

2018



AQUA CORPORATION

บริษัท อควา คอร์ปอเรชั่น จำกัด (มหาชน)



Bangkok Bank



ANNUAL REPORT

รายงานประจำปี

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Message from the Chairman of the Board of Directors

We are determined to be an investment company in businesses with good performance, potential and future growth opportunities to get the maximum return on all investment. As a result, in the past 5 years the company has an average growth rate of 27% per year in terms of business revenue. In 2014, the company had total operating income of 405 million baht, increased to 1,061 million baht in 2018; and net profit (calculated excluding the profits derived from the change in asset fair value) grew an average of 23 percent per year from 2014 with net profit of 168 million baht increased to 386 million baht in 2018. In addition, the total assets of the company increased from 4,069.66 million baht in 2014, to 6,861.63 million baht in 2018 or an increase of 14% per year and the shareholders' equity increased from 3,081.21 million baht in 2014 to 3,989.25 million baht in 2018 or increased by 6.7 percent per year. As of the end of the year 2018, the company has an equity value of 0.87 baht per share and has the ability to increase profits consistently.

The businesses of the Group consist of advertising media, warehouse rental and service, real estate for rent and services, comprehensive printing business and energy business with 4 main businesses having good operating results, that reflect back to the company in the form of dividends. The company has had a lot of investment activities during the year 2017 to 2018. This is clearly shown in 2018 that the company has increased sales and service income from 905.69 million baht in 2017 to 1,060.83 million baht in 2018 or increased by 18 percent but during 2018 there was also other non-operating income, such as gains from the sale of investments and gain from changes in fair value in real estate for investment reduced. Therefore, the total revenue of the company decreased from 1,299.79 million baht in 2017 to 1,105.09 million baht in 2018 or decreased by 15 percent and net profit for the year decreased from 517.49 million baht in 2017 to 377.65 million baht in the year 2018 or 19.5 percent decrease while net profit from operations in the case of excluding profits from changes in fair value in real estate for investment has increased from 224.26 million baht in 2017 to 362.64 million baht in 2018 or 61.7 percent increase which shows clearly that the past investment of the company directly affecting the operating profit.

In the year 2019 the company will benefit from both full-year revenue recognition and utilization rates. The company forecasted growth for Static Advertising Boards Division at 6-10% and LED Boards at not lower than 30%; also the Digital in a new landmark business (Airport Link pillars at Suvarnabhumi Airport) will begin to realize revenue in the second half of the year. There are other investments in the energy business of the associated company which will start supplying electricity (COD):110 MW project in Vietnam in July 2019 and the 18 MW project in Japan, within the fourth quarter of 2019.

The company continuously emphasizes on organizational development and personnel potential. Being a company with good corporate governance coupled with social and environmental care and stakeholders in all sectors. Every year the Group will arrange a budget to support activities and projects, related to education, social development of the community and the environment and encourage executives and employees to participate in such activities. "AQUA fulfills dreams, shares happiness" is a campaign that the company prepared to be a part in helping society and sharing community development, which started for the first time in the beginning of 2014 and the group will continue to support the Private Sector Collective

Action Coalition Against Corruption (CAC) project on March 15, 2019, the company has adopted the revised document to improve the issues as recommended by the CAC Subcommittee.

Finally, on behalf of the Board of Directors of Aqua Corporation Public Company Limited and all executives confirm that they will manage the duties for the best benefit of the shareholders; in accordance with good corporate governance principles. We take this opportunity to thank everyone for the cooperation and trust including the shareholders, business partners, employees and stakeholders involved in the company, that have contributed to our success and everyone who supported us on all aspects. We hope that next year will be another year to be appreciated and proud of the growth, and the strength of the company resulting from the collaboration of all.



(Mr. Yuth Chinsupakul)

Chairman of the Board

February 28, 2019

Report of the Audit Committee

The Audit Committee of Aqua Corporation Public Company Limited consists of three independent directors, Mr. Sutee Phongpaiboon, which has been appointed as the Chairman of Audit Committee replacement for Pol. Lt. Gen. Wiboon Bangthamai on 11 December 2018, Ms. Pranee Rattakam and Mrs. Podchane Phaosavasdi 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 2018 the Audit Committee has held total of 5 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:

1. Reviewed the quarterly financial statements and the annual financial statements for the year 2018.

The Audit Committee reviewed the quarterly financial statements and the annual financial statements for year 2018 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.

2. 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.

3. **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.

4. **To appointment the Auditors for the year 2018.** 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 2019 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.



(Mr. Sutee Phongpaiboon)

The Chairman of Audit Committee

February 28, 2019

Financial Highlights

	Unit: Million Baht		
	2018	2017	2016
Financial Position			
Total Assets	6,861.63	6,685.70	5,432.01
Total Liabilities	2,802.69	2,923.02	2,163.06
Total Shareholders' Equity	4,058.94	3,762.68	3,268.95
Equity holders of the Company	3,989.25	3,690.62	3,223.58
Minority interest	69.69	72.06	45.37
Operating Results			
Total Revenues	1,105.09	1,299.79	637.82
Revenues from sales and services	1,067.68	905.69	592.97
Gross Profit (Loss)	584.00	488.39	402.02
Net Profit (Loss)	398.02	494.38	242.63
Equity holders of the Company	390.88	486.58	236.57
Minority interest	7.14	7.80	6.05
Basic Earning Per Share (Baht per share)*	0.0867	0.1080	0.0518
Book Value Per Share (Baht per share)*	0.89	0.82	0.72
Financial Ratios			
Current Ratio (times)	0.43	1.09	2.54
Debt to Equity Ratio (times)	0.69	0.78	0.66
Gross Profit (Loss) Margin (%)	54.70	53.92	67.80
Net Profit (Loss) Margin (%)	36.02	38.04	35.50
Return on Assets (%)	7.83	10.86	6.75
Return on Equity (%)*	9.80	13.18	7.29

Note : * Only the equity holders of the parent company

As of December 31, 2018, 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 taxies 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 (OOH) 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 planed 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 milion.

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.

The Investment in BMW allows the company to cover a complete network of LED advertising media throughout the country by having 80 panels of LED Screen as of year ended 2018. It allows the company's media planning for the customers widely and contribute to growth of advertising revenues significantly.

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.

On January 31, 2018, the company has bought 49,000 more shares of Broadway Media Co., Ltd from the previous shareholder at the rate of 737.3126 Baht per share with the total value of 36.13 million Baht. After buying the above shares, the company's portion of shareholding in BMW will be 95% of Authorized Capital

- **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.

- ❖ On December 31, 2018, the company has a portion of shareholding of 39.69% of the paid-up capital. The portion has increased from buying additional common stock of Eastern Printing Public Company Limited (EPCO) which is offered to existing shareholders in the portion of 8 old shares to 1 new share. Including with buying additional common stocks via Stock Market Trading System.
- ❖ 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.
- **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, 2019, the Board of Directors' Meeting No. 2/2019 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.

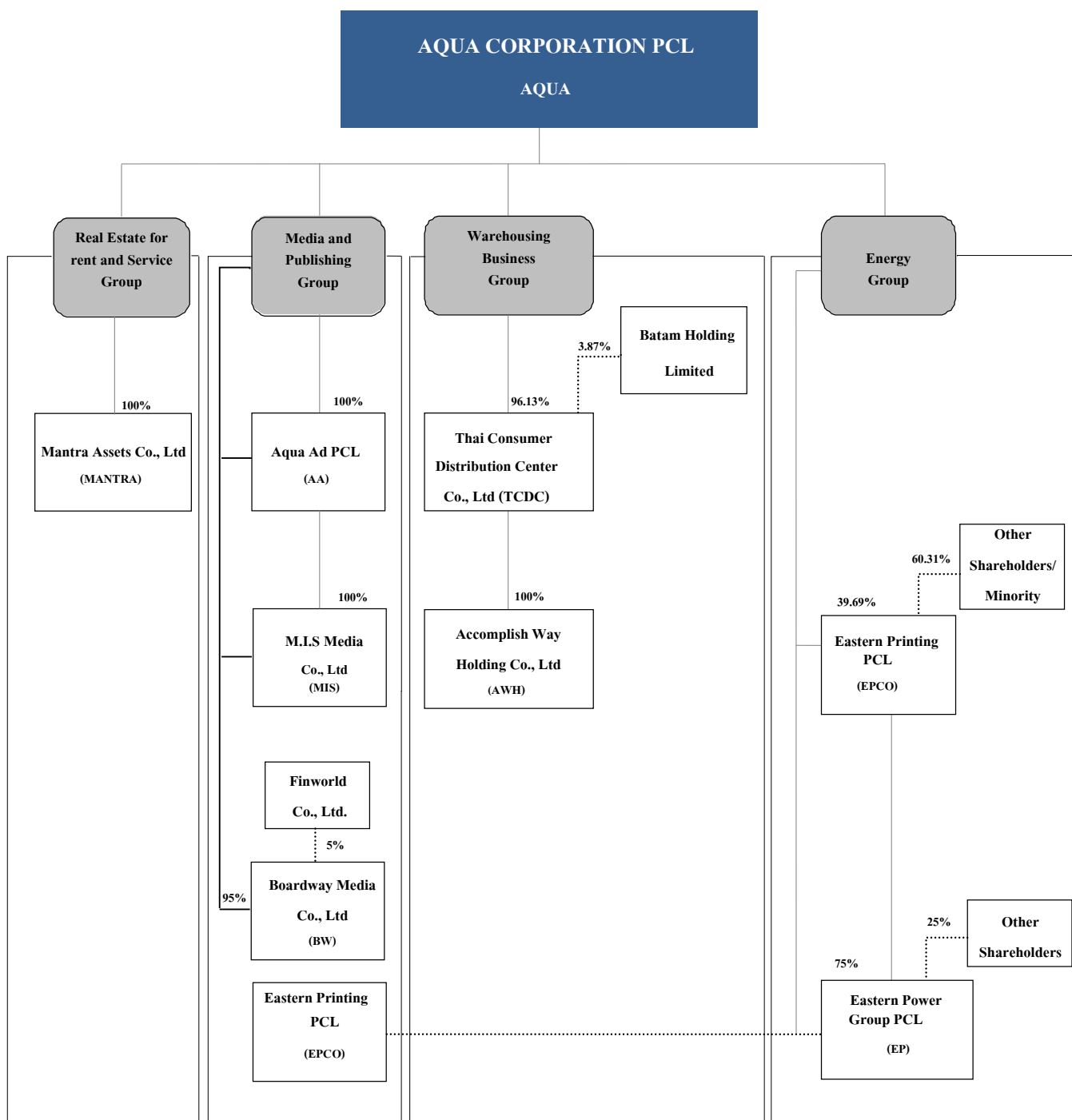
Strategies leading to sustainability

- 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

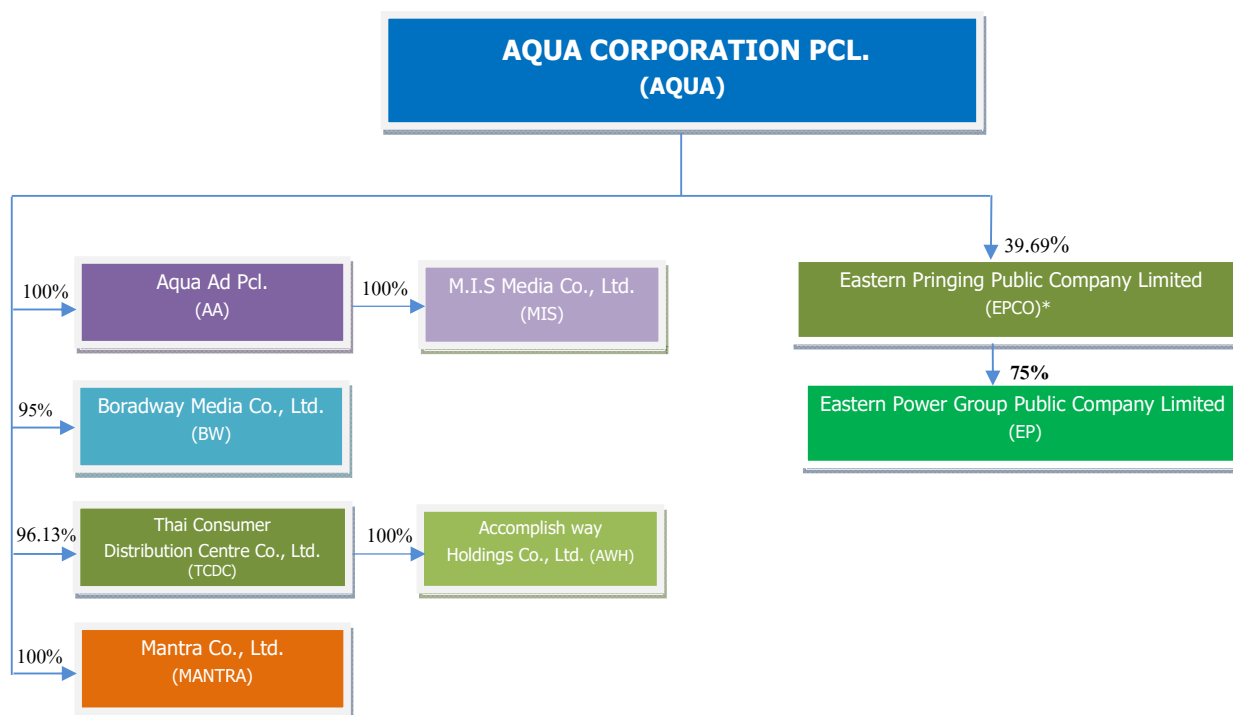
Since 2007 (after cease to operate the leasing business), the Company has invested in the media advertising business under Aqua Ad Public Company Limited ("AA"), publishing and printing business under Eastern Printing Public Company Limited ("EPCO") which subsequently expanded its business into renewable 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, 2018 as follows:



1.5 Shareholding Structure of the group Company

As of December 31, 2018, the Company had direct subsidiaries, indirect subsidiaries and associates companies in total of 8 companies as follows:



Notes

- * The shareholder structure of EPCO can be determined from the 56-1 of EPCO, and during January 18- March 1, 2019, the Company invested in EPCO through the Stock Exchange resulting in the Company to hold 40.08% of EPCO'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%
- Status related to the company
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		Separate		
	Year 2018	Year 2017	Year 2018	Year 2017	Year 2016
Total Assets	571.00	580.81	561.99	574.16	607.44
Total Liabilities	108.34	65.96	98.43	60.05	91.22
Shareholders’ Equities	462.66	514.85	463.57	514.11	516.22
Total Revenues	359.42	311.63	344.49	301.40	312.42
Net Profit	59.03	28.97	60.67	28.23	43.87
Net Profit per Share	0.1459	0.0716	0.1500	0.0698	0.1074
Dividend per Share	-	-	0.295	0.050	0.075

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.
Indirect subsidiaries
- Type of Business
peraes out of home media for rent in the forms of billboards in various provinces in the Northeastern region.
- Financial Highlights

- Financial Highlights

Unit: Million Baht	Year 2018	Year 2017	Year 2016
Total Assets	20.88	18.83	26.16
Total Liabilities	15.60	15.09	11.99
Shareholders' Equities	5.28	3.74	14.17
Total Revenues	16.19	12.36	24.06
Net profit (loss)	1.55	2.67	4.89
Net profit (loss) per share	154.52	266.86	488.73
Dividend per Share *	-	-	-

Notes * 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. ("BW")

- 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	Year 2018	Year 2017	Year 2016
Total Assets	849.78	694.85	475.39
Total Liabilities	647.14	504.19	274.82
Shareholders' Equities	202.64	190.66	200.57
Total Revenues	368.73	322.18	238.54
Net profit (loss)	11.98	(9.99)	47.21
Net profit (loss) per share	12.23	(10.10)	48.17
Dividend per Share	20.00	-	-

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

Unit: Million Baht	Consolidated			Separate		
	Year 2018	Year 2017		Year 2018	Year 2017	
Total Assets	3,276.78	3,270.60	3,165.96	3,034.07	3,008.65	2,893.09
Total Liabilities	1,739.36	1,897.21	1,989.77	1,547.54	1,675.59	1,740.20
Shareholders' Equities	1,537.42	1,373.39	1,176.18	1,486.53	1,333.06	1,152.89
Total Revenues	305.24	356.94	302.16	280.30	321.73	256.07
Net Profit	169.12	205.67	156.95	158.56	188.64	136.30
Net Profit per Share	99.83	121.41	92.65	93.60	111.36	80.46
Dividend per Share	-	-	-	2.00	3.00	5.00

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 2018	Year 2017	Year 2016
Total Assets	385.47	404.71	423.19
Total Liabilities	191.82	221.63	257.14
Shareholders' Equities	193.64	183.08	166.05
Total Revenues	49.36	51.82	53.01
Net Profit	15.96	26.03	25.16
Net Profit per Share	35.47	57.85	55.91
Dividend per Share	7.00	12.00	20.00

Mantra Assets Company Limited ("MANTRA")

- **Shareholding**

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

- **Status related to the company.**

Subsidiary

- **Type of Business**

Operate real estate for rent and services provided by the Cabin Chiang Mai Company Limited for rent to run the rehabilitation business (Retreatment Center).

- **Financial Highlights**

Unit: Million Baht	Year 2018	Year 2017	Year 2016
Total Assets	724.93	719.74	215.49
Total Liabilities	504.30	506.72	197.72
Shareholders' Equities	220.63	213.03	17.77
Total Revenues	67.75	262.13	0.32
Net Profit	27.60	195.26	0.16
Net Profit per Share	27.60	195.26	0.16
Dividend per Share	20.00	20.00	-

Eastern Printing Public Company Limited (“EPCO”)

- Shareholding

Aqua Corporation Public Company Limited (“AQUA”) holds 39.69% 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:

Project	Production Capacity (MW)	Commercial Operation Date (COD)
Co-Generation Combined Power Plant	360	Year 2016
Solar power plant, type Solar Farm	20	Year 2012 – 2017
Solar power plant, type Roof Top	1.50	Year 2014 – 2015
Solar power plant, type Roof Top	0.968	27 March 2019
Solar power plant, type Roof Top	2.08	In progress
Solar power plant in Japan	45.96	Year 2016 - 2019
Solar power plant in Vietnam	99.216	30 June 2019
Total	529.73	

- Financial Highlights (Consolidated)

Unit: Million Baht	Year 2018	Year 2017	Year 2016
Total Assets	10,599.33	8,507.75	6,930.38
Total Liabilities	4,924.02	6,034.82	4,739.12
Shareholders' Equities	3,280.27	2,472.93	2,191.25
Shareholders' Equities –Part of EPCO	2,574.09	2,109.03	1,896.22
Total Revenues	1,184.66	962.63	881.15
Net Profit	408.69	231.36	135.73
Net Profit – Part of EPCO	342.77	206.42	118.74
Net Profit per Share	0.41	0.26	0.16
Dividend per Share (*)	0.10	0.08	0.16

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

Year 2018 cash dividend Baht 0.15 per share

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, total dividend of Baht 0.16 per share.

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, total dividend of Baht 0.16 per share.

2. Type of Business

Revenue structure of the Group Company

The revenue structure from the business of the Company and its subsidiaries from 2016-2018 can be categorized as follows:

Type of revenues	2016		2017		2018	
	Million Bath	%	Million Bath	%	Million Bath	%
1. Revenue from advertising:						
1.1 Advertising revenue - Static	306.96	44.92	333.96	24.21	365.74	29.47
1.2 Advertising revenue - LED	-	-	154.08	11.17	324.32	26.13
1.3 Other income	-	-	96.25	6.98	22.78	1.84
Total	306.96	44.92	584.28	42.36	712.84	57.43
2 Revenues from warehouse business:						
2.1 Revenues from rental and service	286.01	41.85	283.81	20.58	289.40	23.32
2.2 Gain from change in fair value in real estate	-	-	69.30	5.02	15.50	1.25
Total	286.01	41.85	353.11	25.60	304.90	24.57
3. Revenues from real estate, rent and services:						
3.1 Revenues from rental and service	-	-	37.59	2.73	65.44	5.27
3.2 Loss from changes in fair value in real estate	-	-	223.94	16.24	(0.49)	(0.04)
Total	-	-	261.53	18.96	64.95	5.23
4. Share of profits from associates : EPCO	45.60	6.67	79.56	5.77	136.05	10.96
Total	45.60	6.67	79.56	5.77	136.05	10.96
5. Other income:						
5.1 Reversal of debt loss	3.15	0.46	1.27	0.09	3.74	0.30
5.2 Hire – purchase interest income	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	20.36	2.98	13.25	0.96	4.97	0.40
5.6 Other	20.93	3.06	45.70	3.31	13.69	1.10
Total	44.85	6.56	100.87	7.31	22.40	1.80
Total revenues	683.42	100.00	1,379.35	100.00	1,241.14	100.00

Notes :

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., and increase the shareholding proportion from 90% to 95% on 31 January 2018.
- 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. 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 tyeeps of hire-purchase receivable with the outstanding balance as of the end of the year as follows:

Type of debtor	2018		2017		2016	
	MB	%	MB	%	MB	%
Electronic appliances and equipment						
- Retail Customer	-	-	-	-	-	-
- Reprsentative	-	-	-	-	-	-
Cars	-	-				
- Receivables under car leasing agreements	-	-	-	-	0.27	7.05
- Receivables transferred under hire purchase agreements	-	-	-	-	-	-
- Receivables under financial leases agreements	3.00	100.00	3.00	100.00	3.56	92.95
Public Phones	-	-	-	-	-	-
Loans	-	-	-	-	-	-
Total	3.00	100.00	3.00	100.00	3.83	100.00

Notes: Accounts receivable according to the table above The Company has already set aside full allowance 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 operation of Advertising business of the company group by providing two main types of services as follow:






1. Static Outdoor
2. Digital Media

Details of each types of billboard

1. Static Outdoor

A various billboard both small and large located along the main road, superhighway and outside buildings installed to cover the business and residential area in Bangkok and surrounding area including large cities throughout the country. The Static Outdoor production can use various materials in order to make the advertisement on the billboard suitable with products characteristics and attract the crowd. There are 2 types of income from business operation. First is revenue from rental advertising media and another is revenue from media production. Customers who rent the company's advertising media must allow the company to produce the advertising image in order to protect in image guarantee by

- ❖ Billboard structures use materials comply with the industry standard through weight calculation, wind resistance from professional and experienced engineer.
- ❖ The back support is installed using metal and non-metallic materials such as aluminum sheet, galvanized sheet and vinyl.
- ❖ Static Outdoor media structure can be classified as Mono Pole, Double Column and Steel Truss on ground and buildings, including with a light box billboards which is installed under superhighway along the road Ekkamai-Ramintra (Serie Poster).

		
Mono Pole	Double Column	Steel braided cobwebs on the ground
		
Steel braided cobwebs on buildings	Light box advertising media	

At the end of the year 2016-2018, the group company had static outdoor media in the following locations:

Locations	Numbers of Media Structure (unit)		
	Year 2018	Year 2017	Year 2016
Along side main roads in Bangkok and vicinity areas	174	192	197
Along side main roads in other provinces	113	113	72
Total	287	305	269
Occupancy Rate (%)	52.82	45.86	59.55

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 Perimeter areas

		
Expressway Monument - Yommarat (Outbound)	Mega X - Palladium Shopping Mall Pratunam intersection	Makkasan screen, Eastin Hotel
		
Phong Phet Intersection	Victory Mall - Victory Monument	Sathorn (Smooth E Building)

- Provincial



The locations of digital media can be classified below:

Location	Number of screens	
	Year 2018	Year 2017
Bangkok and Perimeter areas	53	23
Provincial	26	19
Total	79	42
Occupancy Rate (%)	70.33	52.97

2.3 Warehouse Rental and Service Business

The company operates a rental and service warehouse which is developed to customer's need (built-to-suit) which mostly are large projects. The next plan will begin to develop a ready built in order to provide services for both types. Built-to-suit will support the need of some key customers while ready built will support the new smaller customers based and operate the business that suitable with the current market demand.

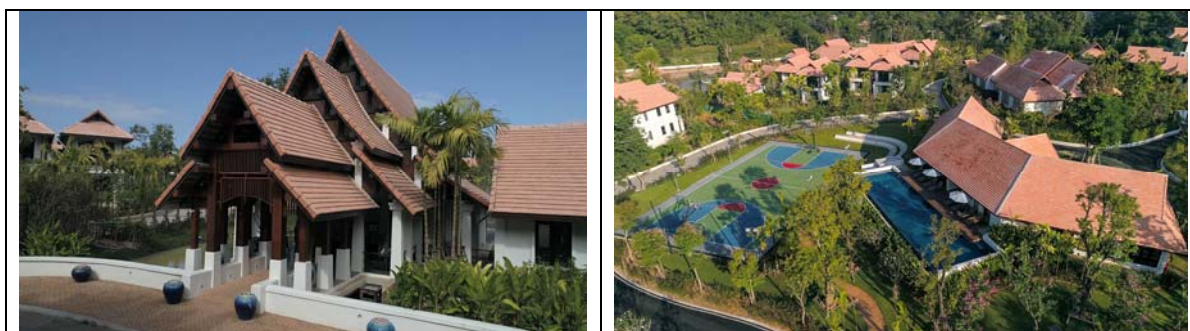


Details of the warehouses as of 31 December 2018 are as follows

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 Rental and Service Business

The company operates a rental and service real estate business by purchasing land in Chiang Mai and built a resort for eco-rural tourism and agriculture according to customer needs to cater to the retreatment Center long term lease.



Property for rent and service, Huai Sai Subdistrict, Mae Rim District, Chiang Mai Province

Details of the warehouses as of 31 December 2018 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 and Industry Trend

Electrical Appliances Industry & Competition and Hire-purchase Business Operator

As the company has ceased the operation of hire-purchase loan for electrical appliance and others since 2007 as already informed. The company has evaluated that this information doesn't affect to investors' decision and the disclosure of this information may not reflect to the actual situation. Therefore, the company has decided to discontinue to disclose this information.

Services and production of media advertisement

Competitive Strategy

There are two main types of the company's advertising media that currently provide. Those are Static Outdoor and Digital Media which are distributed to important area throughout the country. The portion in Bangkok is 62% and 42 provinces in up-country is 38% resulting in the company's advertising media is being seen by all groups of people, age and occupation. At the end of 2018, the total area of Static Outdoor media was 111,290 sq.m from 287 billboards. And the total area of Digital Media was 12,649 sq.m from 79 billboards the average advertising area is approximately 160 sq.m / digital screen.

The company's target is to maintain the market share in out of home media business to be 1 of 3 in this industry by defining the following strategy:

1. Select an area to create advertising media that can be a landmark for an area such as a large static outdoor advertising media on the outbound Suvarnabhumi Airport motorway for Bangkok Bank customer. And a sign in Pak Chong district Nakhon Ratchasima for Singha Corporation customer. Including digital media at Mega X Pratunam junction which has an area more than 1,500 sq.m. It is considered as one of the largest advertising billboards in Thailand to create recognition in brand for customer and the company.
2. Choose to create digital advertising media that has more space than 120 sq.m in order to make an impact with the public and being the most prominent attraction in that area in order to make value for customer that use company's service.
3. Expansion of billboards to cover all area throughout Bangkok and up-country to create a network that can be able to communicate with as many consumers as the advertising market demand.
4. Group the billboards to present to organization customers for long term lease such as divided by region or grouping billboards that cover the whole country.
5. Providing a flexible service and facilitating customer to convince them purchase the service as well as increasing confidence in the service by sending broadcast report with Log file and solving LED screen problems quickly within 24 hours.
6. Enhancing an ability beyond distributing advertising by doing live special activities including increasing media's potential by using technology with digital screen such as interactive activities.
7. To attract the attention of public and match with a lifestyle of 4.0 era, the company coordinates with TV channel 19 Spring News to report important news every hour to meet the lifestyle of the new generation who spend

most of their time outside the home. To create colorful and lively environment for advertising media including allowing people to receive the important news in a timely manner.

The company focuses on using technology to increase the effectiveness of existing advertising media. Implementing new innovations that can add value to advertising media and can truly meet the market demand. Including adding other types of advertising media in order to add more alternatives to customers by searching for various types of technology from foreign advertising media regularly. Both studying from leading international advertising magazine and sending a team to explore in foreign advertising media in order to apply technology appropriately.

Target Customers

The company's customer can classify into 2 groups by the following:

1. Agency

Advertising Agency acts as the representative of the owners of the product or service in contracting the company to produce and install billboard for their own product or service.

2. Direct

Private company, Government's organization and general enterprise who are in a various business which are the owners of the product and service directly. This kind of customer will contact the company without going through the advertising agency in order to allow the company to be a producer and also install the billboard following the agreed details.

In the year 2016 - 2018, the company has the proportion of revenue divided by the types of customers as follows :

Year	Agency			Direct			Total Revenue
	Number of customer	Revenue (million baht)	(%)	Number of customer	Revenue (million baht)	(%)	
2018	114	497.79	70.26	176	210.71	29.74	708.50
2017	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

Top 10 customers based on total revenues during 2016-2018 can be summarized as follows:

	Year 2018	Year 2017	Year 2016
Aggregated revenue of top 10 customers (million baht)	335.41	280.46	120.64
Proportion of aggregated revenue of top 10 customers to overall revenue	47.34%	48.03%	39.30%

Industry Trend and Competition

Advertising through various media is generally accepted as an effective tool in marketing which benefits to the company in both long and short term. For instance, it could help the company increase sales, improve the awareness in the product, be the effective tool for communicating with consumers including create a brand loyalty, etc. The producers who advertise through various medias will gain the competitive advantage than the producers who do not.

Due to the cost of advertising media consist of expense from marketing activity of all business sectors, the advertising expense is likely to varies according to the country's economic condition. In a good economic period, the producer will have an incentive to increase the advertising expense in order to get more market share in customer purchasing power. When the economy is recession, the producer can reduce advertising budget easily when compare with reducing other business such as downsizing the employee.

The overall picture of the advertising industry in 2018 has a value of 1.05 trillion baht which increased from 2017 by 3.91%, representing the value of 3,970 million baht. The summary of comparing of media usage for the year 2017-2018 will be the following:

Type	Year 2018 (MB)	%	Year 2017 (MB)	%	Change value (MB)	Growth (%)
TV / Digital TV	67,935	64.42	62,874	61.95	5,061	8.05
Cable / Satellite	2,434	2.31	2,913	2.87	(479)	(16.44)
Radio	4,802	4.55	4,476	4.41	326	7.28
Newspaper	6,100	5.78	7,706	7.60	(1,606)	(20.84)
Magazines	1,315	1.25	1,982	1.95	(667)	(33.65)
Theaters	7,312	6.93	6,816	6.72	496	7.28
Billboards	6,833	6.48	6,384	6.29	449	7.03
Transport	6,067	5.75	5,876	5.79	191	3.25
In store media	1,054	1.00	946	0.93	108	11.42
Internet media	1,605	1.52	1,513	1.49	92	6.08
Total	105,455	100.00	101,485	100.00	3,970	3.91

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

In 2018, the value of using the media as a whole increased by 3.91% from 2017, the media sector was growing, with seven types of media including TV and Digital TV valued at 67,935 million baht growing 8.05%, Radio valued at 4,802 million baht growing 7.28%, Theaters valued at 7,312 million baht growing 7.28%, Billboards valued at 6,833 million baht growing 7.03%, Transport media valued at 6,067 million baht growing 3.25%, and In store media valued at 1,054 million baht growing 11.42% and Internet media valued at 1,605 million baht growing 6.08%.

The sectors within the Media Industry that are in decline are cable and satellite media, worth 2,434 million baht, down 16.44%. Newspapers worth 6,100 million baht, down 20.84% and magazines worth 1,315 million baht, down 33.65%

In 2019, the election is a positive signal that will help stimulate the economy. We expect confidence will return for consumer spending but not in all sectors of the media Industry. Investment will return this year, especially in the traditional media. There are 3 media sectors that show clear signs that they will continue to do well, and these are the online media, outdoor media and TV.

Warehouse rental and service business**Competitive strategy**

The Group started as a developer of warehouse and distribution centers that are built according to the needs of tenants. (Built-to-suit) By giving priority to create more value for tenants in management of logistics costs, caring and understanding the needs and business models that are specific to customers. In order to develop and design a warehouse project in a special manner choose a location to meet the needs; deliver the project and deliver the space on time with the appropriate rental that ensure tenants can be confident that renting of warehouses from our group of companies can help increase logistics management efficiency. As a result, the group has been entrusted by the existing customers to expand the warehouse project to a larger size, from a rental area from 47,000 square meters to 108,800 square meters.

In addition, the Group has a plan to develop and expand continuously. Both from current customers and new customers, with the strategies to enhance the company competitiveness as follows:

1. Quality of warehouse and distribution center project with design that meets the specific needs of the tenant to increase their efficiency of logistics management.
2. The quality of the Warehouse Distribution Center creates ready-made models for general customers (Ready Built) to support the needs of expanding existing customers and the needs of general customers.
3. Comprehensive service.
4. Experience and expertise.
5. Choosing a location that is a strategic location for logistics and able to meet the needs of customers in terms of transportation and the time it takes to transport and distribute the product. Choosing the location will be a joint decision-making process between the tenant and the company group. This will bring various factors whether directly or indirectly, short-term or long-term impacts that will affect the business of the tenant, and to consider together other things such as transportation routes, product sources and benefits from the government sector, etc.

Characteristics of target customers

1. Manufacturers and distributors of products from both domestic and overseas, distribution to customers and consumers in Bangkok, suburbs and other regions of the country as well as the countries of the ASEAN Economic Community (AEC). Warehouse and Distribution Centers are necessary and an important factor for the efficiency of the business and the overall logistics costs of this group of tenants.

2. The Third-Party Logistics providers: 3PLs are leading companies from foreign countries who have expertise in warehouse management and stock management and managing logistics by acting as a supervisor for distribution particularly for clients that do not have core competency in distribution. These companies will invest in building a distribution network, from the procurement of transportation vehicles, seeking warehouse supply, recruitment of personnel, equipment and operation support systems, and specialized and tailor's made software, etc.

Total rental space of the group classified by customer group as at 31 December 2018.

	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 2018

	Lease term	Rental area (sq.m)	%
1	1-3 years	-	-
2	More than 3 - 5 years	60,947	100
3	More than 5 – 10 years	61,800	100
	Total	122,747	100

Industry trends and competitive conditions in the industry

- General warehousing business in the next 1-3 years is still stable. Although the demand for space rental will continue to increase as a result of investment in the industrial sector which is likely to grow with the trade and service sector in the country continues to expand, especially in the electronic commerce business. (e-commerce). But the continual investment into warehouse space may result in the over supply of warehouse space in some areas making it difficult to increase the rent.
- Refrigerated/Cold Storage warehousing business, and silo (which is related to the agricultural business) is still sluggish because of high vacancy of warehouse space.
- Warehouses in locations that is likely to continue to grow in the future, including areas in industrial areas in both Bangkok and the vicinity, and the area around the Eastern Economic Corridor (EEC). The regional border province which has benefited from the development of Special Economic Zone (SEZs) as well as warehouse areas in which Thai Companies invested in neighboring countries.

In terms of investment, general warehouse space is expected to increase. Especially from the investment group, real estate companies and industrial estates will tend to expand more modern warehouse space, which will make the business competition more intense and the rental rate stable for general warehouses. In some locations where there is an opportunity for the business to grow and increase revenue in the future such as:

- Warehouses in close proximity to production sites: Expect more demand in existing industrial areas and new target areas under government support, such as Bangkok and its surrounding areas, Eastern Economic Corridor (EEC). Regional Center Province, border provinces and surrounding areas that may

be expected to benefit from the progress of the SEZs area development project such as (Tak, Mukdahan, Sa Kaeo, Trat, Songkhla, Chiang Rai, Nong Khai).

- Warehouse in the location near the consumer market: There is still a need to use as a distribution center close to the consumer and is the center for the expansion of the online trading market, where speed of delivery is important to customers, such as Bangkok and the surrounding provinces and the provincial center of high growth such as Chonburi, Phitsanulok, Nakhon Ratchasima, Khon Kaen, Ubon Ratchathani, Surat Thani

In addition, there are few standardized warehouses in this region, and many countries are opening up their markets for investors from ASEAN countries to invest more in warehousing businesses, such as Vietnam open for 100% stake for ASEAN investors, Indonesia 49- 51%, Cambodia 49%, and Philippines (40%). The growth prospects of neighboring countries and the tremendous expansion of industrial investment in these countries combined with the growing border trade will support the demand for warehouse space causing entrepreneurs to expand their warehouse business to neighboring countries and can obtain more revenue.

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 operates 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, Real estate for rent and services by Thai Consumer Distribution Center Company Limited and Mantra Asset Company Limited including printing and energy business by 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 Dec 31, 2018	Type of business	Risks and Solutions
Aqua Ad Public Company Limited (AA)	100% of total paid-up capital	Outdoor advertising media focusing on stationary billboards (STATIC)	<p>The Company invested in AA and expects to receive returns in the form of dividends that are higher than deposits with financial institutions. In 2018 and 2017, AA dividend accounted for 24.69% and 4.18%, respectively compared to investment</p> <p>Reasons that may causing returns did not meet the target consist of.</p> <ol style="list-style-type: none"> 1) Billboard with incomplete permission documents may be dismantled. 2) Political problems affect the economy directly and the suspension of advertising budget for certain types of businesses. <p>Because the source of billboard advertising assets come from buying from other operators mostly which were include both billboard that submitted the permission evidence and some parts cannot be submitted. However, after the Company got billboard as the Company's assets, the Company has complied with all laws including.</p> <ol style="list-style-type: none"> 1) Payment of annual billboard tax 2) Stability safety inspection according to the Building and Billboard Control Act every year. 3) Maintenance according to the advice of engineer who checks for stability.

Company	Shareholding as of Dec 31, 2018	Type of business	Risks and Solutions
			Preparation of billboard insurance and 3rd person
Boardway Media Co., Ltd (BMW)	95% of total paid-up capital	Outdoor advertising media focusing on digital signage media LED.	<p>On 21 February 2017, the Company invested in BMW's shares in the proportion of 90% and on January 31, 2018, the company increased its stake from 90% to 95%. The Company expects to receive returns in the form of dividends that are higher than deposits with financial institutions and to enable the Company to have a complete digital LED network throughout the country which will help media planning to reach wider consumers and affect the growth opportunities of ad spending.</p> <p>From the past performance, BMW is in the process of expanding the number of LED digital signage to cover the whole country and expanded the sign completely according to the plan in 2018.</p> <p>In 2018 BMW paid dividends from profits and retained earnings accounted for 3.01% compared to the investment.</p> <p>In 2017, BMW has loss from operation and cannot pay dividend.</p>
Eastern Printing Public Company Limited (EPCO)	39.69 % of total paid-up capital	Publication manufacturer and operate printing business with fully integrated including energy business.	<p>In 2010, the Company started to invest in EPCO. The Company expects to receive returns in the form of dividends higher than deposits with financial institutions.</p> <p>In the past, EPCO paid dividend twice a year at 6.68% in 2018 and 7.97% in 2017 compared to investment (2017, EPCO pays some stock dividends by paying in the proportion of 20 existing shares: 1 new share).</p> <p>Reasons that may causing returns did not meet the target such as digital and electronic access making the format of reading from books or publications changed that may affect the printing business.</p> <p>However, EPCO has expanded its investment into the energy business by operated under a subsidiary named Eastern Power Group Public Company Limited ("EP") which is a business with high income stability and a good rate of return including investing in WPS (Thailand) Company Limited ("WPS"). Because the currently consumers behavior has switched to E-commerce many times more, so EPCO has a policy to expand the business regarding packaging which is a business that the Executives have more than 20 years of experience.</p>

Company	Shareholding as of Dec 31, 2018	Type of business	Risks and Solutions
Aura Dream Company Limited	5.98% of total registered capital	Operate hotel 209 rooms and serviced apartments 88 rooms in Nakhon Pathom Province.	<p>The Company expects to receive returns in the form of dividends higher than deposits with financial institutions. On 19 May 2015, the project was opened under the name of "Mida Hotel Dvaravati Grand".</p> <p>Reasons that may cause returns did not meet the target such as the hotel is not popular with users which may affect the operating results, making it impossible to pay dividends.</p> <p>However, such hotel is a new option for users. There are things that make users decide to use the service such as newer, more modern and luxurious compared to other hotels with the same amount of rooms.</p>
Thai Consumer Distribution Centre Co., Ltd (TCDC)	96.13% of total registered capital	Operates warehouse for rent and service business.	<p>In June 2014, the Company invested in TCDC that expects to receive returns in the form of dividends higher than deposits with financial institutions and taking this subsidiary to be listed on the Stock Exchange of Thailand to be able to recognize profits from capital gain.</p> <p>Reasons that may cause returns did not meet the target such as failure to expand investment to get the amount of suitable rental space before the funding in the Stock Exchange of Thailand and having only one major customer is 100% of all revenue.</p> <p>However, in 2015, TCDC acquired 100% of shares in Accomplish Way Holdings Company Limited (AWH) making TCDC to increase the area of 13,845 sqm and the proportion of revenue from major customer decreases. TCDC has a goal to maintain the proportion of revenue from major customer per total income not exceeding 60%. And in the year 2018, TCDC paid dividend 0.42% and 2017 at the rate of 0.63% compared to the investment. Reason that TCDC has a lower dividend payment than the net profit because TCDC has a burden on repayment of financial institutions so can be paid equal to the remaining cash</p>
Mantra Assets Co., Ltd (MANTRA)	100% of total registered capital	Real estate for rent and service business	<p>In 2016, MANTRA purchased land in Chiang Mai to develop into a resort-style building in order for The Cabin Chiang Mai Company Limited (CABIN) to rent all assets to operate retreatment center business for a period of 10 years and it can renew the lease for another 10 years.</p> <p>Reasons that may cause returns did not meet the target such as CABIN does not comply with the contract or may cancel the contract before maturity. However, in the contract, the</p>

Company	Shareholding as of Dec 31, 2018	Type of business	Risks and Solutions
			<p>Company requires CABIN to pay the remaining rent, if canceling the contract before 10 years which is not the fault of the Lessor with bank guarantee for 75 million Baht for the first 4 years, 50 million Baht for next 3 years and 25 million Baht for the next 3 years including cash in the amount of 26 million baht as collateral under this contract.</p> <p>In 2018 and 2017, MANTRA paid dividend of 2,473.95% compared to the investment.</p>

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

(Unit : Million Baht)	Year 2018	Year 2017	Year 2016
Number of billboard of the Company (area)	258	243	153
Number of billboard with incomplete documents of building permission (area)	164	150	106
Percentage of billboard with incomplete documents of building permission	63.57%	61.73%	69.28%
Net book value	562.13	374.17	143.05
Revenues from advertising	352.29	243.07	146.82
Percentage of total revenues from advertising	54.96	55.61	57.25
Impact on revenues from billboard removal	(352.29)	(243.07)	(146.82)
Impact on total assets and shareholders' equity from billboard removal	(562.13)	(374.17)	(143.05)

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.

Year 2019 has good positive signals from the election that will help stimulate the economy to "grow". The consumers are spending more, but not "all media". Money will return to growth this year. Especially the traditional media groups that are still in technology disrupt. However, it was found that the year 2019 had "3 media" that were clearly promising to continue such as online media, outdoor media and TV.

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 noticeable 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 2018 growth 7.03% and 2017 growth 12.78%. 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

3.5 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.

3.6 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 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.

3.7 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 the cost of land within the appropriate level.

3.8 Risk of the fluctuation of interest rates

The operation of the Group requires high capital. As of December 31, 2018, the Company has outstanding borrowing balance of Baht 2,106.33 million consisting of the loan from financial institution amounting to Baht 1,816.88 million, and bonds amounting to Baht 289.46 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, 66.85% 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, 2018 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	: Outdoor advertising media focusing on static media (STATIC)
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
Shareholding in the Company's	: 100% of registered capital

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% of registered capital

Name : **Thai Consumer Distribution Center Co.,Ltd (“TCDC”)**
Registration Number : 0105544083141
Head Office Location : 39,39/1 Moo 1 1 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 : **Boardway Media Co., Ltd. (“BMW”)**
Registration Number : 0105556182484
Head Office Location : 121/68 21st Floor, R.S.Tower, Ratchadapisek Road, Ding Daeng, Bangkok 10400
Website : www.boardwaymedia.co.th
Telephon : (02) 694-8888
Facsimile : (02) 694-8880

Business Type : Outdoor advertising media focusing on digital signage media

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 : 95 % of paid up capital

Name : **Eastern Printing Public Company Limited (“EPCO”)**

Registration Number : 0107536000838

Head Office Location : 51/29,51/61 Soi Vibhavadee 66 (Siamsamakhi), Vibhavadee-Rangsit Road, Talatbangkhen, Lak Si, Bangkok.

Website : www.epco.co.th

Telephon : (02) 551-05141-4

Facsimile : (02) 552-0905 , (02) 551-0532

Business Type : Main business is a printing manufacturer and a full-service printing business. By providing services from Production planning until binding into finished publications and at the end of 2011, EPCO has expanded its business in energy.

Registered capital : Baht 921,572,840.00 (ordinary shares of 921,572,840 shares at par value of Baht 1 each)

Paid up capital : Baht 921,572,840.00 (ordinary shares of 921,572,840 shares at par value of Baht 1 each)

Accounting period : 1 January to 31 December

Shareholding in the Company's : 39.69 % 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 Miss Chaovana Viwatpanachati C.P.A. (Thailand) Registration No. 4712
Miss Wanpen Unruan C.P.A. (Thailand) Registration No. 7750
Miss Porntip 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, 2018 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 83,038,700 shares, the value of treasury shares amounting to Bath 66,385,217.71 and on March 13, 2019, has sold treasury shares in full amount.

5.2.1 Shareholders

1) Shareholders Structure as at March 29, 2019

Distribution of shares by nationality

Thai shareholders				Foreign shareholders			
Juristic Person	%	Person	%	Juristic Person	%	Person	%
57,179,609	1.25	4,532,578,247	98.68	3,162,000	0.07	80,144	0.00

Distribution of shares by proportion of holding

Shareholders	Number of Shareholder	Total number of share	%
Shareholders holding more than 0.5%	29	2,482,577,253	54.05
Shareholders holding not more than 0.5% but not less than one trading unit	5,104	2,110,418,985	45.95
Shareholders holding less than one trading unit.	237	3,762	0.00
Total	5,370	4,593,000,000	100.00

2) As at March 29, 2019 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.	Mongkoltada group consists of:	402,154,500	8.76
	<i>Mr.Pakorn Mongkoltada</i>	<i>400,164,500</i>	
	<i>Miss Fonhip Mongkoltada</i>	<i>500,000</i>	

No.	Name of person / Legal entity	No. of shares (shares)	% of Issued Shares (Total 4,593,000,000 Shares)
	<i>Ms. Sunee Mongkoktada</i>	<i>1,490,000</i>	
3.	Ieosivikul group consists of :	240,098,724	5.23
	<i>Ms.Chawanluck Ieosivikul</i>	<i>140,491,922</i>	
	<i>Miss Chitwadee Ieosivikul</i>	<i>54,700,060</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>1,250,000</i>	
	<i>Mr.Tanadol Ieosivikul</i>	<i>140,000</i>	
	<i>Mr.Wachariwat Ieosivikul</i>	<i>107,000</i>	
	<i>Miss Panchapa Ieosivikul</i>	<i>100,500</i>	
4.	Saengtongaram group consists of:	211,910,755	4.61
	<i>Mr.Charionchai Saengtongaram</i>	<i>77,000,600</i>	
	<i>Mr.Patikorn Saengtongaram</i>	<i>71,350,000</i>	
	<i>Mr.Chainarong Saengtongaram</i>	<i>10,041,500</i>	
	<i>Mr.Housekin Saengtongaram</i>	<i>42,425,400</i>	
	<i>Mr.Paokin Saengtongaram</i>	<i>5,100,000</i>	
	<i>Ms.Nuchary Saengtongaram</i>	<i>3,000,000</i>	
	<i>Mr.Permpong Saengtongaram</i>	<i>1,896,255</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>100,000</i>	
5.	Chinwongworakul group consists of:	194,300,900	4.23
	<i>Mrs.Charunee Chinwongworakul</i>	<i>80,500,900</i>	
	<i>Mr.Wichit Chinwongworakul</i>	<i>114,800,000</i>	
6.	Miss Kanchanarat Wongphan	147,243,000	3.21
7.	Mr. Sutus Leangdansakul	128,325,000	2.79
8.	Panyajirawut group consists of:	109,038,800	2.37
	<i>Mrs.Tippawan Panyajirawut</i>	<i>10,500,000</i>	
	<i>Mr.Suwatchai Panyajirawut</i>	<i>98,538,800</i>	
9.	Miss Roongrawee Iampongpaition	99,591,700	2.17
10.	Mr.Siriwat Wongjarukorn	80,000,000	1.74

No.	Name of person / Legal entity	No. of shares (shares)	% of Issued Shares (Total 4,593,000,000 Shares)
	Total	2,132,894,079	46.44

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 2016 to 2018 are detailed below:

Item	Year 2018	Year 2017	Year 2016
1. Profit to be allocated (million baht)	170.35	48.38	74.78
2. The legal reserve (million baht)	8.52	2.42	3.74
3. The calculation of dividend income (million baht)	161.83	45.96	71.04
4. Number of shares (million shares) **	4,593.00	4,506.96	4,506.96
5. Dividend paid per share (baht / share)	0.02	0.01	0.01
6. Total dividend paid (million baht)	91.86	45.07	45.07
7. Dividend paid on profits item 3 (%)	56.76	98.06	63.44

** Year 2016-2017 Number of shares after deduction of treasury stock.

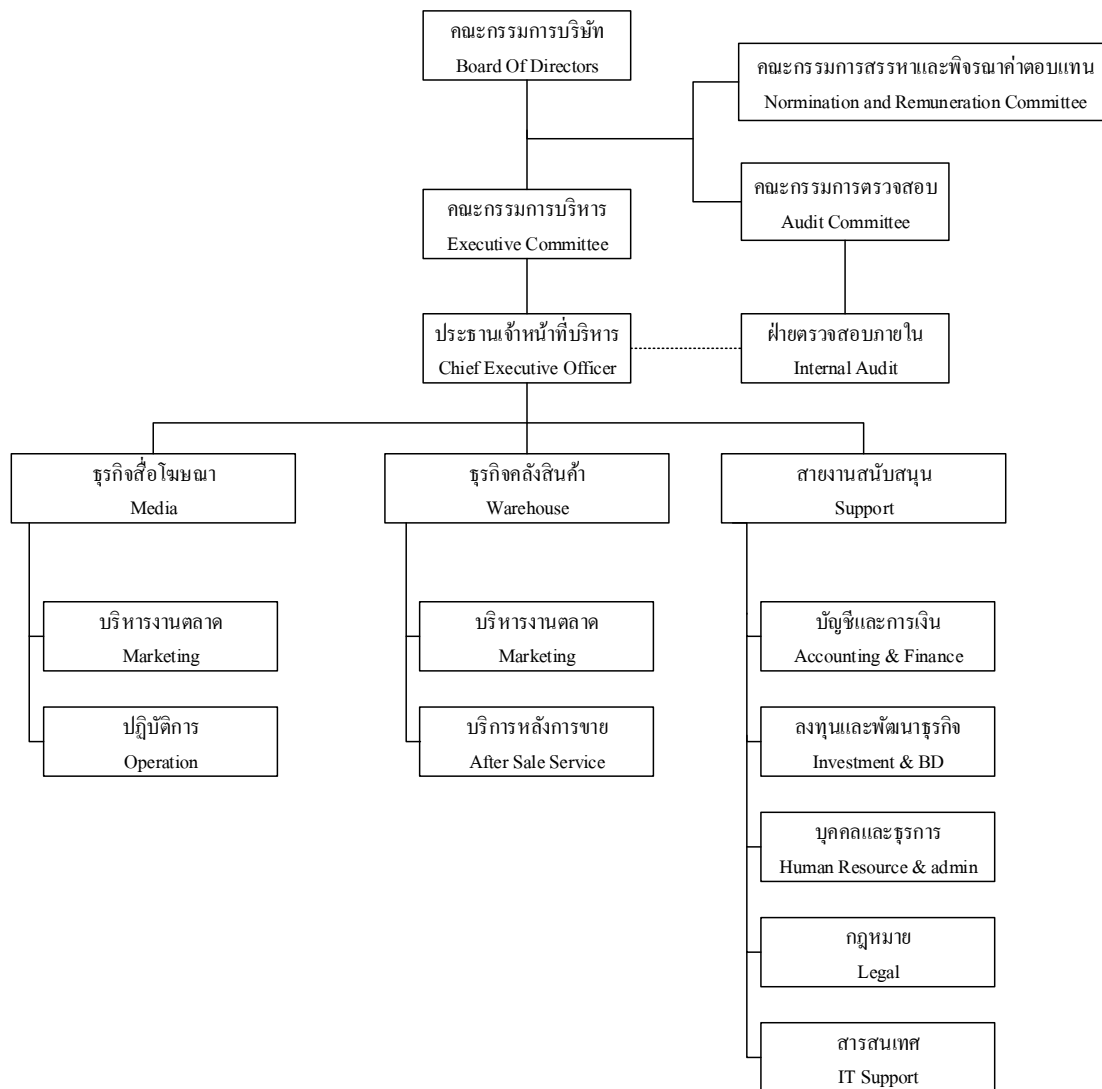
The dividend payout for the year 2018 is in accordance with the dividend policy of the Company and has been proposed to the Annual General Meeting of the Shareholders for the year 2019 to approve.

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, 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, 2018 as follows:



7.1 Board of Directors

The Board of Directors as at February 28, 2019 consists of 9 persons as follows:

Board of Directors

1.	Mr. Yuth	Chinsupakul	Chairman of the Board
2.	Mr. Arak	Ratboriharn	Director and Chief Executive Officer (Acting)
3.	Mr. Phonlasit	Phumiwasana	Director
4.	Mr. Suphan	Settapanich	Director
5.	Mr. Grisada	Jarreonkonkit	Director
6.	Mr. Korchoke	Saengtongaram	Director
7.	Mr. Sutee	Phongpaiboon	Independent Director and Chairman of Audit Committee
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. Suphan	Settapanich	Executive Committee

Audit Committee

1.	Mr. Sutee	Phongpaiboon	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.	Mr. Sutee	Phongpaiboon	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, 2019 , the Company had total of 9 directors which consists of 4 executive directors, 2 non-executive directors and 3 independent directors which is 33.33% 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. Arak Ratboriharn , Mr. Phonlasit Phumiwasana, Mr. Suphan Settapanich, Mr. Korchoke Saengtongaram 2 of these 4 directors sign together and the company's seal.

Attending of meetings

In 2018, the Company provided the Board of Directors meeting of 7 times, the Audit Committee meeting of 65times, the Executive Committee meeting of 9 times, and the Nomination and Remuneration Committee of 2 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	5	5	Resigned on 1 December 2018
Pol.Lt.Gen. Wiboon	Bangthamai	Board of Directors	5	5	Resigned on 1 December 2018
		Audit Committee	4	4	
		Nomination and Remuneration Committee	1	1	
Mr. Yuth	Chinsupakul	Board of Directors	1	1	Appointed on 11 December 2018
Mr. Sutee	Phongpaiboon	Board of Directors	1	1	Appointed on 11 December 2018
Mr. Arak	Ratboriharn	Board of Directors	7	7	
		Executive Committee	9	9	
Mr. Phonlasit	Phumiwasana	Board of Directors	7	7	
		Executive Committee	9	9	
Mr. Suphan	Settapanich	Board of Directors	-	-	Appointed on 8 February 2019
Mr. Grisada	Jarreonkonkit	Board of Directors	7	7	
Mr. Krit	Kuvijitsuwan	Board of Directors	7	6	Resigned on 31 December 2018
		Executive Committee	9	7	
Mr.Korchoke	Saengtongaram	Board of Directors	7	5	

Name of Directors	The meeting of	Number of meeting	Number of attending	Remarks
	Executive Committee	9	9	
Mrs. Podchanee Phaosavasdi	Board of Directors	7	7	
	Audit Committee	5	5	
	Nomination and Remuneration Committee	2	2	
Ms. Pranee Rattakam	Board of Directors	7	7	
	Audit Committee	5	5	
	Nomination and Remuneration Committee	2	2	

7.2 Executives

As at February 28, 2019, the Board of Executives consists of 13 persons as follows:

No.	Name of Executives	Position	Date changed
1	Mr. Arak Ratboriharn	Chief Executive Officer (Acting)	Appointed on 12 July 2016
2	Mr. Paul Edmond Scales	Executives subsidiary – warehouse group Position Chairman of the Board	
3	Mr. Phonlasit Phumiwasana	Executives subsidiary – warehouse group Position Chief Executive Officer	
4	Mr. Thitivat Kosiyakul	Executives subsidiary – warehouse group Position Managing Director	
5	Mr. Pakorn Mongkoltada	Executives subsidiary media group Position Managing Director	
6	Mr. Panthep Kulpanapinun	Executives subsidiary media group Chief Executive Officer	
7	Miss Panta Kulpanapinun	Executives subsidiary - media group Position Managing Director (BWM)	
8	Mr. Pitipat Thitasirinant	Executives subsidiary - media group, CMO	
9	Miss Rewadee Whanchid	Chief Executive of Finance and Accounting Position Assistant Managing Director	
10	Miss Suwanna Sermrat	Director of Finance and Accounting	
11	Mr. Maitree Techasriudom	Director of Marketing	
12	Miss Wanee Yodpunya	Director of Operations media group	
13	Mr. Supachai Stivimol	Director of Legal	

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 2018 on April 20, 2018 approved the Directors' remuneration for the year 2018 of not exceeding Baht 5 million by defined Directors' remuneration as follows.

Position	Monthly	Per 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.

Name of Directors /Secretary	Appointment	Resign	Remuneration (Bath)			
			Monthly remuneration	Attendance fee	Bonus	Total
Mr. Chulasingh Vasantasingh	27/2/57	1/12/61	550,000	40,000	229,167	819,167
Pol.Lt.Gen. Wiboo Bangthamai	26/8/59	1/12/61	330,000	40,000	229,167	599,167
Mr. Yuth Chinsupakul	11/12/61		50,000	8,000	20,833	78,833
Mr. Sutee Phongpaiboon	11/12/61		30,000	8,000	20,833	58,833
Mr. Arak Ratboriharn	12/7/59		-	56,000	250,000	306,000
Mr. Phonlasit Phumiwasana	2/2/54		-	56,000	250,000	306,000
Mr. Grisada Jarreonkonkit	9/4/56		-	56,000	250,000	306,000
Mr. Korchoke Saengtongaram	15/8/59		240,000	40,000	250,000	530,000
Mr. Krit Kuvijitsuwan	29/3/60	31/12/61	240,000	48,000	250,000	538,000
Mrs. Podchanee Phaosavasdi	10/5/56		240,000	56,000	250,000	546,000
Ms. Pranee Rattakam	11/5/53		240,000	56,000	250,000	546,000
Ms. Rewadee Whanchid (Secretary)	6/2/57		-	56,000	250,000	306,000
Total			1,920,000	520,000	2,500,000	4,940,000

Remuneration for executives and the Executive Committee

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 2018, 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 39,868,857.78 as follows.

Remuneration for executives and the Executive Committee	Year 2018		Year 2017	
	Number of Executive	Amount (baht)	Number of Executive	Amount (baht)
Salary	15	32,961,817.96	15	33,377,980.38
Bonus	15	6,277,930.78	15	4,670,647.00
Provident Fund	11	524,859.04	11	488,536.80
Social Security Fund	13	104,250.00	13	103,500.00
Post-employment benefits	15	39,868,857.78	15	38,640,664.18

● **Other remuneration**

In 2018, the Company paid other remuneration consisted of executive cars, driver, and petrol expenses to 10 executives totaling Baht 4.21 million as follows.

Other remuneration	Year 2018		Year 2017	
	Number of Executive	Amount (Baht)	Number of Executive	Amount (Baht)
Executive Cars	7	2,553,617.31	7	2,251,813.08
Driver	3	712,656.96	3	876,193.08
Petrol expenses	9	941,875.29	9	769,737.10
Total		4,208,149.56		3,897,743.26

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, 2018	December 31, 2017
1. Management and Secretary	14	13
2. Investment and Business Development	1	1
3. Marketing	38	37
4. Operations	52	44
5. Accounting and Finance	23	26
6. Human Resources and Administration	11	11
7. Legal	3	3
8. IT	2	2
Total	144	137

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 policy

- (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 2018, the Company organized training / seminars to develop the knowledge and skills of employees as follows.

No.	Course	Number of Participants	Place	Expenses (Baht)
1	Monitoring the calculation of employee benefits using computers and recognition of assets and liabilities from mergers and acquisitions and asset impairment assessments	4	external	8,000.00
2	Risk Management and Internal Control Program 1/2018	1	external	8,000.00
3	IR Workshop พิธี 1/2561 "Beyond regulations : Tips for effective MD&A reporting"	1	external	934.58
4	How to pay overseas	1	external	5,140.19
5	Financial Highlights for Executives	1	external	5,140.19
6	Update Financial reporting standards used in 2018 (New Program in 2018)	1	external	1,600.00
7	Safety to working on a high	45	Internal	69,457.94
8	Collective Action Coalition Against Corruption Project (CAC)	everyone	Internal	no expense
Total				98,272.90

(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. According to the Corporate Governance Report of Listed Companies, In the year 2018, the company received corporate governance scores. In 2018, adjusted to “Very Good” (Very Good CG Scoring) from 2017, was in the “good” level (Good CG Scoring) and the Company will focus on and intend to continue to operate the business under good corporate governance principles.

In 2018, 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 2019 held on 22 April 2019

In 2018, the Company held the Annual General Meeting of shareholders for year 2018 held on April 20, 2018, and during the year no any Extraordinary General Meeting of Shareholders was called.

Before the meeting date

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

On 7 January 2019, 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 2019 and propose the person to nominate for the director and be able to send information to the Company between 7 January 2019 to 5 February 2019 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 22, 2019, the Company has disclosed an invitation of the AGM for 2019 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 2018, the Company was evaluated for the shareholders' meeting by receiving 96 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 2018 on the Company's website.

2. Equitable Treatment of Shareholders

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

- Allow the shareholders to add the meeting agenda and nominate persons for directors in advance prior to the meeting of the Board of Directors according to details disclosed in Section 1. Shareholders's rights. The Remuneration and Nomination Committee will consider qualifications of nominated persons and propose to the Board of Directors and the meeting of shareholders respectively.
- Allow the shareholders who can not attend the meeting in person to vote by proxy at the meeting by attaching Form B together with the summary of documents that shareholders required to use in order to vote by proxy and procedures of empowering along with the invitation notice of the meeting. There is an offer to the shareholders to appoint Independent Directors / Chairman of Audit Committee to attend the meeting and vote by proxy instead. In addition, the shareholders can also send proxy document with required attachment as specified in the invitation notice of the meeting to the Company.
- Disclose the invitation notice of the shareholders' meeting with attached document through the Company's website in advance more than 30 days before the meeting and send the invitation notice of the shareholders' meeting to the shareholders prior to the meeting not less than 7 days in compliance with the rules and regulations.
- Provide the ballots for the shareholders to vote in each agenda of the shareholders' meeting in case of the shareholders who vote against or abstained.
- Before the meeting starts, Chairman of the meeting will clarify the use of voting rights, counting method of the votes of shareholders and allow attendees to express their opinions, suggestions and questions in each agenda with proper and adequate period of time and the meeting will be conducted in accordance with the agenda of the meeting stated in the invitation notice of the meeting without adding the additional agenda in the meeting.
- To prevent conflicts of interest that may arise, the Company has established a policy of the entering into the connected transaction which is stricter than the rules and regulations of the SET, details stated in section of "Measures or procedures for approval of the connected transaction" and the summary of connected transactions were presented on a quarterly basis, including name, type of relationship, characteristics of the transaction, the size of the transaction, and necessity and reasonableness of the transaction to the audit committee, and the Board of Directors of the Company for consideration and comment. The Company's Board of Directors has set rules and regulations regarding insider trading to prevent the use of inside information for personal benefits or others in an illegal way.

- The Company has not violated or not complied with rules and regulations of the acquisition or disposition of assets of the SET and SEC.
- Submit questionnaires of shareholding of directors in each quarter in order to inform the auditor and disclose complete information.

3. Role of stakeholders

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

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

- **Employees**

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.

4. Disclosure and transparency

The Company has a policy to focus on disclosure of information and transparency in the governance of the Company. In 2018, 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
 : Mrs. 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 40 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.

The shareholder structure In the annual report on page 40 and in Form 56-1, part 2, page 1 is not consistent due to the Annual General Meeting of Shareholders 2019. The Company has set the date of shareholders rights to attend the meeting (RD) on March 29 2019, which will be able to know the details of the shareholders on 2 April 2019, which is beyond the deadline for submission of Form 56-1, therefore, it is necessary to use the closing registration book on 16 March 2018 (XM).

- **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 9

- **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 17, 2018 to March 29, 2019 as follow:

List of Directors and Executives	Position	Securities	Securities As at March 17, 2018	Securities acquired (disposed)	Securities as at March 29, 2019	
					Number	%
1) Mr. Yuth Chinsupakul	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.Suphan Settapaanich	Director / Executive Director	-	-	-	-	-
7) Mr.Sutee Phongpaiboon	Independent Director / Chairman of Audit Committee	-	-	-	-	-
8) Mr.Pranee Rattakam	Independent Director / Audit Committee	-	-	-	-	-
9) Mrs.Podchane Phaosavasdi	Independent Director / Audit Committee	-	-	-	-	-
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	40,163,900	37,858,475	78,022,375	0.84
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	20,500	-	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	10,000	-	10,000	0.00
20) Mr.Supachai Stivimol	Director of Legal	AQUA	2,000	-	2,000	0.00
Total		-	40,196,400	37,858,475	78,054,875	0.84

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 communicate 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 2018, the Company had publicized the information of the Company to individual investors which consists of investors and minor shareholders who wish to meet and discuss about the business of the Company with executive (Company Visit)

- **Financial statements and auditors**

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 2018 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 2019 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 2017 has been certified by the auditors without qualified audit opinions.

5. 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**

On February 28, 2019, the Board of Directors' Meeting No. 2/2019 considered and reviewed the Vision, Mission and Goals with the resolution to remain unchanged. Including improving the corporate governance policy and publicizing it to employees within the organization thoroughly The company Have a vision review policy And the mission of the company every year.

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

Director of the Company consisting of 9 qualified directors and has no prohibited characteristics under the law on public companies. Have a variety of professional skills specialized expertise and there is no restriction on sex and the Chief Executive Officer apart and the structure of the board consists of 3 independent directors, more than one-third (1/3) of the entire board of directors which causes counterbalance and management review 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 (1/3) 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**

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 people.
- 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, 2019 the Company's Board of Directors of Aqua Cooperation PCL. has 9 people including;

- Non-Executive director 1 people
- Independent directors 4 people
- Executive directors 4 people

With Mr. Yuth Chinsupakul is a Chairman of the Board of Directors, Mr. Sutee Phongpaiboon as an Independent Director and Chairman of Audit Committee, Ms. Pranee Rattakam as an independent Director and Audit Committee who has expertise in finance and accounting.

3 Independent Directors which is 33.33% 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.

- **Separation of the position of 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 2018, there were 2 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 2018, the Board of Directors did not appoint any person to be the advisor of the Nomination and Remuneration Committee.

- **Directors' Report**

The Board of Directors is responsible for the Company's financial statements. And subsidiaries which such financial statements were prepared in accordance with generally accepted accounting standards including adequate disclosure of information in the notes to the financial statements. The Board of Directors has appointed the Audit Committee, which is an independent director, to be responsible for the quality of financial reports and internal control systems. By the opinion of the Audit Committee towards the financial report and the internal control system will be shown in the Audit Committee report disclosed in the annual report. The report on the responsibility of the Board of Directors towards the financial report will be presented to the Board of Directors meeting. And disclosed in the annual report as well.

The Board of Directors sets a policy for all directors to prepare a report on interest every year. And every time there is a change of interest status Including making a certificate of independence every year And assigned the company secretary to present a copy of the report to the Chairman and Chairman of the Audit Committee.

- **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 history of the Board of Directors		
	Director Certification Program (DCP)	Director Accreditation Program (DAP)	Other
1. Mr. Yuth Chinsupakul	-	Class 143/2017	-
2. Mr. Sutee Phongpaiboon	-	Year 2007	
3. Mr. Phonlasit Phumiwasana	-	Class 78/2009	
4. Mr. Suphan Settapanich	-	Class 68/2007	
5. Mr. Arak Ratboriharn	Class 129/2010	-	
6. Mr. Grisada Jarreongkonkit	-	Class 117/2015	
7. Mr. Korchoke Saengtongaram	-	-	
8. Ms. Pranee Rattakam	-	Class 79/2009	
9. Mrs. Podchane Phaosavasdi	Class 151/2011	Class 64/2007	RCC 9/2009 , RMP 4/2014

- The Company Secretary, Ms. Rewadee Whanchid had to training courses Director Accreditation Program (DAP) Class 79/2009

- Director No. 7 is in the process of considering the initial training course of the Thai Institute of Directors Association (IOD)

● **Board of Directors' Meeting**

The Company has 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 2018, the Board of Directors has the Board of Directors' meetings of 7 times, the Audit Committee meetings of 5 times, the Executive directors' meetings of 9 times and the Nomination and Remuneration Committee's meetings of 2 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.

On August 14, 2018, the Company considered reviewing the Executive Committee Charter and the Audit Committee Charter. Which will be effective from 14 August 2018 onwards and cancel the Executive Committee Charter and the original Audit Committee Charter which is effective from 26 February 2016.

Board of Directors

As at February 28, 2019 the Board of Directors consisted of 9 directors as follows

No.	List of Directors	Position
1	Mr.Yuth Chinsupakul	Chairman of the Board
2	Mr.Arak Ratboriharn	Director and Chief Executive Officer (Acting)
3	Mr.Phonlasit Phumiwasana	Director
4	Mr.Suphan Settapanich	Director
5	Mr.Grisada Jarreonkonkit	Director
6	Mr.Korchoke Saengtongaram	Director
7	Mr.Sutee Phongpaiboon	Independent Director and Chairman of Audit Committee
8	Ms.Pranee Rattakam	Independent Director and Audit Committee
9	Mrs.Podchancee Phaosavasdi	Independent Director and Audit Committee

According to the Company's articles of Association, Chapter 3, the Board of Directors No. 11 states that the Board of Directors consists of at least 5 directors and not less than half of the total number of directors must have residence in the Kingdom. And the directors of the company must be qualified according to the law and Article 19 of the articles of association states that the Board of Directors shall elect one director to be the Chairman of the Board. In the event that the Board of Directors considers it appropriate can choose one or more directors as vice-presidents The Board of Directors may assign one or more directors to act on behalf of the Board.

As at February 28, 2012, the Company had total of 9 directors which consists of 4 Executives Directors, 2 non-Executive Directors and 3 independent Directors which is 33.33% 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.

With Miss Rewadee Wanchid, the 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, 2019 the Audit Committee consisted of 3 members as follows.

No.	List of Audit Committee		Position
1	Mr. Sutee	Phongpaiboon	Chairman of Audit Committee (Appointed on 11 December 2018)
2	Ms. Pranee	Rattakam	Audit Committee
3	Mrs. Podchancee	Phaosavasdi	Audit Committee

Miss Pranee Rattakham as the Audit Committee to be able to review the reliability of the financial statements according to the Securities Act (No. 4) 2008, 1 person 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

According to the resolution of the Board of Directors No. 4/2018 held on August 14, 2018 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;

- 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 provide comments on practices regarding anti-corruption in terms of suitability and in accordance with the company's anti-corruption policy.
- 12) Review and comment on internal audit plan, performance of internal audit department and coordinate with the auditor.
- 13) 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.
- 14) 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.
- 15) 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.

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

Executive Committee

As at February 28, 2019 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. Suphan Settapanich	Executive Committee (Appointed on 8 February 2019)

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. 4 /2018 held on August 14, 2018, which the Executive Committee attended the meeting to consider and review the scope of duties 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 Baht 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 Baht 300 million.
- 4) Managing and operating the business in accordance with the objectives, regulations and resolutions of the shareholders' meeting and Board of Directors in all respects.
- 5) Determining organizational structure and personnel management of the Company.
- 6) Determining and recommending of policy, business practices and the company's business strategy for the Board of Directors to approve.
- 7) Preparing the budget plan for the business year and the annual expenditure budget.
- 8) 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.
- 9) 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.
- 10) Performing other duties as assigned by the Board of Directors.
- 11) 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, 2019 the Nomination and Remuneration Committee consists of 3 members as follows.

No.	List of Nomination and Remuneration Committee	Position
1	Mr. Sutee Phongpaiboon	Chairman of the Nomination and Remuneration Committee (Appointed on 11 December 2018)
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

The resolution of the Board of Directors meeting No. 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.

However, if the Capital Market Supervisory Board announces changes in the qualifications of independent directors The independent directors of the company must have the qualifications as announced in all respects. The company has a policy to limit the number of years of holding positions for independent directors for no more than 9 years. If any independent director has held the position for more than 9 years and is necessary to re-elect to resume his position. The Nom-

ination and Remuneration Committee is responsible for considering the suitability, qualifications, knowledge, and capabilities of the business of the company. Including independence To comply with the regulations of the Securities and Exchange Commission And the announcement of the Stock Exchange of Thailand And propose to the Board of Directors meeting to consider and propose to the shareholders' meeting for approval.

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

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.
- (3) The company has a policy to appoint an outsider with knowledge and ability to be an internal auditor. To check the internal control system of both the company and its subsidiaries To ensure that Management is under good and effective internal control system.

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 29, 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 2018 on April 20, 2018 appointed Miss Chaovana Viwapanachati, CPA No.4712 or Miss Wanpen Aunruen, CPA No.7750 or Miss Pornpip Amornchailertpattana CPA no. 9589 of the company's Pitisevi Company Limited as the auditor of the Company with remuneration not exceeding 1,330,000 Baht for the year ended December 31, 2018 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 - 2018, total of 7 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 fee		
		2018	2017	2016
1.	Aqua Corporation Pcl.	1,330,000	1,280,000	1,120,000
2.	Mantra Asset Co., Ltd.	120,000	100,000	50,000
3.	Aqua Ad Pcl.	970,000	950,000	800,000
4.	Thai Consumer Distribution Centre Co., Ltd.	310,000	295,000	295,000
5.	Accomplish way Co., Ltd.	120,000	120,000	120,000
6.	Boardway Media Co., Ltd.	700,000	600,000	-
7.	M.I.S Media Co., Ltd.	120,000	120,000	-
8.	Texas 121 Co., Ltd.	30,000	90,000	90,000
Total		3,700,000	3,555,000	2,475,000

2. Non-audit fee

In 2018 the Company and subsidiaries paid non-audit fee which includes travel expenses and reviewed report expenses for the auditor as follow:

No.	Company	Non-audit fee		
		2018	2017	2016
1.	Aqua Corporation Pcl.	100,380	8,500	7,000
2.	Mantra Asset Co., Ltd.	9,766	8,500	2,800
3.	Aqua Ad Pcl.	73,600	11,500	9,000
4.	Thai Consumer Distribution Centre Co., Ltd.	12,863	8,500	5,480
5.	Accomplish way Co., Ltd.	8,048	9,500	-
6.	Boardway Media Co., Ltd.	91,200	10,500	-
7.	M.I.S Media Co., Ltd.	28,840	5,000	-
8.	Texas 121 Co., Ltd.	1,500	4,500	-
Total		326,197	66,500	24,280

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

(1) Background of Directors, Executives, Control authority and Company Secretary as at 28 February 2019

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.Yuth Chinsupakul Chairman of the Board Date of appointment to Director at December 11, 2018	74	<ul style="list-style-type: none"> Master of Electrical Engineering, GEORGE WASHINGTON UNIVERSITY Bachelor of Mathematics, UNIVERSITY OF OREGON DAP class 143/2017 	No	No	Dec 18-Present	Chairman of the Board	Aqua Corporation PLC
					2017-Present	Director	Solar Power Management (Thailand) Co., Ltd.
							That Siri Co., Ltd.
							STC Energy Co., Ltd.
							Apex Energy Solution Co., Ltd.
(1) Mr.Yuth Chinsupakul Chairman of the Board Date of appointment to Director at December 11, 2018	74	<ul style="list-style-type: none"> Master of Electrical Engineering, GEORGE WASHINGTON UNIVERSITY Bachelor of Mathematics, UNIVERSITY OF OREGON DAP class 143/2017 	No	No			TAC Energy Co., Ltd.
							SSUT Co., Ltd.
							PPTC Co., Ltd.
							Alternative Energies Kabushi Kaisha
							Kurihara Godo Kaisha
							AE Power Godo Kaisha
							Higashi Nihon Mega Solar 3 godo Kaisha
					2016-Present	Director	EpcO engineering Co., Ltd.
					2015- Present	Director	Prachin Solar Co., Ltd.
					2014- Present	Director	EpcO Energy Co., Ltd.
					2012- Present	Director	Eastern Power Group Plc.
							JKR Energy Co., Ltd.
							RPV Energy Co., Ltd.
							EpcO Green Power Plus Co., Ltd.
							Aquatis Energy 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
							Lopburi Solar Co., Ltd.
(2) Mr.Sutee Pongpaiboon Independent Director , Chairman of Audit Committee , Chairman of Nomination and Remu- neration Committee , Date of appointment to Director December 11, 2018	54	<ul style="list-style-type: none"> ● Bachelor of Laws, Ramkhamhaeng University, 1987 ● Diploma of Vocational Education (2nd Training), Lawyer Council of Thailand ● Extraordinary members of the Thai Bar Association, 1988 ● DAP Year 2007 	No	No	Dec18-Present	Chairman of Audit Committee Chairman of the Nomination and Remuneration Committee	Aqua Corporation Plc.
					April18– Present	Independent Director/Audit Committee Legal counsel Legal counsel and lawyer Legal counsel and lawyer Legal counsel Legal counsel and lawyer Legal counsel Legal counsel Legal counsel and lawyer Legal counsel and lawyer Legal counsel and lawyer Legal counsel Legal counsel Legal counsel and lawyer Legal counsel and lawyer	Nation Broadcasting Corporation (NBC) Thai-German Product Plc. Kuang Pei San Food Products Plc. Christiani & Nielsen (Thai) Plc. Hitachi Industrial Technology Thailand) and Affiliated company Pangman Somdej Co., Ltd. AIM Star Network Co., Ltd. Lea Trois and Affiliated Company U-Nakan Co., Ltd. Titanco International Co., Ltd. and Affiliated Company Iris Group Co., Ltd. The Thai Dairy Industry Co., Ltd. Inter Express Logistics Co., Ltd. and Affiliated Company
					1999-Present	Managing director	Sutee Pongpaiboon Low Office Co., Ltd.



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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
(3) Mr.Arak Ratboriharn Director , Actiin The Chief Executive Officer, Director with authorized signature , Executive Director Date of appointment to Director July 12, 2016	54	Master of Accountancy (Accounting and Finance) 1989 Thammasat University Bachelor of Accountancy (Cost Accounting), 1985, Chulalongkorn University 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. Epco Printing Plc. 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. Environ Mental Solutions Integrator Co., Ltd. News Network Mullimedia Co., Ltd. Thansettakit Multimedia Co., Ltd. Central Lab THAI Co., Ltd. Aqua Corporation PLC.
(4) Mr. Phonlasit Phumiwasana Director , Director with authorized signature , Executive Director	45	<ul style="list-style-type: none"> ● MBA (Finance) ,MS (Economic) Claremont Graduate University ● BBA, La Sierra University ● DAP training Class 78/2009 	No	No	2018-Present Feb17-Present Apil16-Present Nov15-Present	Director Director Director Director	KTB Rich Management Co., Ltd. Baordway Media Co., Ltd. Aqua Ad PLC. Accomplish Way 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
Date of appointment to Director February 2, 2011					Jan15-Mar60 June14-Present Sep.13- May14 2011 – Present	Director Acting Managing Director Director, Executive Director Director	121 Power Co., Ltd. Thai Consumer Distribution Center Co., Ltd. Aqua Corporation PLC. Mantra Asset Co., Ltd.
(5) Mr.Suphan Settapanich Director / Executive Director Director with authorized signature Date of appointment to Director February 8, 2019	46	<ul style="list-style-type: none"> ● Master of International Finance, Westminster University ● Bachelor of Finance at Assumption University ● DAP training Class 68/2007 	No	No	Feb 18- Present June 12-Present	Director , Executive Director Managing Director	Aqua Corporation Plc Solaris Asset Management
(6) Mr. Grisada Jarreonkonkit Director Date of appointment to Director April 9. 2013	52	<ul style="list-style-type: none"> ● Master of Arts in Economics, Chulalongkorn University ● Bachelor of Arts in Economics,Dhurakij Pundit University ● DAP training Class 117/2015 	No	No	Dec 17-Present Dec 17-Present Dec 17-Present May16-Present 2013- Present April16-Present Dec 15- Jan 18 2013-2017 April 13-Aug 13 2012 - 2014	Director Director Director Secretary of the Board of Directors Director Director Director Director Independent Director /Audit Committee Director	One Power Co., Ltd. Shine Energy Co., Ltd. Beam Corporation Co., Ltd. Max Metal Corporation Plc. Aqua Corporation Plc. Aqua Ad Plc. Texas 121 Co., Ltd. Maxtric PLC. TWZ Corporation Plc. General Engineering Plc.
(7) Mr.Korchoke Saengtongaram	30	<ul style="list-style-type: none"> ● Master of Finance, University of Exeter 	No	No	Feb60-Present	Director	Baordway Media 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, Director with authorized signature ,Executive Director Date of appointment to Director August 15, 2016		<ul style="list-style-type: none"> ● Bachelor of Economics, Chulalongkorn University ● DAP training Class -No- 			August 16 – Present July 14 – July 15	Director , Executive Director Investment analyst	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	55	<ul style="list-style-type: none"> ● Master of Business Administration, Chulalongkorn University ● Certified Public Accountant ● Bachelor Degree of Accountancy, Chulalongkorn University ● DAP training Class 79/2009 	No	No	2010 – Present April 16 – Present 2003 – Present	Independent Director / Audit Committee Nomination and Remuneration Committee Independent Director / Chairman of Audit Committee Assistant Chief Executive Officer	Aqua Corporation PLC. Wiik & Hoglund PLC. Krungthai Card PLC.
(9) Mrs. Podchanee Phaosavasdi Independent Director Audit Committee Member of Nomination and Remuneration Committee Date of appointment to Director May 10, 2013	58	<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	Nov 17 – Present June 17 – Present 2016 – Present 2015 - Present 2013 – Present 2013 – Present	Director Director Director Executive Director / Chief Marketing Officer. And Director of Marketing. Independent Director / Audit Committee Remuneration and Nomination Committee And Risk	SH Crossings Co., Ltd. TRC Utility Co., Ltd. Asen Potash Chaiyaphum Co., Ltd. TRC Construction PLC. And Sahakarn Wisavakorn Co., Ltd. Aqua Corporation PLC. TRC Construction 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
					2012 – Present 2011 – Present 2007 – Present 2006 – Present	Management Committee Corporate Governance Director Director and Managing Director Director	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	Jan19-Present Feb17-Present Nov15-Persent Jan15-Persent June 15- Persent Feb15- Persent June2014-Present Feb 2014 - Present 2008 – Present 2012 – Present	Director Director Director Director Director Director Company Secretary Director Director Director	WOG ITR Water Solution Co., Led. Baordway Media 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. Aqua Corporation PLC. Aqua Ad PLC. Mantra Assets Co., Ltd.

Note: The authorized directors of the Company who can sign to bind the Company are Mr.phonlasit Phumiwasana , Mr.Suphan Settapanich , 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, As at 28 February 2019.

List of executives and regulators			AQUA	Subsidiaries holding by the Company				Subsidiaries holding		Related company
				MA	By subsidi- aries	EPCO	BOARD WAY	By subsidiaries		
								AWH	MIS	
1	Mr.Yuth	Chinsupakul	X , /							X , / , //
2	Mr.Sutee	Pongpaiboon	XX , /							
3	Mr.Arak	Ratboriharn	/ , //	/	/				/	/
4	Mr. Phonlasit	Phumiwasana	/ , //	/ , //	/	/ , //	/	/		
5	Mr. Grisada	Jarreonkonkit	/		/					
6	Mr.Suphan	Settapanich	/ , //							
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)

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)

Note : 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

Code of Conduct for Anti-Corruption And complaint channels or to report clues in such matters in accordance with the anti-corruption and corruption policy (Anti-corruption) and the announcement of anti-corruption and corruption policies Anti-Corruption Policy, which was approved by the Board of Directors Meeting No. 4/2018 on August 14, 2018, with a policy to encourage directors, executives and employees at all levels to operate the business correctly. With integrity, transparency and fairness in accordance with the corporate governance and governance policy and ethics and ethics of executives and employees

In 2018, there was no complaint or notifying clues related to corruption or corruption to the Audit Committee in any way And on March 15, 2019, the company adopted the revised document to improve the issues according to the recommendations of the CAC subcommittee.

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 that the 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 subsidiaries Realize the responsibility to participate in social, community and environmental development. Therefore has a policy to allocate annual budget to support projects and activities related to the matter and encourage directors, executives and employees to participate in activities for social responsibility and community development The Company and its subsidiaries have continuously organized activities for social and community development since 2014 by donating things. Lunch together And participated in activities between executives Company employees, teachers and students, details of activities during the year 2017 - 2019 are as follows.

Year	Activity day	Place	Activity
2019	24 January 2019	Ban Khao Ang Kaew School, Khao Krapook Sub-district, Tha Yang District, Phetchaburi Province.	Donate things, teaching / agriculture equipment and donate money for use in school activities lunch and leisure activities together.
2018	18 January 2018	Makutkiriwan Foundation for the Blind, Pong Ta Lod Subdistrict, Pak Chong District, Nakhon Ratchasima Province.	Donate money to make teaching materials.
2017	15 December 2017	Mae Mon Child Development Center, Huai Chomphu Subdistrict, Mueang District, Chiang Rai Province.	Donate things.
	14 January 2017	New Life School, Thong Pha Phum District, Kanchanaburi Province.	Donate things, teaching / agriculture equipment and donate money for use in school activities lunch and leisure activities together.

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

The Company places importance on anti-corruption and bribery for business benefits. Board meeting Resolved to approve the Company to sign and show intention to join the the Thai Private Sector Collective Action Coalition Against Corruption. The Company has adopted such intentions to add more in the ethics of directors, executives and employees including the Company's practices of good corporate governance.

The Company requires personnel must acknowledge and understand and strictly comply with the law regarding anti-corruption policy by defining the best practices as follows.

Anti-Corruption Policy

“The Company’s directors, executives and employees are prohibited to accept all forms of corruption, both directly and indirectly such as receiving goods, gifts, entertainment, money, donations and other benefits to themselves, from those who do business with the Company”.

This will cover all employees, partners, customers and stakeholders in the country and abroad and arrange for the review of operations in accordance with the anti-corruption policy regularly at least once a year.

Definition of "corruption":

Means bribery in any form by offering to promise, give, pledge, claim or receiving (in the form of money / assets) or any other benefit that is not appropriate to government officials, government agencies, private agencies, partners, customer, and all stakeholders whether directly or indirectly to allow such person to act or ignore the duties which has been acquired to maintain the business or recommend business to the Company especially or to obtain or maintain any other benefits that are not suitable for the business. Unless it is law, regulation, announcement, rules, local traditions, or trade tradition, can be done.

Definition of "giving goods or other benefits":

Means giving special privileges in the form of money, assets, goods or any other benefits, to be remuneration, reward or for building good relationship.

Definition of "Bribery":

Means offering or accepting gifts, prizes or other benefits for oneself or from someone who wants to convince them to do something dishonest illegal or unethical of the Company.

Good practice

1. The Company’s directors, executives and employees must comply with the anti-corruption policy and work ethics which must not be involved in corruption whether directly or indirectly.
2. The Company’s employees and executives must not ignore:
 - 2.1 When witnessing actions that are subject to corruption that is related to the Company by notifying the supervisor or the responsible person and cooperate in the investigation of various facts. If in doubt or inquiry, consult the supervisor or persons designated to be responsible for monitoring compliance with the Code of Conduct through channels defined.
 - 2.2 Must not have direct or hidden benefits in personal, family, and friends with the Company such as do anything to sell products and services to the Company or compete with the Company.
 - 2.3 Avoid accepting parties from business related to the Company or from the others which may benefit from the performance of employees.

- 2.4 Do not call or receive unjust benefits whether directly or indirectly or any other benefit to gain business benefits including not taking advantage of bribes or wrongful fraud in business operation.
3. Provide reliable financial reporting, an efficient operation system by providing transparency and consideration risk of corruption in operation with regular monitoring.
4. The Company has channels to inform clues about corruption action which will give fairness and protect employees who refuse or inform about corruption related to the Company by using measures to protect the complainant or those who cooperate in reporting corruption as specified by the Company in the complaint notification policy and suggestions.
5. People who commit corruption is an unethical act of the Company which must be considered for disciplinary action according to the regulations set by the Company and punishable by law if the action is illegal.
6. The Company gives importance to publishing, promote, knowledge, and understanding with the others who have to perform duties related to the Company and the Company's stakeholders to lead to good consciousness.

Requirements for operation

1. Any actions in accordance with the anti-corruption policy, it shall use the guidelines as specified in the Corporate Governance and Business Ethics Manual, policies and guidelines for all stakeholders, regulations, relevant work manuals and any other guidelines that the Company will set up.
2. This anti-corruption policy shall cover all activities related to the Company's operation.
3. Determine the risk assessment on corruption occurring throughout the organization annually.
4. To allow clarity in the implementation on the risk of corruption, directors, executives and employees of all levels must perform their duties with care in the following matters:
 - 4.1 Receiving things / giving things or any other benefits: set the guidelines as follows.
 - 4.1.1 Receiving things or any other benefit
 - 1) Executives and employees are prohibited: receive, requesting solicitation, gift, reception, providing financial support services, money, any reward from partners, creditors or stakeholders who do business with the Company.
 - 2) Requesting support in the form of money or things can be done in a manner of organization to organization which must be approved by the authorized directors only.
 - 3) Except in the occasion or festival which is a conventional practice by any other thing or benefit must have a price or value of not more than 5,000 Baht and / or need to maintain a good relationship between individuals or between organizations.
 - 4) Requiring senior management (From managers and above) being the representative of the organization in receiving any other goods or benefits and submitting to the Managing Director through the Central Personnel Management Office within 5 working days from the date of receiving the things or any other benefits.

- 5) Except for gifts during the traditional festival, the Company allows employees to receive with a value not exceeding 500 Baht such as calendar, keychain, notebook, etc. With the logo of the organization specified by assigning high-level executives (From managers and above) is a representative to receive and has the power to consider distributing such gifts to employees, but must report to the Managing Director Know through the Central Personnel Administration Office In writing.
- 6) To prevent conflicts of interest, the Company absolutely does not allow employees or persons that does not assign as a representative to receive any items or other benefits.

4.1.2 Giving things or any other benefit:

- 1) Giving things on the occasion of the festival, which is a tradition that people should treat each other and the Company will supply any other thing or benefit which determines the price or value not exceeding 5,000 Baht.
- 2) To avoid taking bribery, the Company requires the survey and check the suitability before proceeding to prevent leads to corruption and requiring senior executives to be representatives of the organization in giving any other goods or benefits.

- 4.2 Charitable donations or support: giving / receiving donation, contribution must be fully transparent, legally by ensuring that donations or support not being used as an excuse for bribery.
- 4.3 Politics: The Company operates with political neutrality, not participating in any political party or any political authority; do not use the Company's capital or resources to support to any political party or politician whether directly or indirectly.
- 4.4 Business relationship and procurement: Do not bribe or accept bribes in any kind of business with partners, counterparty, government agencies or the organization that has business with the Company. Must proceed to be transparent and according to relevant laws.
- 4.5 To create good norms in business operations. The Company has set a policy to refrain from receiving gifts during the New Year festival and any other opportunities to the Company's executives and employees.

Channels for hearing opinions and clues in case of illegal actions:

The Company provides opportunities for employees and stakeholders commented and report clues to illegal actions to lead;

(1) Development / Training

(2) Revise / update on Management

(3) Check the facts as follows

1. Company website : www.aquacorp.co.th
2. Comment box : Human Resources Department
3. Electronic mail : Chief Executive Officer E-mail: arak.r@aquacorp.co.th
4. Electronic mail : Chairman of the Audit Committee or the Audit Committee

E-mail : sutee.p@aquacorp.co.th

The Company has set up a mechanism to protect whistleblowers that oversee the Company's interests, which will not reduce the position, punish or give negative effect to the employee who rejects corruption, although that action will cause the company to lose business opportunities.

Disciplinary action

1. Non-serious violations: Violators will receive a written warning letter which will indicate the nature of the violation, including information relies on the core of that violation by giving the opportunity for the violator to dispute the allegation against the supervisor. If the problem is not resolved, it shall inform the matter to the Disciplinary Committee who appointed by the Chief Executive Officer, to consider and to hold the verdict of the Disciplinary Committee is the end. If there is a second violation or the violator does not correct the offense from the first violation as received the warning letter. Such violators will be subject to strict disciplinary action which may include termination of employment without paying compensation

2. Serious violations, including the following violations, such as giving or receiving bribes, fraud, disclosure of confidential information or the Company's intellectual property to third parties. And any acts that are detrimental to the company's honor or not concealing data reports, discussion or any important documents to the supervisor. : The Company may consider terminating employment without paying compensation and without the need to issue written warning letters.

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 so 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 decentralized 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 Kongyarit 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 transactions

12.1 Related transactions of the Company and its subsidiaries and related companies during the years 2017-2018

Related persons	Relationship	Categories	Consolidated Financial Statements		Separate Financial Statements		Transactions	The appropriateness of the transaction	Maturity
			2018	2017	2018	2017			
Mantra Assets Company Limited	As a subsidiary in which the company held 99.99%	1) Loans	-	-	419,150	415,550	By providing assistance to the company to restructure the financial and property management to guarantee the benefit maximum by the interest rate of AI It 5.24 per year 2018 and 4.35 % - 5.60 % per year in 2017	A higher deposit and loan with collateral.	According to requirement
		2) Interest income	-	-	21,971	16,429			
		3) Management fee	-	-	2,400	1,800	As billing charges between them.	The investment policy of the Company is required to send a representative to help control and management is therefore necessary to allocate the cost of each other.	
		4) Dividend income	-	-	20,000	-	Business as usual The investment in the ordinary shares of the subsidiary.	Such items must be based on performance. And all shareholders have equal rights.	
Aqua Ad Public Company Limited (AA)	As a subsidiary in which the company held 99.99%	1) Loans	-	-	30	-	By providing assistance to the company to restructure the financial interest rate by 5.24 per year in 2018 and 3% - 5.60% per year in 2017	A rate higher than deposit rates.	According to requirement
		2) Interest income	-	-	950	26			
		3) Interest expense	-	-	-	208			

Related persons	Relationship	Categories	Consolidated Financial Statements		Separate Financial Statements		Transactions	The appropriateness of the transaction	Maturity
			2018	2017	2018	2017			
		4) Other receivables 5) Other creditors. 6) Management fee	- - -	- - -	40 8 2,400	69 - 2,400	As billing charges between them.	The investment policy of the Company is required to send a representative to help control and management is therefore necessary to allocate the cost of each other.	
		5) Retention 6) Other Income	- -	- -	535 2,138	535 2,600	Each support normal business is rental and service area total office space 396 sqm. By the month, 178 200 baht and value increase. The other line as real. The price is compared with the market price. By contract and service the 3 years.	Price is the same as another rental included with cost of decoration.	August 1,2018 – July 31,2021
		7) Dividends	-	-	111,218	30,332	Business as usual The investment in the ordinary shares of the subsidiary.	Such items must be based on performance. And all shareholders have equal rights.	
Boardway Media Co., Ltd. (BWM)	As a subsidiary in which the company held 95%	1) Loans 2) Interest Income	- -	- -	508,300 27,034	420,500 16,361	By providing assistance to the company to restructure the financial and property management to guarantee the benefit maximum by the interest rate of Al It 5.24 - 6 per year in 2018 and 6 % per year in 2017.	A higher deposit and loan with collateral.	According to requirement

Related persons	Relationship	Categories	Consolidated Financial Statements		Separate Financial Statements		Transactions	The appropriateness of the transaction	Maturity
			2018	2017	2018	2017			
		1) Other receivables	-	-	4	4	As billing charges between them	The investment policy of the Company is required to send a representative to help control and management is therefore necessary to allocate the cost of each other.	
		2) Management fee	-	-	2,400	1,400			
		3) Retention	-	-	713	713	A list of supporting normal business is the rental and service of office space total area of 396 sqm. 237,600 baht per month, accounting and other expenses as they occur. The price is comparable to the market price. The lease and service is scheduled for 1 year.	Price is the same as another rental included with cost of decoration.	January 1,2018 – December, 31,2018 (Renewed when due.)
		4) Other Income	-	-	2,851	1,663			
Thai Consumer Distribution Center Co.,Ltd (TCDC)	As a subsidiary in which the company held 96.13 %	1) Interest expenses	-	-	-	13	By providing assistance to the company. To restructure the financial interest rate 4.35% per year in 2017	A rate higher than deposit rates..	According to requirement
		2) Other receivables	-	-	-	2	As billing charges between them.	The investment policy of the Company is required to send a representative to help control and management is therefore necessary to allocate the cost of each other.	
		3) Management fee	-	-	1,200	1,200			

Related persons	Relationship	Categories	Consolidated Financial Statements		Separate Financial Statements		Transactions	The appropriateness of the transaction	Maturity
			2018	2017	2018	2017			
		4) Retention 5) Other Income 6) Financial services income	- - -	- - -	394 1,574 1,899	394 1,218 2,111	A list of supporting normal business is the rental and service of office space total area of 164 sqm. 131,200 baht per month, accounting and other expenses as they occur. The price is comparable to the market price. The lease and service is scheduled for 1 year.	Price is the same as another rental included with cost of decoration.	January 1,2018 – December, 31,2018 (Re-newed when due)
		7) Dividend received	-	-	4,885	8,142	Business as usual The 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)	As a subsidiary of indirect shareholders through Thai Consumer Distribution Centre Co.,Ltd (TCDC)	1) Interest expense	-	-	-	103	By providing assistance to the company. To restructure the financial interest rate 4.35% per year in 2017	A rate higher than deposit rates.	According to requirement
Texas 121 Co., Ltd. (Texas) (formerly Aqua Power Co., Ltd.)	As a subsidiary in which the company held 99.99 % (Ended June 30,2018)	1) Loans 2) Accrued interest 3) Interest received	- - -	- - -	- - -	- - 3,085	By providing assistance to the company. To restructure the financial and property management to guarantee the benefit maximum by interest rate 2% per year in 2017	A higher deposit and loan with collateral.	According to requirement
		4) Other receivables	-	-	-	400	As billing charges between them.	The investment policy of the Company is required to send a	

Related persons	Relationship	Categories	Consolidated Financial Statements		Separate Financial Statements		Transactions	The appropriateness of the transaction	Maturity
			2018	2017	2018	2017			
								representative to help control and management is therefore necessary to allocate the cost of each other.	

● Related transactions of associated companies

Related persons	Relationship	Categories	Consolidated Financial Statements		Separate Financial Statements		Transactions	The appropriateness of the transaction	Maturity
			2018	2017	2018	2017			
EASTERN PRINT- ING PUBLIC COM- PANY LIMITED (EPCO)	Joint venture companies (Shares held by the company, 39.69 % proportion.)	1) Dividend income	-	-	42,228	20,933	A normal business transactions, which is a long-term investment in the ordinary shares of EPCO (In the year 2017, the Company received dividends of 27.05 million shares.)	Price is the same as another person.	
SPRINGNEWS COR- PORATION CO.,LTD	Related company, by a com- mittee together.	1) Accounts Receivable 2) Revenue from advertising. LEI 3) Other creditors 4) Sales Support	4,478 27,083 3,724 18,620	- - - -	- - - -	- - - -	A significant transactions and balances that occurred between the prizes for prizes of the company and Related Companies		

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.

Unit : Million Baht	Year 2018	Year 2017	Change (%)
1. Profit from operations of businesses under subsidiaries	263.39	150.62	74.87%
1.1 Advertising media business	82.72	36.85	124.48%
1.2 Real estate for rent and services	184.71	166.43	10.98%
1.3 Others	(4.04)	(52.66)	92.33%
2. Share of profits from associates in proportion to the Company's shareholding	136.05	79.56	71.00%
3. Non-recurring items	(1.42)	264.20	>-100.00%
3.1 Gain from sales of EPCO-W1 and investments	-	40.50	- 100.00%
3.2 Gain from changes in fair value net from income tax	12.01	234.58	- 94.88%
3.3 Write-off the fair value of assets at the acquisition date	(13.43)	(10.88)	23.44%
Net profit from consolidated financial statements	398.02	494.38	- 19.49%

Investment in subsidiaries and associates

Companies	Shareholding (%)	Business	Investment Status
1. Aqua Ad PLC (AA)	99.99	Media Billboard	Subsidiary
2. Boardway Media Co., Ltd. (BWM)	95.00	Media Billboard	Subsidiary
3. M.I.S. Media Co., Ltd. (MIS)	99.99	Media Billboard	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)	39.69	Printing and Renewable Energy	Associate

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

All 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, 2018, there were 367 billboard for advertising in Bangkok and vicinity of 62% and Region of 38% classified by type as follows.

Type (Unit: Banner)	Divided by region			Divided by Company		
	Bangkok and its vicinity	Provincial	Total	AA & MIS	BWM	รวม
Static	174	113	287	244	43	287
LED	53	26	79	13	66	79
Total	227	139	366	257	109	366
Proportion	62%	38%	100%	70%	30%	100%

Number of billboards at the end of the year

Type (Unit: Banner)	2018	2017	2016
Static	287	305	269
LED	79	42	-
Total	366	347	269

Revenue and operating results of the advertising media business

Million Baht	2018	2017	Change	% Growth
Income from business operations:	712.83	584.29	128.54	22.00%
- Static	365.73	333.96	31.77	9.51%
- LED	324.32	154.08	170.24	110.49%
- Others (sales + projects)	22.78	96.25	-73.47	-76.33%
Net profit	82.72	36.85	45.87	124.48%
Utilization rate – Static	52.82%	45.86%	6.96%	15.18%
Utilization rate – LED	70.33%	52.97%	17.36%	32.77%

Revenue from advertising media business increased by 128.54 million baht or 22% compared to 2017 and 124.48% increase in net profit from investment in LED digital signage nationwide. Including the management of the utilization rate (Utilization Rate)

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 Agility 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	2018	2017	Change
Revenue	354.85	321.40	33.45
Gain (loss) on change in fair value *	15.02	293.24	-278.22
Net profit	196.72	401.02	-204.30
Net profit excluding gain on change in fair value (Net of tax expense)	184.71	166.43	18.28

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.

Project	Capacity (MW)	Commercial Power Distribution (COD)
1. Co-Generation Combined Power Plant	360	2016
2. Solar power plants in Thailand	20	2012 – 2017
3. Solar Roof	4,548	2014 – 2019
4. Solar power plant In Japan	45.96	2016 – 2019
5. Solar power plant In Vietnam	99.216	Quarter 3/2019
Total	529.73	

In 2018, the proportion of revenue from EPCO's electricity sales is over 50% of total revenue, and in the future, the proportion of income from energy will be increased according to additional investment in various projects.

Revenue (Unit: Million Baht)	2018	2017	Change
From energy	444.93	419.66	-25.27
From the Printing	485.95	567.61	81.66

At the end of the year 2018, Aqua holds 366 million shares in EPCO, representing 39.69%, representing an average cost of 2.10 baht per share, with a cost of 768 Million Baht. The closing price of EPCO is $366 \times 2.64 = 966.24$ Million Baht.

Summary of income and profit from business

The subsidiaries and associates have full income and share of income calculated from the shareholding of AQUA as follows.

Million Baht	2018		2017		Million Baht	
Income	Full income	Share of income	Income	Full income	Share of income	Income
AA – Advertising media	352.29	352.25	293.89	293.86	58.40	58.39
BWM – Advertising media	360.55	342.52	290.40	261.36	70.15	81.16
TCDC – Warehouse	289.40	278.20	283.81	272.83	5.59	5.37
MA – Investment Property	65.44	65.43	37.59	37.59	27.85	27.84
EPCO – Electricity	567.61	225.28	485.95	186.60	81.66	38.68
EPCO – Printing	419.66	166.56	444.93	170.85	-25.27	-4.29
Total revenue	2,054.95	1,430.24	1,836.57	1,223.09	218.38	207.15

From the above share of income table, it was found that in 2018, total revenue from all 5 businesses increased by 16.94% from 2017 with the main reason from.

(1) Advertising media business has revenue service increased by 151.45 million baht or 27.31% compared to 2017 which is an increase from LED signs 170.23 million baht, representing 110.47%, Stationary sign 31.78 million baht or 9.52%, and decreased from special projects 50.56 million baht or 76.04%, and sales revenue decreased by 22.91 million baht, which is the sale of LED screens between each other.

(2) MANTRA's investment property business has revenue increased by 33.45 million baht or 10.41% compared to 2017 because full revenue recognition for both phases since October 2017.

(3) Printing and renewable energy business has revenue increased by 34.39 million baht or 9.62% compared to 2017 (Details can be considered from the EPCO clarification letter).

Full net profit and share of profit calculated from the shareholding of AQUA as follows.

Million Baht	2018		2017		Million Baht	
Net profit	Full profit	Share of profit	Net profit	Full profit	Share of profit	Net profit
AA – Advertising media	70.81	70.80	38.86	38.86	31.95	31.94
BWM – Advertising media	11.91	11.31	(2.01)	(1.81)	13.92	13.12
TCDC – Warehouse	169.12	162.58	205.67	197.71	-36.55	-35.13
MA – Investment Property	27.60	27.60	195.34	195.32	-167.74	-167.72
EPCO	342.77	136.05	206.42	79.56	136.35	56.49
Total net profit	622.21	408.34	644.28	509.64	-22.07	-101.30

Profit allocation from 5 business decreased 19.88% from 2017 primarily from gains from fair value changes by the year 2017 are of real estate for rent and services of the MANTRA in the years from cost fair value, according to details described in the real estate business, hire and service of the TCDC/AWH/MANTRA part profit from the operations of its subsidiaries increased 74.87% and the share of profit from associated companies increased 71.00.%

Financial highlights of AQUA

Summarized statement of financial position

Million Baht	Dec 31, 2018	Dec 31, 2017	Changed
Cash and cash equivalents	43.89	266.55	(222.66)
Trade and other receivables-net	337.65	274.27	63.38
Investment in associates	984.66	756.38	228.28
Other long-term investments	29.90	29.90	-
Investment property	3,856.04	3,840.93	15.11

Million Baht	Dec 31, 2018	Dec 31, 2017	Changed
Property, plant and equipment-net	1,156.46	1,070.90	85.56
Goodwill	385.92	385.92	-
Total assets	6,861.63	6,685.70	175.93
Overdrafts / short-term loans	126.27	-	126.27
Bill of exchange discount	-	10.00	(10.00)
Trade and other payables	88.67	102.61	(13.94)
Loans from financial institutions	1,690.60	2,067.61	(377.01)
Debenture	289.46	158.55	130.91
Deferred tax liabilities and employee benefits	401.54	381.06	20.48
Other non-current liabilities	180.70	187.45	(6.75)
Total liabilities	2,802.69	2,923.02	(120.33)
Paid-up capital	2,296.50	2,296.50	-
Treasury shares	(66.38)	(66.38)	-
Share premium	312.84	312.84	-
Other elements	42.78	89.95	(47.17)
Legal reserve	43.08	34.57	8.51
Retained earnings	1,360.43	1,023.14	337.29
Non-controlling interests	69.69	72.06	(2.37)
Shareholders' Equity	4,058.94	3,762.68	296.26

Summary of cash flow statements for 1 year ended 31 December

Million Baht	2018	2017
Net cash received from (used in) operating activities	304.97	341.85
Net cash received from (used in) investment activities	(348.63)	(996.15)
Net cash received from (used in) financing activities	(179.01)	258.19
Cash received from business combination	-	3.17

In 2018, the Company used funds from operating 304.97 million baht, from loans 256.27 million baht, from dividend received 42.28 million baht, and from others 23.84 million baht, total cash flow is 627.36 million baht to invest in subsidiaries / associates 190.95 million baht, expand the business of subsidiaries 228.57 million baht, repay loans 387 million baht, and pay dividend 45.25 million baht included as money used in various activities total of 851.77 million baht. Resulting in a cash flow of

2018, negative 224.41 million baht, resulting in the cash balance as at 31 December 2018 decreased by 224.41 million baht approximately.

Summarized consolidated statement of income

Million Baht	Consolidated financial statements			Separate financial statements		
	2018	2017		2018	2017	
Sales and services income	1,067.68	905.69	161.99	-	-	-
Gain from sale of investment	-	40.49	(40.49)	-	33.97	(33.97)
Dividend received	-	-	-	178.33	59.41	118.92
Gain from changes in fair value	15.01	293.24	(278.23)	-	-	-
Interest income	4.97	13.25	(8.28)	53.25	47.69	5.56
Other income	17.43	47.12	(29.69)	18.08	15.86	2.22
Total income	1,105.09	1,299.79	(194.70)	249.66	156.93	92.73
Cost of sales and services	(483.68)	(417.30)	66.38	-	-	-
Selling expenses	(58.63)	(35.56)	23.07	-	-	-
Administrative expenses	(161.70)	(200.31)	(38.61)	(44.75)	(60.49)	(15.74)
Share of profits from investments in associates	136.05	79.56	56.49	-	-	-
Financial cost	(92.93)	(116.08)	(23.15)	(35.14)	(45.34)	(10.20)
Income tax income (expense)	(46.18)	(115.72)	(69.54)	1.27	(2.72)	3.99
Net profit	398.02	494.38	(96.36)	171.04	48.38	122.66
Attributable to the non-controlling interests.	7.14	7.80	(0.66)	-	-	-
Net profit of AQUA	390.88	486.58	(95.70)	171.04	48.38	122.66

The Company classified the net profit for the year ended 31 December 2018 and 2017 according to the operations of each year as follows:

Million Baht	2018	2017	Changed (%)
1. Profit from operations of businesses under subsidiaries	263.39	150.62	74.87%
2. Share of profits from associates in proportion to the Company's shareholding	136.05	79.56	71.00%
3. Non-recurring items	(1.42)	264.20	- 100.00%
Net profit from consolidated financial statements	398.02	494.38	-19.49%

From the table, it was found that in 2018, the AQUA group has profits increased from the year 2017 as follows.

- (1) From the business operation under subsidiaries increased by 112.77 million baht or 74.87%
- (2) Share of profits from associates increased by 56.49 million baht or 71.00%.
- (3) Profit from non-recurring items decreased by 265.62 million baht or more than 100%.

Operating Results

■ Revenue

In the year 2018, 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>	2018		2017	
	Million Baht	%	Million Baht	%
1. Revenue from advertising media business:				
1.1 Income – STATIC	365.73	29.47	333.96	24.21
1.2 Income – LED	324.32	26.13	154.08	11.17
1.3 Other income (sales + project)	22.78	1.84	96.25	6.98
Total	712.83	57.43	584.29	42.36
2. Revenue from warehouse business:				
2.1 Rental and service income	289.40	23.32	283.81	20.58
2.2 Gain from changes in fair value in real estate	15.50	1.25	69.30	5.02
Total	304.90	24.57	353.11	25.60
4. Revenue from real estate for rent and services:				
3.1 Rental and service income	65.44	5.27	37.59	2.73
3.2 Loss from changes in fair value in real estate	(0.49)	(0.04)	223.94	16.24
Total	64.95	5.23	261.53	18.96
4Share of profits from associates: EPCO	136.05	10.96	79.56	5.77
Total	136.05	10.96	79.56	5.77
5. Other income:				
5.1 Bad debt recovery	3.74	0.30	1.27	0.09
5.2 Leasing interest income	-	-	0.15	0.01
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	4.97	0.40	13.25	0.96
5.6 Others	13.69	1.10	45.70	3.31
Total	22.40	1.80	100.87	7.31
Total revenue	1,241.14	100.00	1,379.35	100.00

In the years 2018 consolidated 1, 241.14 million baht or 138.21 % decreased 10.02 % from 2017 consists of

- Revenue of the business, advertising increased 128.54 million baht. 22 % compared with 2017 by investing in digital signage, LED, nationwide coverage, including utilization management (Utilization Rate) increases.

In Form 56-1, Part 1, Clause 2.2, the Company disclosed about overview of the advertising industry in 2018 decreased by 7.03% from the year 2017. The summary of media usage for the year 2017-2018 and related media as follows.

Type	2018 (Million baht)	%	2017 (Million baht)	%	Change value (Million baht)	% Growth
Advertising media	6,833	6.48	6,384	6.29	449	7.03

In 2018, the revenue of the advertising media of AQUA group is 712.83 Million Baht, representing the market share of 10.43% of the total revenue of the type of billboard media (2017, representing 9.15% market share of total revenue)

- Revenue from rental and service of real estate (Warehouse business And the Health Rehabilitation Center), amounting to 369.85 Million Baht, a decrease of 244.79 Million Baht or 39.83%, because in 2017, the fair value of investment properties in the subsidiary Company was measured as follows: (1) Health Rehabilitation project for rent in the province Chiang Mai which the Company must consider adjusting the investment value to be fair value with a gain from changing the fair value of 223.94 Million Baht (2) warehouse for rent and services, the Company must measure the fair value of every warehouse at the end of the accounting period and record the changes into profit and loss in the year 2017. Gain from the change in fair value has increased by 69.30 Million Baht, totaling 293.24 Million Baht of investment properties increased by 15.02 Million Baht.
- Share of income from associates was Baht 136.05 million, increased of Baht 56.49 million or 71% from 2017 because EPCO's net profit increased by Baht 136.35 million (Details can be obtained from the information of EPCO).
- Income from the sale of investments decreased 33.97 million baht. Distribution of warrants EPCO-W2 Company has received from the allocation of free of charge from the book purchase shares allocated to existing shareholders in the rate of the 8 per 1 in 2017.
- Profit from selling foreign agencies reduced 6.53 million. From adjust exchange rate convert first and sell investments in solar power plant project in Japan, in 2017.
- Interest income was Baht 4.97 million, decreased of Baht 8.28 million or 62.49% from 2017 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 17.43 million decreased by Baht 29.69 million or 63.01% from 2017 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 in 2017.

■ **Cost of sales and services**

In 2018, the Company had cost of sales and services of Baht 484 million, an increase of Baht 67 million or 16.07% from 2017, according to increased revenue. Which can be classified by business as follows

% Cost of sales and services of business	2018	2017
Advertising media	64.26%	68.42%
Real estate for rent and service	7.21%	5.45%
Average	45.30%	46.08%

According to the table above to find that percentage of the cost per revenue, in the year 2018, the company has percentage of reduced revenue cost because of the cost of advertising, business management, down from a rate of use of the label (the Utilization Rate) increased, more revenue. Cost of this business will be a fixed cost which includes: Venue rental, electricity, depreciation, insurance and taxes, signs, etc.

■ **Selling expense**

Years 2018 company cost of sales 58.63 million baht increased 23.07 million baht, the increasing 64.88 % from year 2017 expense in proportion to the sales revenue in the year 2018, representing 8.22% of the sales compensation at the higher rate, to boost sales.

■ **Administrative expense**

Year 2018 company has administrative cost at 161.70 million baht or decreased 19.28% from years 2017 main cause

1. from the costs of increased employee 19.10 million from the addition of staff to support the expansion
2. Support the football team reduced 8.20 million baht which in 2018 companies do not pay to support this.
3. Loss on sales of investments and the exchange at Japan decreased 41.46 million baht. Due to the sale of solar energy investment projects in China to Japan and settled off its subsidiaries.
4. Other decreased 8.05 million baht.

■ **Financial cost**

Year 2018, the Company had financial costs of Baht 92.93 million, a decrease of Baht 23.15 million or 19.94% from 2017, due to the reduction of loan from repayment according to the installment due.

■ **Income tax expense**

Million Baht	2018	2017	Change
Corporate Income Tax	29.10	24.40	4.70
Income tax income (expense) as Thai Accounting Standard No. 12	17.08	91.32	-71.24
Total	46.18	115.72	-69.54

In the year 2018, the income tax expense was Baht 46.18 million, decreased from the same period of the last year which income tax expenses was Baht 115.72 million, decreased by Baht 69.54 million with mainly reason from.

- Corporate income tax decreased by Baht 4.70 million due to increased of profit of AA.
- Income tax expense as Thai Accounting Standard No. 12 increased by Baht 71.24 million with mainly reason from gain on fair value changes in investment property increased from 2017.

■ **Net profit**

Year 2018, the Company had a net profit for the year of Baht 398.02 million, mainly from the recognition of profit from TCDC of Baht 162.57 million, AA of Baht 59.03 million, BWM of Baht 11.38 million and MA of Baht 27.60 million and realized share of profit from associated companies 136.05 million baht, with is a part of the Company of Baht 390.88 million and is a part of interest that has no control of Baht 7.14 million.

Financial status

1. Assets

At the end of 2018, the Company had total assets of Baht 6,861.63 million, increase by Baht 175.93 Baht or 2.63% compared to 2017, consisting of current assets of Baht 394.60 million, decrease of 28.84%, non-current assets increased by Baht 335.84 million, or 5.48% , with changes in the Company's assets. The details are as follows:

1.1 Cash and cash equivalents

At the end of the year 2018, the company had cash and cash equivalents (including temporary investments), a number of 43.89 million, a decrease of 222.86 million baht. The group company have cash flow from operations 305 million baht from the loan 256 million baht. Dividends received from associates 42 million and 24 million baht. Total total of 627 million and money spent on investment in the ordinary shares of the subsidiary/joint 191 million baht. Expansion of the subsidiary, 229 million baht. 387 billion baht for loan repayment and dividend 45 million baht. Total cash spent in various activities, the total of 852 million baht. , As a result, cash and cash equivalents decreased by approximately 225 million baht.

1.2 Trade and other receivables - net

As at the end of 2018, the Company had trade and other receivables - net of Baht 337.65 million, increased by Baht 63.38 million from 2017. Trade receivables - net consisted of:

	Consolidated financial statements	
	31 Dec 2018	31 Dec 2017
Unit: Thousand Baht		
<u>Trade receivables</u>		
Other companies	200,860	164,407
<u>Less</u> Allowance for doubtful accounts	4,478	-
Trade receivables - net	205,338	164,407
<u>Other receivables</u>		
Prepaid rental	110,498	82,056
Prepaid expenses	13,264	8,004
Advance payment	3,436	5,292
Deposit	485	12,344
Accrued interest receivable	82	47
Others	4,547	2,117
Total other receivables	132,312	109,860
Less Allowance for doubtful accounts - Advance	337,650	274,267

Quality of the Company's debtors

	Consolidated financial statements			
	31 Dec 2018		31 Dec 2017	
	Thousand Baht	%	Thousand Baht	%
Trade receivables not yet due	186,199	90.68	139,500	84.85
Overdue receivables:				
Overdue 1 month to 3 months	8,584	4.18	18,038	10.97
Overdue 4 months to 6 months	4,395	2.14	5,699	3.47
Overdue 7 months to 12 months	6,160	3.00	1,170	0.71
Total	205,338	100.00	164,407	100.00

As of December 31 2018, the company has increased the number of debtors trade increase the number of 40.93 million baht, or 24.90 % prepaid rent increases, and 28.44 million baht, or 34.66 % from years 2017 caused by business media. The business warehouse rental and service are the bill within months serving, so no debtors in this section.

From the table will see that trade receivables not yet due increased by Baht 46.70 million. Overdue receivables 1-3 months decreased by Baht 9.46 million and overdue receivables over 4 months decreased by Baht 1.31 million. Overdue receivables over 7 months increased by Baht 4.99 million from 2017, the Company does not set allowance for doubtful accounts because payment is made after December 31, 2018.

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 Receivables under hire purchase agreement / financial lease and loans

As at the end of 2018, 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 and separate financial statements						
Value of receivables		Percentage of allowance for doubtful ac- counts	Allowance for doubtful accounts		Net	
2018	2017		2018	2017	2018	2017
Hire purchase receivables and						
Financial lease						
Receivables not yet due	-	-	1	-	-	-
Overdue receivables						
1 month to 2 months	-	-	2	-	-	-
3 months to 6 months	-	-	25	-	-	-
7 months to 12 months	-	-	50	-	-	-
Over 12 months	2,756	2,776	100	(2,756)	(2,776)	-
Total	2,756	2,776		(2,756)	(2,776)	-

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.

1.4 Other current assets

At the end of 2018, the Company had other current assets of Baht 13.06 million, decreased by Baht 0.43 million from 2017.

1.5 Deposits at financial institutions pledged as collateral

At the end of 2018, the Company had deposits at financial institutions with a guarantee of Baht 9.10 million, decrease of Baht 4.73 million from 2017 due to the release of the guarantee obligation.

1.6 Investments in associates

At the end of 2018, the Company had investments in associated Companies of Baht 984.67 million, increase of Baht 228.29 million from 2017, because in the year 2018 the Company invested in an associated Company in the amount of Baht 154.83 million and recognized share of profits from investments in associated Companies under the equity method in the amount of Baht 93.82 million and other share of the loss (the difference from the translation of financial statements in foreign agencies) in the amount of Baht 20.37 million.

1.7 Investment property

At the end of the year 2018, the company has a real estate investment of 3,856.04 million baht, increased of 15.11 million baht. from the year 2017, because the company will be required the fair value of all items at the end of each accounting period and save changes into profit and loss. In the year 2018 the fair value of the real estate investment increased by 15.02 million baht.

1.8 Property, plant and equipment - net

At the end of the year 2018, the company has landed. Property, plant and equipment, net amount of Baht 1,156.46 million increased number of Baht 85.56 million from the year 2017, which came from investments to expand the network of signage network LED in BWM of Baht 161.93 million AA number 46.84 million baht. The warehouse has 1 additional investment needs to according to the needs of customers, including Electrical transmission light and shelves amount of Baht 20.12 million. Recording depreciation of assets at 133.20 million baht.

1.9 Other non-current assets

At the end of 2018, the Company had other non-current assets of Baht 44.93 million, increased by Baht 11.61 million from 2017.

2. Liabilities

At the end of 2018, the Company had total liabilities of Baht 2,802.69 million, decreased by Baht 120.33 million or 4.12% from 2017, consisted of current liabilities of Baht 912.99 million, increased by Baht 402.97 million or 79.01%, and non-current liabilities of Baht 1,889.70 million, decreased of Baht 523.30 million or 21.69%. The change in the Company's liabilities as follows:

2.1 Overdrafts and short-term loans from financial institutions

At year-end 2018, the Company had bank overdrafts and short-term loans from financial institutions amounting to 126.27 baht from the year 2017 to be used as working capital of the Company and its subsidiaries.

2.2 Bill of exchange discount

At the end of 2018, the Company had bills of exchange decreased of 10 Baht, from 2017 because bills of exchange discount maturity and the Company has fully repaid.

2.3 Trade and other payables

At the end of 2018, the Company had trade and other payables of Baht 88.67 million, decreased by Baht 13.94 million from 2017, because the Company has paid payments to trade accounts payable due in 2018

2.4 Liabilities under finance lease and hire purchase agreements

At the end of 2018, the Company had liabilities under finance lease and hire purchase agreements of Baht 2.41 million, decreased by Baht 1.89 million from 2017 from the payment of car installments due.

2.5 Long-term loans and debenture

At the end of the year 2018, the company and subsidiaries long-term loans from financial institutions and issuance amount 1,980.06 million baht, decreased amount 246.10 million baht from year 2017. In the year 2018 has issued 130 million baht for investment in associates and loan repayment by installments due the company's and its subsidiaries ' cash amount 377.01 million baht.

2.6 Accrued income tax

At the end of 2018, the Company had accrued income tax of Baht 8.19 million, increased by Baht 4.99 million from 2017.

2.7 Other current liabilities

At the end of 2018, the Company had other current liabilities of Baht 14.84 million, increased by Baht 6.61 million from 2017. Because MANTRA has accrued property tax of Baht 3.10 million that must be delivered in 2019.

2.8 Employee benefits obligation

At the end of 2018, the Company had employee benefit obligations of Baht 15.46 million, increased by Baht 3.40 million from 2017.

2.9 Deferred income tax liabilities

At the end of 2018, the Company presented deferred income tax liabilities of Baht 386.08 million, increased by Baht 17.08 million from 2017, mainly from increased fair value of real estate for rent and services according to Thai Accounting Standard No. 12.

2.10 Other non-current liabilities

At the end of 2018, the Company had other non-current liabilities amounting to Baht 180.70 million, decrease of Baht 6.75 million from 2017 because TCDC recognized revenue from unearned revenue under long-term service agreement in the amount of Baht 6.36 million.

3. Shareholders' Equity

At the end of 2018, the Company had shareholders' equity of Baht 4,058.94 million, increased by Baht 296.26 million or 7.87% from the end of 2017, consisted of equity of the Company of Baht 3,989.25 million and non-controlling interest of Baht 69.69 million.

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

3.1 Registered and paid-up capital

At the end of 2018, the Company had registered capital of Baht 2,297 million.

3.2 Treasury Stocks

At the end of 2017-2018, the Company had Treasury Stocks for financial management of Baht 66 million.

3.3 Share premium

As at the end of 2018, 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 2018, the Company had retained earnings of Baht 1,403.52 million, representing a Legal reserve of Baht 43.08 million, Treasury shares reserve was equal to the treasury shares of Baht 66.39 million and unappropriated retained earnings of Baht 1,294.05 million.

3.5 Other components of shareholders' equity

At the end of 2018 company is another element of the equity of 42.78% decreased 47.17 million baht from at the end of 2017 as arising from impairment of shares the company Broadway Media Co., Ltd. (BWM) to increase the proportion of shareholding from 90% is 95% on 31 January 2018 which makes company Company to recognize the value of surplus from changes in equity in the subsidiary of 26.80 million. And the other company profits in integrated joint decreased, amount 20.37 million baht.

3.6 Non-controlling interests

At the end of the year 2018 the company non-controlling interests amount 69.69 million baht reduced number of 2.37 million baht from the year 2017 because the acquisition of an additional 5 percent from BWM original is 90 % of the 95 % registered and paid.

4. Liquidity

4.1 Statement of Cash Flows - Consolidated Financial Statements

Million Baht	2018	2017
Cash flow from operating activities	304.97	341.85
Cash flow from investing activities	(348.63)	(996.15)
Cash flow from financing activities	(179.01)	258.19
Net cash and cash equivalent increase (decrease)	(222.67)	(396.11)

Years 2018 Group Company had cash flow from operations 305 million baht from the loan 256 million baht and received dividends from associates 42 million and others 24 million baht. Total received 627 million baht and spent on investment in the ordinary shares of the subsidiary/joint 191 million baht. Expansion of the subsidiary 229 million baht, 387 million baht for loan repayment and dividend 45 million baht. Total cash spent in various activities, the total of 852 million baht. , As a result, cash and cash equivalents decreased by approximately 225 million baht.

4.2 Key financial ratios

Financial Ratios Summary Table

Key financial ratios	2018	2017
<u>Liquidity Ratio</u>		
Liquidity ratio (times)	0.43	1.09
Quick ratio (times)	0.42	1.06
Trade receivable turnover ratio (times)	5.78	8.23
Collection period (days)	63.20	44.33
Inventory turnover ratio (times)	N/A	N/A
Average sales period (days)	N/A	N/A
Trade payables turnover ratio (times)	9.20	4.96
Repayment period (days)	39.68	73.54
<u>Profitability Ratio</u>		
Gross margin from service (%)	55.05	55.74
Net profit margin (%)	36.02	38.04
<u>Efficiency Ratio</u>		
Return on assets (%)	7.83	10.86
Return on Equity (%)	9.80	13.18

Key financial ratios	2018	2017
Financial Ratio		
Debt to Equity Ratio (times)	0.69	0.78
Dividend payout ratio (%)	53.71	93.15
Debt repayment ratio (times)	0.73	1.19

Liquidity Ratio

- Liquidity ratio, the result could point to short-term financial position of the group. In the year 2018, the company has liquidity is at 0.43, which decreased from the year 2017 that liquidity is at 1.09 times, shows that the company and its subsidiaries have the ability to repay short-term debt in less than last year, due at the end of the year 2018 has short term and long term due in the year 2019 amount 289 million baht. Result in the Current Ratio (Current Asset dividing the total current liabilities) decreased from 1.09 times to 0.43 times. Currently pending credit from financial institutions, which will help make the company's short-term liabilities, was changed to long-term liabilities instead.

- Liquidity ratio spinning in 2018 was 0.42 times which decreased from year 2017 was 1.06 times. The ratio shows that the company had assets that can be converted into cash easily decreased from last year. By the year 2018, cash and cash equivalents decreased. Details described above.

- Current ratio receivable as 5.78 times which decreased from the year 2017 with rotating winding ratio receivable as 8.23 times to represent the ability for receivables management for calculates the average collection period (in the next section).

- The average collection period is equal to 63.20 day which increased from the year 2017 which has the average collection period is equal to 44.33 day. The results have been shown. that companies use the longer collection period from last year due to the debtor remaining at the end of a debtor resulting from business, media, advertising, which average collection period 60-75 days.

- Current Ratio inventory cannot calculate due to the inventory consists of materials for construction. This will be used when building a billboard. or to repair the structure of the billboard only. Not intended for sale.

- Sales period can not be calculated as well, either from the same inventory turnover.

- Current Ratio payable as 9.20 times which will increase from the year 2017 with circulating ratio was 4.96 times that the pay provided to partners to calculate the payment period (in the next section).

- The average payment period equals 39.68 day which decreased from the year 2017 the debt was 73.54 days because of the outstanding payables as at the end of the year 2017 is payable arising from imports LED screen which is divided pay in installments.

Profitability ratio

- Gross profit margin from service was 55.05%, decreased from 2017 with gross profit margin of 55.74% because increased revenue from billboard business which has a higher cost than the real estate rental and service business. So making the average of service costs a little higher.

- Net profit margin of 2018 was 36.02% which decreased from 2017 with a net profit margin of 38.04% because in 2017, there was recognition of the difference in fair value into profit in the year. If considering the net profit from the AQUA Group (excluding profit from fair value changes), the net profit margin 2018 was 35.41% which increased from 2017 with a net profit margin of 25.81%.

Performance ratio

- Return on assets was 7.83%, decreased from 2017 with return on assets was 10.86% because in 2017, there was recognition of profit from the change in the fair value of investment properties in the subsidiary's portion for value of 293.24 Million Baht. In the year 2018, the fair value of investment properties increased by 15.02 million Baht.

- Return on equity ratio is 9.80%, decreased from 2017 with return on equity was 13.18%. The results of the 2018 net profit decreased, because in the year 2017, there was recognition of gain from the change in the fair value of investment properties in respect of the subsidiaries of Baht 293.24 million. But in the year 2018, the fair value of investment properties increased by 15.02 million Baht.

Financial Policy Analysis Ratio

- Debt to equity ratio in 2018 is 0.69 times, decreased from 2017 with debt to equity ratio was 0.78 times. Because the Company's loan has decreased from repayment according to the due date.

- Debt service coverage ratio is 0.73 times, decreased from 2017 with debt service coverage ratio of 1.19 times. Because debt that is calculated is a debt obligation due within 1 year. At the end of the year 2018, short-term and long-term debt instruments were due in 2019, total of 289 million Baht. As a result, Debt service coverage ratio decreased. At present, the Company is considering loans from financial institutions which will help short-term debt of the company to be converted to long-term liabilities instead.

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, 2018, 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, 2018, 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, 2018, it subsidiaries' management had measured the fair value of their investment properties determined by independent appraiser to be Baht 3,856.04 million, accounting for 56.20% of total assets and recognized unrealized profit from investment properties amounting to Baht 15.02 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)**Impairment of goodwill and investments in subsidiaries**

As described in Notes 12.1 and 12.2 to the financial statements, the Group had goodwills presented in the consolidated financial statements amounting to Baht 385.92 million representing 5.62% of total assets and the Company had investments in subsidiaries an presented in the separate financial statements amounting to Baht 1,914.01 million representing 51% of total assets which are determined to be significant to the Company's and the group's financial statements. The impairment assessment of goodwill and investments in subsidiaries considers whether the carrying amount of the assets exceeds the recoverable amount and involves the application of subjective management's judgment about future business performance. Certain assumptions made by management in the impairment review are considered to be key areas of judgment, notably the estimated future cash flows, economic growth rates and the discount rates applied. Consequently, I considered that this is a significant matter.

My audit procedures included:

- Assessing historical operating result, current operating result and future plan of Group and considering the factor which indicated to impact on impairment of goodwill and investment in subsidiaries.
- Comparing budgeted future cash flows and the assumption of economic growth rate against the Company's business plan and historical operating result to assess the reasonableness of budget and include comparing industry information with external market analysis.
- Assessing the suitability of the discount rate applied to the future cash flows and benchmarked this against other companies in the industry and
- Assessing the appropriateness and adequacy of disclosure in accordance with Thai Financial Reporting Standards.

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

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.

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

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.

INDEPENDENT AUDITOR'S REPORT (Con't) -6-**Auditor's Responsibilities for the Audit of the consolidated and separate financial statements** (Con't)

- 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.

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, 2019

AQUA CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENTS OF FINANCIAL POSITION
AS AT DECEMBER 31, 2018

		Unit : Baht			
		Consolidated		Separate	
Note		2018	2017	2018	2017
ASSETS					
CURRENT ASSETS					
Cash and cash equivalents	6	43,886,890.96	266,547,642.66	14,255,223.59	195,241,259.54
Temporary investments - net	7	955.44	201,251.00	955.44	1,251.00
Trade accounts and other current receivable - net	5.2 , 8	337,649,998.33	274,267,071.18	1,780,464.42	829,970.72
Current portion of hire					
- purchase/financial lease contract receivables	9	-	-	-	-
Short - term loan to subsidiaries	5.2	-	-	957,450,000.00	836,050,000.00
Other current assets		13,063,647.45	13,490,901.60	1,159,297.10	961,354.03
Total current assets		394,601,492.18	554,506,866.44	974,645,940.55	1,033,083,835.29
NON - CURRENT ASSETS					
Deposits at bank held on collaterals	10	9,097,400.00	13,828,575.52	97,400.00	97,400.00
Hire - purchase and financial lease contract					
receivables - net	9	-	-	-	-
Investment in associated company	11	984,665,846.40	756,384,031.21	767,593,198.62	612,762,537.01
Investments in subsidiaries - net	12.1	-	-	1,914,005,894.29	1,878,004,541.64
Other long - term investments	13	29,900,000.00	29,900,000.00	29,900,000.00	29,900,000.00
Advanced payment for share subscription - net	14	-	-	-	-
Investment property	15	3,856,043,492.43	3,840,929,459.91	-	-
Property, plant and equipment - net	16	1,156,462,617.98	1,070,901,075.44	18,408,476.83	21,015,091.55
Deferred tax assets	17	-	-	41,583,071.71	40,303,651.83
Goodwill	12.2	385,923,870.80	385,923,870.80	-	-
Other non - current assets		44,934,666.12	33,323,212.71	6,475,181.42	5,611,681.42
Total non - current assets		6,467,027,893.73	6,131,190,225.59	2,778,063,222.87	2,587,694,903.45
TOTAL ASSETS		6,861,629,385.91	6,685,697,092.03	3,752,709,163.42	3,620,778,738.74

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

AQUA CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENTS OF FINANCIAL POSITION (Con't)
AS AT DECEMBER 31, 2018

		Unit : Baht			
		Consolidated		Separate	
Note		2018	2017	2018	2017
LIABILITIES AND SHAREHOLDERS' EQUITY					
CURRENT LIABILITIES					
Bank overdraft and short - term loans from financial institutions	18	126,273,876.37	-	85,000,000.00	-
Discounted bill of exchange	19	-	10,000,000.00	-	10,000,000.00
Trade accounts and other current payable	5.2 , 20	88,674,988.68	102,606,054.08	1,330,997.77	1,904,780.70
Current portion of long - term liabilities					
Long - term loans from financial institutions	21	382,193,932.52	383,582,103.03	199,920,000.00	199,920,000.00
Debentures	22	289,457,595.34	-	289,457,595.34	-
Liabilities under hire - purchase contracts	23	1,803,566.99	1,896,155.57	1,168,980.00	1,061,572.32
Provision of current liabilities for employee benefit	24	1,558,371.00	506,634.00	-	-
Accrued corporate income tax		8,192,003.76	3,196,654.78	-	-
Other current liabilities		14,836,366.99	8,231,906.23	1,185,672.86	979,783.03
Total current liabilities		912,990,701.65	510,019,507.69	578,063,245.97	213,866,136.05
NON - CURRENT LIABILITIES					
Long - term loans from financial institution - net	21	1,308,408,509.59	1,684,026,599.60	225,190,000.00	425,110,000.00
Debentures	22	-	158,551,838.84	-	158,551,838.84
Liabilities under hire - purchase contracts - net	23	613,577.01	2,417,144.03	613,577.01	1,782,557.01
Provision of non - current liabilities for employee benefit - net	24	13,897,017.04	11,550,395.04	4,654,623.00	3,255,753.00
Deferred tax liabilities	17	386,080,912.87	369,003,862.22	-	-
Other non - current liabilities	5.2 , 25	180,700,577.47	187,447,462.73	1,641,000.00	1,641,000.00
Total non - current liabilities		1,889,700,593.98	2,412,997,302.46	232,099,200.01	590,341,148.85
TOTAL LIABILITIES		2,802,691,295.63	2,923,016,810.15	810,162,445.98	804,207,284.90
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	2,296,500,000.00	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
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
Retained earnings					
Appropriated					
Legal reserve		43,083,274.60	34,565,491.60	43,083,274.60	34,565,491.60
Treasury shares reserve	26.2	66,385,213.71	66,385,213.71	66,385,213.71	66,385,213.71
Unappropriate		1,294,049,848.69	956,760,508.29	290,123,808.09	172,666,327.49
Other components of shareholders' equity		42,778,843.24	89,949,841.62	-	-
Total equity of the Company		3,989,251,601.28	3,690,615,476.26	2,942,546,717.44	2,816,571,453.84
Non - controlling interests		69,686,489.00	72,064,805.62	-	-
TOTAL SHAREHOLDERS' EQUITY		4,058,938,090.28	3,762,680,281.88	2,942,546,717.44	2,816,571,453.84
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		6,861,629,385.91	6,685,697,092.03	3,752,709,163.42	3,620,778,738.74

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 COMPREHENSIVE INCOME

FOR THE YEAR ENDED DECEMBER 31, 2018

		Unit : Baht			
		Consolidated		Separate	
Note		2018	2017	2018	2017
REVENUES					
Sale incomes		6,847,483.93	29,756,946.89	-	-
Proceeds from services	5.1	1,060,834,764.02	875,931,719.12	-	-
Hire - purchase interest income		-	155,337.75	-	155,337.75
Dividend income	5.1, 11, 12	-	-	178,331,669.50	59,406,801.53
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	4,965,342.82	13,247,088.53	53,248,863.73	47,689,194.33
Others income	5.1	17,431,826.03	46,969,469.37	18,076,795.07	15,712,228.64
Gain on revaluation of investment property	15	15,015,430.82	293,236,955.30	-	-
TOTAL REVENUES		1,105,094,847.62	1,299,794,775.29	249,657,328.30	156,935,071.33
EXPENSES					
Cost of sales		6,847,483.93	29,580,807.01	-	-
Cost of services		476,835,294.75	387,719,536.48	-	-
Distribution costs	5.1	58,628,083.71	35,559,629.83	-	-
Administrative expenses		161,698,674.33	200,310,022.68	44,751,523.34	60,491,462.77
Finance cost	5.1	92,931,548.05	116,079,155.00	35,141,223.24	45,341,430.54
TOTAL EXPENSES		796,941,084.77	769,249,151.00	79,892,746.58	105,832,893.31
PROFIT BEFORE SHARE OF PROFIT ON INVESTMENT IN ASSOCIATED COMPANY AND INCOME TAX					
		308,153,762.85	530,545,624.29	169,764,581.72	51,102,178.02
Share of profit on investment in associated company	11	136,047,315.22	79,559,223.42	-	-
PROFIT BEFORE INCOME TAX		444,201,078.07	610,104,847.71	169,764,581.72	51,102,178.02
Income tax (expense) income	17.4	(46,181,233.48)	(115,720,217.71)	1,279,419.88	(2,718,150.00)
NET PROFIT FOR THE YEAR		398,019,844.59	494,384,630.00	171,044,001.60	48,384,028.02
OTHER COMPREHENSIVE INCOME					
Other comprehensive income to be reclassified to profit or loss in subsequent periods :					
Currency conversion differences of foreign entities		-	-	-	-
Share of profit (loss) on investment in associated company		(20,367,713.69)	23,108,676.30	-	-
Total other comprehensive income (loss) for the year - net tax		(20,367,713.69)	23,108,676.30	-	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		377,652,130.90	517,493,306.30	171,044,001.60	48,384,028.02
NET PROFIT ATTRIBUTABLE TO					
Owners of the parent		390,875,861.40	486,579,718.27		
Non - controlling interests		7,143,983.19	7,804,911.73		
NET PROFIT FOR THE YEAR		398,019,844.59	494,384,630.00		
COMPREHENSIVE INCOME ATTRIBUTABLE TO					
Owners of the parent		370,508,147.71	509,688,394.57		
Non - controlling interests		7,143,983.19	7,804,911.73		
COMPREHENSIVE INCOME FOR THE YEAR		377,652,130.90	517,493,306.30		
BASIC EARNINGS PER SHARE					
EARNINGS PER SHARE (BAHT : SHARES)					
Equity holders of the parent company	29	0.0867	0.1080	0.0380	0.0107

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, 2018

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 profit (loss) on investment in associated company	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, 2017	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	-	-	6,158,512.40	-	(6,158,512.40)	-	-	-	-	-	-	-	-
Dividend paid	28	-	-	-	-	(45,067,723.00)	-	-	-	-	-	(45,067,723.00)	-	(45,067,723.00)
Transactions with owners, recorded directly in shareholders' equity														
Change in ownership interests in subsidiary :														
Non - controlling interest in subsidiary increased (decreased)														
Investments in subsidiary	-	-	-	-	-	-	-	-	-	-	-	-	19,217,658.74	19,217,658.74
Dividend payment of a subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	(328,171.05)	(328,171.05)
Total Transactions with owners, recorded directly in shareholders' equity	-	-	-	-	-	-	-	-	-	-	-	-	18,889,487.69	18,889,487.69
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														
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
Legal reserve	27	-	-	8,517,783.00	-	(8,517,783.00)	-	-	-	-	-	-	-	-
Dividend paid	28	-	-	-	-	(45,068,738.00)	-	-	-	-	-	45,068,738.00	-	(45,068,738.00)
Transactions with owners, recorded directly in shareholders' equity														
Change in ownership interests in subsidiary :														
Non - controlling interests in subsidiary increased (decreased)														
Investments in subsidiary	-	-	-	-	-	-	(5,327,059.28)	(21,476,225.41)	-	-	(26,803,284.69)	(26,803,284.69)	(9,325,033.96)	(36,128,318.65)
Dividend payment of a subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	(197,265.85)	(197,265.85)
Total Transactions with owners, recorded directly in shareholders' equity	-	-	-	-	-	-	(5,327,059.28)	(21,476,225.41)	-	-	(26,803,284.69)	(26,803,284.69)	(9,522,299.81)	(36,325,584.50)
Comprehensive income for the period														
Net profit for the period	-	-	-	-	-	390,875,861.40	-	-	-	-	-	390,875,861.40	7,143,963.19	398,019,844.59
Other comprehensive income (loss)	-	-	-	-	-	-	-	-	(20,367,713.69)	-	(20,367,713.69)	(20,367,713.69)	-	(20,367,713.69)
Ending balance as at December 31, 2018	2,296,500,000.00	(66,385,213.71)	312,839,634.75	43,083,274.60	66,385,213.71	1,294,049,848.69	160,600,944.20	(127,194,321.75)	9,372,220.79	-	42,778,843.24	3,989,251,601.28	69,686,489.00	4,058,938,090.28

AQUA CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (Con't)

FOR THE YEAR ENDED DECEMBER 31, 2018

Unit : Baht							
Separate							
Note	Issued and paid-up share capital	Treasury shares - common share	Share premium	Retained earnings		Unappropriated	Total
				Appropriated for Legal reserve	Treasury shares reserve		
Beginning balance as at January 1, 2017	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	27.1	-	-	6,158,512.40	-	(6,158,512.40)	-
Dividend paid	28	-	-	-	-	(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
Legal reserve	27.1	-	-	8,517,783.00	-	(8,517,783.00)	-
Dividend paid	28	-	-	-	-	(45,068,738.00)	(45,068,738.00)
Comprehensive income for the year	-	-	-	-	-	171,044,001.60	171,044,001.60
Ending balance as at December 31, 2018	2,296,500,000.00	(66,385,213.71)	312,839,634.75	43,083,274.60	66,385,213.71	290,123,808.09	2,942,546,717.44

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

AQUA CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENTS OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2018

		Unit : Baht			
		Consolidated		Separate	
	Note	2018	2017	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES					
Net profit for the year before corporate income tax		444,201,078.07	610,104,847.71	169,764,581.72	51,102,178.02
Reconciliations of net profit (loss) to net cash provided					
by (used in) operating activities					
Depreciation	16	133,203,239.29	108,245,316.83	2,795,822.38	2,858,739.41
Bad dept and allowances for doubtful accounts	8, 9, 14	50,020,000.00	(8,804,483.76)	21,700,000.00	83,977.66
Doubtful account (reversal)	8, 9, 14	(50,039,950.00)	10,885,872.45	(21,719,950.00)	(492,672.71)
Allowance for impairment loss (reversal)	16	(4,621,248.47)	(1,290,540.34)	-	-
Allowance for impairment of investment in subsidiary	12	-	-	126,966.00	-
Allowance for impairment of investment					
in subsidiary (reversal)	12	-	-	(999,960.00)	(3,567,034.00)
Loss from return of investment in subsidiary	12	-	-	999,960.00	4,376,318.12
Loss from debt forgiving to subsidiaries		-	29,040,628.36	-	21,269,616.92
Assets transferred to expenses	16	3,574,713.90	-	-	-
(Gain) loss from disposal of assets held for sale		-	(305,104.18)	-	-
(Gain) loss from disposal and written off of fixed assets		(35,185.92)	34,179,813.71	3.00	-
(Gain) loss on change in fair value of temporary investments		295.56	(184.50)	295.56	(184.50)
Unrealized (gain) loss from exchange rate		(141,001.48)	456,396.41	-	-
Currency conversion differences		-	(4,935,740.75)	-	-
Amortization of debenture expenses	22	905,756.50	-	905,756.50	-
Rental income by straight line method on contract value		(4,566,067.84)	(3,010,539.11)	-	-
Provision for employee benefit	24	3,398,359.00	2,951,117.14	1,398,870.00	1,253,397.00
Provision for decommissioning costs		3,798.22	6,035,353.61	-	-
Share of (profit) loss on investment in associated company		(136,047,315.22)	(79,559,223.42)	-	-
(Gain) loss on revaluation of investment property	15	(15,015,430.82)	(293,236,955.30)	-	-
Dividend income	5.1, 11, 12	-	-	(178,331,669.50)	(59,406,801.53)
Interest income		(4,965,342.82)	(13,247,088.53)	(53,248,863.73)	(47,689,194.33)
Interest expenses		92,931,548.05	116,079,155.00	35,141,223.24	45,341,430.54
Profit (loss) from operating activities before change in					
operating assets and liabilities		512,807,246.02	513,588,641.33	(21,466,964.83)	15,129,770.60
(Increase) decrease in operating assets :					
Trade accounts and other current receivable		(57,648,016.16)	(62,238,136.48)	152,307.60	(33,107.07)
Hire - purchase/financial lease contract receivable		19,950.00	408,695.05	19,950.00	408,695.05
Other current assets		11,755,937.66	(9,079,092.73)	949,082.42	545,515.22
Other non - current assets		(11,611,453.41)	2,359,977.29	(863,500.00)	1,723,903.90
Increase (decrease) in operating liabilities :					
Trade accounts and other current payable		(20,436,725.88)	(23,200,614.44)	(434,399.27)	(5,803,325.14)
Other current liabilities		6,604,460.76	686,771.83	205,889.83	489,137.69
Other non - current liabilities		(7,750,023.26)	65,202,815.97	-	772,500.00
Cash provided by (used in) operating activities		433,741,375.73	487,729,057.82	(21,437,634.25)	13,233,090.25
Interest paid		(93,329,862.43)	(116,137,859.07)	(35,300,159.25)	(44,869,631.03)
Income tax paid		(35,437,517.36)	(29,739,322.58)	(1,147,025.49)	(938,243.81)
Net cash provided by (used in) operating activities		304,973,995.94	341,851,876.17	(57,884,818.99)	(32,574,784.59)

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

AQUA CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENTS OF CASH FLOWS (Con't)
FOR THE YEAR ENDED DECEMBER 31, 2018

		Unit : Baht				
		Consolidated		Separate		
	Note	2018	2017	2018	2017	
CASH FLOWS FROM INVESTING ACTIVITIES						
Deposits at financial institutions pledged as collateral						
		(increase) decrease	4,731,175.52	(468,463.00)	-	-
Cash received temporary investments	7		200,000.00	-	-	-
Cash paid for acquisition of temporary investments	7		(50,000,000.00)	(220,000,000.00)	(50,000,000.00)	(220,000,000.00)
Cash received for temporary investment - maturity			50,000,000.00	370,000,000.00	50,000,000.00	370,000,000.00
Interest received of temporary investments			-	3,066,334.09	-	3,066,334.09
Cash received from long - term investments			-	1,000,000.00	-	-
Cash paid for acquisition of investments in subsidiary	12		(36,128,318.65)	(636,738,332.51)	(36,128,318.65)	(585,599,316.44)
Cash paid for acquisition of investments in associated company	11		(154,830,661.61)	-	(154,830,661.61)	-
Cash received from investment subsidiary			-	15,623,641.88	-	15,623,641.88
Cash received from disposal of fixed assets			18,912,539.49	895,488.00	-	-
Cash paid for acquisition of fixed assets	16		(228,571,141.47)	(337,344,542.54)	(189,210.66)	(175,397.57)
Investment property (increase)	15		(98,601.70)	(228,512,554.70)	-	-
Cash paid for acquisition of assets held for sale			-	(11,346,666.39)	-	-
Cash received from disposal assets held for sale			-	11,742,816.39	-	-
Cash received for short - term loan to subsidiaries	5.2		-	-	105,100,000.00	226,498,338.10
Cash paid for short - term loan to subsidiaries	5.2		-	-	(226,500,000.00)	(813,977,500.00)
Interest received			4,930,809.46	14,993,693.97	53,280,372.22	45,968,787.63
Dividend income			42,228,447.95	20,932,625.65	178,331,669.50	59,406,801.53
Net cash provided by (used in) investing activities			(348,625,751.01)	(996,155,959.16)	(80,936,149.20)	(899,188,310.78)
CASH FLOWS FROM FINANCING ACTIVITIES						
Overdraft and short - term loans from financial institutions increase (decrease)						
			126,273,876.37	(21,479,249.04)	85,000,000.00	-
Cash received from discounted bill of exchange			-	935,000,000.00	-	935,000,000.00
Repayments for discounted bill of exchange - maturity			(10,000,000.00)	(1,045,000,000.00)	(10,000,000.00)	(1,025,000,000.00)
Cash paid for interest of discounted bill of exchange			-	1,642,177.28	-	1,642,177.28
Cash received from debentures			130,000,000.00	158,551,838.84	130,000,000.00	158,551,838.84
Cash paid for interest of debentures			(1,134,309.79)	-	(1,134,309.79)	-
Repayments for short - term loans			-	(146,800,000.00)	-	-
Cash received from short - term loans from subsidiaries			-	-	-	211,800,000.00
Repayments for short - term loans from subsidiaries			-	-	-	(211,800,000.00)
Cash received from long - term loans from financial institutions			-	700,000,000.00	-	700,000,000.00
Repayments for long - term loans from financial institutions	21		(377,006,260.52)	(276,836,206.07)	(199,920,000.00)	(74,970,000.00)
Repayments of liabilities under hire - purchase contract			(1,896,155.60)	(1,856,760.95)	(1,061,572.32)	(1,014,459.00)
Dividend paid			(45,246,147.09)	(45,035,201.95)	(45,049,185.65)	(45,035,202.86)
Net cash provided by (used in) financing activities			(179,008,996.63)	258,186,598.11	(42,165,067.76)	649,174,354.26
Currency conversion differences						
			-	-	-	-
Cash receive from business combination						
			-	3,172,673.62	-	-
Net cash and cash equivalent increase (decrease)						
			(222,660,751.70)	(392,944,811.26)	(180,986,035.95)	(282,588,741.11)
Cash and cash equivalent as at beginning balance						
			266,547,642.66	659,492,453.92	195,241,259.54	477,830,000.65
Cash and cash equivalent as at ending balance						
			43,886,890.96	266,547,642.66	14,255,223.59	195,241,259.54

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

AQUA CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENTS OF CASH FLOWS (Con't)
FOR THE YEAR ENDED DECEMBER 31, 2018

		Unit : Baht			
		Consolidated		Separate	
Note		2018	2017	2018	2017
Supplemental disclosures of cash flows information					
1. Non - cash transaction (Unit : thousand Baht)					
Subsidiary - investment property on credit		2,531	5,517	-	-
Subsidiaries - purchase of fixed assets on credit	16	6,953	11,656	-	-
2. Unutilized credit facilities for future working capital					
(Unit : thousand Baht)		57,105	217,450	-	100,000

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

AQUA CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES**NOTES TO THE FINANCIAL STATEMENTS****FOR THE YEAR ENDED DECEMBER 31, 2018****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 ("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 2017) 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, No. 2, B.E. 2559” dated October 11, 2016 under the Accounting Act B.E. 2543 which is effective for the preparation of financial statements of the Public Company Limited for the accounting period commencing on after January 1, 2017.

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 INTERIM FINANCIAL STATEMENTS (Con't)

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

The details of subsidiaries as follows.-

	Percentage directly and indirectly owned by the Company as at		Assets as a percentage to the Consolidated total assets as at		Revenues as a percentage to the Consolidated total revenues	
	2018	2017	2018	2017	2018	2017
Subsidiaries held by the Company :						
Mantra Assets Company Limited	99.99	99.99	10.47	10.67	6.13	20.16
Texas 121 Company Limited	-	99.99	-	0.02	-	1.99
Aqua Ad Public Company Limited	99.99	99.99	6.55	7.65	31.06	23.06
Thai Consumer Distribution Centre Company Limited	96.13	96.13	42.11	42.84	24.60	23.87
Boardway Media Company Limited	95.00	90.00	14.05	10.35	33.36	22.65
Subsidiaries held by Subsidiaries :						
Accomplish Way Holdings Company Limited	99.99	99.99	5.62	6.05	3.02	3.98
M.I.S Media Company Limited	99.99	99.99	0.86	0.28	1.47	0.83

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.

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

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

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.

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. ADOPTION OF NEW ACCOUNTING STANDARDS

3.1 New Financial Reporting Standards effective in the current year

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

Thai Accounting Standards

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 Venture
TAS 29 (revised 2017)	Financial Reporting in Hyperinflationary Economics
TAS 33 (revised 2017)	Earnings per Share
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 Standard

TFRS 2 (revised 2017)	Share-Based Payments
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 Resources

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

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

Thai Financial Reporting Standard (Con't)

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

Interpretations

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—Changes in the Tax Status of an Entity or its Shareholders
TSIC 27 (revised 2017)	Evaluating the Substance of Transactions in the Legal Form of a Lease
TSIC 29 (revised 2017)	Service Concession Arrangements: Disclosures
TSIC 31 (revised 2017)	Revenue—Barter Transactions Involving Advertising Services
TSIC 32 (revised 2017)	Intangible Assets – Web Site Costs
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 Economies
TFRIC 10 (revised 2017)	Interim Financial Reporting and Impairment
TFRIC 12 (revised 2017)	Service Concession Arrangements
TFRIC 13 (revised 2017)	Customer Loyalty Programmes
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 above-mentioned standards were aimed at alignment with the corresponding International Financial Reporting Standards, with most of the changes directed towards revision of wording and terminology, provision of interpretations and accounting guidance to users of accounting standards and clarifications directed towards disclosures in the notes to financial statements. The adoption of these financial reporting standards does not have any significant impact on the financial statements of the Company and its subsidiaries.

3. ADOPTION OF NEW ACCOUNTING STANDARDS (Con't)
3.2 New Thai Accounting Standards announce during the year not yet adopted

In current year, the Thailand Federation of Accounting Professions has issued Notification regarding the revised and newly Thai Accounting Standards (TAS), Thai Financial Reporting Standard (TFRS) and Interpretations (TSIC and TFRIC) which were announced and these have been published in the Royal Gazette. The Company and its subsidiaries have not applied such standards before the effective period as follows:

3.2.1 Effective for the financial statements for fiscal years beginning on or after January 1, 2019
Thai Accounting Standards

TAS 1 (revised 2018)	Presentation of Financial Statements
TAS 2 (revised 2018)	Inventories
TAS 7 (revised 2018)	Statement of Cash Flows
TAS 8 (revised 2018)	Accounting Policies, Changes in Accounting Estimates and Errors
TAS 10 (revised 2018)	Events After the Reporting Period
TAS 12 (revised 2018)	Income Taxes
TAS 16 (revised 2018)	Property, Plant and Equipment
TAS 17 (revised 2018)	Leases
TAS 19 (revised 2018)	Employee Benefits
TAS 20 (revised 2018)	Accounting for Government Grants and Disclosure of Government

Assistance

TAS 21 (revised 2018)	The Effects of Changes in Foreign Exchange Rate
TAS 23 (revised 2018)	Borrowing Costs
TAS 24 (revised 2018)	Related Party Disclosures
TAS 26 (revised 2018)	Accounting and Reporting by Retirement Benefit Plans
TAS 27 (revised 2018)	Separate Financial Statements
TAS 28 (revised 2018)	Investments in Associates and Joint Venture
TAS 29 (revised 2018)	Financial Reporting in Hyperinflationary Economics
TAS 33 (revised 2018)	Earnings per Share
TAS 34 (revised 2018)	Interim Financial Reporting
TAS 36 (revised 2018)	Impairment of Assets
TAS 37 (revised 2018)	Provisions, Contingent Liabilities and Contingent Assets
TAS 38 (revised 2018)	Intangible assets
TAS 40 (revised 2018)	Investment Property
TAS 41 (revised 2018)	Agriculture

Thai Financial Reporting Standard

TFRS 1	First-time Adoption of Thai Financial Reporting Standards
TFRS 2 (revised 2018)	Share-Based Payments
TFRS 3 (revised 2018)	Business Combinations
TFRS 4 (revised 2018)	Insurance Contracts
TFRS 5 (revised 2018)	Non-current Assets Held for Sale and Discontinued Operations
TFRS 6 (revised 2018)	Exploration for and Evaluation of Mineral Resources

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

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

3.2.1 Effective for the financial statements for fiscal years beginning on or after January 1, 2019 (Con't)

Thai Financial Reporting Standard (Con't)

TFRS 8 (revised 2018)	Operating Segments
TFRS 10 (revised 2018)	Consolidated Financial Statements
TFRS 11 (revised 2018)	Joint Arrangements
TFRS 12 (revised 2018)	Disclosure of Interests in Other Entities
TFRS 13 (revised 2018)	Fair Value Measurement
TFRS 15	Revenue from Contracts with Customers

Interpretations

TSIC 10 (revised 2018)	Government Assistance—No Specific Relation to Operating Activities
TSIC 15 (revised 2018)	Operating Leases – Incentives
TSIC 25 (revised 2018)	Income Taxes—Changes in the Tax Status of an Entity or its Shareholders
TSIC 27 (revised 2018)	Evaluating the Substance of Transactions in the Legal Form of a Lease
TSIC 29 (revised 2018)	Service Concession Arrangements: Disclosures
TSIC 32 (revised 2018)	Intangible Assets – Web Site Costs
TFRIC 1 (revised 2018)	Changes in Existing Decommissioning, Restoration and Similar Liabilities
TFRIC 4 (revised 2018)	Determining whether an Arrangement contains a Lease
TFRIC 5 (revised 2018)	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
TFRIC 7 (revised 2018)	Applying the Restatement Approach under TAS 29 (revised 2018)
	Financial Reporting in Hyperinflationary Economies
TFRIC 10 (revised 2018)	Interim Financial Reporting and Impairment
TFRIC 12 (revised 2018)	Service Concession Arrangements
TFRIC 14 (revised 2018)	TAS 19 (revised 2018) - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction
TFRIC 17 (revised 2018)	Distributions of Non-cash Assets to Owners
TFRIC 20 (revised 2018)	Stripping Costs in the Production Phase of a Surface Mine
TFRIC 21 (revised 2018)	Levies

3.2.2 Effective for the financial statements for fiscal years beginning on or after January 1, 2020

Thai Accounting Standards

TAS 32	Financial Instruments: Presentation
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Thai Financial Reporting Standard

TFRS 7	Financial Instruments: Disclosures
TFRS 9	Financial Instruments

Interpretations

TFRIC 16	Hedges of a Net Investment in a Foreign Operation
TFRIC 19	Extinguishing Financial Liabilities with Equity Instruments

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

3.2.2 Effective for the financial statements for fiscal years beginning on or after January 1, 2020 (Con't)

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

TFRS 15 Revenue from Contracts with Customers

This standard is established a comprehensive framework for determining whether, how much and when revenue is recognized. Revenue should be recognized when (or as) an entity transfers control over goods or services to a customer, measured at the amount to which the entity expects to be entitled. Entities are to apply this standard to all contracts with customers unless those contracts fall within the scope of other standards. The standard establishes a five-step model to account for revenue arising from contracts with customers, with revenue being recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. It replaces existing revenue recognition standards as follows:

Thai Accounting Standard

TAS 11 (revised 2017)	Construction contracts
TAS 18 (revised 2017)	Revenue

Interpretations

TSIC 31 (revised 2017)	Revenue - barter transactions involving advertising services
TFRIC 13 (revised 2017)	Customer loyalty programmes
TFRIC 15 (revised 2017)	Agreements for the construction of real estate
TFRIC 18 (revised 2017)	Transfers of assets from customers

This newly Thai Financial reporting statement has no impact to the financial statement and not relevant to recognized rental income of the company and its subsidiaries.

The set of TFRSs related to financial instruments

These TFRSs related to financial instruments make stipulations relating to the classification of financial instruments and their measurement at fair value or amortized cost (taking into account the type of instrument, the characteristics of the contractual cash flows and the Company's business model), calculation of impairment using the expected credit loss method, and hedge accounting. These include stipulations regarding the presentation and disclosure of financial instruments. When the TFRSs related to financial instruments are effective, some accounting standards, interpretations and guidance which are currently effective will be cancelled as follows:

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

3.2.2 Effective for the financial statements for fiscal years beginning on or after January 1, 2020 (Con't)

Thai Accounting Standard

TAS 101	Bad and Doubtful Debts
TAS 103	Disclosures in the Financial Statements of Bank and Similar Financial Institutions
TAS 104	Accounting for Troubled Debt Restructuring
TAS 105	Accounting for Investment in Debts and Equity securities
TAS 106	Accounting for Investment Companies
TAS 107	Financial Instruments: Disclosure and Presentation

The management of the company and its subsidiary is still evaluating the possible impact on the set of TFRS, related to financial instruments will be applied.

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.

4.1 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.

4. SIGNIFICANT ACCOUNTING POLICIES (Con't)**4.1 Recognition of revenues (Con't)**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.

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. SIGNIFICANT ACCOUNTING POLICIES (Con't)
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.-

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 percent of the outstanding balance.

4. SIGNIFICANT ACCOUNTING POLICIES (Con't)**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.****4.6.4 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. SIGNIFICANT ACCOUNTING POLICIES (Con't)**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.

4.9 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.

4. SIGNIFICANT ACCOUNTING POLICIES (Con't)
4.9 Property Plant and Equipment (Con't)

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	3 - 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.

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

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

4.17 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.

4. SIGNIFICANT ACCOUNTING POLICIES (Con't)**4.18 Income tax (Cont')**

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 Basic Earnings per share

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

4.20 Related Party Transactions

Related parties comprise 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.

4. SIGNIFICANT ACCOUNTING POLICIES (Con't)**4.21 Impairment (Con't)**

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 leaseWhere is the lessee

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

Where is the lessor

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

4.23 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. SIGNIFICANT ACCOUNTING POLICIES (Con't)**4.26 Fair value measurement**

Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction.

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.

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.-

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. SIGNIFICANT ACCOUNTING POLICIES (Con't)**4.27 Significant accounting judgments and estimates (Cont')****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.

4.27.5 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. SIGNIFICANT ACCOUNTING POLICIES (Con't)

4.27 Significant accounting judgments and estimates (Cont')

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 TRANSACTIONS

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	2018	2017
Mantra Assets Company Limited	1	Real estate for renting and service	Thai	99.99	99.99
Texas 121 Company Limited **	1	Energy and Alternative Energy	Thai	-	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	95.00	90.00
Accomplish Way Holdings Company Limited	2	Warehouse rental and services	Thai	99.99	99.99
M.I.S Media Company Limited	2	Structured billboard stand rental	Thai	99.99	99.99
Eastern Printing Public Company Limited	3	Printing business and investment in other company	Thai	39.69	38.40
Spring New Corporation Company Limited	4	Mass communication service	Thai	-	-

* In the first quarter of 2018, the Company has additionally acquired 5% of Boardway Media Co.,Ltd's shares from the existing shareholder. As a result, the percentage of shareholding in such subsidiary changed to 95% of its authorized and paid up share capital (See Note 12 to the financial statement).

** In the second quarter of 2018, Texas 121 Co., Ltd. has registered the liquidation as described in Condensed Note 12 to the interim financial statements resulting in writing - off such investment.

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

1. Subsidiary - direct
2. Subsidiary - indirect
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 2018, 5.24% - 6 % p.a. and In 2017, 2% - 6% p.a.
Rental of billboard advertising	Mutually agreed rate
Advertising expense	Mutually agreed rate
Interest expense	In 2017, 3% - 4.35% p.a.

5.1 The significant transactions with related parties as follows.-

	Unit : Thousand Baht			
	Consolidated		Separate	
	2018	2017	2018	2017
<u>Subsidiaries</u>				
Management fees income	-	-	8,400	6,800
Others income	-	-	8,463	7,592
Interest income	-	-	49,956	35,902
Dividends income	-	-	136,103	38,474
Interest expenses	-	-	-	324
<u>Associated company</u>				
Dividends income	-	-	42,228	20,933
<u>Related company</u>				
Proceeds from services	27,083	-	-	-
Sales promotion expenses	18,620	-	-	-

5. RELATED PARTIES TRANSACTIONS (Con't)

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

Management's benefit expenses

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

	Unit : Thousand Baht			
	Consolidated		Separate	
	2018	2017	2018	2017
Short - term benefits	50,380	45,313	16,111	14,151
Post - employment benefits	1,329	2,140	1,225	1,112
Total	51,709	47,450	17,336	15,263

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

	Unit : Thousand Baht			
	Consolidated		Separate	
	2018	2017	2018	2017
<u>Trade accounts receivable</u>				
Related company	4,478	-	-	-
<u>Other current receivable</u>				
Subsidiaries	-	-	43	76
<u>Other current payable</u>				
Subsidiaries	-	-	8	400
Related company	3,724	-	-	-
Total	3,724	-	8	400
<u>Other non - current liabilities</u>				
Subsidiaries	-	-	1,641	1,641

5. RELATED PARTIES TRANSACTIONS (Con't)

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

Short - term loans to subsidiaries

The movements of short - term loan to related company are as follows.-

	Unit : Thousand Baht			
	Separate			
	Movement during the year			As at Dec 31,
	As at Jan 1, 2018	Increase	Receipt	
Mantra Assets Company Limited	415,550	12,500	(8,900)	419,150
Boardway Media Company Limited	420,500	144,000	(56,200)	508,300
Aqua Ad Public Company Limited	-	70,000	(40,000)	30,000
Total	836,050	226,500	(105,100)	957,450

The abovementioned short - term loans were granted in respect of promissory notes without collateral charging interest at the rate of 5.24% to 6% per annum in 2018 and 2% to 6% per annum in 2017.

5.3 Other

1. The Company guaranteed loan facility of a subsidiary 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.
2. The Company has guaranteed credit facilities of two subsidiaries, (Aqua Ad Plc. and Boardway Media Co., Ltd.) totaling Baht 120 million (See Note 34 to the financial statements).
3. The Company has pledged common shares of the associate company (EPCO) as collateral for issuance of discounted bills of exchange. In 2018, the company dismiss pledge common shares. (See Note 19 to the financial statements).
3. The subsidiaries guaranteed each other loan facilities (See Note 34 to the financial statements).

6. CASH AND CASH EQUIVALENTS

Cash and cash equivalents consist of.-

	Unit : Thousand Baht			
	Consolidated		Separate	
	2018	2017	2018	2017
Cash	158	157	17	19
Deposits at banks - Savings	28,484	52,870	13,851	9,684
- Current	15,770	213,521	357	185,538
Post dated cheques	(525)	-	-	-
Total	43,887	266,548	14,255	195,241

7. TEMPORARY INVESTMENTS - NET

Temporary investments consist of.-

	Unit : Thousand Baht			
	Consolidated		Separate	
	2018	2017	2018	2017
Fixed deposit - 12 months	-	200	-	-
Investment in trading securities	4	4	4	4
<u>Less</u> Allowance for revaluation	(3)	(3)	(3)	(3)
Investment in trading securities - net	1	1	1	1
Net	1	201	1	1

8. TRADE ACCOUNTS AND OTHER CURRENT RECEIVABLE - NET

Trade accounts and other current receivable consist of.-

	Unit : Thousand Baht			
	Consolidated		Separate	
	2018	2017	2018	2017
<u>Trade accounts receivable</u>				
Other companies	200,860	164,407	-	-
Related company	4,478	-	-	-
Trade accounts receivable	205,338	164,407	-	-
<u>Other current receivable</u>				
Prepaid rental	110,498	82,056	-	-
Prepaid expense	13,264	8,004	1,734	532
Advance payments	3,436	5,292	43	76
Deposits	485	12,344	3	190
Accrued interest	82	47	-	32
Others	4,547	2,117	-	-
Total other current receivable	132,312	109,860	1,780	830
Total trade accounts and other current receivable - net	337,650	274,267	1,780	830

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

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

	Unit : Thousand Baht			
	Consolidated		Separate	
	2018	2017	2018	2017
Accounts receivable not yet due	186,199	139,500	-	-
Accounts receivable over due :				
Under or equal to 3 months	8,584	18,038	-	-
Over 3 months to 6 months	4,395	5,699	-	-
Past due 7 - 12 month	6,160	1,170	-	-
Total	205,338	164,407	-	-

Allowance for doubtful accounts consist of.-

	Unit : Thousand Baht			
	Consolidated		Separate	
	2018	2017	2018	2017
Beginning balance for the year	-	610	-	-
Increase from business combination	-	30	-	-
<u>Add</u> Increase during year	20	848	-	-
<u>Less</u> Reversal during year	(20)	(1,488)	-	-
Ending balance for the year	-	-	-	-

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

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

	Unit : Thousand Baht					
	Consolidated and Separate					
	Portion due over					
	Current - portion		one year		Total	
	2018	2017	2018	2017	2018	2017
Hire - purchase and finance lease contract receivables						
Finance lease contract receivables	2,979	2,999	-	-	2,979	2,999
<u>Less</u> Unearned interest income	(223)	(223)	-	-	(223)	(223)
Total	2,756	2,776	-	-	2,756	2,776
<u>Less</u> Allowance for doubtful accounts	(2,756)	(2,776)	-	-	(2,756)	(2,776)
Net	-	-	-	-	-	-

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

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

	Unit : Thousand Baht						
	Consolidated and Separate						
	Accounts receivable		Percentage of allowance for doubtful accounts	Allowance for doubtful accounts		Net	
	2018	2017		2018	2017	2018	2017
Hire - purchase and finance lease contract receivables							
Accounts receivable not yet due	-	-	1	-	-	-	-
Accounts receivable over due:							
Overdue							
1 - 2 month	-	-	2	-	-	-	-
3 - 6 month	-	-	25	-	-	-	-
7 - 12 month	-	-	50	-	-	-	-
Over 12 month	2,756	2,776	100	(2,756)	(2,776)	-	-
Total	2,756	2,776		(2,756)	(2,776)	-	-

Allowance for doubtful accounts consist of.-

Unit : Thousand Baht						
Consolidated			Separate			
2018			2017			
2018			2017			
Beginning balance for the year			2,776	3,429	2,776	3,184
Add	Increase for the year		-	84	-	84
Less	Doubtful account (reversal)		(20)	(492)	(20)	(492)
	Bad debt written - off		-	(245)	-	-
Ending balance for the year			2,756	2,776	2,756	2,776

10. DEPOSITS AT FINANCIAL INSTITUTIONS HELD ON COLLATERAL

Deposits at financial institutions held on collateral consist of.-

Type of deposits	Interest Rate (% per annum)	Collateral for	Unit : Thousand Baht			
			Consolidated		Separate	
			2018	2017	2018	2017
12 months fixed deposits	0.90	Credit facilities	9,097	13,829	97	97

The Company and its subsidiaries had pledged fix deposits at bank as collaterals for the letters of guarantee issued by the bank and secure a loan from a bank.

11. INVESTMENTS IN ASSOCIATED COMPANY

Investments in associated company consist of.-

Company	Type of business	Paid – up share capital		Percentage of holdings (%)	
		As at December 31,		As at December 31,	
		2018	2017	2018	2017
Associated company					
Eastern Printer Public Company Limited	Printing business and investment in solar power energy business	921,573	836,031	39.69	38.40

Investment in associates are consolidated and separate financial statements consist of.-

Company	Unit : Thousand Baht							
	Consolidated and Seperate							
	Cost Method		Equity Method		Dividends received		Share of profit	
	As at December 31,		As at December 31,		As at December 31,		As at December 31,	
	2018	2017	2018	2017	2018	2017	2018	2017
Eastern Printing Public Company Limiter	767,953	612,763	984,666	756,384	42,228	20,933	136,047	79,559

- In 2018, the Company has additionally acquired common shares of Eastern Printing Public Company Limited as follows.-

	Common share	Per Share	Unit : Thousand Baht	Percent of holding (%)
Quarter 1	3,788,900	5.24	19,857	38.85
Quarter 4	40,604,276	3.30	133,994	39.65
	372,800	2.63	980	39.69
Total	44,765,976		154,831	

11. INVESTMENTS IN ASSOCIATED COMPANY (Con't)

2. In 2018, the Company received warrants representing the right to purchase common shares (EPCO.W3) of Eastery Printing Plc., amount 40,604,276 unit at the ratio of 1 existing common shares to 1 unit of warrant at the price of Baht 5 per share. The exercise right was valid for 2 year from the issued date of warrants on December 17, 2018. The first exercise day is January 31, 2019 and the last exercise date is December 16, 2019. However, as at December 31, 2018, the Company has not yet exercise its right to purchase common shares.
3. In 2018, the Company has pledged 25.94% of common shares of associate company held by the Company as collateral of the insurance of bills of exchange (See Note 22 to the financial statements).
4. In 2017, the Company has pledged 0.56% of common shares of associated company held by the Company as collateral for the insurance of bills of exchange and in the first quarter of 2018, the Company has fully paid for the discounted bill of exchange and redeemed the common shares pledged as collateral (See Note 19 to the financial statements).

12. INVESTMENTS IN SUBSIDIARIES - NET

Investment in subsidiaries consist of.-

	Unit : Thounsand Baht							
					Seperate			
	Paid-up share capital		Percentage of holding (%)		Cost Method		Dividends received	
	As at December 31,		As at December 31,		As at December 31,		As at December 31,	
	2018	2017	2018	2017	2018	2017	2018	2017
Subsidiaries								
Mantra Asset Company Limited	10,000	10,000	99.99	99.99	808	808	20,000	-
Aqua Ad Public Company Limited	404,431	404,431	99.99	99.99	483,227	483,227	111,218	30,332
Thai Consumer Distribution								
Centre Company Limited	169,400	169,400	96.13	96.13	778,243	778,243	4,885	8,142
Boardway Media Company Limited *	98.00	98,000	95.00	90.00	651,728	615,599	-	-
Texas 121 Company Limited **	-	1,000	-	99.99	-	1,000	-	-
Total					1,914,006	1,878,877	136,103	38,474
<u>Less</u> Allowance for impairment of investment					-	(873)	-	-
Investments in subsidiaries - net					1,914,006	1,878,004	136,103	38,474

12. INVESTMENTS IN SUBSIDIARIES - NET (Con't)

Movement of investment in subsidiaries for the year ended December 31, 2018 are as follows.-

	Unit : Thousand Baht
	Separate
	Cost Method
Balance as at January 1, 2018	1,878,877
<u>Add</u> Acquisition of investment in subsidiary	36,129
<u>Less</u> Liquidated subsidiaries	(1,000)
Balance as at December 31, 2018	1,914,006

- * In the first quarter of 2018, the Company has additionally acquired additional 49,000 shares of Boardway Media Co., Ltd. from its existing shareholder in accordance with the right to sell shares agreement dated February 21, 2017 at Baht 737.3126 per share totaling Baht 36.13 million. After the acquisition, the percentage of shareholding in such subsidiary has changed to 95% of its authorized and paid up share capital. The Company has fully paid for the acquired shares on January 31, 2018. From the acquisition, there was a difference between the fair value of the identifiable assets acquired and liabilities assumed and the acquired price amounting Baht 5.33 million included in "Surplus from business combination under common control" in the statement of change in shareholders' equity.
- ** 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. The Company therefore, provided allowance for impairment loss on investment in such subsidiary in the first quarter of 2018 at full of Baht 0.13 million. However, in the second quarter of 2018, the Company has written off such investment of Baht 1 million and recognized loss from investment written - off and reverse allowance from impairment loss by the same amount in the statement of comprehensive income.

12.2 Goodwill are as follows:

	Unit : Thousand Baht	
	Consolidate	
	2018	2019
Opening Balance	385,923	35,964
Additional of the year	-	349,959
Ending balance	385,923	385,923

For the purpose of impairment testing of investments in subsidiaries, if any such indication exists, the Company determined the recoverable amount based on its value in use, determined by discounting the future cash flows to be generated from the continuing operations of each subsidiary by reference to 5 years of financial budgeted forecasts.

12. INVESTMENTS IN SUBSIDIARIES – NET (Con't)

12.2 Goodwill are as follows: (Con't)

The assigned assumptions were from the management's assessment by considering the market demand and the future trends in the relevant industries and were based on historical data from external and internal sources. The key assumptions used in the estimation of the recoverable amount were revenue growth, gross profit margins, overhead growth and terminal growth rate applied to the forecasted cash flows in the model using discount rate 8%. The management's assessment of the "value in use" is judgmental in nature because its forecasted results is based on current economic situation while future economic outcomes is uncertain

13. OTHER LONG - TERM INVESTMENTS

Other long - term investments consist of:-

	Unit : Thousand Baht			
	Consolidated and Separate			
	Paid-up share capital	Percentage of holdings	Cost method	
			2018	2017
Aura Dream Co., Ltd.	500,000	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	
	2018	2017	2018	2017
Advanced payment for share subscription	-	50,000	-	21,700
<u>Less</u> Allowance for impairment of advanced payment for share subscription	-	(50,000)	-	(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.

In 2018, at the Executive committee's meeting of the Company No. 8/2018 held on November 19, 2018 and at the Executive Committee's meeting of the subsidiary No. 6/2018 held on November 13, 2018, it was approved to written - off allowance for impairment of advanced payment for share subscription of Parking Management Company Limited (PKM) of Baht 50 million in the consolidated financial statements and Baht 21.70 million in the separate financial statement.

15. INVESTMENT PROPERTY

Investment property of the subsidiaries are as follows.-

	Unit : Thousand Baht	
	Consolidated	
	2018	2017
a) Land, building, electricity system and other facilities for lease and service	3,853,043	3,837,929
b) Land received from debt settlement	3,000	3,000
Total	3,856,043	3,840,929

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

	Unit : Thousand Baht	
	Consolidated	
	2018	2017
Fair value		
Beginning as at January 1, 2018	3,837,929	3,083,007
<u>Add</u> Additional during the year	99	-
Transferred in construction in progress	-	461,686
Gain (loss) from change in fair value	15,015	293,236
Balance as at December 31, 2018	3,853,043	3,837,929

The fair value of the investment property of the subsidiaries and indirect subsidiaries as at December 31, 2018 was valued by an independent appraiser who is a professional expert and has experience in the location and type of appraised investment property using income approach method reporting dated December 18, 2018 and January 5, 2019, respectively

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

	Unit : Thousand Baht	
	Consolidated	
	2018	2017
Fair Value		
Balance as at January 1, 2018		3,000
Profit (loss) from changes in fair value		-
Balance as at December 31, 2018		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.

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	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
Disposal and write off during the year	-	-	-	(949)	-	-	(1,919)	-	(27,416)	(30,284)
Transfer in and Transfer out	-	-	-	-	-	-	65,280	10,950	(96,777)	(20,547)
Increase from business combination	-	-	-	2,999	980	-	566,966	-	6,708	577,653
Provision for decommissioning cost	-	-	-	-	-	-	9,663	-	-	9,663
As at December 31, 2017	56,232	33,113	12,941	21,106	4,012	9,041	1,263,036	43,150	136,719	1,579,350
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
Disposal and transfer out during the year	-	-	-	(466)	-	-	(16,029)	-	-	(16,495)
Increase from business combination	-	-	-	955	455	-	63,885	-	-	65,295
As at December 31, 2017	-	15,611	12,316	17,717	2,254	1,507	448,060	2,485	-	499,950
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

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

	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, 2018	56,232	33,113	12,941	21,106	4,012	9,041	1,263,036	43,150	136,719	1,579,350
Acquisition during the year	-	-	55	1,321	-	-	9,489	20,107	204,553	235,525
Disposal and write off during the year	-	-	-	(565)	(1,207)	-	(18,522)	-	(17,704)	(37,998)
Transfer in and transfer out	-	-	-	-	-	-	267,527	-	(288,096)	(20,569)
Transfers to expenses	-	-	-	-	-	-	-	-	(3,575)	(3,575)
Provision for decommissioning cost	-	-	-	-	-	-	1,071	-	-	1,071
As at December 31, 2018	56,232	33,113	12,996	21,862	2,805	9,041	1,522,601	63,257	31,897	1,753,804
Accumulated depreciation										
As at January 1, 2018	-	15,611	12,316	17,717	2,254	1,507	448,060	2,485	-	499,950
Depreciation for the year	-	1,403	299	1,259	467	1,085	121,480	7,210	-	133,203
Disposal and write off during the year	-	-	-	(565)	(728)	-	(17,828)	-	-	(19,121)
Transfer out	-	-	-	-	-	-	(20,569)	-	-	(20,569)
As at December 31, 2018	-	17,014	12,615	18,411	1,993	2,592	531,143	9,695	-	593,463
Provision for impairment										
As at January 1, 2018	-	-	-	-	-	-	8,499	-	-	8,499
Allowance for impairment (reversed)	-	-	-	-	-	-	(4,621)	-	-	(4,621)
As at December 31, 2018	-	-	-	-	-	-	3,878	-	-	3,878
Net Book Value										
As at January 1, 2018	56,232	17,502	625	3,389	1,758	7,534	806,477	40,665	136,719	1,070,901
As at December 31, 2018	56,232	16,099	381	3,451	812	6,449	987,580	53,562	31,897	1,156,463
Depreciation for the year end December 31, consist of.-									2018	2017
Cost of services									128,690	103,938
Administrative expenses									4,513	4,308
Total									133,203	108,246

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

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

	Unit : Thousand Baht				
	Separate				Total
	Building and Condominium	Building improvements	Furniture, fixtures and Equipment	Vehicles under long-term lease agreements	
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	5,690	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

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 agreements	Total
Cost					
As at January 1, 2018	38,000	11,644	7,465	5,690	62,799
Acquisition during the year	-	55	134	-	189
Write off during the year	-	-	(373)	-	(373)
As at December 31, 2018	38,000	11,699	7,226	5,690	62,615
Accumulated depreciation					
As at January 1, 2018	22,646	11,017	7,150	971	41,784
Depreciation for the year	1,647	300	166	683	2,796
Write off during the year	-	-	(373)	-	(373)
As at December 31, 2018	24,293	11,317	6,943	1,654	44,207
Net Book Value					
As at January 1, 2018	15,354	627	315	4,719	21,015
As at December 31, 2018	13,707	382	283	4,036	18,408
Depreciation for the year end December 31, consist of.-				2018	2017
Administrative expenses				2,796	2,858

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

- 16.1 As at December 31, 2018 and 2017, land and property of the Company and its subsidiaries at cost amounting to Baht 68.31 million and carrying amount of Baht 40.86 million and Baht 41.66 million, respectively in the consolidated financial statements and at cost amounting to Baht 38 million and carrying amount of Baht 13.71 million and Baht 15.35 million, respectively in the separate financial statements have been mortgage as collaterals for loan facilities of a bank (See Note 34 to the financial statements)
- 16.2 As at December 31, 2018 and 2017, part of vehicles at cost amounting to Baht 10.02 million in the consolidated financial statements and Baht 5.69 million in the separated financial statements and carrying amount to Baht 6.53 million and Baht 7.86 million, respectively in the consolidated financial statements and Baht 4.04 million and Baht 4.72 million, respectively in the separated financial statements were assets under the hire - purchase as described in Note 23 to the financial statements.

17. DEFERRED TAX ASSETS AND LIABILITIES

- 17.1 Deferred tax assets and liabilities are as follows.-

	Unit : Thousand Baht			
	Consolidated		Separate	
	2018	2017	2018	2017
Deferred tax assets	65,484	58,792	41,583	40,304
Deferred tax liabilities	(451,565)	(427,796)	-	-
Net	(386,081)	(369,004)	41,583	40,304

- 17.2 Movements in deferred tax assets and liabilities during the period were as follows.-

	Unit : Thousand Baht			
	Consolidated			
	(Changed) Credit for the years to			
	Other			
	As at Jan 1, 2018	Profit or loss	comprehensive income	As at Dec 31, 2018
<u>Deferred tax assets</u>				
Trade accounts and other current receivable	(2,465)	(913)	-	(3,378)
Hire - purchase contract receivable	555	(4)	-	551
Advance payment for share subscription	10,000	(10,000)	-	-
Investments in subsidiary	175	(175)	-	-
Provisions for employee benefits	2,411	680	-	3,091
Provision for decommissioning costs	6,652	2,519	-	9,171

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

17.2 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	Other			As at
Jan 1, 2018	Profit or loss	comprehensive	income	Dec 31, 2018
<u>Deferred tax assets (Con't)</u>				
Deposit for rental investments property	4,788	1,327	-	6,115
Unused tax loss benefit	36,676	13,258	-	49,934
Total	58,792	6,692	-	65,484
<u>Deferred tax liabilities</u>				
Plant and equipment	(15,377)	3,633	-	(11,744)
Fair value from business combination	(33,493)	2,500	-	(30,993)
Investment properties	(378,926)	(29,902)	-	(408,828)
Total	(427,796)	(23,769)	-	(451,565)
Net	(369,004)	(17,077)	-	(386,769)

Unit : Thousand Baht					
Consolidated					
(Changed) Credit for the year to					
As at	Increase from	Other compre-		As at	
Jan 1, 2017	business	Profit or loss	hensive	Dec 31, 2017	
	purchasing		income		
<u>Deferred tax assets</u>					
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
<u>Deferred tax liabilities</u>					
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)

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

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

	Unit : Thousand Baht			
	Separate			
	(Changed) Credit for the year to			
	As at	Other		As at
	Jan 1, 2018	Profit or loss	comprehensive income	Dec 31, 2018
<u>Deferred tax assets</u>				
Trade accounts and other current receivable	138	-	-	138
Hire - purchase contract receivable	556	(5)	-	551
Investments in subsidiary	175	(175)	-	-
Advance payment for share subscription	4,340	(4,340)	-	-
Provisions for employee benefits	652	281	-	933
Unused tax loss benefit	34,443	5,518	-	39,961
Total	40,304	1,279	-	41,583

	Unit : Thousand Baht			
	Separate			
	(Changed) Credit for the year to			
	As at		Other compre-	As at
	Jan 1, 2017	profit or loss	hensive income	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

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

17.3 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.

Details of the above – mention unrecognized tax losses carried forward are summarized as below :

	Unit : Thousand Baht			
	Consolidate		Separate	
	2018	2017	2018	2017
Year 2020	34,672	35,936	33,703	33,703
Year 2021	740	740	740	740
Year 2022	8,242	-	-	-
Year 2023	6,280	-	5,518	-
Total	49,934	36,676	33,961	34,443

17.4 Income tax (income) expenses for the year are as follows.-

17.4.1 Income tax recognized in profit or loss

	Unit : Thousand Baht			
	Consolidated		Separate	
	2018	2017	2018	2017
Current income tax				
Corporate income tax charge for the year	29,104	24,395	-	-
Deferred tax				
Deferred tax expense relating to the				
Original and reversal of temporary				
differences	17,077	91,325	(1,279)	2,718
Income tax (income) expenses	46,181	115,720	(1,279)	2,718

17.4.2 Reconciliation for effective tax rate

	Consolidated			
	2018		2017	
	Tax rate (%)	Tax amount (Thousand Baht)	Tax rate (%)	Tax amount (Thousand Baht)
Profit before income tax		308,154		523,192
Tax expense	20%	61,631	20%	104,638
Tax effect of expenses that are not deductible for tax purposes		(15,450)		11,082
Tax expense (effective rate)	14.99%	46,181	22.12%	115,720

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

17.4.2 Reconciliation for effective tax rate

	Separate			
	2018		2017	
	Tax rate (%)	Tax amount (Thousand Baht)	Tax rate (%)	Tax amount (Thousand Baht)
Profit before income tax		169,764		51,102
Tax expense	20	33,953	20	10,220
Tax effect of expenses that are not deductible for tax purposes		(35,232)		(7,502)
Tax expense (effective rate)	-	(1,279)	5.32	2,718

17.5 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 as disclosed in Note 4.18 to the financial statement.

18. BANK OVERDRAFT AND SHORT - TERM LOANS FROM FINANCIAL INSTITUTIONS

Bank overdraft and short - term loans from financial institutions, consist of.-

	Interest Rate (%)	Unit : Thousand Baht			
		Consolidated		Separate	
		2018	2017	2018	2017
Bank overdraft	7.12	1,274	-	-	-
Promissory notes	4.25	125,000	-	85,000	-
Total		126,274	-	85,000	-

As at December 31, 2018, the Company and subsidiaries had overdrafts and other credit facilities with a banks amounting of Baht 151 million in the consolidated and Baht 100 million in the separate financial statements. The above-mentioned credit facilities were secured by the collateral as described in Note 34 to the financial statements.

19. DISCOUNTED BILL OF EXCHANGE

As at December 31, 2017, the Company has issued one discounted bill 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 East Printing Public Company Limited (EPCO) value of 125% of the face values of bill of exchange as collateral of 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	
	2018	2017	2018	2017
<u>Trade accounts payable</u>				
Other companies	14,226	13,521	-	-
<u>Other current payables</u>				
Accrued expense	52,876	33,306	1,293	1,475
Accrued bonus	1,250	-	-	-
Advance received for advertising income	3,304	4,016	-	-
Advance income	2,116	18,763	30	30
Retentions	443	11,358	-	-
Assets payable	9,484	17,344	-	-
Other	4,976	4,298	8	400
Total	88,675	102,606	1,331	1,905

21. LONG - TERM LOANS FROM FINANCIAL INSTITUTION - NET

Long - term loans from financial institution consist of.-

	Unit : Thousand Baht			
	Consolidated		Separate	
	2018	2017	2018	2017
Beginning balance for the year	2,067,609	1,616,482	625,030	-
<u>Add</u> Increase during the year	-	700,000	-	700,000
Increase form business combination	-	27,963	-	-
<u>Less</u> Paid during the year	(377,006)	(276,836)	(199,920)	(74,970)
Total	1,690,603	2,067,609	425,110	625,030
<u>Less</u> Current portion	(382,194)	(383,582)	(199,920)	(199,920)
Net	1,308,409	1,684,027	225,190	425,110

21. LONG - TERM LOANS FROM FINANCIAL INSTITUTION - NET (Con't)

PARENT COMPANY

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.-

Facility line (Million Baht)	Loan balance		Interest rate (%)	Term of repayment
	As at Dec 31, 2018 (Million Baht)	Objective		
300	133.40	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	291.71	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	425.11			

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. (90% of its authorized and paid-up capital)
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.-

Facility line (Million Baht)	Loan balance		Interest rate (%)	Term of repayment
	As at Dec 31, 2018 (Million Baht)	Objective		
1,657	1,118.57	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)

The collaterals of the abovementioned loans are as follows.-

1. Mortgage of 18 plots of land with building on premises.
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.

INDIRECT SUBSIDIARY

Accomplish Way Holdings Company Limited

Indirect subsidiary had 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 Dec 31, 2018 (Million Baht)	Objective		
8	-	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	100.20	Warehouse construction	MLR - 2	Payments of principal and interest by monthly from August 2013, for a period of 121 months as stipulated in the loan agreement.
10	4.17	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	0.29	Payment of a life insurance premium	MLR - 2	Payments of principal and interest by monthly from April 2013, for a period of 78 months as stipulated in the loan agreement.
85	42.26	Warehouse construction	MLR - 2	Payments of principal and interest by monthly from June 2014, for a period of 100 months as stipulated in the loan agreement.
285	146.92			

21. LONG - TERM LOANS FROM FINANCIAL INSTITUTION - NET (Con't)

Accomplish Way Holdings Company Limited (Con't)

The collaterals of the abovementioned loans are as follows.-

1. Land with structure, land title deed No.33678, No.33679, situated in Tambon Klongjik Amphur Bang Pa In, Ayutthaya province.
2. Thai Consumer Distribution Centre Co., Ltd guaranteed the abovementioned loans.
3. The endorsement of insurance.
4. Reserving funds in "Debt Service" account by not less than Baht 9 million. (See Condensed Note 10 to the interim financial statement).

22. DEBENTURES

- 22.1 On November 28, 2018, the Company had issued unsecured, name registered and unsubordinated debentures without a debenture holders' representative debenture for the total number of 130,000 units, at the price of Baht 1,000 per unit totaling Baht 130 million. These debentures are 3 month debentures at the coupon rate of 5.50 per annum, due on February 28, 2019.
- 22.2 In 2018, the Company has pledged common shares of Eastern Printing Public Company Limited (EPCO) value of 200% of the face values of bills of exchange as collateral for the issuances debentures.
- 22.3 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.
- 22.4 On September 21, 2017, the Company had issued unsecured, name registered and unsubordinated debentures without a debenture holders' 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 And Separate	
	2018	2017
Beginning balance for the year	158,552	-
Debentures issued during the year	130,000	160,200
Debenture expenses	(100)	(1,920)
Amortization of debenture expenses	1,006	272
Total	289,458	158,552
<u>Less</u> Current portion	(289,458)	-
Net	-	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	
	2018	2017	2018	2017
Liabilities under hire - purchase contracts	2,498	4,546	1,851	3,020
<u>Less</u> Deferred interest	(81)	(233)	(68)	(176)
Liabilities under hire - purchase contracts	2,417	4,313	1,783	2,844
<u>Less</u> Current portion	(1,803)	(1,896)	(1,169)	(1,062)
Net	614	2,417	614	1,782

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 in the present value of the employee benefits obligations consist of.-

	Unit : Thousant Baht			
	Consolidate		Seperate	
	2018	2017	2018	2017
Employee benefit obligation as at January 1,				
Post - employee benefits :				
Legal severance payment play	12,057	7,984	3,256	2,002
Other long - term employee benefits	-	-	-	-
Total	12,057	7,984	3,256	2,002
Recognized in profit or loss for the year :				
Current service cost	3,102	3,754	1,316	1,203
Interest Cost	296	197	82	51
Total	3,398	2,951	1,398	1,254
Other				
Increase from business combination	-	1,122	-	-
Total	15,455	12,057	4,654	3,256

24. PROVISION FOR EMPLOYEE BENEFITS - NET

24.1 Movements of the postemployment provision for employee benefits consist of.-

	Unit : Thousant Baht			
	Consolidate		Seperate	
	2018	2017	2018	2017
Employee benefit obligation as at December 31,				
Post - employee benefits :				
Legal severance payment plan	15,455	12,057	4,654	3,256
Other long - term employee benefits	-	-	-	-
Total	15,455	12,057	4,654	3,256
Less Current portion	(1,558)	(507)	-	-
Employee benefit obligation as at December 31, Net	13,897	11,550	4,654	3,256

24.2 The expense is recognized in the following line items in the profit or loss.-

	Unit : Thousand Baht			
	Consolidated		Separate	
	2018	2017	2018	2017
Profit or loss				
Administrative expense	3,102	2,754	1,316	1,203
Interest expenses	296	197	82	51
Total	3,398	2,951	1,398	1,254

24.3 Principal actuarial assumptions of provision for employee benefit at the reporting date.-

	Consolidated	
	2018	2017
Discounted rate (%)	2.29 - 3.05	2.29 - 3.05
Salary increase rate (%)	3 - 4	3 - 4
Retirement age (year)	55 - 60	55 - 60
* 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)

24.3 Principal actuarial assumptions of provision for employee benefit at the reporting date.- (Cont')

	Separate	
	2018	2017
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)

24.4 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	
	2018	2017	2018	2017
Discount rate				
1% increase	(955)	(834)	(167)	(159)
1% decrease	1,099	958	180	172
Salary increase rate				
1% increase	1,254	961	222	168
1% decrease	(1,103)	(850)	(210)	(159)
Employee turnover rate				
1% increase	(1,023)	(896)	(181)	(173)
1% decrease	407	386	55	64

24.5 On 13 December 2018, The National Legislative Assembly passed a resolution approving the draft of a new Labour Protection Act, which is in the process being published in the Royal Gazette. The new Labour Protection Act stipulates additional legal severance pay rates for employees who have worked for an uninterrupted period of twenty years or more. Such employee are entitled to receive compensation at a rate of not less than that of the last 400 days which is increased from the current maximum rate of 300 days. This change is considered a post - employment benefits plan amendment and the Company and its subsidiaries have additional liabilities for employee benefits obligations as at December 31, 2018 of Baht 2.04 million in the consolidated financial statements and amounting to Baht 0.69 million in the separate financial statements.

The Company and its subsidiaries will reflect the effect of the change by recognizing past services costs as expenses in the comprehensive income statement of the year in which the law is effective.

24. PROVISION FOR EMPLOYEE BENEFITS – NET (Con't)

24.6 Amounts of defined benefit obligation for the current and previous four year are as follows.-

	Unit : Baht	
	Consolidated	Separate
Year 2018	15,455	4,654
Year 2017	12,057	3,256
Year 2016	7,984	2,002
Year 2015	5,634	1,653
Year 2014	4,465	1,264

25. OTHER NON - CURRENT LIABILITIES

Other non - current liabilities are as follows.-

	Unit : Thousand Baht			
	Consolidated		Separate	
	2018	2017	2018	2017
Rental Deposit	78,243	78,172	1,641	1,641
Retention	4,436	5,584	-	-
Provision for decommissioning costs	46,474	45,399	-	-
Advance receipts	46,206	52,571	-	-
Provision	5,342	5,721	-	-
Total	180,701	187,447	1,641	1,641

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	
	2018	2017	2018	2017
Advance receipts of proceeds from service of warehouse equipment	52,571	54,316	-	-
<u>Add</u> Advance receipt of proceeds from services	118	-	-	-
<u>Less</u> Recognized as income during the year	(6,483)	(1,745)	-	-
Total	46,206	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 repurchased must be resold within 3 years from such completion.

As at December 31, 2017, 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.

26.2 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, the Company had set aside the treasury shares reserve of Baht 66.39 million from its retained earnings.

27. 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.

As at December 31, 2018 and 2017, the Company reserve amounting to Baht 8.52 million and Baht 6.16 million respectively.

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.

28. DIVIDEND

Dividend consist of.-

2018

	Resolved by	Dividend from	Paid	Per share	Unit : million baht	
					Dividend	Legal reserve
Parent Company	Annual General Shareholders' Meeting for the year 2018 on April 20, 2018	Operating of the year 2017	May 15, 2018	0.01	45.07	2.42
	Annual General Shareholders' Meeting for the year 2018 of Thai Consumer Distribution Centre Company Limited on March 30, 2018	Operating of the year 2017	April 18, 2018	3.00	5.08	-
	Annual General Shareholders' Meeting for the year 2018 of Aqua Ad Public Company Limited on March 30, 2018	Operating of the year 2017	April 18, 2018	0.05	20.22	1.41
	Extraordinary General Meeting 1/2018 of Aqua Ad Public Company Limited on August 22, 2018	Retained earnings on December 31, 2017 and operation for six - month period ended June 30, 2018	August 24, 2018	0.2250	91.00	4.80
	Annual General Shareholders' Meeting for the year 2018 of Mantra Assets Company Limited on March 30, 2018	Operation of the year 2017	April 18, 2018	20.00	20.00	0.70
Indirect subsidiary	Annual General Shareholders' Meeting for the year 2018 of Accomplish way Holding Company Limited on March 30, 2018	Operation of year 2017	April 18, 2018	12.00	5.40	0.26

28. DIVIDEND

Dividend consist of.-

2017

					Unit : million baht	
	Resolved by	Dividend from	Paid	Per share	Dividend	Legal reserve
Parent Company	Annual General Shareholders' Meeting for the year 2017 April 25, 2017	Operation of the year 2016	May 24, 2017	0.01	45.07	3.74
Subsidiaries	Annual General Shareholders' Meeting for the year 2017 of Thai Consumer Distribution Centre Company Limiter on April 24, 2017	Operation of the year 2016	May 16, 2017	5.00	8.47	-
	Annual General Shareholders' Meeting for the year 2017 on April 24, 2017	Operation of the year 2016	May 16, 2017	0.075	30.33	2.19
Indirect subsidiaries	Annual General Shareholders' Meeting for the year 2017 of Accomplish Way Holding Company on April 24, 2017	Operation of the year 2016	May 11, 2017	20.00	9.00	1.26

29. 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 period as follows.-

	Consolidated		Separate	
	2018	2017	2018	2017
Profit attributable to equity holders of				
The parent company (basic)				
(Thousand baht)	390,876	486,580	171,044	48,384
Number of ordinary shares (Thousand share)	4,593,000	4,593,000	4,593,000	4,593,000
<u>Less</u> Treasury shares (Thousand share)	(86,039)	(86,039)	(86,039)	(86,039)
Weighted average number of common shares outstanding (basic)				
(Thousand share)	4,506,961	4,506,961	4,506,961	4,506,961
Earnings per share (basic) (Baht per share)	0.0867	0.1080	0.0380	0.0107

30. EXPENSES BY NATURE

Significant expenses classified by nature consist of.-

	Unit : Thousand Baht			
	Consolidated		Separate	
	2018	2017	2018	2017
Rental	209,218	203,848	586	550
Employees expenses	114,865	95,766	26,077	22,979
Depreciation	133,203	108,245	2,796	2,859
Commission	58,628	35,560	-	-
Service expense and cost of production	19,144	15,531	-	-
Bad debt and doubtful accounts (reversal)	(5,641)	(2,677)	(893)	464
Electric billboards fees	45,225	25,384	-	-
Premium billboards fees	11,087	10,301	125	139
Billboards tax	19,204	14,831	-	-
Professional fees	7,423	6,519	5,557	3,387
Fees	3,987	6,243	2,252	3,569
Repair	16,515	18,962	337	64
Loss from debt forgiving to subsidiaries	-	29,041	-	21,270
Loss from exchange rate - loan to subsidiaries	-	12,419	-	-
Financial cost	92,932	116,079	35,141	45,341

31. 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, 2018 and 2017, the Company and its subsidiaries contributed Baht 1.25 million and Baht 1.05 million in the consolidated financial statements and amounting to Baht 0.24 million and Baht 0.21 million in the separate financial statement respectively.

32. 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 segment. 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.

32. OPERATING SEGMENT INFORMATION (Con't)

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

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, 2018				
	Segment 1	Segment 2	Segment 3	Elimination	Total
Revenues	-	712,909	354,845	(72)	1,067,682
Operating profit					492,363
Unallocated income					17,432
Interest income					4,965
Gain on the disposal of investment	-	-	15,015	-	15,015
Depreciation	-	(121,480)	(7,210)	-	(128,690)
Share of profit on investment in associated company					136,047
Finance cost					(92,932)
Income tax					(46,181)
Income of non - controlling interest					(7,144)
Net profits attributable shareholders of the parent					390,875
<u>Assets of the segment</u>					
Investment in associate are accounted for by equity method					984,666
Allocated					
Billboard	-	1,019,477	53,562	-	1,073,039
Investment property	-	-	3,856,043	-	3,856,043
Unallocated					947,881
Total assets as at December 31, 2018					6,861,629

32. OPERATING SEGMENT INFORMATION (Con't)

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
Gain 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

33. 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:-

33.1 Accounting policies

The related accounting policies are disclosed in Note 4.25 to the financial statements.

33.2 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.

33.3 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.

33.4 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.

33. FINANCIAL INSTRUMENTS (Con't)

The Company and its subsidiaries had interest rate risk as follows.-

	Unit : Thousand baht						
	Consolidated (As at December 31, 2018)						
	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	14,856	-	-	27,958	1,073	43,887	0.50 - 1.30
Temporary investments		-	-	-	1	1	-
Trade accounts and other current receivables	10,000	-	-	-	327,650	337,650	8.00
Deposits at financial institution pledged as collaterals	-	-	-	9,097	-	9,097	0.90
Long-term investments	-	-	-	-	29,900	29,900	-
Financial liabilities							
Bank overdraft and short - term loans from financial institutions	-	-	-	126,274	-	126,274	MOR (7.12) MLR - 2 (4.25)
Trade accounts and other current payable	-	-	-	-	88,675	88,675	-
Long-term loan from financial institution	-	193,058	-	1,497,545	-	1,690,603	*
Debentures	289,458	-	-	-	-	289,458	5.25 - 5.50
Liabilities under lease contracts	1,804	614	-	-	-	2,418	**

* 4.125% p.a., MLR - 2% (4.25%) p.a. and MLR - 3% (3.25%) p.a.

** 2.39% p.a., 4.82% p.a., and 6.04% p.a.

	Unit : Thousand baht						
	Consolidated (As at December 31, 2017)						
	Fixed interest rates						
	Within1	1 - 5	Over 5	Floating	Non-interest		Interest rate
	year	years	years	Interest rate	bearing	Total	(% p.a.)
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	-	-	-	-	102,606	102,606	-
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.

33. FINANCIAL INSTRUMENTS (Con't)

Unit : Thousand baht							
Separate (As at December 31, 2018)							
	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	171	-	-	13,850	234	14,255	0.50 - 1.30
Temporary investments	-	-	-	-	1	1	-
Trade accounts and other current receivables	-	-	-	-	1,780	1,780	-
Short - term loans to related company	957,450	-	-	-	-	957,450	5.24 - 6
Deposits at financial institution pledged as collaterals	-	-	-	97	-	97	0.90
Long - term investments	-	-	-	-	29,900	29,900	-
Financial liabilities							
Bank overdraft and short - term loans from financial institutions	-	-	-	85,000	-	85,000	MLR - 2 (4.25)
Trade accounts and other current payable	-	-	-	-	1,331	1,331	-
Long - term loans from financial institution	-	-	-	425,110	-	425,110	MLR - 2 (4.25)
Debentures	289,458	-	-	-	-	289,458	5.25 - 5.50
Liabilities under lease contracts	1,169	614	-	-	-	1,783	2.39

Unit : Thousand baht							
Separate (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	-	-	-	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	29,900	-
Financial liabilities							
Bills Discounted	10,000	-	-	-	-	10,000	5.50
Trade accounts and other current payable	-	-	-	-	1,905	1,905	-
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

33. FINANCIAL INSTRUMENTS (Con't)

33.5 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 in-to 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.-

	2018	2017
Number of not approved billboard	164	150
At cost (million baht)	840.19	603.32
Carrying amount (million baht)	562.13	374.17
Advertisement income (million baht)	352.29	243.07
Percentage of total advertisement income	54.96	55.61
Effect of dismantlement of billboard structure (million baht)	(352.29)	(243.07)
Effect to total assets and shareholders equity of dismantlement of billboard structure (million baht)	(562.13)	(374.17)

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.

33.6 Currency risk

The Company and its subsidiaries have no foreign currency exchange rate risk, all material respect.

33.7 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.

33.8 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.

33. FINANCIAL INSTRUMENTS (Con't)

33.8 Fair value of financial instruments (Con't)

Methodology of fair value measurement depends upon characteristics of the financial instruments. For the financial instruments which are regarded as trade in an active market, fair value has been determined by the latest quoted market price. If however the appropriate quoted market price cannot be determined, the fair value is determined using an appropriate valuation technique.

Since the majority of the Company and subsidiaries' financial assets and liabilities are short-term in nature or bear floating interest rates, their fair value is not expected to be materially different from the amount presented in the statements of financial position.

34. CREDIT FACILITIES AND OBLIGATIONS

The Company and its subsidiaries had credit facilities and unutilized facilities with two commercial bank as follows.-

	Unit : Thousand baht			
	Consolidated		Separate	
	2018	2017	2018	2017
Bank over draft	11,000	11,000	-	-
Short - term loans	140,000	140,000	100,000	100,000
Bank guarantees	70,000	70,000	-	-
Total	221,000	221,000	100,000	100,000

The assets pledged as collaterals for credit facilities from financial institutions as at December 31, 2018 are as follows.-

The Company's 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. (90% of its authorized and paid-up capital)
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, No.98465 and No.1655 with structures of Aqua Ad Plc.
 2. Mortgage of title deeds No.126704 and No.126705 with structures of Boardway Media Co., Ltd.
 3. Aqua Ad Plc. and Boardway Media Co., Ltd. guaranteed each other loan facilities and the Company guaranteed as joint obligor.
 4. Thai Consumer Distribution Center Co., Ltd. guaranteed bank overdraft facility of a subsidiary of Baht 1 million.
- Under the loans agreement, the Company and its subsidiaries must comply with certain conditions and restrictions stipulated in the agreement.

35. COMMITMENT AND CONTINGENT LIABILITIES

As at December 31, 2018 and 2017, The Company and its subsidiaries have commitments and contingent liabilities as follow:

Contingent liabilities :

- 35.1 The Company has letter of guarantee issued by several banks mainly to secure contractual performance, electricity usage and others amounting to Baht 22.72 million (2017 : Baht 8.30 million) in the consolidated financial statements and of amounting to Baht 0.10 million in the separate financial statements.

Commitments of expenditure of addition, renewals and betterment :

- 35.2 The Company had future commitment in respect of construction agreement amounting to Baht 33.98 million (2017 : Baht 78.70 million) in the consolidated financial statements.

Commitments from operation:

- 35.3 The Company have entered into long-term lease agreements for vehicle and office supplies for the period of 3 years commencing from the agreement date as follows.-

	Unit : Thousand Baht	
	Consolidated	Separate
	2018	2018
Within 1 year	1,789	1,019
2 - 5 year	3,168	1,870
Total	4,957	2,889

- 35.4 The subsidiaries were in possession of commitments from land agreements for sites of structured billboard stands which were liable to make future payment under operating lease agreement as follows.-

	Unit : Thousand Baht	
	Consolidated	
	2018	2017
Within 1 year	107,555	99,202
2 - 5 years	181,263	192,138
After 5 years	27,343	33,011
Total	316,161	324,351

36. LAW SUIT

In 2018, the subsidiary (Boardway Media Co., Ltd.) was sued as co - defendant with several companies (11 defendants) to compensate for a loss of Baht 440 million whereby the plaintiff claimed that one of the subsidiary's billboard and many of others obscured the plaintiff's billboard. At present, the case was in judicial proceedings. However, the subsidiary denied any wrongdoing against the plaintiff as to the subsidiary has rented the billboard page from the previous owner and changed to digital billboard page. The management and the subsidiary's legal department believed that there shall not have any significant loss from the lawsuit, therefore, it did not make any provision in the financial statement.

37. CAPITAL MANAGEMENT

The primary objectives of the Company and its subsidiaries capital management are to maintain their ability to continue as a going concern and to maintain appropriate capital structures.

As at December 31, 2018 and 2017, debt-to-equity ratios in the consolidated financial statements were 0.69 : 1 and 0.78 : 1 respectively and in the separate financial statements were 0.28 : 1 and 0.29 : 1 respectively.

38. RECLASSIFICATION

The Company has reclassified certain accounts in the financial statements for the year ended December 31, 2017 have been reclassified to confirm to the current year's classification but with no effect to previously reported net income or shareholders' equity. The reclassifications are as follow.-

	Unit : Thousand Baht					
	Consolidated			Separate		
	Reclassified	Increase (decrease)	Previously report	Reclassified	Increase (decrease)	Previously report
Trade accounts and other						
current receivable - net	274,267	(1,717)	275,984	830	-	830
Other current assets	13,491	1,717	11,774	961	-	961
Trade accounts and other						
current payable - net	102,606	(4,234)	106,840	1,905	(110)	2,015
Other current liabilities	8,232	4,234	3,998	980	110	870

39. EVENTS AFTER REPORTING PERIODPARENT COMPANY

- 39.1 At the Board of Directors' Meeting No. 2/2019 held on February 28, 2019 it was resolved to propose to the shareholders to distribute dividend from the operating of the year 2018 at the rate of Baht 0.02 per share, totaling Baht 91.86 million and appropriate legal reserve amounting to Baht 8.52 million.

SUBSIDIARIES

- 39.2 At the Board of Directors' Meeting of Aqua Ad Public Company Limited No. 1/2019 held on February 27, 2019, it was resolved to distribute dividend from retained earnings and operating of the year 2018 at the rate of Baht 0.295 which paid interim dividend at the rate Baht 0.225 and paid dividend at the rate Baht 0.07 , totaling Baht 119.31 million and appropriated legal reserve amounting to Baht 6.29 million.
- 39.3 At the Board of Directors' Meeting of Boardway Media Company Limited No. 1/2019 held on February 27, 2019 it was resolved to distribute dividend from the operating of the year 2018 at the rate of Baht 20 per share, totaling Baht 19.60 million and appropriate legal reserve amounting to Baht 1.03 million.
- 39.4 At the Board of Directors' Meeting of Mantra Assets Company Limited No. 1/2019 held on February 27, 2019 it was resolved to distribute dividend from the operating of the year 2018 at the rate of Baht 20 per share, totaling Baht 20 million.
- 39.5 At the Board of Directors' Meeting of Thai Consumer Distribution Centre Company Limited No. 1/2019 held on February 27, 2019, it was resolved to distribute dividend from the operating of the year 2018 at the rate of Baht 2 per share, totaling Baht 3.39 million
- 39.6 At the Board of Directors' Meeting of Accomplish Way Holding Company Limited No. 1/2019 held on February 27, 2019, it was resolved to distribute dividend from the operating of the year 2018 at the rate of Baht 7 per share, totaling Baht 3.15 million.

40. APPROVAL OF FINANCIAL STATEMENTS

These financial statements have been approved by the Company's Board of Directors on February 28, 2019.

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ANNUAL REPORT 2018

รายงานประจำปี 2561



AQUA CORPORATION



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