257,608.65)
Increase in non controlling interest from additional investment in subsidiary	-	-	-	-	-	-	-	-	-	6,002,580.00	6,002,580.00
Decrease in non controlling interest from additional investment in subsidiary	-	-	-	-	-	(59,762,933.57)	-	(59,762,933.57)	(59,762,933.57)	(243,180,200.65)	(302,943,134.22)
Comprehensive income (loss) for the year	-	-	-	-	-	-	-	-	-	-	-
Total net profit for year	-	-	-	285,167,383.50	-	-	-	-	285,167,383.50	19,523,447.71	304,690,831.21
Other comprehensive income	-	-	-	-	-	-	(5,106,860.39)	(5,106,860.39)	(5,106,860.39)	-	(5,106,860.39)
Ending balance as at December 31, 2015	2,296,500,000.00	312,839,634.75	21,154,873.20	497,097,911.70	165,928,003.48	(66,824,924.89)	(5,861,272.09)	93,241,806.50	3,220,834,226.15	166,407,957.71	3,387,242,183.86

Notes to the financial statements are an integral part of these financial statements.

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**AQUA CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES**
**STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY**
**FOR THE YEAR ENDED DECEMBER 31, 2015**

		Unit : Baht				
		Separate				
		Share capital		Retained earnings (Deficit)		
		Issued and paid-up				
	Note	share capital	Share premium	Legal reserve	Unappropriated	Total
Beginnig balance as at January 1, 2014		898,922,835.00	27,061,566.36	-	291,765,825.97	1,217,750,227.33
Increase share capital	21	1,397,577,165.00	285,778,068.39	-	-	1,683,355,233.39
Legal reserve	22.4	-	-	14,935,824.68	(14,935,824.68)	-
Dividend paid	22.4	-	-	-	(112,694,290.72)	(112,694,290.72)
Comprehensive income for the year						
Total net profit for year		-	-	-	124,380,970.46	124,380,970.46
Other comprehensive income		-	-	-	735,453.60	735,453.60
Ending balance as at December 31, 2014		2,296,500,000.00	312,839,634.75	14,935,824.68	289,252,134.63	2,913,527,594.06
Legal reserve	22.1	-	-	6,219,048.52	(6,219,048.52)	-
Dividend paid	22.1	-	-	-	(79,917,323.11)	(79,917,323.11)
Comprehensive income for the year		-	-	-	108,943,040.95	108,943,040.95
Ending balance as at December 31, 2015		2,296,500,000.00	312,839,634.75	21,154,873.20	312,058,803.95	2,942,553,311.90

Notes to the financial statements are an integral part of these financial statements.

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AQUA CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2015

		Unit : Baht			
		Consolidated		Separate	
		December 31, 2015	December 31, 2014	December 31, 2015	December 31, 2014
Note		(Reclassified)	(Reclassified)	(Reclassified)	(Reclassified)
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>					
	Profit (loss) from discontinued operation before income tax	360,203,883.40	440,928,419.75	112,843,518.44	134,487,535.98
	Reconciliations of net profit (loss) to net cash provided				
	by (used in) operating activities :				
	Depreciation and amortization expense	15 56,237,326.25	57,338,976.17	2,479,254.39	3,983,109.40
	Bad debts/Allowances for doubtful accounts	213,185,089.58	55,248,073.54	192,591,319.50	53,739,640.22
	Doubtful account reverse	(213,600,296.62)	(59,290,751.50)	(193,009,137.78)	(58,625,110.55)
	Allowance for impairment (reversal)	(179,906.54)	-	-	-
	(Gain) loss from disposal of fixed assets and decommissioning costs	3,581,513.60	(35,189,419.08)	10,029.24	(244,403.75)
	(Gain) loss from on disposal of non - current assets held for sale	-	-	-	(37,232,260.65)
	(Gain) loss on change in fair value of investments	1,194.46	(470.00)	843.18	(470.00)
	Gain (loss) from exchange rate	-	1,643,213.19	-	-
	Gain on sale of investment	-	4,612,665.30	-	-
	Gain on revaluation of investment properties	14 (47,453,883.99)	(243,398,605.55)	-	-
	Impairment loss of investment reverse	(3,208,321.90)	-	-	-
	Amortize of goodwill	2,483,781.09	(1,307,936.36)	-	-
	Impairment loss of investment (reverse)	-	-	-	-
	Loss from debt restructuring and investment in right claim	13 -	720,011.75	-	720,011.75
	Employee retirement benefit expenses	20 1,169,676.00	630,595.48	388,749.00	(911,012.00)
	Provision for decommissioning costs	1,198,001.86	1,419,598.56	-	-
	Share of (profit) loss on investment in associated company	(94,915,672.12)	(85,139,845.13)	-	-
	Dividend income	-	-	(105,874,711.70)	(81,829,913.50)
	Interest income	(23,248,188.82)	(25,187,876.41)	(33,499,627.04)	(22,752,534.27)
	Interest expenses	63,898,175.36	43,371,941.21	118,112.00	564,170.39
	Profit (loss) from operating activities before change in				
	operating assets and liabilities	319,352,371.61	156,398,590.92	(23,951,650.77)	(8,101,236.98)
	Operating assets (increase) decrease				
	Trade accounts and other receivable	19,002,260.96	(3,645,280.72)	5,539,784.49	17,059,122.01
	Inventories	(273,287.30)	(515,151.30)	-	-
	Finance lease contract receivables	442,868.11	7,145,352.82	417,818.28	6,754,250.21
	Granting right contract receivable	-	6,081,643.10	-	6,081,643.10
	Investment in right for claim	-	800,000.00	-	800,000.00
	Other current assets	872,339.21	4,211,327.28	388,713.63	1,914,294.60
	Non - other current assets	(6,928,807.45)	(3,212,726.44)	(378,281.29)	(286,416.75)
	Operating liabilities increase (decrease)				
	Trade accounts and other payable	(35,595,320.14)	(250,857,698.94)	(521,156.75)	(12,280,293.85)
	Other current liabilities	(804,182.12)	923,923.85	589,252.66	(163,143.10)
	Non current - other liabilities	31,960,538.51	(7,006.67)	150,000.00	97,393.35
	Cash provided (used in) by operating activities	328,028,781.39	(82,677,026.10)	(17,765,519.75)	11,875,612.59
	Interest paid	(61,115,901.24)	(43,469,122.40)	(118,112.00)	(668,431.58)
	Income tax paid	(14,189,759.82)	(11,760,846.40)	(859,919.92)	(1,238,501.20)
	Net cash provided (used in) by operating activities	252,723,120.33	(137,906,994.90)	(18,743,551.67)	9,968,679.81

Notes to the financial statements are an integral part of these financial statements.

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**AQUA CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES**

**STATEMENTS OF CASH FLOWS (Con't)**

**FOR THE YEAR ENDED DECEMBER 31, 2015**

		Unit : Baht			
		Consolidated		Separate	
		December 31, 2015	December 31, 2014	December 31, 2015	December 31, 2014
Note		(Reclassified)		(Reclassified)	
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>					
Deposits at financial institutions pledged as collateral decrease (increase)		(9,309,013.84)	33,903,415.16	-	-
Cash paid for acquisition of temporary investment		-	-	351.28	-
Cash received for disposal of long - term investment		-	-	-	-
Cash received for disposal of investment in subsidiary		-	4,809,111.40	-	-
Cash paid for acquisition of investment in subsidiary	10	(315,202,642.43)	-	(395,193,058.19)	(404,050,406.00)
Received from disposal of shares		6,002,580.00	-	-	-
Cash paid for acquisition of investment in associate company	10	-	(163,126,000.00)	-	(163,126,000.00)
Cash received for disposal of fixed assets		842,508.56	83,179,830.28	9,000.00	3,109,736.82
Cash paid for acquisition of fixed assets	15	(13,103,635.07)	(93,002,889.78)	(1,479,475.78)	(1,892,331.46)
Cash received for disposal of non - current assets held for sale		-	-	-	80,000,000.00
Cash paid for non - current assets held for sale		-	-	-	(7,781,155.27)
Investment property (increase)		(411,855,871.13)	(212,152,498.26)	-	-
Cash paid for short - term loan to person and related parties	5.2	-	-	-	(1,295,869,041.10)
Cash paid for long - term loan to person and related parties	5.2	(6,000,000.00)	-	(25,000,000.00)	(117,500,000.00)
Cash received for short - term loan to person and related parties		-	-	1,295,869,041.10	-
Cash received for long - term loan to person and related parties		-	-	136,500,000.00	-
Long - term loan to other person decrease		50,000.00	40,000.00	-	-
Interest received		21,848,813.05	25,448,873.57	33,590,823.44	21,647,323.26
Cash received from dividend		90,460,782.40	66,432,404.58	105,874,711.70	81,829,913.50
Net cash provided (used in) by investing activities		(636,266,478.46)	(254,467,753.05)	1,150,171,393.55	(1,803,631,960.25)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>					
Bank overdrafts		-	(5,457,012.77)	-	-
Paid for Short - term loan from person and related parties		-	-	-	(47,232,717.01)
Received for Long - term loans from company parties	5.2	(117,500,000.00)	17,500,000.00	-	-
Received for Long - term loan from financial institution	19	1,894,969,768.69	191,062,481.62	-	-
Repayment for long - term loans from financial institutions	19	(157,560,963.06)	(1,507,262,092.99)	-	-
Repayments of liabilities under financial lease and hire - purchase contract		-	(1,321,326.15)	-	(1,321,326.15)
Dividend of non - controlling interests		(5,257,599.85)	-	-	-
Dividend paid	22	(79,751,115.11)	(253,049,283.73)	(79,751,115.11)	(112,610,118.67)
Cash received from increase in share capital	21	-	1,683,355,233.39	-	1,683,355,233.39
Net cash provided (used in) by financing activities		1,534,900,090.67	124,827,999.37	(79,751,115.11)	1,522,191,071.56
<b>Net cash and cash equivalent increase (decrease)</b>		<b>1,151,356,732.54</b>	<b>(267,546,748.58)</b>	<b>1,051,676,726.77</b>	<b>(271,472,208.88)</b>
<b>Cash and cash equivalent as at beginning balance</b>		<b>189,284,045.55</b>	<b>456,830,794.13</b>	<b>52,396,197.64</b>	<b>323,868,406.52</b>
<b>Cash and cash equivalent as at ending balance</b>		<b>1,340,640,778.09</b>	<b>189,284,045.55</b>	<b>1,104,072,924.41</b>	<b>52,396,197.64</b>

**Supplemental disclosures of cash flows information**

1. Unutilized credit facilities for future working capital (Unit : thousand Baht)	24,000	27,000	-	-
2. During in the second quarter of 2014, the company had acquired additional shares in subsidiary as described in note 10 to financial statements.				
3. Non - Cash (Unit : thousand Baht)				
Purchased fixed assets on credit	1,897	-	1,897	-

Notes to the financial statements are an integral part of these financial statements.

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**NOTES TO THE FINANCIAL STATEMENTS****AS AT DECEMBER 31, 2015****1. GENERAL INFORMATION**

Aqua Corporation Public Company Limited hereinafter referred to as “the Company” which is a public company incorporated and domiciled in Thailand on April 20, 2004, registration No.0107547000397 and the Company was listed on the Stock Exchange of Thailand on September 17, 2004. The Company’s registered address is 121/68-69, Ratchadapisek Road, Dindaeng, Bangkok. The Company’s principal activities are providing rental space for advertising signage, sales and investment in other companies.

The subsidiaries main business operation as discuss in Note 5 to the financial statements.

**2. BASIS OF PREPARATION****2.1 Basis of preparation**

The statutory financial statements are prepared in the Thai language. This English translation of the financial statements has been prepared for the convenience of readers not conversant with the Thai language.

The consolidated and separate financial statements have been prepared in accordance with Thai Financial Reporting Standards under the Accounting Act B.E. 2543 (2000) being those Thai Accounting Standards issued under the Accounting Profession Act B.E. 2547 (2004) including related interpretations and guidelines promulgated by the Federation of Accounting Professions under The Royal Patronage of His Majesty the King ("FAP") and the financial reporting requirements of the Securities and Exchange Commission under the Securities and Exchange Act B.E. 2535 (1992).

The consolidated and separate financial statements have been presented in accordance with Thai Accounting Standard No. 1 (Revised 2014) subject : “Presentation of Financial Statements” and the requirements of The Department of Business Development announcement subject : “The mandatory items, have to be presented in the financial statements, B.E. 2554”. Dated September 28, 2011

The consolidated and separate financial statements are presented in Thai Baht, which is the Company and its subsidiaries functional currency rounded in the notes to the financial statements to the nearest thousand Baht unless otherwise stated.

**2.2 Basis of preparation of consolidated interim financial statements**

Subsidiaries undertaking are defined as those companies which the parent company in the Group directly or indirectly, has an interest of more than one half of the voting rights or otherwise has power to exercise control over the financial and operating policies, including potential voting rights that are presently exercisable or presently convertible.

**BASIS OF PREPARATION (Con't)**
**2.2 Basis of preparation of consolidated interim financial statements (Con't)**

Associates are those entities in which the Group has significant influence, but not control, over the financial and operating policies. Significant influence is presumed to exist when the Group holds between 20% and 50% of the voting power of another entity.

The consolidated financial statements included the financial statements of Aqua Corporation Public Company Limited and its subsidiaries as follows:

	Percentage directly and indirectly owned by the Company as at		Assets as a percentage to the Consolidated total assets as at		Revenues as a percentage to the Consolidated total revenues	
	2015	2014	2015	2014	2015	2014
<b><u>Subsidiaries held by the Company :</u></b>						
Mantra Assets Company Limited	99.99	99.99	0.33	0.30	0.23	0.19
Aqua Power Company Limited*	99.99	-	0.01	-	-	-
121 Power Company Limited* (Former name : Aqua Green Energy Company Limited)	99.99	-	0.01	-	-	-
Aqua Ad Public Company Limited	74.00	74.00	9.40	12.80	48.63	45.62
Thai Consumer Distribution Centre Company Limited**	96.13	69.01	49.73	68.31	46.73	49.52
<b><u>Subsidiaries held by Subsidiaries :</u></b>						
CVK Aqua Energy Company Limited***	76.00	-	0.35	-	0.03	-
Accomplish Way Holding Company Limited****	100.00	-	7.37	-	0.86	-
Green View Godo Kaisha Company Limited*****	100.00	-	-	-	-	-
Aqua Media 360 Company Limited*****	-	-	-	-	-	-

\* The Company has established subsidiaries two companies. In the first quarter of 2015 (See Note 10 to financial statements).

\*\* The Company it was approved an investment of the remaining ordinary shares of Thai Consumer Distribution Centre Company Limited in the third quarter of the year 2015 (See Note 10 to financial statements).

\*\*\* In the second quarter of 2015, at the Board of Directors' meeting No. 7/2015 on June 22, 2015, it was approved to in corporate a new subsidiary held by 121 Power Company Limited (former name : Aqua Green Energy Company Limited).

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**2. BASIS OF PREPARATION (Con't)****2.2 Basis of preparation of consolidated interim financial statements (Con't)**

\*\*\*\* In the fourth quarter of 2015, at the Board of Directors' meeting No. 10/2015 held on November 12, 2015, it was approved to subsidiary (Thai Consumer Distribution Centre Company Limited) invest in common share of Accomplish Way Holding Co., Ltd by acquiring from the existing shareholder of 449,998 shares at the price of Baht 367.632 per share totaling Baht 165.43 million.

\*\*\*\*\* In the fourth quarter of 2015, at the Board of Directors' meeting of the Company No. 11/2015 held on December 21, 2015, it was approved Aqua Power Company Limited it subsidiary, to acquire the total shares of Green View Godo Kaisha Company Limited ("GK") in Japan from its existing shareholder at cost of Yen 10,000 or approximately Baht 3,000 which was paid on January 9, 2016.

\*\*\*\*\* In the second quarter of 2014, at the Board of Directors' meeting of a subsidiary No. 3/2014 on June 2, 2014, it was resolved to dispose investment in Aqua Media 360 Company Limited in total of 25,499 shares to other party at Baht 188.60 per share amounting to Baht 4.81 million generating profit from disposal of investment of Baht 2.26 million presented in statement of comprehensive income.

The financial statement of these companies have been consolidated from the date on which effective control is transferred to the Group and are no longer consolidated from the date of such control ceases.

Investment in associate is accounted for using the equity method and is recognized initially at cost. The consolidated financial statements include the Group's share of the income and expenses and equity movements of equity accounted investee from the date that significant influence incurs until the date that significant influence ceases.

Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, the Company takes into consideration potential voting rights that currently are exercisable. The acquisition date is the date on which control is transferred to the acquirer. Judgment is applied in determining the acquisition date and determining whether control is transferred from one party to another.

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

Goodwill is measured as the fair value of the consideration transferred including the recognized amount of any non-controlling interest in the acquire, less the net recognized amount (generally fair value) of the identifiable assets acquired and liabilities assumed, all measured as of the acquisition date.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognized in profit or loss.



## 2. BASIS OF PREPARATION (Con't)

### 2.2 Basis of preparation of consolidated interim financial statements (Con't)

A contingent liability of the acquire is assumed in a business combination only if such a liability represents a present obligation and arises from a past event, and its fair value can be measured reliably.

The Company measures any non-controlling interest at its proportionate interest in the identifiable net assets of the acquire.

Costs related to the acquisition, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination such as legal fees, and other professional and consulting fees are expensed as incurred.

The financial statements of the subsidiaries and associate are prepared for the same reporting period as the parent company.

The financial statements of the subsidiaries and associate are prepared based on the same significant accounting policies for the same accounting item or similar accounting events.

Material balances and transactions between the Company and its subsidiaries, and investments in subsidiaries by the Company and non-controlling interests of the subsidiaries have been eliminated from the consolidated financial statements.

Non-controlling interests represent the portion of income or loss and net assets that is not held by the Company and are presented separately in the consolidated statement of income and within equity in the consolidated statement of financial position, separately from parent shareholders' equity.

### 2.3 Principle of separate financial statements

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

## 3. ADOPTION OF NEW ACCOUNTING STANDARDS EFFECTIVE IN THE CURRENT YEAR

### 3.1 Adoption of new accounting standards effective in the current year

In current year, the Company and its subsidiaries have applied the revised and newly issued Conceptual Framework, Thai Accounting Standards (TAS), Thai Financial Reporting Standard (TFRS), Interpretations (TSIC and TFRIC) and Accounting Treatment Guidance as announced by the Federation of Accounting Professions as follows:-

#### Thai 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

### 3. ADOPTION OF NEW ACCOUNTING STANDARDS (Con't)

#### 3.1 Adoption of new accounting standards effective in the current year (Con't)

TAS 12 (revised 2014)	Income Taxes
TAS 16 (revised 2014)	Property, Plant and Equipment
TAS 17 (revised 2014)	Leases
TAS 18 (revised 2012)	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 Rate
TAS 23 (revised 2014)	Borrowing Costs
TAS 24 (revised 2014)	Related Party Disclosures
TAS 26 (revised 2014)	Accounting and Reporting by Retirement Benefit Plans
TAS 27 (revised 2014)	Separate Financial Statements
TAS 28 (revised 2014)	Investments in Associates and Joint Venture
TAS 29 (revised 2014)	Financial Reporting in Hyperinflationary Economics
TAS 33 (revised 2014)	Earnings per Share
TAS 34 (revised 2014)	Interim Financial Reporting
TAS 36 (revised 2014)	Impairment of Assets
TAS 37 (revised 2014)	Provisions, Contingent Liabilities and Contingent Assets
TAS 38 (revised 2014)	Intangible assets
TAS 40 (revised 2014)	Investment Property

#### Thai Financial Reporting Standard

TFRS 2 (revised 2014)	Share - Based Payments
TFRS 3 (revised 2014)	Business Combinations
TFRS 5 (revised 2014)	Non-current Assets Held for Sale and Discontinued Operations
TFRS 6 (revised 2014)	Exploration for and Evaluation of Mineral 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

#### 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 an Entity or its Shareholders
TSIC 27 (revised 2014)	Evaluating the Substance of Transactions in the Legal Form of a Lease
TSIC 29 (revised 2014)	Disclosures - Service Concession Arrangements
TSIC 31 (revised 2014)	Revenue - Barter Transactions Involving Advertising Services

### 3. ADOPTION OF NEW ACCOUNTING STANDARDS (Con't)

#### 3.1 Adoption of new accounting standards effective in the current year (Con't)

TSIC 32 (revised 2014)	Intangible Assets - Web Site Costs
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	TAS 19 (revised 2557) - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction
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

The above-mentioned standards were aimed at alignment with the corresponding International Financial Reporting Standards, with most of the changes directed towards revision of wording and terminology, and provision of interpretations and accounting guidance to users of accounting standards. The adoption of these financial reporting standards does not have any significant impact on the financial statements of the Company and its subsidiaries. However, some of these standards involve changes to key principles, as follows:

#### TAS 1 (Revise 2014)

This revised accounting standard, the main change is that a requirement for entities to group items presented in 'other comprehensive income' (OCI) on the basis of whether they are potentially reclassification to profit or loss subsequently (reclassification adjustments).

This revised accounting standard impacts the presentation of the statement of comprehensive income. The Company and its subsidiaries has presented and reclassified the comparative financial information in accordance with the revised accounting standard. The change does not impact to the operating result of the Company and its subsidiaries.

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**3. ADOPTION OF NEW ACCOUNTING STANDARDS EFFECTIVE IN THE CURRENT YEAR (Con't)**

**3.1 Adoption of new accounting standards effective in the current year (Con't)**

TAS 19 (Revise 2014)

This revised accounting standard, the key changes are (a) actuarial gains and losses are renamed 'remeasurements' and will be recognized immediately in 'other comprehensive income' (OCI). Actuarial gains and losses will no longer be deferred using the corridor approach or recognized in profit or loss; and (b) past-service costs will be recognized in the period of a plan amendment; unvested benefits will no longer be spread over a future-service period.

This revised accounting standard does not have any impact on the financial statements as the Company and its subsidiaries already recognized actuarial gains and losses immediately in other comprehensive income.

TAS 27 (Revise 2014)

This revised accounting standard, provide the requirements relating to separate financial statements. This revised Thai accounting standard has no impact to the Company and its subsidiaries.

TAS 28 (Revise 2014)

This revised accounting standard, provide the requirements for investment in associates and joint ventures accounted by equity method. This revised Thai accounting standard has no impact to the Company and its subsidiaries.

TAS 34 (Revise 2014)

This revised accounting standard, the key change is the disclosure requirements for the operating segment. An entity shall disclose information of a measure of total assets and liabilities for a particular reportable segment if such amounts are regularly provided to the chief operating decision maker and if there has been a material change from the amount disclosed in the last annual financial statements for that reportable segment. The change in policy only impacts presentational aspects no impact on the Company and its subsidiaries reported assets, liabilities, results or earnings per share.

TFRS 10

This newly financial reporting standard has a single definition of control and supersedes the principles of control and consolidation included within the original TAS 27, 'Consolidated and separate financial statements'. The standard sets out the requirements for when an entity should prepare consolidated financial statements, defines the principles of control, explains how to apply the principles of control and explains the accounting requirements for preparing consolidated financial statements. The key principle in the newly financial reporting standard is that control exists, and consolidation is required, only if the investor possesses power over the investee, has exposure to variable returns from its involvement with the investee

### 3. ADOPTION OF NEW ACCOUNTING STANDARDS EFFECTIVE IN THE CURRENT YEAR (Con't)

#### 3.1 Adoption of new accounting standards effective in the current period (Con't)

##### TFRS 10 (Con't)

and has the ability to use its power over the investee to affect its returns. This revised Thai Financial Reporting Standard has no impact to the Company and its subsidiaries.

##### TFRS 12

This newly financial reporting standard require entities to disclose information that helps readers of financial statements to evaluate the nature of risks and financial effects associated with the entity's interests in subsidiaries, associates, joint arrangements and unconsolidated structured entities. This revised Thai Financial Reporting Standard has no impact to the Company and its subsidiaries.

##### TFRS 13

This newly financial reporting standard provides a single source of fair value measurement for use across IFRSs and sets out the fair value disclosure requirement. This revised Thai Financial Reporting Standard has no impact to the Company and its subsidiaries.

#### 3.2 New Thai Accounting Standards announce during the year not yet adopted

The Federation of Accounting Professions has issued Notification regarding the revised and newly Thai Accounting Standards (TAS), Thai Financial Reporting Standard (TFRS) and Interpretations (TSIC and TFRIC) which was announced and these have been published in the Royal Gazette and which will become effective for the financial statements for the fiscal years beginning on or after January 1, 2015. The Company and its subsidiaries) have not applied such standards before the effective period as follows.-

##### 3.2.1 Effective for the financial statements for fiscal years beginning on or after January 1, 2015

Conceptual Framework for Financial Reporting (revised 2015).

##### Thai 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 Grants and Disclosure of Government Assistance
TAS 21 (revised 2015)	The Effects of Changes in Foreign Exchange Rate
TAS 23 (revised 2015)	Borrowing Costs

### 3. ADOPTION OF NEW ACCOUNTING STANDARDS EFFECTIVE IN THE CURRENT YEAR (Con't)

#### 3.2 New Thai Accounting Standards announce during the year not yet adopted (Con't)

##### Thai Accounting Standards (Con't)

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 Venture
TAS 29 (revised 2015)	Financial Reporting in Hyperinflationary Economics
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

##### Thai Financial Reporting Standard

TFRS 2 (revised 2015)	Share - Based Payments
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

##### Interpretations

TSIC 10 (revised 2015)	Government Assistance - No Specific Relation to Operating Activities
TSIC 15 (revised 2015)	Operating Leases - Incentives
TSIC 25 (revised 2015)	Income Taxes - Changes in the Tax Status of an Entity or its Shareholders
TSIC 27 (revised 2015)	Evaluating the Substance of Transactions in the Legal Form of a Lease
TSIC 29 (revised 2015)	Service Concession Arrangements: Disclosures
TSIC 31 (revised 2015)	Revenue - Barter Transactions Involving Advertising Services
TSIC 32 (revised 2015)	Intangible Assets - Web Site Costs
TFRIC 1 (revised 2015)	Changes in Existing Decommissioning, Restoration and Similar Liabilities
TFRIC 4 (revised 2015)	Determining whether an Arrangement contains a Lease
TFRIC 5 (revised 2015)	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds

### 3. ADOPTION OF NEW ACCOUNTING STANDARDS EFFECTIVE IN THE CURRENT YEAR (Con't)

#### 3.2 New Thai Accounting Standards announce during the year not yet adopted (Con't)

##### Interpretations (Con't)

TFRIC 7 (revised 2015)	Applying the Restatement Approach under TAS 29 (revised 2014) Financial Reporting in Hyperinflationary Economies
TFRIC 10 (revised 2015)	Interim Financial Reporting and Impairment
TRRIC 12 (revised 2015)	Service Concession Arrangements
TFRIC 13 (revised 2015)	Customer Loyalty Programmes
TFRIC 14 (revised 2015)	TAS 19 (revised 2557) - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction
TFRIC 15 (revised 2015)	Agreements for the Construction of Real Estate
TFRIC 17 (revised 2015)	Distributions of Non-cash Assets to Owners
TFRIC 18 (revised 2015)	Transfers of Assets from Customers
TFRIC 20 (revised 2015)	Stripping Costs in the Production Phase of a Surface Mine
TTRIC 21	Levies

##### Accounting Treatment Guidance for Bearer Plant

The above-mentioned the revised and newly Thai Accounting Standards (TAS), Thai Financial Reporting Standard (TFRS) and Interpretations (TSIC and TFRIC) were aimed at alignment with the corresponding International Financial Reporting Standards, with most of the changes directed towards revision of wording and terminology, and provision of interpretations and accounting guidance to users of accounting standards. The management of the Company and its subsidiaries believes they will not have any significant impact on the financial statements in the year in which they are adopted. However, some of these financial reporting standards involve changes to key principles, as discussed below:

##### TAS 19 (Revise 2015)

This revised accounting standard is amended to apply to contributions from employees or third parties to defined benefit plans and to clarify the accounting treatment of such contributions. The amendment distinguishes between contributions that are linked to service only in the year in which they arise and those linked to service in more than one year. This revised Thai accounting standard has no impact to the Company and its subsidiaries.

##### TAS 24 (Revise 2015)

This revised accounting standard, includes as a related party, an entity that provides key management personnel services to the reporting entity or to the parent of the reporting entity. Disclosure of the amounts charged to the reporting entity is required. The change in policy only impacts presentational aspects no impact on the Company and its subsidiaries reported assets, liabilities, results or earnings per share.

##### TAS 36 (Revise 2015)

This revised accounting standard is amended to provide additional disclosure requirement when the recoverable amount of the assets is measured at fair value less costs of disposal. The disclosures include

**3. ADOPTION OF NEW ACCOUNTING STANDARDS EFFECTIVE IN THE CURRENT YEAR (Con't)****3.2 New Thai Accounting Standards announce during the year not yet adopted (Con't)**TAS 36 (Revise 2015) (Con't)

1) the level of fair value hierarchy, 2) when fair value measurement categorized within level 2 and level 3, disclosures is required for valuation technique and key assumption. The change in policy only impacts presentational aspects no impact on the Company and its subsidiaries reported assets, liabilities, results or earnings per share.

TAS 38 (Revise 2015)

This revised accounting standard amended to clarify how the gross carrying amount and the accumulated amortization are treated where an entity uses the revaluation model. This revised Thai accounting standard has no impact to the Company and its subsidiaries.

TAS 40 (Revise 2015)

This revised accounting standard, clarifies that TFRS 3 should be applied when determining whether an acquisition of an investment property is a business combination. This revised Thai accounting standard has no impact to the Company and its subsidiaries.

TFRS 3 (Revise 2015)

This revised financial reporting standard, clarifies a) an obligation to pay contingent consideration which meets the definition of a financial instrument as a financial liability or equity, on the basis of the definitions in TAS 32, 'Financial instruments: Presentation' (when announced) or other applicable standards. It also clarifies that all non-equity contingent consideration is measured at fair value at each reporting date, with changes in value recognized in profit and loss, and b) TFRS 3 does not apply to the accounting for the formation of any joint venture under TFRS 11. The management of the Company and its subsidiaries are still evaluating the possible impact on the financial statements in the year in which TFRS interpretation will be applied.

TFRS 8 (Revise 2015)

This revised financial reporting standard, requires disclosure of the judgments made by management in aggregating operating segments. It is also amended to require a reconciliation of segment assets to the entity's assets when segment assets are reported to chief operating decision maker. The change in policy only impacts presentational aspects no impact on the Company and its subsidiaries reported assets, liabilities, results or earnings per share.

**4. SIGNIFICANT ACCOUNTING POLICIES**

The consolidated and separate financial statements are prepared on the historical cost basis in measuring the value of the component of financial statements except as described in the each following accounting policies.

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.



**4. SIGNIFICANT ACCOUNTING POLICIES (Con't)**

**4.1 Recognition of revenues**

Revenue is recognized when it is probable that the economic benefits associated with the transaction will flow into the enterprise and the amount of the revenue can be measured reliably.

Sale of goods and services rendered

Sales of goods are recognized when goods are delivered and significant risks and rewards of ownership are transferred to customers.

Service income represent service income from rental of space for advertising signage, procurement of space, and the production and installation of advertising media and are recognized when services have been rendered taking into account the stage completion.

Rental income is recognizes on a straight-line basis over the term of the lease on an accrual basis.

Production on television income from providing services of advertising and public relation will be recognized as income when the services are on air.

Exhibition services are recognized as income when services have been completed percentage of work and rendered.

Revenue from hire purchase contracts

In recognizing revenue from hire purchase contracts, the Company and its subsidiary recognize profit on differences between the cash sales price and the cost of the goods as income in full in the year the hire purchase agreement is executed and they received the first installment, and recognize the interest element (which represents the difference between the cash price and the hire purchase price) over the period of payment, using the sum-of-the-digits method and recognized income from hire purchase agreement incurred since January 1, 2008 at effective interest rate method based on each hire purchase agreement period, with interest income recognized when the installments fall due irrespective of when actual collection is made. Recognition of interest income ceases for hire purchase receivables which are overdue by more than 3 installments.

Revenue from investment in right for claim

Interest income from investment in right for claim is calculated using the effective rate method, applied to the aggregate actual cash inflows. The effective interest rate was determined on the basis of assumptions as to the amount and the timing of future collections on such loans. Such assumptions concern events that have not yet taken place and results accordingly vary if circumstances arise which were not foreseen.

Income on financial leases

Interest income on financial leases is recognized as income over the period of payment, using the effective rate method, with income recognized when the installments fall due irrespective of when actual collection is made. Recognition of interest income ceases for finance lease receivables which are overdue by more than 3 installments

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#### 4. SIGNIFICANT ACCOUNTING POLICIES (Con't)

##### 4.1 Recognition of revenues (Con't)

###### Revenue from installment sales

The Company recognized revenue from installment sales at the date of sale, exclusive of interest. The sales price is the present value of the consideration, determined by discounting the installments receivable at the imputed rate of interest. The interest element is recognized as income on a time proportion basis, using the effective interest method.

###### Interest income and dividend

Interest income is recognized on a time proportion basis that takes into account of the effective yield on the assets.

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

##### 4.2 Cash and cash equivalents

Cash and cash equivalent consist of cash on hand, bank deposits with financial institution with an original maturities of 3 month or less, which are not restricted to any use and not subject to withdrawal restrictions.

Time deposits with maturity exceed three-month period but less than twelve-month period are recorded as current investment (if any).

##### 4.3 Cash at bank held as collateral

Cash at bank that have restricted in use are presented separately as "Deposit at bank held as collateral" under non-current assets in the statement of financial position.

##### 4.4 Trade accounts and other receivable, loans to and allowance for doubtful accounts

Trade and other receivable and loans to consist of hire purchase receivables and loans to employees. Hire purchase receivables are stated at the outstanding balances less unearned hire purchase income and allowance for doubtful accounts. Loans to employees are stated at the outstanding balance net allowance for doubtful accounts.

The Company and its subsidiaries set up an allowance for doubtful accounts based on the estimated collection losses that may incur in collection of receivables. The allowance is based on collection experience, analysis of debtor aging and review of the current financial status of receivables outstanding as the reporting date. The Company and its subsidiaries provide allowance for doubtful accounts based on use of the aging report as follows:

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Con't)

##### 4.4 Trade accounts and other receivable loans to and allowance for doubtful accounts (Con't)

Rate on loans and hire purchase receivables Less deferred hire	
Aging	purchase interest (%)
Undue	1
Overdue	
1 - 2 months	2
3 - 6 months	25
7 - 12 months	50
Over 12 months	100

The Company and its subsidiaries provided allowance for doubtful accounts for employee receivables by estimating the losses that may be incurred in these receivables on the basis of past experience. On this basis the Company and its subsidiaries provided allowance for doubtful accounts for employee receivables at the rate of 75 - 100 percent of the outstanding balance.

##### 4.5 Inventories

Inventories are valued at the lower of cost or net realizable value, and is charged to vessel costs of goods sold whenever consumed.

Net realizable value is the estimate of the selling price in the ordinary course of business, less the costs of completion and selling expenses.

The Company and its subsidiary provides allowance for obsolete inventories based on current status and aging of inventories.

##### 4.6 Assets foreclosed

These represent assets repossessed from hire purchase receivables and employee receivables and are stated at the lower of cost (which mostly comprises the net outstanding balance) and estimated net realizable value. Allowance is made for the decline in value of the repossessed assets.

##### 4.7 Investment in right for claim

Investment in right for claim represents investments in business credit and hire purchase credit is valued at cost, net of allowances for impairment.

##### 4.8 Investment

###### 4.8.1 Temporary investment in securities for sale

Temporary investment in marketable equity securities which are intended to be held for sale are presented at fair value. Unrealized gain or loss from adjusting the fair value of securities for sale are recognized as income or expense in the income statement.

The fair value of marketable securities is based on the latest bid price of the last working day of the year as quoted on the Stock Exchange of Thailand.

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#### 4. SIGNIFICANT ACCOUNTING POLICIES (Con't)

##### 4.8 Investment (Con't)

4.8.2 Investments in subsidiaries and associates in the separate financial statements are measured at cost net of impairment losses (if any).

4.8.3 Investments in associated companies included in the consolidated financial statements are accounted for by equity method.

4.8.4 Long - term investments in non - marketable securities held as "general investment" are valued at cost, net of allowance for impairment of investments. Impairment loss of all investments is charged against the Company's statements of income.

On disposal of an investment, the difference between net disposal proceeds and the carrying amount of the investment is recognized as income or expenses in the income statement. If the Company disposes only part of the investment, the carrying value per share used to calculate the cost of the portion sold is determined using the weighted average method.

##### 4.9 Non - current assets held for sales

Non - current assets (or disposal groups comprising assets and liabilities) that are expected to be recovered primarily through sale rather than through continuing use, are classified as held for sale. The assets (or disposal group) are measured at the lower of their carrying value and fair value less cost to sell. Impairment losses on initial classification as held for sale and subsequent gains and losses on remeasurement are recognized in profit or loss. Gains are not recognized in excess of any cumulative impairment loss.

##### 4.10 Investment properties

Investment properties are properties which are held to earn rental income, for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes also includes property that is being constructed or developed for future use as investment property.

Cost includes expenditure that is directly attributable to the acquisition of the investment property. The cost of self-constructed investment property includes the cost of materials and direct labour, and other costs directly attributable to bringing the investment property to a working condition for its intended use and capitalized borrowing costs and presented in the statement of financial position at fair value.

The Company and its subsidiaries recognize gain or loss arising from change in the fair value of investment property in profit or loss for the period in which it arises. The Company and its subsidiaries shall measure the investment property at fair value at least once a year.

**4. SIGNIFICANT ACCOUNTING POLICIES (Con't)****4.10 Investment properties (Con't)**

Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized.

**4.11 Borrowing costs**

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

**4.12 Goodwill**

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiaries or associate undertaking at the date of acquisition. Goodwill on acquisitions of subsidiaries is reported in the consolidated statement of position as an intangible asset. Goodwill on acquisitions of associated is included in investments in associated and is tested for impairment as part of the overall balance in the separate financial statements.

Separately recognized goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash generating units for the purpose of impairment testing. The allocation is made to those cash generating units or group of cash generating units that are expected to benefit from the business combination in which the goodwill arose.

**4.13 Property Plant and Equipment****Owned assets**

Property is presented at cost amount net allowance for impairment loss (if any).

Plant and equipment are presented at cost less from accumulated depreciation and net allowance for impairment loss (if any).

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Con't)

##### 4.13 Property Plant and Equipment (Con't)

###### Owned assets (Con't)

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

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

Expenditure for additions, replacement and betterment are capitalized. Repair and maintenance costs are recognized as expenses when incurred.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising from disposal of an asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss when the asset is derecognized.

###### Leased assets

Leases in terms of which the Company and its subsidiaries substantially assumes all the risk and rewards of ownership are classified as finance leases. Property, plant and equipment acquired by way of finance leases is capitalized at the lower of its fair value and the present value of the minimum lease payments at the inception of the lease, less accumulated depreciation and impairment losses. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly to the profit or loss.

The Company and its subsidiaries calculate depreciation for all assets, after deducting residual value, on the straight-line basis over the estimated useful lives as follows:

Building and Condominium	20	years
Building improvements	5	years
Furniture, fixtures and office equipment	5	years
Motor vehicles and vehicles under long-term lease agreements	5	years
Billboard stands	6 - 10	years
Digital media billboard	5	years
Improvement and electricity of billboard stands	5	years

The Company and its subsidiaries no depreciation has been provided for land and assets under construction.

#### **4. SIGNIFICANT ACCOUNTING POLICIES (Con't)**

##### **4.14 Intangible assets and amortization**

Intangible assets that are acquired by the Company and have finite useful lives are presented at historical cost net of accumulated amortization and net allowance for impairment (if any).

Intangible assets with finite lives are amortized on a systematic basis by the straight-line method, over the economic useful life from the date that they are available for use and tested for impairment whenever there is an indication that the intangible asset may be impaired.

Amortization is computed by the straight-line method over the asset economic useful life as the following rate:-

Software licenses	3 - 5	years
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##### **4.15 Employee benefits**

###### **4.15.1 Short - term employee benefits**

Short - term employee benefit obligations, which include salary, wages, bonuses and contributions to the social security fund and provident fund, are measured on an undiscounted basis and are recognized as expenses when incurred.

###### **4.15.2 Defined contribution plan**

Obligations for contributions to defined contribution pension plans are recognized as an expense in profit or loss as incurred.

###### **4.15.3 Defined benefit plan**

The retirement benefit is a defined benefit plan that an employee will receive on retirement according to Thai Labor Law depending on age and years of service.

The liability of retirement benefit is recognized in the statement of financial position using the present value of the obligation at the reporting date and past service costs. The retirement benefit is calculated annually by an independent actuary using the projected unit credit method. The present value of the benefit obligations is determined by discounting the estimated future cash outflows using interest rates of referred government bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating to the terms of the related retirement liability. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited in comprehensive income or loss.

##### **4.16 Provision**

A provision is recognized in the statement of financial position when the Company and its subsidiaries have 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.

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**4. SIGNIFICANT ACCOUNTING POLICIES (Con't)****4.17 Transactions in foreign currencies**

Transactions in foreign currencies are converted into Baht as the functional currency at the rates of exchange on the transactions date. Monetary assets and liabilities denominated in foreign currencies at the reporting date are converted into Baht at the exchange rate on that date. Gain or losses on exchange rates are recognized as income or expense for the reporting period.

**4.18 Income tax**

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of reporting period in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax

Deferred income tax is recognized, using the liability method, on temporary differences arising from differences between the tax base of assets and liabilities and their carrying amounts in the financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized. Deferred income tax is provided on temporary differences except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

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

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



#### 4. SIGNIFICANT ACCOUNTING POLICIES (Con't)

##### 4.19 Earnings per share

###### Basic Earnings per share

Basic earnings per share is determined by dividing the net income for the year by the number of weighted-average common shares issued and paid-up during the year, adjusted for own shares held (if any).

##### 4.20 Related Party Transactions

Related parties comprise enterprises and individuals that control, or are controlled by, the Company, whether directly or indirectly, or which are under common control with the Company including holding companies, subsidiaries and fellow subsidiaries are related parties of the Company.

They also include associates companies and individuals which directly or indirectly own a voting interest in the Company that gives them significant influence over the Company, key management personnel, directors and officers with authority in the planning and direction of the Company's operations, including the close family members who can persuade or have power to persuade to act in compliance with said persons and businesses that said persons who have control power or significant influence, either directly or indirectly.

In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

##### 4.21 Operating segments

Business segments provide products or services that are subject to risks and returns that are different from those of other business segments. Geographical segments provide products or services within a particular economic environment that is subject to risks and returns that are different from those of components operating in other economic environments.

##### 4.22 Financial Instruments

Financial assets carried on the statement of financial position include cash and cash equivalents, short-term investments, trade accounts receivable, and loans to related parties and financial liabilities carried on the statement of financial position include bank overdrafts and short-term loans, trade accounts payable, loans from related parties, and long-term loans. The particular recognition methods adopted are disclosed in the individual policy statements associated with each item.

##### 4.23 Impairment of assets

The Company and its subsidiaries assess at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount.

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

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#### 4. SIGNIFICANT ACCOUNTING POLICIES (Con't)

##### 4.23 Impairment of assets (Con't)

An impairment loss is recognized in profit or loss.

For assets other than goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Company and its subsidiaries estimate the asset's recoverable amount in which case an impairment loss recognized in prior periods for an asset other than goodwill shall be reversed.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount.

##### 4.24 Operating lease

###### Where is the lessee

Leases of assets under which all the risks and rewards of ownership are effectively retained by the lessor are classified as operating leases. Lease payments under an operating lease are recognized as an expense on straight-line method over the lease term.

###### Where is the lessor

The Company and its subsidiaries present assets for lease under operating lease contract in the statement of financial position according to the nature of the assets. Income from operating lease is recognized as income over the lease term.

##### 4.25 Finance lease

Finance lease are the leases in which substantially all the risks and rewards of ownership other than legal title are transferred to the Company. At inception, the fair value of the leased assets is recorded together with the obligations after netting deferred interest. The leased assets are depreciated using the straight-line method over their estimated useful lives. Interest, finance charge, or depreciation are recognized in profit or loss.

##### 4.26 Significant accounting judgments and estimates

The preparation of financial statements in conformity with TFRS requires management to assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying amounts of assets and liabilities that are not readily apparent from other sources.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which estimates are revised and in any future periods affected.

Significant accounting judgments and estimates are as follow:

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#### 4. SIGNIFICANT ACCOUNTING POLICIES (Con't)

##### 4.26 Significant accounting judgments and estimates (Con't)

###### 4.26.1 Recognition and derecognition of assets and liabilities

In considering whether to recognize or to derecognize assets or liabilities, the management is required to make judgment on whether significant risk and rewards of those assets or liabilities have been transferred, based on their best knowledge of the current events and arrangements.

###### 4.26.2 Allowance for doubtful accounts

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

###### 4.26.3 Allowance for obsolescence and diminution

Allowance for obsolescence and diminution in value of inventories are intended to adjust the value of inventories for probable losses. The management uses judgment to establish allowances for estimated losses for each outstanding inventories. The allowances for obsolescence and diminution in value of inventories are determined through a combination of analysis of inventories aging.

###### 4.26.4 Impairment of investments

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

###### 4.26.5 Investment property

In determining the fair value disclosure of investment property, the management used the income approach supported by current and previous valuations by an independent appraiser.

###### 4.26.6 Property plant and equipment and Depreciation

In calculating depreciation on building and equipment, the management estimates useful lives and salvage values of the Company's building and equipment and reviews estimated useful lives and salvage values if there are any changes.

###### 4.26.7 Impairment of assets

The management is required to review assets for impairment on a periodical basis and record impairment losses in the period when it is determined that their recoverable amount is lower than the carrying amount. This requires judgments regarding forecast of future revenues and expenses relating to the assets subject to the review.

###### 4.26.8 Provision for employee benefit

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

**4. SIGNIFICANT ACCOUNTING POLICIES (Con't)**
**4.26 Significant accounting judgments and estimates (Con't)**
**4.26.9 Leases**

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

**4.26.10 Litigation**

The Company and its subsidiaries has contingent liabilities as a result of litigation. The Company's management has used judgment to assess the results of the litigation and believes that no loss will result and therefore no contingent liabilities are recorded as at the end of reporting date. However, actual results could differ from the estimates.

**4.26.11 Deferred tax assets**

Deferred tax assets are recognized in respect of temporary differences only to the extent that it is probable that taxable profit will be available against which these differences can be recognized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of estimate future taxable profits.

**5. RELATED PARTIES TRANSACTION**

The Company has certain transactions with its subsidiaries and related parties. Part of assets, liabilities, income and expenses are incurred from such related transactions. These companies are related through common shareholdings and/or directorships as follows:-

The related company	Relationship	Operation		Percentage of Holdings (%)(directly and indirectly)	
		Type of business	Location	2015	2014
Mantra Assets Company Limited	1	Sale and lease of electronic appliances and vehicles	Thai	99.99	99.99
121 Power Company Limited (Former name : Aqua Green Energy Company Limited)	1	Energy and Alternative Energy	Thai	99.99	-
Aqua Power Company Limited	1	Energy and Alternative Energy	Thai	99.99	-
Aqua Ad Public Company Limited	1	Structured billboard stand rental	Thai	74.00	74.00
Thai Consumer Distribution Centre Company Limited	1	Warehouse rental and services	Thai	96.13	69.01
CVK Aqua Energy Company Limited	2	Generate electricity from waste	Thai	76.00	-
Green View Godo Kaisha Company Limited	2	Investment in other company and solar power energy business	Japan	100.00	-
Eastern Printing Public Company Limited	3	Printing business	Thai	38.40	38.40
Stevensilvagni Company Limited	4	-	Thai	-	-

**5. RELATED PARTIES TRANSACTION (Con't)**

The related company	Relationship	Operation		Percentage of Holdings (%)(directly and indirectly)	
		Type of business	Location	2015	2014
Pacific Investments Management Company Limited	5	-	England and Welsh	-	-
Esdale Company Limited	5	-	Anguilla	-	-
Anambus Holdings Company Limited	5	-	Jersey	-	-
CVK Waste Management Company Limited	6	Waste management	Thai	-	-

The nature of relationship between the Company and the related parties are as follows:-

1. Subsidiary - direct
2. Subsidiary - Indirect
3. Associated company
4. The shareholder of the subsidiary (Ended September 10, 2015)
5. The shareholders' equity of the subsidiary (Ended September 10, 2015)
6. Shareholders' of indirect subsidiary

Pricing policy for each transaction are described as follows:

Type of transactions	Pricing policies
Management fees income	Mutually agreed rate
Dividend income	Upon declaration
Other income	Mutually agreed rate
Interest income	5% p.a.
Interest expense	5% p.a.

**5.1 The significant transactions with related parties for the year are as follows:**

	Unit : Thousand Baht			
	Consolidated		Separate	
	2015	2014	2015	2014
<u>Subsidiaries</u>				
Management fees income	-	-	3,660	3,180
Others income	-	-	5,959	4,125
Interest income	-	-	14,424	7,411
Dividends income	-	-	15,414	15,397
Gain on disposal of non-current assets held for sale	-	-	-	37,232
Interest expense	-	-	-	481
<u>Associated company</u>				
Dividend income	-	-	90,461	66,432

**5. RELATED PARTIES TRANSACTION (Con't)**

5.1 The significant transactions with related parties for the year are as follows: (Con't)

	Unit : Thousand Baht			
	Consolidated		Separate	
	2015	2014	2015	2014
<u>Related companies</u>				
Interest income	157	-	157	-
Interest expense	1,207	1,706	-	-
Rental expense	-	128	-	128

Management's benefit expenses

The Company and its subsidiaries had salaries, bonuses, social security contributions, contributions to provident fund, other welfare and meeting allowances to their directors and management and retirement benefit recognized as expenses are as follows:

	Unit : Thousand Baht			
	Consolidated		Separate	
	2015	2014	2015	2014
Short - term benefits	28,029	18,898	11,315	7,967
Post - employment benefits	638	387	168	136
Total	28,667	19,285	11,483	8,103

5.2 The outstanding balance of accounts with related companies are as follows:

	Unit : Thousand Baht			
	Consolidated		Separate	
	2015	2014	2015	2014
<u>Other receivable</u>				
Related companies	157	-	157	-
Subsidiaries	-	-	101	1,252
Total	157	-	258	1,252
<u>Short - term loans</u>				
Related company	6,000	-	6,000	-
Subsidiary	-	-	-	1,295,869
Total	6,000	-	6,000	1,295,869
<u>Long - term loans</u>				
Subsidiary	-	-	-	117,500

## 5. RELATED PARTIES TRANSACTION (Con't)

5.2 The outstanding balance of accounts with related companies are as follows: (Con't)

	Unit : Thousand Baht			
	Consolidated		Separate	
	2015	2014	2015	2014
<u>Other payable</u>				
Related companies	25	-	-	-
Subsidiaries	-	-	35	414
Total	25	-	35	414
<u>Long - term loans</u>				
Related companies	-	117,500	-	-
<u>Other non - current liabilities</u>				
Subsidiary	-	-	868	868

The significant movements of short - term loan to related company during the year are as follows:-

	Unit : Thousand Baht			
	Consolidated and Separate			
	2014	Increase	(Decrease)	2015
<u>Short - term loan to related company</u>				
CVK Waste Management Company				
Limited	-	6,000	-	6,000

The above-mentioned loan to related company was granted in respect of loan agreement which shall be repaid within 5 years (within June 22, 2020) on call and charged interest at the rate of 5% per annum. This loan was secured by pledge of common shares of CVK Aqua Energy Co., Ltd. hold by the related company and by its 2 other person.

The significant movements of short - term loans to subsidiaries during the year are as follows:

	Unit : Thousand Baht			
	Separate			
	2014	Increase	(Decrease)	2015
<u>Short - term loans to subsidiary</u>				
Thai Consumer Distribution Centre				
Company Limited*	1,295,869	-	(1,295,869)	-
121 Power Company Limited				
(Former name : Aqua Green Energy				
Company Limited)	-	19,000	(19,000)	-
Total	1,295,869	19,000	(1,314,869)	-

## 5. RELATED PARTIES TRANSACTION (Con't)

### 5.2 The outstanding balance of accounts with related companies are as follows: (Con't)

\*The above-mentioned short - term loan was secured by the mortgage of 18 plots of land with building on promises and was due with in 1 year from the granted date charging with interest at the rate of 5% per annum. In 2015, the Company received the payment of total loan and the subsidiaries has redeemed its security.

The significant movements of long - term loans to subsidiary during the year are as follows:

	Unit : Thousand Baht			
	Separate			
	2014	Increase	(Decrease)	2015
<u>Long - term loans to subsidiary</u>				
Thai Consumer Distribution Centre				
Company Limited	117,500	-	(117,500)	-

The significant movements of long - term loans from related companies during the year are as follows:-

	Unit : Thousand Baht			
	Consolidated			
	2014	Increase	(Decrease)	2015
<u>Long - term loans from related companies</u>				
Stevensilvagni Company Limited	17,500	-	(17,500)	-
Pacific Investments Management				
Company Limited	50,000	-	(50,000)	-
Esdale Company Limited	25,000	-	(25,000)	-
Anambus Holdings Company Limited	25,000	-	(25,000)	-
Total	117,500	-	(117,500)	-

#### Other

The Company guarantee loan facility of 2 subsidiaries of Baht 1,849.69 million which the Company charged guaranteed to one of the subsidiary, (Thai Consumer Distribution Centre Co., Ltd.) at the rate of 0.15% of the outstanding loan amount at end of year.



**6. CASH AND CASH EQUIVALENTS**

Cash and cash equivalents consist of :-

	Unit : Thousand Baht			
	Consolidated		Separate	
	2015	2014	2015	2014
Cash	99	102	17	25
Deposits at banks - Savings account	21,386	16,734	887	749
Deposits at banks - Current account	2,156	1,448	169	622
Fixed deposits 1 - 3 month	1,317,000	171,000	1,103,000	51,000
Total	1,340,641	189,284	1,104,073	52,396

**7. TRADE ACCOUNTS AND OTHER RECEIVABLE - NET**

Trade accounts and other receivable consist of :-

	Unit : Thousand Baht			
	Consolidated		Separate	
	2015	2014	2015	2014
<u>Trade accounts receivable</u>				
Other companies	52,779	50,139	-	-
<u>Less</u> Allowance for doubtful accounts	(1,135)	(1,058)	-	-
Trade accounts receivable - net	51,644	49,081	-	-
<u>Other receivable</u>				
Prepaid rental	33,589	34,408	-	-
Prepaid expense	5,191	5,738	539	508
Advance payments	8,195	4,116	101	13
Deposits	112	93	3	3
Accrued Interest	1,907	508	1,235	1,326
Others	11,301	32,468	-	5,659
Total - other receivable	60,295	77,331	1,878	7,509
Trade accounts and other receivable - net	111,939	126,412	1,878	7,509

**7. TRADE ACCOUNTS AND OTHER RECEIVABLE - NET (Con't)**

The balances of trade accounts receivable classified by aging are as follows:-

	Unit : Thousand Baht			
	Consolidated		Separate	
	2015	2014	2015	2014
Not yet due	49,812	43,141	-	-
Over due :				
Past due 1 - 3 month	1,524	3,502	-	-
Past due 4 - 6 month	308	2,127	-	-
Past due 7 - 12 month	455	579	-	-
Past due over 12 month	680	790	-	-
Total	52,779	50,139	-	-
<u>Less</u> Allowance for doubtful accounts	(1,135)	(1,058)	-	-
Net	51,644	49,081	-	-

Allowance for doubtful accounts consist of :-

	Unit : Thousand Baht			
	Consolidated		Separate	
	2015	2014	2015	2014
Beginning balance for the year	1,058	814	-	11
<u>Add</u> Increase for the year	2,165	739	-	30
<u>Less</u> Doubtful account (reverse)	(2,088)	(315)	-	(41)
Bad debt written - off	-	(180)	-	-
Ending balance for the year	1,135	1,058	-	-

**8. HIRE - PURCHASE/FINANCE LEASE CONTRACT RECEIVABLES AND LOANS**

Hire - purchase/finance lease contract receivables and loans consist of :-

	Unit : Thousand Baht					
	Consolidated					
	Current - portion		Long - term		Total	
	2015	2014	2015	2014	2015	2014
Hire - purchase/finance lease contract receivables and loans						
<u>Equipment and electronic appliances</u>						
Retail	-	92,808	-	-	-	92,808
Dealers	-	65,248	-	-	-	65,248
<u>Vehicles</u>						
Hire - purchase contract receivables	267	1,410	-	-	267	1,410

**8. HIRE - PURCHASE/FINANCE LEASE CONTRACT RECEIVABLES AND LOANS (Con't)**

Hire - purchase/finance lease contract receivables and loans consist of :- (Con't)

		Unit : Thousand Baht					
		Consolidated					
		Current - portion		Long - term		Total	
		2015	2014	2015	2014	2015	2014
Finance lease contract receivables		4,909	5,434	-	-	4,909	5,434
Public telephones		-	50,878	-	-	-	50,878
Loans		-	2,380	-	-	-	2,380
Total Hire - purchase/finance lease contract receivable and loans		5,176	218,518	-	-	5,176	218,518
<u>Less</u> Unearned interest income		(817)	(20,971)	-	-	(817)	(20,971)
Total		4,359	197,187	-	-	4,359	197,187
<u>Less</u> Allowance for doubtful account		(4,359)	(197,187)	-	-	(4,359)	(197,187)
Net		-	-	-	-	-	-

		Unit : Thousand Baht					
		Separate					
		Current - portion		Long - term		Total	
		2015	2014	2015	2014	2015	2014
Hire - purchase/finance lease contract receivables and loans							
<u>Equipment and electronic appliances</u>							
Retail		-	92,808	-	-	-	92,808
Dealers		-	65,248	-	-	-	65,248
<u>Vehicles</u>							
Finance lease contract receivables		4,909	5,434	-	-	4,909	5,434
Public telephones		-	50,878	-	-	-	50,878
Loans		-	2,380	-	-	-	2,380
Total Hire - purchase/finance lease contract receivable and loans		4,909	216,748	-	-	4,909	216,748
<u>Less</u> Unearned interest income		(795)	(20,817)	-	-	(795)	(20,817)
Total		4,114	195,931	-	-	4,114	195,931
<u>Less</u> Allowance for doubtful accounts		(4,114)	(195,931)	-	-	(4,114)	(195,931)
Net		-	-	-	-	-	-

**8. HIRE - PURCHASE/FINANCE LEASE CONTRACT RECEIVABLES AND LOANS (Con't)**

The balances of hire - purchase/finance lease contract receivables (net of unearned interest income) and loans and allowance for doubtful accounts are classified by aging as follows:

	Unit : Thousand Baht						
	Consolidated						
	Accounts receivable		Percentage of allowance	Allowance for doubtful accounts		Net	
	2015	2014		2015	2014	2015	2014
Hire - purchase/finance lease contract receivables and loans							
Not yet due	-	-	1	-	-	-	-
Overdue:							
1 - 2 month	-	-	2	-	-	-	-
3 - 6 month	-	-	25	-	-	-	-
7 - 12 month	-	-	50	-	-	-	-
Over 12 month	4,359	197,187	100	(4,359)	(197,187)	-	-
Total	4,359	197,187		(4,359)	(197,187)	-	-

	Unit : Thousand Baht						
	Separate						
	Accounts receivable		Percentage of allowance	Allowance for doubtful accounts		Net	
	2015	2014		2015	2014	2015	2014
Hire - purchase/finance lease contract receivables and loans							
Not yet due	-	-	1	-	-	-	-
Overdue:							
1 - 2 month	-	-	2	-	-	-	-
3 - 6 month	-	-	25	-	-	-	-
7 - 12 month	-	-	50	-	-	-	-
Over 12 month	4,114	195,931	100	(4,114)	(195,931)	-	-
Total	4,114	195,931		(4,114)	(195,931)	-	-

**8. HIRE - PURCHASE/FINANCE LEASE CONTRACT RECEIVABLES AND LOANS (Con't)**

Allowance for doubtful accounts consist of :-

	Unit : Thousand Baht			
	Consolidated		Separate	
	Dec 31, 2015	Dec 31, 2014	Dec 31, 2015	Dec 31, 2014
Beginning balance for the year	197,187	200,122	195,931	198,852
<u>Add</u> Increase for the year	-	3,462	-	3,462
<u>Less</u> Doubtful account (reverse)	(418)	(6,397)	(418)	(6,383)
Bad debt written - off	(192,410)	-	(191,399)	-
Ending balance for the year	4,359	197,187	4,114	195,931

**9. DEPOSITS AT FINANCIAL INSTITUTIONS PLEDGED AS COLLATERAL**

As at December 31, 2015 and 2014, the Company and its subsidiaries had pledged fixed deposits of Baht 4.36 million with the banks as collaterals for the letters of guarantee issued by the bank (the Company only: Baht 0.10 million)

As at December 31, 2015 and 2014, the subsidiary had pledged saving deposits of Baht 13.80 million to secure a loan of a subsidiary.

As at December 31, 2015, an indirect subsidiary had pledged saving deposits of Baht 9.29 million to secure a loan of a subsidiary.

**10. INVESTMENTS IN SUBSIDIARIES AND ASSOCIATED COMPANY**

Investments in subsidiaries and associated companies consist of :-

	Consolidated					
	Percentage of direct and indirect holdings		Unit : Thousand Baht			
			Paid-up share capital		Equity Method	
	(%)		Paid-up share capital		Equity Method	
	2015	2014	2015	2014	2015	2014
<b>Associated company</b>						
Eastern Printing Public Company Limited	38.40	38.40	736,141	736,141	651,387	652,039

**10. INVESTMENTS IN SUBSIDIARIES AND ASSOCIATED COMPANY (Con't)**

Investments in subsidiaries and associated companies consist of :-

	Separate							
	Percentage of direct and indirect holdings (%)		Unit : Thousand Baht					
			Paid-up share capital		Equity Method		Dividends received	
	2015	2014	2015	2014	2015	2014	2015	2014
<b>Associated company</b>								
Eastern Printing Public Company Limited*	38.40	38.40	736,141	736,141	612,763	612,763	90,461	66,432
<b>Subsidiaries</b>								
Mantra Asset Company Limited	99.99	99.99	10,000	10,000	808	808	450	1,930
Aqua Ad Public Company Limited	74.00	74.00	404,431	404,431	323,227	323,227	14,964	13,467
Thai Consumer Distribution Centre Company Limited**	96.13	69.01	169,400	151,865	778,243	404,050	-	-
Aqua Power Company Limited***	99.99	-	1,000	-	1,000	-	-	-
121 Power Company Limited *** (Former name : Aqua Green Energy Company Limited)	99.99	-	20,000	-	20,000	-	-	-
<b>Total</b>					<b>1,123,278</b>	<b>728,085</b>	<b>105,875</b>	<b>81,829</b>

\* During in 2014, at the Company's Board of Directors' meeting No. 2/2014 held on February 19, 2014, it was resolved to dispose investment in Eastern Printing Public Company Limited (EPCO) of 50,976,875 shares at Baht 3.20 per share amounting to Baht 163,126,000.

\*\* During in 2014, at the Company's Board of Directors' meeting No. 5/2014 held on June 2, 2014, it was approved to invest in 1 common shares of Thai Consumer Distribution Centre Company Limited (TCDC) by acquire from its existing shareholders at the price of Baht 406.00 per share and to acquire another 1,169,000 newly issued common shares TCDC at Baht 406.33 per share amounting Baht 475 million which TCDC has called for the first payment of the increased share capital of Bath 285 million.

During in 2014, on September 8, 2014, TCDC has called for the second payment of share capital of Baht 118.75 million which was paid on September 10, 2014 of Baht 85 million and on October 2, 2014 of Baht 33.75 million The remaining capital of Baht 71.25 million shall be subsequently called as necessary.

# 10. INVESTMENTS IN SUBSIDIARIES AND ASSOCIATED COMPANIES (Con't)

During in 2015, at the Company's Board of Directors' meeting No. 9/2015 held on September 23, 2015, it was approved the Company to acquire additional common shares of Thai Consumer Distribution Centre Company Limited's ("TCDC") (the subsidiary which the Company held 69.01% of total shares) of 459,374 shares, par value Baht 100, accounting for 27.12% of total shares at the average price of Baht 685.715 per shares totaling Baht 315 million from other 5 shareholders who had no relationship and/or not related to directors, management, major shareholders or those who had control over the Company. After the acquisition, the percentage of shareholding in TCDC was 96.13% of total shares. The control of the subsidiary was not changed before or after the acquisition, therefor, the Company has recognized change in equity of the purchase subsidiary proportion to the additional acquired shares amounting to Baht 59.76 million in the consolidated financial statements.

At the Board of Directors' meeting of Thai Consumer Distribution Center Co., Ltd. No. 8/2015 held on October 2, 2015 it was approved to call for the payment of the outstanding amount of newly issued common shares of Baht 17.53 million and premium of Baht 53.72 million totaling Baht 71.25 million.

\*\*\* At the Company's Board of Directors' meeting No. 14/2014 held on December 15, 2014, it was approved to set up 2 new subsidiaries which the Company held 100% the total authorized share capital are as follows:-

Aqua Power Company Limited with authorized share capital amounting to Baht 1 million by issuing common shares amount of 100,000 shares, at par value of Baht 10 was registered with the Ministry of Commerce on January 6, 2015.

121 Power Company Limited (Former name : Aqua Green Energy Company Limited) with authorized share capital amounting to Baht 1 million by issuing common shares amount of 100,000 shares, at par value of Baht 10 was registered with the Ministry of Commerce on January 6, 2015 and in the second quarter of 2015, has increase registered share capital amounting to Baht 76 million by issuing common shares of 7,600,000 shares, at par value of Baht 10 and call for the first payment at 25% of the increase capital amounting to Baht 19 million has registered with the Ministry of Commerce on June 30, 2015.

\*\*Fair Value of the assets and liabilities of the acquired company at the acquisition date are as follows :

## Thai Consumer Distribution Centre Company Limited

	Unit : Thousand Baht
	Fair value
Cash and cash equivalents	35,969
Other current assets	8,868
Other non - current assets	12,079
Investment Property	2,213,399
Loans	(1,370,717)
Accrued expenses and other payables	(710,241)
Net book value ( fair value ) in proportion of the existing shareholders	
before increase in share capital	189,357
Add Issued share capital of Aqua Corporation Public Company Limited	475,000

# 10. INVESTMENTS IN SUBSIDIARIES AND ASSOCIATED COMPANIES (Con't)

\*\*Fair Value of the assets and liabilities of the acquired company at the acquisition date are as follows : (Con't)

## Thai Consumer Distribution Centre Company Limited (Con't)

	Unit : Thousand Baht
	Fair value
Total equity attributable to shareholders of Thai Consumer	
Distribution Centre Company Limited offer issuance of new share	664,357
Percentage of shareholding by AQUA - 69.01%	458,462
Purchase price	475,300
Goodwill	16,838
<u>Less</u> written-off	(3,550)
Goodwill - Net	13,288

In 2015, at the Board of Directors' meeting No. 10/2015 held on November 12, 2015, it was approved to its subsidiary (Thai Consumer Distribution Center Co., Ltd) invest in common shares of Accomplish Way Holding Co., Ltd. Totaling 449,998 share at the price of Baht 367.632 per share totaling Baht 165.43 million with no hare relationship and/or related to directors, management, major shareholders or persons who have control are the Company.

## Accomplish Way Holding Company Limited

	Unit : Thousand Baht
	Fair value
Cash and cash equivalents	2,801
Other current assets	18,521
Other non – current assets	844
Deposit at bank held as collateral	9,292
Investment Property	386,500
Loans	(237,970)
Accrued expenses and other payables	(37,472)
Net book value	142,516
Purchase price	165,433
Goodwill	22,917
<u>Less</u> written-off	(242)
Goodwill - Net	22,675

The above-mentioned goodwill was included in the value of the investment property (See Note 14 to financial statement).



**11. OTHER LONG - TERM INVESTMENTS**

Other long - term investments consist of :-

Unit : Thousand Baht						
Consolidated						
	Paid-up share capital		Percentage of holdings		Cost method	
	2015	2014	2015	2014	2015	2014
Aura Dream Co., Ltd.	500,000	500,000	5.98	5.98	29,900	29,900
Investment in subordinated debenture					1,000	1,000
Total					30,900	30,900

Unit : Thousand Baht						
Separate						
	Paid-up share capital		Percentage of holdings		Cost method	
	2015	2014	2015	2014	2015	2014
Aura Dream Co., Ltd.	500,000	500,000	5.98	5.98	29,900	29,900

At the Company's Board of Directors' meeting No. 7/2014, on July 7, 2014, it was approved to sell its investment in Aura Dream Co., Ltd shares (not fully paid - up) of 1.96 million shares at Baht 6 per share (equal to the paid - up share, the unpaid - up share of Baht 4 shall be paid by the acquirer) totaling Baht 11.76 million which resulted the Company percentage of shareholding in Aura Dream decreased from 9.90% to 5.98% of its share capital.

**12. ADVANCED PAYMENT FOR SHARE SUBSCRIPTION - NET**

Advanced payment for share subscription consist of :-

Unit : Thousand Baht				
	Consolidated		Separate	
	2015	2014	2015	2014
Advanced payment for share subscription	50,000	50,000	21,700	21,700
<u>Less</u> Allowance for impairment of advanced payment for share subscription	(50,000)	(50,000)	(21,700)	(21,700)
Net	-	-	-	-

**12. ADVANCED PAYMENT FOR SHARE SUBSCRIPTION - NET (Con't)**

The Company and its subsidiary terminated the contract of the right to buy new shares and ask for a return of subscription fee of Baht 50 million and compensation for damage from Parking Management Company (PKM). Furthermore, the Company and its subsidiary appointed a lawyer to file a case to the civil court on April 8, 2011 for a damage of Baht 57.10 million and another damage claims of Baht 100 million for 3 companies joint for investing. At the present, the case is in the process of a court considering.

**13. INVESTMENT IN RIGHT FOR CLAIM - NET**

During in 2004, the Company and its subsidiaries bid by auction to purchase distressed assets from the FRA. for 519 and 1,954 receivables which had the debt value under the distressed assets at the cost of Baht 7.03 million and Baht 16.70 million, respectively.

During in 2013, the subsidiary received the payment distressed assets from FRA for 1,954 receivable by transference of land title deed amounting to Baht 2.50 million caused the subsidiary to generate loss from the loss from the investment in right for claim of Baht 3.44 million and the subsidiary has reversed allowance for devaluation of investment of Baht 5.94 million presented in the statement of comprehensive income.

During in 2014, the Company received the payment distressed assets from FRA for 519 receivable amounting to Baht 0.80 million caused the Company to generate loss from the loss from the investment in right for claim of Baht 0.72 million and the Company has reversed allowance for devaluation of investment of Baht 1.52 million presented in the statement of comprehensive income.

**14. INVESTMENT PROPERTY**

Investment property of the subsidiaries are as follows:

	Unit : Thousand Baht	
	Consolidated	
	2015	2014
a) Land, building, electricity system and other facilities for lease and service	3,109,922	2,662,084
b) System other facilities in progress	-	1,853
c) Land received from debt settlement	3,000	2,500
Total	3,112,922	2,666,437

#### 14. INVESTMENT PROPERTY (Con't)

a) Land, building, electricity system and other facilities for lease and service consist of:

	Unit : Thousand Baht	
	Consolidated	
	2015	2014
<b>Fair value</b>		
Balance as at January 1,	2,646,554	-
Transferred from work in process	1,853	-
Acquired during the year	2,439	2,403,154
Transferred out during the year	(10,341)	-
Profit from changes in fair value	46,954	243,399
Increase from buy business	386,500	-
Goodwill	35,963	15,531
Balance as at December 31,	3,109,922	2,662,084

The fair value of the investment property of the subsidiary as at December 31, 2015, was valued by an Independent appraiser who is a professional expert and has experience in the location and type of the appraised investment property using income approach method reporting dated December 30, 2015.

Land, building, electricity system and facilities for lease and service and building in progress. Have been pledged against long - term loans from parent company as described in Note 19 to financial statements.

c) The above-mentioned land received from debt settlement are as follows:-

	Unit : Thousand Baht	
	Consolidated	Separate
<b>Fair Value</b>		
Balance as at January 1, 2015	2,500	-
Profit from changes in fair value	500	-
Balance as at December 31, 2015	3,000	-

The above-mentioned land was land acquired by the subsidiary from its debt settlement in a lawsuit, claim for investment in rights which has not been determined for future utilization. On January 20, 2015 the subsidiary has appraised its land by an independent appraiser at fair value by comparative market price method.

**15. PROPERTY, PLANT AND EQUIPMENT - NET**

The Company's condominium units and its subsidiary's land and building at cost value of Baht 46.30 million and at book value of Baht 24.89 million had been mortgaged as collaterals for credit facilities from a bank (See Note 19 to the financial statements)

Property plant and equipment consist of:-

	Unit : Thousand Baht								
	Consolidated								
	Land	Building and condominium	Building improvements	Furniture, fixtures and Equipment	Vehicles	Vehicles under long-term lease agreements	Billboard stands	Construction in Progress	Total
<b>Cost</b>									
As at January 1, 2014	7,228	29,619	11,480	16,506	1,309	6,593	487,580	34,986	595,301
Acquisition during the year	-	-	168	915	1,967	-	46,548	42,282	91,880
Purchase of investments in subsidiary	-	-	-	357	-	-	-	-	357
Transfer in/(Transfer out)	-	-	1,079	(72)	-	-	73,286	(76,997)	(2,704)
Disposal during the year	-	-	-	(471)	(817)	(6,593)	(43,610)	-	(51,491)
Disposal investment in subsidiary	-	-	-	(43)	-	-	-	-	(43)
Provision for dismantling costs	-	-	-	-	-	-	1,677	-	1,677
As at December 31, 2014	7,228	29,619	12,727	17,192	2,459	-	565,481	271	634,977
<b>Accumulated depreciation</b>									
As at January 1, 2014	-	10,628	10,212	14,470	1,185	3,621	172,271	-	212,387
Depreciation for the year	-	1,228	1,210	1,534	108	603	52,638	-	57,321
Purchase of investments in subsidiary	-	-	-	349	-	-	-	-	349
Depreciation - disposals/Transfer out	-	-	-	(574)	(696)	(4,224)	(1,836)	-	(7,330)
Disposal investment in subsidiary	-	-	-	(32)	-	-	-	-	(32)
As at December 31, 2014	-	11,856	11,422	15,747	597	-	223,073	-	262,695
<b>Provision for impairment</b>									
As at January 1, 2014	-	-	-	-	-	-	12,002	-	12,002
As at December 31, 2014	-	-	-	-	-	-	12,002	-	12,002
<b>Net Book Value</b>									
As at January 1, 2014	7,228	18,991	1,268	2,036	124	2,972	303,307	34,986	370,912
As at December 31, 2014	7,228	17,763	1,305	1,445	1,862	-	330,406	271	360,280

**15. PROPERTY, PLANT AND EQUIPMENT - NET (Con't)**

Property plant and equipment consist of:-

	Unit : Thousand Baht								
	Consolidated								
	Land	Building and condominium	Building improvements	Furniture, fixtures and Equipment	Vehicles	Vehicles under long-term lease agreements	Billboard stands	Construction in Progress	Total
<b>Cost</b>									
As at January 1, 2015	7,228	29,619	12,727	17,192	2,459	-	565,481	271	634,977
Acquisition during the year	3,809	-	69	301	-	3,200	1,101	6,521	15,001
Transfer in/(Transfer out)	-	-	(20)	(63)	-	-	(2,291)	(3,772)	(6,146)
Disposal during the year	-	-	-	(71)	-	-	(12,642)	-	(12,713)
As at December 31, 2015	11,037	26,619	12,776	17,359	2,459	3,200	551,649	3,020	631,119
<b>Accumulated depreciation</b>									
As at January 1, 2015	-	11,856	11,422	15,747	597	-	223,073	-	262,695
Depreciation for the year	-	1,228	318	485	309	256	53,618	-	56,214
Depreciation - disposal/Transfer out	-	-	(1)	(132)	-	-	(14,302)	-	(14,435)
As at December 31, 2015	-	13,084	11,739	16,100	906	256	262,389	-	304,474
<b>Provision for impairment</b>									
As at January 1, 2015	-	-	-	-	-	-	12,002	-	12,002
As at December 31, 2015	-	-	-	-	-	-	11,822	-	11,822
<b>Net Book Value</b>									
As at January 1, 2015	7,228	17,763	1,305	1,445	1,862	-	330,406	271	360,280
As at December 31, 2015	11,037	16,535	1,038	1,259	1,553	2,944	277,438	3,020	314,823
<b>Depreciation for the year end December 31, 2015 and 2014 consist of :</b>								2015	2014
Cost of services								53,618	52,638
Selling and Administrative expenses								2,596	4,683
Total								56,214	57,321

**15. PROPERTY, PLANT AND EQUIPMENT - NET (Con't)**

Property plant and equipment consist of:-

Unit : Thousand Baht						
Separate						
	Building and condominium	Building improvements	Furniture, fixtures and Equipment	Vehicles	Vehicles under long- term lease agreements	Total
<b>Cost</b>						
As at January 1, 2014	38,000	10,182	7,337	817	6,593	62,929
Acquisition during the year	-	169	232	-	-	401
Transfer in/(Transfer out)	-	1,079	32	-	-	1,111
Disposal during the year	-	-	(171)	(817)	(6,593)	(7,581)
As at December 31, 2014	38,000	11,430	7,430	-	-	56,860
<b>Accumulated depreciation</b>						
As at January 1, 2014	16,058	8,972	6,355	692	3,621	35,698
Depreciation for the year	1,647	1,178	550	4	603	3,982
Depreciation - disposal/Transfer out	-	-	(174)	(696)	(4,224)	(5,094)
As at December 31, 2014	17,705	10,150	6,731	-	-	34,586
<b>Net Book Value</b>						
As at January 1, 2014	21,942	1,210	982	125	2,972	27,231
As at December 31, 2014	20,295	1,280	699	-	-	22,274

**15. PROPERTY, PLANT AND EQUIPMENT - NET (Con't)**

Property plant and equipment consist of:-

Unit : Thousand Baht				
Separate				
Building and Condominium	Building improvements	Furniture, fixtures and Equipment	Vehicles under long-term lease agreements	Total
<b>Cost</b>				
As at January 1, 2015	38,000	11,430	-	56,860
Acquisition during the year	-	69	3,200	3,377
Transfer in/(Transfer out)	-	(20)	-	(78)
Disposal during the year	-	(71)	-	(71)
As at December 31, 2015	38,000	11,479	3,200	60,088
<b>Accumulated depreciation</b>				
As at January 1, 2015	17,705	10,150	-	34,586
Depreciation for the year	1,647	303	256	2,479
Depreciation - disposal / Transfer out	-	(1)	-	(130)
As at December 31, 2015	19,352	10,452	256	36,935
<b>Net Book Value</b>				
As at January 1, 2015	20,295	1,280	-	22,274
As at December 31, 2015	18,648	1,027	2,944	23,153
<b>Depreciation for the year end December 31, 2015 and 2014 consist of :</b>			2015	2014
Selling and Administrative expenses			2,479	3,982

## 16. DEFERRED TAX ASSETS AND LIABILITIES

16.1 Deferred tax assets and liabilities are as follows:

	Unit : Thousand Baht			
	Consolidated		Separate	
	2015	2014	2015	2014
Deferred tax assets	59,742	63,385	41,510	45,410
Deferred tax liabilities	(281,107)	(231,315)	-	-
Net	(221,365)	(167,930)	41,510	45,410

16.2 Movements in deferred tax assets and liabilities during the year were as follows:

	Unit : Thousand Baht				
	Consolidated				
	(Changed) Credit for the year to				
	Other				
	As at Jan 1, 2015	Increase from buy business	comprehensive profit or loss	income	As at Dec 31, 2015
<u>Deferred tax assets</u>					
Trade accounts and other receivable	5,420	(138)	(4,362)	-	920
Hire - purchase contract receivable	39,437	-	(38,565)	-	872
Advance payment for share subscription	10,000	-	-	-	10,000
Employee benefit	893	-	234	-	1,127
Provision for decommissioning costs	4,142	-	240	-	4,382
Deposit for rental property	2,239	-	806	-	3,045
Unused tax loss benefit	1,254	-	38,143	-	39,397
Total	63,385	(138)	(3,504)	-	59,743
<u>Deferred tax liabilities</u>					
Inventory	-	-	(36)	-	(36)
Plant and equipment	(5,352)	-	(1,608)	-	(6,960)
Investment properties	(225,963)	(20,131)	(28,018)	-	(274,112)
Total	(231,315)	(20,131)	(29,662)	-	(281,108)
Net	(167,930)	(20,269)	(33,166)	-	(221,365)



16. DEFERRED TAX ASSETS AND LIABILITIES (Con't)

	Unit : Thousand Baht				
	Consolidated				
	(Changed) Credit for the year to				
	Other				
	As at	Increase from		comprehensive	As at
	Jan 1, 2014	buy business	profit or loss	income	Dec 31, 2014
<u>Deferred tax assets</u>					
Trade accounts and other receivable	16,406	(570)	(10,416)	-	5,420
Hire - purchase contract receivable	40,024	-	(587)	-	39,437
Granting right contract receivable	12	-	(12)	-	-
Investment in right for claim	304	-	(304)	-	-
Advance payment for share subscription	10,000	-	-	-	10,000
Employee benefit	855	382	126	(470)	893
Provision for decommissioning costs	3,523	-	619	-	4,142
Deposit for rental property	-	1,769	470	-	2,239
Unused tax loss benefit	-	-	1,254	-	1,254
Total	71,124	1,581	(8,850)	(470)	63,385
<u>Deferred tax liabilities</u>					
Plant and equipment	(3,786)	-	(1,566)	-	(5,352)
Investment property	-	(170,314)	(55,649)	-	(225,963)
Total	(3,786)	(170,314)	(57,215)	-	(231,315)
Net	67,338	(168,733)	(66,065)	(470)	(167,930)

Unit : Thousand Baht				
Separate				
(Changed) Credit for the year to				
Other				
As at			comprehensive	As at
Jan 1, 2015	profit or loss		income	Dec 31, 2015
<u>Deferred tax assets</u>				
Trade accounts and other receivable	376	(238)	-	138
Hire - purchase contract receivable	39,187	(38,363)	-	824
Advance payment for share subscription	4,340	-	-	4,340
Employee benefit	253	78	-	331
Unused tax loss benefit	1,254	34,623	-	35,877
Total	45,410	(3,900)	-	41,510

# 16. DEFERRED TAX ASSETS AND LIABILITIES (Con't)

	Unit : Thousand Baht			
	Separate			
	(Changed) Credit for the year to			
	As at	Other comprehensive		As at
	Jan 1, 2014	profit or loss	income	Dec 31, 2014
<u>Deferred tax assets</u>				
Trade accounts and other receivable	10,654	(10,278)	-	376
Hire - purchase contract receivable	39,771	(584)	-	39,187
Granting right contract receivable	12	(12)	-	-
Investment in right for claim	304	(304)	-	-
Advance payment for share subscription	4,340	-	-	4,340
Employee benefit	619	(182)	(184)	253
Unused tax loss benefit	-	1,254	-	1,254
Total	55,700	(10,106)	(184)	45,410

Deferred income tax assets are recognized for tax loss and carry forwards only to the extent that realization of the related tax benefit through the future taxable profits is probable. The Company has unrecognized tax losses of Baht 279.84 million (December 31, 2014 : Baht 6.27 million), to carry forward against future taxable income; these tax losses will expire in 2020.

16.3 Income tax expenses for the year are as follows.-

16.3.1 Income tax recognized in profit or loss

	Unit : Thousand Baht			
	Consolidated		Separate	
	2015	2014	2015	2014
Current income tax				
Corporate income tax charge for the year	22,346	11,886	-	-
Deferred tax				
Deferred tax expense relating to the				
Original and reversal of temporary				
differences	33,167	66,065	3,900	10,106
Income tax expenses (income)	55,513	77,951	3,900	10,106

## 16. DEFERRED TAX ASSETS AND LIABILITIES (Con't)

### 16.3.2 Income tax expense reconized in other comprehensive income

	Unit : Baht					
	For the year ended December 31, 2015					
	Consolidated			Separate		
	Tax			Tax		
	Before tax	(expense)		Before	(expense)	
		income	Net tax	tax	income	Net tax
Current income tax						
Defined benefit plan						
measurement gains	2,352	(470)	1,882	919	(184)	735
Income tax recognized in other						
comprehensive income	2,352	(470)	1,882	919	(184)	735

### 16.3.3 Reconciliation for effective tax rate

Consolidated			
2015		2014	
Tax rate	Tax amount	Tax rate	Tax amount
(%)	(Thousand Baht)	(%)	(Thousand Baht)
Profit before income tax	265,288		355,788
Tax expense	20% 53,058	20%	71,158
Tax effect of expenses that are			
not deductible for tax purposes	2,455		6,793
Tax expense (effective rate)	20.93% 55,513	21.91%	77,951

Separate			
2015		2014	
Tax rate	Tax amount	Tax rate	Tax amount
(%)	(Thousand Baht)	(%)	(Thousand Baht)
Profit before income tax	112,843		134,487
Tax expense	20% 22,568	20%	26,897
Tax effect of expenses that are			
not deductible for tax purposes	(18,668)		(16,791)
Tax expense (effective rate)	3.46% 3,900	7.51%	10,106

## 16. DEFERRED TAX ASSETS AND LIABILITIES (Con't)

Tax rate

### Current income tax

The Company and its subsidiaries calculated interim income tax from net profit for the year after adjust non taxable expenses and revenue in accordance with the Revenue Code.

By the royal Decree No. 530 B.E. 2011 dated December 21, 2011 it was granted a reduction in the corporate income tax rate for three accounting periods 2012, 2013 and 2014; from 30% to 23% for the accounting period 2012 which begins on or after January 1, 2012 and to 20% for the following two accounting periods 2013 and 2014 which begin on or after January 1, 2013 and 2014, respectively. By the royal Decree No. 577 B.E. 2014 dated November 10, 2014 extends the reduction to 20% for the accounting period 2015 which begins on or after January 1, 2015.

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

The main adjustment items are allowance for doubtful accounts, impairment of assets, employee benefit obligations and depreciation not in compliance with the Revenue Code.

### Deferred tax

Deferred tax has been measured using the effective rate at 20% announced by the government at reporting date.

## 17. TRADE ACCOUNTS AND OTHER PAYABLE

Trade accounts and other payable are as follows.-

	Unit : Thousand Baht			
	Consolidated		Separate	
	2015	2014	2015	2014
<u>Trade accounts payable</u>				
Other companies	4,823	3,042	-	-
<u>Other payable</u>				
Accrued expense	28,934	26,091	959	1,021
Advance receipts for advertising				
income	2,926	2,406	-	-
Advance receipts	283	28	83	28
Deposit payable	39,032	37,861	-	-
Other	17,000	80,434	83	431
Total	92,998	149,862	1,125	1,480

**18. LIABILITIES UNDER HIRE - PURCHASE AGREEMENTS - NET**

Liabilities under hire - purchase agreements are as follows.-

	Unit : Thousand Baht			
	Consolidated		Separate	
	2015	2014	2015	2014
Liabilities under hire - purchase agreements	2,064	-	2,064	-
<u>Less</u> Deferred interest	(167)	-	(167)	-
<u>Less</u> Current portion	(536)	-	(536)	-
Net	1,361	-	1,361	-

**9. LONG - TERM LOANS FROM FINANCIAL INSTITUTION - NET**

Long - term loans from financial institution are as follows.-

	Unit : Thousand Baht			
	Consolidated		Separate	
	2015	2014	2015	2014
Beginning balance for the year	95,201	140,684	-	-
<u>Add</u> Increase during the year	1,657,000	191,062	-	-
Increase form buy business	237,970	1,270,717	-	-
<u>Less</u> Paid during the year	(157,561)	(1,507,262)	-	-
Total	1,832,610	95,201	-	-
<u>Less</u> Current portion	(194,292)	(41,300)	-	-
Net	1,638,318	53,901	-	-

Indirect subsidiary

The increased loans during the year 2015, were loans to Accomplish Way Holding Company Limited which it has entered into loan agreement with a bank amounting to Baht 285 million. The details of the loan's condition are as follows:

Facility line (Million Baht)	Loan balance (Million Baht)	Objective	Interest rate (%)	Term of repayment
8.00	3.60	Refinance	MLR-1.5	Payments of principal and interest by monthly from September 2012 for a period of 73 Month as stipulated in the loan agreement.
3.00	1.05	Payment of a life insurance premium	MLR-1.5	Payments of principal and interest by monthly from October 2012 to September 2017 as stipulated in the loan agreement.

**19. LONG - TERM LOANS FROM FINANCIAL INSTITUTION – NET (Con't)**

Facility line (Million Baht)	Loan balance (Million Baht)	Objective	Interest rate	Term of repayment
177.00	146.40	Construction	MLR-1.5%	Payments of principal and interest on a monthly basis from August 2013 to November 2022 as stipulated in the loan agreement.
10.00	8.85	Purchase of land and building crap	MLR-1.5%	Payments of principal and interest on a monthly basis from February 2014 to May 2020 as stipulated in the loan agreement.
2.00	1.25	Insurance premium	MLR-1.5%	Payments of principal and interest by monthly installment of 30,000 Baht from April 2012 to March 2018.
85.00	72.65	Warehouse construction	MLR-1.5%	Payments of principal and interest on a monthly basis from June 2014 to September 2017 as stipulated in the loan agreement.

The collaterals of the above-mentioned loans are as follows:-

1. Land with structure, land title deed numbers 33678, 33679, situated in Tambon Klongjik Amphur Bnag Pa In, Ayudhaya province.
2. Guaranteed by the previous shareholders and on February 16, 2016, changing to by guaranteed by subsidiary (Thai Consumer Distribution Centre Co., Ltd).
3. The endorsement of insurance.
4. Reserving funds in “Debt Service” account by not less than Baht 9 million.
5. In addition, the Company shall comply with the conditions and other provisions as specified in the agreement.

Direct Subsidiary
Thai Consumer Distribution Centre Co., Ltd

In 2015, Subsidiary had entered into long - term loans agreements with a bank with total facilities of Baht 1,657 million. The details and conditions are as follows.-

Facility line (Million Baht)	Loan balance (Million Baht)	Objective	Interest rate	Term of repayment
1,657.00	1,542.96	The Company's financial restructuring	Year 1 - 5 4.125% Year 6 - 10 MLR - 3%	Payments of principal and interest by monthly installment of Baht 16.40 million from March 2015 for a period of 9 years 9 monthly in the loan agreement

**19. LONG - TERM LOANS FROM FINANCIAL INSTITUTION – NET (Con't)**

The collaterals of the above mentioned loans are as follows.-

1. Mortgage of 18 plots of land with building on promises (See Note 14 to financial statements).
2. The assignment of right to service money under the lease and service agreements.
3. The endorsement of insurance.
4. Aqua Corporation Public Co, Ltd. guarantee in full.

The increased loans during in 2014, were loans agreements with a bank amounting to Baht 1,873 million such subsidiary had fully performed the loan and had redeemed the mortgage.

Aqua Ad Public Company Limited

Subsidiary had entered into long - term loans agreements with a bank with total facilities of Baht 192.69 million. The details and conditions are as follows.-

Facility (Million Baht)	Loan balance (Million Baht)	Objective	Interest rate	Repayment term	Periods
4.09	-	Re-finance	MLR	Baht 0.12 million per month Commencing from May, 2012	37 installments with in May, 2015
23.00	12.04	Re-finance	MLR - 1	Baht 0.34 million per month Commencing from May, 2012	84 installments with in April, 2019
96.00	21.82	Purchase of structured billboard stands	MLR - 0.25	Year 1-3 Baht 2.30 million per month Year 4-5 Baht 1.30 million per month Commencing from July, 2012	60 installments with in June, 2017
69.60	21.99	Purchase of structured billboard stands	MLR - 0.25	Year 1-3 Baht 1.72 million per month Year 4-5 Baht 0.80 million per month Commencing from April, 2013	60 installments with in March, 2018

Collaterals for the above mentioned loans are as follows: -.

1. Mortgage the subsidiaries land for Baht 10 million
2. Mortgage the Company's condominium units for Baht 85 million
3. Transfer rental fees of structured billboard stands to the bank not less than Baht 130 million per annum
4. Pledged the subsidiary's deposits in saving account amounting to Baht 13.80 million
5. The Company guaranteed as co - debtor for the total loan facilities

**20. EMPLOYEE BENEFIT OBLIGATIONS**

The Company and its subsidiaries operates post-employment benefit and pension based on the requirement of the Thai Labour Protection Act B.E. 2541 to provide retirement benefits and other long - term benefits to employees based on pensionable remuneration and length of service.

**20. EMPLOYEE BENEFIT OBLIGATIONS (Con't)**

20.1 Movement in the present value of the employee benefits obligations consist of:-

	Unit : Thousand Baht			
	Consolidated		Separate	
	2015	2014	2015	2014
Defined benefit obligations at January 1,	4,465	4,273	1,264	3,094
Current service costs	1,009	504	341	(956)
Interest cost	160	126	48	45
Increase from business acquisition	-	1,914	-	-
Defined benefit plan remeasurement	-	(2,352)	-	(919)
Defined benefit obligations at December 31,	5,634	4,465	1,653	1,264

20.2 The expense is recognized in the following line items in the profit or loss:

	Unit : Thousand Baht			
	Consolidated		Separate	
	2015	2014	2015	2014
Profit or loss				
Administrative expense	1,009	504	341	(956)
Interest expenses	160	126	48	45
Total	1,169	630	389	(911)

20.3 Principal actuarial assumptions at the reporting date consist of:-

	Consolidated and Separate
Discount rate	3.01% - 3.80%
Salary increase rate	2% - 4%
* Employee turnover rate	0% - 39%
** Mortality rate	TMO2008

\*Upon the length of service

\*\*Reference from TMO2008: Thai Mortality Ordinary Table 1997

20.4 Amounts of defined benefit obligation for the current and previous three - year are as follows.-

	Unit : Thousand Baht	
	Consolidated	Separate
2015	5,634	1,653
2014	4,465	1,264
2013	4,273	3,094
2012	7,060	2,450



## 21. SHARE CAPITAL

21.1 At the Company's Extraordinary Shareholders' meeting No.1/2014, held on March 12, 2014, it was resolved to increase its authorized capital amounting to from Baht 101,333,108 which shall result its authorized capital increased from Baht 1,985,627,726 to Baht 2,086,960,834 to accommodate the exercise of warrants to purchase common shares of the Company (AQUA - W2) which was increased from the change in rights under the conditions of the right and duties of the issuer of AQUA - W2. The Company has registered the increase of capital with the Ministry of Commerce on March 13, 2014.

On March 14, 2014, the warrant holders had exercised there warrants of 658,599,175 units to purchase 856,837,492 common shares at Baht 0.576 per share (per value of Baht 0.50) totaling Baht 493,538,395.39 resulting in share premium of Baht 65,119,649.39.

21.2 At the Board of Directors' meeting of the Company No.1/2014 held on February 6, 2014, it was approved the allotment and offering of new common shares amount of 1,500,000,000 shares at the price of Baht 0.501 per share (par value of Baht 0.50) totaling Baht 751.50 million offered to the private placement of 8 investors resulting in share premium of Baht 1.50 million.

21.3 At the Company's Extraordinary Shareholders Meeting No. 2/2014 held on July 7, 2014 as follows:-

21.3.1 It was approved the reduction of the capital of Baht 9,619,253 from Baht 2,086,960,834 of registered capital to Baht 2,077,341,581 equals to the paid-up capital of the Company. The Company has registered the decrease of capital with the Ministry of commerce on July 25, 2014.

21.3.2 It was approved the allotment and offering of newly issued common shares amount of 845,316,838 shares by allocation and offering to the private placement or institutional investors, offer price 1 Baht per shares.

21.3.3 It was approved the increase in authorized capital from Baht 2,077,341,581 to Baht 2,500,000,000 by issuing new common shares amount of 845,316,838 shares, at par value of Baht 0.50 to reserve for the offering to the private placement. The Company has registered the increase of capital with the Ministry of commerce on July 28, 2014.

21.4 At the Board of Director's meeting of the Company No. 8/2014 held on July 29, 2014, it was approved the allotment and offering of new common shares amount of 845,316,838 shares at the price of Baht 1 per share (par value of Baht 0.50) totaling Baht 845.32 million offered to the private placement of 8 investors which set to be paid within December 25, 2014.

In November 2014, the Company received payment for share subscription from 5 investors of 438,316,838 shares at par value of Baht 1 totaling Baht 438,316,838 with share premium of Baht 219,158,419 and another 3 investors had postponed the payment for 407,000,000 shares at par value of Baht 1 totaling Baht 407,000,000 to April 24, 2015, which was approved at the meeting of the Board of Directors No.14/2014 held on December 15, 2014.

At the Board of Directions' meeting of the Company No. 4/2015 held on April 23, 2015, it was approved to cancel the common share allotment to 3 investors who waived their rights.

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**22. DIVIDEND AND LEGAL RESERVE**

2015

PARENT COMPANY

- 22.1 At the Annual General Shareholder's Meeting of Company held on April 23, 2015, it was approved to distribute dividend for the year 2014 at the rate of Baht 0.0174 per share, totaling Baht 79.92 million and provided legal reserve amounting to Baht 6.22 million. The Company had paid dividend to the shareholders on May 20, 2015.

SUBSIDIARIES

- 22.2 At the Annual General Shareholder's Meeting of Aqua Ad Public Company Limited held on March 31, 2015, it was approved to distribute dividend for the year 2014 at the rate of Baht 0.05 per share, totaling Baht 20.22 million and provided legal reserve amounting to Baht 1.58 million. The subsidiary had paid dividend to the shareholders on April 8, 2015.
- 22.3 At the Annual General Shareholder's Meeting of Mantra Asset Company Limited held on March 31, 2015, it was approved to distribute dividend for the year 2014 at the rate of Baht 0.45 per share, totaling Baht 0.45 million and provided legal reserve amounting to Baht 0.02 million. The subsidiary had paid dividend to the shareholders on April 8, 2015.

2014

PARENT COMPANY

- 22.4 At the Board of directors meeting of the Company No.2/2014 held on February 19, 2014 it was approved to propose to distribute dividend for the year 2013 to its shareholders at the rate of Baht 0.027 per share, totaling Baht 112.70 million and to appropriate legal reserve amounting to Baht 14.94 million. Such resolution was approved by the Annual General Shareholders' Meeting held on April 24, 2014 and the Company had paid dividend to be paid on May 8, 2014.

SUBSIDIARIES

- 22.5 At the Annual General Shareholder's Meeting of Aqua Ad Public Company Limited held on March 31, 2014, it was approved to distribute dividend for the year 2013 at the rate of Baht 0.095 per share, totaling Baht 38.40 million, including interim dividend distributed on December 16, 2013, which was approved by the Board of Directors Meeting No. 5/2013 held on November 11, 2013 amounting to Baht 20.22 million (Baht 0.05 per share) and the remaining dividend amounting to Baht 18.20 million (Baht 0.045 per share) was set to be paid on April 10, 2014 and to appropriate legal reserve of Baht 2.03 million.
- 22.6 At the Annual General Shareholder's Meeting of Mantra Asset Company Limited held on March 31, 2014, it was approved to distribute dividend for the year 2013 at the rate of Baht 1.93 per share, totaling Baht 1.93 million and provided legal reserve amounting to Baht 0.10 million. The subsidiary had paid dividend to the shareholders on April 10, 2014.
- 22.7 The Extraordinary Shareholders' Meeting of Thai Consumer Distribution Centre Co., Ltd. No.1/2014, held on May 20, 2014, has approved to distribute dividend for the year 2013 at the rate of Baht 267.50 per share, totaling Baht 140.44 million and appropriated legal reserve amounting to Baht 7.39 million. The Company paid dividends to the shareholders on June 10, 2014.
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**23. EARNINGS PER SHARE**
**Basic earnings per share**

The calculations of basic earnings per share were based on the profit for the year attributable to equity holders of the Company and the number of common shares outstanding during the year as follows.-

	Consolidated		Separate	
	2015	2014	2015	2014
Profit attributable to equity holders of the Company (basic) (Thousand baht)	285,167	284,238	108,943	124,381
Weighted average number of common shares outstanding (basic) (Thousand Share)	4,593,000	3,764,076	4,593,000	3,764,076
Earnings per share (basic) (Baht)	0.0621	0.0755	0.0237	0.0330

**24. EXPENSES BY NATURE**

Significant expenses classified by nature consist of.-

	Unit : Thousand Baht			
	Consolidated		Separate	
	2015	2014	2015	2014
Rental	76,706	74,872	90	149
Employees benefit expenses	55,362	42,594	25,595	17,444
Depreciation and amortization	56,237	57,339	2,479	3,983
Commission	14,079	16,464	-	-
Service expense and cost of production	20,219	18,924	-	-
Bad debt and doubtful accounts (Reversal)	(594)	(5,065)	(417)	(5,642)
Electric billboards fees	9,138	8,633	-	-
Premium billboards fees	8,566	6,613	-	-
Billboards tax	12,200	11,268	-	-
Professional fees	6,239	6,956	2,117	4,774
Fees	4,141	3,440	2,292	3,098
Repairment fees	28,388	15,721	135	223
Financial cost	63,898	43,372	118	564

**25. PROVIDENT FUND**

The Company, its subsidiaries and their employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530 (1987). The Company, its subsidiaries and their employees contributed to the fund monthly at the rate of 2 - 3 percent of their basic salary. The fund, managed by Bank of Ayudhya Asset Management Pcl, will be paid to employees upon termination in accordance with

**25. PROVIDENT FUND (Con't)**

the fund rules. For the years ended December 31, 2015 and 2014, the Company and its subsidiaries had contributed to the fund amount to Baht 0.69 million and Baht 0.50 million in the consolidated financial statements and amounting to Baht 0.19 million and Baht 0.15 million in the separate financial statements respectively.

**26. OPERATING SEGMENT INFORMATION**

Segment information is presented in respect of the Company and its subsidiaries operating segments. The primary format, business segments, is based on the Company and its subsidiary's management and the internal reporting structure provided to the chief operating decision maker.

Segment information is presented in respect of the Company and its subsidiaries' operating segments. The primary format, business segments, is based on the Company and its subsidiaries' management and the internal reporting structure provided to the chief operating decision maker.

Segment assets and revenues include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

**Business segments**

Segment 1 : Hire-purchase business

Segment 2 : Rental space for advertising signage

Segment 3 : Service and warehouse lease

Segment 4 : Energy and alternative energy

Asset, revenue and operating results, based on business segments, in the consolidated financial statements are as follows:-

	Unit : Thousand Baht					
	Consolidated					
	For the year ended December 31, 2015					
	Segment 1	Segment 2	Segment 3	Segment 4	Elimination	Total
Revenues	170	313,327	248,600	-	-	562,097
Operating profit						290,737
Unallocated income - net						21,365
Gain on change in fair value						
of investment properties	500	-	46,954	-	-	47,454
Interest income						23,248
Depreciation	-	(53,618)	-	-	-	(53,618)
Share of profit on investment						
in associated company						94,916
Financial cost						(63,898)
Income tax						(55,513)

26. OPERATING SEGMENT INFORMATION (Con't)

Unit : Thousand Baht						
Consolidated						
For the year ended December 31, 2015						
	Segment 1	Segment 2	Segment 3	Segment 4	Elimination	Total
Income of non - controlling interest						(19,524)
Net profits attributable shareholders of the parent						285,167
<u>Assets of the segment</u>						
Investment in associate are accounted for by equity method						651,386
Allocated						
Billboard	-	280,458	-	-	-	280,458
Investment property	3,000	-	3,109,922	-	-	3,112,922
Unallocated						1,576,498
Total assets as at December 31, 2015						5,621,264

Unit : Thousand Baht						
Consolidated						
For the year ended December 31, 2014						
	Segment 1	Segment 2	Segment 3	Segment 4	Elimination	Total
Revenues	728	308,917	96,107	-	-	405,752
Operating profit						171,465
Unallocated income - net						12,467
Gain on change in fair value						
of investment properties	-	-	243,399	-	-	243,399
Interest income						25,188
Depreciation	-	(52,638)	-	-	-	(52,638)
Share of profit on investment						
in associated company						85,140
Loss from dept restructuring and investment						
in a right of claim						(720)
Financial cost						(43,372)
Income tax						(77,951)
Income of non - controlling interest						(78,740)
Net profits attributable shareholders of the parent						284,238
<u>Assets of the segment</u>						
Investment in associate are accounted for by equity method						652,039
Allocated						
Billboard	-	330,406	-	-	-	330,406
Investment property	2,500	-	2,663,937	-	-	2,666,437
Unallocated						420,024
Total assets as at December 31, 2014						4,068,906

## 27. FINANCIAL INSTRUMENTS

The Company and its subsidiaries complied with the Thai Accounting Standard No. 107 "Presentations and Disclosure of Financial Instruments" as a guidance to disclose about the financial instruments as follows:-

### 27.1 Accounting policies

The related accounting policies are disclosed in Note 4.22 to the financial statements.

### 27.2 Financial risk management

The Company and its subsidiaries are exposed to normal business risks from changes in market interest rates and currency exchange rates and from non-performance of contractual obligations by counterparties. The Company and subsidiaries did not speculate or engage in the trading of any derivative financial instrument.

### 27.3 Credit risk

The Company and its subsidiaries are exposed to credit risk primarily with respect to hire purchase receivable, trade accounts receivable, loans, and other receivable. The Company and its subsidiaries manage the risk by adopting appropriate credit control policies and procedures. In addition, the Company and its subsidiaries do not have high concentration of credit risk since they have a large customer base. The Company and its subsidiaries do not expect to incur material financial losses in excess of the allowance for doubtful accounts they have already provided.

### 27.4 Interest rate risk

The Company and its subsidiaries' exposure to interest rate risk relates primarily to its deposits with financial institutions, Hire-purchase/financial lease contract receivables and loans, bank overdrafts and short-terms and long-term loans charged with interest and financial lease. However, since interest rates of the majority of these financial assets and liabilities vary according to market rates or are fixed and closed to market rates, the Company and its subsidiaries management deemed their interest risk at low level. The Company and its subsidiaries thus do not use derivative financial instruments to hedge such risk.

The Company and its subsidiaries had interest rate risk as follows:-

	Unit : Thousand baht						
	Consolidated (As at December 31, 2015)						
	Fixed interest rates			Floating	Non-interest		Interest rate
	Within1 year	1 - 5years	Over5 years	Interest rate	bearing	Total	(% p.a.)
<b>Financial assets</b>							
Cash and cash equivalents	-	-	-	1,338,386	2,255	1,340,641	0.50 - 2.50
Temporary investments	-	-	-	-	1	1	-
Trade and other accounts receivable	-	-	-	-	111,939	111,939	-
Short - term loans to related companies	6,000	-	-	-	-	6,000	5
Fixed deposits at banks held as collateral	-	-	-	27,470	-	27,470	0.75 - 1.50
Long-term investments	-	-	1,000	-	29,900	30,900	4.50
<b>Financial liabilities</b>							
Trade accounts and other payable	-	-	-	-	92,998	92,998	-
Long-term Loan from financial institution	135,704	-	-	1,696,906	-	1,832,610	*
Liabilities under lease contracts	536	1,361	-	-	-	1,897	2.65

\* 4.125% p.a., MLR-1 p.a. to MLR and MLR - 1.5% p.a.

**27. FINANCIAL INSTRUMENTS (Con't)**

	Unit : Thousand baht						
	Consolidated (As at December 31, 2014)						
	Fixed interest rates			Floating	Non-interest		Interest rate
	Within1 year	1 - 5years	Over5 years	interestrate	bearing	Total	(% p.a.)
Financial assets							
Cash and cash equivalents	-	-	-	187,734	1,550	189,284	0.50 - 2.65
Temporary investments	-	-	-	-	2	2	-
Trade accounts and other receivable	-	-	-	-	126,412	126,412	-
Fixed deposits at banks held as collateral	-	-	-	18,161	-	18,161	0.75 - 1.50
Long - term investments	-	-	1,000	-	29,900	30,900	4.50
Financial liabilities							
Trade accounts and other payable	-	-	-	-	149,862	149,862	-
Long - term Loan from related companies	-	117,500	-	-	-	117,500	5
Long - term Loan from financial institution	-	-	-	95,201	-	95,201	MLR-1 to MLR

	Unit : Thousand baht						
	Separate (As at December 31, 2015)						
	Fixed interest rates			Floating	Non-interest	Total	Interest rate
	Within 1 year	1 - 5 years	Over 5 years	interest rate	bearing		(% p.a.)
Financial assets							
Cash and cash equivalents	-	-	-	1,103,887	186	1,104,073	0.50 - 2.25
Temporary investments	-	-	-	-	1	1	-
Trade accounts and other receivable	-	-	-	-	1,878	1,878	-
Short - term loans to related company	6,000	-	-	-	-	6,000	5.00
Fixed deposits at banks held as collateral	-	-	-	97	-	97	0.75
Long - term investments	-	-	-	-	29,900	29,900	-
Financial liabilities							
Trade accounts and other payable	-	-	-	-	1,125	1,125	-
Liabilities under lease contracts	536	1,361	-	-	-	1,897	2.65

	Unit : Thousand baht						
	Separate (As at December 31, 2014)						
	Fixed interest rates			Floating	Non-interest		Interest rate
	Within 1 year	1 - 5 years	Over 5 years	interest rate	bearing	Total	(% p.a.)
Financial assets							
Cash and cash equivalents	-	-	-	51,749	547	52,296	0.50 – 2.60
Temporary investments	-	-	-	-	2	2	-
Trade accounts and other receivable	-	-	-	-	7,509	7,509	-
Short - term loans to subsidiary	1,295,869	-	-	-	-	1,295,869	5.00
Fixed deposits at banks held as collateral	-	-	-	97	-	97	0.75
Long - term loans to subsidiary	-	117,500	-	-	-	117,500	5.00
Long - term investments	-	-	-	-	29,900	29,900	-
Financial liabilities							
Trade accounts and other payable	-	-	-	-	1,480	1,480	-

## 27. FINANCIAL INSTRUMENTS (Con't)

### 27.5 Defaulting of agreement risk

The subsidiary have a risk from it was unable to extend the lease premise agreement for billboard stands since the agreement was signed for the short - term. The Management then hedged this risk by entering into agreement the condition to extend the agreement and must inform the cancellation of agreement in advance. For the risk on damages to its customers who rented billboard, its subsidiaries will seek the new billboard to be tabs in the better location immediately

The subsidiary have a risk from the uncleanness of evidence supporting the billboard stand construction as follows:

	2015	2014
Billboard stand construction permission (billboard stand)	87	88
Cost (In Million Baht)	284.44	292.04
Net book value (In Million Baht)	161.58	190.04
Advertising income (In Million Baht)	146.07	146.53
Percentage of total advertising income	56.49	57.39
The reflection to income for demolishing billboard tabs (In Million Baht)	(146.07)	(146.53)
The reflection to total assets and share holders equity for demolishing billboard stands (In Million Baht)	(161.58)	(190.04)

The management deems that such stands were purchased from the seller whose the operation is used and constructed before the effective of the Bangkok's Instruction B.E. 2549 and altogether of the advertising and Sign Producing Association ("ASPA") is under the request for relaxing of permission. The management also deems that the expenses in demolition is not material together with the supplies from such demolition could be use in the alternative construction and installation.

### 27.6 Currency risk

The Company and its subsidiaries have no foreign currency exchange rate risk, all material respect.

### 27.7 Liquidity Risk

The Company and its subsidiaries monitor their liquidity risk and maintain a level of cash and cash equivalents deemed adequate by management to finance the Company's and its subsidiaries operations and to mitigate the risk of fluctuations in cash flows.

### 27.8 Fair value of financial instruments

A number of the company and its subsidiaries accounting policies and disclosures require the determination of fair value, for both financial and non - financial assets and liabilities.

A fair value is the amount for which an asset can be exchanged or a liability settled between knowledgeable, willing parties in an arm's length transaction.



## 27. FINANCIAL INSTRUMENTS (Con't)

### 27.8 Fair value of financial instruments (Con't)

Methodology of fair value measurement depends upon characteristics of the financial instruments. For the financial instruments which are regarded as trade in an active market, fair value has been determined by the latest quoted market price. If however the appropriate quoted market price cannot be determined, the fair value is determined using an appropriate valuation technique.

Since the majority of the Company and subsidiaries' financial assets and liabilities are short-term in nature or bear floating interest rates, their fair value is not expected to be materially different from the amount presented in the statements of financial position.

## 28. COMMITMENT AND CONTIGENT LIABILITES

28.1 The Company and its subsidiaries had contingent liabilities in respect of letters of guarantee issued by banks mainly to secure contractual performance, electricity usage and others as follows.-

	Unit : Thousand Baht	
	2015	2014
<u>The Company and its subsidiary</u>		
Aqua Corporation PCL.	97	97
Aqua Ad PCL.	4,263	4,263

28.2 The subsidiaries was in possession of commitments from land agreements for sites of structured billboard stands which are liable to make future payment under operating lease agreement as follows.-

	Unit : Thousand Baht	
	Consolidated	
	2015	2014
Within 1 year	31,461	30,707
1 - 5 years	25,332	35,523
After 5 years	3,684	-
Total	60,477	66,230

28.3 A subsidiary had contingent liabilities from a damage claim of Baht 2.20 million in a civil case for the collapse of structured billboard stand causing damage from the lawsuit as the damage was incurred prior to the subsidiary investing in such company and the subsidiary had an agreement with the former shareholders to be responsible for the damage claim.

28.4 As at December 31, 2015 a subsidiary had commitment to pay development expense for PV Solar projects in Japan of Yen 29.48 million

**29. LITIGATIONS**SUBSIDIARIES

On November 12, 2015, Thai Consumer Distribution Centre Company Limited was sued by a joint venture (the subsidiary's warehouse construction contractor) claiming for lost from damage of scaffoldings brought in and out from the premise of the constructed warehouse for which the subsidiary must be responsible. The joint venture has petitioned for the claim amounting of Baht 5.26 million consisted of claim for lost of scaffoldings and opportunity to use amount of Baht 0.26 million and for mental suffering amounting to Baht 5 million. The subsidiary's lawyer has commented that the subsidiary shall not pay for the claim amount.

**30. OTHER INFORMATION - INVESTMENTS SOLAR ENERGY IN JAPAN**

SUBSIDIARIES: Aqua Power Company Limited

Solar Farm Development Agreement

On December 30, 2015, Aqua Power Company Limited has entered into a Solar Farm Development Agreement with a company and its subsidiary in Japan (Green Future Kabushiki Kaisha (Jpn Co.)) to develop a 3.98 Megawatt Solar Farm Projects in Japan.

The abovementioned solar farms projects in Japan were incorporated by Solar Mogami Godo Kaisha consist of a projects as follows :

1. Project in MOGAMI, capacity of 1.99 Megawatt.
2. Project in HANAMAKI, capacity of 1.99 Megawatt.

**31. CAPITAL MANAGEMENT**

The primary objectives of the Company and subsidiaries' capital management are to maintain their ability to continue as a going concern and to maintain appropriate capital structures.

As at December 31, 2015 and 2014, debt - to - equity ratios in the consolidated financial statements were 0.66 : 1 and 0.17 : 1 respectively and in the separate financial statements were 0.002 : 1 and 0.001 : 1 respectively.

**32. EVENTS AFTER REPORTING PERIOD**THE COMPANY

- 32.1 At the Board of Directors' Meeting No. 2/2016 held on February 26, 2016 it was approved to propose to the shareholders to distribute dividend for the year 2015 and of some retained earnings at the rate of Baht 0.03 per share, totaling Baht 137.79 million and to appropriate legal reserve amounting to Baht 7.25 million.

**32. EVENTS AFTER REPORTING PERIOD (Con't)**
SUBSIDIARIES

- 32.2 On January 4, 2016, a subsidiary (Aqua Power Company Limited.) has granted a loan to an indirect subsidiary (Green View Godo Kaisha) in respect of loan agreement amounting to Yen 550 million for the solar farm development projects in Japan which at present the indirect subsidiary has drawn down the loan amount of Baht 300 million approximately 91.47 million.
- 32.3 At the Board of Directors' Meeting of Aqua Ad Public Company Limited No. 1/2016 held on February 25, 2016, it was approved to distribute dividend for the year 2015 at the rate of Baht 0.05 per share, totaling Baht 20.22 million and to appropriate legal reserve amounting to Baht 2.47 million.
- 32.4 At the Board of Directors' Meeting of Mantra Asset Company Limited No. 1/2016 on February 25, 2016 it was approved to distribute dividend for the year 2015 at the rate of Baht 1 per share, totaling Baht 1 million and provided legal reserve amounting to Baht 0.05 million.
- 32.5 At the Board of Directors' Meeting of Thai Consumer Distribution Centre Company Limited No. 1/2016 on February 25, 2016 it was approved to distribute dividend for the year 2015 at the rate of Baht 20 per share, totaling Baht 33.88 million and provided legal reserve amounting to Baht 4.30 million.
- 32.6 At the Board of Directors' Meeting of Accomplish Way Holding Company Limited (Indirect Subsidiary) No. 1/2016 on February 25, 2016 (The period commencing from July 1, 2015 to December 31, 2015) it was approved to distribute dividend for the year 2015 at the rate of Baht 10 per share, totaling Baht 4.50 million and provided legal reserve amounting to Baht 2.98 million.

**33. RECLASSIFICATION**

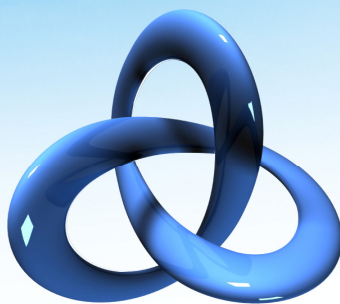
The Company and its subsidiaries have reclassified certain accounts in the financial statements for the year ended December 31, 2014 have been reclassified to conform to the current year's classification but with no effect to previously reported net income or shareholders' equity. The reclassifications are as follows:

	Consolidated		
	Reclassified	Increase (Decrease)	Previously reported
Cash and cash equivalents	189,284,045.55	17,000,000	172,284,045.55
Temporary investments	2,370	(17,000,000)	17,002,370

**34. APPROVAL OF FINANCIAL STATEMENTS**

These financial statements have been approved by the Company's Board of Directors on February 26, 2016.

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**AQUA CORPORATION**

**AQUA CORPORATION PUBLIC COMPANY LIMITED**

121/68-69 RS Tower, 21<sup>st</sup> Floor, Ratchadapisek Road, Din-Daeng, Bangkok 10400 Tel. (+66) 2-694-8888 Fax. (+66) 2-694-8880, (+66) 2-694-8889  
121/68-69 อาคารธารีเอสทาวเวอร์ ชั้น 21 ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพฯ 10400 โทร. (+66) 2-694-8888 โทร./ฟ. (+66) 2-694-8880, (+66) 2-694-8889