

2017

ANNUAL REPORT

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รายงานประจำปี 2560



AQUA CORPORATION

บริษัท อควา คอร์ปอเรชั่น จำกัด (มหาชน)

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Message from the Chairman of the Board of Directors

With the commitment to strive to be a successful management investment company targeting to invest in business that has good performance, high potential and future growth opportunities in order to maximize the return on investment. Over the past 5 years, the Company has had the exponential growth. At the end of 2013, the Company had the total assets of Baht 1,547 million, shareholders' equity of Baht 1,224 million, an equivalent of the book value of the shareholders' equity of Baht 0.68 per share, comparing to that of the end of 2017 which the Company had total assets increased to Baht 6,685.70 million or four times increases, and the shareholders' equity increased to Baht 3,690.62 million or three time increases, an equivalent of the book value of the shareholders' equity of Baht 0.80 per share. The profitability has also continuously increased.

2017 is another year that the Company had quite a lot of investment activities. The Group acquired the 90 % of shares of Boardway Media Co., Ltd and 100% of shares of M.I.S Media with the goals to fully enter the LED advertising market and rapidly building the advertising network throughout the country. The investments and the financial supports totaling of Baht 1,512 million came from the Company's cash on hand and from the borrowing from issuing Bill of Exchange amounting to Baht 680 million (out of the credit limit of Baht 800 million approved by the resolution of the Board of Directors meeting) and bonds amounting to Baht 160 million (out of the credit limit of Baht 2,000 million approved by the resolution of the Annual General Shareholders' meeting). Moreover, the Company had been supported by long-term loan facilities from financial institution of Baht 700 million, and promissory notes with credit limit of Baht 100 million used for repayment of Bill of Exchange and as a working capital for the subsidiaries.

Moreover, the Company started to recognize partial revenue generated from an investment of Mantra Assets Co., Ltd since April 2017 and have recognized fully revenue since August 2017. Such investment valued Baht 470 million for the development of comprehensive rehabilitation center locates in Mae Rim District, Chiang Mai Province, which is leased and operated by The Cabin Chiang Mai for the duration of 10 years, with an option to renew for another 10 years.

At the end of 2017, the Company had an outstanding loan from the above of Baht 795 million, D/E ratio of 0.78, and Debt Service Coverage Ratio (DSCR) of 1.36.

The profit from the operation of 2017 had grown more than 100%, mainly due to the real estate for rent and service business in Chiang Mai which has been completed and started to recognize revenue during 2017. Regarding the advertising media business, the profit have not met the target. After the acquisition, the Company has invested to expand the network of LED from 26 signage with media space of 5,684 sq.m.(available on the date of acquisition) to cover most areas in Bangkok and vicinity area, and big cities aiming to expand network to 78 signage with media space of 12,000 sq.m. The Company expected to reach this target in quarter 2/2018. As a result, the performance was not align with the increased cost.

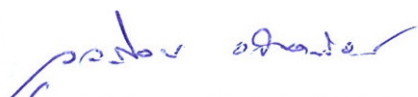
The Group operates in the following businesses (1) advertising media business (2) warehouse for rent and services business (3) real estate for rent and service business (4) comprehensive printing and publishing, and renewable energy business. All four major businesses have good performance which reflects back to the Company in the form of dividends.

Based on the monitoring of management of associated company ("EPCO") which the Company has invested in the proportion of 38.40%. It is very delightful that EPCO has expanded its business in the field of renewable energy and been

able to generate a good operating results. On February 5, 2018, the Board of Directors Meeting of EPCO has approved of the plan to IPO of Eastern Power Group PCL (“EP”) which is a subsidiary of EPCO with 75% shareholding proportion.

The Company is focusing on the continuous improvement of the organization and personnel, the good corporate governance along with social and environmental care and all stakeholders. Each year, the Group will set aside the budget used specifically to support the activities and projects related to education development, social and community development, as well as the environmental care. The Group encourages the management and employees to participate in such activities. The project “AQUA Fulfillment, Creating Dreams, and Sharing Happiness” is created by the Group to be part of helping the society and developing the community which started, for the first time, in early 2014, and will continue each year.

In conclusion, on behalf of the Board of Directors of Aqua Corporation Public Company Limited, and all of the managements, I affirm that we will perform our duties in order to create the best interests for the shareholders in compliance with the the good corporate governance, and would like to say thank you for the cooperation and trust of shareholders, business partners, employees, and any others parties as being part of the success of the Company with all the supports. We hope that next year will be another year that all of us will appreciate and be proud of the growth, strength and stability of the Company, which is the results from the cooperation from all of you.



(Mr. Chulasingsh Vasantasingh)

Chairman of the Board

February 28, 2018

Report of the Audit Committee

The Audit Committee of Aqua Coperations Public Company Limited consists of three independent directors, Pol.Lt.Gen. Wiboon Bangthamai as a Chairman of the Audit Committee, Ms. Pranee Rattakam and Mrs. Podchanee Phaosa-vasdi as Audit Committee with Ms. Rewadee Whanchid, Executive Vice President of Accounting and Finance as a 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 the Stock Exchange of Thailand. In 2017 the Audit Committee has held total of 6 meetings with the auditors, internal auditor and the managements of the Company, and there was 1 meeting with no executive attendance in order that the Audit Committee can have an independent inquiry with the auditors and internal auditors. The meetings can be summarized as follows:

Reviewed the quarterly financial statements and the annual financial statements for the year 2017. The Audit

Committee reviewed the quarterly financial statements and the annual financial statements for year 2017 of the Company and its subsidiaries, including related party transactions, transactions that may have a conflict of interest with the management and the internal auditor. The independent auditor was invited to attend every meetings regarding the quarterly financial statements and the annual financial statements reviews. The Audit Committee inquired the auditor about the accuracy and completeness of the financial statements, significant adjusting entries which have impacts on the financial statements, the sufficiency and appropriateness of accounting methods, the scope of auditing the accuracy and sufficiency of the disclosure, and the independence of the auditor, to ensure that the preparation of the financial statements meets legal requirements and the accounting standards in accordance with generally accepted accounting principles, is reliable and timely, including the disclosures in the financial statements to be sufficient and useful to the investors or users of financial statements.

- 1. Reviewed the internal control systems and internal auditing.** The Audit Committee reviewed and assessed the internal control systems altogether with the internal auditors as well as monitored the performances, the audit results, the recommendations, and the progress of implementation on a quarterly basis. In addition, the Company has assessed the adequacy of the internal control systems based on the internal control frameworks in accordance with the international standards (The Committee of Sponsoring Organizations of the Treadway Commission: COSO), to achieve more confidence. The managements, internal auditors and the Audit Committee had the opinions that the internal control systems of the Company was adequate and appropriate.
- 2. Reviewed the corporate governance.** The Audit Committee reviewed the performance according to the defined systems. The Company has operated based on the moral, been compliance with laws governed by Securities and Exchange Commission and terms of the Stock Exchange of Thailand as well as other laws and

regulations related to the business operations of the Company, particularly, the connected transactions and related party transactions between group Companies in order to ensure that the Company has operated based on the normal course of business sensibly. The Audit Committee also reviewed the process of complaint and report the fraud of the Company in order to comply with the good corporate governance principles and business philosophy of the Company, including supporting for anti-corruption policy. Furthermore, the Audit Committee has evaluated the overall performance of the Audit Committee which included the self-assessment panels based on the best practices of the Audit Committee of the Stock Exchange of Thailand.

- 3. To appoint the auditors for the year 2017.** The Audit Committee has approved the office of Pitisevi Co., Ltd. as the auditor of the Company and its subsidiaries for the year 2017 and presented it to the Board of Directors to consider and ask for approval at the annual general meeting of shareholders of the year 2018 in order to appoint auditors and approve the audit fees.

In conclusion, the Audit Committee has performed its duties and responsibilities as outlined in the Audit Committee Charter approved by the Board of Directors by using knowledge, abilities, carefulness, and independence sufficiently for the benefits of all stakeholders equally. The Audit Committee has the opinions that the financial statements of the Company were accurate, reliable, and consistent with the generally accepted accounting standards. The Company has sufficient risk management, appropriate and effective internal control systems and auditing, as well as operated business in accordance with the good corporate governance systems, in compliance with laws, requirements, and obligations related to the business operations of the Company.

W.B.B. (Signature)

(Pol.Lt.Gen. Wiboon Bangthamai)

The Chairman of Audit Committee

February 28, 2018

Financial Highlights

(Unit: Million Baht)

	2560 / 2017	2559 / 2016	2558 / 2015
Financial Position			
Total Assets	6,685.70	5,432.01	5,621.26
Total Liabilities	2,923.02	2,163.06	2,234.02
Total Shareholders' Equity	3,762.68	3,268.95	3,387.24
Equity holders of the Company	3,690.62	3,223.58	3,220.83
Minority interest	72.06	45.37	166.41
Operating Results			
Total Revenues	1,299.79	637.82	654.17
Revenues from sales and services	905.69	592.97	561.93
Gross Profit (Loss)	488.21	402.08	357.72
Net Profit (Loss)	494.38	242.63	304.69
Equity holders of the Company	486.58	236.58	285.17
Minority interest	7.80	6.05	19.52
Basic Earning Per Share (Baht per share)*	0.1080	0.0518	0.0621
Book Value Per Share (Baht per share)*	0.81	0.70	0.70
Financial Ratios			
Current Ratio (times)	1.09	2.55	4.98
Debt to Equity Ratio (times)	0.78	0.66	0.66
Gross Profit (Loss) Margin (%)	55.74	67.80	63.66
Net Profit (Loss) Margin (%)	35.84	35.50	40.68
Return on Assets (%)	8.48	6.74	8.75
Return on Equity (%)*	14.06	7.29	8.89

Remark : * Only the equity holders of the parent company

As of December 31, 2017, the Company had fully paid-up ordinary shares capital totaling 4,593,000,000 shares of par value Baht 0.50 per share.

1. Business Policies and Overviews

1.1 Background

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"). During 2007, the Company had a policy to cease hire purchase household electrical appliances, office equipment and taxis due to the unworthiness of the operating cost. The Company collected the debts from old portfolio which increased the cash on hand and used them for investing in other potential businesses that becomes new major businesses of the Company, as follows:

1.2 Overview of the Business

- **Investment in advertising media business**

In 2007, the Company invested in J.R. Deal Co., Ltd. (later changed name to AQUA Corporation Plc. and then changed to Aqua Ad Plc. ("AA"/"AQUA AD")) in portion of 50% of the registered capital of Baht 300 million. The company operated renting and supplying of the advertisement billboard space, including supplying the space, production and installation for various kinds of advertisement works, with the focus on outdoor advertisements (Out of Home Media). Over time, the Company had change of the shareholding proportion in AA for several times as detailed below:

- ❖ In 2011, the Company purchased more shares of AA from other shareholders totaling 225,513,053 shares with par value of Baht 1 per share by issuing new common shares of 451,026,106 shares at par value of Baht 0.50 per share. The fair value at the date of registration of the capital increase was Baht 0.56 per share with share premium of Baht 27.1 million. This purchase resulted in the Company holding 100% of the paid-up capital of AA.
- ❖ In 2013, the Company sold and assigned its property rights related to media and billboards to AA in order to reorganize the business structure to be clearer. The Company sold its investment in common shares of AA totaling 105,151,997 shares at par value of Baht 1 per share, representing 26% of paid-up capital of AA, at the price of Baht 2.66 per share, total value of Baht 279.49 million to POLAR. After this transaction, the Company remained shareholding of 74% in AA.
- ❖ in 2016, the Company purchased ordinary shares of AA totaling 105,151,997 shares at the par value of Baht 1, representing 26% of paid-up capital of AA, at the price of Baht 1.52, total value of Baht 160 million, from POLAR. After this transaction, the Company become the major shareholder of AA, holding 100% of AA's registered capital.

In additional, during 2011, the Company considered investing more in billboard/media business which was the same business as AA by acquiring more billboards from other operators as well as constructing new billboard structures. Later in 2013, the Company sold and assigned its property rights related to media and billboards to AA in order to ensure the clear business structure (as detailed above).

On February 21, 2017, the Company invested in the Boardway Media Co., Ltd (“BWM”) operating out of home media for rent in the forms of billboards and LED signage by acquiring (1) ordinary shares of 90% of the total shares, or an equivalent of 881,999 shares at price per share of Baht 697.9592 baht (par value of 100 baht), amounting to Baht 615.60 million worth of investments. (2) preferred shares of 100% of the total preferred shares, or equivalent of 136 shares at price per share of 100 baht (par value of 100 baht), amounting to Baht 13,600 worth of investments. The total investment transactions of Baht 615.61 million. After the acquisition of Boardway Media, the Company planned to have Boardway Media (now a subsidiary company with shareholding of 90%) a capital reduction of the entire preferred shares. In addition, on the date of transaction, the Company will provide financial supporting amounting to Baht 146.80 million to Boardway Media to repay of the outstanding loan amounting to Baht 762.41 million.

On May 31, 2017, the BWM shareholders' meeting No. 3/2017 resolved to reduce the share capital of the preferred shares. BWM registered a capital reduction with the Ministry of Commerce on June 1, 2017.

This investment in BWM will enhance the media business of the group company by creating a comprehensive nationwide of media network which will allow the consumers to have better access to media planning in wide spread, resulting in significant growth opportunities to generate more advertising income. Moreover, this investment will accelerate the expansion of comprehensive LED media network throughout the country.

On April 4, 2017, AA has invested in the M.I.S. Media Co., Ltd (“MIS”) acquire 100% from the existing shareholders totaling 9,998 shares, amounting to Baht 61.13 Million. MIS operates out of home media for rent in the forms of billboards in Northeastern region, and has billboards at 8 locations with 10 signage. After the investment, MIS has set up a sign on the leasehold land available on the date of investment at 1 location, total of 9 locations 12 signage

- **Investment in ordinary shares of Eastern Printing Public Company Limited ("EPCO")**

- ❖ In 2010, the Company purchase ordinary shares of EPCO, which is listed on the Stock Exchange of Thailand, and business operation of comprehensive printing business. After this transaction of purchase of shares from two major shareholders totaling of 207.85 million shares or representing 43.82% of EPCO's total shares of 474,177,401 shares (exclusion of treasury stocks of 41,232,800 shares). Total investment was valued Baht 397.41 million. The acquisition at this time enabled the Company and its subsidiaries to hold shares in listed companies exceeding of 25% which the Company and its subsidiaries had to make a tender offer for all shares of EPCO as required by the SEC. The additional purchase of shares through the purchase-sale of the Stock Exchange enabled the Company to hold 44.15% of EPCO's paid up capital
- ❖ As at December 31, 2016, the Company had proportion of shareholding of 38.40% of paid up capital, decrease in proportion of shareholding was a result from the conversion of rights of warrant holders, EPCO-W1
- ❖ Since 2010 until present, EPCO has expanded its business to the renewable energy focusing on the development opportunities, and invested in renewable energy businesses, which has high growth potential and low operating risk along with stable long-term income generated.

- ❖ At this present, EPCO is in the process of spinning off Eastern Power Group Public Company Limited (“EP”) which operates the renewable energy and is the subsidiary of EPCO (75% shareholding) by listing on the Stock Exchange of Thailand

- **Investment in warehouse for rent and service business**
 - ❖ In 2014, the Company invested in the Thai Consumer Distribution Center Co., Ltd. (“TCDC”), which are principally engaged in warehouses and service and has the Unilever Group as main customers, in proportion of 69% of the registered share capital (1,694,000 shares) by acquiring the newly issued TCDC’s ordinary shares of 1,169,000 shares with par value of Baht 100 at the price of Baht 406.3302 per share (share premium of Baht 306.3302 per share), and acquiring one share from an existing shareholders at the price of Baht 406 per share in order to gain the right as existing shareholders of TCDC . Total value of this investment was Baht 475 million. The Company also assigned Mr. Phonlasit Phumiwasana to hold shares represented the Company of 1 share. As of December 31, 2015, TCDC had paid-up share capital for the entire amount.
 - ❖ In 2015, the Company acquired the ordinary shares of TCDC totaling of 459, 374 shares from 5 other existing shareholders representing 27.12% of the total shares with an average price of Baht 685.715 (par value Baht 100 per share). Total value of this investment was Baht 315.00 million. After this acquisition, the Company become a major shareholder of TCDC holding 96.13% of TCDC share outstanding (total 1,694,000 shares)
 - ❖ During Quarter 4/2015, TCDC purchased of ordinary shares of Accomplish Way Holdings Company Limited (“AWH”) operating warehouse for rent and services from existing shareholders totaling of 449,998 shares with par value of Baht 100 per share at the average price of Baht 367.632. Total value of transaction was Baht 165.43 million. After the acquisition, TCDC become a major shareholder holding 100% of the shares outstanding (total 450,000 shares)

- **Investment in properties for rent and service business**
 - ❖ During 2016, Mantra, a subsidiary company with 100 shareholding, purchased a piece of land in Chiang Mai province with the purpose of constructing a facility used for operating a resort for eco-tourism and agriculture tourism. The total investment value in this project was Baht 470 million. After the construction is completed, the project would be solely leased out to The Cabin Chiang Mai Co., Ltd. for operating a retreatment center for the duration of 10 years with an option to continue the lease for another 10 years.
 - ❖ Since October 1, 2017, The Cabin Chiang Mai was completed and fully operates.

- **Other investments**

- ❖ The investment in Aura Dream Co., Ltd. (operating a hotel business of 209 rooms and 88 room-service apartments in Nakhon Pathom Province) which currently operates under the name of “Mida Dvaravati grand”.

Since 2014, the Company has adjusted its business policy to become an investment management company by investing in businesses with good performance, potentials and high growth opportunities resulting in maximum returns on investments.

In addition, the Company has changed its name formerly DE CAPITAL Public Company Limited using the symbol "DE" to these following names:

- 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.

1.3 Goals and Strategies for Operation

On February 28, 2018, the Board of Directors' Meeting No. 2/2018 reviewed the Company's vision and mission as follows.

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 returns on investments"

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 PCL, Boardway Media Co., Ltd. and MIS Media Co., Ltd.
- (2) Warehouse for rent and service operated by Thai Consumer Distribution Center Co., Ltd. and Accomplish Way Holdings Co., Ltd.
- (3) Real estate for rent and service operated by Mantra Assets Co., Ltd.
- (4) Publishing & printing business and renewable energy operated by Eastern PCL.

In addition, the Company continues searching for new investments with good future prospects in order to maximize the group's returns on investment.

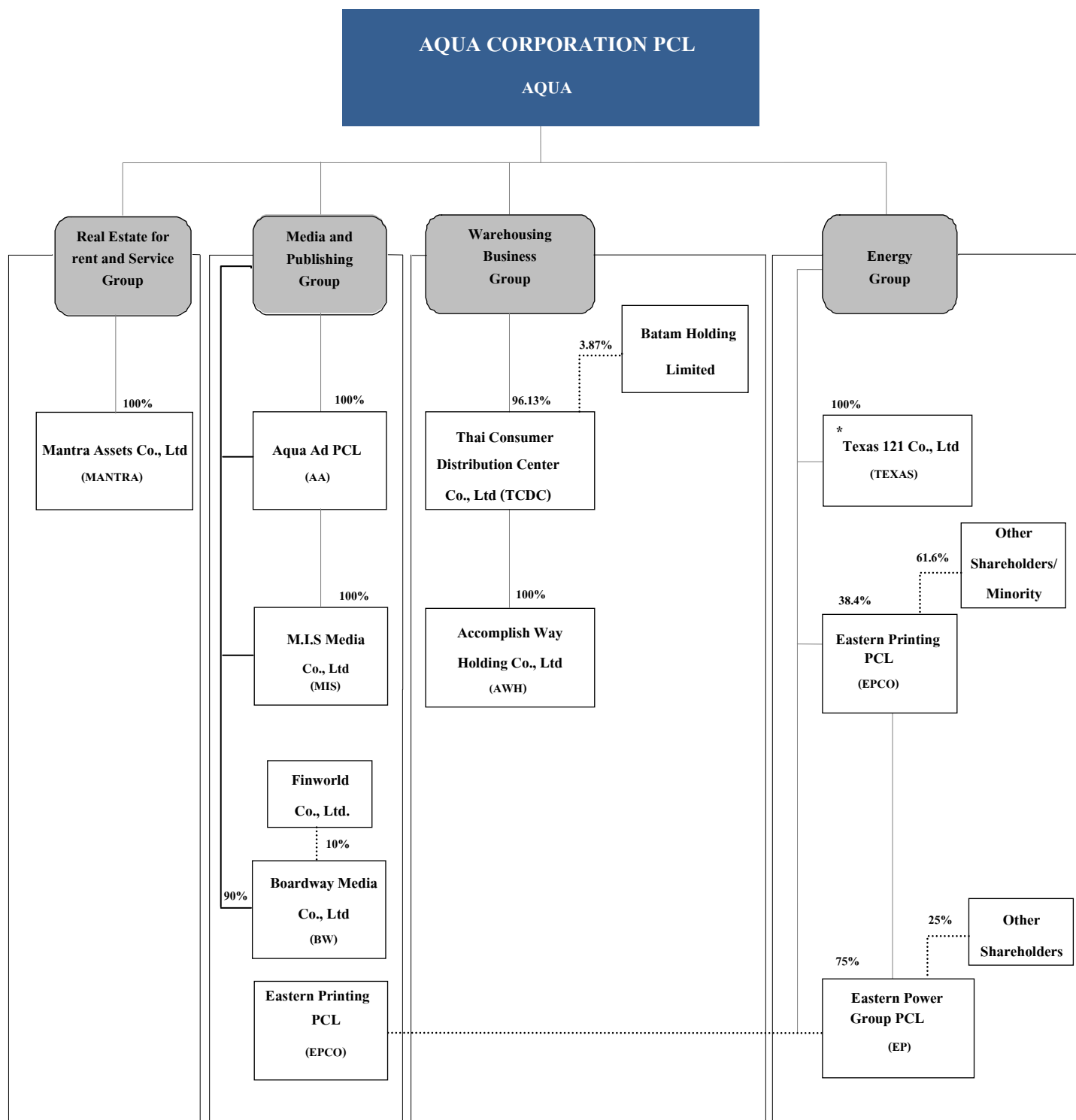
Strategies leading to sustainability

- Consider investing in good performance business with opportunities and high growth potential
- Diversify risks by investing in various types of businesses
- Develop currently invested businesses in order to create good sustainable returns
- Create synergy between companies in the Group to achieve maximum return on investment
- Drive currently invested businesses to grow and become listed company in the Stock Exchange of Thailand

1.4 Changing and key developments

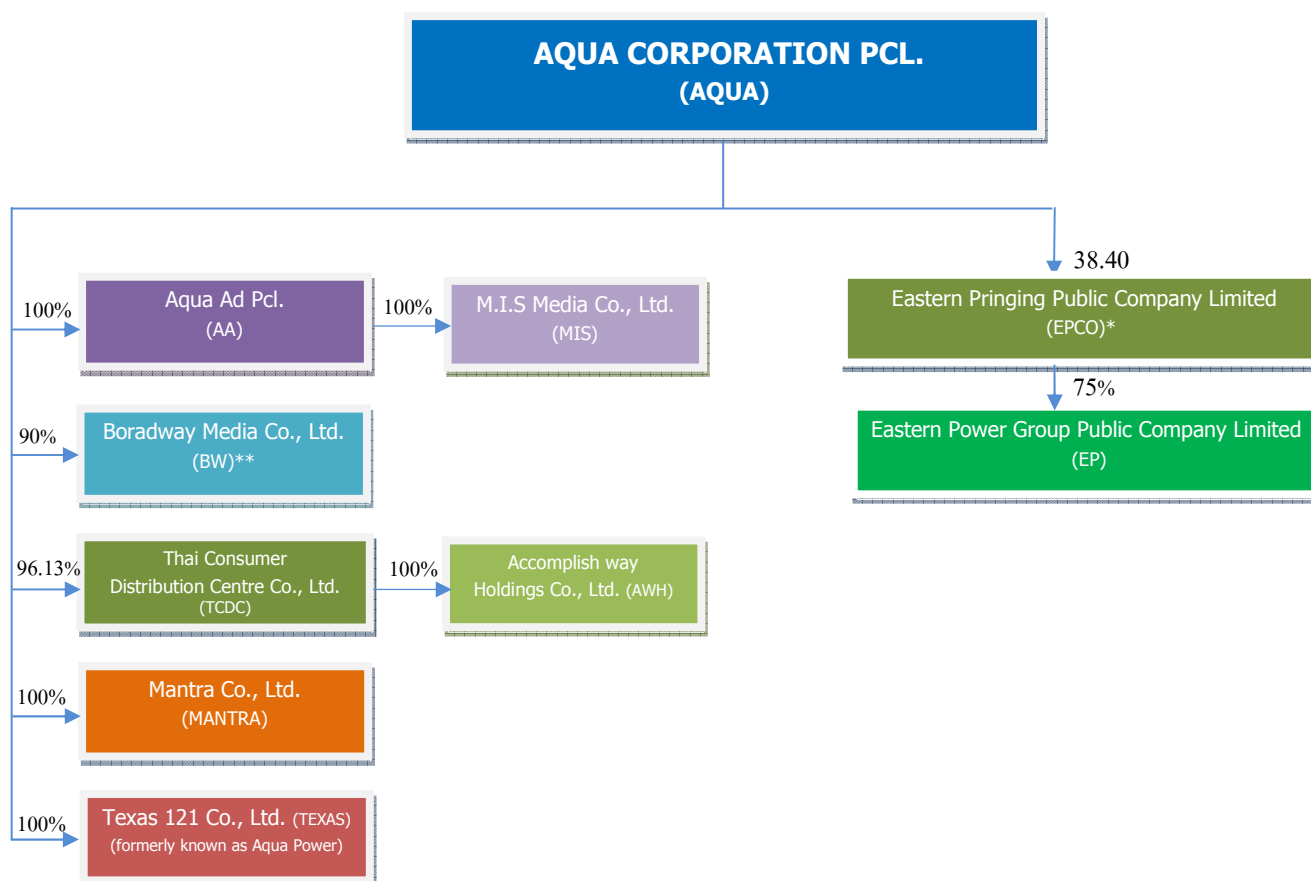
Since 2007 (after cease to operate the leasing business), the Company has invested in the media advertising business under Aqua Ad Public Company Limited ("AA"), publishing and printing business under Eastern Printing Public Company Limited ("EPCO") which subsequently expanded its business into renewable energy through Eastern Power Group Public Company Limited ("EP") and under the process of spinning off EP to be listed on the Stock Exchange of Thailand., and warehouse rental and services under Thai Consumer Distribution Center Public Company Limited ("TCDC") and Accomplish Way Holdings Company Limited. ("AWH") along with the investment in real estate for rent and services under Mantra Assets Co., Ltd. ("Mantra"). Moreover, the Company has also expanded its investments in LED advertising signage by investing in Boardway Media Co.,Ltd ("BWM"), which would accelerate the expansion of LED media network throughout the country.

The Company's group structured as at December 31, 2017 as follows:



1.5 Shareholding Structure of the group company

As of December 31, 2017, the Company had direct subsidiaries, indirect subsidiaries and associates companies in total of 8 companies as follows:



Note

* The shareholder structure of EPCO can be determined from the 56-1 of EPCO, and during January 10-17, 2018, the Company invested in EPCO through the Stock Exchange resulting in the Company to hold 38.85% of EPCO's paid up capital.

On January 31, 2018, the Company additionally purchased 5% of ordinary shares of BWM from the existing shareholders, resulting in the Company to hold 95% of BWM's paid up capital.

Details of the subsidiaries and associated companies are as follows:

Aqua Ad Public Company Limited (“AA”)

- Shareholding

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

tatus related to the company.สถานะที่เกี่ยวข้องกับบริษัท

Subsidiary

- Type of Business

Supplying of the advertisement signage for rent, including supplying the space, production and installation for various kinds of advertisement works mainly focusing on Out of Home Media (Billboard).

- Financial Highlights

Unit: Million Baht	Consolidated ปีYear 2017	Separate		
		Year 2017	Year 2016	ปีYear 2015
Total Assets	580.81	574.16	607.44	593.76
Total Liabilities	65.96	60.05	91.22	100.78
Shareholders’ Equities	514.85	514.11	516.22	492.98
Total Revenues	311.63	301.40	312.42	318.12
Net Profit	28.97	28.23	43.87	49.40
Net Profit per Share	0.0716	0.0698	0.1074	0.1222
Dividend per Share	-	0.05	0.075	0.05

M.I.S. Media Co., Ltd. (“MIS”)

- Shareholding

Aqua Ad Public Company Limited (“AA”), invested at April 4, 2017, holds 100%

Status related to the company.

ndirect subsidiariesบริษัทย่อยทางอ้อม

- Type of Business

peraes out of home media for rent in the forms of billboards in various provinces in the Northeastern region.

- Financial Highlights

Unit: Million Baht	9Yera 2017	9Year 2016	ปีYear 2015
Total Assets	18.83	26.16	9.47
Total Liabilities	15.09	11.99	0.19
Shareholders’ Equities	3.74	14.17	9.28
Total Revenues	12.36	24.06	19.20
Net Profit	2.67	4.89	4.01
Net Profit per Share	266.86	488.73	400.93
Dividend per Share *	-		

Note * The Annual General Meeting of Shareholders for the year 2017 held on March 27, 2017, has resolved to pay dividends based on the profit for the year 2016 and retained earnings of Baht 13.07 million to the shareholders.

Boardway Media Co., Ltd. (“BWM”)

- Shareholding

Aqua Corporation Public Company Limited (“AQUA”) invested at February 21, 2017, later on January 31, 2018, the company has additional investment, made the shareholding is 95% and Finworld Co., Ltd. holds 5%.

- Status related to the company.

Subsidiaries

- Type of Business

Operates out of home media for rent in the forms of billboards and LED signage, focuses on LED.

- Financial Highlights

Unit: Million Baht	Yera 2017	Year 2016	Year 2015
Total Assets	694.85	475.39	288.07
Total Liabilities	504.19	274.82	134.70
Shareholders’ Equities	190.66	200.57	153.37
Total Revenues	322.18	238.54	203.06
Net Profit	(9.99)	47.21	65.05
Net Profit per Share	(10.10)	48.17	66.38
Dividend per Share	-	-	-

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

- Shareholding

Aqua Corporation Public Company Limited (“AQUA”) holds 96.13% and Batam Holding Limited holds 3.87%

- Status related to the company.

Subsidiary

- Type of Business

Main business is warehousing and service. The main customers are Unilever Group. There are currently of 2 warehouse with lettable space approximately 108,800 square meters on operated on the land area of 211-0-25 rai locates at 39, 39/1 Moo 11, ro.pho.chao Namdaeng - Klong Prawet Buri Rom. Suwinthawong Road. (Tor lor 304) Khlong Preng Sub-district, Muang District, Chachoengsao Province.

● Financial Highlights

Separate

Unit: Million Baht	Year 2017	Year 2016	Year 2015
Total Assets	3,008.65	2,893.09	2,960.94
Total Liabilities	1,675.59	1,740.20	1,909.96
Shareholders' Equities	1,333.06	1,152.89	1,050.98
Total Revenues	321.73	256.07	305.67
Net Profit	188.64	136.30	153.12
Net Profit per Share (***)	111.36	80.46	98.31
Dividend per Share	3.00	5.00	20.00

Consolidated

Unit: Million Baht	Year 2017	Year 2016	Year 2015 (**)
Total Assets	3,270.60	3,165.96	3,232.18
Total Liabilities	1,897.21	1,989.77	2,178.57
Shareholders' Equities	1,373.39	1,176.18	1,053.62
Total Revenues	356.94	302.16	311.29
Net Profit	205.67	156.95	155.76
Net Profit per Share (***)	121.41	92.65	100.00

Note (**)TCDC has started preparing the consolidated financial statements since 2015 due to its investment in AWH during quarter 4/2015 which TCDC holds 100% of total shares.

(***)The numbers of shares used for calculating the net profit per share are the numbers of shares derived from the weighted average method based on the amount received from an increase in capital. TCDC received fully paid up of capital in 2015.

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

● Shareholding

Thai Consumer Distribution Centre Company Limited (TCDC) holds 100%, the acquisition date was November 11, 2015.

Status related to the company.

Indirect subsidiary

● Type of Business

Main business is warehousing and service. AWH currently has lease agreements and warehousing service agreements with 2 customers, representing 100% of the lettable space (Warehouse space, 13,845 square meters) operated on land area 13-1-74 rai locates at No. 342 Moo 2 Tambon Khlongjig, Bangpa-In District, 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 network covering 170 countries and employs 42,000 employees. In Thailand, there are more than 3,000 employees and 38 warehouses located across the country covering total area of 700,000 squared meter.

● Financial Highlights

Unit: Million Baht	Year 2017	Year 2016	Year 2015 (*) (July 1, 15 – Dec 31,15)	Year 2015 (July 1, 14 – June 30, 15)
Total Assets	404.71	423.19	414.00	353.12
Total Liabilities	221.63	257.14	268.61	267.34
Shareholders' Equities	183.08	166.05	145.39	85.78
Total Revenues	51.82	53.01	85.48	47.55
Net Profit	26.03	25.16	59.61	23.75
Net Profit per Share	57.85	55.91	132.47	52.78
Dividend per Share	12.00	20.00	10.00	-

Note (*) In 2015, AWH has changed the last day of its fiscal year from June 30 to December 31 starting from the accounting period ended December 31, 2015 going forward. Therefore, the financial statements as of December 31, 2015 were prepared for the period from July 1, 2015 to December 31, 2015

Mantra Assets Company Limited ("MANTRA")

● Shareholding

Aqua Corporation Public Company Limited ("AQUA") holds 100%.

● Status related to the company.

Subsidiary

● Type of Business

Operating sales and leasing, mostly public car services (taxi), similar to that of the Company. On February 21, 2007, Mantra ceased to operate the leasing as it was not worth the cost of the operation. At the present, nearly all of Mantra's receivables portfolio of are considered write-offs in order to comply with the relevant laws. Later on, if receivables make the payment to the subsidiary, the subsidiary will collect the cash and records the amount as revenues in terms of bad debt recovery. For the receivables that had not been written off, the subsidiary has set a full amount of a provision for doubtful accounts. During quarter 1/2016, Mantra has purchased land and constructed the facility along with the furniture and fixtures for lease to The Cabin Chaing Mai to operate the re-treatment center.

● Financial Highlights

Unit: Million Baht	Year 2017	Year 2016	Year 2015
Total Assets	719.74	215.49	18.63
Total Liabilities	506.72	197.72	0.02
Shareholders' Equities	213.03	17.77	18.61
Total Revenues	262.13	0.32	1.50
Net Profit	195.26	0.16	1.12
Net Profit per Share	195.26	0.16	1.12
Dividend per Share	20.00	-	1.00

Texas 121 Co., Ltd. (TEXAS 121) (Formerly known as Aqua Power Co., Ltd)

● Shareholding

Aqua Corporation Public Company Limited ("AQUA") holds 100%.

● Status related to the company.

Subsidiary

● Type of Business

Energy and renewable energy in Thailand and other countries which has investments in two solar power plant projects in Japan

(1) Project in Mogami: with capacity as specified in a contract of 1.935 MW (total installation capacity 2.39 MW) on the rental land area 55,122 square meters

(2) Project in Hanamaki: with capacity as specified in a contract of 1.935 MW (total installation capacity 2.32 MW) on the rental land area 37,346 square meters

Total capacity of 3.87 MW (total installation capacity 4.71 MW) with value of Yen 1,526 million or approximately Baht 455 million. Both projects have the letter of consideration of buying electricity generated by solar power with the local departments for the duration of 20 years starting from COD with the electricity buying rate of feed-in tariff (FIT) Yen 36 per unit.

On October 18, 2017, The Board of Directors Meeting No. 8/2017 approved of the divestment in solar power plant in Japan to the original project seller (Repurchase) at the price equal to an initial investment cost that the Company paid for project at first time plus carrying costs. The Company has continued its policy of terminating its business in the field of solar and renewable energy in order to manage benefit from the energy business, which is the same business as Eastern Power Group PCL. (EP), (EP is a subsidiary of EPCO with holding proportion of 75% and AQUA holds 38.40% of EPCO). As EP is in the process of being listed on the SET, this will add value to EPCO and to the Company as an EPCO shareholder.

As at December 31, 2017, the Company completely received payment from the sale of investment in solar power plant projects in Japan. Presently, TEXAS 121 is in the process of liquidation and closing the company.

Eastern Printing Public Company Limited (“EPCO”)

- Shareholding

Aqua Corporation Public Company Limited (“AQUA”) holds 38.40% and the remaining shareholding structure of EPCO can be found on the Stock Exchange of Thailand's website, because EPCO is a listed company.

- Status related to the company.

Associated Company

- Business Type

Core business is the publications and printing businesses in comprehensive manner by providing services ranging from production planning to binding into the finished publication. In late 2011, EPCO has expanded to invest in renewable energy by investing in a construction of solar power plants. At the present, the summary of solar power plant projects of EPCO group can be detailed as follows:

Solar power plant project, type Solar Farm with 20MW total capacity:-

Project	Counter Party	Project Location		Agreement Date	Production Capacity (MW)	Commercial Operation Date (COD)
		District	Province			
Bo Phloi Power Plant	JKR-PEA	Bo Phloi	Kanchanaburi	7 Sep 09	5	15 Oct 12
Bo Phloi Power Plant	RPV- PEA	Bo Phloi	Kanchanaburi	7 Sep 09	5	15 Oct 12
Lopburi Power Plant	LOPBURI- PEA	Khik Samrong	Lopburi	26 Sep 11	5	4 Feb 14
Prachinburi Power Plant	PS- PEA	Mueng Prachinburi	Prachinburi	22 Aug 16	5	1 Feb 17

Solar power plant, type Roof Top with 1.5 MW total capacity :-

Project	Counter Party	Project Location		Agreement Date	Selling Capacity (W)	Commercial Operation Date (COD)
		District	Province			
KMC994	EPCOG- MEA	King Bang Sao Thong	Samut Prakan	7 Nov 13	214.8	18 Sep 14
KMC995	EPCOG- MEA	King Bang Sao Thong	Samut Prakan	1 Nov 13	214.8	18 Sep 14
KMC996	EPCOG- MEA	King Bang Sao Thong	Samut Prakan	30 Oct 13	214.8	18 Sep 14

Project	Counter Party	Project Location		Agreement Date	Selling Capacity (W)	Commercial Operation Date (COD)
		District	Province			
KMC9911	EPCOG- MEA.	King Bang Sao Thong	Samut Prakan	26 Nov 13	214.8	18 Sep 14
KMC9915	EPCOG- MEA.	King Bang Sao Thong	Samut Prakan	7 Nov 13	214.8	18 Sep 14
EPCO B2	EPCOG- MEA	Lak Si	Bangkok	26 Nov 13	237.16	28 Apr 15
EPCO B3	EPCOG- MEA	Lak Si	Bangkok	4 Nov 13	64.68	30 Apr 15
TYT K	EPCOG- MEA	Lak Si	Bangkok	4 Nov 13	129.36	10 Jun 15

Co-Generation Combined Power Plant consists of :-

No	Project	Capacity (MW)	Steam (Ton /Hour)	Location	Commercial Operation Date (COD)
1	PPTC	120	30	Lad Krabang Industrial Estate	March 29, 2016
2	SSUT	240	60	Bangpoo Industrial Estate	Factory No. 1 : Dec 29, 2016 Factory No. 2 : Dec 3, 2016
Total		360 MW	90		

Solar power plant in Japan with 35.215 MW total capacity :-

Project	Developer and Operator	FIT Price (JPY/kWh)	Approval Capacity (MW)	Installation Capacity (MW)	Expected COD
KURIHARA I	Premier Solution Co., Ltd	40	9.52	11.6802	Qtr 3/2018
KURIHARA II	Premier Solution Co., Ltd	36	12.24	17.864	Qtr 3/2019
KYOTO	Godo Kaisha Green Energy	32	9.99	12.0098	COD 21 Nov 16
SHICHIKASHUKU 1-2	Deneb	36	3.465	4.4075	Within year 2018

Installation of systems and control “Solar Power Roof Top” consists of :-

Project	Operator	Location	Installation Capacity (MWdc)	Expected (COD)
EPCO (Self Consumption)	Epc Green Power Plus Co., Ltd.	Lak Si, Bangkok	0.024	1 May 17
King Pac	Epc Green Power Plus Co., Ltd.	Muang Chonburi, Chonburi	2.08	In progress
Klintpac	Epc Green Power Plus Co., Ltd.	Phra Samut Chedi, Samut Prakan	1.00	In progress
Thai – Lysaght	Epc Green Power Plus Co., Ltd.	Uthai, Phra Nakorn Sri Ayutthay	0.282	In progress
Sanroong	Epc Green Power Plus Co., Ltd.	Ban Bueng, Chonburi	0.968	In progress

● Financial Highlights (Consolidated financial statements)

Unit: Million Baht	Year 2017	Year 2016	Year 2015
Total Assets	8,478.60	6,930.38	2,578.54
Total Liabilities	6,004.65	4,739.12	1,197.56
Shareholders’ Equities	2,473.95	2,191.25	1,380.98
Shareholders’ Equities – part of EPCO	2,108.78	1,896.22	1,382.41
Total Revenues	962.63	881.15	889.96
Net Profit	233.39	135.73	247.32
Net Profit –part of EPCO	207.19	118.74	247.18
Net Profit per Share	0.26	0.16	0.32
Dividend per Share (*)	0.08	0.16	0.22

หมายเหตุ (*) EPCO announced the dividend payout from each year operation as follows:

Year 2017 cash dividend Baht 0.11 per share and common stock dividend at the rate of 20 existing shares to 1 stock dividend or equal to stock dividend payout ratio of Baht 0.05

Year 2016 cash dividend Baht 0.12 per share and common stock dividend at the rate of 25 existing shares to 1 stock dividend or equal to stock dividend payout ratio of Baht 0.04

Year 2015 cash dividend Baht 0.18 per share and common stock dividend at the rate of 25 existing shares to 1 stock dividend or equal to stock dividend payout ratio of Baht 0.04

2. Type of Business

The revenue structure from the business of the Company and its subsidiaries from 2015-2017 can be categorized as follows:

Type of revenues	2015		2016		2017	
	MB.	%	MB.	%	MB.	%
1. Revenue from advertising billboards:						
1.1 Proceeds from sales	-	-	-	-	29.76	2.16
1.2 Spaces rental for advertising	258.56	34.52	250.06	36.59	494.78	35.87
1.3 Production fee	54.77	7.31	56.90	8.33	59.74	4.33
Total	313.33	41.83	306.96	44.92	584.28	42.36
2. Revenues from warehouse business:						
2.1 Revenues from rental and service	248.60	33.19	286.01	41.85	283.81	20.58
2.2 Gain on revaluation of investment properties	46.95	6.27	-	-	69.30	5.02
Total	295.55	39.46	286.01	41.85	353.11	25.60
3. Revenues from real estate, rent and services:						
3.1 Revenues from rental and service	-	-	-	-	37.59	2.73
3.2 Gain on revaluation of investment properties	-	-	-	-	223.94	16.24
Total	-	-	-	-	261.53	18.96
4. Share of profits from associates : EPCO	94.91	12.67	45.60	6.67	79.56	5.77
Total	94.91	12.67	45.60	6.67	79.56	5.77
5. Other income:						
5.1 Reversal of debt loss	3.29	0.44	3.15	0.46	1.27	0.09
5.2 Hire – purchase interest income	0.17	0.02	0.41	0.06	0.15	0.01
5.3 Gain on the disposal of investment	-	-	-	-	33.97	2.46
5.4 Gain on the disposal of foreign entities	-	-	-	-	6.53	0.14
5.5 Interest incomes	23.25	3.10	20.36	2.98	13.25	0.96
5.6 Other	18.58	2.48	20.93	3.06	45.70	3.31
Total	45.29	6.04	44.85	6.56	100.87	7.31
Total revenues	749.08	100.00	683.42	100.00	1,379.35	100.00

Note

1. The operations of Media Business the group company since 2015 are as follows :

1.1 Media Billboard under Aqua Ad Pcl. stake of 74% paid-up capital. AQUA has increased its stake from 74% to 100% as at March 24, 2016

1.2 On February 21, 2017, Aqua acquired of 90% of the registered and paid-up ordinary shares of Boardway Media Co., Ltd.

1.3 On April 4, 2017, AA (a subsidiary of AQUA holding 99.99%) acquired 100% of the registered and paid-up ordinary shares of M.I.S. Media Co., Ltd.

2. On November 11, 2015, Thai Consumer Distribution Center Co., Ltd. (a subsidiary of AQUA holding 96.13%) acquired 100% of the registered and paid-up ordinary shares of Accomplish Ways Holdings Co., Ltd.

3. In Quarter 1/2016, Mantra Asset the Company invested in the real estate for rental and service business and started to recognize income for Phase 1 since April 2017 and realize full income for the entire project from August 2017 going forward.

2.1 Hire Purchase Business

In the past, the Company operates hire purchase under “Distar” brand which includes household electrical appliances, office equipment, motorcycles and others, with pre-sale and after-sale service to middle-income customers, non-municipal residents in various province across the country. On February 21, 2007 and taxies due to the unworthiness of the operating cost. At the present, nearly all of The Company’s receivables portfolio of are considered write-offs in order to comply with the relevant laws. Later on, if receivables make the payment to the subsidiary, the subsidiary will collect the cash and records the amount as revenues in terms of bad debt recovery. For the receivables that had not been written off, the subsidiary has set a full amount of a provision for doubtful accounts.

Hire-Purchase Receivables

Receivables from the operations of the Company and its subsidiaries can be categorized into 7 main tyeps of hire-purchase receivable with the outstanding balance as of the end of the year as follows:

Type of debtor	2017		2016		2015	
	MB.	%	MB.	%	MB.	%
Electronic appliances and equipment						
- Retail Customer	-	-	-	-	-	-
- Reprsentative	-	-	-	-	-	-
Cars						
- Receivables under car leasing agreements	-	-	0.27	7.05	0.27	5.21
- Receivables transferred under hire purchase agreements	-	-	-	-	-	-
- Receivables under financial leases agree-ments	3.00	100.00	3.56	92.95	4.91	94.79
Public Phones	-	-	-	-	-	-
Loans	-	-	-	-	-	-
Total	3.00	100.00	3.83	100.00	5.18	100.00

Remark: FOr the receivables presented in the table above, the Company has set aside a full amount of a provision for doubtful accounts.

2.2 Media advertising business

This business is the service and production of the outdoor media (Out of Home Media) with a variety of formats, sizes, locations, and presentation techniques in order to responses to the needs of different customers. The group company provides comprehensive media advertising services such as planning and consulation services, and building the media network together with media production, installation and maintainance throughout the service period.

The group company offers 2 main media advertising services as follows:






1. Static Outdoor
2. Digital Media

Details for each type of media

1. Static Outdoor

Static outdoor media offers the various sizes of signage, both large and small, located along side of the main roads, on the express ways and outside of the buildings, covering the business districts, community areas in Bangkok and vicinity of Bangkok, and big cities across Thailand. The production of the static outdoor media can use a variety of materials which is suitable for appearance of the products the most and attracts people. There are 2 types of incomes, media rental income and media production income. The customers who rent the Company's media are required to use the Company's production in order to be able to ensure the warranty coverage in the following details:

- ❖ The structure uses industry-standard materials and has gone through weight carrying and wind resistance calculations from skilled and experienced engineers.
- ❖ The signage is a one-piece work consisting of metal materials and non-metallic materials such as aluminum sheets, zinc sheets and vinyl sheet.
- ❖ The structure of outdoor static media (Static Outdoor) can be classified as follows: Mono Pole, Double Column, and Steel Truss on the ground and on the buildings, including the Series Posters of light box media located under the Expressway along side Ekamai-Ramintra Road.

		
Mono Pole	Double Column	Iron knit spider web on the ground
		
Steel woven spider web on the building	Light Box	

At the end of the year 2015-2017, the group company had static outdoor media in the following locations:

Locations	Numbers of Media Structure (unit)		
	2017	2016	2015
Along side main roads in Bangkok and vicinity areas	195	197	182
Along side main roads in other provinces	113	72	55
Total	308	269	237
Occupancy Rate (%)	46.57	59.55	54.62

2. Digital Media

Digital Media is the electronic media that can display emotions and feelings from the movements and sounds generated by the media. This media format attracts audience, stands out at nighttime, and is very popular nowadays. The company focuses on the advertising media that can create impact to the audience. Therefore, around 90% of the construction of digital media have more than 100 sq.meters, and installation in network covering central business districts in Bangkok, in area with heavy traffic across Bangkok which can be divided into Inner Area focusing on business areas consisting of leading department stores and dense residential condominiums such as Sathorn Road, Rama IV Road, Sukhumvit Road, Asoke Road, Petchaburi Road as well as the surrounding area of the Victory Monument, Central Area focusing on secondary locations with a mix of residential houses and condominiums, and discount stores and large supermarkets such as Ratchadapisek Road, Pattanakarn Road, and Outer Area focusing on main roads surrounding Bangkok such as Chaengwattana Road, Ngarmwongworn Road, Ram Intra Road, Bang Na Road.

Moreover, the group company expands the network to the big cities in commercial areas focusing on the provinces that have the commercial airports, and department stores. In addition, the Company also has the business partners that enhance the network expansion to the locations without the Company's own media so that the Company can offer the service for all over the country.

To match with the 4.0 Life Style, the group company has partnered with the TV Channel 19 Spring News to bring daily news broadcasting through our digital media network to create the liveliness for media business. It also allows the audiences to receive important news in a timely manner.

- Bangkok and vicinity areas

		
Mega X – Palladium building - Pratoonam Junction	Rama 4 – Sofitel Bangkok Hotel	Makasan, Istin Hotel
		
Palladium World - Pratoonam Junction	Victory Mall – Victory Monument	Asoke Junction

- Other Provinces

		
Chonburi Province – Baan Suan Junction	U-dornthancee Province - 5 Wong Vean Nampu	Nakornsawan Province - Big C red light junction
		
Chiang Mai – Tai Soi junction, Nimmanhem Rd.	Phuket Province - Ocean front Clock tower	Surat Thani - SR Hotel Sri Vichai Road

The locations of digital media can be classified below:

Location	End of 2017		End of Qtr 2/2018	
	Number of Signage	Size (Sq.M)	Number of Signage	Size (Sq.M)
Bangkok and vicinity areas	20	4,706.52	51	9,337.56
Other Provinces	19	2,460.44	27	3,281.64
Total	39	7,166.96	78	12,619.20
Occupancy Rate (%)	52.97			

2.3 Warehousing Business

The Group currently operates warehouses and services developed to meet the needs of our customers (Built-to-Suit) that mostly involve in large projects. Our next strategy is to develop the warehouses that are ready built to accommodate the needs of customers. Therefore, the Group will have the supplies for both Built-to-Suit to accommodate the needs of specific customers and the Ready Built to accommodate the new customers and to instantly meet the market demand.



Details of the warehouses as of 31 December 2017 are as follows: รายละเอียดของโครงการ ณ วันที่ 31 ธันวาคม 255

Warehouse	Location	Occupancy (%)	Leaseable area (Sq.M.)
1	Klong preng, Chachoengsao province	100	47,000
2	Klong preng, Chachoengsao province	100	61,800
3	Tambon Klongjik Amphur Bangpra-In Ayutthaya	100	4,525
4	Tambon Klongjik Amphur Bangpra-In Ayutthaya	100	9,320
Total			122,645

2.4 Real estate for rent and services

The Group operates real estate for rent and service business by acquiring a property in Chiang Mai province aiming to build a facility as a resort for eco-tourism and agriculture tourism to meet customer needs (Built-to-Suit). The project is long-term leased by a customer who operates a retreatment center.



Details of the warehouses as of 31 December 2017 as follows:

Location	Occupancy (%)	Land Area	Leaseable area (Sq.M.)
Mae Rim district, Chiang Mai Province	100	34-1-62.6 Rai	11,093

Competition status and industry trends
Electrical appliances industry and Competitive Situation, and the leasing operators.

As the Company has ceased to operate hire purchase of electrical appliances and others 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.

Advertising media business
Competitive Strategies

The Group offers 2 media types, Static Outdoors Media and Digital Media, locates in important areas across the country consisting of Bangkok area of 65% and big cities in other 42 provinces of 35%. Our media reaches to all demographic of audiences, all ages, all occupations. Static outdoors type has total media space of ____ sq.m., gathering from 300 signage and the digital media type has total media space at the end of year 2017 of 7,166.96 sq.m., gathering from 39 signage. With additional investment, at the end of Q2/2018, total media space for digital media will increase to 12,000 sq.m., gathering from 78 signage. The average digital media space is approximately 154 sq.m. per signage.

In order to maintain the market shares to be in top 3 in Out of Home media industry, the Company has set the strategies as follows:

1. Considering the locations that are outstanding or the landmark of any specific place, for example, the large static outdoor signage on the motorway outbound near Suvarnabhumi Airport for Bangkok Bank customer, and the large static outdoor signage in Pak Chong District, Nakhonratchasima Province for Sigh Corporation customer, together with the digital media signage near Mega X Building near Pratunam intersection offering the media space more than 1,500 sq.m. which is considered one of the biggest advertising media signage in Thailand. All of these are for the impacts of brand awareness for the customers and the Company.
2. Considering building only the digital media signage that supports more than 120 sq.m. of media space in order to create the impacts to audiences and be the attraction in area which generates the value for customers.
3. Expanding the network to cover most areas Bangkok and other provinces in order to communicate with consumers as many as the demands of advertising market.
4. Classified signage into group for presentation purposes to corporate customer for long-term contracts such as by region or by nationwide coverage
5. Providing flexible services and accommodating to customers to convince customers to use the services. Also, to increase the confidence in services, the Company delivers broadcast report via log file and promising the LED troubleshooting responsive within 24 hours.

6. Enhancing the ability for media not only for broadcasting the ads but also the live events, in conjunction with increasing media potential by combining of the use of technology and digital media to support activities such as interactive activity.

7. Attracting audiences and adapting to 4.0 lifestyle, the Group has partnered with the TV Channel 19 Spring News to broadcast hourly news to support the lifestyle of people in new generations who spend most of their time outside the home and to create some liveliness for media business, delivering the audiences the important news in a timely manner.

8. Focusing on using technology in optimize the performance to current media, searching for the innovation that can generate the value added to the advertising media and truly meet the demand of the market, along with seeking for other media formats to offer an alternative to the customers. The Group also conducts regular search for technology used in international media via leading international advertising magazine and business trip to overseas to adopt and deploy the technology.

Characteristics of target customers

Main customers can be separated into 2 types based on the contacts

1. Ad Agencies

Are the agencies representing the owner of products and services who will contact the Company to produce and install the advertising media for their clients who own such products and services.

2. Direct Customers

Are the companies, private entities, government agencies, government organizations, and state enterprises who are the operators or the owner of businesses, products or services. This type of customers will contact the Company directly without any representative or ad agency in order to produce and install the advertising media as agreed upon details and format.

During 2015 – 2017, the Company has the revenue breakdown by customer types as follows:

Year	Agency			Direct			Total Revenue
	Number of customer	Revenue (million baht)	(%)	Number of customer	Revenue (million baht)	(%)	
22017	85	357.01	61.14	209	226.91	38.86	583.92
2016	61	121.39	39.55	112	185.57	60.45	306.96
2015	65	119.91	38.27	113	193.41	61.73	313.32

Top 10 customers based on total revenues during 2015-2017 can be summarized as follows:

	Year 2017	1Year 2016	1Year 2015
Aggregated revenue of top 10 customers (million baht)	280.46	120.64	106.89
Proportion of aggregated revenue of top 10 customers to overall revenue	48.03	39.30%	34.12%

Industry trends and Competition in the industry

Advertising through various media format is widely accepted as a powerful tool for marketing which create such positive impacts both short-term and long-term to the company, for example, increasing sales, increasing product awareness, being an effective tools used for communicating to the consumers along with building brand loyalty etc. The manufacturers who advertise via media will have competitive advantages over those who do not advertise.

Media expenditures include expenditures from marketing activities of all business sectors. Therefore, media expenditures are likely to vary by economic conditions of the country. During good economy, the manufacturers are motivated to increase media expenditures aiming to gain market share as purchasing power of consumers increase. During recession economy, the manufacturers can easily reduce the budget for media expenditures in comparison with other expenses such as reduction of workforce.

Overview of the advertising industry in 2017 was at Baht 1.01 trillion a year, decrease by 6.00% from 2016 of Baht 6,478 Million. The summary of the media use from 2016-2017 as follows.

Type	Year 2017 (MB)	%	Year 2016 (MB)	%	Change value (MB)	nGrowth (%)
TV	40,966	40.38	47,121	43.67	(6,185)	(13.12)
Cable / Satellite	2,913	2.87	3,450	3.20	(537)	(15.57)
Digital TV	21,907	21.59	20,393	18.90	1,514	7.42
Radio	4,476	4.41	5,263	4.88	(787)	(14.95)
Newspaper	7,706	7.60	9,857	9.13	(2,151)	(21.82)
Magazines	1,943	1.92	2,926	2.71	(983)	(33.60)
Theaters	6,807	6.71	5,445	5.05	1,362	25.01
Billboards	6,391	6.30	5,667	5.25	724	12.78
Transport	5,878	5.79	5,337	4.95	541	10.14
In store media	946	0.93	703	0.65	243	34.57
Internet	1,513	1.49	1,731	1.60	(218)	(12.59)
Total	101,445	100	107,923	100.00	(6,478)	(6.00)

Sources of information The Nielsen Company (Thailand) through the Website Advertising Association of Thailand. www.adasso thai.com

In 2017, the value of using the media as a whole decreased by 6.00% from 2016, the media sector was growing, with five types of media including Digital TV valued at 21,907 million baht growing 7.42%, Theaters valued at 6,807 million baht growing 25.01%, Billboards valued at 6,391 million baht growing 12.78%, Transport media valued at 5,878 million baht growing 10.14%, and In store media valued at 946 million baht growing 34.57%.

Most media are in decline including TV valued at 40,966 million baht, down 13.12%, Cable / satellite valued at 2,913 million baht, down 15.57%, Radio valued at 4,476 million baht, down 14.95% Newspape valued at 7,706 million baht down 21.82% and Magazines valued at 1,943 million baht, down 33.60%.

Sourced from the information pulished by Office of the National Economics and Social Development Board (referencing the Prachachart Business Newspaper, dated December 19, 2017), it is forecasted that Thailand's economy for the year 2018 will expand by 3.6-4.6% due to the expansion of the world's economy as the export sector will continuously expand accompanying with the acceleration from government investments while the private investment becomes certain resulting in

employments and people's income. This is good news to the advertising industry to have more confidence that year 2018 will be another good year for the advertising industry.

Warehouse for rent and services

Competitive strategies

The Group started of as a developer of warehouse and distribution center projects to meet the tenants' needs (Built-to-Suit) by emphasizing on creating a value added for the tenants in terms of logistic cost management, paying attention and understanding the needs and specific business requirements in order to decide and develop warehouse project with special character, offer the suitable location and deliver the project in a timely manner. All of these services under a reasonable price which reassures the confidence of tenants that renting our warehouse will increase the efficiency in logistic management. As a result, the Group has gained the creditabilities and trusts from the existing customers and was selected as the developer for the expansion of an additional warehouse project, increasing the lettable areas from 47,000 Sq.M. to 108,800 Sq.M.

In addition, the Group also has the continuous development plan and expansion of space for rent for both existing and new customers. The highlights and strategies utilized by the Group can be detailed below:

1. The quality of warehouse and distribution center as well as the design that meets the requirements specified by the tenants resulting in improved efficiency of logistic management for tenants.
2. The quality of the Ready Built warehouse and distribution center to accommodate the growing demands for space expansion of the existing customers and general customers.
3. Comprehensive services available.
4. Experiences and expertise.
5. Locations that are the prime location for operating logistic and accommodating the requirements of customers in terms of shipping costs, and time spent on shipping and distribution. Determining the location is the collaborative process between the tenants and the Group which includes considering all factors, direct and indirect, short-term and long-term, that have some impacts to the tenants' business, for instance, transportation routes, sources of goods, and benefits from government.

Characteristics of target customers

1. The manufacturers and sellers, both local and international, who have demands for warehouses or distribution centers to distribute goods to customers and end consumers either within greater Bangkok areas or other regions of Thailand, to the extent of other regions within ASEAN Economic Community (AEC). Warehouses and distribution centers that are in demand of this group of customers need to meet complex requirements as it is the important factor affected directly on the efficiency of doing a business and logistic costs.

2. Third Party Logistics providers (3PLs), mostly the leading international companies with expertise in administration and logistic management. These companies oversee the distribution and transportation of goods which is not a main business or core competencies of the owner of products. 3PLs will invest in distribution network, providing the vehicles, warehouses, labors, equipment, and supporting systems etc.

Total rental space of the group classified by customer group as at 31 December 2017.

	Group of customers	Rental area (sq.m)	%
1	Consumer products manufacturers	108,902	100
2	Logistics service provider	13,845	100
	Total	122,747	100

Total rental space of the group classified by type of lease term remaining as at 31 December 2017

	Lease term	Rental area (sq.m)	%
1	1-3 years	-	-
2	More than 3 - 5 years	-	-
3	More than 5 – 10 years	122,747	100
	Total	122,747	100

Trends and competitive environment in the industry

The Bank of Ayudhya's article discusses the trend and competitive environment of warehousing industry by estimating that general warehousing business will continue to grow for over the next 1-3 years based on the demands. However, the warehouse associated with agricultural business will still be sluggish due to high excess supplies.

- **General Warehouse:** the demand for warehouse space is likely to improve in line with the expansion of the investment from Manufacturing industry, according to the government plan for propelling the investments in 10 target industries, and the continuous expansion of domestic commercial/service sectors , particularly the e-commerce which is expected to continue expanding. The Company's warehouses are classified in this category.
- **Cool Storage Warehouse:** the demand for cool storage warehouses is estimated to remain low, which may lead to the excess supplies situation causing lower rental rate, due to the fact that fishery industry tends to slow down after the government increases control of fisheries business in compliance with international standards. In addition, Thai shrimp culture production is estimated to be lower than that of the previous period due to the pandemic of EMS disease as a large number of shrimp cultivators (mostly small farms) went of business during the epidemic, while the large scale shrimp cultivators with seafood processing business have moved to invest in other countries ,such as Vietnam, India etc., during such EMS epidemic.
- **Agricultural Warehouse or Silo:** the availability of Silo has increased causing the Silo operators to suffer from liquidity shortage. Rice quantities within the Rice Pledged Program during production season of 2011 -2013 will be distributed in year 2018. Silo operators will no longer have revenue from storing rice from such government projects and need to find compensation from storing other types of grains such as corns, tapioca, rice bran, flour, beans etc.

The investment for expansion of the general warehouse space is expected to increase, particularly the real estate funds and industry estates which tend to expand the modern warehouse space. As a result, competition in this business will be

rising and the rental rate will remain stable. The general warehouses in some locations that may have the opportunity to grow and continue to increase revenue in the future, such as:

- Warehouses locate near the manufacturing areas: expected to have increase in demand in the existing industrial estate areas and new targeted areas under government supports such as Bangkok and vicinity areas, Eastern Economic Corridor: EEC, center province of the region, border provinces and surrounding areas that are expected to be benefits from the development project SEZs (such as Tak, Mukdahan, Sa Kaeo, Trat, Songkhla, Chiang Rai, Nong Khai)
- Warehouse locate near consumer market: use as distribution center and the center to support the expansion of online market which is emphasizing on the fast shipping to customers such as Bangkok and vicinity, center provinces in region (such as Chonburi, Phitsanulok, Nakhon Ratchasima, Khon Kaen, Ubon Ratchathani, Surat Thani)

Moreover, the potential location of Thailand as the center of Southeast Asia region, along with progress in developing Thailand's transport infrastructures, either the railroads systems, roads systems or aviation systems, linking the neighboring countries in ASEAN, China and India, as well as the lack of standard warehouses in the region and the opening for ASEAN investors to invest in warehouse business in some countries, such as Vietnam (ASEAN investors can hold 100%), Indonesia (49-51%), Cambodia (49%) and Philippines (40%), the growth of economy of the neighboring countries and the huge expansion of investment in industrial sector in these countries combined with growing border trades will support an increase of demands for warehouse space. As a result, the operators will have more opportunities to expand the warehouse business to the neighboring countries and recognize more revenues.

Real estate for rent and services

The operation of this business will be similar to that of warehouse for rent and service as the Company developed the property in order to serve customer's needs (Built-to-Suit). The company's customers operate the retreatment center and has been doing this business with many years of experience.

3. Risk Factors

3.1 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, 2017	Type of business	Risks and Solutions
Aqua Ad Public Company Limited (AA)	100% of total paid-up capital	Provide rental space for advertisement and advertisement produc- tion service by focus- ing on outdoor adver- tisement such as bill- board.	<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 2017 and 2016, AA paid dividend in the rate of 4.18 and 6.28 , respectively, 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"> 1) The annual license tax. 2) To monitor the stability. Building and billboard every year. 3) Maintenance as recommended by the Engineers check the stability. 4) he billboard insurance and third party.

Company	Shareholding as of December 31, 2017	Type of business	Risks and Solutions
Boardway Media Co., Ltd	90% of total paid-up capital	Advertising media in the format of static outdoor media and LED	On February 21, 2017, the Company invested in 90% the common shares of BWM with the anticipation to receive a return from dividend in the higher rate compared to the interest earned from deposit with financial institution, and to aim for building a comprehensive network of LED across the country. This will enhance the communication to wide audiences which will contribute to the growth of advertising media business. During the past year, BWM has been in the process of expanding the LED signage to cover the country and is expecting to completed the expansion in quarter 2/2018. For 2017, BMW had net loss from the operation and was unable pay the dividend.
Eastern Printing Public Company Limited (EPCO)	38.40 % of total paid-up capital	Publisher who operates comprehensive print- ing services and re- newable energy.	Year 2010, the company has invested in EPCO. Company expects to receive compensation in the form of higher dividends, deposits with financial institutions. In the past, EPCO paid dividend of 2 times per year in a rate of 7.97 in 2017 and ที่ผ่านมามี 7.68 in 2016 compared to investment capital (Year 2016 and 2017 EPCO EpcO pay a share dividend paid in part by the proportion 20 existing shares : 1 share) 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. 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.
Aura Dream Company Limited	5.98% of total registered capital	operate hotel with ca- pacity of 209 rooms and serviced apartment with capacity of 88 rooms in Nakhon Pathom province.	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". 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.

Company	Shareholding as of December 31, 2017	Type of business	Risks and Solutions
			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.
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 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 2017 TCDC dividend payment at the rate of 0.63 % and 1.05% in 2016 compared to investments. The reason that TCDC has the dividend payout rate much lower than the net profit from operation, as presented 20.70% in 2017, and 37.7% in 2016, is because TCDC has the loan repayment. Therefore, cash flow management is very important to TCDC.</p>
Mantra Assets Co., Ltd (MANTRA)	100% of total registered capital	real estate for rent and services	<p>During 2016, Mantra, a subsidiary company with 100 shareholding, has purchased a land in Chiang Mai province in the purpose of constructing a facility used for operating a resort for eco-tourism and agriculture tourism which has the total investment value in this project of Baht 450 million, and solely lease out to The Cabin Chiang Mai Co., Ltd. after the construction is completed for operating a retreatment center for the duration of 10 years with an option to continue the lease for another 10 years.</p> <p>The factors that may result in the returns on investment comes below the target are (1) as the process is still under the construction, the cost could overrun. Therefore, as specifying in the contract, the return on investment for the cost that exceeds 370 mb but lower than 390 mb will be at the rate of 15% per year</p>

Company	Shareholding as of December 31, 2017	Type of business	Risks and Solutions
			(higher than the normal rate of 13% per year). In case that the cost exceeds 390 mb, the parties will be renegotiate for the proper return rate. (2) the CABIN may not fulfil the contract or terminate the contract by expiry date. However, the contract clearly specifies that the CABIN has to pay the remaining fees should the contract be terminated prior to term of 10 years in case of not a lessor's fault. BG of 75 mb will need to be placed as a guarantee for first four years, 50 mb for the next 3 years and 25 mb for three years after, along with the cash deposit of 26 mb as another guarantee, according to the contract., in 2017 dividend payment at the rate of 2,473.95 compared to investments.

Services and production of media advertisement

3.2 Risk of regulatory control of media advertisement

The Company group's core business is providing rental space for advertisement, production and installation of media advertisement, focusing on outdoor advertising in a form of billboards located across Bangkok and other provinces, including billboards that the Company produced 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)	Year 2017	Year 2016	Year 2015
Number of billboard of the Company (area)	243	153	139
Number of billboard with incomplete documents of building permission (area)	150	106	87
Percentage of billboard with incomplete documents of building permission	61.73%	69.28%	62.59%
Net book value	671.16	143.05	161.58
Revenues from advertising	437.07	146.82	146.07
Percentage of total revenues from advertising	59.82	57.25	56.49%
Impact on revenues from billboard removal	(437.07)	(146.82)	(146.07)
Impact on total assets and shareholders' equity from billboard removal	(671.16)	(143.05)	(161.58)

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.

3.3 Risk form the recession of the economy in the country

Advertising media has direct relationship to the advertising industry and the overall economy of the country. During the recovery period, the spending volume for the advertising media will tend to increase following the increase in consumption which will benefit to the Company's business. During the recession period or having a political unrest in Thailand or other events that affect the confidences and purchasing power of the consumer, the owners of products and services may response by reducing the advertising budget in all kinds of media resulting in significant decline of sales.

The structure of the advertising media industry nowadays has been changed from the previous time. The product manufactures and service providers tend to distribute the ad budget to new form of media that has high potential, particularly the out of home media which can effectively reach the consumers with purchasing power in the city areas. Also, the cost of the media is relatively low comparing to that of the other forms of media while the impact on the audiences is high. As you can see from the recent recession period during 2016-2017, the customers who are the owners of products and services still used the out of home media continuously. Even though the overall advertising expenditures may be declined, the out of home media expenditures are still growing. However, the Company cannot guarantee that the performance and financial situation of the Company will not be affected in case of the on going of economic recession or increasing impact in the future.

3.4 Maintain the market shares

The Group focus on maintaining the market shares in the out of home media industry to be ranked in the Top 3 of the industry. During the past 3 years, it is very noticable that the structure of the advertising media industry has been changed significantly. The customers demand for media with stylish form and that can be modified the marketing messages rather quickly. As a results, the use of advertising media has grown year over year, in 2017 growth 12.78% and 2016 growth 35.20%. Therefore, if the Company cannot adapt or develop the media to be more modern and align with consumers' needs, the Company will not be able to achieve the goal of maintaining the market share. In 2017, the Company has already invested and developed the LED media in order to meet the needs of media users.

Warehouse for rent and services business

1. Risk of uncollectible receivable for rental fees

The risk that the Company and its group company 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 financial difficulty to the customers, and finally impact the ability to make payment of rental fee under the leasing agreement. This event may cause the Company and its group company the lack of liquidity and affect the repayment of debts to financial institutions, which is required to pay on a monthly basis.

However, the Company and its group company anticipate that such impact are unlikely to occur since the customers are leading international companies, highly reliable, and having financial stability, as well as the Company required tenants to place cash deposit for rental fees and / or letter of guarantee from banks. In general, the terms and conditions of the leasing agreement of most Built-to-Suit projects have specified that in case the tenant terminates the agreement before the expiration of 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 installment payments. If problem occurs, it will certainly not affect the Company's ability to repay debts to financial institutions.

2. Risk of relying on revenue from single tenant

Currently, the occupancy rate for the warehouse is 100% from 3 customers which is considered having the risk of relying on revenue from a few tenant. In case that our customers have some negative impacts from the economy, the industry or the operations causing the problems to the financial situation of the customers which could lead to breaching the contract terms, the Group will have a significant decrease in rental income.

However, the Group strongly believe that such impact will be less likely to occur due to the fact all of our customers are having the production base in Thailand and the warehouses are located near the production plants of the tenants. In addition, the leaseable areas of the warehouses are larger than 100,000 sq.m.. If the tenants consider terminating the lease before time, the tenants will have to pay the penalty fees equally to the rental fees for the remaining period to the Group.

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 accumulation of land without supportive development plan or not having a clear plan for renting to specific tenants. Due to an increase in competition of purchasing or renting land in prime locations between players, the Company may have some risk exposures to the price of land that will be escalating, or the Company may not be able to purchase the land in the desirable locations under the required costs, causing the cost of project development to go up. On the other hand, the Company may decide not to invest in the project as the return on investment may not be consistent with the financial projection.

However, the Company and its group have established a property survey and acquisition plan to be in line with the project development plans of the Company. The Company foresees that accumulation of land without supportive development plan or not having a clear plan for renting to specific tenants are not in line with the business plan, and may affect on financial liquidity. Therefore, the Company concentrates on the purchase of land based on the Company's business plan that such land must be developed for project immediately or in the near future, or the land must be suitable for the existing customers to expand as a collaborative project planning with the customers. The Company also has a policy of investment in leasehold land in some locations with regard to the feasibility study on the returns on investment as a significant factor, allowing the Company to acquire land which has potential for development as required by the tenants. Unlike other companies, The Company considers this approach a better approach than accumulation of land as it provides more flexibilities to accommodate the expansion of the tenants' business and better aspect to manage to cost of land within the appropriate level.

4. Risk of the fluctuation of interest rates

The operation of the Group requires high capital. As of December 31, 2017, the Company has outstanding borrowing balance of Baht 2,226.16 million consisting of the loan from financial institution amounting to Baht 2,067.61 million, and bonds amounting to Baht 158.55 million. Therefore, if the interest rates in the market rise, the Group will have high interest payment. This will have negative impact on the Group's profit.

However, 63.99% of the Company's borrowing compared to total outstanding balance has fixed interest rate. The remaining borrowing has float rate. As most of borrowing have fixed interest rate, this can mitigate risk of the fluctuations of interest rate at some degree. Combining with the plan for project financing for project development of the Group that is not only relying on loans from financial institution, but also having the policies of balancing the finances from the other sources of funds, particularly the fundraising from the SET and the sales of assets through mutual funds which is an important source of funds for the future investment, this is considered to help reducing the risk of fluctuations in interest rates by using fixed interest rate.

4. General information and other important information

(1) General Information of the Company

Name	: Aqua Corporation Public Company Limited
Symbol	AQUA
Registration Number	: 0107547000397
Head Office Location	: 121/68-69 21 st Floor, R.S.Tower, Ratchadapisek Road, Ding Daeng, Bangkok 10400
Website	: www.aquacorp.co.th
Telephone	: (02) 694-8888
Facsimile	: (02) 694-8880
Business Type	: 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. : Since 2007 operates in the managing investments in others business

On December 31, 2016 the Company had registered capital and paid up capital as follows:

Registered capital	: Bath 2,296,500,000, divided into ordinary shares of 4,593,000,000 shares at par value of Baht 0.50 per share
Paid up capital	: Bath 2,296,500,000, divided into ordinary shares of 4,593,000,000 shares at par value of Baht 0.50 per share
Tresury stocks	: Ordinary shares of 86,038,700 shares, the value of treasury shares amounting to Bath 66,385,217.71
Accounting period	: 1 January to 31 December

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

Name	: Aqua Ad Public Company Limited ("AQUA AD")
Registration Number	: 0107552000138
Head Office Location	: 121/69 21st Floor, R.S.Tower, Ratchadapisek Road, Ding Daeng, Bangkok 10400
Website	: www.aquacorp.co.th
Telephon	: (02) 694-8888
Facsimile	: (02) 694-8880
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.

Registered capital : Baht 404,430,759 (ordinary shares of 404,430,759 shares at par value of Baht 1 each)
Paid up capital : Baht 404,430,759 (ordinary shares of 404,430,759 shares at par value of Baht 1 each)
Accounting period : 1 January to 31 December

Name : Mantra Assets Company Limited (“MANTRA”)
Registration Number : 0105536086838
Head Office Location : 45/18 Soi Pradoo, Bangkorlaem, Bangkok 10120
Website : -
Telephon : (02) 694-8888
Facsimile : (02) 694-8880
Business Type : Original operated leasing business of electrical appliance products and automotive but currently ceases to operate the leasing business. In 2016, the Company started doing real estate for rent and services.

Registered capital : Baht 10,000,000 (ordinary shares of 1,000,000 shares at par value of Baht 10 each)
Paid up capital : Baht 10,000,000 (ordinary shares of 1,000,000 shares at par value of Baht 10 each)
Accounting period : 1 January to 31 December
Shareholding in the Company's : 100%

Name : Thai Consumer Distribution Center Co.,Ltd (“TCDC”)
Registration Number : 0105544083141
Head Office Location : 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.
Website : www.tcdc.co.th
Telephon : (02) 694-8888
Facsimile : (02) 694-8880
Business Type : The main business is warehouse for rent and services.
Registered capital : Baht 169,400,000.00 (ordinary shares of 1,694,000 shares at par value of Baht 100 per share)
Paid up capital : Baht 169,400,000.00 (ordinary shares of 1,694,000 shares at par value of Baht 100 per share)

Accounting period	: 1 January to 31 December
Shareholding in the Company's	: 96.13 % of registered capital
Name	: Texas 121 Co., Ltd. (Formerly 121 Power Co., Ltd)
Registration Number	: 0105558001088
Head Office Location	: 121/68 21 st Floor, R.S.Tower, Ratchadapisek Road, Ding Daeng, Bangkok 10400
Website	: -
Telephone	: (02) 694-8888
Facsimile	: (02) 694-8880
Business Type	: Renewable Energy domestically and internationally
Registered capital	: Baht 1,000,000.00 (ordinary shares of 100,000 shares at par value of Baht 10 each)
Paid up capital	: Baht 1,000,000.00 (ordinary shares of 100,000 shares at par value of Baht 10 each)
Accounting period	: 1 January to 31 December
Shareholding in the Company's	: 100 % of registered capital (the Company is in the process of liquidating and closing the company)
Name	: Eastern Printing Public Company Limited (“EPCO”)
Registration Number	: 0107536000838
Head Office Location	: 51/29,51/61 Soi Vibhavadee 66 (Siamsamakhi), Vibhavadee-Rangsit Road, Talat-bangkhen, Lak Si, Bangkok.
Website	: www.epco.co.th
Telephone	: (02) 551-05141-4
Facsimile	: (02) 552-0905 , (02) 551-0532
Registered capital	: Baht 861,283,589.00 (ordinary shares of 861,283,589 shares at par value of Baht 1 each)
Paid up capital	: Baht 765,585,412.00 (ordinary shares of 765,585,412 shares at par value of Baht 1 each)
Accounting period	: 1 January to 31 December
Shareholding in the Company's	: 38.40 % of paid up capital
Name	: Boardway Media Co., Ltd. (“BMW”)
Registration Number	: 0105556182484
Head Office Location	: 121/68 21 st Floor, R.S.Tower, Ratchadapisek Road, Ding Daeng, Bangkok 10400
Website	: www.boardwaymedia.co.th
Telephone	: (02) 694-8888
Facsimile	: (02) 694-8880
Business Type	: Operates out of home media for rent in the forms of billboards and LED signage
Registered capital	: 98,000,000 บาท (ordinary shares of 980,000 shares at par value of Baht 100 each)

Paid up capital	: 98,000,000 บาท (ordinary shares of 980,000 shares at par value of Baht 100 each)
Accounting period	: 1 January to 31 December
Shareholding in the Company's	: 90 % of paid up capital

(3) Information of other reference persons

Share Registrar : Thailand Securities Depository Company Limited
The Stock Exchange of Thailand Building,
93 Rachadapisek Road, Din Daeng, Din Daeng, Bangkok 10400
Telephone: 0-2009-9000
Facsimile: 0-2009-9991
SET Contact center: 0 2009-9999
Website: <http://www.set.or.th/tsd>
E-mail: SETContactCenter@set.or.th

Auditor

iss Chaovana Viwatpanachati C.P.A. (Thailand) Registration No. 4712
iss Wanpen Unruan C.P.A. (Thailand) Registration No. 7750
iss Pornip Amornchailertpattana C.P.A. (Thailand) Registration No. 9589
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

5. Securities and Shareholders information

5.1 Registered capital and paid-up capital

Registered capital and paid-up capital as at December 31, 2017 as follows.

- Registered capital 2,296,500,000 Baht divided into
Ordinary shares of 4,593,000,000 shares Par value of Baht 0.50 per share.
- Paid-up capital 2,296,500,000 Baht divided into
Ordinary shares of 4,593,000,000 shares Par value of Baht 0.50 per share.
- Treasury stocks Ordinary shares of 86,038,700 shares, the value of treasury shares amounting to Bath 66,385,217.71.

5.2 Shareholders

1) Shareholders Structure as at March 16, 2017.

Distribution of shares by nationality

Thai shareholders				Foreign shareholders			
Juristic Person	%	Person	%	Juristic Person	%	Person	%
142,794,158	3.11	4,226,063,998	92.01	224,061,700	4.88	80,144	0.00

Distribution of shares by proportion of holding

Shareholders	Number of Sharholder	Total number of share	%
Shareholders holding more than 0.5%	31	2,784,705,758	60.63
Shareholders holding not more than 0.5% but not less than one trading unit	5,203	1,808,290,606	39.37
Shareholders holding less than one trading unit.	240	3,636	0.00
Total	5,474	4,593,000 ,000	100.00

2) As at March 16, 2018 the Company has the list of top 10 major shareholders (XM), as follows

No.	Name of person / Legal entity	No. of shares (shares)	% of Issued Shares (Total 4,593,000,000 Shares)
1.	Mr.Khampol Viratepsuporn	520,230,700	11.33
2.	Saengtongaram group consists of:	29,4226,200	6.41
	<i>Mr.Charionchai Saengtongaram</i>	<i>97,000,000</i>	
	<i>Mr.Patikorn Saengtongaram</i>	<i>91,350,000</i>	

No.	Name of person / Legal entity	No. of shares (shares)	% of Issued Shares (Total 4,593,000,000 Shares)
	<i>Mr.Chainarong Saengtongaram</i>	<i>52,088,300</i>	
	<i>Mr.Housekin Saengtongaram</i>	<i>42,425,400</i>	
	<i>Mr.Paokin Saengtongaram</i>	<i>4,600,000</i>	
	<i>Ms.Nuchary Saengtongaram</i>	<i>3,000,000</i>	
	<i>Mr.Permpong Saengtongaram</i>	<i>2,732,900</i>	
	<i>Ms.Yupa Saengtongaram</i>	<i>687,000</i>	
	<i>Miss Peangpis Saengtongaram</i>	<i>310,000</i>	
	<i>Mr.Torpao Saengtongaram</i>	<i>32,600</i>	
3.	Ieosivikul group consists of :	194,491,982	5.21
	<i>Ms.Chawanluck Ieosivikul</i>	<i>140,491,922</i>	
	<i>Miss Chitwadee Ieosivikul</i>	<i>54,000,060</i>	
	<i>Mr. Wisood Ieosivikul</i>	<i>20,000,000</i>	
	<i>Mr. Sorasak Ieosivikul</i>	<i>17,884,628</i>	
	<i>Miss Pawinee Ieosivikul</i>	<i>3,040,000</i>	
	<i>Mrs.Nipawan Ieosivikul</i>	<i>2,384,614</i>	
	<i>Mrs.Panisa Ieosivikul</i>	<i>250,000</i>	
	<i>Mr.Tanadol Ieosivikul</i>	<i>140,000</i>	
	<i>Mr.Wachariwatนายวัชรวิทย์ Ieosivikul</i>	<i>107,000</i>	
4.	Chinwongworakul group consists of:	236,155,900	5.14
	<i>Mrs.Charunee Chinwongworakul</i>	<i>121,775,900</i>	
	<i>Mr.Wichit Chinwongworakul</i>	<i>114,380,000</i>	
5.	Miss Kanchanarat Wongphan	229,674,100	5.00
6.	UOB KAY HIAN PRIVATE LIMITED	224,061,700	4.88
7.	Mrs. Sumalee Ongcharit	168,800,000	3.68
8.	Mr.Pakawan Wong O-pasri	114,281,100	2.49
9.	Mr.Suwatchai Panyajirawut	110,626,300	2.41
10.	Miss Roongrawee Iampongpaiboon	99,091,836	2.16
	Total	2,236,246,560	48.69

3) The Agreement with the Major Shareholders

The Company has not signed any agreement with the major shareholders of the Company regarding the issuance and offering of securities or the management of the Company.

6. Dividend Policy

6.1 Dividend Policy of the Company

The company has a policy of paying dividends to shareholders at a rate of no less than 40% of the net profit of each year after tax and legal reserve, paying twice a year. The factors that will be considered for dividend payment are performance of operations and management, such as financial position and financial health, liquidity, business expansion plans / investment plan, etc. The comparison of dividend payment during 2015 to 2017 are detailed below:

tem	Year 2017	Year 2016	Year 2015
1. Profit to be appropriated (Million Baht)	48.38	74.78	145.04
1.1 Net profit (Million Baht)	48.38	74.78	108.94
1.2 Retained earnings (Million Baht)	-	-	36.10
2. Legal reserve (Million Baht)	2.42	3.74	7.25
3. The earnings used for calculating dividends (Million Baht)	45.96	71.04	137.79
4. Number of shares (Million Shares)	4,506.96	4,506.96	4,593
5. Dividend payout per share (Baht / Share)	0.01	0.01	0.03
6. Total dividend payment (Million Baht)	45.07	45.07	137.79
7. Dividend per earnings ratio article 3 (%)	98.06	63.44	100.00

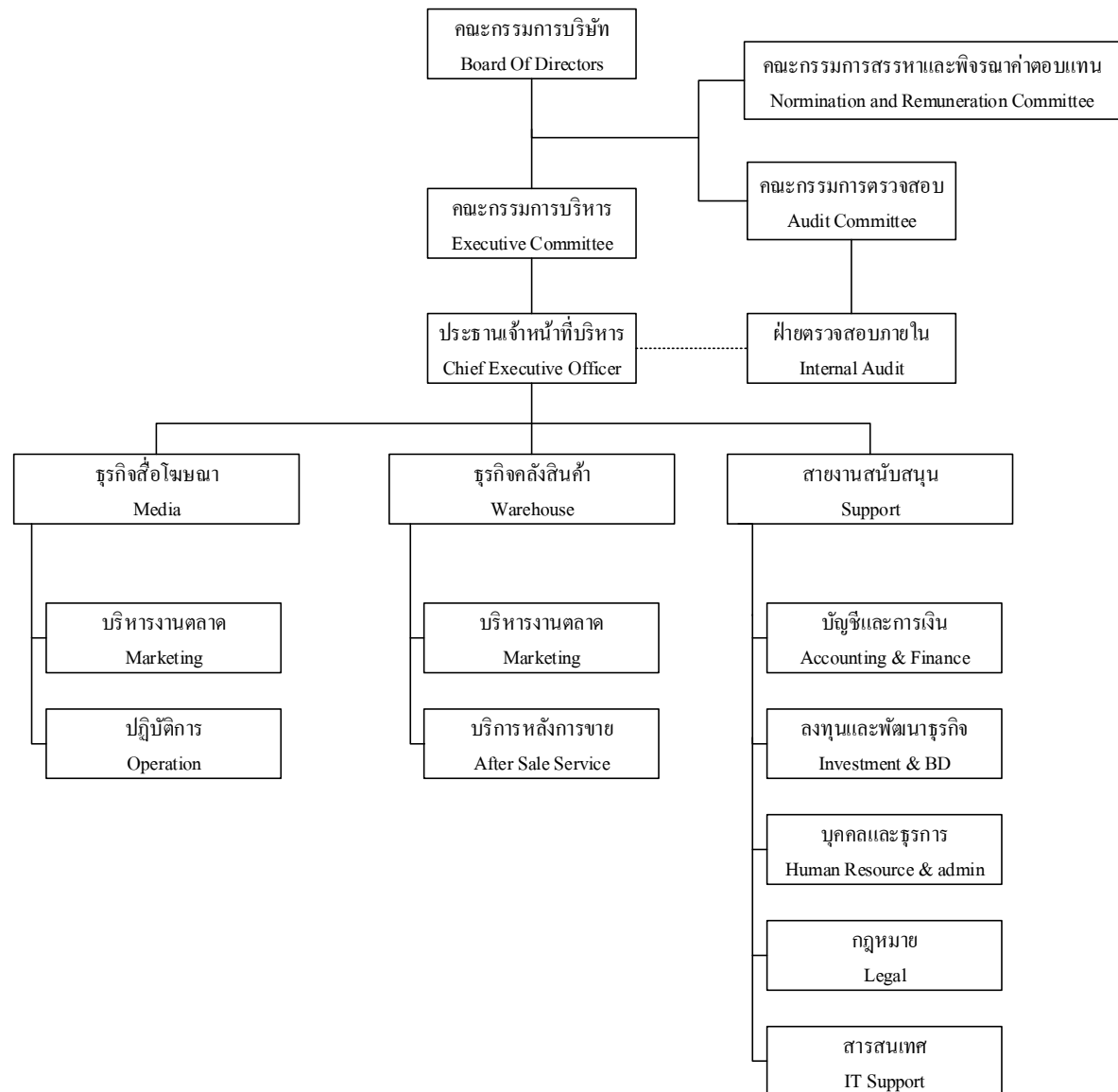
The dividend payout for the year 2017 is in accordance with the dividend policy of the Company and has been proposed to the Annual General Meeting of the Shareholders for the year 2018 to approve.

6.2 Dividen Policies of the Subsidiaries

The subsidiaries have the dividend policies by considering the separate financial statements of each company. The dividend payout rate should be no less than 40% of the net profit after tax and legal reserve, depending on the cash flows, investment plans, necessity, and appropriateness, as well as any terms and conditions that each subsidiary has with the financial institution. The dividend payment of the subsidiary must be approved by the AGM of each company.

7. Management Structure

The management structure as of December 31, 2017 is as follows:



7.1 Board of Directors

The Board of Directors as at February 28, 2018 consists of 9 persons as follows:

Board of Directors

- | | | | |
|----|--------------------|---------------|--|
| 1. | Mr. Chulasingh | Vasantasingh | Independent Director and Chairman of the Board |
| 2. | Pol.Lt.Gen. Wiboon | Bangthamai | Independent Director and Chairman of Audit Committee |
| 3. | Mr. Arak | Ratboriharn | Director and Chief Executive Officer (Acting) |
| 4. | Mr. Phonlasit | Phumiwasana | Director |
| 5. | Mr. Krit | Kuvijitsuwan | Director |
| 6. | Mr. Grisada | Jarreonkonkit | Director |
| 7. | Mr. Korchoke | Saengtongaram | Director |
| 8. | Ms. Pranee | Rattakam | Independent Director |
| 9. | Mrs. Podchanee | Phaosavasdi | Independent Director |

Executive Committee

- | | | | |
|----|---------------|---------------|----------------------------------|
| 1. | Mr. Arak | Ratboriharn | Chief Executive Officer (Acting) |
| 2. | Mr. Phonlasit | Phumiwasana | Executive Committee |
| 3. | Mr. Korchoke | Saengtongaram | Executive Committee |
| 4. | Mr. Krit | Kuvijitsuwan | Executive Committee |

Audit Committee

- | | | | |
|----|--------------------|-------------|--|
| 1. | Pol.Lt.Gen. Wiboon | Bangthamai | Chairman of Audit Committee |
| 2. | Ms. Pranee | Rattakam | Audit Committee and an expertise of accounting and finance |
| 3. | Mrs. Podchanee | Phaosavasdi | Audit Committee |

Nomination and Remuneration Committee

- | | | | |
|----|--------------------|-------------|---|
| 1. | Pol.Lt.Gen. Wiboon | Bangthamai | Chairman of Nomination and Remuneration Committee |
| 2. | Ms. Pranee | Rattakam | Nomination and Remuneration Committee |
| 3. | Mrs. Podchanee | Phaosavasdi | Nomination and Remuneration Committee |

According to the the Company's regulation, Chapter 3, the Board of Directors, Article 11, the board of directors shall consist of the directors no less than 5 members, at least half of the members must have residences in the kingdom of Thailand and the member must be qualify by the law, and Article 19 notes that the board of directors shall elect one of the members as Chairman. In case that the board of directors consider appropriate, one or more members may be elected as vice chairpersons. The board of directors may assign one of more members to act on behalf of the board of directors.

Board of Directors as a representative of shareholders who is responsible for supervise the management of Company to comply with law, objectives and articles of association by determining vision, mission, strategies to create value for business including a return on investment under the expertise and ethics in business for maximize benefits of all stakeholders

As at February 28, 2018, the Company had total of 9 directors which consists of 1 Executives Directors, 4 outside director who are not employee of the Company and 4 independent Directors which is 44.44% of the total Directors. Therefore, it is enough to create the balance of power within Board of Directors of the Company in accordance with Notification of Capital Market Supervisory Board.

Limits on Authority of the Board of Directors

The Board of Directors has the authority to approve budget according to the laws of the Securities and Exchange, and regulations, announcement, the order or the terms of the Stock Exchange of Thailand.

Authorized signatory

Name and number of directors who are authorized to sign on behalf of the Company are Mr. Phonlasit Phumiwasana, Mr. Krit Kuvijitsuwan, Mr. Arak Ratboriharn, Mr. Korchoke Saengtongaram 2 of these 4 directors sign together.

Attending of meetings

In 2017, the Company provided the Board of Directors meeting of 9 times, the Audit Committee meeting of 6 times, the Executive Committee meeting of 18 times, and the Nomination and Remuneration Committee of 3 times with the directors attendance details as follows.

Name of Directors	The meeting of	Number of meeting	Number of attending	Remarks
Mr. Chulasingh Vasantasingh	Board of Directors	9	9	
Pol.Lt.Gen. Wiboon Bangthamai	Board of Directors	9	8	Leave a meeting on March 29, 2017, because of another mission.
	Audit Committee	6	5	Leave a meeting on May 15, 2017, because of another mission.
	Nomination and Remuneration Committee	3	1	Leave a meeting on March 29, 2017, and December 25, 2017 because of another mission.
Mr. Arak Ratboriharn	Board of Directors	9	9	
	Executive Committee	18	18	
Mr. Phonlasit Phumiwasana	Board of Directors	9	9	
	Executive Committee	18	18	
Mr. Grisada Jarreonkonkit	Board of Directors	9	8	Leave a meeting on February 14, 2017, because of another mission
Mr. Krit Kuvijitsuwan	Board of Directors	4	4	
	Executive Committee	15	14	Leave a meeting on May 29, 2017, because of another mission

Mr.Korchoke Saengtongaram	Board of Directors	9	7	Leave a meeting on March 29, 2017 and August 15,2017, because of another mission.
	Executive Committee	18	17	Leave a meeting on April 18, 2017, because of another mission.
Mrs. Podchanee Phaosavasdi	Board of Directors	9	7	Leave a meeting on February 14, 2017, and October 18, 2017, because of another mission.
	Audit Committee	6	6	
	Nomination and Remuneration Committee	3	3	
Ms. Pranee Rattakam	Board of Directors	9	7	Leave a meeting on February 14, 2017, and October 18, 2017, because of another mission.
	Audit Committee	6	6	
	Nomination and Remuneration Committee	3	3	

7.2 Executives

As at February 28, 2018, the Board of Executives consists of 15 person as follows:

1. Mr. Arak Ratboriharn Chief Executive Officer (Acting)
2. Miss Rewadee Whanchid Chief Executive of Finance and Accounting, Position Assistant Managing Director
3. Mr. Paul Edmond Scales Executives subsidiary – warehouse group, Position Chairman of the Board
4. Mr. Phonlasit Phumiwasana Executives subsidiary – warehouse group, Position Chief Executive Officer
5. Mr. Thitivat Kosiyakul Executives subsidiary – warehouse group, Position Managing Director
6. Miss Pornradee Tangkaseranee Chief of Finance and Accounting – warehouse group
7. Miss Atitaya Pongsittisak Director of Sales and Marketing – warehouse group
8. Mr. Pakorn Mongkoltada Executives subsidiary media group, Position Managing Director (AA)
9. Miss Suwanna Sermrat Director of Finance and Accounting
10. Mr.Maitree Techasriudom Director of Marketing
11. Miss Wanee Srasom Director of Operations
12. Mr.Supachai Stivimol Director of Legal
13. Mr.Panthep Kulpanapinun Executives subsidiary – media group, Chief Executive Officer (BWM)
14. Miss Panta Kulpanapinun Executives subsidiary - media group, Position Managing Director (BWM)
15. Mr.Pitipat Thitasirinant Executives subsidiary - media group, CMO (BWM)

7.3 Company Secretary

The Board of Directors Meeting No. 1/2014 on February 6, 2014 appointed Miss Rewadee Whanchid to the position of Company Secretary with responsible according to the Securities and Exchange Act (No. 4) BE 2551 which is responsible for the preparation and storage of Director registration, notice of the Board meeting, minutes of the Board meeting and annual report of the Company, Notice of the Shareholders meeting and minutes of the Shareholders meeting, storage the stakeholders report that report by Directors or Executives as well as other actions as notification of the Capital Market Commission defined, on behalf of the Company or the Board of Directors. The qualifications of incumbent as Company Secretary are shown in the article 9, the detailed information about Directors, Executives, Control authority and Company Secretary.

7.4 Remuneration of Directors and Executives

The Company's regulations Article 14 notes that the directors are allow to receive the remuneration from the Company is the forms of awards, meeting allowances, pensions, bonuses, or other compensations in accordance with the Company's regulations or the approval of the AGM which can be described a specific amount or set as rules, and scheduled periodically or will be effective until the change. In addition, the directors are allowed to receive allowances and welfares as generally described in the Company's policies.

The Annual General Meeting of Shareholders 2017 on April 25, 2017 approved the Directors' remuneration for the year 2017 of not exceeding Baht 4 million by defined Directors' remuneration as follows.

ตำแหน่งPosition	ต่อMonthly	ต่อPer time of attending
Chairman of the Board of Directors	50,000	8,000
Chairman of the Audit Committee as an Director	30,000	8,000
Directors / Independent Directors	20,000	8,000
Company Secretary	-	8,000

The remuneration paid monthly to non-executive directors only and the Chairman is authorized to consider the allocation of reward to the directors as appropriate if there is any remaining amount of remuneration from above.

- **Monetry remuneration**

Directors remuneration

Monetary remuneration for the Board of Directors consists of monthly remuneration, attendance fee paid by number of attending and Director's bonus as follows.

List of Directors	Position	Resigned Year 2017	Remuneration (Bath)			
			Monthly remuneration	Attendance fee	Bonus	Total
Mr. Chulasingsh Vasantasingh	Chairman of the Board of Directors		600,000	72,000	120,000	792,000
Pol.Lt.Gen. Wiboon Bangthamai	Independent Director / Chairman of the Audit Committee		360,000	64,000	120,000	544,000
Mr. Arak Ratboriharn	Director		-	72,000	120,000	192,000
Mr. Phonlasit Phumiwasana	Director		-	72,000	120,000	192,000
Mr. Grisada Jarreongkonkit	Director		-	64,000	120,000	184,000
Mr. Siriwat Vongjarukorn	Director	15/3/60	50,000	24,000	-	74,000
Mr. Krit Kuvijitsuwon	Director		180,000	32,000	120,000	332,000
Mr. Korchoke Saengtongaram	Director		240,000	56,000	120,000	416,000
Mrs. Podchanee Phaosavasdi	Independent Director		240,000	56,000	120,000	416,000
Ms. Pranee Rattakam	Independent Director		240,000	56,000	120,000	416,000
Ms. Rewadee Whanchid	Secretary Company		-	72,000	120,000	192,000
Total			1,910,000	640,000	1,200,000	3,750,000

Executive remuneration

The Company has set the remuneration of Chief Executive Officer, the Executive Committee and the Management (including employees at all levels) by prepared the annual budget and proposed to the Board of Directors for consideration of the operating results, budgets, and set personnel remuneration of all positions in advance each year to motivate everyone to participate to achieve their goals. The types of remuneration are as follows:

Executive remuneration	Types of remuneration	Objective
Fixed Pay	Base salary/ Benefits such as Provident Fund, welfare benefits.	To attract and retain high caliber Executives
Short-term Incentive	Bonus base on performance	To reward the achievement of annual performance objectives

In 2017, the Board of Directors approved the budget and target for the year 2017 including the remuneration of Executive Committee and top Executives. The Company paid remuneration consisted of salary, bonus, and other monetary remuneration to 15 executives totaling Baht 38,640,664.18 as follows.

Executive Remuneration	Year 2017		Year 2016	
	Number of Executive	Amount (baht)	Number of Executive	Amount (baht)
Salary	15	33,377,980.38	12	19,827,277.97
Bonus	15	4,670,647.00	12	3,165,402.00
Provident Fund	15	488,536.80	12	355,754.96
Social Security Fund	15	103,500.00	12	73,500.00
Post-employment benefits	15	-	12	-
Total	15	38,640,664.18	12	23,421,934.93

• Other remuneration

In 2017, the Company paid other remuneration consisted of executive cars, driver, and petrol expenses to 10 executives totaling Baht 3.90 million as follows.

Other remuneration	Year 2017		Year 2016	
	Number of Executive	Amount (baht)	Number of Executive	Amount (baht)
Executive Cars	7	2,251,813.08	7	1,206,841.99
Driver	3	876,193.08	2	485,588.35
Petrol expenses	9	769,737.10	9	581,738.45
Total		3,897,743.26		2,274,168.79

7.5 Personnel

The Company and its subsidiaries focus on determining the appropriate manpower comparing to the size of the organization, and preparing the manpower to be ready for supporting future business plans for the future. Employees of the Group company can be structured by department as follows:

Primary line	December 31, 2017	December 31, 2016
1. Management and Secretary	13	11
2. Investment and Business Development	1	1
3. Marketing	37	14
4. Operations	44	14
5. Accounting and Finance	26	18
6. Human Resources and Administration	11	7

7. Legal	3	3
8. IT	2	1
Total	137	69

Personnel development policy

The Company has the policy on recruitment, development and preservation of its personnel, as it has realized that the personnel are an important thing enabling the company to achieve the goal and success. So the Company has developed the personnel continuously by providing training/seminars internally and externally by qualified trainers, especially in the building conscience and training on teamwork, good service, love of organization, and development of the job system.

The Company has given priority to creation of morale and spirit and pride in working to the employees by setting the remuneration and progress in the organization based on knowledge, capability and equity, including providing suitable fringe benefit, as well as developing the livelihood of the personnel better.

Human resource management and development

- (1) The recruitment for new employees shall be undertaken based on job description, since the Company's nature of business requires specialist candidates. Realizing in a happy workplace principle, the recruitment has been proceeded under "put the right man to the right job" concept. Upon the employment starting date of the new comers, their job descriptions shall be clarified in details for transparency of working.
- (2) Employees' remuneration and welfare are also emphasized for all employees in all levels. Apart from serving basic welfares as enforced by laws, the Company has established other benefits as follows:
 - The health insurance cards are arranged on the purpose of more convenience upon employees' requirement of medical care at any time and hospital with no payment required for both inpatient and outpatient cases.
 - Providing additional life insurance for employees in high risk operations related to billboard . It also has additional for messenger.
 - The provident funds for their employees has been established in order to allow employees to reserve their funds after retirement for which the Company has paid a counterpart amount for them based on a number of their working years as required by a relevant law.
- (3) The Board of Directors has defined a policy for Executive Committee to consider and set up a criteria and budget for annual salary increment and bonus reward for which the captioned committee's decision making shall be based on external factors (such as inflation rate forecast, economic situation, etc.) and internal factors (such as annual operating result, history of salary increment and past bonus payment) for remuneration criteria of each year to be appropriate and in line with the Company' s short-term and long-term operating results.

- (4) Employees' Development Plan has been continuously arranged to develop their knowledge and skills including specialized fields and general knowledge by encourage employees to attend training courses in order to develop their expertise to develop knowledge in general management and and technical topics.

In 2017, the Company organized training / seminars to develop the knowledge and skills of employees as follows.

No.	Course	Number of Participants	Place	Expenses (Baht)
1	Financial Analysis for Management Decisions	1	external	3,644.86
2	TFRS 16 Rental Agreements	1	external	4,579.44
3	Corporate's Health Check through Financial Statements Section: 2/17	1	external	2,056.08
4	PACK 5 & Fair Value ฐานที่ 2/60	1	external	1,682.24
5	Detailed Study of Property and Structure Taxes	2	external	1,629.30
6	Practical training for M&A: Trends, Opportunities and Strategies of Thailand's Business Laws	1	external	30,000.00
7	Participation in Last Mile Asean Conference & Expo 2017	1	external	8,185.50
8	TAX Auditor Preparation	1	external	1,121.39
9	XBRL The New Dimension of Financial Information Reporting in the Digital Age Section: 2/17	1	external	2,000.00
10	How to Manage the Expenses to Gain Additional Rights	1	external	1,401.87
11	A16	1	external	3,644.86
	Total	12		59,945.53

- (5) Employee Relation Activities have been organized to provide a meeting opportunity for management and employees to contribute good relation for each other and to enhance unity among all of them in all levels as follows:

- Staff New Year Party and Color Sport Day to avail an opportunity for both employees working at the parent company and subsidiaries to participate in sport competition for good relationship between them among warm atmosphere.
- Activities to make merit every year.

- (6) The internal communication, Human Resources Department is a center, has been constantly arranged among the Company and employees in order to enable them to access, acknowledge and update their knowledge on all regulations and rules including news and information. The main channel is arranged through email and board announcement.

- (7) The Company has also emphasized on human rights respect, no involvement to violation of human rights and no gender discrimination including an employment for eye-sight problem employee and no specific gender requirement of employment.

- (8) An opportunity for complaints has been always provided for employees to inform any offended acts to Human Resource Manager and Suggestion Box to further propose for consideration of the Audit Committee and the reporter name shall be strictly kept as confidential.

Significant Labor Legal Dispute during the past 3 years

-None-

8. Corporate Governance

8.1 Corporate Governance Policies

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 2016-2017 for the 4 times. The Company will continuously focus on the operation under good CG.

In 2017, 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 2018 held on 20 April 2017

In 2017, the Company held the Annual General Meeting of shareholders for year 2017 held on April 25, 2017, and during the year no any Extraordinary General Meeting of Shareholders was called.

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

Before the meeting date

- **Opportunity for Shareholders to Propose AGM Agenda**

On 7December 2017, 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 2018 and propose the person to nominate for the director and be able to send information to the Company between 4 December 2017 to 31 January 2018 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 20, 2018, the Company has disclosed an invitation of the AGM for 2018 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.

During the meeting

1. The Company facilitates every shareholder equally. And encourage shareholders Institutional investors especially attended the shareholders' meeting. By providing a receptionist. Provide sufficient facilities. With the opportunity for shareholders to register from 12.00 p.m., Approximately two hours ahead of the meeting. All executives, including the auditors of the company. Attended in unison

2. Use third-party experts to register for and vote for transparency.

3. Make use of voting cards on every agenda. For transparency and authentication.

4. Prior to the meeting, the chairman of the meeting informed the number of attendees, both in-person and proxies. Let the meeting acknowledge. And explain how to vote with a ballot before the meeting.

5. The Chairman of the meeting proceeded in accordance with the agenda set out in the invitation letter. Without changing sequence And there was no request for the meeting to consider other matters not defined in the meeting at all.

6. The Chairman gives an opportunity to clarify and discuss each agenda, giving the shareholders the equal opportunity to exercise their right to review the Company's performance and to express their views. Minutes for shareholders to check.

7. The voting right to approve each agenda item will be adopted by a majority of votes. By using the 1 vote method Share: 1 Vote or 1 share with one vote. For the agenda. Approval of annual remuneration of directors It shall be in accordance with the resolution of the shareholders, comprising of not less than two-thirds of the total votes of the shareholders attending the meeting and having the right to vote.

8. Before voting on any agenda. The Chairman will ask the shareholders to ask questions and details.

9. The chairman will inform the meeting of the resolution in each agenda by means of disclosure.

10. Allowing shareholders to vote on the appointment of individual directors.

11. During the meeting, if there were additional shareholders attending the meeting. The Company will count the number of shareholders and every new share. There were more shareholders attending the meeting. The new shareholders during the meeting can vote only for the agenda item that has not yet been resolved at the meeting. The Chairman will summarize the resolution of each agenda item for acknowledgment.

12. The Chairman will announce the result of the vote by specifying the number of votes in favor, disapproval, and abstain votes, and in the year 2018, the company will report the score of the bad cards.

After the Meeting

1. After completion of the meeting, the Company has informed the resolutions of the shareholders' meeting via the Stock Exchange of Thailand. And the results of voting on each agenda for the interested people to know.

2. Minutes of the meeting are kept in writing and the minutes are posted within 14 days on the company's website. www.aquacorp.co.th

In 2017, the Company was evaluated for the shareholders' meeting. By receiving a full 95 points, which is considered excellent, the Company has recorded important issues and comments. And the voting results for each agenda item are split, voted, disapproved and abstained. In the minutes for the shareholders to check. And the minutes were sent to the Stock Exchange of Thailand. The Securities and Exchange Commission And public company registrar Department of Business Development Ministry of Commerce To stay within the 14 day time frame, and to publish the minutes of the Annual General Meeting of Shareholders for the year 2017 on the Company's website.

3. 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's rights. The Remuneration and Nomination Committee will consider qualifications of nomintated 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, detailes 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.

4. 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**

We regard our employees as an important asset of the company. Besides the provision of the basic welfares in accordance to the labor laws, we provide them the opportunity to attend the training and seminars to enhance their working skills. The company also provides them a reasonable income and fringe benefit in relation to their abilities and contribution to the company by the assessment from our systematic evaluation procedure

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 continues to focus on environmental management and attempts to least cause of environmental impact whether our employees, location and nearby communities. It also improves the quality of life of employees in the organization as well as the environment and work atmosphere. Enhance the quality of life of personnel in the organization.

5. 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
- 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 : secretary.aqua@aquacorp.co.th

Website : <http://www.aquacorp.co.th>

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 in an Annual Report page 39 and and Form 56-1 part 2 page 1 and the Company's group structure in an Annual Report page 12 and Form 56-1 part 1 page 6.

- Disclosure of remuneration of directors and executives

The Company disclosed details of remuneration of individual directors and compensation of executives in Form 56-1 part 2 page 12-13.

- Report of Interest of Directors and Directors' and Managements' Changes in number of shares

The Company had set a policy to have directors and executives to report their interests by arranging a report form of interest of directors and executives and have the Company Secretary propose them to the Chairman's of the Audit Committee and the Chairman of the Board of Directors. And, every change to such an interest is required to be reported to both of them.

The acquisition and disposition of shares between March 16, 2017 to March 19, 2018 as follow:

List of Directors and Executives	Position	Securities	Securities As at March 16, 2017	Securities acquired (disposed)	Securities as at March 19, 2018	
					Number	%
1) Mr.Chulasingh Vasantasingh	Chairman of the Board	-	-	-	-	-
2) Mr.Arak Ratboriharn	Director /Executive Director/ Chief Executive Officer	-	-	-	-	-
3) Mr.Phonlasit Phumiwasana	Director/ Executives subsidiary-warehouse roup, Position Chief Executive Officer	-	-	-	-	-
4) Mr.Grisada Jareonkonkit	Director	-	-	-	-	-
5) Mr.Korchoke Saengtongaram	Director / Executive Director	-	-	-	-	-
6) Mr.Krit Kuvijitsuwan	Director / Executive Director	-	-	-	-	-
7) Pol.Lt.Gen.Wiboon Bangthamai	Independent Director / Chairman of Audit Committee	-	-	-	-	-
8) Mr.Pranee Rattakam	Independent Director / Audit Committee	-	-	-	-	-
9) Mrs.Podchanee Phaosavasdi	Independent Director / Audit Committee	-	-	-	-	-

List of Directors and Executives	Position	Securities	Securities As at March 16, 2017	Securities acquired (disposed)	Securities as at March 19, 2018	
					Number	%
10) Mr.Paul Edmond Scales	Executives subsidiary-warehouse group, Position Chairman of the Board	-	-	-	-	-
11) Mr.Thitivat Kosiyakul	Executives subsidiary- warehouse group, Position Managing Director	-	-	-	-	-
12) Mr.Pakorn Mongkoltada	Executives subsidiary media group, Position Managing Director (AA)	AQUA	60,663,900	20,500,000	40,163,900	0.87
13) Mr.Panthep Kulpanapinun	Executives subsidiary media group, Position Chief Executive Officer (BWM)	-	-	-	-	-
14) Ms.Panta Kulpanapinun	Executives subsidiary media group, Position Managing Director (BWM)	-	-	-	-	-
15) Mr.Pitipat Thitasirinant	Executives subsidiary media group, Position CMO (BWM)	AQUA	35,000	14,500	20,500	0.00
16) Ms.Rewadee Whanchid	Chief Executive of Finance and Accounting, Position Assistant Managing Director	-	-	-	-	-
17) Ms.Suwanna Sermrat	Director of Finance and Accounting	-	-	-	-	-
18) Mr.Maitree Techasriudom	Director of Marketing	-	-	-	-	-
19) Ms.Wanee Srasom	Director of Operations	AQUA	25,000	15,000	10,000	0.00
20) Mr.Supachai Stivimol	Director of Legal	AQUA	2,000	-	2,000	0.00
21) Mr.Pornradee Tangkaseranee	Chief of Finance and Accounting-warehouse group	-	-	-	-	-
22) Ms.Atitaya Pongsittisak	Director of Sales and Marketing-warehouse group	-	-	-	-	-
รวม		-	60,725,900	20,529,500	40,196,400	0.87

Note Holding of the Company's securities included securities of spouse and minor children.

- Information providing and mass media or public interviews

- 1) The disclosure of the Company's information shall be in accordance with the rules and regulations of the Stock Exchange of Thailand; subject: Rules, Conditions and Procedures for Information Disclosure and any practices of listed companies including other relevant laws.
- 2) The Company determined the Chief Executive Officer is the authority in the interview or answer questions of Shareholders, Investors, mass media, and outsiders. Other top executives may provide information if they assigned by Chief Executive Officer.
- 3) The Company determined the Investor Relations Department to represent the Company to provide useful information to shareholders, securities analysts, fund manager, investors, and financial institutions.

- Communication Channels to the Public

The Board of Directors recognizes the significance of correct, complete, timely, transparent, and thorough information disclosure, and assigns the Chief Executive Officer and Company Secretary acts as Investor Relations to com-

municate with investors, shareholders, analysts, media, and other organizations concerned. Investors can access all information relating to the Company by contacting Miss Rewadee Whanchid, the Company Secretary or Mrs.Orathai Naterueng, Assistant of the Company Secretary, at Tel. +6626948888 Email Address: rewadee.w@aquacorp.co.th

In 2017, the Company constantly communicated and provided information to analysts from UOB KAY HIAN Securities Thailand Public Company Limited to meet with the Company's executives (Company Visit).

- 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 2017 according to the list of auditors as follows;

- | | |
|--------------------------------------|--------------|
| 1. Miss Chaovana Viwapanachati | CPA No. 4712 |
| 2. Miss Wanpen Aunruen | CPA No. 7750 |
| 3. Miss Porntip Amornchailertpattana | CPA No. 9589 |

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 2018 shall not exceed Baht 1,330,000 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 2016 has been certified by the auditors without qualified audit opinions.

6. Responsibilities of the Board of Directors

The Board of Directors has important role in corporate governance for maximum benefit of the Company and responsible for the duties to shareholders and independent from the management in the decisions for maximum benefit of the Company and overall shareholders. The Company provides the separation of roles and responsibilities systems between the Board of Directors and the management clearly. And overseen the Company's work system to ensure that various activities of the Company and has conducted in a lawful and ethical manner.

The Board of Directors consists of directors whose variety qualification in terms of skills, specialized capabilities experience that beneficial to the Company including they have devoted time and effort to their duties in order to enhance the Company's strength.

The Company has established the Audit Committee and the Executive Committee to study and screening necessary. Especially in cases that relies on neutrality in diagnosis and policy formulation on role, responsible, working process clearly to make the effective and efficient duties of the Board.

All directors understand the duties and responsibilities of the Board and the Company's business as well. They are ready to express their opinion freely and perform with integrity careful and thoughtful by considering the maximum benefit of the Company and fair to all shareholders with accurate and complete information. In the past year, all directors devoted

sufficient time to perform duty under responsibilities fully. It is a duty of directors to attend every Board meeting, unless there are special reasons really.

- **Vision, Mission and Corporate Governance Policy**

In 2017, the Board of Directors reviewed the 2016 version of corporate vision, mission and targets and amended Corporate Governance Policy which were cascaded down to employees at all levels. It is the policy of the Company to review its corporate vision and mission every year.

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

The Board of Directors shall consist of 9 members who meet the required qualifications and do not possess prohibited characteristics under the Public Company Limited Act. The Board should comprise persons with a variety of skills and expertise, regardless of gender. The Company has clearly separated positions between Chairman of the Board of Directors, Chief Executive Officer, and President. The composition of the Board of Directors consists of 4 independent directors, representing more than one-third of the entire Board. This contributes to proper checks and balances and crosschecking of management.

Selection and nomination of directors must be transparent and must be subject to consideration by the Nomination and Remuneration Committee. Each year, at least one-third of the directors shall retire by rotation. It is the corporate policy that each director is allowed to assume directorship in no more than 5 listed companies. The Chief Executive Officer must report to the Nomination and Remuneration Committee in the case of holding directorship in other company.

- **Balance of power of non-executive 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 28, 2018 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. Pol.Lt.Gen. Wiboon Bangthamai, 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.

4 Independent Directors which is 44.44% of the total Directors. Therefore, it is enough to create the balance of power within Board of Directors of the Company in accordance with Notification of Capital Market Supervisory Board.

- **Chairman of the Board of Directors and Chief Executive Officer**

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.

- **Self-assessment of the Board 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.

- **History of Misconduct against the Regulation of the Stock Exchange of Thailand and the Securities and Exchange Commission**

The Company has no record of misconduct against the regulation of the Stock Exchange of Thailand and the Securities and Exchange Commission.

- **Sub Committees**

The Company's Board of Directors has appointed 3 committees of which their members are the Company's directors and executives to carry out specific tasks as assigned. Those 3 committees are the Audit Committee, Executive Committee, and Remuneration and Nomination Committee. Duties and responsibilities of each committee were clearly defined in writing and disclosed in the Company's Annual Report. These committees are authorized to request the management to clarify any issues or to submit a specific report as well as to appoint any external advisor for recommendations as deemed appropriate.

The Audit Committee

The Audit Committee consists of 3 independent directors whose qualifications are in line with the criteria of the Stock Exchange of Thailand and the Securities and Exchange Commission in which the proportion of share holding of the independent directors was set not less than 1% equal to the Securities and Exchange Commission's regulations

The Company hired JP Tip Audit Limited to perform duties as the internal auditor in place of the Internal Audit Department. This is to facilitate independence in performing duties and allows the auditor to report directly to the Audit Committee

Executive Committee

Executive Committee consisting of 4 directors are responsible for developing plans, policies, direction, business strategies, and management structure for the Company's core business operation; considering the Company's performance in terms of profit/loss, and the interim or annual dividend payment before proposing it to the Board of Directors; and performing other tasks as assigned by the Board of Directors.

The Remuneration and Nomination Committee

The Remuneration and Nomination Committee consists of 3 independent directors to recruit and determine the remuneration of Directors and Executives. In 2017, there were 3 meetings to perform their duties as follows.

- Consider the term of office of directors and approve the nomination of new directors to propose to the Board of Directors for approval.
- To approve the remuneration of the Board of Directors for the year 2017 to propose to the Board of Directors for approval.
- To approve the appointment of member of the Executive Committee to propose to the Board of Directors for approval.
- To approve bonus of directors for the year 2017 to propose to the Chairman of the Board for approval.

The Remuneration and Nomination Committee served for nominating candidates to replace Directors and Executives in the case of completed their terms resign or other. In order to comply with the corporate governance guidelines of the Stock Exchange of Thailand and Articles of Association, the Board of Directors and executives of the Company must be fully qualified by the Public Companies Act BE 2535 and the Securities and Exchange Act BE 2535 and proposed to the Board of Directors for approval.

However, in 2017, the Board of Directors did not appoint any person to be the advisor of the Nomination and Remuneration Committee.

● Directors' Report

The Company's Board of Directors is responsible for the Company's financial statements prepared in accordance with the generally accepted accounting standards, and responsible for ensuring the adequate disclosure of significant information in the notes to financial statements. The Board of Directors appointed the Audit Committee, consisting of independent directors, to oversee the quality of the Company's financial reports as well as the internal control system. The Audit Committee's opinion toward such reports and the internal control will be disclosed in the Annual Report's "Report of the Audit Committee" section. Report on the Board of Directors' Responsibilities for Financial Statements is to be proposed to the Board of Directors meeting and disclosed in the Annual Report as well.

- **Succession Plan**

To prevent the potential detrimental impact on the Company's business operation, the Board of Directors has approved the policy on the nomination of Chief Executive Officer and the policy on succession of executive positions in case of emergency or retirement.

- **Remunerations for Directors and Management**

The Remuneration and Nomination Committee proposes directors' remuneration and bonus to the Board of Directors Meeting to later propose to the Annual General Meeting of Shareholders for approval including to propose the remuneration of Chairman of Executive Committee and Chief Executive Officer for approval by the Board of Directors Meeting. The remunerations was passed the resolution of the committee in term of appropriateness in comparison with other listed companies. The Company's remunerations for directors are in a form of monthly payment, meeting attendance fee and bonus. The management's remuneration will be in accordance with the principle and policy as set by the Board of Directors and in relation to the company's operating performance and corresponding to their responsibilities.

- **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 Directors	Training courses		
	Director Certification Program (DCP)	Director Accreditation Program (DAP)	Other
1. Mr. Chulasingh Vasantasingh	Class 35/2003 Refresher Course 1/2008	-	FND 7/2003 , UFS 1/2006 , ACP 17/2007 , FGP 4/2012
2. Pol.Lt.Gen. Wiboon Bangthamai	-	Class 119/2015	
3. Mr.Phonlasit Phumiwasana	-	Class 78/2009	
4. Mr.Krit Kuvijitsuan	-	-	
5. Mr.Arak Ratboriharn	Class 129/2010	-	
6. Mr.Grisada Jarreonkonkit	-	Class 117/2015	
7. Mr.Korchoke Saengtongaram	-	-	
8. Ms.Pranee Rattakam	-	Class 79/2009	
9. Mrs.Podchanee Phaovasasdi	Class 151/2011	Class 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 2017, the Board of Directors has the Board of Directors' meetings of 9 times, the Audit Committee meetings of 6 times, the Executive directors' meetings of 18 times and the Nomination and Remuneration Committee's meetings of 3 times. Each meeting spends time approximately 1-3 hours.,

The Board of Directors encourages each director to attend at least 80% of all Board of Directors meetings held throughout the year. The meeting attendance details of directors and subcommittee members were disclosed in the topic of "Management Structure".

Moreover, the Board of Directors set out the policy to arrange a meeting among all independent directors without any participation of the executive directors at least once per year starting from 2018 onwards. In 2017, one meeting among all independent directors was held in February 2017. In February the Audit Committee held a joint meeting with the independent auditor without the presence of the Company's management.

- **Company Secretary**

Since 2015, the Board of Directors has appointed Miss Rewadee Wanchid as Company Secretary to perform supporting duties to the Board of Directors Meeting such as agenda preparation, notice of the meeting, meeting arrangement, meeting documents filing and also give her advices to directors so that they can perform their duties in compliance with relevant laws and regulations.

8.2 Committees

The management structure of the Company consisted of the Board of Directors and 3 committees such as Audit Committee Executive Committee and Nomination and Remuneration Committee which were define the authority and responsibilities of committees in Charter of Board of Directors, Charter of Audit Committee, Charter of Executive Committee and Charter of Nomination and Remuneration Committee which were approved by the Board of Directors' meeting No. 2/2016 on February 26, 2016 and shall became effective on February 26, 2016 onwards.

Board of Directors

As at February 28, 2018 the Board of Directors consisted of 9 directors as follows

No.	List of Directors	Position
1	Mr. Chulasingh Vasantasingh	Independent Director and Chairman of the Board
2	Pol.Lt.Gen. Wiboon Bangthamai	Independent Director and Chairman of Audit Committee
3	Mr.Arak Ratboriharn	Director and Chief Executive Officer (Acting)
4	Mr.Phonlasit Phumiwasana	Director
5	Mr.Krit Kuvijitsuwan	Director
6	Mr.Grisada Jarreonkonkit	Director
7	Mr.Korchoke Saengtongaram	Director
8	Ms.Pranee Rattakam	Independent Director
9	Mrs.Podchanee Phaosavasdi	Independent Director

According to the articles of association section 3 Board of Directors, article 11 stated that the Board of Directors shall consist of not less than five (5) persons. At least one-half (1/2) of the directors must be residents of Thailand.

The directors of the Company must be qualified by law, and article 19 state thae The Board of Directors shall elect one (1) director as the Chairman of the Board of Directors. If deemed appropriate by the Board of Directors, one (1) or more directors may be elected as Vice-Chairmen, to have duties pursuant to these Articles of Association in the matters designated to them by the Chairman.

As at February 28, 2018, the Company had total of 9 directors which consists of 4 Executives Directors, 1 outside director who are not employee of the Company and 4 independent Directors which is 44.44% of the total Directors. Therefore, it is enough to create the balance of power within Board of Directors of the Company in accordance with Notification of Capital Market Supervisory Board.

Miss. Rewadee Wanchid, Company Secretary oversees the activities of the Board of Directors, minutes of meeting and documenting about the meeting.

Tenure

- (1) Directors must retire from office as one in three of all members in every Annual General Meeting. If the number of Directors cannot divide into three parts, directors shall retire nearest to one in three of all members. Director who has to leave in the first and second years after the registration of the Company shall draw a lottery on who will leave for the subsequent years. Directors who retired by rotation may be re-elected
- (2) In cases where the position of director is vacant because of other reasons except expiration of the term . The Board of Directors have to elect directors to replace the vacancies on the Board of Directors at the next meeting. The persons who are elected as such directors will remain in office only for the remaining term of directors they replace.
- (3) In addition retire by the term, Directors must retire from office when
 - A. Died
 - B. Resignation

- C. Disqualified or prohibited characteristics under the law
 - D. The meeting of shareholders voted to out of position.
 - E. The court ordered to out of position
- (4) Directors who resigned before the expiration of term, have to submit a letter of resignation to the company. The resignation is effective from the date of letter of resignation reach to the company and they can inform their resignation to the registrar according the law on public limited company.

Role of Chairman

- (1) Responsible for determines agenda, lead and control Board of Directors' meeting to run smoothly.
- (2) Create a reasonable relationship with the CEO and Company Secretary.
- (3) Encourages all directors to participate in the meeting and can show fully potential.
- (4) Create clarity on the scope of duties and responsibilities between Board of directors and the executives.
- (5) Determines framework and monitor the corporate governance policy.
- (6) Be a representative and build a reputation to organization.
- (7) Be the shareholders' representative to serve as a leader in the annual general meeting.
- (8) Participate in building process of strategy plan that effective in practice.
- (9) Responsibility to seek qualified directors to join as member of the Board and directors development.
- (10) Supervise the Board of Directors along with evaluation of performance, communicate for transmit the expectation to the Board of directors.
- (11) Create succession planning process and the evaluation of performance of Chief Executive Officer.

Scope of Authority and Responsibilities of the Board of Directors

The resolution of the Board of Directors meeting No.2/2016 held on February 26, 2016 which was also attended by the Audit Committee has reviewed and set the scopes of authority and responsibilities of the Board of Directors as follows:

- 1. Has 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 being compliance with the law, objectives and the Company's regulations as well as compliance with resolutions of the shareholders' meeting.
 - 3. Determine the main policies regarding core business operation, financial, financing, capital management and risk management for the management to implement.
 - 4. Authorized to determine and change the name of directors who have authorized signatory of the company.
 - 5. Govern the business to meet or exceed the target and determine a solution for the obstacle events that preventing the Company to achieve the target.
 - 6. Provide the general information reporting and financial statements reporting to the shareholders and general stakeholders with accuracy, completeness, transparency and as required by the law.
-

7. Acknowledge the important audit report and determine the solutions or guideline for improvement in case of finding significant deficiencies.

Moreover, the Board of Directors is authorized to appoint a number of directors as the Executive committee to serve one or more operating purposes. The Board of Directors also assign the authorize directors to be able to act/ sign on behalf of the Company in terms of managing the Company's business, except for the following conditions which require the resolution from shareholders' meeting.

- 1) Legal matters that require the 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

Meeting

- (1) The Board of Directors' meeting must have directors attend at least half of all member so it is a quorum.
- (2) Scheduled to meeting at least 4 times per year and there may be meeting for more special agenda as necessary.
- (3) Chairman of the Board of Directors or Company Secretary responsible for determine agendas.
- (4) Notice of the meeting must be sent at least seven (7) days before the meeting. In the event of an emergency or to protect the rights and interests of the company, the Board of Directors' meeting may be held by notify all directors by other means and can schedule date of meeting faster than it.
- (5) Meeting resolution of Board of Directors shall count a majority vote of directors who attending the meeting. A director has one vote in the voting. A Director who has interests in the matter, has no right to comment and vote on such matter. If the votes are equal, the chairman of the meeting shall have an additional casting vote, except the law has determined otherwise for the voting.

The Company has annually scheduled the Board of Directors' meetings in advance and notify the Board of Directors since the beginning of the year to plan the attendance.

Audit Committee

As at February 28, 2018 the Audit Committee consisted of 3 members as follows.

No.	List of Audit Committee	Position
1	Pol.Lt.Gen. Wiboon Bangthamai	Chairman of Audit Committee
2	Ms. Pranee Rattakam	Audit Committee and an expertise of accounting and finance
3	Mrs. Podchancee Phaosavasdi	Audit Committee

Miss Pranee Rattakam and Mr. Tatchapong Thamputthipong are 1 member of the Audit Committee who have sufficiently knowledgeable and experienced in the field of accounting able to conduct a review to assess financial statement credibility in accordance with the Security Act (No. 4) B.E. 2551 and Miss Rewadee Wanchid, Chief Executive of Finance and Accounting as Secretary of Audit Committee who oversee the activities of Audit Committee, minutes of meeting and documenting about the meeting.

Tenure

Member of Audit Committee has term of office according to their tenure for director position and member of Audit Committee who retires by rotation may be re-appointed for another term. Addition to the retirement by expiration of term, a member of Audit Committee must retire from office when.

- (1) Died
- (2) Resignation
- (3) Disqualified to being a member of Audit Committee according to this charter or regulations of the Securities and Exchange Commission.
- (4) The Board of Directors approved to retire.

A member of Audit Committee who wish to resign, shall submit a letter of resignation to the Chairman of Board of Directors and Board of Directors is an approver in the event that the entire Audit Committee shall retire from office. The Audit Committee that retired from office must acting in position to continue operation until new Audit Committee will be commissioned.

In the case of member of audit committee becomes vacant because of other causes in addition to retirement by rotation, the Board of Directors have to appoint a person who qualified to be a member of audit committee instead within 90 days to make the Audit Committee has full member according to the Board of Directors defined.

Scope of Authority and Responsibilities of the Audit Committee

Under the resolution of the Board of Directors meeting No. 2/2016 held on February 26, 2016 which was also attended by the Audit Committee has reviewed and set the scopes of authority and responsibilities of the Audit Committee as follows:

The Board of Director has assigned the Audit Committee to be responsible for overseeing the operation and reporting directly to the Board of Directors in order to meet the standards and create the maximum benefits to the Company and shareholders.

The Audit Committee has duties and responsibilities as required by the rules and regulations of the SEC and SET, and will report directly to the Board of Directors in order to maintain the standard and create the maximum benefits to the Company and shareholders. The Audit Committee has scope of authority and responsibilities as follows;

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.

Executive Committee

As at February 28, 2018 the Executive Committee consisted of 4 members as follows.

No.	List of Executive Committee	Position
1	Mr. Arak Ratboriharn	Chief Executive Officer (Acting)
2	Mr. Phonlasit Phumiwasana	Executive Committee
3	Mr.Korchoke Saengtongaram	Executive Committee
4	Mr.Krit Kuvijitsuwan	Executive Committee

Elements and qualifications

The Executive Committee must has at least 4 members consisting of Chief Executive Officer as a Chairman of Executive Committee by position and other persons who the Board of Directors appointed to be member of Executive Committee, are employees and/or outsider. This requires knowledge and experience sufficient to serve management of the Company's business as well.

Tenure

Member of Executive Committee retire from office when

- (1) Died
- (2) Resignation
- (3) The Board of Directors approved to retire.

Any member of Executive Committee would like to resign, shall submit a resignation letter to Chairman of the Board. In cases where position member of Executive Committee is vacant, the Board of Directors shall appoint a new member of Executive Committee within 90 days to make Executive Committee has fully members as the Board of Directors defined.

Scope of Authority and Responsibilities of the Executive Committee

The resolution of the Board of Directors meeting No. 2/2016 held on February 26, 2016 which was also attended by the Audit Committee has reviewed and set the scopes of authority and responsibilities of the Executive Committee as follows:

- 1) Approval of a loan or any credit for the Company within limits of no exceeding of Bath 500 million for each transaction. The aggregated amount of each transactions will not exceed 30% of shareholders equity.
- 2) Approval of the regular operations of the company such as purchasing of goods, signage project, vehicles, materials, tools, equipment, approval cost, approval write-offs, etc., in limits for each transaction of no exceeding of Baht 100 million or equivalent.
- 3) Approval of investments in equity securities or debt securities in order to earn the return on excess cash of the business within the investment limit of no exceeding of Bath 300 million.

- 4) Approval of investment for continuous projects or new projects, including the divestment within the limit of no exceeding of Baht 300 million.
- 5) Managing and operating the business in accordance with the objectives, regulations and resolutions of the shareholders' meeting and Board of Directors in all respects.
- 6) Determining organizational structure and personnel management of the Company.
- 7) Determining and recommending of policy, business practices and the company's business strategy for the Board of Directors to approve.
- 8) Preparing the budget plan for the business year and the annual expenditure budget.
- 9) Conducting business based on the Company's policies, strategies, and budget plan for the annual business operation and the annual expenditure budget that have been approved by the Board of Directors.
- 10) Conducting financial transactions with financial institutions in terms of opening an new account with the bank, or financial institutions, and acquiring the letter of guarantee from the banks or the financial institutions in limit of no exceeding of Baht 100 million.
- 11) Performing other duties as assigned by the Board of Directors.
- 12) Informing the Board of Directors on the agenda that approved by the Executive Committee in the next meeting.

To approve any transaction, the Executive Committee has to follow the rules and regulations regarding the conflict of interests in respect of acquisition or disposition of assets, along with the regulations that may relate to performing such transaction regulated by the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC)

Nomination and Remuneration Committee

As at February 28, 2018 the Nomination and Remuneration Committee consists of 3 members as follows.

No.	List of Nomination and Remuneration Committee	Position
1	Pol.Lt.Gen. Wiboon Bangthamai	Chairman of the Nomination and Remuneration Committee
2	Ms. Pranee Rattakam	Nomination and Remuneration Committee
3	Mrs. Podchanee Phaosavasdi	Nomination and Remuneration Committee

Objectives

The Nomination and Remuneration Committee is responsible for setting the company's policy and criteria in the selection of directors and determining the remuneration of the Board of Directors and sub-committees. Also, to recruit, select, and nominate the right person to be a director as well as to set the remuneration for a director. This includes working on other assigned tasks and present to the Board of Directors and/or to the Shareholders' Meeting.

Composition of the Nomination and Remuneration Committee

- (1) The Nomination and Remuneration Committee is to be appointed by the Board of Directors company's committee and has to comprise of not less than three persons, being the Company's directors and/or executives by more than one-half of the total number of Nomination and Remuneration Committee's members must be independent directors.
- (2) The independent director shall be the Chairman of the Nomination and Remuneration Committee.

Tenure

- (1) The Nomination and Remuneration Committee's member has the office term of three years.
- (2) The Nomination and Remuneration Committee's member may be re-appointed as the Board of Directors see as appropriate.
- (3) Apart from vacating upon the end of office term stated in Item (1), the Audit Committee's member will retire from the office upon the following conditions:
 - Resignation
 - Dismissal by the Board of Directors
- (4) The Board of Directors has power to appoint a new member of the Nomination and Remuneration Committee as to resume the operation and to substitute the member of the Nomination and Remuneration Committee who is out of office term according to Item (1) or Item (3) The substituted member can only be in the office within the remaining term of the member he/she replaced.

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

Remuneration

- (1) Preparing guidelines and policies in determining the Board of Directors and other sub-committees' remuneration, and proposing it to the Board of Directors and/or Shareholders' Meeting for approval as appropriate.
- (2) Determining necessary and appropriate monetary and non-monetary remuneration, for individual members of the Board of Directors by taking into consideration each director's duties and responsibilities, performance,

and comparisons against similar businesses, and the benefits expected in return from each director. The report will be submitted to the Board of Directors for consent and to the Shareholders' Meeting for approval.

- (3) Taking responsibility to support the Board of Directors and being responsible for explaining and answering any questions regarding the Board of Directors' remuneration in the Shareholders' Meeting.
- (4) Reporting policies and principles/reasons in determining the remuneration of directors and management according to the SET guidelines by disclosing them in the Company's annual information disclosure (56-1) and annual report.
- (5) Being responsible for any other tasks related to the remuneration as assigned by the Board of Directors.

The management team and other units have to report or present the information relating to the Nomination and Remuneration Committee in order to support the operation of the Nomination and Remuneration Committee to achieve their assigned tasks.

Reporting

The Nomination and Remuneration Committee directly reports to the Board of Directors.

Meetings

- (1) The Nomination and Remuneration Committee holds a meeting when seen as appropriate (at least 1 time a year) and has power to call for an extra meeting if necessary. The Nomination and Remuneration Committee shall comprise of not less than one-half of the total existing members.
- (2) All the Nomination and Remuneration Committee's members shall attend every meeting unless he/she has any necessary matter. In this case, the member has to notify his absence in advance to the Chairman of the Nomination and Remuneration Committee.
- (3) The Chairman of the Nomination and Remuneration Committee shall be the chairman of the meeting. In case where the Chairman of the Nomination and Remuneration Committee is absent, other Nomination and Remuneration Committee's members attending the meeting can select one member to be a substitute chairman of the meeting.
- (4) The resolution of the Nomination and Remuneration Committee can be made by majority vote. Any member of the Nomination and Remuneration Committee, who has any interest or benefit in the related topic shall not vote in that particular topic.
- (5) The meeting invitation letter shall be issued to the Nomination and Remuneration Committee in advance prior to the meeting date held. This excludes the emergency case, where the dates of the meeting will be informed by other methods or the meeting shall be scheduled earlier. The Company Secretary shall take the minutes of the meeting.
- (6) The Nomination and Remuneration Committee can invite any related personnel to attend the meeting in order to provide relevant information to the Nomination and Remuneration Committee.

8.3 Nomination and appointment of Directors and Executives

The Nomination and Remuneration Committee served for nominating candidates to replace Directors and Executives in the case of completed their terms resign or other. In order to comply with the corporate governance guidelines of the Stock Exchange of Thailand and Articles of Association, the Board of Directors and executives of the Company must be fully qualified by the Public Companies Act BE 2535 and the Securities and Exchange Act BE 2535.

The Nomination and Remuneration Committee is responsible for setting the company's policy and criteria in the selection of directors and determining the remuneration of the Board of Directors and sub-committees. Also, to recruit, select, and nominate the right person to be a director as well as to set the remuneration for a director. This includes working on other assigned tasks and present to the Board of Directors and/or to the Shareholders' Meeting.

The Charter of the Nomination and Remuneration Committee was approved by the Board of Directors Meeting No. 2/2016 on February 26, 2016 and become effective on February 26, 2016 onwards.

1) Criteria of Independent Director Selection

Process of Independent Director Nomination

The Remuneration and Nomination Committee shall preliminary consider suitable persons whose qualifications are in accordance with the regulations of the Securities Exchange Commission and the Stock Exchange of Thailand. Also, the candidates shall have useful knowledge and capability that are useful for the Company. The suitable candidates will be proposed to the Board of Directors and the Shareholders' Meeting for approval, respectively. (Only the increase of the number of directors and the appointment of directors in replacement of directors retiring by rotation shall be approved by the Shareholders' Meeting.)

Qualification of Independent Directors

1. Holding shares not over 1 percent of the total shares with voting right of the applicant for license, holding company, subsidiary, associated company or juristic person that may have conflicts, however, it includes shareholding by related persons of the independent director also.
2. Not being or has been a director with management participation on employees, consultant with regular salary or authorized person of the applicant for license, parent company, subsidiaries, associated company, subsidiaries in same level, or juristic person that may have conflicts, except relieved from such characteristic at not less than 2 years before the date of submission for permission from the office.
3. Not being person of whole blood or registration as stated in the law, in the manner of being father or mother, spouse, brotherhood and offspring including spouse of the offspring of the management, major shareholders, authorized person or person designated to be management or authorized person of the applicant for license or subsidiary.
4. Not have or has been in business such as making a normal commercial transactions to operate a rental business. or rent a property, concerning assets or services or providing or receiving financial assistance. Other similar circumstances apply to the company, parent company, subsidiaries, associated company or juristic person that may have conflicts in a manner that may obstruct the use of judgment freely, and never as a major shareholder. Non-Independent Directors or management of persons who have business relationship with the company, its parent company, subsidiaries, associated company

or juristic person that may have conflict of interest, except relieved from such characteristic at not less than 2 years before the date of submission for permission from the office.

5. Not being or has been auditor of the applicant, holding company, subsidiaries, associated company or juristic person that may have conflicts and not a major shareholder, Non-Independent Directors, managers or managing partners of the audit, the auditors of the Company, parent company, subsidiaries, associated company or juristic person that may have conflicts, except relieved from such characteristic at not less than 2 years before the date of submission for permission from the office.
6. Not being or has been any professional provide which includes legal consulting or financial consulting with service fee over two million baht a year from the applicant, parent company, subsidiaries, associated company or juristic person that may have conflicts, In the case of the professional service provider is a juristic person including a major shareholder, non-Independent Directors, the manager or managing partner of the professional service provider, except relieved from such characteristic at not less than 2 years before the date of submission for permission from the office.
7. Not being a director appointed to be agent of the director of the applicant, major shareholder or shareholder with relation with the major shareholder.
8. Not being a director assigned by the Board of Directors to decided on the operation of the company, parent company, subsidiaries, associated company, subsidiaries in same level, or juristic person that may have conflicts.
9. If the independent directors are independent directors in the parent company, subsidiaries and subsidiaries in same level. The company must disclose information about such positions and the total remuneration received by the independent director in Form 56-1 and Form 56-2.
10. There are no other characteristics that make it impossible to give an independent opinion about the operation of the company.

2) Director and Top Executive Selection

Nomination of Directors and 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.

Top Executive Selection

The top executive selection shall be undertaken by the Remuneration and Nomination Committee to select candidates having suitable qualification, experience of working to be further proposed to the Board of Directors for approval. The policy and criteria for selection of the top executives including succession plan for emergency case or retirement are set forth to avoid any impact to the Company's business as follows:

The Board of Directors approved to set up the succession plan for Chief Executive Officer position and Vice President positions as well as experience transfer to their potential subordinates to work in their replacement for emergency case or retirement. - The basic qualifications of Chief Executive Officer are as follows:

- The education should be not lower than a master degree in engineering field or business administration or other related fields. In case of being educated in lower degree, it is subject to the discretion of the Remuneration and Nomination Committee on his other qualifications.
- Having experience not less than 10 years in the top executive position management
- Having leadership character with wide vision
- Be capable in strategic planning and organizational management
- Having cautious decision making and problem solving with recognition of highest benefit of the Company

8.4 Supervision of Subsidiary and Affiliated Companies

The Company set up mechanism to supervise and oversee the operations of its subsidiary and affiliated companies as follows:

- (1) The Company sends representatives of the Company to serve as directors, executives, or authorized persons in such companies according to the ratio of shareholding which was approved by the meeting of the Board of Directors.
- (2) The Company has a policy to appoint the audits of the Company to serve as the audits of subsidiary and affiliated companies to regulate and ensure accuracy and completeness in the disclosure of financial status information and operation results, transactions between subsidiary companies and related persons, acquisition and disposal of assets or other important transactions, using the same criteria for disclosure of information and preparation of transaction used by the Company.

8.5 Control on the use of inside information

The Company controls on the use of inside information by the Code of Conduct for Directors, Management and Employees of Aqua Corporation Public Company Limited which was approved by the Board of Directors Meeting No. 2/2016 on February 26, 2016 and it shall become effective from February 26, 2016 onwards.

The Company considered that Directors, management and employees will be responsible for keeping the confidential information of the Company strictly. Especially inside information that has not been disclosed to the public and impact on the

business or securities price. Directors, Management including those related (Spouses and underage children of Directors and Managements) Employees will not take the opportunity of being a Director, Managements or Employees in the pursuit of personal gain and in business operation that compete or relate to the Company as well as will not take the inside information to their advantage in trading of the Company's securities and do not disclose confidential information to the competitors of the company's business, although they was terminated from Director, Managements or Employees already. The Company has process to control on the use of inside information for their own benefit or the others as follows.

- (1) Set for notification of Directors and Managements to understand the duty on reporting of securities holding of their own spouses and underage children as well as report of change in holdings in accordance with section 59 and Penalty provisions under section 275 of the Securities and Exchange Act BE 2535.
- (2) Limit acknowledgment of inside information only Director, Managements, Employees or insiders were involved as necessary and set the authority for the personnel authorized to disclose information of the Company clearly.
- (3) Send circular letter to notify suspend period for trading / transfer of the Company's securities (Backout Period) and prohibit to disclose inside information financial statements during the 1 month period before the public disclosure and within 24 hours after the disclosure of such information already, to Directors, Management including those related (Spouses and underage children of Directors and Managements) and management team for the compliance requirements in such period.
- (4) Set for Directors, Management including those related (Spouses and underage children of Directors and Managements) to inform about trading shares of the Company at least 1 day before trading to the Board of Directors or the assignment.
- (5) Set the regulations for security of computer system and information of the Company stringently.

The Company also impose penalties in case of breach on the use of inside information for their own benefit with penalties ranging from a verbal warning to leaving their job.

8.6 Remuneration of Auditor

Articles of Association stated that the Annual General Meeting of Shareholders shall appoint the Auditor and determine audit fee of the Company every year. The appointment of auditor can appoint existing auditor again. The auditor must not be a director, staff, employee or person who holding any position in the Company

The Annual General Meeting of Shareholders 2017 on April 25, 2017 appointed Miss Chaovana Viwapanachati, CPA No.4712 or Miss Wanpen Aunruen, CPA No.7750 or Miss Porntip Amornchailertpattana CPA no. 9589 of the company's Pitisevi Company Limited as the auditor of the Company with remuneration not exceeding 1,280,000 Baht for the year ended December 31, 2017 including authorization by the Board of Directors to approve the audited financial statements that may occur during the year.

Pitisevi office Company Limited was an auditor of the Company since 2012 - 2017, total of 6 years and the auditor of its subsidiaries is the same office of the Company's Auditor. Details of audit fee as follows.

1. Audit fee

No.	Company	Audit fees (Baht)		
		2017	2016	2015
1.	Aqua Corporation Pcl.	1,280,000	1,120,000	1,050,000
2.	Mantra Asset Co., Ltd.	100,000	50,000	50,000
3.	Aqua Ad Pcl.	950,000	800,000	800,000
4.	Thai Consumer Distribution Centre Co., Ltd.	295,000	295,000	210,000
5.	Accomplish way Co., Ltd.	120,000	-	-
6.	Boardway Media Co., Ltd.	600,000	-	-
7.	M.I.S Media Co., Ltd.	120,000	-	-
8.	Texas 121 Co., Ltd.	90,000	-	-
Total		3,555,000	1,980,000	2,265,000

2. Non-audit fee

In 2017 the Company paid non-audit fee which includes travel expenses and reviewed report expenses for the auditor as follow:

No.	Company	Non-audit fees (Baht)		
		2017	2016	2015
1.	Aqua Corporation Pcl.	8,500	7,000	10,695
2.	Mantra Asset Co., Ltd.	8,500	2,800	-
3.	Aqua Ad Pcl.	11,500	9,000	4,020
4.	Thai Consumer Distribution Centre Co., Ltd.	8,500	5,480	1,685
5.	Accomplish way Co., Ltd.	9,500		
6.	Boardway Media Co., Ltd.	10,500		
7.	M.I.S Media Co., Ltd.	5,000		
8.	Texas 121 Co., Ltd.	4,500		
Total		66,500	16,400	24,280

9. Information about Directors, Executives, Control authority and Company Secretary

(1) Background of Directors, Executives, Control authority and Company Secretary

Name – Last name / Position / Appointed date	Age (year)	Education background	% of Share-holding	Family relationship between Directors and Executives	Working Experience		
					Period	Position	Company / Corporate
(1) Mr.Chulasingh Vasantasingh Independent Director , Chairman of the Board Date of appointment to Director at February 27, 2014	67	<ul style="list-style-type: none"> ● Bachelor of Laws (L.L.B.) (Hons.), Chulalongkorn University ● Barrister at Law, The Institution of Legal Education ● Master of Comparative Law (M C L.), University of Illinois, U.S.A. ● Honorary Doctorate Degree in Laws, Ramkhamhaeng University ● Honorary Doctorate Degree in Laws, Chulalongkorn University. ● Honorary Doctorate Degree in Laws, Yonok University. ● Certificate of Harvard Business School ● 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 	No	No	Feb.14-Present 2010-2014 2010-2013 2010-2013 2009-2013	Independent Director and Chairman of the Board Independent Director and / Chairman of Audit Committee Independent Director and / Chairman of Audit Committee Independent Director and / Chairman of Audit Committee Attorney General.	Aqua Corporation PLC. Krung Thai Bank PLC. Thai Airways International PLC. PTT PLC. The Office of the Attorney General

Name – Last name / Position / Appointed date	Age (year)	Education background	% of Share-holding	Family relationship between Directors and Executives	Working Experience		
					Period	Position	Company / Corporate
(2) Pol.Lt.Gen. Wiboon Bang- thamai Independent Director , Chairman of Audit Committee , Chairman of Nomination and Remuneration Committee , Date of appointment to Director April 9, 2013	65	<ul style="list-style-type: none"> ● Master of Business Administration National Institute of Development Administration (NIDA) ● Bachelor of Public Administration (Police), Police Cadet School ● Training on the DAP 119/2015 	No	No	2016-Present 2014-2016 2010-2012 2009-2010 2007-2009	Chairman of Audit Committee Chairman of Chairman of the Nomination and Remuneration Committee Chairman of Audit Committee Chairman of the Board Immigration Commissioner Office commander National Police Commissioner Deputy Chief of Police	Aqua Corporation PLC. Ditto (Thailand) PLC. Ditto (Thailand) PLC. Immigration Bureau Office of the Commissioner of Police Metropolitan Police Headquarters
(3) Mr.Arak Ratboriharn Director , Actiin The Chief Executive Officer, Director with authorized signature , Executive Director Date of appointment to Director July 12, 2016	53	Master of Accountancy (Accounting and Finance) 1989 Thammasat University Bachelor of Accountancy (Cost Ac- counting), 1985, Chulalongkorn Univer- sity DCP training 129/2010	No	No	Present	Director /Executive Director/ Chief Executive Officer (Acting) Director Director , Executive Director Director	Aqua Corporation PLC. Aqua Ad PLC. Mantra Asset Co., Ltd. M.I.S. Media Co., Ltd. News Network Corporation PLC. Thai-French Technical and Technical Association (TFTA) Springnews Corporation Co., Ltd. Zing Technology Co., Ltd. Ruammua Ruamjai Co., Ltd. Springnews Televisions Co., Ltd.

Name – Last name / Position / Appointed date	Age (year)	Education background	% of Share-holding	Family relationship between Directors and Executives	Working Experience		
					Period	Position	Company / Corporate
					May14– Mar 15 April04 – May09	Director / Executive Director ,(Acting.) Chief Executive Chief Financial Officer (CFO)	Environ Mental Solutions Integrator Co., Ltd. News Network Mullimedia Co., Ltd. Thansettakit Multimedia Co., Ltd. Central Lab THAI Co., Ltd. Aqua Corporation PLC. State Railway of Thailand
(4) Mr. Phonlasit Phumiwasana Director , Director with authorized signature , Executive Director Date of appointment to Director February 2, 2011	44	<ul style="list-style-type: none"> ● MBA (Finance) ,MS (Economic) Claremont Graduate University ● BBA, La Sierra University ● DAP training Class 78/2009 	No	No	Feb60-Present April16-Present Nov15-Present Jan15-Mar60 June14-Present Sep.13- May14 2011 – Present	Director Director Director Director Acting Managing Director Director, Executive Director Director	Baordway Media Co., Ltd. Aqua Ad PLC. Accomplish Way Co., Ltd. 121 Power Co., Ltd. Thai Consumer Distribution Center Co., Ltd. Aqua Corporation PLC. Mantra Asset Co., Ltd.
(5) Mr. Krit Kuwijitsuwan Director , Director with authorized signature Executive Director Date of appointment to Director March 29, 2017	37	<ul style="list-style-type: none"> ● MBA, Strathelyde University, Glasgow, Scotland, UK. ● Bachelor of Business Administration in Accounting, Assumption Univirsity 	No	No	Mar17-Present Dec14-2016 Nov10 – 2012 Dec09 – 2014	Director, Executive Director Manager Deputy Director Deputy Director	Aqua Corporation PLC. The reading Football Club (UK) Reignwood International Resources Investment Group Co., Ltd. Empire Asia
(6) Mr. Grisada Jarreonkonkit	51	<ul style="list-style-type: none"> ● Master of Arts in Economics, Chulalong- korn University 	No	No	April16-Present Dec 15- Jan 18	Director Director	Aqua Ad PLC. Texas 121 Co., Ltd.

Name – Last name / Position / Appointed date	Age (year)	Education background	% of Share-holding	Family relationship between Directors and Executives	Working Experience		
					Period	Position	Company / Corporate
Director Date of appointment to Director April 9, 2013		<ul style="list-style-type: none"> Bachelor of Arts in Economics, Dhurakij Pundit University 			2013- Present 2013-2017 April 13-Aug 13 2012 - 2014	Director Director Independent Director / Audit Committee Director	Aqua Corporation PLC. Maxtric PLC. TWZ Corporation PLC. General Engineering PLC.
(7) Mr. Korchoke Saengtongaram Director, Director with authorized signature, Executive Director Date of appointment to Director August 15, 2016	28	<ul style="list-style-type: none"> Master of Finance, University of Exeter Bachelor of Economics, Chulalongkorn University 	No	No	Feb60-Present Aug16-Present July14 – July15	Director Director, Executive Director Investment analyst	Baordway Media Co., Ltd. Aqua Corporation PLC. Aqua Corporation PLC.
(8) Ms. Pranee Rattakam Independent Director, Audit Committee, Member of Nomination and Remuneration Committee Date of appointment to Director May 11, 2010	54	<ul style="list-style-type: none"> Master of Business Administration, Chulalongkorn University Certified Public Accountant Bachelor of Accountancy, Chulalongkorn University DAP training Class 79/2009 	No	No	2010 – Present April16-Present May13-Feb.14 2009 – May 2010 2003 – Present	Independent Director / Audit Committee Independent Director/ Chairman of Audit Committee/ Chairman of the Nomination and Remuneration Committee Independent Director / Chairman of Audit Committee Independent Director/Audit Committee Assistant Chief Executive Officer	Aqua Corporation PLC. Aqua Corporation PLC. Aqua Ad PLC. Krunghthai Card PLC.

Name – Last name / Position / Appointed date	Age (year)	Education background	% of Share-holding	Family relationship between Directors and Executives	Working Experience		
					Period	Position	Company / Corporate
(9) Mrs. Podchane Phaosavasdi Independent Director Audit Committee Member of Nomination and Remuneration Committee Date of appointment to Director May 10, 2013	57	<ul style="list-style-type: none"> ● Master of Business Administration – Marketing, Ramkhamhaeng University ● Bachelor of Literature Arts Official, Chulalongkorn University ● DAP training Class 64/2007 ● RCC training Class 9/2009 ● DCP training Class 151/2011 ● RMP training Class 4/2014 	No	No	Nov17-Present June17-Present 2016-Present 2015 - Present 2013 – Present 2013 – Present 2012 – Persent 2011 – Present 2007 – Present 2006 – Present	Director Director Director Executive Director / Chief Marketing Officer. And Director of Marketing. Independent Director / Audit Committee Remuneration and Nomination Committee And Risk Management Committee Corporate Governance Director Director and Managing Director Director	SH Crossings Co., Ltd. TRC Utility Co., Ltd. Asen Potash Chaiphaphum Co., Ltd. TRC Construction PLC. And Sahakarn Wisavakorn Co., Ltd. Aqua Corporation PLC. TRC Construction PLC. TRC Construction PLC. TRC Engineering LLC and TRC Middle East LLC Republic Sultanate of Oman TRC Construction PLC. Sahakarn Wisavakorn Co., Ltd.
(10) Ms. Rewadee Whanchid Company Secretary Asst. Managing Director CFO Date of appointment to Company Secretary February 6, 2014	48	<ul style="list-style-type: none"> ● Master of Business Administration Kaset-sart University ● Bachelor of Business Administration in Accounting, Ramkhamhaeng University ● DAP training Class 79/2009 	No	No	Feb60-Present Feb60-Jan18 Nov15-Persent Jan15-Persent June 15- Persent Feb15- Persent June2014-Present	Director Director Director Director Director Director Company Secretary	Baordway Media Co., Ltd. Texas 121 Co., Ltd. Accomplish Way Holdings Co., Ltd. 121 Power Co., Ltd. CVK Aqua energy Co., Ltd. Wiik & Hoeglund PLC. Thai Consumer Distribution Center Co., Ltd.

Name – Last name / Position / Appointed date	Age (year)	Education background	% of Share-holding	Family relationship between Directors and Executives	Working Experience		
					Period	Position	Company / Corporate
					Feb 2014 - Present	Director	Aqua Corporation PLC.
					2012 - Feb. 2014	Asst. Managing Director/CFO	Aqua Corporation PLC.
					2008 – Present	Director	Aqua Ad PLC.
					2012 – Present	Director	Mantra Assets Co., Ltd.

Note: The authorized directors of the Company who can sign to bind the Company are Mr.phonlasit Phumiwasana , Mr.Krit Kuvisitsuwana , Mr.Arak Ratboriharn , Mr.Korchoke Saengtongaram any two of these four directors are authorized to jointly sign with the Company's seal affixed

(2) Tenure as Directors and Executives in Subsidiaries, Associates and related companies

List of Directors			AQUA	Subsidiaries holding by the Company					Subsidiaries holding		Related company
				MA	AA	TCDC	TEXAS 121	BOARD WAY	By subsidiaries		
									AWH	MIS	
1	Mr.Chulasingh	Vasantasingh	X , /								
2	Pol.Lt.Gen. Wiboon	Bangthamai	XX , /								
3	Mr.Arak	Ratboriharn	/ , //	/	/					/	/
4	Mr. Phonlasit	Phumiwasana	/ , //	/ , //	/	/ , //		/	/		
5	Mr. Grisada	Jarreonkonkit	/		/		/				
6	Mr.Krit	Kuvijitsuwan	/ , //						/		
7	Mr.Korchoke	Saengtongaram	/ , //					/			
8	Ms. Pranee	Rattakam	/								
9	Mrs. Podchanee	Phaosavasdi	/								
10	Ms. Rewadee	Whanchid	//	/	/	/	/	/	/	/	

Name of Subsidiaries by the Company

1. Mantra Asset Co., Ltd. (MA)
2. Aqua Ad PLC. (AA)
3. Thai Consumer Distribution Centre Co., Ltd. (TCDC)
4. Texas 121 Co., Ltd. (TEXAS)
5. Boardway Media (BOARDWAY)

Name of Subsidiaries by Subsidiaries

1. Accomplish Way Holdings Company Limited (AWH)
2. M.I.S. Media (MIS)

Name of Related Company

1. Eastern Printing PLC. (EPCO)

หมายเหตุ : X = Chairman of the Board, XX = Chairman of Audit Committee , / = Director , // = Executive

(3) Responsibilities of Company Secretary

The Company's secretary shall perform duties as prescribed in Section 89/15 and Section 89/16 of the Securities and Exchange Act (No. 4) BE 2551, which shall come into force on August 31, 2008, with responsibility. Careful And honesty It must comply with law, objectives, Company Regulations, Resolutions of the Board. The resolutions of the Shareholders' Meeting to the legal duties of the Company Secretary are as follows:

- (1) Prepare and maintain the following documents:
 - A. Registration's Director
 - B. Minutes of the Board of Directors Meeting And the company's annual report.
 - C. Invitation of Shareholders Meeting and minutes of the Annual General Meeting of Shareholders
- (2) Keep a report of interest reported by a director or executive. A copy of the report on interest in Section 89/14 shall be sent to the Chairman of the Board. And Chairman of the Audit Committee within 7 Business days from the date of receipt of the report.

- (3) Perform other actions as prescribed by the Board of Capital Market Supervisory.

In addition, the Company Secretary has other duties as assigned by the Company (or the Board of Directors) as follows:

- To perform the duties of the Board of Directors, the Management, and the Shareholders' Meeting. This is in accordance with the Company's regulations.
- Prepare the agenda for Shareholders' Meeting And Board Meetings
- Prepare the Shareholders meeting and the Board of Directors meeting shall be in accordance with the law and the Company regulations and good practices
- Record of Minutes of Shareholders' Meeting, and the Board of Directors Meeting, also, follow up the resolution of the Shareholders' Meeting. And the Board of Directors Meeting.
- Prepare and keep a register of directors, Annual Report, Invitation of the Shareholders' Meeting, Invitation of the Board of Directors Meeting, Minutes of the Shareholders' Meeting and the minutes of the Board meeting.
- To perform the Execute Directors and Executives to report their interests and related persons. Legal requirements
- Keeping reports of interests reported by directors or executives as required by law.
- Ensure information is disclosed and inform the responsibility for the agency that directed the company follow the rules and regulations of the authorities.
- Contact and communicate with the shareholders to know the rights of shareholders and company news, it is a medium between shareholders with the Board and Management
- Oversee the activities of the Board of Directors.
- Contact with other departments within the company for details on the presentation. (Presentation)
- Communication of business information to investors, analysts, shareholders.
- Maintain updated information on website in terms of investor relations, including contact with the SET, SEC related to investor relations.

10. Corporate Social Responsibilities : CSR

10.1 Overall Policy

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 Company and its subsidiaries implement the environmental and social responsibility guidelines as part of business process management (CSR-in-Process) is defined as Corporate Social Responsibilities (CSR) as follows:

1) Operation with fairness

To achieve fairness in business operation, the Company has determined code of ethics for its employees and announced a guideline for operations of the Company on February 22, 2013 and updated Code of Conduct on February 26, 2016.

The Company expects all staff to perform their duties without obligation or commitment of any relevance that related to exploitation by outsiders. The business operation or any legal action of the Company must be correctly under legal and any related regulations always, both transactions occurring domestic and overseas.

The Company operates its business based on openness, honesty, reliability, rationality and justice. Such fundamental ethical principles will be taken to treat our customer, partner, government official and personnel in the group companies as well as any business operation that related to products and environment.

2) 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.

However the CAC Certification Committee with practice orientation to prevent corruption, considered assessment form and the Company's supporting documentation then found that the Company's documentation should improve the essence and ask the Company to amend and send the amendments back to the Certification Committee consider again. The Company is currently in the black out period of 6 months. The Company wishes to join the CAC again and will be announced the intention to join CAC again after the black out period.

3) Respect for human rights

The Company focus on human rights basic to promote respect for rights and freedoms of non-discrimination and promote equality by regardless of the differences of race, skin color, gender, language, religion, physical status or health and we expect all staff to treat each other with honesty, integrity, fairness and respect which includes respect for different culture and traditions. The Company does not accept disparaging, bias, favoritism, discrimination and does not accept any behavior of its employees or partners who are behaving in a way threatening or damaging to the Company. We defined the ethical principles guidelines for employees which sets guidelines on such matters clearly. And announced a guideline for operations of the Company on February 27, 2016 and updated Code of Conduct on February 26, 2016.

4) Practice on 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.

5) Responsibility to Consumer

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.

6) Caring for 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.

7) Community or social development

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 2017, the Company and its subsidiaries have prepared activities for social and community was the fourth on January 14, 2017 at New life school , Thong Phaphum district, Kanchanaburi Province, with project "Nong Im Pee Sook" years 4 , the company has donated donated school Supplies Equipment, kitchen utensils, clothing, and anything that could benefit a school or school. And the company donated money to build schools for the school, with the aim of increasing the number of children in the school. And good development Grow up well To reduce the risk of approaching the retreat. In addition, the company,

led by employees and administrators, participated in joint breakfast and lunch 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.

10.2 Anti-Corruption Policy

At the beginning of 2014, The Board of Director approved the intention to join the Private Sector Collective Action Coalition against Corruption (CAC) and ratification to acknowledge the agreement under declaration of CAC on Anti-Corruption in all forms on June 13, 2016. However the CAC Certification Committee with practice orientation to prevent corruption, considered assessment form and the Company's supporting documentation then found that the Company's documentation should improve the essence and ask the Company to amend and send the amendments back to the Certification Committee consider again. The Company is currently in the black out period of 6 months. The Company wishes to join the CAC again and will be announced the intention to join CAC again after the black out period.

The Board of Directors approved the Anti-Corruption Policy as follows.

1) Corruption

Corruption may include the abuse of entrusted power for private gain by offering, promising, giving, accepting or soliciting of direct and/or indirect as inducement for an action which is illegal and unethical. Inducement can take the form of gifts, offering, rewards or other advantages to government official or other stakeholders whom the company has to deal with.

2) Policy

Aqua Corporation Public Company Limited and its subsidiaries conduct business with transparency, under the rules of fair competition. The Company shall not engage in obscure business or business that enables corruption which is not in accordance with the rules of fair competition and destroys the honor and credibility of the Company and the country.

The Company's Directors, Executives, and employees are prohibited from engaging in any acts related to any form of corruption for the direct or indirect benefit of oneself, family, friends, or acquaintance, whether to receive from or give a bribe in the form of money or any others to government or private agency that the Company conducts business with or contacts, and shall strictly comply with the anti-corruption policy of the Company.

3) Duties and Responsibilities

- (1) The Board of Directors shall consider and approve policies against corruption of all forms whether direct or indirect to be used a guideline by all employees.
- (2) The Board of Directors shall comply with the anti-corruption policy and assign the executive to implement the anti-corruption measures.
- (3) The Audit Committee shall audit and review to ensure good corporate governance practices in the Company that are in line with the relevant policies, regulations, and laws.

- (4) The Audit Committee must report if they discover or suspect any transactions or acts, which may significantly affect the financial status and operating results of the Company, and corruptions to the Board of Directors.
- (5) The internal audit office shall directly report to the Audit Committee and shall carry out auditing of operations of every unit to ensure compliance with the company's regulations and evaluate efficiency and sufficiency of the internal control system based on the principles of good corporate governance.
- (6) The Executive shall communicate to all personnel in the Company and related persons the Company's anti-corruption policy.

4) Measures

- (1) The Directors, Executives, and employees shall comply with the anti-corruption policy. The Board of Directors shall assign the executive to communicate the policy to all employees and implement the anti-corruption measures.
- (2) The Directors, Executives, and employees who violate or fail to comply with the good corporate governance and anti-corruption policies shall be penalized in accordance with the laws and the Company's regulations. However, the Company shall not demote or negatively penalize those who fail to comply with anti-corruption policy even though they may cause the Company to loss business opportunity.
- (3) The Company shall lay out disbursement regulations with clearly defined amount, approval authority, objective, and receiver. Proof of documents shall be required to prevent fraud or corruption and inspection by internal control office must be carried out.
- (4) The Company shall audit sales and marketing work, acquisition, and contracts with risk of corruption to be in compliance with disbursement and acquisition regulations. The internal audit office shall provide opinions and monitor the process.
- (5) The Company shall provide human resource management process that reflects the commitment of the Company to fight against corruption from recruitment, training, evaluation, compensation, and promotion.
- (6) The Company shall provide internal audit to ensure that the internal control system is effective and helps the company to achieve its goals, as well as to ensure that every unit's operation complies with regulations and to find weakness and defect in the operation and provide recommendations on operation system to improve efficiency and effectiveness in accordance with good corporate governance.
- (7) The internal audit office shall immediately report matters to the Audit Committee which shall notify the Board of Directors.

7) Human resources

This Policy will be adopted by the Human Resources and Administration Department of the Company and its subsidiary and apply to all aspects of personnel management, i.e. recruitment, training, performance evaluation, remuneration and promotion.

6) Communicating Anti-Corruption Policy

- (1) The Company shall post the notice of anti-corruption policy on every public relation board of the Company.
- (2) The Company shall communicate anti-corruption policy through communication channels of the Company including the Company's website, annual transaction statements (Form 56-1), and annual report (Form 56-2).
- (3) Every employee must sign the form as an agreement for acknowledging the Codes of Conduct and anti-corruption policy and agree to comply with the regulations to prevent for using reason of not having read or signed the form as an excuse to not comply with the Code and policy.
- (4) If any regulation in the Codes of Conduct or anti-corruption policy is canceled, such cancellation shall be approved by the Board of Directors and must be immediately announced.
- (5) The Company will communicate the Anti-corruption policy to the agents, Suppliers, Distributors/Service Providers as well as the other parties involved to acknowledge from the beginning of business relations and later as appropriate. The Company encourages the agents, Suppliers, Distributors/Service Providers and the other parties involved adherence to standards of social responsibility as well as the Company and its subsidiary.

7) Reporting or Complain

The Board of Directors has set out measures for reporting or submitting complains on unlawful or unethical acts or acts of corruption or wrongdoing by the company's personnel, as well as on inaccurate financial statements or defected internal control system and has implemented protective measures for reporters. This is to encourage stakeholders to be involved in overseeing and protecting the interests of the Company more efficiently.

- (1) Scope of reporting and complaining
 - Unlawful acts, acts of corruption, violation of the Company's Articles of Association or Ethics by the Directors, Executives, and employees.
 - Anomalies in financial statements and defects in the internal control system.
 - Matters affecting the interests or reputation of the Company.
- (2) Reporting or complaining channels
 - Contact Secretary to the Audit Committee
E-mail: secretary.aqua@aquacorp.co.th
Tel: 02-694-8888 ต่อ 8804
 - Contact the relevant department. Such as Human Resources.
E-mail: hr@aquacorp.co.th
Tel: 02-694-8888 ต่อ 8804
- (3) Protective measures for reporters
 - The Company shall not disclose information and identity of those who petition, complain, and the accused.
 - The Company shall disclose information as necessary and shall consider the safety and damage of the reporter, source of information, and related persons.
 - Those who receive damages shall be mitigated with fair and appropriate process.

- It is a duty of the commanders or heads of the units of the accused to exercise due care in giving orders to protect the petitioner, witness, and informant during investigation.

8) Process after reporting

(1) Collecting facts

Officer shall proceed to collect all facts and send a report to Secretary to the Audit Committee.

(2) Information screening and investigation

Secretary to the Audit Committee shall present the information to the Board of Director or Chief Executive Officer to appoint investigation committee to carry out information screening and investigation. The investigation committee shall be composed of:

Personnel Manager or representative from the department.

- Commander in the petitioner's line of work who shall not have conflict or material interest with the petitioner.
- Commander in the accused's line of work who shall not have conflict or material interest with the accused.
- Senior executive officer

Secretary to the Audit Committee shall participate to observe the investigation process.

(3) Determining operation measures

Secretary to the Audit Committee shall prepare summary report and submit to the Board of Directors or Chief Executive Officer whichever the case for approval of operation.

For the case that affects the reputation, image, or financial status of the Company or conflicts with the business policy of the Company or relates to senior executive, Secretary to the Audit Committee shall submit report to the Audit Committee and/or Board of Directors for consideration.

9) Monitoring and reviewing

The Company Secretary will review this policy and proposed to the Audit Committee and the Board of Directors for approval, if there are changes including supervise and monitor this policy into.

10) Punishment

The punishment shall be in accordance with the Company's rules of employee discipline and / or related laws.

11. Internal Control and Risk Management

The company emphasizes the importance of establishing internal control system for efficient operation reviewing by the audit committee to be more appropriate and sufficient. The Audit Committee verified and evaluated sufficiency of internal control system and suggested that the Company had adequate system of internal control, covers both financial and managerial aspects to ensure effective and efficient operations and to focus on continuous improvement which the auditor prepared in accordance with the generally accepted accounting principles and no significant defect. The company also applied the questionnaire following the SEC to make sure that internal control system is under controlled. Internal control system that covers all 5 aspects (1) organization and environment (2) risk management (3) management control activities (4) information system and (5) communication, which can be summarized as follows:

1. Organization and Environment

The Company determined objectives and business plan to ensure business stability and developed efficient work process including human resource development on a continuous basis in order to cope with business changes and manage organization structure, by internal audit department as an independent entity reporting directly to the Audit Committee to ensure transparency. The Company determined policy and work plan by considering fair treatment of employees and business partners as well as responsibility towards shareholders, society and environment. In terms of the functional organization chart, the Company clearly divided responsibilities into 3 basic functions of the internal audit system, which are approval, transaction and information recording, and asset tracking and monitoring. Such functions are specified in writing from management to employee levels based on approval and execution authority and operating procedures. In the year 2017, the company has issued the anti-corruption policy and also created the channel to obtain issues from employees and management teams. That could be shown that the company significantly take this matter into consideration.

2) Risk Management

The Board of Directors has assigned the Audit Committee to review the Company's risk management system to ensure that it is appropriate and effective to assess business risk, analyze problem and factors which its arising from both internal and external factors. By prevented or reduced risk to acceptable level. The Company determined policies and work plan to implement risk management seriously also monitor risk management of all sections within the organization. Audit Committee also let one of representative in each department to review problems, observations, suggestions and countermeasures that may lead to or resolve of risks. These will be included of training in risk management of organization for executives and employees to have more understanding of this subject.

3) Management Control Activities

The company issues practical guide or operating manual for employees in order to be framework based on common system and high efficiency. The mentioned general practice can enhance overall process of each department and reduce unnecessary risk in each process at the same time. The company also considers the way in decentralised structures in order to define scope of responsibility and financial approval limit of each level of the management in writing to be more balanced

and still under control, determined responsibilities of each function appropriately according to the principle of decentralization to achieve efficient operation, and monitors affiliated companies regularly. Moreover, the Audit Committee reviewed and approved annual audit plan. The Audit Committee has internal audit department which is independent to response for monitoring internal control procedures and review critical system at least once a year to cover risky work processes in order to ensure that each section has sufficient supervision in terms of finance, operation, compliance with laws, regulations and rules. In case of any transaction that results in a long-term obligation, the Company required a person responsible for monitoring compliance with conditions and reporting to the Audit Committee periodically to verify appropriateness of the transaction throughout the contract period and to prevent relevant persons from exploiting company's benefits to their own advantages.

4) Information System and Communication

The Company provides important and sufficient information to the board of directors for their consideration together with supporting documents for each agenda by submitting meeting appointment notice and supporting documents to them at least 7 days in advance. The Company secretary acts as a coordinator to submit such information to the board of directors and to record minutes of meeting, questions, comments, and opinions of directors in the board of directors meeting. With regard to the storage of accounting and supporting documents, the Company keeps all items separated by category that is convenient for an audit. Moreover, the Company has developed intranet system and continual Data Systems by providing information system and channel to communicate not only in internal department but also outside company with high efficiency that can be lead to the wording of complete, correct and time. Intranet system that can be linked to external entities in order to allow quick and efficient communication and data transfer between internal and external entities. And using information systems in the planning and management to link the various systems into one system to make more efficiently. Such systems have right to access information that is confidential in all departments. To allow only authorized persons to access personal data.

5) Monitoring System

The Company has system to track on going works or projects. Each management take action to compare performance of a process or project and reporting all related progress through the board of committee, which is arranged monthly basis, to make sure that all mission will meet the objective. In 2017, the Company conducted 5 audit committee meetings. The Audit Committee had a duty to report audit results to the board of directors on a quarterly basis. Moreover, in the implementation of work plan, the overall operation was monitored and the financial impact was analyzed continuously. The Company held management meeting to report progress of the aforementioned work plan on a monthly basis. However, if any significant flaw was found, it would be reported to the Audit Committee and/or the board of directors to consider giving an order for implementing corrective action. Moreover, the Company stipulated that the internal audit department had to monitor internal controls on a regular basis to ensure transparency and good corporate governance of the Company.

Risk Policy and Management

The Executive Committee determined policy to assess business risk arising from both internal and external factors and to reduce such risk to an acceptable level. The Audit Committee has monitored, assessed and considered in each process

to develop continuously efficient operation that the risk management is appropriate for the business operation and is compliant with objectives and mission of the organization. The risk management is the responsibility of every person within the organization. The Company provided training for all employees to be responsible for and to understand the risk principle within their scope of work in order to ensure appropriateness of risk management. The Executive Committee has a duty to approve the risk management plan, review and improve the policy so that it is appropriate for the environment of the Company.

11.1 The Board of Directors' Comment regarding the internal control system

The Board of Directors' meeting No. 2/2017 on February 27, 2018 by an independent director and audit committee includes 2 members attended the meeting. The Board has assessed the Company's internal control system by questioning information from the management and inspection documents from the management including the assessment of the management and preparation of the report of the Audit Committee. The conclusion after an assessment of the internal control of the company in various five components: (1) Internal organization control (2) risk assessment (3) The operational control (4) Information and Communication system, and (5) Tracking and trace back system.

The Board of Directors concluded that the Company's internal control systems are adequate and appropriate. The Company has provided sufficient personnel to implement the system effectively. The internal control system can monitor the operations of its subsidiaries to protect the Company's assets and its subsidiaries by illegally used or without authority of the directors or executives as well as sufficiently monitor the transactions with persons who may have conflicts of interest and related party. For other internal control subjects, the Board of Directors considered that the Company has sufficient internal control as well.

11.2 The opinion of the Audit Committee

As the assessment of the internal control systems above, the Independent Director and Audit Committee do not have any further observations from the Board of Directors. Moreover the auditor of the company, Miss Wanpen Aunruen, CPA No.7750 of the company's Pitisevi Company Limited who is the auditor of quarterly and year ended 2016 expressed the opinion in the auditor report as follows.

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, 2017, and the related consolidated and separate statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated and separate financial statements, including a summary of significant accounting policies.

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, 2017, and its consolidated and separate financial performance and cash flows for the year then ended, in accordance with Thai Financial Reporting Standards.

11.3 Head of Internal Audit and supervisors overseeing the company's operation

The Audit Committee's meeting No. 1/2017 on February 27, 2017 has assigned JP Tip Audit Limited to perform the internal auditor of the Company since January 1, 2017 until December 31, 2017. The JP Tip Audit limited has appointed Mr.Napat Kongyarit to be main duty of the internal auditors of the Company.

The Audit Committee has considered the qualifications of JP Tip Audit Limited and Mr. Napat and concluded that there is sufficient and appropriate for such duties. They are independence and experienced in the field of internal audit of the industry in the same as company business for 8 years

However, the consideration and approval of the appointment, removal, transfer the incumbent head of internal audit of the company must be approved by the Audit Committee.

12. Related Party Transaction

12.1 Connected Transactions of the company, subsidiaries and related parties during 2016-2017

Related Person	Relationship	Item	Consolidated		Separate		Transaction Characteristics	suitability Of the transaction	Term
			Y 2017	Y 2016	Y 2017	Y 2016			
Mantra Assets Company Limited	The company's subsidiary with the shareholding of 99.99%	1) Loans	-	-	415,550	173,950	This transaction is to provide financial assistance to its subsidiaries for the financial restructuring and asset management. The interest rate is 3% - 5.60% per year	Is a rate higher than deposit rates, and a secured loan.	call
		2) Interest received	-	-	16,429	1,407			
		3) Management fee income	-	-	1,800	-	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) Dividend income	-	-	-	1,000	A normal business transaction resulting from investment in a associated.	Such items must be based on performance. And all shareholders have equal rights.	
Aqua Ad Public Company Limited (AA)	The company's subsidiary with the shareholding of 99.99%	1) Interest received	-	-	26	-	This transaction is to provide financial assistance to its subsidiaries for the financial restructuring and asset management. The interest rate is 3% - 5.60% per year	Is a rate higher than deposit rates	call
		2) Interest expenses	-	-	208	-			
		3) Other receivables	-	-	69	86	This transaction is expenses between rechargeable	The investment policy of the company to send a representative	
		4) Management fee income	-	-	2,400	2,400			

Related Person	Relationship	Item	Consolidated		Separate		Transaction Characteristics	suitability Of the transaction	Term
			Y 2017	Y 2016	Y 2017	Y 2016			
								to help control and management is therefore necessary to allocate the cost of each other	
		5) Insurance Creditor	-	-	535	688	It is a regular business support item for rent and office space totaling 396 sqm. a total of Baht 178,200 per month and other expenses as actual, this is a price comparable to the market price. Lease and service agreements are for 3 years.	The price same with the other tenants. The total cost of furnishings	August 1, 2015 - July 31, 2018
		6) Other incomes	-	-	2,600	2,754			
		7) Dividend income	-	-	30,332	20,222	A normal business transaction resulting from investment in a associated.	Such items must be based on performance. And all shareholders have equal rights.	
Boardway Media Co., Ltd. (BWM)	The company's subsidiary with the shareholding of 90	1) Loans	-	-	420,500	-	This transaction is to provide financial assistance to its subsidiaries for the financial restructuring and asset management. The interest rate is 6% per year	Is a rate higher than deposit rates, and a secured loan.	call
		2) Interest received	-	-	16,361	-			
		3) Other receivable	-	-	4	-	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	
		4) Management fee income	-	-	1,400	-			

Related Person	Relationship	Item	Consolidated		Separate		Transaction Characteristics	suitability Of the transaction	Term
			Y 2017	Y 2016	Y 2017	Y 2016			
								the cost of each other	
		5) Insurance Creditor	-	-	713	-	It is a regular business support item for rent and office space totaling 396 sqm. a total of Baht 237,600 per month and other expenses as actual, this is a price comparable to the market price. Lease and service agreements are for 7 months.	The price same with the other tenants. The total cost of furnishings	June 1, 2017 - December 31, 2017. (and Renew at maturity)
		6) Other incomes	-	-	1,663	-			
Thai Consumer Distribution Center Co.,Ltd (TCDC)	The company's subsidiary with the shareholding of 96.13%	1) Interest paid	-	-	13	-	This transaction is to provide financial assistance to its subsidiaries for the financial restructuring. The interest rate is 4.35% per year.	Is a rate higher than deposit rates	call
		2) Other receivable	-	-	2	3	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	
		3) Management fee income	-	-	1,200	1,200			
		4) Insurance Creditor	-	-	394	180	It is a regular business support item for rent and office space totaling 164 sqm. a total of Baht 131,200 per month and other expenses as actual, this is a price comparable to the	The price same with the other tenants. The total cost of furnishings	January 1, 2017 – December 31, 2017. (and Renew at maturity)
		5) Other incomes	-	-	1,218	720			
		6) Income from financial services	-	-	2,111	2,314			

Related Person	Relationship	Item	Consolidated		Separate		Transaction Characteristics	suitability Of the transaction	Term
			Y 2017	Y 2016	Y 2017	Y 2016			
							market price. Lease and service agreements are for 1 year		
		7) Dividend income	-	-	8,142	32,567	A normal business transaction resulting from investment in the ordinary shares of the subsidiary.	Such items must be based on performance and all shareholders have equal rights.	
Accomplish Way Holdings Co., Ltd. (AWH)	Indirect subsidiary Holding shares through Thai Consumer Distribution Centre Co., Ltd.	1) Interest paid	-	-	103	-	This transaction is to provide financial assistance to its subsidiaries for the financial restructuring. The interest rate is 4.35% per year.	Is a rate higher than deposit rates.	call
Texas 121 Co., Ltd. (Texas) (formerly Aqua Power Co., Ltd.)	The company's subsidiary with the shareholding of 99.99%	1) Loans	-	-	-	91,000	This transaction is to provide financial assistance to its subsidiaries for the financial restructuring and asset management. The interest rate is 2% per year.	Is a rate higher than deposit rates. The loan is secured	call
		2) Accrued interest receivable	-	-	-	1,805			
		3) Interest received	-	-	3,085	1,805			
		4) Other receivables	-	-	400	-	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	
121 Power Co., Ltd.	The company's subsidiary with the shareholding of 99.99% (Ended on February 28, 2017)	1) Interest received	-	-	-	48	This transaction is to provide financial assistance to its subsidiaries for the financial restructuring and asset management. The interest rate is 3-5% per year.	Is a rate higher than deposit rates. The loan is secured	call

• **Connected Transaction with Related Parties**

Related Person	Relationship	Item	Consolidated		Separate		Transaction Characteristics	suitability Of the transaction	Term
			Y 2017	Y 2016	Y 2017	Y 2016			
Eastern Printing PLC. (EPCO)	Associated (share holding by the Company total of 38.40%)	1) Dividend	-	-	20,933	34,827	A normal business transaction resulting from investment in a associated.	The price is the same with others	
CVK West Management Co., Ltd.	The shareholders' equity of the subsidiary (TCDC)	1) Interest income	-	-	-	159		Is a rate higher than deposit rates. The loan is secured	call

12.2 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.

13. Management Discussion and Analysis

Overview

Aqua Corporation Public Company Limited Group has the information of business operation and operating results as follows.

1. Investment in Subsidiaries and Associated Companies

Companies	Shareholding (%)	Business	Investment Status
1. Aqua Ad PLC (AA)	99.99	Billboard Advertising	Subsidiary
2. Broadway Media Co., Ltd. (BWM) *	90.00	Billboard Advertising	Subsidiary
3. M.I.S. Media Co., Ltd. (MIS) **	99.99	Billboard Advertising	Subsidiary of AA
4. Mantra Asset Co., Ltd. (MANTRA)	99.99	Real Estate for rent and service	Subsidiary
5. Thai Consumer Distribution Center Co., Ltd. (TCDC)	96.13	Warehouse for rent and service	Subsidiary
6. Accomplish Way Holdings Co., Ltd. (AWH)	99.99	Warehouse for rent and service	Subsidiary of TCDC
7. Eastern Printing PLC (EPCO)	38.40	Printing and Renewable Energy	Associated Company

Note * AQUA holds BWM in 90% shareholding on February 21, 2017

** AA holds MIS in 99.99% shareholding on April 4, 2017

Aqua Ad PLC (“AA”) M.I.S. Media Co., Ltd. (“MIS”) and Broadway Media Co., Ltd. (“BWM”)

The 3 companies engaged in outdoor advertising business (Out of Home Media) both in the form of static outdoor and LED Digital signage. As of December 31, 2017, there were 348 billboard for advertising in Bangkok and vicinity of 65% and Region of 35% classified by type as follows.

Type (Unit: Banner)	AA	MIS	BWM	Total
Static Outdoor	255	10	43	308
LED Digital signage	6	-	34	40
Total	261	10	77	348

Revenue and operating results of the advertising media business

Million Baht	2017	2016	Change
Revenue	604.88	312.42	292.46
Net profit	27.42	43.87	-16.45
Occupancy rate – Static (%)	46.57%	59.55%	-12.98
Occupancy rate – Digital (%)	52.97%	-	N/A

On February 21, 2017 the Company invested in Board of Media Co., Ltd. makes the revenue of the year 2017 increased from 2016 by nearly 100%. Net profit decreased 37.50% because BWM is in the process of expanding its investment in digital

signage. Sales not yet comply with the actual costs, a loss of Baht 1.55 million including in the year 2017, revenue from AA, a static outdoor banner decreased by 6.21%, Profit decreased by 35.65% compared to 2016.

Thai Consumer Distribution Center Co., Ltd. ("TCDC") and 6. Accomplish Way Holdings Co., Ltd. (AWH)

Both companies are engaged in warehousing business which currently, there are 122,747 sqm of rental space. The area of 108,902 sqm is leased to the Unilever Group under the 10-year lease agreement and the area of 13,845 sqm is leased to 2 major customers such as Agility(*) and Ceva(**). The term of the agreement with both customers is agreed to renew the agreement every 3 years.

Note

Agility(*) : Agility Co., Ltd. affiliated with Aglility Group which is the largest logistics operator in Middle East, listed on the Kuwait and Dubai Stock Exchange by transport coverage in 100 countries around the world with over 20,000 employees and approximately 65,000 customers and revenues of over USD 48.5 billion.

Ceva(**) : CEVA Logistics (Thailand) Ltd. affiliated with CEVA Group which is the leading logistics operator in the world by transport network covers 170 countries with 42,000 employees. For Thailand it employs over 3,000 employees and there are 38 affiliated warehouses nationwide. Total warehouse approximately is about 700,000 square meters.

Mantra Asset Co., Ltd. ("MA")

MA operates real estate for rent and service business by purchase land in Chiang Mai for construction of resort for eco-tourism and rural tourism and agriculture with total investment in this project of Baht 470 million for The Cabin Chiang Mai Co., Ltd. rent all property of the project after construction complete to run health recovery business (Retreatment Center) for a period of 10 years and can renew the lease for another 10 years with the living area of 11,093 sqm on land 34-1-62.6 rai. From October 1, 2017, construction has been completed and 100% operational.

Main revenue in the income statement of "TCDC", "AWH" and "MA" consisted of

1. Rental income from lease and service agreements signed with the customer.
2. Gain on change in fair value that the Company has chosen the fair valuation of the warehouse by income approach which is calculation of the present value of income is cash flow (Discounted Cash Flow or DCF) and record the difference in gain from change in fair value. The change in fair value of the 3 companies will occur as follows:
 - 2.1 When the construction is complete, the Company will evaluate the fair value to change from cost price to fair value.
 - 2.2 Annual Fair Valuation to find the fair value change compared to the last year.

Million Baht	2017	2016	Change
Revenue	325.83	302.16	23.67
Gain (loss) on change in fair value *	293.24	(3.67)	296.91
Net profit	400.93	156.95	243.98
Net profit excluding gain on change in fair value (Net of tax expense)	166.34	159.89	6.45

Note * In the year 2017 there was a revaluation of real estate for rent and service of MANTRA that completed during the year from cost price to fair value according to the accounting policies mentioned above.

Eastern Printing PLC (“EPCO”)

EPCO’s core businesses are print publisher and operates a comprehensive printing business by providing services ranging from production planning until binding finished publication. In late 2011, EPCO expanded its investment in renewable energy by invested in solar power plant. Summary of EPCO’s currently power plant projects as follows.

1. Solar power project by solar farm with total capacity of 20 megawatts
2. Solar power project by solar rooftop with total capacity approximately 1.5 megawatts.
3. Co-generation combined power plant project.
4. Solar power plant project in Japan with total capacity approximately 35.215 megawatts.
5. System installation and control of solar power project by solar rooftop.

In 2017, EPCO's revenue from electricity sales was more than 50% of total revenue and in the future, it is expected that the proportion of revenue from energy will increase as a result of additional investment in various projects.

Revenue	2017	2016	Change
From energy (%)	52.20	40.11	12.09
From printing (%)	47.80	59.89	-12.09

At the end of 2017, Aqua holds 321 million shares in EPCO or 38.40% representing value based on the closing price of EPCO is $321 \times 5.50 =$ Baht 1,765.50 million. The cost is Baht 613 million.

Summary of revenue and profit from the business

3 subsidiaries and associated companies have full income and income distribution calculated from the shareholding proportion of AQUA as follows.

Million Baht	2017		2016		Change	
Revenue	full	distribution	full	distribution	full	distribution
AA – Advertising media	293.89	293.86	306.96	306.93	-13.07	-13.07
BWM – Advertising media	290.39	261.35	-	-	290.39	261.35
TCDC – Warehouse	283.81	272.83	286.01	274.94	-2.20	-2.11
MA – Investment Property	37.59	37.59	-	-	37.59	37.59
EPCO – Electricity	485.95	186.60	343.04	131.73	142.91	54.87
EPCO – Publication	444.93	170.85	512.17	196.67	-67.24	-25.82
Total Revenue	1,836.56	1,223.08	1,448.18	910.27	388.38	312.81

From the table above, in the year 2017 total income distribution from all 5 businesses increased by 34.36% from the year 2016, mainly from.

- 1) On March 3, 2017 AQUA has invested in BWM which operates static outdoor banner advertising and LED digital signage business by 90% shareholding.
- 2) On April 4, 2017 AA has invested in MIS which operates static outdoor banner advertising business by 100% shareholding.
- 3) MA began to recognize income from real estate for rent and service phase 1 from April 2017 and recognize full income project from August 2017.

From full net profit and profit distribution calculated from the shareholding proportion of AQUA as follows.

Million Baht	2017		2016		Change	
Net profit	full	distribution	full	distribution	full	distribution
AA –Billboard advertising media	28.97	28.97	43.45	43.45	-14.48	-14.48
BWM –LED advertising media	(1.55)	(1.40)	-	-	-1.55	-1.40
TCDC – Warehouse	205.67	197.71	156.44	150.39	49.23	47.32
MA – Investment Property	195.26	195.24	-	-	195.26	195.24
EPCO	207.19	79.56	118.74	45.60	88.45	33.96
Total net profit	635.54	500.08	318.63	239.44	316.91	260.64

Profit distribution from 4 businesses increased by 108.85% from year 2016. The main reasons for this change is recognizing of gain on fair value changes in real estate.

Financial highlights of AQUA

Summarized statement of financial position

Million Baht	2017	2016	Change
Cash and cash equivalents	266.54	659.49	(392.95)
Temporary investment	0.20	150.00	(149.80)
Trade and other receivable-net	275.98	100.33	175.65
Investment in associates	756.38	674.65	81.73
Investment Property	3,840.93	3,283.21	557.71
Property, plant and equipment-net (Including intangible assets)	1,070.90	415.84	655.06
Goodwill	385.92	35.96	349.96
Other current and non-current assets	88.85	112.53	(23.68)
Total assets	6,685.70	5,432.01	1,253.68
Bill of exchange discount	10.00	100.00	(90.00)
Trade and other payables.	106.84	84.37	22.47
Debenture	158.55	-	158.55
Loan from financial institution	2,067.61	1,616.48	451.13
Warranty and advances received	142.05	70.89	71.16
Provision for liabilities under accounting standards	426.46	273.73	152.73
Other current and non-current liabilities	11.51	17.60	(6.09)
Total liabilities	2,923.02	2,163.07	759.95
Paid-up capital	2,296.50	2,296.50	-
Treasury shares	(66.38)	(66.38)	-
Share premium	312.84	312.84	-
Retained earnings	1,057.71	616.20	441.51
Other components of shareholders' equity	89.95	64.42	25.53
Non-controlling interests	72.06	45.37	26.69
Shareholders' Equity	3,762.68	3,268.94	493.74

In 2017, AQUA's total cash and temporary investment decreased by Baht 543 million or 67.12% from the end of 2016. Mainly due to 2 businesses acquisition of Baht 676 million, financial assistance to subsidiaries of Baht 836 million to repay the loan in accordance with investment and business expansion conditions as well as a total of Baht 1,512 million. The investment comes partly from loan from financial institutions and issuance of debt securities totaled Baht 870 million (The balances as at 31 December 2017 amounted to Baht 795 million).

Consolidated Statement of Income

Million Baht	2017	2016	Change
Sales and services income	906	593	313
Gain from change in fair value	293	-	293
Interest income	13	20	(7)
Gain on sales of investments	34	-	34
Other income	54	25	29
Total revenue	1,300	638	662
Cost of sales and services	417	191	226
Selling expenses	36	13	23
Administrative expenses	200	103	97
Loss on changes in fair value	-	4	(4)
Total expenses	653	311	342
Share of profit from investments in associates	80	46	34
Financial expenses	116	81	35
Income tax income (expense)	(116)	(48)	68
Net profit	494	242	252
Equity of non-controlling interests	8	6	2
Net profit of Aqua	486	236	250

In the year 2017, the net profit was Baht 494 million, increased of Baht 252 million or 104.13% compare to 2016 with net profit of Baht 242 million. The main reason for this change is recognizing of gain on fair value changes in real estate. If the calculation of net profit excluding gains from changes in fair value, the net profit from the AQUA Group's operations as follows:

Million Baht	2017	2016	Change
Net profit	494	242	252
Less Gain (loss) on change in fair value in real estate **	293	(4)	297
Plus goodwill amortization	(11)	-	(11)
Plus tax expense as Thai Accounting Standard No. 12	(91)	(19)	(72)
Net profit from business operation	303	265	38

** The increase in the fair value of investment property in subsidiaries as follows.

(1) The rehabilitation centers for rent in Chiang Mai finished construction that the Company has to adjust its fair value.

Profit from the change in fair value of Baht 224 million

(2) Warehouse for rent and service, the Company has to measure the fair value of each inventory at the end of the accounting period and record changes into profit and loss. In the year 2017, gain on change in fair value increased by Baht 73 million.

Operating Results

■ Revenue

In the year 2017, the Company and its subsidiaries' main income was divided into 3 types such as (1) income from rental of advertising space, supply space, contract manufacturing and install various types of advertising (2) income from real estate rental and services (3) income from share of profit from associates with information as follows.

<i>Revenue type</i>	2017		2016	
	Million Baht	%	Million Baht	%
1. Income from advertising media business:				
1.1 Sales	29.76	2.16	-	-
1.2 Advertising income	494.78	35.87	250.06	36.59
1.3 Service income	59.74	4.33	56.90	8.33
Total	584.28	42.36	306.96	44.92
2. Income from warehouse business:				
2.1 Rental and service income	283.81	20.58	286.01	41.85
2.2 Gain on fair value changes in real estate	69.30	5.02	-	-
Total	353.11	25.60	286.01	41.85
3. Income from real estate rental and service business:				
3.1 Rental and service income	37.59	2.73	-	-
3.2 Gain on fair value changes in real estate	223.94	16.24	-	-
Total	261.53	18.96	-	-
4. Share of profit from associates : EPCO	79.56	5.77	45.60	6.67
Total	79.56	5.77	45.60	6.67
5. Other income:				
5.1 Bad debt recovery	1.27	0.09	3.15	0.46
5.2 Leasing interest income	0.15	0.01	0.41	0.06
5.3 Gain on sales of investments	33.97	2.46	-	-
5.4 Gain from foreign divestment	6.53	0.14	-	-
5.5 Interest income	13.25	0.96	20.36	2.98
5.6 Others	45.70	3.31	20.93	3.06

<i>Revenue type</i>	2017		2016	
	Million Baht	%	Million Baht	%
Total	100.87	7.31	44.85	6.56
Total revenue	1,379.35	100.00	683.42	100.00

In the year 2017, the Company's total revenue was Baht 1,379.35 million, increased by Baht 695.93 million or 101.83% from the last year consisted of.

- Income from advertising media business was Baht 584.28 million, increased by Baht 277.32 million or 90.34% compare to the year 2016 from the acquisition of BWM which was recognized income on March 3, 2017 onwards.

In Form 56-1, Part 1, Clause 2.2, the Company disclosed about overview of the advertising industry in 2017 decreased by 6% from the year 2016. The summary of media usage for the year 2016-2017 and related media as follows.

Category	2017 (Million baht)	%	2016 (Million baht)	%	Change value (Million baht)	% Growth
Advertising media	6,391	6.30	5,667	5.25	724	12.78

In the year 2017, the advertising media income of the AQUA Group was Baht 575.12 million, representing 9% of total income of advertising media category.

- Income from real estate rental and services (Warehouse and rehabilitation center business) was Baht 614.64 million, increased by Baht 328.63 million or 114.90% from recording of difference from the change in fair value of investment property such as (1) The rehabilitation centers for rent in Chiang Mai finished construction that the Company has to adjust its fair value. Profit from the change in fair value of Baht 223.94 million (2) Warehouse for rent and service, the Company has to measure the fair value of each inventory at the end of the accounting period and record changes into profit and loss. In the year 2017, gain on change in fair value increased by Baht 72.97 million and the recognizing of income from rental and services of Mantra Asset Co., Ltd. (MANTRA) increased by Baht 37.59 million by began to recognize income from real estate for rent and service phase 1 from April 2017 and recognize full income project from August 2017.
- Share of income from associates was Baht 79.56 million, increased of Baht 33.96 million or 74.47% from 2016 because EPCO's net profit increased by Baht 88.44 million (Details can be obtained from the information of EPCO).
- Income from sale of investment of Baht 33.97 million is the sale of warrants EPCO-W2 that has been allocated without charge from the subscription of shares allocated to the existing shareholders at the ratio of 8 to 1.

- Gain from foreign divestment of Baht 6.53 million from the exchange rate adjustment and sales of solar power plant in Japan.
- Interest income was Baht 13.25 million, decreased of Baht 7.11 million or 34.92% from 2016 because the Company's cash balance decreased from the acquisition and also provides financial assistance to its subsidiaries to invest in various projects.
- Other income in addition to the above items of Baht 47.12 million increased by Baht 22.63 million or 92.41% from 2016 from loan repayment and there is a difference that reduce debt to the Company and its subsidiaries. As the financial statements, segment of subsidiary is presented in the income category and segment of the Company is presented in cost category.

■ **Cost of sales and services**

In the year 2017, the cost of sales and services was Baht 417 million, increased of Baht 226 million or 118.53% from 2016. The cost of real estate for rent and services was Baht 17 million representing 5.45% of service income. The cost of advertising business was Baht 400 million, increased by Baht 211 million. The average cost of advertising billboard increased from 57.94% to 66.76% of service income as a result of the acquisition of BWM including investment to expand the LED network.

■ **Cost of sales**

In the year 2017, the Company had selling expenses of Baht 35.56 million, increased by Baht 22.44 million or 171.04% from 2016 with mainly reason from BWM acquisition which was recognized expenses on March 3, 2017 onwards.

■ **Administrative expenses**

In 2017, the Company had administrative expenses of Baht 200.31 million, increased by Baht 96.92 million or 93.74% from 2016 with mainly reason from BWM acquisition which was recognized expenses on March 3, 2017 onwards and loan repayment with difference that reduce debt to the Company and its subsidiaries of Baht 21.26 million as the financial statements, segment of subsidiary is presented in the income category and segment of the Company is presented in cost category.

■ **Financial cost**

In the year 2017, the Company had financial cost of Baht 116.08 million, increased of Baht 34.97 million or 43.11% from 2016 with mainly reason from loan interest that funding to use as capital for the business acquisition and investment to expand the AQUA Group's business by loan from financial institutions and issuance of long-term debentures.

■ Income tax expense

Million Baht	2017	2016	Change
Corporate Income Tax	24.40	29.45	(5.05)
Income tax income (expense) as Thai Accounting Standard No. 12	91.32	19.09	72.23
Total	115.72	48.54	67.18

In the year 2017, the income tax expense was Baht 115.72 million, increased from the same period of the last year which income tax expenses was Baht 48.54 million, increased by Baht 67.18 million with mainly reason from.

- Corporate income tax decreased by Baht 5.05 million due to lower profitability of AA.
- Income tax expense as Thai Accounting Standard No. 12 increased by Baht 72.23 million with mainly reason from gain on fair value changes in investment property increased from 2016.

■ Net profit

In 2017, the Company's net profit for the period was Baht 494 million with mainly reason from recognizing profit of TCDC of Baht 198 million, AA of Baht 29 million and MA of Baht 195.24 million, and the share of profit from associates was Baht 79 million. The part of parent company is Baht 486 million and non-controlling interest of Baht 8 million.

Financial position

1. Assets

At the end of 2017, the Company had total assets of Baht 6,686 million, increase by Baht 1,254 million or 23.09% from the last year consisted of current assets of Baht 554 million, decrease by 41.75%, decreased mostly of cash and cash equivalents of Baht 542 million and non-current assets increased by Baht 1,650 million or 36.82% which was mainly due to an increase in investment property of Baht 558 million with advertising billboard asset show in property, plant and equipment-net increased by Baht 729 million, intangible assets decreased by Baht 74 million and goodwill increased by Baht 350 million.

From the overview above, changes in Company's assets have details as follows.

1.1 Cash and cash equivalents

At the end of 2017, the Company had cash and cash equivalents (including current investments) of Baht 267 million, decrease by Baht 542 million from 2 business acquisitions amounted to Baht 676 million, financial assistance to subsidiaries of Baht 836 million to repay the loan in accordance with investment and business expansion conditions. Total amount was Baht 1,512 million. These investments included loans from financial institutions and debt securities issuance totaling Baht 870 million.

1.2 Trade and other receivables - net

As at the end of 2017, the Company had trade and other receivables - net of Baht 276 million, increased by Baht 176 million from 2016. Trade receivables - net consisted of:

Unit: Thousand Baht	Consolidated financial statements	
	31 Dec 2017	31 Dec 2016
<u>Trade receivables</u>		
Other companies	164,407	55,605
<u>Less</u> Allowance for doubtful accounts	-	(610)
Trade receivables - net	164,407	54,995
<u>Other receivables</u>		
Prepaid rental	82,056	30,519
Prepaid expenses	8,008	6,489
Advance payment	5,292	5,320
Deposit	12,344	226
Accrued interest receivable	47	1,794
Others	3,830	2,709
Total other receivables	111,577	47,057
Less Allowance for doubtful accounts - Advance	-	1,721

Unit: Thousand Baht	Consolidated financial statements	
	31 Dec 2017	31 Dec 2016
Total other receivables - net	111,577	45,336
Total trade and other receivables - net	275,984	100,331

Quality of the Company's debtors

	Consolidated financial statements			
	31 Dec 2017		31 Dec 2016	
	Thousand Baht	%	Thousand Baht	%
Trade receivables not yet due	139,500	84.85	52,186	93.85
Trade receivables that are overdue as follow:				
Overdue 1 month to 3 months	18,038	10.97	2,809	5.05
Overdue 4 months to 6 months	5,699	3.47	-	-
Overdue 7 months to 12 months	1,170	0.71	-	-
Overdue more than 12 months	-	-	610	1.10
Total	164,407	100.00	55,605	100.00
Less Allowance for doubtful accounts	-	-	(610)	(1.10)
Net	164,407	100	54,995	98.90

As at December 31, 2017, the Company had trade receivable increased by Baht 108.80 million or 195.65% from 2016. All are debtors from the billboard business. Warehouse for rent and service business is collected within the month of service, so there are no debtors in this section.

From the table will see that trade receivables not yet due increased by Baht 87.31 million. Overdue receivables 1-3 months increased by Baht 15.23 million and overdue receivables over 4 months increased by Baht 6.87 million. The allowance for doubtful accounts decreased by Baht 0.61 million. Overdue receivables over 7 months of Baht 1.17 million, the Company does not set allowance for doubtful accounts because payment is made after December 31, 2017.

The policy of allowance for doubtful accounts as follows:

- | | | |
|---|---------------------------------|------------------------|
| ● Trade receivables are not yet due | Allowance for doubtful accounts | - |
| ● Overdue receivables 1 month to 6 months | Allowance for doubtful accounts | - |
| ● Overdue receivables 7 months to 12 months | Allowance for doubtful accounts | 50.00% of each debtor |
| ● Accounts receivable over 12 months | Allowance for doubtful accounts | 100.00% of each debtor |

1.3 Deposit for business acquisition

As at the end of 2016, the Company paid deposit of Baht 30 million for BWM and Baht 10 million for MIS which was completed in 2017.

1.4 Receivables under hire purchase agreement / financial lease and loans

As at the end of 2017, the Company's receivables under hire purchase agreement / financial lease and loans had no net worth remaining because the Company stopped lending hire-purchase loans since 2007 and the remaining debtors have little movement including it also requires intensive process through litigation and enforcement. The total hire purchase receivables of the Company were recorded provision for doubtful accounts by the full amount.

Quality of the Company's debtors

Receivables under hire purchase agreement / financial lease (net from hire purchase interest that is not considered revenue) and loans, the allowance for doubtful accounts are classified by aging as follows:

Unit: Thousand Baht							
Consolidated financial statements							
Value of receivables		Percentage of	Allowance for doubtful		Net		
		allowance for	accounts				
		doubtful ac-					
		counts					
2017	2016		2017	2016	2017	2016	
Not overdue	-	-	1	-	-	-	-
Overdue							
1 month to 2 months	-	-	2	-	-	-	-
3 months to 6 months	-	-	25	-	-	-	-
7 months to 12 months	-	-	50	-	-	-	-
Over 12 months	2,776	3,429	100	(2,776)	(3,429)	-	-
Total	2,776	3,429		(2,776)	(3,429)	-	-

The Company has written off for bad debts on receivables under hire purchase agreement / financial lease almost all by the write-off is in accordance with the relevant laws. If the debtor wishes to make payments to the Company, it will receive the money and record it as a bad debt recovery.

1.5 Other current assets

At the end of 2017, the Company had other current assets of Baht 12 million, increased by Baht 11.19 million from 2016.

1.6 Deposits at financial institutions pledged as collateral

As at the end of 2017, the Company had deposits at financial institutions pledged as collateral of Baht 14 million, increased by Baht 1 million.

1.7 Investments in associates

At the end of 2017, the Company had investments in associates of Baht 756 million, increased of Baht 81 million from 2016 because the recognition of share of profit from investments in associates by equity method of Baht 58 million and other comprehensive income (Difference from conversion of financial statements in foreign authority) of Baht 23 million.

1.8 Long-term investments in other companies

At the end of 2017, the Company had investments in other companies of Baht 30 million, decreased by Baht 1 million from 2016 because a subsidiary (AA) has exercised the right to redeem all subordinated debentures before the maturity date.

1.9 Investment Property

At the end of 2017, the Company had investment property of Baht 3,841 million, increased by Baht 558 million from 2016 because the health rehabilitation center project in Chiang Mai finished construction. The increase consists of construction costs that MANTRA paid more in the year 2017, the amount of Baht 265 million, from adjustment of fair value of investment of Baht 224 million and adjustment of fair value of leased and serviced warehouses was Baht 69 million.

1.10 Property, plant and equipment-net

At the end of 2017, the Company had property, plant and equipment - net of Baht 1,071 million, increased by Baht 729 million from 2016 which is an increase in the type of advertising billboard both in the form of static outdoor and LED digital signage from the investment in BWM of Baht 631 million and MIS of Baht 57 million, decoration on real estate for rent and services of Baht 12 million, and the warehouse equipment with additional investment to meet the customer's needs of Baht 29 million.

1.11 Intangible Assets

At the end of 2017, the Company had an intangible asset decreased by Baht 74 million from 2016 because in 2017, a subsidiary sold its investment in the solar power plant project in Japan.

1.12 Goodwill

At the end of 2017, the Company had goodwill of Baht 385.92 million, increased by Baht 385.92 million from 2016 which is an increase of the investment in BWM of Baht 327.41 million and Baht 22.55 million from MIS.

1.13 Other non-current assets

At the end of 2017, the Company had other non-current assets of Baht 33 million, increased by Baht 6 million from 2016.

2. Liabilities

At the end of 2017, the Company had total liabilities of Baht 2,923 million, increased by Baht 760 million or 35.14% from 2016 consisted of current liabilities of Baht 510 million, increased by Baht 136 million or 36.36%. The increase was mainly from the increase in current portion on long-term loans from financial institutions of Baht 208 million, trade and other payables of Baht 22 million, the issuance of bills of exchange decreased by Baht 90 million, and non-current liabilities of Baht 2,413 million, increased of Baht 624 million or 34.88%. Mainly from an increase in long-term loans from financial institutions of Baht 243 million, the issuance of debentures of Baht 159 million, deposits received of Baht 71 million, and increase in provisions according to the accounting standard of Baht 151 million.

From the overview above, the change in the Company's liabilities as follows:

2.1 Bill of exchange discount

At the end of 2017, the Company had bills of exchange of Baht 10, decreased by Baht 90 million from 2016 because bills of exchange discount maturity and the Company has fully repaid.

2.2 Trade and other payables

At the end of 2017, the Company had trade and other payables of Baht 107 million, increased by Baht 23 million from 2016 from investing in BMW.

2.3 Liabilities under finance lease and hire purchase agreements

At the end of 2017, the Company had liabilities under finance lease and hire purchase agreements of Baht 4.32 million, decreased by Baht 1.42 million from 2016 from the payment of car installments due.

2.4 Long-term loans and debentures

At the end of 2017, the Company and its subsidiaries had long-term loans from financial institutions and debentures of Baht 2,228 million, increased by Baht 611 million from 2016 which was an increase from the Company's loan of Baht 785 million to use in the business acquisition and repay the loan by period to maturity of subsidiary in the amount of Baht 174 million.

2.5 Accrued income tax

At the end of 2017, the Company had accrued income tax of Baht 3.2 million, decreased by Baht 5.34 million from 2016.

2.6 Other current liabilities

At the end of 2017, the Company had other current liabilities of Baht 4 million, increased by Baht 1 million from 2016.

2.7 Employee benefits obligation

At the end of 2017, the Company had employee benefit obligations of Baht 12 million, increased by Baht 4 million from 2016.

2.8 Deferred income tax liabilities

At the end of 2017, the Company presented deferred income tax liabilities of Baht 369 million, increased by Baht 129 million from 2016, mainly from increased fair value of real estate for rent and services according to Thai Accounting Standard No. 12.

2.9 Other non-current liabilities

At the end of 2017, the Company had other non-current liabilities of Baht 187 million, increased by Baht 91 million from 2016, mainly from MA got deposit under lease and service agreements from The Cabin Chiang Mai Co., Ltd. when the project is completed 100% of Baht 13 million. TCDC got paid unearned revenues under long term service contract of Baht 53 million, guaranteed contributions from the purchase of LED screens for use in the construction of BWM's billboard and provision for liabilities according to the accounting standard of Baht 19 million.

3. Shareholders' Equity

At the end of 2017, the Company had shareholders' equity of Baht 3,763 million, increased by Baht 494 million or 15.11% from the end of 2016, consisted of equity of the Company of Baht 3,691 million and non-controlling interest of Baht 72 million.

From the overview above, the shareholders' equity as follows:

3.1 Registered and paid-up capital

At the end of 2017, the Company had registered capital of Baht 2,297 million.

3.2 Treasury Stocks

At the end of 2017, the Company had Treasury Stocks for financial management of Baht 66 million.

3.3 Share premium

As at the end of 2017, the Company had a share premium of Baht 313 million from the issuance of new ordinary shares and offered for sale at a price higher than the par value.

3.4 Retained earnings

As at the end of 2017, the Company had retained earnings of Baht 1,058 million, representing a Legal reserve of Baht 35 million, Treasury shares reserve was equal to the treasury shares of Baht 66 million and unappropriated retained earnings of Baht 957 million.

3.5 Other components of shareholders' equity

At the end of 2017, the Company had other components of equity of Baht 90 million, increased by Baht 26 million from the end of 2016 by the share of other comprehensive income in associates increased by Baht 23 million and the reversal difference from the translation of financial statements in foreign agencies of Baht 2 million on the sale of investment in Solar Power Plant Project in Japan of a subsidiary.

3.6 Non - controlling interests

At the end of 2017, the Company had a non-controlling interest of Baht 72 million, increased by Baht 27 million from 2016 because the Company acquired 90% of BWM's registered and paid-up capital.

4. Liquidity

4.1 Statement of Cash Flows - Consolidated Financial Statements

Million Baht	2017	2016
Cash flow from operating activities	341.85	241.44
Cash flow from investing activities	(996.15)	(595.14)
Cash flow from financing activities	258.19	(325.03)
Net cash and cash equivalent increase (decrease)	(396.11)	(678.73)

In 2560, the Company's net cash flow decreased by Baht 396.11 million by the increase on cash flow from operating activities of Baht 341.85 million, cash flow used in investing activities of Baht 996.15 million because the Company and its subsidiaries acquired 2 business of Baht 676 million, investment in real estate of MA is Baht 265 million. However, the cash flow used in financing activities was Baht 258.19 million, mainly by loan from financial institutions and the issuance of debt securities totaling Baht 870 million, dividend payment by resolution of the AGM/2017 of Baht 45 million. Repayment of principal under the Company's loan agreement of Baht 75 million, TCDC and AWH amounting to Baht 174 million, repayment under the terms of investment in BWM and MIS amounted to Baht 196 million.

4.2 Key financial ratios

Financial Ratios Summary Table

Key financial ratios	2017	2016
<u>Liquidity Ratio</u>		
Liquidity ratio (times)	1.09	2.55
Quick ratio (times)	1.06	2.43
Trade receivable turnover ratio (times)	8.23	10.94
Collection period (days)	44.33	33.36
Inventory turnover ratio (times)	N/A	N/A
Average sales period (days)	N/A	N/A
Trade payables turnover ratio (times)	4.96	4.64
Repayment period (days)	73.54	78.64
<u>Profitability Ratio</u>		
Gross margin from service (%)	55.74	67.80
Net profit margin (%)	35.84	35.50
<u>Efficiency Ratio</u>		
Return on assets (%)	8.48	6.75
Return on Equity (%)	14.06	7.29
<u>Financial Ratio</u>		
Debt to Equity Ratio (times)	0.78	0.66
Dividend payout ratio (%)	1.47	3.60
Interest coverage ratio (times)	3.27	5.65
Debt service coverage ratio (times)	0.24	0.24

Liquidity ratio

- Liquidity ratio, the results indicate the short-term financial position of the Company and its subsidiaries in 2017 the Company's liquidity ratio is 1.09 times, which is decreased from 2.54 times in 2016. The ratio shows that the Company and its subsidiaries' ability to repay short-term debt was lower than last year because the Company and its subsidiaries utilize the existing cash used for investment and expansion as mentioned above.

- Quick ratio in 2017 was 1.06 times, decreased from the year 2016 of 2.43 times. The ratio shows that the Company has assets that can be converted into cash easily, decreasing from the last years.

- Trade receivables turnover ratio was 8.23 times, decreased from the year 2016 with trade receivables turnover ratio of 10.94 times. The ratio demonstrates the ability to manage receivables. The Company is able to collect the receivables slower compared to 2016 because the outstanding balance of receivables came from the advertising media business which had the average collection period is 60-75 days.

- Average collection period was 44.33 days, which increased from 2016 with average collection period of 33.36

days. The results show that the Company utilizes the debt collection period longer than the last year.

- Inventory turnover ratio cannot be calculated because the Company's inventories consist of construction materials which will be used when building a billboard or to repair the structure of billboard only, not for sale.
- Average sales period also cannot be calculated for the same reason as the inventory turnover ratio.
- Trade payables turnover ratio was 4.96 times, which increased from the year 2016 with trade payables turnover ratio of 4.64 times. It shows that the payment of goods to suppliers has a turnover rate of trade payables higher than the last years due to the scheduled payment
- Average repayment period was 73.54 days, decreased from the year 2016 with the average repayment period of 78.64 days. It shows that the Company has received credit from trade payables shortened from the last year.

Profitability Ratios

- Gross margin from service was 55.74%, decreased from 2016 with the gross margin from service of 67.80% because the average cost of advertising billboard increased from 57.94% to 66.76% of service revenue which was a result of the acquisition of BWM including investment to expand the LED network.
- Net profit margin for the year 2017 was 35.84%, which increased from the year 2016 with the net profit margin of 35.50% from an increase in the fair value of investment properties in the subsidiaries as mentioned above.

Efficiency Ratio

- Return on assets was 8.48%, increased from 2016 with return on assets of 6.75% because the increase in net profit for the year 2017 from MA is recognized on property rental and service income.
- Return on equity was 14.06%, increased from 2016 with return on equity of 6.75% as result of net profit increased in 2017.

Financial Ratio

- Debt to equity ratio in 2017 was 0.78 times, close to 2016 with debt to equity ratio of 0.66 times because the loans from financial institutions for investment and business expansion.
- Interest coverage ratio was 3.27 times, decreased from the year 2016 with the interest coverage ratio of 5.65 times. However, it is considered that the company has enough ability to repay the debt.

INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF
AQUA CORPORATION PUBLIC COMPANY LIMITED

Opinion

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, 2017, and the related consolidated and separate statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated and separate financial statements, including a summary of significant accounting policies.

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, 2017, and its consolidated and separate financial performance and cash flows for the year then ended, in accordance with Thai Financial Reporting Standards.

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements section of my report. I am independent of the Group in accordance with the Federation of Accounting Professions under the Royal Patronage of His Majesty the King's Code of Ethics for Professional Accountants together with the ethical requirements that are relevant to my audit of the consolidated and separate financial statements, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key Audit Matter

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the consolidated and separate financial statements. My opinion on the consolidated and separate financial statements is not modified with respect to any of the key audit matters described below, and I do not express an opinion on these individual matters.

INDEPENDENT AUDITOR'S REPORT (Con't) -2-**Key Audit Matter (Con't)**

I have fulfilled the responsibilities described in the Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements section of my report, including in relation to these matters. Accordingly, my audit included the performance of procedures designed to respond to my assessment of the risks of material misstatement of the consolidated and separate financial statements. The results of my audit procedures, including the procedures performed to address the matters below, provide the basis for my audit opinion on the accompanying consolidated and separate financial statements as a whole.

Key audit matter and how audit procedures respond for each matter are described below.

Measurement of investment properties in the consolidated financial statements

The consolidated financial statements of the Company include investment property of the subsidiaries which were recorded at fair value using the income approach model: discounted cash flow projections determined by independent appraiser. Changes in fair value of investment properties were recognized in profit or loss.

As at December 31, 2017, it subsidiaries' management had measured the fair value of their investment properties determined by independent appraiser to be Baht 3,837.93 million, accounting for 57.41% of total assets and recognized unrealized profit from investment properties amounting to Baht 293.24 million in the consolidated financial statements as disclosed in the note 15 to the financial statements. The measurement of fair value was based on the assumptions and judgment of both the management and an independent appraiser. I identified the measurement of investment properties to be an area significantly impacting the financial statements.

My significant audit procedures included assessing the knowledge, competency and integrity of the independent appraiser, read the appraisal report prepared by the independent appraiser and considered the reasonableness of the approach and assumptions used in the fair value measurement through inquiry with the independent appraiser and the management and performed an analytical review of relevant information. In addition, I tested the calculation of fair value and considered the completeness and accuracy of the disclosures made in the notes to financial statements.

INDEPENDENT AUDITOR'S REPORT (Con't) -3-**Key Audit Matter (Con't)****Business acquisitions**

As discussed in Note 12 to the financial statements, in 2017, the Group has acquired 2 businesses at the amount of Baht 676.74 million and recognized goodwill from the acquisitions at the amount of Baht 349.96 million in the consolidated statement of financial position as at December 31, 2017. The Company had engaged an independent valuation specialist to measure fair value of acquired assets and liabilities and recognized goodwill from the business combination by applying the acquisition method. I have focused on this business acquisitions since it is material to the financial statements as a whole, and management was required to exercise substantial judgment when appraising the fair values of the assets acquired and liabilities assumed, including recognized goodwill.

My significant audit procedures included reviewing the terms and conditions of the agreements and inquired of management as to the nature and objectives of the acquisitions in order to evaluate whether the acquisition meet the definition of a business combination under Thai Financial Reporting Standard 3 (revised 2016), "Business Combinations". In addition, I checked the values of the acquisition to supporting documents and related payments to assess and share transferred documents whether it reflected the fair values of the consideration transferred and did not include acquisition-related cost. I also assessed the calculation of the fair values of assets acquired and liabilities assumed specified in the documentation of measurement under the acquisition method as prepared by an independent valuation specialist, by considering the methods and significant assumptions used by the independent valuation specialist in calculating the fair values of assets and liabilities and evaluating the expertise, ability and integrity of the independent valuation specialist. I also assessed the rationale of goodwill recognized from the business combinations and reviewed the disclosures related to the business combinations in the notes to financial statements.

Other Information

Management is responsible for the other information. The other information comprise the information included in the annual report of the Group, but does not include the financial statements and my auditor's report thereon. The annual report of the Group is expected to be made available to me after the date of this auditor's report.

My opinion on the consolidated and separate financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.

INDEPENDENT AUDITOR'S REPORT (Con't) -4-**Other Information (Con't)**

In connection with my audit of the consolidated and separate financial statements, my responsibility is to read the other information identified above when it becomes available and in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated.

When I read the annual report of the Group, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance for correction of the misstatement.

Responsibilities of Management and Those Charged with Governance for the consolidated and separate financial statements

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

In preparing the consolidated and separate financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the consolidated and separate financial statements

My objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

INDEPENDENT AUDITOR'S REPORT (Con't) -5-

Auditor's Responsibilities for the Audit of the consolidated and separate financial statements (Con't)

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgment and maintain professional skepticism throughout the audit. I also :

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities and business activities within the Group to express an opinion on the consolidated and separate financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for my audit opinion.

INDEPENDENT AUDITOR'S REPORT (Con't) -6-

Auditor's Responsibilities for the Audit of the consolidated and separate financial statements (Con't)

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I am also required to provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner responsible for the audit resulting in this independent auditor's report is Wanpen Unruan.



(Wanpen Unruan)

Certified Public Accountant (Thailand) No. 7750

OFFICE OF PITISEVI CO., LTD.

8/4, Floor 1st, 3rd, Soi Viphavadee Rangsit 44,
Chatuchak, Bangkok

February 28, 2018

AQUA CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2017

		Unit : Baht				
		Consolidated			Separate	
		December 31, 2017	December 31, 2016	January 1, 2016	December 31, 2017	December 31, 2016
	Note	(Reclassification)				
ASSETS						
CURRENT ASSETS						
Cash and cash equivalents	6	266,547,642.66	659,492,453.92	1,340,640,778.09	195,241,259.54	477,830,000.65
Temporary investments - net	7	201,251.00	150,001,066.50	1,175.54	1,251.00	150,001,066.50
Trade accounts and other current receivable - net	5.2, 8	275,984,259.97	100,331,215.37	111,939,382.81	829,970.72	5,609,089.25
Deposit for acquisition of company		-	40,000,000.00	-	-	30,000,000.00
Current portion of hire - purchase/financial lease contract receivables	9	-	-	-	-	-
Short - term loan to subsidiaries	5.2	-	-	6,000,000.00	836,050,000.00	264,950,000.00
Other current assets		11,773,712.81	810,696.74	1,305,786.90	961,354.03	568,625.44
Total current assets		554,506,866.44	950,635,432.53	1,459,887,123.34	1,033,083,835.29	928,958,781.84
NON - CURRENT ASSETS						
Deposits at financial institutions pledged as collaterals	10	13,828,575.52	13,360,112.52	27,470,126.36	97,400.00	97,400.00
Hire - purchase/financial lease contract receivables - net	9	-	-	-	-	-
Investment in associated company	11	756,384,031.21	674,648,757.14	651,386,595.26	612,762,537.01	612,762,537.01
Investments in subsidiaries	12	-	-	-	1,878,004,541.64	1,278,838,151.20
Other long - term investments	13	29,900,000.00	30,900,000.00	30,900,000.00	29,900,000.00	29,900,000.00
Advanced payment for share subscription - net	14	-	-	-	-	-
Investment property	15	3,840,929,459.91	3,283,215,667.69	3,112,922,149.07	-	-
Property, plant and equipment - net	16	1,070,901,075.44	342,164,492.46	316,017,199.35	21,015,091.55	23,698,433.39
Intangible assets	17	-	73,673,448.48	-	-	-
Deferred tax assets	18	-	-	-	40,303,651.83	43,021,801.83
Goodwill	12, 15	385,923,870.80	35,964,282.22	-	-	-
Other non - current assets		33,323,212.71	27,452,472.96	22,681,159.80	5,611,681.42	7,335,585.32
Total non - current assets		6,131,190,225.59	4,481,379,233.47	4,161,377,229.84	2,587,694,903.45	1,995,653,908.75
TOTAL ASSETS		6,685,697,092.03	5,432,014,666.00	5,621,264,353.18	3,620,778,738.74	2,924,612,690.59

AQUA CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION (Con't)

AS AT DECEMBER 31, 2017

		Unit : Baht				
		Consolidated			Separate	
	Note	December 31, 2017	December 31, 2016 (Reclassification)	January 1, 2016	December 31, 2017	December 31, 2016
LIABILITIES AND SHAREHOLDERS' EQUITY						
CURRENT LIABILITIES						
Discounted bill of exchange	19	10,000,000.00	100,000,000.00	-	10,000,000.00	100,000,000.00
Trade accounts and other current payable	5.2, 20	106,840,413.97	84,372,468.54	92,998,226.87	2,014,578.40	4,247,249.80
Current portion of long - term liabilities						
Long - term loans from financial institution	21	383,582,103.03	175,500,092.60	194,291,928.69	199,920,000.00	-
Liabilities under hire - purchase contracts	23	1,896,155.57	1,671,139.06	536,234.37	1,061,572.32	1,014,459.00
Provision of current liabilities for employee benefit	24	506,634.00	478,892.00	-	-	-
Accrued corporate income tax		3,196,654.78	8,540,289.22	2,812,300.51	-	-
Other current liabilities		3,997,546.34	3,310,774.51	2,782,780.98	869,985.33	380,847.64
Total current liabilities		510,019,507.69	373,873,655.93	293,421,471.42	213,866,136.05	105,642,556.44
NON - CURRENT LIABILITIES						
Long - term loans from financial institution - net	21	1,684,026,599.60	1,440,981,717.99	1,638,318,268.98	425,110,000.00	-
Debentures	22	158,551,838.84	-	-	158,551,838.84	-
Liabilities under hire - purchase contracts - net	23	2,417,144.03	4,072,141.88	1,360,933.59	1,782,557.01	2,844,129.33
Provision of non - current liabilities for employee benefit - net	24	11,550,395.04	7,505,768.00	5,634,861.00	3,255,753.00	2,002,356.00
Deferred tax liabilities	18	369,003,862.22	240,246,102.25	221,365,565.57	-	-
Other non - current liabilities	5.2 , 25	187,447,462.73	96,387,844.34	73,921,068.76	1,641,000.00	868,500.00
Total non - current liabilities		2,412,997,302.46	1,789,193,574.46	1,940,600,697.90	590,341,148.85	5,714,985.33
TOTAL LIABILITIES		2,923,016,810.15	2,163,067,230.39	2,234,022,169.32	804,207,284.90	111,357,541.77
SHAREHOLDERS' EQUITY						
Share capital						
Authorized share capital						
4,593,000,000 common shares of Baht 0.50 each		2,296,500,000.00	2,296,500,000.00	2,500,000,000.00	2,296,500,000.00	2,296,500,000.00
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	2,296,500,000.00
Treasury shares - common share	26.1	(66,385,213.71)	(66,385,213.71)	-	(66,385,213.71)	(66,385,213.71)
Share premium		312,839,634.75	312,839,634.75	312,839,634.75	312,839,634.75	312,839,634.75
Retained earnings						
Appropriated						
Legal reserve		34,565,491.60	28,406,979.20	21,154,873.20	34,565,491.60	28,406,979.20
Treasury shares reserve	26.2	66,385,213.71	66,385,213.71	-	66,385,213.71	66,385,213.71
Unappropriate		956,760,508.29	521,407,025.42	497,097,911.70	172,666,327.49	175,508,534.87
Other components of shareholders' equity		89,949,841.62	64,423,390.04	93,241,806.50	-	-
Total equity of the Company		3,690,615,476.26	3,223,577,029.41	3,220,834,226.15	2,816,571,453.84	2,813,255,148.82
Non - controlling interests		72,064,805.62	45,370,406.20	166,407,957.71	-	-
TOTAL SHAREHOLDERS' EQUITY		3,762,680,281.88	3,268,947,435.61	3,387,242,183.86	2,816,571,453.84	2,813,255,148.82
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		6,685,697,092.03	5,432,014,666.00	5,621,264,353.18	3,620,778,738.74	2,924,612,690.59

AQUA CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31, 2017

		Unit : Baht			
		Consolidated		Separate	
	Note	2017	2016	2017	2016
REVENUES					
Proceeds from sales		29,756,946.89	-	-	-
Proceeds from services		875,931,719.12	592,972,016.39	-	-
Hire - purchase interest income		155,337.75	415,996.75	155,337.75	415,996.75
Dividend income	5.1, 11, 12	-	-	59,406,801.53	88,616,401.21
Gain on the disposal of investment		33,971,501.08	-	33,971,509.08	-
Gain on the disposal of foreign entities		6,525,757.25	-	-	-
Interest income	5.1	13,247,088.53	20,357,277.26	47,689,194.33	19,895,679.63
Others income	5.1	46,969,469.37	24,079,659.99	15,712,228.64	12,771,206.14
Gain on revaluation of investment property	15	293,236,955.30	-	-	-
TOTAL REVENUES		1,299,794,775.29	637,824,950.39	156,935,071.33	121,699,283.73
EXPENSES					
Cost of sales		29,580,807.01	-	-	-
Cost of services		387,719,536.48	190,954,503.42	-	-
Selling expenses		35,559,629.83	13,122,919.30	-	-
Administrative expenses		200,310,022.68	103,390,592.47	60,491,462.77	43,677,428.96
Loss on revaluation of investment property	15	-	3,674,563.91	-	-
Finance cost	5.1	116,079,155.00	81,110,147.09	45,341,430.54	4,770,266.90
TOTAL EXPENSES		769,249,151.00	392,252,726.19	105,832,893.31	48,447,695.86
PROFIT BEFORE SHARE OF PROFIT ON INVESTMENT IN ASSOCIATED COMPANY AND INCOME TAX					
		530,545,624.29	245,572,224.20	51,102,178.02	73,251,587.87
Share of profit on investment in associated company		79,559,223.42	45,597,033.57	-	-
PROFIT BEFORE INCOME TAX		610,104,847.71	291,169,257.77	51,102,178.02	73,251,587.87
Income tax (expense) income	18.3	(115,720,217.71)	(48,539,893.39)	(2,718,150.00)	1,534,641.96
NET PROFIT FOR THE YEAR		494,384,630.00	242,629,364.38	48,384,028.02	74,786,229.83
OTHER COMPREHENSIVE INCOME					
Other comprehensive income to be reclassified to profit or loss in subsequent periods :					
Currency conversion differences of foreign entities		-	(2,417,775.28)	-	-
Share of profit (loss) on investment in associated company		23,108,676.30	12,492,530.27	-	-
Total		23,108,676.30	10,074,754.99	-	-
Other comprehensive income not to be reclassified to profit or loss in subsequent periods :					
Defined benefit plan remeasurement - net Income tax		-	(839,855.20)	-	89,260.80
Other comprehensive income (loss) for the year - net tax		23,108,676.30	9,234,899.79	-	89,260.80
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		517,493,306.30	251,864,264.17	48,384,028.02	74,875,490.63
NET PROFIT ATTRIBUTABLE TO					
Owners of the parent		486,579,718.27	236,574,728.63		
Non - controlling interests		7,804,911.73	6,054,635.75		
NET PROFIT FOR THE YEAR		494,384,630.00	242,629,364.38		
COMPREHENSIVE INCOME ATTRIBUTABLE TO					
Owners of the parent		509,688,394.57	245,809,628.42		
Non - controlling interests		7,804,911.73	6,054,635.75		
COMPREHENSIVE INCOME FOR THE YEAR		517,493,306.30	251,864,264.17		
BASIC EARNINGS PER SHARE					
EARNINGS PER SHARE (BAHT : SHARES)					
Equity holders of the parent company	28	0.1080	0.0518	0.0107	0.0164

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 CHANGES IN SHAREHOLDERS' EQUITY

FOR THE YEAR ENDED DECEMBER 31, 2017

Unit : Baht															
Consolidated															
	Note	Retained earnings						Other components of shareholders' equity					Total equity		
		Issued and paid-up share capital	Treasury shares - common share	Share premium	Appropriated for legal reserve	Treasury shares reserve	Unappropriated	Surplus on business combination under common control	Surplus from change in equity interest	Unrealized loss on investment in associate	Currency conversion differences of foreign entities	Total other components of shareholders' equity	Total equity attributable to shareholders' equity	Non - controlling interests	Total
Beginning balance as at January 1, 2016		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
Treasury shares - common share	26	-	(66,385,213.71)	-	-	66,385,213.71	(66,385,213.71)	-	-	-	-	-	(66,385,213.71)	-	(66,385,213.71)
Legal reserve	27.2.5	-	-	-	7,252,106.00	-	(7,252,106.00)	-	-	-	-	-	-	-	-
Dividend paid	27.2.5	-	-	-	-	-	(137,788,440.00)	-	-	-	-	-	(137,788,440.00)	-	(137,788,440.00)
Dividend of non - controlling interests		-	-	-	-	-	-	-	-	-	-	-	-	(1,312,558.70)	(1,312,558.70)
Decrease in non - controlling interest additional investment in subsidiary		-	-	-	-	-	-	-	(38,893,171.45)	-	-	(38,893,171.45)	(38,893,171.45)	(125,779,628.56)	(164,672,800.01)
Comprehensive income for the year															
Total net profit for the year		-	-	-	-	-	236,574,728.63	-	-	-	-	-	236,574,728.63	6,054,635.75	242,629,364.38
Other comprehensive income		-	-	-	-	-	(839,855.20)	-	-	12,492,530.27	(2,417,775.28)	10,074,754.99	9,234,899.79	-	9,234,899.79
Ending balance as at December 31, 2016		2,296,500,000.00	(66,385,213.71)	312,839,634.75	28,406,979.20	66,385,213.71	521,407,025.42	165,928,003.48	(105,718,096.34)	6,631,258.18	(2,417,775.28)	64,423,390.04	3,223,577,029.41	45,370,406.20	3,268,947,435.61
Legal reserve	27.2.1	-	-	-	6,158,512.40	-	(6,158,512.40)	-	-	-	-	-	-	-	-
Dividend paid	27.2.1	-	-	-	-	-	(45,067,723.00)	-	-	-	-	-	(45,067,723.00)	-	(45,067,723.00)
Dividend of non - controlling interests		-	-	-	-	-	-	-	-	-	-	-	-	(328,171.05)	(328,171.05)
Increase in non - controlling interest from additional investment in subsidiary		-	-	-	-	-	-	-	-	-	-	-	-	19,217,658.74	19,217,658.74
Reverse of currency conversion differences of foreign entities from disposal of investment		-	-	-	-	-	-	-	-	-	2,417,775.28	2,417,775.28	2,417,775.28	-	2,417,775.28
Comprehensive income for the year															
Total net profit for the year		-	-	-	-	-	486,579,718.27	-	-	-	-	-	486,579,718.27	7,804,911.73	494,384,630.00
Other comprehensive income		-	-	-	-	-	-	-	-	23,108,676.30	-	23,108,676.30	23,108,676.30	-	23,108,676.30
Ending balance as at December 31, 2017		2,296,500,000.00	(66,385,213.71)	312,839,634.75	34,565,491.60	66,385,213.71	956,760,508.29	165,928,003.48	(105,718,096.34)	29,739,934.48	-	89,949,841.62	3,690,615,476.26	72,064,805.62	3,762,680,281.88

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 (Con't)

FOR THE YEAR ENDED DECEMBER 31, 2017

Unit : Baht							
Separate							
Note	Issued and paid-up share capital	Treasury shares - common share	Share premium	Retained earnings			Total
				Appropriated for Legal reserve	Treasury shares reserve	Unappropriated	
Beginning balance as at January 1, 2016	2,296,500,000.00	-	312,839,634.75	21,154,873.20	-	312,058,803.95	2,942,553,311.90
Treasury shares - common share	26	(66,385,213.71)	-	-	66,385,213.71	(66,385,213.71)	(66,385,213.71)
Legal reserve	27.2.5	-	-	7,252,106.00	-	(7,252,106.00)	-
Dividend paid	27.2.5	-	-	-	-	(137,788,440.00)	(137,788,440.00)
Comprehensive income for the year							
Total net profit for the year	-	-	-	-	-	74,786,229.83	74,786,229.83
Other comprehensive income	-	-	-	-	-	89,260.80	89,260.80
Ending balance as at December 31, 2016	2,296,500,000.00	(66,385,213.71)	312,839,634.75	28,406,979.20	66,385,213.71	175,508,534.87	2,813,255,148.82
Legal reserve	27.2.1	-	-	6,158,512.40	-	(6,158,512.40)	-
Dividend paid	27.2.1	-	-	-	-	(45,067,723.00)	(45,067,723.00)
Comprehensive income for the year	-	-	-	-	-	48,384,028.02	48,384,028.02
Ending balance as at December 31, 2017	2,296,500,000.00	(66,385,213.71)	312,839,634.75	34,565,491.60	66,385,213.71	172,666,327.49	2,816,571,453.84

AQUA CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2017

		Unit : Baht			
		Consolidated		Separate	
	Note	2017	2016	2017	2016
CASH FLOWS FROM OPERATING ACTIVITIES					
Net profit for the year before corporate income tax		610,104,847.71	291,169,257.77	51,102,178.02	73,251,587.87
Reconciliations of net profit (loss) to net cash provided					
by (used in) operating activities					
Depreciation	16	108,245,316.83	59,255,745.03	2,858,739.41	2,500,467.29
Bad debt/Allowances for doubtful accounts	8, 9	(8,804,483.76)	399,713.85	83,977.66	33,913.85
Doubtful account (reversal)	8, 9	10,885,872.45	(1,854,950.79)	(492,672.71)	(963,912.70)
Allowance for impairment loss (reversal)	16	(1,290,540.34)	(3,026,940.46)	-	-
Allowance for impairment of investment					
in subsidiary (reversal)	12	-	-	(3,567,034.00)	4,440,028.00
Loss from return of investment in subsidiary	12	-	-	4,376,318.12	-
Loss from debt forgiving to subsidiaries	5.2	29,040,628.36	-	21,269,616.92	-
(Gain) loss from disposal of assets held for sale		(305,104.18)	-	-	-
(Gain) loss from disposal and write off of fixed assets		34,179,813.71	5,967,595.79	-	493,521.20
(Gain) loss on change in fair value of temporary investments		(184.50)	109.04	(184.50)	109.04
Unrealized (gain) loss from exchange rate		456,396.41	-	-	-
Currency conversion differences		(4,935,740.75)	-	-	-
Rental income by straight line method on contract value		(3,010,539.11)	(2,729,835.41)	-	-
Provision for employee benefit	24.2	2,951,117.14	1,299,980.00	1,253,397.00	461,235.00
Provision for decommissioning costs		6,035,353.61	3,667,713.36	-	-
Share of (profit) loss on investment in associated company		(79,559,223.42)	(45,597,033.57)	-	-
(Gain) loss on revaluation of investment property		(293,236,955.30)	3,674,563.91	-	-
Dividend income	5.1, 11, 12	-	-	(59,406,801.53)	(88,616,401.21)
Interest income		(13,247,088.53)	(20,357,277.26)	(47,689,194.33)	(19,895,679.63)
Interest expenses		116,079,155.00	81,110,147.09	45,341,430.54	4,770,266.90
Profit (loss) from operating activities before change in					
operating assets and liabilities		513,588,641.33	372,978,788.35	15,129,770.60	(23,524,864.39)
Operating assets (increase) decrease					
Trade accounts and other current receivable		(62,238,136.48)	14,846,088.20	(33,107.07)	(105,151.03)
Finance lease contract receivables		408,695.05	929,998.85	408,695.05	929,998.85
Other current assets		(9,079,092.73)	495,090.10	545,515.22	862,810.52
Other non - current assets		2,359,977.29	(5,322,479.96)	1,723,903.90	(1,699,372.92)
Operating liabilities increase (decrease)					
Trade accounts and other current payable		(23,200,614.44)	(58,948,442.18)	(5,803,325.14)	(80,593.67)
Other current liabilities		686,771.83	527,993.53	489,137.69	(536,757.45)
Other non - current liabilities		65,202,815.97	18,874,368.28	772,500.00	(150,000.00)
Cash provided (used in) by operating activities		487,729,057.82	344,381,405.17	13,233,090.25	(24,303,930.09)
Interest paid		(116,137,859.07)	(81,331,863.49)	(44,869,631.03)	(4,770,266.90)
Income tax paid		(29,739,322.58)	(21,607,746.39)	(938,243.81)	(555,766.01)
Net cash provided (used in) by operating activities		341,851,876.17	241,441,795.29	(32,574,784.59)	(29,629,963.00)

AQUA CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF CASH FLOWS (Con't)

FOR THE YEAR ENDED DECEMBER 31, 2017

Note	Unit : Baht			
	Consolidated		Separate	
	2017	2016	2017	2016
CASH FLOWS FROM INVESTING ACTIVITIES				
Deposits at financial institutions pledged as collateral				
(increase) decrease	(468,463.00)	14,110,013.84	-	-
Cash paid for acquisition of temporary investments	(220,000,000.00)	(150,000,000.00)	(220,000,000.00)	(150,000,000.00)
Cash received for temporary investment - maturity	370,000,000.00	-	370,000,000.00	-
Interest received of temporary investments	3,066,334.09	3,066,334.09	3,066,334.09	3,066,334.09
Cash paid for acquisition of investments in subsidiary	(636,738,332.51)	-	(585,599,316.44)	(160,000,000.00)
Cash received from long - term investments	1,000,000.00	-	-	-
Non - controlling interests increase (decrease)	-	(164,672,800.00)	-	-
Cash paid deposit for acquisition of company	-	(40,000,000.00)	-	(30,000,000.00)
Cash received from investment subsidiary	15,623,641.88	-	15,623,641.88	-
Cash received from disposal of fixed assets	895,488.00	2,541,023.13	-	2,418,527.80
Cash paid for acquisition of fixed assets	(337,344,542.54)	(43,903,704.67)	(175,397.57)	(2,100,014.63)
Investment property (increase)	(228,512,554.70)	(203,903,972.02)	-	-
Cash paid for acquisition of intangible assets	-	(73,673,448.48)	-	-
Cash paid for acquisition of assets held for sale	(11,346,666.39)	-	-	-
Cash received from disposal investment property held for sale	11,742,816.39	-	-	-
Advance receipts from disposal of assets held for sale	2,914,731.20	-	-	-
Cash paid for assets held for sale	(2,914,731.20)	-	-	-
Cash paid for short - term loan to subsidiaries				
and related parties	5.2	-	(813,977,500.00)	(358,350,000.00)
Cash received from short - term loan to subsidiaries				
and related parties	-	6,000,000.00	226,498,338.10	99,400,000.00
Interest received	14,993,693.97	20,470,855.94	45,968,787.63	17,928,909.72
Dividends income	20,932,625.65	34,827,401.96	59,406,801.53	88,616,401.21
Net cash provided (used in) by investing activities	(996,155,959.16)	(595,138,296.21)	(899,188,310.78)	(489,019,841.81)
CASH FLOWS FROM FINANCING ACTIVITIES				
Repayments for bank overdraft and				
short term loans from financial institution	(21,479,249.04)	-	-	-
Cash received from discounted bill of exchange	935,000,000.00	100,000,000.00	935,000,000.00	100,000,000.00
Repayments from discounted bill of exchange - maturity	(1,045,000,000.00)	-	(1,025,000,000.00)	-
Cash paid for interest of discounted bill of exchange	1,642,177.28	(1,658,916.90)	1,642,177.28	(1,658,916.90)
Cash received from debentures	158,551,838.84	-	158,551,838.84	-
Repayments for short - term loans	(146,800,000.00)	-	-	-
Repayments for short - term loans from subsidiaries	5.2	-	(211,800,000.00)	-
Cash received from short - term loans from subsidiaries	5.2	-	211,800,000.00	-
Cash received from long - term loans from financial institutions	21	700,000,000.00	-	700,000,000.00
Repayments for long - term loans from financial institutions	21	(276,836,206.07)	(74,970,000.00)	-
Purchase of treasury shares	-	(66,385,213.71)	-	(66,385,213.71)
Repayments for liabilities under financial lease and				
hire - purchase contract	(1,856,760.95)	(1,897,167.96)	(1,014,459.00)	(1,897,167.96)
Dividend paid	(45,035,201.95)	(138,964,362.32)	(45,035,202.86)	(137,651,820.38)
Net cash provided (used in) by financing activities	258,186,598.11	(325,034,047.97)	649,174,354.26	(107,593,118.95)

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, 2017

Note	Unit : Baht			
	Consolidated		Separate	
	2017	2016	2017	2016
Currency conversion differences	-	(2,417,775.28)	-	-
Cash receive from business combination	12	3,172,673.62	-	-
Net cash and cash equivalent increase (decrease)		(392,944,811.26)	(282,588,741.11)	(626,242,923.76)
Cash and cash equivalent as at beginning balance	6	659,492,453.92	477,830,000.65	1,104,072,924.41
Cash and cash equivalent as at ending balance	6	266,547,642.66	195,241,259.54	477,830,000.65

Supplemental disclosures of cash flows information

1. Non - cash transaction (Unit : thousand Baht)

Purchase assets under hire - purchase contracts	-	5,743	-	3,858
Subsidiary - investment property on credit	5,517	6,028	-	-
Subsidiaries - purchase of fixed assets on credit	11,656	41,313	-	-

2. Unutilized credit facilities for future working capital

(Unit : thousand Baht)	217,450	27,212	100,000	-
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AQUA CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2017

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 investment in other companies.

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

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

2.1 Basis of preparation of financial statements

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 2016) 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. 2559”.

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 otherwise stated.

2.2 Basis of preparation of consolidated financial statements

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

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS (Con't)

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

	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	
	2017	2016	2017	2016	2017	2016
Subsidiaries held by the Company :						
Mantra Assets Company Limited	99.99	99.99	10.67	3.97	20.16	0.26
Texas 121 Company Limited	99.99	99.99	0.02	0.03	1.99	0.35
121 Power Company Limited	-	99.99	-	0.29	-	0.01
Aqua Ad Public Company Limited	99.99	99.99	7.65	11.00	23.06	48.98
Thai Consumer Distribution Centre Company Limited	96.13	96.13	42.84	50.17	23.87	39.07
Boardway Media Company Limited *	90.00	-	10.35	-	22.65	-
Subsidiaries held by Subsidiaries :						
CVK Aqua Energy Company Limited	-	-	-	-	-	0.04
Accomplish Way Holdings Company Limited	99.99	99.99	6.05	8.12	3.98	8.31
M.I.S Media Company Limited (Former name : Thai Lotus Advertisement Company Limited) ***	99.99	-	0.28	-	0.83	-
Green View Godo Kaisha Company Limited **	-	100.00	-	0.29	-	-
Solar Mogami Godo Kaisha Company Limited **	-	100.00	-	1.52	0.03	-
Solar Hanamaki Godo Kaisha Company Limited **	-	-	-	-	-	-

* In the first quarter of 2017, the Company has acquired Boardway Media Co., Ltd. at 90% of its authorized and paid - up capital as described in details in Condensed Note 12 to the financial statements.

** In the first quarter of 2017, Green View Godo Kaisha Company Limited ("GK") has acquired shares of Solar Hanamaki Godo Kaisha ("HANAMAKI") in Japan at 100% of its authorized share capital amounting to Yen 10,000 from the existing shareholders. GK has paid the share price on the agreement date to obtain the right to sell electricity of the Hanamaki project.

** At the Board of Directors' meeting No.18/2017 held on December 13, 2017, it was approved Texas 121 Co., Ltd. to dispose investment in Green View Godo Kaisha ("GK") and the indirect subsidiaries, Solar Mogami Godo Kaisha and Solar Hanamaki Godo Kaisha to the original shareholder, Sunken Energy Development Co., Ltd. Texas 121 Co., Ltd. has subsequently dispose such investments on December 22, 2017 (See Note 35 to the financial statements)

*** In the second quarter of 2017, Aqua Ad Plc. (the Company's subsidiary) has invested in M.I.S Media Co., Ltd's at 100% of its authorized and paid up share capital as described in Note 12 to financial statements

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

The Company applies the acquisition method for all business combinations when control is transferred to the Company, other than those with entities under common control.

The Company and its subsidiaries controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. 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.

Goodwill is measured as the fair value of the consideration transferred including the recognized amount of any non-controlling interest in the acquiree, less the net recognized amount (generally fair value) of the identifiable assets acquired and liabilities assumed, all measured as of the acquisition date. Any gain or bargain purchase is recognized in profit or loss immediately.

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

A contingent liability of the acquiree 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 and its subsidiaries measures any non-controlling interest at its proportionate interest in the identifiable net assets of the acquiree.

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

Subsidiaries are entities controlled by the Company. The Company controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

Associates are those entities in which the Company has significant influence, but not control or joint 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 financial statement of this company 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 which includes transaction costs. The consolidated financial statements include the Company'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.

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

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS (Con't)

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

The financial statements of the subsidiaries, associates are prepared based on the same significant accounting policies for the same accounting items or similar accounting events.

The financial statements of all foreign entities are prepared in their respective functional currencies. Where the functional currency is not Baht, the financial statements are converted into Baht using the exchange rate prevailing on the end of reporting period in respect of assets and liabilities and at the average buying and selling rate approximates at the date of the transaction in respect of revenues and expenses. The resultant differences are shown as "Currency conversion difference" in other comprehensive income, and cumulative amount is presented in other components of shareholder's equity. On disposal of foreign entities, cumulative exchange differences are recognized in part of the gain or loss on the disposal.

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 Group and are presented separately in the consolidated statement of income and within equity in the consolidated statement of financial position.

2.3 Basis of preparation 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. NEW FINANCIAL REPORTING STANDARDS

3.1 New Financial Reporting Standards effective in the current year

During the year, the Company and its subsidiaries have adopted the revised financial reporting standards and interpretations (revised 2016) and new accounting treatment guidance which are effective for fiscal years beginning on or after 1 January 2017. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards, with most of the changes directed towards revision of wording and terminology, and provision of interpretations and accounting guidance to users of standards. The adoption of the revised financial reporting standards and interpretations and new accounting treatment guidance does not have any significant impact on the Company's and its subsidiaries' financial statements. However, some of these standards involve changes to key principles, which are summarized below

3. NEW FINANCIAL REPORTING STANDARDS (Con't)

3.1 New Financial Reporting Standards effective in the current year (Con't)

TAS 27 (revised 2016) Separate Financial Statements

This revised standard stipulates an additional option to account for investments in subsidiaries, joint ventures and associates in separate financial statements under the equity method, as described in TAS 28 (revised 2016) "Investments in Associates and Joint Ventures". However, the entity is to apply the same accounting treatment for each category of investment. If an entity elects to account for such investments using the equity method in the separate financial statements, it has to adjust the transaction retrospectively.

This standard will not have any significant impact on the financial statements of the Company and its subsidiaries because the management has decided to continue accounting for such investments under the cost method in the separate financial statements.

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

During the current year, the Federation of Accounting Professions issued a number of the revised financial reporting standards and interpretations (revised 2017) which is effective for fiscal years beginning on or after 1 January 2018 onwards. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards revision of wording and terminology, and provision of interpretations and accounting guidance to users of standards as follows.-

Thai Accounting Standards ("TAS")

TAS 1 (Revised 2017)	Presentation of Financial Statements
TAS 2 (Revised 2017)	Inventories
TAS 7 (Revised 2017)	Statement of Cash Flows
TAS 8 (Revised 2017)	Accounting Policies, Changes in Accounting Estimates and Errors
TAS 10 (Revised 2017)	Events after the Reporting Period
TAS 11 (Revised 2017)	Construction Contracts
TAS 12 (Revised 2017)	Income Taxes
TAS 16 (Revised 2017)	Property, Plant and Equipment
TAS 17 (Revised 2017)	Leases
TAS 18 (Revised 2017)	Revenue
TAS 19 (Revised 2017)	Employee Benefits
TAS 20 (Revised 2017)	Accounting for Government Grants and Disclosure of Government Assistance
TAS 21 (Revised 2017)	The Effects of Changes in Foreign Exchange Rate
TAS 23 (Revised 2017)	Borrowing Costs
TAS 24 (Revised 2017)	Related Party Disclosures
TAS 26 (Revised 2017)	Accounting and Reporting by Retirement Benefit Plans
TAS 27 (Revised 2017)	Separate Financial Statements
TAS 28 (Revised 2017)	Investments in Associates and Joint Ventures
TAS 29 (Revised 2017)	Financial Reporting in Hyperinflationary Economies
TAS 33 (Revised 2017)	Earnings per Share

3. NEW FINANCIAL REPORTING STANDARDS (Con't)

3.2 Thai Financial Reporting Standards announced in the Royal Gazette but not yet effective (Con't)

Thai Accounting Standards ("TAS")

TAS 34 (Revised 2017)	Interim Financial Reporting
TAS 36 (Revised 2017)	Impairment of Assets
TAS 37 (Revised 2017)	Provisions, Contingent Liabilities and Contingent Assets
TAS 38 (Revised 2017)	Intangible Assets
TAS 40 (Revised 2017)	Investment Property
TAS 41 (Revised 2017)	Agriculture

Thai Financial Reporting Standards ("TFRS")

TFRS 2 (Revised 2017)	Share - based payment
TFRS 3 (Revised 2017)	Business Combinations
TFRS 4 (Revised 2017)	Insurance Contracts
TFRS 5 (Revised 2017)	Non-current Assets Held for Sale and Discontinued Operations
TFRS 6 (Revised 2017)	Exploration for and Evaluation of Mineral Assets
TFRS 8 (Revised 2017)	Operating Segments
TFRS 10 (Revised 2017)	Consolidated Financial Statements
TFRS 11 (Revised 2017)	Joint Arrangements
TFRS 12 (Revised 2017)	Disclosure of Interests in Other Entities
TFRS 13 (Revised 2017)	Fair Value Measurement

Thai Accounting Standards Interpretations ("TSIC")

TSIC 10 (Revised 2017)	Government Assistance - No Specific Relation to Operating Activities
TSIC 15 (Revised 2017)	Operating Leases - Incentives
TSIC 25 (Revised 2017)	Income Taxes - Change in the Tax Status of an Enterprise or its Shareholders
TSIC 27 (Revised 2017)	Evaluating the Substance of Transactions in the Legal Form of a Lease
TSIC 29 (Revised 2017)	Disclosure - Service Concession Arrangements
TSIC 31 (Revised 2017)	Revenue - Barter Transactions Involving Advertising Services
TSIC 32 (Revised 2017)	Intangible Assets - Web Site Costs

Thai Financial Reporting Standard Interpretations ("TFRIC")

TFRIC 1 (Revised 2017)	Changes in Existing Decommissioning, Restoration and Similar Liabilities
TFRIC 4 (Revised 2017)	Determining whether an Arrangement contains a Lease
TFRIC 5 (Revised 2017)	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
TFRIC 7 (Revised 2017)	Applying the Restatement Approach under TAS 29 (Revised 2017) Financial Reporting in Hyperinflationary Economics
TFRIC 10 (Revised 2017)	Interim Financial Reporting and Impairment
TFRIC 12 (Revised 2017)	Service Concession Arrangements
TFRIC 13 (Revised 2017)	Customer Loyalty Programmes

3. NEW FINANCIAL REPORTING STANDARDS (Con't)

3.2 Thai Financial Reporting Standards announced in the Royal Gazette but not yet effective (Con't)

Thai Financial Reporting Standard Interpretations ("TFRIC")

TFRIC 14 (Revised 2017)	TAS 19 (Revised 2017) - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction
TFRIC 15 (Revised 2017)	Agreements for the Construction of Real Estate
TFRIC 17 (Revised 2017)	Distributions of Non - cash Assets to Owners
TFRIC 18 (Revised 2017)	Transfers of Assets from Customers
TFRIC 20 (Revised 2017)	Stripping Costs in the Production Phase of a Surface Mine
TFRIC 21 (Revised 2017)	Levies

The management of the Company and its subsidiaries believe that the revised financial reporting standards and interpretations will not have any significant impact on the financial statements when they are initially applied. However, some of these standards involve changes to key principles, which are summarized below.

TAS 7 (Revised 2017) Statement of Cash Flows

This revised standard require additional disclosure of changes in liabilities arising from financing activities. This includes changes arising from cash and non-cash. The management of the Company and its subsidiaries believe that this standard will not have any significant impact on the financial statements of the Company and its subsidiaries.

TAS 12 (Revised 2017) Income Taxes

This revised standard clarify the accounting for deferred tax where an asset is measured at fair value and that fair value is below the asset's tax base. The management of the Company and its subsidiaries believe that this standard will not have any significant impact on the financial statements of the Company and its subsidiaries.

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

The Company and its subsidiaries are recognized revenue 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. No revenue is recognized if there is continuing management involvement with the goods.

Service income represent service income from rental of space for advertising signage, procurement of space, 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.

Revenue from hire purchase contracts

In recognizing revenue from hire purchase contracts, the Company and its subsidiaries 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.

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.

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.

4. SIGNIFICANT ACCOUNTING POLICIES (Con't)

4.1 Recognition of revenues (Con't)

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.

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 all highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value and including call notes receivable and term notes receivable maturing within 3 months or less 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 current receivables, loans and allowance of doubtful accounts

Trade accounts and other current receivables and loans are stated at the net realizable value net from the allowance of doubtful accounts. 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 current receivables, loans and allowance of doubtful accounts (Con't)

Aging	Rate on loans and hire purchase receivables Less deferred hire 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 per cent of the outstanding balance.

4.5 Inventory

Inventory 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.

Allowance for diminution in inventory value is provided, where necessary, for slow-moving and deteriorated inventory based on current condition of the inventory and for the cost higher than net realizable value.

4.6 Investment

4.6.1 Temporary investment in securities for sale

Temporary investment in marketable equity securities and open - end funds 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 or expense in the profit or loss.

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.

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

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

4. SIGNIFICANT ACCOUNTING POLICIES (Con't)

4.6 Investment (Con't)

- 4.6.4 Long - term investments in non-marketable securities held as "general investment" are valued at cost, net of allowance for impairment of investments (if any). Impairment loss of all investments is recognized as expense in the profit or loss.

A test for impairment is carried out when there is a factor indicating that an investment might be impaired. If the carrying value of the investment is higher than its recoverable amount, impairment loss is charged to the profit or loss.

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 profit or loss. 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.

4.7 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 loss (if any).

4.8 Investment property

Investment property 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.

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.

4. SIGNIFICANT ACCOUNTING POLICIES (Con't)

4.9 Property Plant and Equipment

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).

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.

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 and Light emitting diode stands	5 - 20	years
Improvement and electricity of billboard and Light emitting diode stands	5	years

The Company and its subsidiaries no depreciation is provided for land and provided on assets under construction and installation.

4.10 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. SIGNIFICANT ACCOUNTING POLICIES (Con't)

4.11 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 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 subsidiaries is included in investments in subsidiaries 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.

4.12 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.

The amortization of intangible assets are based on their economic useful lives as follows.-

Software licenses	3 - 5	years
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4.13 Employee benefits

4.13.1 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.

4.13.2 Defined contribution plans

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

4. SIGNIFICANT ACCOUNTING POLICIES (Con't)

4.13 Employee benefits (Con't)

4.13.3 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 other comprehensive income or loss.

4.14 Debentures

Debentures are initially recorded at cost by calculating from the fair value of the money received, which comprised of the fund received net by the direct costs from the issuances of debentures such as the management fee, debenture holder's representatives trustee appointment fee and the fee for financial advisor for debenture issuances. Such costs are amortized as expenses using the straight-line method, which is not significantly differ from the effective rate method. The said expenses would be recorded over various periods throughout the periods of debentures according to each period's outstanding value of debentures. Interest bearing liabilities are presented at cost and expenses related to the occurrence of liabilities are recorded as expenses for the year.

4.15 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.

4.16 Treasury stock

When share capital recognized as equity is repurchased, the amount of consideration paid, including directly attributable costs, is classified as treasury shares and recognised as a deduction from equity. An equal amount is appropriated from retained earnings and taken to a reserve for treasury shares within equity. When treasury shares are sold, the amount received is recognized as an increase in equity by crediting the cost of the treasury shares sold, calculated using the weighted average method, to the treasury shares account and transferring the equivalent amount back from reserve for treasury shares to retained earnings. Surpluses on the sale of treasury shares are taken directly to a separate category within equity, "Surplus on treasury shares". Net deficits on sale or cancellation of treasury shares are debited to retained earnings after setting off against any remaining balance of surplus on treasury shares.

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

Current income tax

The Company and its subsidiary provide income tax in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

Deferred tax

Deferred income tax is 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.

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

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.

4.19 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. SIGNIFICANT ACCOUNTING POLICIES (Con't)

4.20 Related Party Transactions

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

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.

The Company and its subsidiaries are recognized impairment loss 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 only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

4.22 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.

4. SIGNIFICANT ACCOUNTING POLICIES (Con't)

4.22 Operating lease (Con't)

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.

4.23 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.

4.24 Operating segment

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.

4.25 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.

4.26 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Company and its subsidiaries apply a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Company and its subsidiaries measure fair value using valuation technique that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categories of input to be used in fair value measurement as follows.-

4. SIGNIFICANT ACCOUNTING POLICIES (Con't)

4.26 Fair value measurement (Con't)

Level 1 Use of quoted market prices in an observable active market for such assets or liabilities (No adjust)

Level 2 Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Company and its subsidiaries determine whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

4.27 Significant accounting judgments and estimates

The preparation of financial statements in conformity with TFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of 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, thus, the actual results may differ from carrying amounts of assets and liabilities based on the estimates and assumptions.

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.-

4.27.1 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.

4.27.2 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.

4.27.3 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 inventory. The allowances for obsolescence and diminution in value of inventories are determined through a combination of analysis of inventories aging.

4.27.4 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. SIGNIFICANT ACCOUNTING POLICIES (Con't)

4.27 Significant accounting judgments and estimates (Con't)

4.27.5 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.

4.27.6 Property plant and equipment and depreciation

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

4.27.7 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.

4.27.8 Impairment of goodwill estimates

The initial recognition and measurement of goodwill, and subsequent impairment testing, require management to make estimates of cash flows to be generated by the asset or the cash generating units and to choose a suitable discount rate in order to calculate the present value of those cash flows.

4.27.9 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.

4.27.10 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.

4.27.11 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.

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	2017	2016
Mantra Assets Company Limited	1	Real estate for renting and service	Thai	99.99	99.99
121 Power Company Limited	1	Energy and Alternative Energy	Thai	-	99.99
Texas 121 Company Limited	1	Energy and Alternative Energy	Thai	99.99	99.99
Aqua Ad Public Company Limited	1	Structured billboard stand rental	Thai	99.99	99.99
Thai Consumer Distribution Centre Company Limited	1	Warehouse rental and services	Thai	96.13	96.13
Boardway Media Company Limited	1	Provide advertising services	Thai	90.00	-
CVK Aqua Energy Company Limited	2	Generate electricity from waste	Thai	-	-
Accomplish Way Holdings Company Limited	2	Warehouse rental and services	Thai	99.99	99.99
M.I.S Media Company Limited (Former name : Thai Lotus Advertisement Company Limited)	2	Structured billboard stand rental	Thai	99.99	-
Green View Godo Kaisha Company Limited	2	Investment in other company and solar power energy business	Japan	-	100.00
Solar Mogami Godo Kaisha Company Limited	2	Development in energy project in Japan	Japan	-	100.00
Solar Hanamaki Godo Kaisha Company Limited	2	Development in energy project in Japan	Japan	-	-
Eastern Printing Public Company Limited	3	Printing business and investment in other company	Thai	38.40	38.40
New Network Corporation Public Company Limited	4	Software development and sales of hardware and system integrator ser- vices	Thai	-	-
Spring New Corporation Company Limited	4	Mass communication service	Thai	-	-
Spring News Television Company Limited	4	Mass communication service	Thai	-	-

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

1. Subsidiary - direct
 - 121 Power Company Limited (Ended on February 28, 2017)
2. Subsidiary - indirect
 - CVK Aqua Energy Company Limited (Ended on November 14, 2016)
 - Green View Godo Kaisha Company Limited, Solar Mogami Godo Kaisha Company Limited and Solar Hanamaki Godo Kaisha Company Limited (Ended on December 22, 2017)
3. Associated company
4. Related company (Having common directors)

5. RELATED PARTIES TRANSACTIONS (Con't)

Pricing policy for each transaction are described as follows.-

Type of transactions	Pricing policies
Sale incomes and proceeds from services	Mutually agreed price which nearby with the price charged to third parties
Management fees income	Mutually agreed rate
Dividends income	Upon declaration
Other income	
- Service charges and rental fees	Contract Price
- Loan guarantee fee	Mutually agreed rate
Interest income	In 2017, 2% - 6 % p.a. and In 2016, 2% - 5% p.a.
Rental of billboard advertising	Mutually agreed rate
Advertising expense	Mutually agreed rate
Interest expense	In 2017, 3% - 4.35% and In 2016, 2% - 5% p.a.

6. 5.1 The significant transactions with related Companies are as follows.-

	Unit : Thousand Baht			
	Consolidated		Separate	
	2017	2016	2017	2016
Subsidiaries				
Management fees income	-	-	6,800	3,600
Others income	-	-	7,592	5,788
Interest income	-	-	35,902	3,260
Dividends income	-	-	38,474	53,789
Interest expenses	-	-	324	-
Associates				
Dividends income	-	-	20,933	34,827
Related companies				
Interest income	-	159	-	159

7. Management's benefit expenses

8. 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.-

5. RELATED PARTIES TRANSACTIONS (Con't)

5.1 The significant transactions with related Companies are as follows.- (Con't)

Management's benefit expenses (Con't)

	Unit : Thousand Baht			
	Consolidated		Separate	
	2017	2016	2017	2016
Short - term benefits	45,313	28,458	14,151	10,478
Post - employment benefits	2,140	1,946	1,112	535
Total	47,450	30,404	15,263	11,013

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

	Unit : Thousand Baht			
	Consolidated		Separate	
	2017	2016	2017	2016
<u>Other current receivable</u>				
Subsidiaries	-	-	76	1,895
<u>Short - term loans</u>				
Subsidiaries	-	-	836,050	264,950
<u>Other current payable</u>				
Subsidiaries	-	-	400	-
<u>Other non - current liabilities</u>				
Subsidiaries	-	-	1,641	868

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

	Unit : Thousand Baht			
	Separate			
	2016	Increase	(Decrease)	2017
<u>Short - term loans to subsidiaries</u>				
Mantra Assets Company Limited	173,950	257,900	(16,300)	415,550
Texas 121 Company Limited	91,000	78,278	(169,278)	-
Aqua Ad Public Company Limited	-	6,000	(6,000)	-
Boardway Media Company Limited	-	410,800	(51,300)	420,500
Total	264,950	813,978	(242,878)	836,050

The abovementioned short - term loans were granted in respect of promissory notes without collateral charging interest at the rate of 2% to 6% per annum.

5. RELATED PARTIES TRANSACTIONS (Con't)

In 2017, Texas 121 Co., Ltd. has dispose all investments in subsidiaries in Japan as described in Note 2.2 to the financial statements and repaid short - term loan from the Company with the amount received from the disposal but the amount was not cover the loan amount. The Company, nevertheless, has forgiven the outstanding loan amount of Baht 21.27 million.

The significant movements of short - term loan during the year are as follows.-

	Unit : Thousand Baht			
	Separate			
	2016	Increase	(Decrease)	2017
<u>Short - term loan from subsidiaries</u>				
Mantra Assets Company Limited	-	2,000	(2,000)	-
Aqua Ad Public Company Limited	-	158,800	(158,800)	-
Thai Consumer Distribution Centre Company Limited	-	7,500	(7,500)	-
Accomplish Way Holdings Company Limited	-	43,500	(43,500)	-
Total	-	211,800	(211,800)	-

The abovementioned short - term loan from related company were granted in respect of promissory notes without collateral call bearing interest at the rate of 3% to 4.35% per annum.

Other

- The Company guaranteed loan facility of a subsidiaries of Baht 1,657 million which the Company charged guarantee fee to the subsidiary, (Thai Consumer Distribution Centre Co., Ltd.) at the rate of 0.15% of the outstanding loan amount at end of year.
- As at December 31, 2017, the Company has guaranteed credit facilities of two subsidiaries, (Aqua Ad Plc. and Boardway Media Co., Ltd.) totaling Baht 120 million (See Note 33 to the financial statements).

As at December 31, 2016, the Company guaranteed overdrafts facility and letters of guarantee of a subsidiary (Aqua Ad Plc.) with a bank with total facilities of Baht 30 million.
- The Company has pledged common shares of the associate company (EPCO) as collateral for issuance of discounted bills of exchange (See Note 19 to the financial statements).
- The subsidiaries guaranteed each other loan facilities (See Note 33.1 to the financial statements).

6. CASH AND CASH EQUIVALENTS

Cash and cash equivalents consist of.-

	Unit : Thousand Baht			
	Consolidated		Separate	
	2017	2016	2017	2016
Cash	157	95	19	10
Deposits at banks - Savings	52,870	23,014	9,684	2,361
- Current	213,521	68,583	185,538	62,459
Fixed deposits 1 - 3 month	-	567,800	-	413,000
Total	266,548	659,492	195,241	477,830

7. TEMPORARY INVESTMENT - NET

Temporary investment consist of.-

	Unit : Thousand Baht			
	Consolidated		Separate	
	2017	2016	2017	2016
Fixed deposit - 12 months	200	-	-	-
Investment in trading securities	4	4	4	4
<u>Less</u> Allowance for revaluation	(3)	(3)	(3)	(3)
Net	201	1	1	1
Bill of exchange	-	150,000	-	150,000
Total	201	150,001	1	150,001

In 2017, the Company received payment for due investment in bills of exchange of Baht 150 million in full.

8. TRADE ACCOUNTS AND OTHER CURRENT RECEIVABLE - NET

Trade accounts and other current receivable consist of.-

	Unit : Thousand Baht			
	Consolidated		Separate	
	2017	2016	2017	2016
<u>Trade accounts receivable</u>				
Other companies	164,407	55,605	-	-
<u>Less</u> Allowance for doubtful accounts	-	(610)	-	-
Trade accounts receivable - net	164,407	54,995	-	-

8. TRADE ACCOUNTS AND OTHER CURRENT RECEIVABLE - NET (Con't)

Trade accounts and other current receivable consist of.- (Con't)

	Unit : Thousand Baht			
	Consolidated		Separate	
	2017	2016	2017	2016
<u>Other current receivable</u>				
Prepaid rental	82,056	30,519	-	-
Prepaid expense	8,008	6,489	532	2,182
Advance payments	5,292	5,320	76	90
Deposits	12,344	226	190	136
Accrued interest	47	1,794	32	3,201
Others	3,830	2,709	-	-
Total - other current receivable	111,577	47,057	830	5,609
<u>Less</u> Allowance for doubtful - Advance payments	-	(1,721)	-	-
Total other current receivable - net	11,577	45,336	830	5,609
Trade accounts and other current receivable - net	275,984	100,331	830	5,609

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

	Unit : Thousand Baht			
	Consolidated		Separate	
	2017	2016	2017	2016
Not yet due	139,500	52,186	-	-
Over due.-				
Past due 1 - 3 month	18,038	2,809	-	-
Past due 4 - 6 month	5,699	-	-	-
Past due 7 - 12 month	1,170	-	-	-
Past due over 12 month	-	610	-	-
Total	164,407	55,605	-	-
<u>Less</u> Allowance for doubtful accounts	-	(610)	-	-
Net	164,407	54,995	-	-

8. TRADE ACCOUNTS AND OTHER CURRENT RECEIVABLE - NET (Con't)

Allowance for doubtful accounts consist of.-

	Unit : Thousand Baht			
	Consolidated		Separate	
	2017	2016	2017	2016
Beginning balance for the year	610	1,135	-	-
Increase from business combination	30	-	-	-
Add Increase for the year	848	366	-	-
Less Doubtful account reversal	(1,488)	(891)	-	-
Ending balance for the year	-	610	-	-

9. HIRE - PURCHASE/FINANCE LEASE CONTRACT RECEIVABLES - NET

Hire - purchase/finance lease contract receivables consist of.-

	Unit : Thousand Baht					
	Consolidated					
	Current - portion		Long - term		Total	
	2017	2016	2017	2016	2017	2016
Hire - purchase/finance lease contract receivables						
<u>Vehicles</u>						
Hire - purchase contract receivables	-	267	-	-	-	267
Finance lease contract receivables	2,999	3,563	-	-	2,999	3,563
Total Hire - purchase/finance lease contract receivable	2,999	3,830	-	-	2,999	3,830
Less Unearned interest income	(223)	(401)	-	-	(223)	(401)
Total	2,776	3,429	-	-	2,776	3,429
Less Allowance for doubtful account	(2,766)	(3,429)	-	-	(2,776)	(3,429)
Net	-	-	-	-	-	-

9. HIRE - PURCHASE/FINANCE LEASE CONTRACT RECEIVABLES - NET (Con't)

Unit : Thousand Baht						
Separate						
Current - portion		Long - term		Total		
2017	2016	2017	2016	2017	2016	
Hire - purchase/finance lease contract receivables						
<u>Vehicles</u>						
Hire - purchase contract receivables	2,999	3,563	-	-	2,999	3,563
<u>Less</u> Unearned interest income	(223)	(379)	-	-	(223)	(379)
Total	2,776	3,184	-	-	2,776	3,184
<u>Less</u> Allowance for doubtful account	(2,776)	(3,184)	-	-	(2,776)	(3,184)
Net	-	-	-	-	-	-

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

Unit : Thousand Baht							
Consolidated							
Accounts receivable		Percentage of allowance for doubtful accounts	Allowance for doubtful accounts		Net		
2017	2016		2017	2016	2017	2016	
Hire - purchase/finance lease contract receivables							
Not yet due	-	-	1	-	-	-	-
Overdue							
1 - 2 month	-	-	2	-	-	-	-
3 - 6 month	-	-	25	-	-	-	-
7 - 12 month	-	-	50	-	-	-	-
Over 12 month	2,776	3,429	100	(2,776)	(3,429)	-	-
Total	2,776	3,429		(2,776)	(3,429)	-	-

9. HIRE - PURCHASE/FINANCE LEASE CONTRACT RECEIVABLES - NET (Con't)

Unit : Thousand Baht						
Separate						
Accounts receivable		Percentage of allowance for doubtful accounts	Allowance for doubtful accounts		Net	
2017	2016		2017	2016	2017	2016
Hire - purchase/finance lease contract receivables						
Not yet due	-	-	1	-	-	-
Overdue						
1 - 2 month	-	-	2	-	-	-
3 - 6 month	-	-	25	-	-	-
7 - 12 month	-	-	50	-	-	-
Over 12 month	2,776	3,184	100	(2,776)	(3,184)	-
Total	2,776	3,184		(2,776)	(3,184)	-

Allowance for doubtful accounts consist of:-

Unit : Thousand Baht				
Consolidated			Separate	
	2017	2016	2017	2016
Beginning balance for the year	3,429	4,359	3,184	4,114
<u>Add</u> Increase for the year	84	34	84	34
<u>Less</u> Doubtful account reverse	(492)	(964)	(492)	(964)
Bad debt written - off	(245)	-	-	-
Ending balance for the year	2,776	3,429	2,776	3,184

10. DEPOSITS AT FINANCIAL INSTITUTIONS PLEDGED AS COLLATERALS

As at December 31, 2017 and 2016, the Company and its subsidiaries had pledged fixed deposits at bank of Baht 4.75 million and Baht 4.36 million respectively 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, 2017 and 2016, Indirect subsidiary had pledged saving deposits at bank of Baht 9.08 million and Baht 9 million respectively to secure a loan of a subsidiary.

11. INVESTMENTS IN ASSOCIATED COMPANY

Investments in associated company consist of:-

	Consolidated					
	Percentage of direct and indirect holdings (%)		Unit : Thousand Baht			
			Paid-up share capital		Equity Method	
	2017	2016	2017	2016	2017	2016
Associated company						
Eastern Printing Public Company Limited	38.40	38.40	836,031	765,585	<u>756,384</u>	<u>674,649</u>

	Separate							
	Percentage of direct and indirect holdings (%)		Unit : Thousand Baht					
			Paid-up share capital		Cost Method		Dividends received	
	2017	2016	2017	2016	2017	2016	2017	2016
Associated company								
Eastern Printing Public Company Limited	38.40	38.40	836,031	765,585	<u>612,763</u>	<u>612,763</u>	<u>20,933</u>	<u>34,827</u>

1. In 2017, the Company has pledged 0.56% of common shares of associate company held by the Company as collateral for the insurance of bills of exchange (See Condensed Note 19 to the financial statements).
2. In the third quarter of 2017, the Company received dividend from the associate company in cash and shares; cash Baht 9.17 million and share dividend at 20 existing share to 1 new share totaling 15.29 million shares. The investment in associate company was unchanged.
3. In the second quarter of 2017, the Company received dividend from the associate company in cash and shares; cash Baht 11.76 million and share dividend at 25 existing share to 1 new share totaling 11.76 million shares. The investment in associate company was unchanged.
4. In 2016, the Company received warrants representing the right to purchase common shares (EPCO-W2) of Eastern Printing Plc., amount 36,749,692 unit at the ratio of 8 existing common shares to 1 unit of warrant at the price of Baht 9 per share. The exercise right was valid for 1 year from the issued date of warrants on November 30, 2016. The first exercise date is May 31, 2017 and the last exercise date is November 30, 2017. However, in the first quarter of 2017, the Company has exercised the its rights of total warrants.

12. INVESTMENTS IN SUBSIDIARIES

Investments in subsidiaries has presented in the separate financial statements consist of.-

	Percentage of direct and indirect holdings (%)		Separate					
			Unit : Thousand Baht					
			Paid-up share capital		Cost Method		Dividends received	
	2017	2016	2017	2016	2017	2016	2017	2016
Subsidiaries								
Mantra Asset Company Limited	99.99	99.99	10,000	10,000	808	808	-	1,000
Aqua Ad Public Company Limited	99.99	99.99	404,431	404,431	483,227	483,227	30,332	20,222
Thai Consumer Distribution Centre Company Limited	96.13	96.13	169,400	169,400	778,243	778,243	8,142	32,567
Boardway Media Company Limited ***	90.00	-	98,000	-	615,599	-	-	-
Texas 121 Company Limited *	99.99	99.99	1,000	1,000	1,000	1,000	-	-
121 Power Company Limited **	-	99.99	-	20,000	-	20,000	-	-
Total					1,878,877	1,283,278	38,474	53,789
<u>Less</u> Allowance for impairment of investment					(873)	(4,440)	-	-
Investments in subsidiaries - net					1,878,004	1,278,838	38,474	53,789

Movement of investment in subsidiaries for the year ended December 31, 2017 are as follows.-

	Unit : Thousand Baht
	Separate
	Cost Method
Balance as at January 1, 2017	1,283,278
Acquisition of investment in subsidiary	615,599
Liquidated subsidiaries	(20,000)
Balance as at December 31, 2017	1,878,877

* At the Executive Committee's meeting No. 10/2016 held on December 14, 2016, it was approved to dispose the investment in Texas 121 Co., Ltd. by selling 99,996 common shares with par value of 10 Baht each at the price of Baht 77.05 per share amounting to Baht 7.70 million to Max Metal Corporation Public Company Limited ("MAX"), which is undergoing the business inspection. However, in the first quarter of 2017, such company called off the investment in Texas 121 Co., Ltd.

* In 2017, the Company provided allowance for impairment loss in investment in Texas 121 Co., Ltd., at net book value shown in the financial statements for the year ended December 31, 2017, amounting to Baht 0.87 million which were audited by such company's auditor and this subsidiary has ceased its operation and registered for the liquidation with the Ministry of Commerce on February 19, 2018 (See Note 38 to the financial statements).

12. INVESTMENTS IN SUBSIDIARIES (Con't)

- ** During the year 2016, the Company provided allowance for decrease in value of investment in 121 Power Co., Ltd. based on its net asset value calculated from the financial statements for the period ended December 14, 2016 amounting to Baht 4.44 million which was audited by an independent auditor. The subsidiary, in effect, has discontinued its operation and registered to be dissolved with the Ministry of Commerce on December 14, 2016. In the first quarter of 2017, the Company received the capital from such company and had reversed allowance for impairment loss in the comprehensive income.
- *** At the Company's Board of Director's meeting No.2/2017 held on February 14, 2017, it was approved to invest in Boardway Media Co, Ltd. By acquiring (1) 90% of total issued common shares or 881,999 shares from the existing shareholders at Baht 697.9592 per share amounting to Baht 615.60 million (2) 100% of issued preference shares or 136 shares from the existing shareholders at Baht 100 per share amounting to Baht 0.01 million totaling Baht 615.61 million. The existing shareholders did not have any relationship and/or connected to the Company's director's management, major shareholders or those who have control over the Company. In the second quarter of 2017, such company had decreased its total preference shares and pay back to the Company.

Fair value amounts of the assets acquisition and the liabilities of the acquired company as at the acquisition date are as follows.-

DIRECT SUBSIDIARY

Broadway Media Company Limited

	Unit : Thousand Baht		
	Book value	Revised Fair Value	Recognition
Cash and cash equivalents	1,348	-	1,348
Trade accounts and other current receivables	111,573	-	111,573
Inventories	5,037	-	5,037
Deferred tax assets	230	-	230
Equipment - net	314,188	144,004	458,192
Other non - current assets	14,323	-	14,323
Bank overdraft	(17,068)	-	(17,068)
Short - term loans from person and related company	(166,343)	-	(166,343)
Trade accounts and other current payables	(26,398)	-	(26,398)
Current portion of long - term loans from financial institutions	(23,500)	-	(23,500)
Liabilities under finance leases	(427)	-	(427)
Deferred tax liabilities	(2,094)	(28,801)	(30,895)
Employee benefit obligations	(1,121)	-	(1,121)
Provision for decommissioning cost	(11,570)	-	(11,570)
Other non - current liabilities	(5,958)	-	(5,958)
Assets and liabilities at the acquisition - net	192,220	115,203	307,423
(Less) Non - controlling interests			(19,221)
Fair value of the assets and liabilities of the acquired company			288,202
Purchase Price			615,613
Goodwill			327,411

12. INVESTMENTS IN SUBSIDIARIES (Con't)

Investments in subsidiaries consist of.- (Con't)

Aqua Ad Public Company Limited

In the second quarter of 2017, at the Company's Board of Directors meeting No. 6/2017 held on May 15, 2017, it was acknowledged the investment of its subsidiary (Aqua Ad Plc., ("AA")) by the resolution of the Board of Directors of the subsidiary No. 2/2017 held on April 4, 2017 which approved AA to invest in M.I.S. Media Co., Ltd ("MIS") (Former name : Thai Lotus Advertisement Co., Ltd.) by acquire 9,998 shares from the existing shareholders amounted for 100% of registered share capital at Baht 7,614.06 per share totaling Baht 76.12 million and to offer financial support to MIS amounting to Baht 8.87 million to settle its loan from financial institutions, to release its guarantee obligation and the seller's collateral which were the conditions of this deal. The existing shareholder did not have relationship and/or connection with directors, the management, major shareholders or authorized person of the subsidiary.

Fair value amounts of the assets acquisition and the liabilities of the acquired company as at the acquisition date are as follows.-

INDIRECT SUBSIDIARY

M.I.S Media Company Limited

	Unit : Thousand Baht		
	Book value	Revised Fair Value	Recognition
Cash and cash equivalents	1,825	-	1,825
Trade accounts and other current receivables	3,130	-	3,130
Other non - current assets	74	-	74
Equipment - net	8,309	44,861	53,170
Bank overdraft and Short - term loans from financial institutions*	(4,411)	-	(4,411)
Trade accounts and other current payables	(157)	-	(157)
Current portion of long - term loans from financial institutions*	(4,463)	-	(4,463)
Corporate income tax payable	(41)	-	(41)
Other current liabilities	(1,327)	-	(1,327)
Provision for decommissioning cost	(2,456)	-	(2,456)
Deferred tax liabilities	(38)	(6,729)	(6,767)
Assets and liabilities at the acquisition - net	445	38,132	38,577
Purchase Price			61,125
Goodwill			22,548

* Loans from financial institutions were settled in full on April 24, 2017.

13. OTHER LONG - TERM INVESTMENTS

Other long - term investments consist of.-

	Unit : Thousand Baht					
	Consolidated					
	Paid-up share capital		Percentage of holdings		Cost method	
	2017	2016	2017	2016	2017	2016
Aura Dream Co., Ltd.	500,000	500,000	5.98	5.98	29,900	29,900
Investment in subordinated debenture					-	1,000
Total					29,900	30,900

In the second of 2017, a subsidiary redeemed subordinated debentures which was due in 2022 because the issue decided to exercise its right to redeem total debentures prior to the due date. The subsidiary received its total investment and interest.

		Unit : Thousand Baht					
		Separate					
		Paid-up share capital		Percentage of holdings		Cost method	
		2017	2016	2017	2016	2017	2016
Aura Dream Co., Ltd.		500,000	500,000	5.98	5.98	29,900	29,900

14. ADVANCED PAYMENT FOR SHARE SUBSCRIPTION - NET

Advanced payment for share subscription consist of.-

		Unit : Thousand Baht			
		Consolidated		Separate	
		2017	2016	2017	2016
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		-	-	-	-

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 Limited (PKM). Furthermore, the Company and its subsidiary appointed a lawyer to file a case to the Civil Court on April 8, 2011, claiming for a damage of Baht 57.10 million and additional damage co - claimed with another 3 associates companies of Baht 100 million. The court has reeled the defendant to pay its debt with interest at the rate of 15% per annum of the principle amount. On September 27, 2016 the Civil Court has engaged an executing officer to seize the defendant's assets.

15. INVESTMENT PROPERTY (Con't)

Investment property of the subsidiaries as follows.- (Con't)

	Unit : Thousand Baht	
	Consolidated	
	2017	2016
		(Reclassification)
a) Land, building, electricity system and other facilities for lease and service	3,837,929	3,083,007
b) Land received from debt settlement	3,000	3,000
c) Land and building in progress	-	197,209
Total	3,840,929	3,283,216

a) Land, building, electricity system and other facilities for lease and service consist of.-

	Unit : Thousand Baht	
	Consolidated	
	2017	2016
		(Reclassification)
Fair value		
Balance as at January 1,	3,083,007	3,109,921
Acquired during the year	-	12,724
Transferred in construction in progress	461,686	-
Gain (loss) from change in fair value	293,236	(3,674)
Presented to goodwill	-	(35,964)
Balance as at December 31,	3,837,929	3,083,007

The fair value of the investment property of the subsidiaries as at December 31, 2017 was valuated by an independent appraiser who is an professional expert and has experience in the location and type of the appraised investment property using income approach method reporting dated December 22, 2017 and January 5, 2018, respectively.

In 2017, the Company has classified "Goodwill" from acquisition of subsidiary in 2015 which was presented as part of investment property separately in the consolidated financial statements as described in Note 37 to the financial statements.

15. INVESTMENT PROPERTY (Con't)

Investment property of the subsidiaries as follows.- (Con't)

b) The abovementioned land received from debt settlement are as follows.-

	Unit : Thousand Baht
	Consolidated
Fair Value	
Balance as at January 1, 2017	3,000
Profit (loss) from changes in fair value	-
Balance as at December 31, 2017	3,000

The abovementioned 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 February 21, 2017, the subsidiary has appraised its land by an independent appraiser at fair value by comparative market price method. The fair value of the land was the same as last year.

c) The abovementioned land and building in progress are as follows.-

	Unit : Thousand Baht
	Consolidated
Fair Value	
Balance as at January 1, 2017	197,209
Acquired during the year	264,477
Transferred out to land, buildings for rent and services	(461,686)
Balance as at December 31, 2017	-

16. PROPERTY, PLANT AND EQUIPMENT - NET

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	Billboardstands	Construction in Progress	Total
Cost									
As at January 1, 2016	11,037	29,619	12,776	17,359	2,459	3,200	551,649	4,214	632,313
Acquisition during the year	-	-	85	503	803	9,041	47,546	29,093	87,071
Transfer in/(Transfer out)	-	-	-	-	-	-	20,054	(20,054)	-
Disposal and write off during the year	-	-	-	(426)	(230)	(3,200)	(25,479)	-	(29,335)
Increase from business combination	-	-	-	-	-	-	-	3,890	3,890
Provision for decommissioning cost	-	-	-	-	-	-	(75)	-	(75)
As at December 31, 2016	11,037	29,619	12,861	17,436	3,032	9,041	593,695	17,143	693,864
Accumulated depreciation									
As at January 1, 2016	-	13,084	11,739	16,100	906	256	262,389	-	304,474
Depreciation for the year	-	1,229	290	485	398	454	56,400	-	59,256
Depreciation - disposals/Transfer out during the year	-	-	-	(426)	(74)	(288)	(20,038)	-	(20,825)
As at December 31, 2016	-	14,313	12,029	16,159	1,230	422	298,751	-	342,904
Provision for impairment									
As at January 1, 2016	-	-	-	-	-	-	11,822	-	11,822
Allowance for impairment reversed	-	-	-	-	-	-	(3,027)	-	(3,027)
As at December 31, 2016	-	-	-	-	-	-	8,795	-	8,795
Net Book Value									
As at January 1, 2016	11,037	16,535	1,037	1,259	1,553	2,944	277,438	4,214	316,017
As at December 31, 2016	11,037	15,306	832	1,277	1,802	8,619	286,149	17,143	342,165

16. 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	Billboardstands	Warehouse equipment	Construction in Progress	Total
Cost										
As at January 1, 2017	11,037	29,619	12,861	17,436	3,032	9,041	593,695	-	17,143	693,864
Acquisition during the year	45,195	3,494	80	1,620	-	-	29,351	32,200	237,061	349,001
Transfer in/(Transfer out)	-	-	-	-	-	-	65,280	10,950	(96,777)	(20,547)
Disposal and write off during the year	-	-	-	(949)	-	-	(1,919)	-	(27,416)	(30,284)
Increase from business combination	-	-	-	2,992	980	-	566,966	-	6,708	577,646
Provision for decommissioning cost	-	-	-	-	-	-	9,663	-	-	9,663
As at December 31, 2017	56,232	33,113	12,941	21,099	4,012	9,041	1,263,036	43,150	136,719	1,579,343
Accumulated depreciation										
As at January 1, 2017	-	14,313	12,029	16,159	1,230	422	298,751	-	-	342,904
Depreciation for the year	-	1,298	287	1,069	569	1,085	101,453	2,485	-	108,246
Increase from business combination	-	-	-	948	455	-	63,885	-	-	65,288
Depreciation - disposals/Transfer out during the year	-	-	-	(466)	-	-	(16,029)	-	-	(16,495)
As at December 31, 2017	-	15,611	12,316	17,710	2,254	1,507	448,060	2,485	-	499,943
Provision for impairment										
As at January 1, 2017	-	-	-	-	-	-	8,795	-	-	8,795
Allowance for impairment reversed	-	-	-	-	-	-	(1,290)	-	-	(1,290)
Increase from business combination	-	-	-	-	-	-	994	-	-	994
As at December 31, 2017	-	-	-	-	-	-	8,499	-	-	8,499
Net Book Value										
As at January 1, 2017	11,037	15,306	832	1,277	1,802	8,619	286,149	-	17,143	342,165
As at December 31, 2017	56,232	17,502	625	3,389	1,758	7,534	806,477	40,665	136,719	1,070,901
Depreciation for the year end December 31, 2017 and 2016 consist of:-									2017	2016
Cost of services									103,938	56,400
Administrative expenses									4,308	2,856
Total									108,246	59,256

16. PROPERTY, PLANT AND EQUIPMENT - NET (Con't)

Property plant and equipment consist of.- (Con't)

Unit : Thousand Baht					
Separate					
	Building and Condominium	Building improvements	Furniture, fixtures and Equipment	Vehicles under long- term lease agree- ments	Total
Cost					
As at January 1, 2016	38,000	11,479	7,409	3,200	60,088
Acquisition during the year	-	85	183	5,690	5,958
Disposal during the year	-	-	(222)	(3,200)	(3,422)
As at December 31, 2016	38,000	11,564	7,370	5,690	62,624
Accumulated depreciation					
As at January 1, 2016	19,352	10,452	6,875	256	36,935
Depreciation for the year	1,647	278	255	320	2,500
Depreciation - disposal/Transfer out during the year	-	-	(221)	(288)	(509)
As at December 31, 2016	20,999	10,730	6,909	288	38,926
Net Book Value					
As at January 1, 2016	18,648	1,027	534	2,944	23,153
As at December 31, 2016	17,001	834	461	5,402	23,698

16. PROPERTY, PLANT AND EQUIPMENT - NET (Con't)

Property plant and equipment consist of.- (Con't)

Unit : Thousand Baht					
Separate					
	Building and Condominium	Building improvements	Furniture, fixtures and Equipment	Vehicles under long- term lease agree- ments	Total
Cost					
As at January 1, 2017	38,000	11,564	7,370	5,690	62,624
Acquisition during the year	-	80	95	-	175
As at December 31, 2017	38,000	11,644	7,465	288	62,799
Accumulated depreciation					
As at January 1, 2017	20,999	10,730	6,909	288	38,926
Depreciation for the year	1,647	287	241	683	2,858
As at December 31, 2017	22,646	11,017	7,150	971	41,784
Net Book Value					
As at January 1, 2017	17,001	834	461	5,402	23,698
As at December 31, 2017	15,354	627	315	4,719	21,015
Depreciation for the year end December 31, 2017 and 2016 consist of.-				2017	2016
Administrative expenses				2,858	2,500

16. PROPERTY, PLANT AND EQUIPMENT - NET (Con't)

16.1 As at December 31, 2017, land and property of the Company and its subsidiaries at cost amounting to Baht 68.31 million and carrying amount of Baht 41.66 million in the consolidated financial statements and at cost amounting to Baht 38 million and carrying amount of Baht 15.35 million in the separate financial statements have been mortgage as collaterals for loan facilities of a bank (See Note 33.1 to the financial statements)

As at December 31, 2016, the subsidiary's land and property at cost amounting to Baht 8.30 million and carrying amount to Baht 5.97 million, respectively had been mortgaged as collaterals for overdrafts facility of a bank.

16.2 As at December 31, 2017 and 2016, part of vehicles at cost amounting to Baht 10.02 million and Baht 9.04 million, respectively in the consolidated financial statements (Baht 5.69 million in the separated financial statements) and carrying amount to Baht 7.86 million and Baht 8.62 million, respectively in the consolidated financial statements (Baht 4.72 million and Baht 5.40 million in the separated financial statements) were assets under the hire - purchase as described in Note 23 to the financial statements.

17. INTANGIBLE ASSETS

Intangible assets consist of.-

	Unit : Thousand Baht	
	Consolidated	Separate
Net book value as at January 1, 2017	73,673	-
Increase during the year	70,908	-
Disposal during the year	(144,581)	-
Net book value as at December 31, 2017	-	-

In 2017, a subsidiary has disposed its solar plant project in Japan (See Note 35 to the financial statements).

18. DEFERRED TAX ASSETS AND LIABILITIES

18.1 Deferred tax assets and liabilities are as follows.-

	Unit : Thousand Baht			
	Consolidated		Separate	
	2017	2016	2017	2016
Deferred tax assets	58,792	62,833	40,304	43,022
Deferred tax liabilities	(427,796)	(303,079)	-	-
Net	(369,004)	(240,246)	40,304	43,022

18. DEFERRED TAX ASSETS AND LIABILITIES (Con't)

18.2 Movements in deferred tax assets and liabilities during the year were as follows.-

Unit : Thousand Baht					
Consolidated					
(Changed) Credit for the year to					
As at Jan 1, 2017	Increase from buy business	Profit or loss	Other comprehensive income	As at Dec 31, 2017	
Deferred tax assets					
Trade accounts and other current receivable	613	7	(3,085)	-	(2,465)
Hire - purchase contract receivable	686	-	(131)	-	555
Advance payment for share subscription	10,000	-	-	-	10,000
Investments in subsidiary	888	-	(713)	-	175
Provisions for employee benefits	1,597	202	612	-	2,411
Provision for decommissioning costs	5,100	245	1,307	-	6,652
Deposit for rental investment properties	3,851	-	937	-	4,788
Unused tax loss benefit	40,098	-	(3,422)	-	36,676
Total	62,833	454	(4,495)	-	58,792
Deferred tax liabilities					
Plant and equipment	(7,777)	(2,357)	(5,243)	-	(15,377)
Fair value from business combination	-	(35,530)	2,037	-	(33,493)
Investment properties	(295,302)	-	(83,624)	-	(378,926)
Total	(303,079)	(37,887)	(86,830)	-	(427,796)
Net	(240,246)	(37,433)	(91,325)	-	(396,004)

Unit : Thousand Baht					
Consolidated					
(Changed) Credit for the year to					
As at Jan 1, 2016	Increase from buy business	profit or loss	Other comprehensive income	As at Dec 31, 2016	
Deferred tax assets					
Trade accounts and other current receivable	920	-	(307)	-	613
Hire - purchase contract receivable	872	-	(186)	-	686
Advance payment for share subscription	10,000	-	-	-	10,000
Investments in subsidiary	-	-	888	-	888
Provisions for employee benefits	1,127	-	260	210	1,597
Provision for decommissioning costs	4,382	-	718	-	5,100
Deposit for rental investment properties	3,045	-	806	-	3,851
Unused tax loss benefit	39,397	-	701	-	40,098
Total	59,743	-	2,880	210	62,833

18. DEFERRED TAX ASSETS AND LIABILITIES (Con't)

18.2 Movements in deferred tax assets and liabilities during the period were as follows.- (Con't)

Unit : Thousand Baht				
Consolidated				
(Changed) Credit for the year to				
As at Jan 1, 2016	Increase from buy business	profit or loss	Other comprehensive income	As at Dec 31, 2016
<u>Deferred tax liabilities</u>				
Plant and equipment	(6,996)	-	(781)	(7,777)
Investment properties	(274,112)	-	(21,190)	(295,302)
Total	(281,108)	-	(21,971)	(303,079)
Net	(221,365)	-	(19,091)	(240,246)

Unit : Thousand Baht				
Separate				
(Changed) Credit for the year to				
As at Jan 1, 2017	profit or loss	Other comprehensive income	As at Dec 31, 2017	
<u>Deferred tax assets</u>				
Trade accounts and other current receivable	138	-	-	138
Hire - purchase contract receivable	638	(82)	-	556
Investments in subsidiary	888	(713)	-	175
Advance payment for share subscription	4,340	-	-	4,340
Provisions for employee benefits	401	251	-	652
Unused tax loss benefit	36,617	(2,174)	-	34,443
Total	43,022	(2,718)	-	40,304

Unit : Thousand Baht				
Separate				
(Changed) Credit for the year to				
As at Jan 1, 2016	profit or loss	Other comprehensive income	As at Dec 31, 2016	
<u>Deferred tax assets</u>				
Trade accounts and other current receivable	138	-	-	138
Hire - purchase contract receivable	823	(185)	-	638
Investments in subsidiary	-	888	-	888
Advance payment for share subscription	4,340	-	-	4,340
Provisions for employee benefits	331	92	(22)	401
Unused tax loss benefit	35,877	740	-	36,617
Total	41,509	1,535	(22)	43,022

18. DEFERRED TAX ASSETS AND LIABILITIES (Con't)

18.2 Movements in deferred tax assets and liabilities during the period were as follows.- (Con't)

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 as at December 31, 2017 of Baht 183 million, (December 31, 2016 : Baht 200 million) to carry forward against future taxable income ; these tax losses will expire in 2021.

18.3 Income tax expenses for the year are as follows.-

18.3.1 Income tax recognized in profit or loss

Unit : Thousand Baht				
	Consolidated		Separate	
	2017	2016	2017	2016
Current income tax				
Corporate income tax charge for the year	24,395	29,449	-	-
Deferred tax				
Deferred tax expense relating to the				
Original and reversal of temporary				
differences	91,325	19,091	2,718	(1,535)
Income tax (income) expenses	115,720	48,540	2,718	(1,535)

18.3.2 Income tax expense reconized in other comprehensive income

Unit : Thousand Baht			
	Consolidated		
	For the year ended December 31, 2016		
	Tax (expense)		
	Before tax	income	Net tax
Deferred tax for :			
Defined plan remeasurement employee benefit	(1,050)	210	(840)
Income tax recognized in other comprehensive income	(1,050)	210	(840)

Unit : Thousand Baht			
	Separate		
	For the year ended December 31, 2016		
	Tax (expense)		
	Before tax	income	Net tax
Deferred tax for :			
Defined plan remeasurement employee benefit	112	(22)	90
Income tax recognized in other comprehensive income	112	(22)	90

18. DEFERRED TAX ASSETS AND LIABILITIES (Con't)

18.3 Income tax expenses for the year are as follows.- (Con't)

18.3.3 Reconciliation for effective tax rate

	Consolidated			
	2017		2016	
	Tax rate (%)	Tax amount (Thousand Baht)	Tax rate (%)	Tax amount (Thousand Baht)
Profit before income tax		523,192		245,572
Tax expense	20	104,638	20	49,114
Tax effect of expenses that are not deductible for tax purposes		11,082		(574)
Tax expense (effective rate)	22.16	115,720	19.77	48,540

	Separate			
	2017		2016	
	Tax rate (%)	Tax amount (Thousand Baht)	Tax rate (%)	Tax amount (Thousand Baht)
Profit before income tax		51,102		73,252
Tax expense	20	10,220	20	14,650
Tax effect of expenses that are not deductible for tax purposes		(7,502)		(16,185)
Tax expense (effective rate)	5.32	2,718	2.10	(1,535)

Tax rate

Current income tax

The Company and its subsidiaries calculated income tax from net profit for the year at the rate 20% of net profit for the year after adjust non taxable expenses and revenue in accordance with the Revenue Code.

The main adjustment items are provision for employee benefits, revenue and expenses were 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.

19. DISCOUNTED BILL OF EXCHANGE

As at December 31, 2017, the Company has issued one discounted bills of exchange to a security company at face values of Baht 10 million at discount rates of 5.50% per annum. The bills of exchange are due from January 2018. The Company has pledged common shares of Eastern Printing Public Company Limited (EPCO) value of 125% of the face values of bills of exchange as collateral for the issuances bills of exchange.

20. TRADE ACCOUNTS AND OTHER CURRENT PAYABLE

Trade accounts and other current payable consist of.-

	Unit : Thousand Baht			
	Consolidated		Separate	
	2017	2016	2017	2016
<u>Trade accounts payable</u>				
Other companies	13,521	5,013	-	-
<u>Other current payable</u>				
Accrued expense	35,082	13,195	1,475	1,139
Advance received for advertising income	4,016	2,874	-	-
Advance received	18,763	3,101	30	3,101
Deposit payable	11,358	4,133	-	-
Assets payable	17,344	47,341	-	-
Other	6,756	8,715	510	7
Total	106,840	84,372	2,015	4,247

21. LONG - TERM LOANS FROM FINANCIAL INSTITUTION - NET

Long - term loans from financial institution consist of.-

	Unit : Thousand Baht			
	Consolidated		Separate	
	2017	2016	2017	2016
Beginning balance for the year	1,616,482	1,832,610	-	-
<u>Add</u> Increase during the year	700,000	-	700,000	-
Increase from business combination	27,963	-	-	-
<u>Less</u> Paid during the year	(276,836)	(216,128)	(74,970)	-
Total	2,067,609	1,616,482	625,030	-
<u>Less</u> Current portion	(383,582)	(175,500)	(199,920)	-
Net	1,684,027	1,440,982	425,110	-

21. LONG - TERM LOANS FROM FINANCIAL INSTITUTION - NET (Con't)
PARENT COMPANY

In 2017, the Company had entered into long - term loan agreement with a bank with total facilities of Baht 700 million. The details and conditions are as follows.-

Loan balance				
Facility line (Million Baht)	As at December 31, 2017 (Million Baht)	Objective	Interest rate (%)	Term of repayment
300	233.36	Invest in Boardway Media Co.,Ltd	MLR - 2	Payments of principal and interest by monthly installment of Baht 8.33 million from May 2017 for a period of 36 monthly as stipulated in the loan agreement
400	391.67	Repayment for bill of exchange	MLR - 2	Payments of principal and interest by monthly installment of Baht 8.33 million from December 2017 for a period of 48 monthly as stipulated in the loan agreement
700	625.03			

The collaterals of the abovementioned loans are as follows.-

1. Transfer its right to receive dividend from all investments of the Company which a bank will claim the right of such transfer when default.
2. Mortgage of condominium unit on floor 21, RS Tower, own by the Company.
3. Pledge shares of Boardway Media Co., Ltd. 's shares.
4. Mortgage in second order of title deeds No.33678 and No.33679 together with structures of Accomplish Way Holding Co., Ltd.

DIRECT SUBSIDIARIES
Thai Consumer Distribution Centre Co., Ltd

Subsidiary had entered into long - term loan agreement with a bank with total facilities of Baht 1,657 million. The details and conditions are as follows.-

Loan balance				
Facility line (Million Baht)	As at December 31, 2017 (Million Baht)	Objective	Interest rate (%)	Term of repayment
1,657	1,265.95	The Company's financial restructuring	Year 1 - 5 4.125 Year 6 - 10 MLR - 3	Payments of principal and interest installment of Baht 16.40 million from March 2015 for a period of 9 years 9 monthly as stipulated in the loan agreement

21. LONG - TERM LOANS FROM FINANCIAL INSTITUTION - NET (Con't)

Thai Consumer Distribution Centre Co., Ltd (Con't)

The collaterals of the abovementioned loans are as follows.-

1. Mortgage of 18 plots of land with building on premises (See Note 15 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.

Boardway Media Company Limited

Subsidiary had entered into long - term loans agreements with a bank with total facilities of Baht 30 million. The details and conditions are as follows.-

	Loan balance			
Facilities line	As at December 31, 2017			
(Million Baht)	(Million Baht)	Objective	Interest rate (%)	Term of repayment
5	-	To use the rotation in the business	MLR - 1.87	Payments of principal and interest by monthly from February 2016 amount 60 month as stipulated in the loan agreement
10	-	To use the rotation in the business	4	Payments of principal and interest by monthly from February 2016 amount 60 month as stipulated in the loan agreement
15	-	To support the cost of installing signs and LED screens with accessories	MLR - 1.87	Payments of principal and interest by monthly from February 2016 amount 30 month as stipulated in the loan agreement
30	-			

The collaterals for the abovementioned loans are as follows.-

1. Mortgage land and property owned by the subsidiary's director.
2. Co - guaranteed by the subsidiary's director and related company for total loan facilities.

In the second quarter of 2017, the subsidiary has fully repaid these long - term loan and redeemed the collateral.

21. LONG - TERM LOANS FROM FINANCIAL INSTITUTION - NET (Con't)

INDIRECT SUBSIDIARY
Accomplish Way Holdings Company Limited

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.-

Facilities line (Million Baht)	Loan balance		Interest rate (%)	Term of repayment
	As at December 31, 2017 (Million Baht)	Objective		
8	1.07	Refinance	MLR - 2	Payments of principal and interest by monthly from September 2012, for a period of 73 months as stipulated in the loan agreement.
3	-	Payment of a life insurance premium	MLR - 2	Payments of principal and interest by monthly from October 2012, for a period of 60 months as stipulated in the loan agreement.
177	115.50	Warehouse construction	MLR - 2	Payments of principal and interest by monthly from August 2013, for a period of 120 months as stipulated in the loan agreement.
10	6.21	Purchase of land and building scrap	MLR - 2	Payments of principal and interest by monthly from February 2014, for a period of 96 months as stipulated in the loan agreement.
2	0.64	Payment of a life insurance premium	MLR - 2	Payments of principal and interest by monthly installment of 30,000 Baht from April 2013, for a period of 60 months as stipulated in the loan agreement.
85	53.21	Warehouse construction	MLR - 2	Payments of principal and interest by monthly from June 2014, for a period of 96 months as stipulated in the loan agreement.
285	176.63			

The collaterals of the abovementioned loans are as follows.-

1. Land with structure, land title deed numbers 33678, 33679, situated in Tambon Klongjik Amphur Bang Pa In, Ayudhaya province.
2. On February 16, 2016, the guarantor was changed from the former shareholders to 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. (See Note 10 to financial statements).

22. DEBENTURES

At the Annual General Shareholder's Meeting for the year 2017 held on April 25, 2017, it was resolved issue and offer to sell the debenture for general operating purpose and / or loan repayment and / or the Company and its subsidiaries' investment and / or working capital of the Company and its subsidiaries. The total principal shall not exceed Baht 2,000 million. The debentures may be offered on a revolving basis so long as the total outstanding amount of the debentures does not exceed Baht 2,000 million.

On September 21, 2017, the Company had issued unsecured, name registered and unsubordinated debentures without a debentureholders' representative debenture for the total number of 160,200 units, at the price of Baht 1,000 per unit totaling Baht 160.20 million. These debentures are 1 year 11 month and 26 day debentures at the coupon rate of 5.25 per annum with interest payable every three month, due on September 16, 2019.

	Unit : Thousand Baht
	Consolidated / Separate
	2017
Beginning balance for the year	-
Debentures issued during the year	160,200
Debenture expenses	(1,920)
Amortization of debenture expenses	272
Ending balance for the year	158,552

The Company shall comply with certain rules and conditions for example, maintaining debt to equity ratio at the level as specified in the contract.

23. LIABILITIES UNDER HIRE - PURCHASE AGREEMENTS - NET

Liabilities under hire - purchase agreements are as follows.-

	Unit : Thousand Baht			
	Consolidated		Separate	
	2017	2016	2017	2016
Liabilities under hire - purchase contracts	4,546	6,205	3,020	4,188
<u>Less</u> Deferred interest	(233)	(462)	(176)	(330)
Liabilities under hire - purchase contracts	4,313	5,743	2,844	3,858
<u>Less</u> Current portion	(1,896)	(1,671)	(1,062)	(1,014)
Net	2,417	4,072	1,782	2,844

The Company and its subsidiaries has entered into hire - purchase agreement with two leasing companies with payment terms of 48 months at monthly installments of Baht 97,415 and Baht 61,093 respectively.

24. PROVISION FOR EMPLOYEE BENEFITS - NET

The Company and its subsidiaries operates postemployment benefit and pension based on the requirement of the Thai Labor Protection Act B.E. 2541 to provide retirement benefits and other long term benefits to employees based on pensionable remuneration and length of service.

24.1 Movements of the postemployment provision for employee benefits consist of.-

	Unit : Thousand Baht			
	Consolidated		Separate	
	2017	2016	2017	2016
Opening balance as at January 1,	7,984	5,634	2,002	1,653
Increase from business combination	1,122	-	-	-
Current service cost	2,754	1,097	1,203	398
Interest cost	197	203	51	63
Gain (Loss) from re-measurement of employee benefit obligations	-	1,050	-	(112)
Ending balance as at December 31,	12,057	7,984	3,256	2,002
<u>Less</u> Current portion	(507)	(478)	-	-
Provision for employee benefits - net	11,550	7,506	3,256	2,002

During the year 2017, the Labor Protection Act was amended as follow.-

(a) Retirement is an employment termination which an employer is required to pay severance compensation to the retiring employee in accordance with the Act.

(b) The retirement age can be determined :

- i. Solely by the employer, or ;
- ii. By agreement between employer and employee

(c) If the retirement age is not determined or exceeds sixty year, the employer who is sixty year of age of older, can elect to retire and become entitled to severance pay by declaring his intention to the employee.

24.2 The expense is recognized in the following line items in the profit or loss.-

	Unit : Thousand Baht			
	Consolidated		Separate	
	2017	2016	2017	2016
Profit or loss				
Administrative expense	2,754	1,097	1,203	398
Interest expenses	197	203	51	63
Total	2,951	1,300	1,254	461

24. PROVISION FOR EMPLOYEE BENEFITS - NET (Con't)

24.3 Remeasurement of defined benefit plan recognized in other comprehensive income arising from.-

	Unit : Thousand Baht			
	Consolidated		Separate	
	2017	2016	2017	2016
Financial assumptions	-	755	-	173
Experience adjustment	-	(386)	-	(209)
Demographic assumptions	-	681	-	(76)
Total	-	1,050	-	(112)

24.4 Principal actuarial assumptions of provision for employee benefit at the reporting date.-

	Consolidated	
	2017	2016
Discounted rate (%)	2.29 - 3.05	2.29 - 2.81
Salary increase rate (%)	3 - 4	4
Retirement age (year)	55 - 60	55
* Employee turnover rate (%)	0 - 42	0 - 42
** Mortality rate	TMO 2008	TMO 2008

* Upon the length of service

** Reference from TMO2008 (TMO08 : Thai Mortality Ordinary Table of 2008)

	Separate	
	2017	2016
Discounted rate (%)	2.53	2.53
Salary increase rate (%)	4	4
Retirement age (year)	55	55
* Employee turnover rate (%)	0 - 42	0 - 42
** Mortality rate	TMO 2008	TMO 2008

* Upon the length of service

** Reference from TMO2008 (TMO08 : Thai Mortality Ordinary Table of 2008)

24. PROVISION FOR EMPLOYEE BENEFITS - NET (Con't)
24.5 Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have effected the provision for employee benefit by the amounts shown below.-

	Unit : Thousand Baht			
	Consolidated		Separate	
	Increase	Decrease	Increase	Decrease
Provision employee benefits December 31, 2017				
Discount rate (1% movement)	(834)	958	(159)	172
Future Salary growth (1% movement)	961	(850)	168	(159)
Resignation rate (1% movement)	896	386	(173)	64

	Unit : Thousand Baht			
	Consolidated		Separate	
	Increase	Decrease	Increase	Decrease
Provision employee benefits December 31, 2016				
Discount rate (1% movement)	(542)	603	(134)	147
Future Salary growth (1% movement)	506	(467)	123	(115)
Resignation rate (1% movement)	(590)	317	(147)	68

24.6 Amounts of defined benefit obligation for the current and previous four year are as follows.-

	Unit : Baht	
	Consolidated	Separate
Year 2017	12,057	3,256
Year 2016	7,984	2,002
Year 2015	5,634	1,653
Year 2014	4,465	1,264
Year 2013	4,273	3,094

25. OTHER NON - CURRENT LIABILITIES

Other non - current liabilities are as follows.-

	Unit : Thousand Baht			
	Consolidated		Separate	
	2017	2016	2017	2016
Rental Deposit	78,172	64,862	1,641	869
Retention	5,584	-	-	-
Provision for decommissioning costs	45,399	25,502	-	-
Advance receipts	52,571	-	-	-
Provision	5,721	6,024	-	-
Total	187,447	96,388	1,641	869

The abovementioned advance receipts were proceeds from service under long - term service agreement which a subsidiary has collected in advance for a period of 5 to 10 years as follows.-

	Unit : Thousand Baht			
	Consolidated		Separate	
	2017	2016	2017	2016
Proceeds from service of warehouse equipment	54,316	-	-	-
<u>Less</u> Recognized as income during period	(1,745)	-	-	-
Total	52,571	-	-	-

26. TREASURY SHARES

26.1 Treasury shares

At the Board of Directors' Meeting No.9/2016 held on August 26, 2016, has approved a share repurchase a share program for financial management purpose (Treasury Stocks) not exceeding 275 million shares, or approximately 5.99 percent of the total issued shares, with the maximum amount of Baht 220 million. The Company shall purchase the shares through the Stock Exchange of Thailand within the period of 6 months, from September 12, 2016 to March 11, 2017. The shares purchased must be resold within 3 years from such completion.

As at December 31, 2017 and 2016, the Company had purchased 86.04 million shares of the Company's shares, comprising 1.87% of the Company's issued share capital, at a total cost of Baht 66.39 million.

26. TREASURY SHARES (Con't)

26.2 Treasury shares reserve

Under the notification of the Office of the Securities and Exchange Commission No. Gor. Lor. Tor. Chor. Sor. (Wor.) 2/2548 and the notification of the Federation of Accounting Professions No. Sor. Sor. Wor. Bor. Chor. 016/2548 public companies buying back their own shares (treasury shares) must have retained earnings in an amount not less than the outstanding balance of the treasury shares, and if retained earnings are appropriated for dividend payment, the balance of retained earnings remaining after such payment must likewise be no less than the balance of the treasury shares. The Company proceeded in accordance with these guidelines and appropriated an amount of retained earnings to the treasury shares reserve equal to the amount paid to acquire the shares.

As at December 31, 2017 and 2016, the Company had set aside the treasury shares reserve of Baht 66.39 million from its retained earnings.

27. DIVIDEND AND LEGAL RESERVE

27.1 LEGAL RESERVE

PARENT COMPANY

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

SUBSIDIARIES

According to Section 1202 of the Thai Civil and Commercial Code, a subsidiaries (incorporated under Thai Laws) is required to set aside a legal reserve equal to at least 5% of its income each time the company pays out a dividend, until such reserve reaches 10% of its authorize share capital. The statutory reserve can neither be offset against deficit nor used for dividend payment.

27.2 DIVIDEND PAYMENT

2017

PARENT COMPANY

- 27.2.1 At the Annual General Shareholders' Meeting for the year 2017 held on April 25, 2017, it was resolved to pay dividend from the operating of the year 2016 to its shareholders at Baht 0.01 per share amounting to Baht 45.07 million and appropriated legal reserve amounting to Baht 3.74 million. The Company had paid dividend to its shareholders on May 24, 2017.

27. DIVIDEND AND LEGAL RESERVE (Con't)

27.2 DIVIDEND PAYMENT (Con't)

SUBSIDIARIES

27.2.2 At the Annual General Shareholders' Meeting for the year 2017 of Thai Consumer Distribution Centre Company Limited held on April 24, 2017 it was resolved to pay dividend from the operating of the year 2016 to its shareholders at Baht 5 per share amounting to Baht 8.47 million. It subsidiary had paid dividend to its shareholders on May 16, 2017.

27.2.3 At the Annual General Shareholders' Meeting for the year 2017 of Aqua Ad Public Company Limited held on April 24, 2017, it was resolved to pay dividend from the operating of the year 2016 to its shareholders at Baht 0.075 per share amounting to Baht 30.33 million and appropriated legal reserve amounting to Baht 2.19 million. It subsidiary had paid dividend to its shareholders on May 16, 2017.

INDIRECT SUBSIDIARY

27.2.4 At the Annual General Shareholders' Meeting for the year 2017 of Accomplish Way Holding Company Limited held on April 24, 2017, it was resolved to pay dividend from the operating of the year 2016 to its shareholders at Baht 20 per share amounting to Baht 9 million and appropriated legal reserve amounting to Baht 1.26 million. It subsidiary had paid dividend to its shareholders on May 11, 2017.

2016

PARENT COMPANY

27.2.5 At the Annual General Shareholders' Meeting for the year 2016, held on April 22, 2016, it was resolved to pay dividend from the operating of the year 2015 and part of retained earnings to its shareholders at Baht 0.03 per share amounting to Baht 137.79 million and appropriated legal reserve amounting to Baht 7.25 million. The Company had paid dividend to its shareholders on May 18, 2016.

SUBSIDIARIES

27.2.6 At the Annual General Shareholders' Meeting for the year 2016 of Thai Consumer Distribution Centre Company Limited held on March 30, 2016, it was resolved to pay dividend from the operating of the year 2015 to its shareholders at Baht 20 per share amounting to Baht 33.88 million and appropriated legal reserve amounting to Baht 4.30 million. It subsidiary had paid dividend to its shareholders on April 19, 2016.

27.2.7 At the Annual General Shareholders' Meeting for the year 2016 of Aqua Ad Public Company Limited held on April 5, 2016, it was resolved to pay dividend from the operating of the year 2015 to its shareholders at Baht 0.05 per share amounting to Baht 20.22 million and appropriated legal reserve amounting to Baht 2.47 million. It subsidiary had paid dividend to its shareholders on April 19, 2016.

27.2.8 At the Annual General Shareholders' Meeting for the year 2016 of Mantra Asset Company Limited held on April 5, 2016, it was resolved to pay dividend from the operating of the year 2015 to its shareholders at Baht 1 per share amounting to Baht 1 million and appropriated legal reserve amounting to Baht 0.05 million. It subsidiary had paid dividend to its shareholders on April 19, 2016.

27. DIVIDEND AND LEGAL RESERVE (Con't)

27.2 DIVIDEND PAYMENT (Con't)

INDIRECT SUBSIDIARY

27.2.9 At the Annual General Meeting for the year 2016 of Accomplish Way Holding Company Limited held on March 30, 2016, it was resolve to pay dividend from the operating of the year 2015 (For the period commencing from July 1, 2015 to December 31, 2015) to its shareholders at Baht 10 per share amounting to Baht 4.50 million and appropriated legal reserve amounting to Baht 2.98 million. The subsidiary had paid dividend to its shareholders on April 19, 2016.

28. 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	
	2017	2016	2017	2016
Profit attributable to equity holders of				
The parent company (basic)				
(Thousand baht)	486,580	236,575	48,384	74,786
Number of ordinary shares as at January 1,	4,593,000	4,593,000	4,593,000	4,593,000
<u>Less</u> Treasury shares	(86,039)	(21,668)	(86,039)	(21,668)
Weighted average number of common				
shares outstanding (basic)				
(Thousand Share)	4,506,961	4,571,332	4,506,961	4,571,332
Earnings per share (basic) (Baht)	0.1080	0.0518	0.0107	0.0164

29. EXPENSES BY NATURE

Significant expenses classified by nature consist of.-

	Unit : Thousand Baht			
	Consolidated		Separate	
	2017	2016	2017	2016
Rental	203,848	76,160	550	79
Employees benefit expenses	95,766	60,020	22,979	23,320
Depreciation and amortization	108,316	59,256	2,859	2,500
Commission	35,560	13,123	-	-
Service expense and cost of production	15,531	16,745	-	-
Bad debt and doubtful accounts (reversal)	(2,677)	(2,761)	464	3,510
Electric billboards fees	25,384	9,037	-	-
Premium billboards fees	10,301	8,593	139	89

29. EXPENSES BY NATURE (Con't)

Significant expenses classified by nature consist of.- (Con't)

	Unit : Thousand Baht			
	Consolidated		Separate	
	2017	2016	2017	2016
Billboards tax	14,831	12,486	-	-
Professional fees	6,519	5,588	3,387	3,220
Fees	6,243	3,592	3,569	2,335
Repair	18,962	15,547	64	77
Loss from debt forgiving to subsidiaries	29,041	-	21,270	-
Loss from exchange rate - loan to subsidiaries	12,419	-	-	-
Financial cost	115,704	81,110	45,341	4,770

30. PROVIDENT FUND

The Company and its subsidiaries and their employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. The Company, the subsidiaries companies and their employees contributed to the fund monthly at the rate of 2 - 3 percent of their basic salary. The fund, which is managed by Krungsri Asset Management Company Limited will be paid to employees upon termination in accordance with the fund rules. For the year ended December 31, 2017 and 2016, the Company and its subsidiaries contributed Baht 1.05 million and Baht 0.65 million in the consolidated financial statements and amounting to Baht 0.21 million and Baht 0.09 million in the separate financial statement respectively.

31. OPERATING SEGMENT INFORMATION

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

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 investment property lease

31. OPERATING SEGMENT INFORMATION (Con't)

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, 2017				
	Segment 1	Segment 2	Segment 3	Elimination	Total
Revenues	155	586,602	321,403	(2,316)	905,844
Operating profit					356,612
Unallocated income					46,969
Interest income					13,247
Gain on the disposal of investment					33,972
Gain on the disposal of foreign entities					6,526
Loss on revaluation of investment properties	-	-	293,237	-	293,237
Depreciation	-	(101,453)	(2,485)	-	(103,938)
Share of profit on investment in associated company					79,559
Finance cost					(116,079)
Income tax					(115,720)
Income of non - controlling interest					(7,805)
Net profits attributable shareholders of the parent					486,580
<u>Assets of the segment</u>					
Investment in associate are accounted for by equity method					756,384
Allocated					
Billboard	-	943,195	40,666	-	983,861
Investment property	-	-	3,840,929	-	3,840,929
Unallocated					1,104,523
Total assets as at December 31, 2017					6,685,697

31. OPERATING SEGMENT (Con't)

Unit : Thousand Baht					
Consolidated					
For the year ended December 31, 2016					
	Segment 1	Segment 2	Segment 3	Elimination	Total
Revenues	416	306,957	286,015	-	593,388
Operating profit					342,320
Unallocated income					24,080
Interest income					20,357
Loss on revaluation of investment properties	-	-	(3,674)	-	(3,674)
Depreciation	-	(56,400)	-	-	(56,400)
Share of profit on investment in associated company					45,597
Finance cost					(81,110)
Income tax					(48,540)
Income of non - controlling interest					(6,055)
Net profits attributable shareholders of the parent					236,575
<u>Assets of the segment</u>					
Investment in associate are accounted for by equity method					674,649
Allocated					
Billboard	-	298,043	-	-	298,043
Investment property	200,209	-	3,083,007	-	3,283,216
Unallocated					1,176,107
Total assets as at December 31, 2016					5,432,015

32. 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:-

32.1 Accounting policies

The related accounting policies are disclosed in Note 4.25 to the financial statements.

32.2 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.

32. FINANCIAL INSTRUMENTS (Con't)
32.3 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.

32.4 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 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, 2017)							
	Fixed interest rates			Floating Interest rate	Non-interest bearing	Total	Interest rate (% p.a.)
	Within 1 year	1 - 5 years	Over 5 years				
Financial assets							
Cash and cash equivalents	-	-	-	266,142	405	266,548	0.50 - 1.00
Temporary investments	200	-	-	-	1	201	0.90
Trade accounts and other current receivables	-	-	-	-	275,948	275,948	-
Deposits at financial institution pledged as collaterals	-	-	-	13,829	-	13,829	0.90 - 1.25
Long-term investments	-	-	-	-	29,900	29,900	-
Financial liabilities							
Discounted bill of exchange	10,000	-	-	-	-	10,000	5.50
Trade accounts and other current payable	-	-	-	-	106,840	106,840	-
Long-term Loan from financial institution	-	326,977	-	1,740,632	-	2,067,609	*
Debentures	-	158,552	-	-	-	158,552	5.25
Liabilities under lease contracts	1,896	2,417	-	-	-	4,313	**

* 4.125% p.a., MLR - 2% p.a. and MLR - 3% p.a.

** 2.39% p.a., 4.82% p.a., 6.04% p.a. and 6.85% p.a.

32. FINANCIAL INSTRUMENTS (Con't)

	Unit : Thousand baht						
	Consolidated (As at December 31, 2016)						
	Fixed interest rates						
	Within1 year		Over 5 years	Floating	Non-interest		Interest rate
		1 - 5 years		Interest rate	bearing	Total	(% p.a.)
Financial assets							
Cash and cash equivalents	-	-	-	655,197	4,295	659,492	0.50 - 2.00
Temporary investments	150,000	-	-	-	1	150,001	5.50 - 6.50
Trade accounts and other current receivables	-	-	-	-	140,331	140,331	-
Deposits at financial institution pledged as collaterals	-	-	-	13,360	-	13,360	0.80 - 1.00
Long-term investments	-	-	1,000	-	29,900	30,900	4.50
Financial liabilities							
Discounted bill of exchange	100,000	-	-	-	-	100,000	4.25
Trade accounts and other current payable	-	-	-	-	84,372	84,372	-
Long-term Loan from financial institution	-	340,386	-	1,276,096	-	1,616,482	*
Liabilities under lease contracts	1,671	4,072	-	-	-	5,743	2.39, 4.82

* 4.125% p.a., MLR - 2% p.a. and MLR - 3% p.a.

	Unit : Thousand baht						
	Separate (As at December 31, 2017)						
	Fixed interest rates						
	Within 1 year	1 - 5 years	Over 5 years	Floating interest rate	Non-interest bearing	Total	Interest rate (% p.a.)
Financial assets							
Cash and cash equivalents	-	-	-	195,519	(278)	195,241	0.50 - 1.00
Temporary investments	-	-	-	-	1	1	-
Trade accounts and other current receivables	-	-	-	-	830	830	-
Short - term loans to related company	836,050	-	-	-	-	836,050	4.35 - 6.00
Deposits at financial institution pledged as collaterals	-	-	-	98	-	98	0.90
Long - term investments	-	-	-	-	29,900	29,990	-
Financial liabilities							
Bills Discounted	10,000	-	-	-	-	10,000	5.50
Trade accounts and other current payable	-	-	-	-	2,015	2,015	-
Long - term loans from financial institution	-	-	-	625,030	-	625,030	MLR-2
Debentures	-	158,552	-	-	-	158,552	5.25
Liabilities under lease contracts	1,062	1,782	-	-	-	2,844	2.39

32. FINANCIAL INSTRUMENTS (Con't)

Unit : Thousand baht							
Separate (As at December 31, 2016)							
	Fixed interest rates			Floating interest rate	Non-interest bearing	Total	Interest rate (% p.a.)
	Within 1 year	1 - 5 years	Over 5 years				
Financial assets							
Cash and cash equivalents	-	-	-	477,603	227	477,830	0.50 - 2.00
Temporary investments	150,000	-	-	-	1	150,001	5.50 - 6.50
Trade accounts and other current receivables	-	-	-	-	35,609	35,609	-
Short - term loans to related com- pany	264,950	-	-	-	264,950	264,950	2.00 - 4.35
Deposits at financial institution pledged as collaterals	-	-	-	97	-	97	0.75
Long - term investments	-	-	-	-	29,900	29,900	-
Financial liabilities							
Bills Discounted	100,000	-	-	-	-	100,000	4.25
Trade accounts and other current payable	-	-	-	-	4,247	4,247	-
Liabilities under lease contracts	1,014	2,844	-	-	-	3,858	2.39

32.5 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.-

	2017	2016
Number of approved billboard	150	106
At cost (million baht)	1,124.96	277.97
Carrying amount (million baht)	671.16	143.05
Advertisement income (million baht)	437.07	146.82
Percentage of total advertisement income	59.82	57.25
Effect of dismantlement of billboard structure (million baht)	(437.07)	(146.82)
Effect to total assets and shareholders equity of dismantlement of billboard structure (million baht)	(671.16)	(143.05)

32. FINANCIAL INSTRUMENTS (Con't)

32.5 Defaulting of agreement risk (Con't)

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.

32.6 Currency risk

The Company and its subsidiaries have no foreign currency exchange rate risk, all material respect.

32.7 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 perationsand to mitigate the risk of fluctuations in cash flows.

32.8 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.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date.

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.

33. CREDIT FACILITIES AND OBLIGATIONS

33.1 The Company and its subsidiaries had credit facilities and unutilized facilities with two commercial bank as follows.-

	Unit : Thousand baht			
	Consolidated		Separate	
	2017	2016	2017	2016
Bank over draft	11,000	8,000	-	-
Short - term loans	140,000	-	100,000	-
Bank guarantees	70,000	23,000	-	-
Total	221,000	31,000	100,000	-

The assets pledged as collaterals for credit facilities from financial institutions as at December 31, 2017 are as follows.-

The Company' credit facilities

1. Mortgage of condominium unit on floor 21, RS Tower, own by the Company.
2. Pledge shares of Boardway Media Co., Ltd.'s shares.
3. Mortgage in second order of title deeds No.33678 and No.33679 together with structures of Accomplish Way Holding Co., Ltd.

The subsidiaries and indirect subsidiary's credit facilities

1. Mortgage of title deeds No.98464, 98465 and 1655 with structures of Aqua Ad Plc.
2. Mortgage of title deeds No.126704 and 126705 with structures of Boardway Media Co., Ltd.
3. Aqua Corporation Plc., and Boardway Media Co., Ltd. guaranteed as joint obligor.
4. Thai Consumer Distribution Center Co.,Ltd. guaranteed bank over draft facility to a indirect subsidiary.

Under the loans agreement, the Company and its subsidiaries must comply with certain conditions and restrictions stipulated in the agreement.

33.2 Unutilized credit facilities for future working capital of the Company and its subsidiaries as at December 31, 2017 and 2016 in the consolidated financial statements amounting to Baht 217.45 million and Baht 27.21 million respectively and as at December 31, 2017 in the separate financial statements amounting to Baht 100 million.

34. COMMITMENT AND CONTINGENT LIABILITIES

- 34.1 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	
	2017	2016
<u>Letters of guarantee</u>		
Parent Company	97	97
Subsidiaries	8,201	8,050
Total	8,298	8,147

- 34.2 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	
	2017	2016
Within 1 year	99,202	31,431
2 - 5 years	192,138	32,765
After 5 years	33,011	10,458
Total	324,351	74,654

- 34.3 As at December 31, 2017, three subsidiaries and a indirect subsidiary had future commitments to pay for assets' acquisition and construction amounting to Baht 78.70 million.

35. OTHER INFORMATION

- 35.1 Cease of solar power energy and waste to energy

The Company's Board of Directors' Meeting No.5/2016 held on June 24, 2016, approved the cease of solar energy and waste to energy business considered to be the same business as that of Eastern Power Group Public Company Limited ("EP"). EP in the subsidiary of Eastern Printing Public Company Limited ("EPCO"), the associate company and it planned to list Eastern Power Group Plc., EP, in the Stock Exchange of Thailand in order to create value added to EPCO and to dissolve the conflict of interest that may arise from operating in energy business. The Company had plans as follows.-

It was approved in principle to dispose investment in Green View Godo Kaisha ("GK") in Japan, a 100% indirect subsidiary of Texas 121 Company Limited. After the disposition of investment, Green View Godo Kaisha and Solar Mogami Godo Kaisha were no longer the subsidiary and the indirect subsidiary of the Company, respectively. The Board of Directors assigned the executive committee to process for the disposition of the investment with the policy that the Company shall receive the investment amount and the loan amount in full when converting into Thai Baht.

35. OTHER INFORMATION (Con't)

35.2 Investments in solar energy business in Japan

SUBSIDIARIES: Texas 121 Company Limited

Solar Farm Development Agreement :

On December 30, 2015, Texas 121 Company Limited has entered into a Solar Farm Development Agreement with a company 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 2 projects as follows.-

1. Project in MOGAMI, capacity of 1.99 Megawatt.
2. Project in HANAMAKI, capacity of 1.99 Megawatt.

HANAMAKI Project, capacity 1.99 megawatt

As at February 28, 2017, Solar Hanamaki Godo Kaisha Company Limited had made an advance payment for land rental and project development expense under the agreement amounting to Yen 235.65 million (Baht 74.07 million). The indirect subsidiary has been transferred the construction licenses.

MOGAMI Project, capacity 1.99 megawatt

As at March 31, 2016, Solar Mogami Godo Kaisha Company Limited had made an advance payment for land rental and project development expense under the agreement amounting to Yen 8.98 million (Baht 2.73 million). The indirect subsidiary has been transferred the construction licenses.

On December 22, 2017, the subsidiary has disposal its investment in subsidiaries in Japan at the price of Yen 10,000 (amount equal to the cost of investment) and sold its loans as well as its interest receivable with discount totaling Yen 562.99 million at the price of Yen 535.87 million to the original seller of this project. The subsidiary received fully paid amount in Baht 153.53 million. This transaction caused the subsidiary to recognize loss on debt reduction amounting to Baht 7.77 million and loss on exchange rate amounting to Baht 12.42 million.

36. 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, 2017 and 2016, debt-to-equity ratios in the consolidated financial statements were 0.78 : 1 and 0.66 : 1 respectively and in the separate financial statements were 0.29 : 1 and 0.04 : 1 respectively.

37. RECLASSIFICATION

The Company has reclassified certain accounts in the financial statements for the year ended December 31, 2016 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.-

	Unit : Thousand Baht		
	Consolidated		
	Reclassified	Increase (Decrease)	Previously reported
Investment property	3,283,216	(35,964)	3,139,180
Goodwill	35,964	35,964	-

38. EVENTS AFTER REPORTING PERIOD

PARENT COMPANY

- 38.1 At the Board of Directors' Meeting No. 2/2018 held on February 28, 2018, it was resolved to propose to the shareholders to distribute dividend from the operating of the year 2017 at the rate of Baht 0.01 per share, totaling Baht 45.07 million and appropriate legal reserve amounting to Baht 2.42 million.

SUBSIDIARIES

- 38.2 At the Board of Directors' Meeting of Aqua Ad Public Company Limited No. 2/2018 held on February 27, 2018, it was resolved to distribute dividend from the operating of the year 2017 at the rate of Baht 0.05 per share, totaling Baht 20.22 million and appropriate legal reserve amounting to Baht 1.41 million.
- 38.3 At the Board of Directors' Meeting of Thai Consumer Distribution Centre Company Limited No. 1/2018 held on January 25, 2018 it was resolved to distribute dividend from the operating of the year 2017 at the rate of Baht 3 per share, totaling Baht 5.08 million.
- 38.4 At the Board of Directors' Meeting of Mantra Assets Company Limited No. 1/2018 held on January 25, 2018 it was resolved to distribute dividend from the operating of the year 2017 at the rate of Baht 20 per share, totaling Baht 20 million and appropriate legal reserve amounting to Baht 0.70 million.
- 38.5 At the Board of Directors' Meeting of Accomplish Way Holdings Company Limited No. 1/2018 held on January 25, 2018 it was resolved to distribute dividend from the operating of the year 2017 at the rate of Baht 12 per share, totaling Baht 5.40 million and appropriate legal reserve amounting to Baht 0.26 million.
- 38.6 At the Extraordinary Shareholders' meeting No.1/2018 of Texas 121 Co.,Ltd. held on February 7, 2018, it was approved to liquidate the Company which was registered to the Ministry of Commerce on February 19, 2018.

39. APPROVAL OF FINANCIAL STATEMENTS

These financial statements have been approved by the Company's Board of Directors on February 28, 2018.

ANNUAL REPORT 2017

รายงานประจำปี 2560



AQUA CORPORATION

บริษัท อควา คอร์ปอเรชั่น จำกัด (มหาชน)

121/68-69 อาคารอาร์เอสทาวเวอร์ ชั้น 21 ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพฯ 10400

โทร. (+66) 2-694-8888 แฟกซ์ (+66) 2-694-8880, (+66) 2-694-8889

AQUA CORPORATION PUBLIC COMPANY LIMITED

121/68-69 RS Tower, 21st Floor, Ratchadapisek Road, Din-Daeng, Bangkok 10400

Tel. (+66) 2-694-8888 Fax. (+66) 2-694-8880, (+66) 2-694-8889

www.aquacorp.co.th