

5C Policy

**Corporate
Governance**

Compliance

Commitment

Care

Competency





LONG LIVE THE KING

Content

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Board of Directors





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1. Mr. Sanan Eksangkul
Chairman of Board of Directors
2. Ms. Petcharat Eksangkul
Director
3. Mr. Sanit Eksangkul
Director
4. Mr. Wichai Eksangkul
Director
5. Ms. Sirinun Eksangkul
Director
6. Mrs. Pismai Boonyakiat
Independent Director / Chairman of Audit Committee
7. Mr. Vitien Nildum
Independent Director / Audit Committee
8. Mr. Jane Wong-isariyakul
Independent Director / Audit Committee
9. Ms. Thipawan Uthaisang
Independent Director / Audit Committee
10. Prof. Dr. Tharapong Vitidsant
Independent Director



Mr. Sanan Eksangkul
Chairman of the Board of Directors

Report of the Board of Directors

The past year was a very challenging year in regards to operating business due to the negative economic circumstances around the globe, as well as Thai economy had been slowly declined.

The company adapted its business operations in accordance with economic environment, by expanding its market in ASEAN, and developing products to ensure our competitiveness both in domestic and global markets. Moreover, an investment in the business engaging in power plant construction and management has been considered as a potential business alongside the renewable energy and clean technology, where there is a rising in demand from the industrial sector in the country. In this regard, the Board of Directors has considered and viewed that the investment shall be a good opportunity for the company and shareholders.

The company is fully committed to conducting and operating its businesses in a transparent as well as in equitable manner for all involved stakeholders, through strictly adhering to the principles of good corporate governance and anti-corruption together with being responsibility to society and the environment. As such, the company received “Honorable NACC Integrity Awards” from the Office of the National Anti-Corruption Commission, and the Thailand Energy Management 2016 Award from Department of Industry Promotion, Ministry of Industry, which the Energy Management Committee of the company laid down the company’s energy resources conservation policy, and dedicated to maximise the benefits generate from energy resources.

On behalf of the Board of Directors, we would like to thank all stakeholders who have been the vital driving forces for company’s growth and development. We sincerely hope and look forward to receiving your continued trust and confidence, which would enhance the company to achieve continuing successes in the future. Finally, I also would like to take this opportunity to wish all of you with happiness, good health, success in every steps of life.

Financial Overview

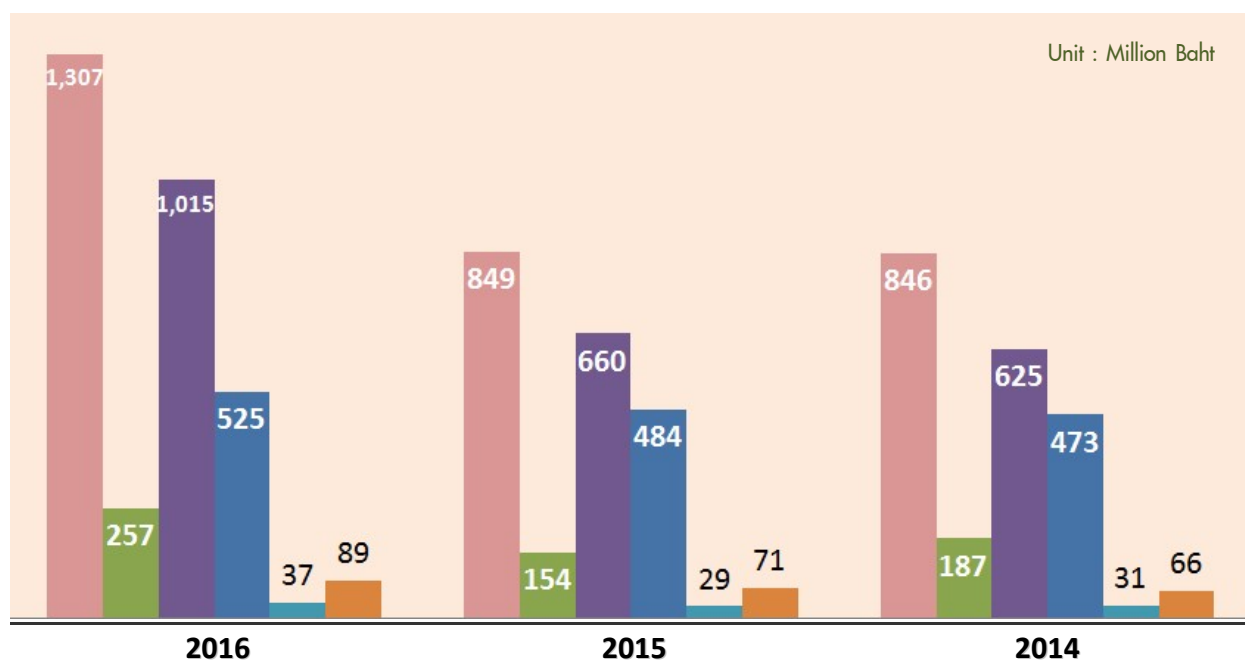
ข้อมูลสำคัญทางการเงิน

งบการเงินรวม	Consolidated	2559 2016	2558 2015	2557 2014
ฐานะทางการเงินและผลการดำเนินงาน (ล้านบาท)	Financial Position and Operating Result (million baht)			
สินทรัพย์รวม	Total Assets	1,307.18	848.70	845.73
หนี้สินรวม	Total Liabilities	257.00	153.71	186.81
ส่วนของผู้ถือหุ้นบริษัทใหญ่	Shareholder's equity of the parent	1,015.05	659.83	624.99
รายได้จากการขายและบริการ	Revenue from Sales and Services	520.30	465.19	452.11
รายได้รวม	Total Revenue	524.76	484.33	472.96
กำไรขั้นต้น	Gross Profit	232.40	222.45	217.18
กำไรสุทธิ	Net Profit	87.70	68.44	63.20
ข้อมูลต่อหุ้น (บาท)	Share Data (baht)			
มูลค่าที่ตราไว้	Par Value	1.00	1.00	1.00
กำไรสุทธิ	Net Earning	0.28	0.25	0.23
อัตราส่วนทางการเงิน	Financial Ratio			
ความสามารถในการทำกำไร (%)	Profitability Ratio (%)			
อัตรากำไรสุทธิ	Net Profit Margin	15.76	13.87	13.04
อัตราผลตอบแทนผู้ถือหุ้น	Return on Equity	10.58	11.09	10.62
สภาพคล่อง (เท่า)	Liquidity Ration (Times)			
อัตราส่วนสภาพคล่อง	Current Ratio	2.33	4.68	4.10
อัตราส่วนสภาพคล่องกระแสเงินสด	Liquidity of Cash Flow from Operation	1.82	0.49	0.78
ประสิทธิภาพในการดำเนินงาน (%)	Efficiency Ratio (%)			
อัตราผลตอบแทนจากสินทรัพย์	Return on Assets	9.62	8.90	9.60
อัตราผลตอบแทนจากสินทรัพย์ถาวร	Return on Fixed Assets	15.07	15.07	13.83
วิเคราะห์นโยบายทางการเงิน (เท่า)	Financial Policy Ratio (Times)			
อัตราส่วนหนี้สินต่อส่วนของผู้ถือหุ้น	Debt to Equity Ratio	0.25	0.23	0.30
อัตราส่วนความสามารถชำระดอกเบี้ย	Interest Coverage Ratio	29.92	24.10	23.78
อัตราการจ่ายเงินปันผล (%)	Payout Ratio (%)	26.45*	26.18	53.05

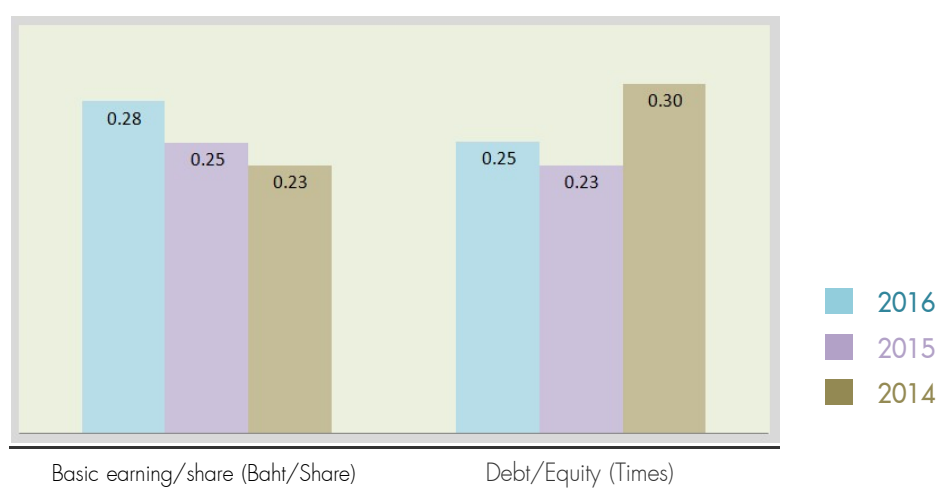
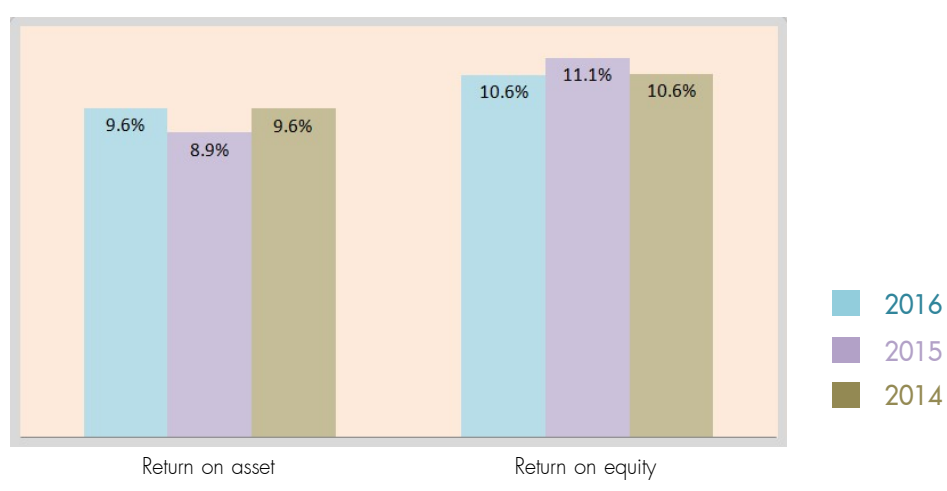
* ที่ประชุมคณะกรรมการบริษัทเมื่อวันที่ 24 กุมภาพันธ์ 2560 มีมติให้จ่ายเงินปันผลหุ้นละ 0.05 บาท และให้นำเสนอต่อที่ประชุมสามัญผู้ถือหุ้นซึ่งกำหนดให้จัดขึ้นในวันที่ 28 เมษายน 2560

* The Board of Directors dated February 24, 2017 resolved to set dividend payment rate at 0.05 baht per share, for further proposal to the shareholders' general meeting for approval on April 28, 2017

■ Total assets
 ■ Total debt
 ■ Shareholder's equity of the parent
 ■ Total revenue*
 ■ Share net profit in associate company
 ■ Parent shareholder's profit



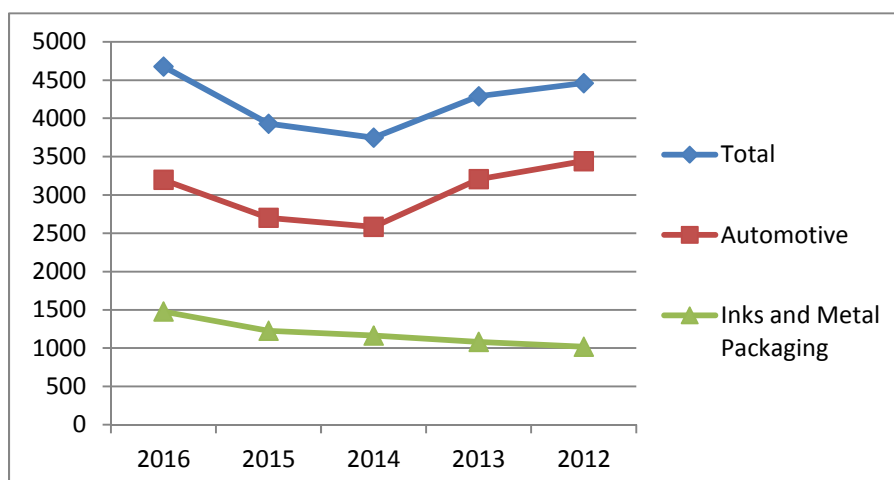
Remark: * Total revenue not include share of profit of associated company



Executive Summary

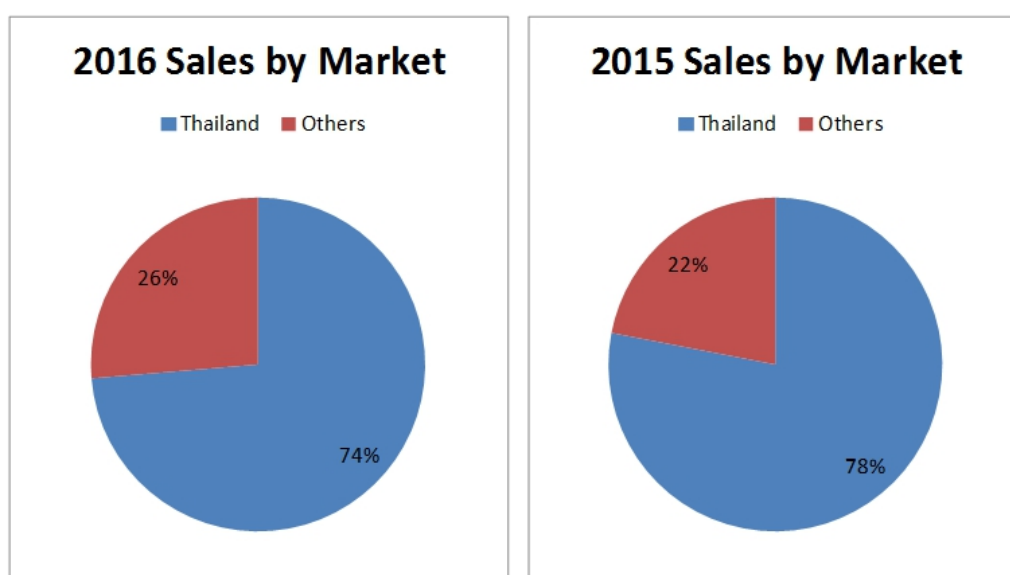
Sales volume in tonnes

Unit : Tonnes



In 2016, Eason recorded its sales volume of 4,676 tonnes; a growth of 19% from the previous year, as the graph above shows the amount of total sales in tonnes which consist of both automotive and non-automotive coatings since 2012. Automotive coatings grew by 496 tonnes or 18% to 3,198 tonnes from 2,702 tonnes, while non-automotive paints raised by 20% to 1,478 tonnes from 1,227 tonnes as the figure number 1 above demonstrates.

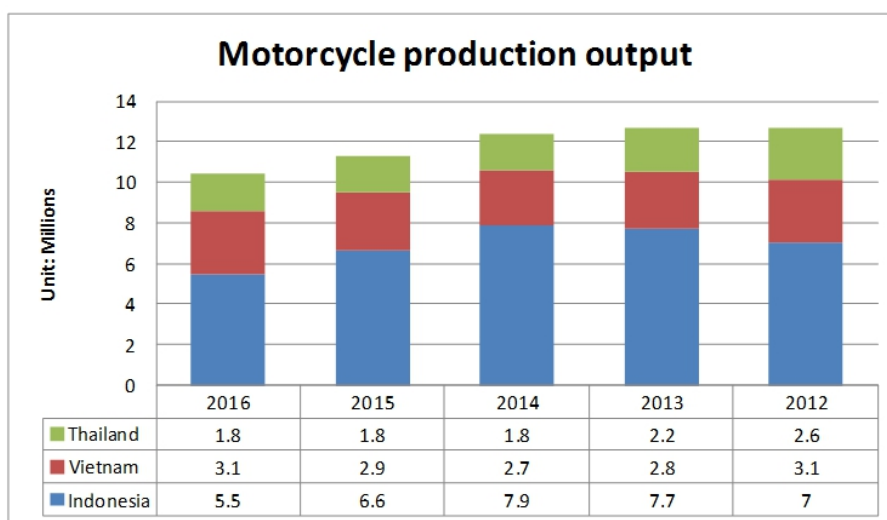
Sales based on market



The above pie charts demonstrate the proportion of sales based on market, as in 2016 the proportion of sales outside Thailand increased from 22% in 2015 to 26%; in line with the company's objective of having more exposure to non-domestic markets.

Automotive Coatings

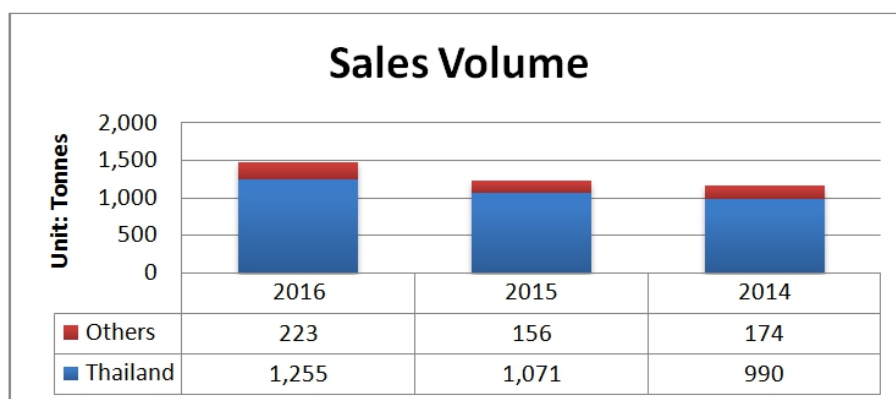
Number of Motorcycle Production



Eason is a toll manufacturer to BASF for motorcycle coatings in Thailand, Vietnam, and Indonesia where these 3 countries combine the production of around 10 Million units in 2016 slightly lower than the year before due to a 10% drop in Indonesia as they are the biggest in terms of market size in ASEAN, then Vietnam and Thailand respectively. An above chart shows the number of motorcycle production output in each country.

Inks and Metal packaging coatings

Sales volume of Inks and Metal packaging coatings



Eason manufactures inks and packaging coatings under its own brand and Sakata INX brand, such collaboration enable the company to expand beyond local market, as the chart below shows the sales volume in the past few years that both sales inside and outside local markets have grown from the year before.

Summary of the Company's products

Products		License	Brand
Packaging coatings	Company	Company's Know-how	Eason
Offset ink for metal for 3pc can	Company	Company's Know-how	Eason
Special offset ink for 2pc can and metal	INX	Manufacturer and distributor UV ink of INX	INX

Non – Coatings business

In 2016 Eason has diversified its investment into another business field by buying 20.95% share of Advance Power Conversion Company Limited (APCON) who is engaging in designing, constructing and operating of power plant for both government and private sectors, of which the first investment was 6.67% shares in the first quarter while the rest of 14.28% was made in December with the total investment of THB 387 M. As a result, APCON has become an associated company of Eason since the second investment where its performance would affect Eason's F/S from 2017 onwards. The company foresees the potential growth of APCON due to its specialisation and experience in the area where market demand is high and rising; such investment would enable Eason to strengthen its portfolio on the other hand reducing its exposure to one industry.

Company Securities and Shareholders

As of December 31, 2016, the company has registered capital at the value of 538,433,752 baht, dividend into ordinary shares amount 538,433,752 shares at par value of 1 baht, paid-up capital as the amount of 466,468,735 baht, and the reserved share amount 71,360,166 shares for exercising of warrants to purchase the newly issued ordinary shares of the company No. 2 (EASON-W2), the reserved share for stock dividend amount 338 shares, and for exercising of transferable subscription right (EASON-T1) amount 604,513 shares.

Top Ten major shareholders as of December 31, 2016

Item	Shareholder's name	The number of shares	Percentage
1	Eksang Holding Co., Ltd. and Eksangkul Group	166,691,024	35.73
2	Nijsiripat Group	66,669,590	14.29
3	Thai NVDR Co. Ltd.	25,662,816	5.50
4	Miki & Co. Ltd. (Japan)	14,892,500	3.19
5	Mrs. Jitraporn Tehchacharn	12,962,221	2.78
6	Dejkijvikrom Group	11,800,000	2.53
7	Anantawatchakorn Group	10,404,860	2.23
8	Chantaworasuth Group	6,944,400	1.49
9	Ms. Chotiros Attakornwarodom	5,000,000	1.07
10	Mrs. Niyada Piyapipat	4,100,000	0.88
Total 10 Major Shareholders		325,127,411	69.69
Total Shareholders		466,468,735	100.00

Shareholders proportion

As of December 31, 2016, shareholders proportion of the company by the Board of Committee, Management team and related persons, Institutional investors, Shareholders who hold more than 5%, and Free float under the corporate governance criteria for Thai listed company

No.	Shareholder categories	No. of Shareholders	No. of Shares	%
1	BOD, Management Team and related persons	10	166,721,520	35.74
2	Institutional investors	2	25,950,316	5.56
3	Shareholders who hold more than 5%	1	51,097,987	10.95
4	Free float	2,498	222,698,912	47.75
Total		2,511	466,468,735	100.00

Dividend Policy

The dividend of the company will be paid at the rate of 40%, or higher, of the net profit after tax deduction and after a certain amount of fund is reserved in accordance with the law. The dividend will be paid regularly unless it is considered that paying the dividend might affect the operation of the Company and the subsidiaries significantly, and the necessity to use fund occurs.

However, the dividend rate might not follow as mentioned with regarding a decision concerning paying dividend, which the company would take the following factors into consideration, such as the company's performance, cash flow status, business expansion, and other factors related to management of the Company and subsidiaries. The decision of paying dividend has to be approved by shareholders and/or Board of Directors.

Dividend payment from the operation of year 2013 - 2015

Eason Paint PCL.	2015	2014	2013
Net profit	80.07 million baht	64.67 million baht	87.57 million baht
No. of shares	285.89 million shares	285.89 million shares	285.89 million shares
Dividend per share	0.07333 baht	0.12 baht	0.16 baht
Total of dividend	20.96 million baht	34.31 million baht	45.74 million baht
Pay-out ratio (%)	26.18%	53.05%	52.25%

The Board of Directors resolved to set dividend payment rate for the operation of year 2016, the dividend will be paid to shareholders in cash at 0.05 baht per share, and the decision of paying dividend has to be approved by Annual General Shareholder Meeting which will be held on April 28, 2017.

Issuance of other securities

The Annual General Shareholders Meeting 2016 ("AGM") of the company dated on April 22, 2016 has passed the resolution of decrease the registered capital from 286,817,400 baht to 285,894,029 baht by cancelling the reserved share remained amount 923,371 shares for exercising of ESOP, amount 550,603 units and Right Offering warrant (EASON-W1) amount 372,756 units which have been expired since February 26, 2010 and April 26, 2011 respectively, at a par value of 1 baht per share.

Together with the resolution of increase of registered capital from 285,894,029 baht to not over 538,433,752 baht by issuing ordinary shares totaling not over 252,539,723 shares, at a par value of 1 baht per share, and allocate ordinary shares as follows;

- **Dividend stock**

The AGM 2016 has resolved that the allocation of dividends from the year 2015 to the company's shareholders, which is divided to 2 parts as set forth below;

- 1) Stock dividend : At the ratio of 30 existing ordinary shares per 1 stock dividend. Any remaining portion of existing ordinary shares will be subjected to cash dividend instead of stock dividend at the ratio of 0.03333 baht.
- 2) Cash dividend : At 0.04 baht per share.

The AGM 2016 has resolved that the issuance of ordinary share not over 9,529,800 shares to support dividend stock, which regarding 9,529,462 dividend stocks has been issued to the company's shareholders, at a par value of 1 baht per share and unissued shares are remained 338 shares. The registered capital has been increased from 285,894,029 baht to 295,423,491 baht as of May 17, 2016.

- **Transferable Subscription Right : TSR (EASON-T1)**

Refer to the resolution of the AGM 2016 has passed the issuance not over 147,711,914 units of Transferable Subscription Rights No.1 (EASON-T1) for the existing shareholders (Right offering) without a charge of payment at the ratio of 2 existing ordinary shares per 1 unit of TSR (any fraction of the warrants shall be discarded). The exercise ratio is 1 unit of TSR for 1 ordinary share with exercise price at 1.70 baht per share, at a par value of 1 baht per share.,

Regard to the said TSR, the company has issued 147,711,576 units of TSR to the company's shareholders, with trading period from October 3 – 14, 2016, and exercised date on November 18, 2016 which the number of exercised TSR were 147,107,401 units and converted to 147,107,401 shares, together with the unissued shares are remained 604,513 shares. The registered capital has been increased from 295,423,491 baht to 442,530,892 baht as of November 28, 2016. At current situation, EASON-T1 has already expired since November 19, 2016.

- **Warrants to purchase the newly Issued ordinary shares No. 2 : Warrant (EASON-W2)**

Refer to the resolution of the AGM 2016 has passed the issuance not over 95,298,009 units of warrants to purchase the newly Issued ordinary shares No. 2 (EASON-W2) for the existing shareholders (Right offering) without a charge of payment at the ratio of 3 existing ordinary shares per 1 unit of warrant (any fraction of the warrants shall be discarded). The exercise ratio is 1 unit of warrant for 1 ordinary share with exercise price at 1.70 baht per share, at a par value of 1 baht per share,

Since the issuance of EASON-T1 has impact on the EASON-W2. So, to ensure that the benefits of the warrants holders are not to be inferior to the original, the company has adjusted the exercised ratio to 1 unit of warrant for 1.307 ordinary shares and exercised price to 1.30 baht per share.

Regard to the said warrants, the company has issued 95,297,657 units of warrant to the company's shareholders, with trading date since June 3, 2016, and 3 times for exercised date during the life of warrants. The exercise period will be on the last business day of May and November as follows;

The 1st exercised date : November 30, 2016

The 2nd exercised date : May 31, 2017

The 3rd exercised date : November 30, 201 which will be the final exercise, and the warrants will complete the term of 1 year and 6 months.

In the 1st exercised date, the numbers of exercised warrant were 18,315,118 units which could be converted to 23,937,843 ordinary shares. The registered capital has been increased from 442,530,892 baht to 466,468,735 baht as of December 8, 2016. At current situation, the existing warrant remained amount 76,982,539 units which will be exercised in 2017.



Mrs. Pismai Boonyakiat
Chairman of The Nomination
and Remuneration Committee

Report of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee consists of 4 persons namely, Mrs. Pismai Boonyakiat as the Chairman, Mr. Vitien Nildum, Mr. Jane Wong-isariyakul and Ms. Thipawan Uthaisang, as members of the Committee with a 3-year term. The Board of Directors' meeting No.2/2016 dated February 26, 2016 appointed the committee to resume their position as the Nomination and Remuneration Committee for another term.

The Committee has determined the criteria and methods for nominating by considering basic qualifications and qualities that are in accordance with the strategy of the company's business operation. Moreover, the nominated persons must be the person with leadership, vision, morality, ethics, and transparent work experience as well as no characteristics as forbidden by laws and the Articles of Association of the company. The company has provided opportunity for shareholders to participate in nominating candidates to be appointed as company directors prior to the Annual General Meeting of shareholders. In 2016, none of the shareholders nominated any candidates to be considered as company directors, together with considered the Remuneration which is appropriate for their responsibilities.

In 2016, the Committee held the meeting to carry out duties as assigned by consideration the qualifications of 3 persons who had been nominated to serve as company directors replacing the directors who retired by rotation, which are Mr. Sanit Eksangkul, Ms. Sirinun Eksangkul and Mr. Vitien Nildum to resume their position for another term. Moreover, the Committee was to nominate Prof. Dr. Tharapong Vitidsant to become the new independent director which was proposed to the Annual General Shareholders Meeting 2016, and the Committee also has determined the remuneration policy for each committees and criteria for company directors. The Committee has performed its duties as assigned discreetly and reasonably.



Mr. Sanan Eksangkul
Chairman of The Executive Committee

Report of the Executive Committee

The Executive Committee acts as Management team which responsible for the overall of business operations as assigned by the Board of Directors in accordance with its scope of duties.

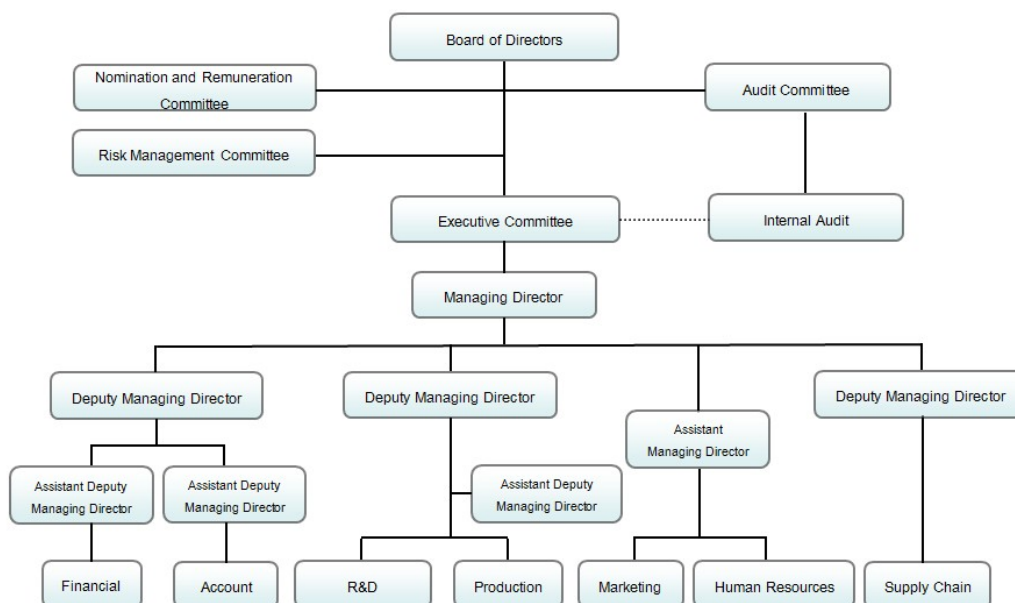
During 2016, the Executive Committee held 5 meetings, in order to discharge its duties, as summarized below;

1. Proposed the annual strategies, actions plans, and budget to the Board of Directors, as well as undertook its responsibilities to manage various business activities in accordance with the agreed policies and corporate objectives.
2. Approved the investment for developing production technology, information technology, together with enhancing capabilities of human resources so that prepare the company to compete in better manner.
3. Overseeing and ensuring that the financial reports are prepared for the external auditor to review and give their opinions before submit to the audit committee and the board of directors respectively.
4. Overseeing and ensuring that the business processes are reviewed by the internal audit before these reports are submitted to the audit committee and the board of directors respectively.
5. Monitoring overall activities of the company together with providing any required relevant suggestions and recommendations for the ongoing development of business activities to achieve further efficiency.
6. Considering any proposed connected transactions together with acquisitions or dispositions of assets, so that these transactions are undertaken in a reasonable manner, at the appropriate prices, and under the most appropriate terms and conditions for the best interests to the company and shareholders whereby any executive members having conflict of interests are not allowed to participate in deciding on such matter, before propose to the Audit Committee and the Board of Directors in case the total value of transaction is significant importance to the company.
7. Supporting and promoting staff to undertake the best practice, together with pushing the organization to achieve the quality standards recognition from both applicable local and international quality certification authorities.
8. Reviewing the scope of duties in order to appropriate the current situation, and serving as operating guidelines for compliance by both the management team and staff in a fully transparent and equitable manner so that they are still relevant in the business operating environment.

The Executive Committee is fully committed to manage the company's business to achieve its stated vision and mission, coupled with taking corporate social responsibility and environment to enable the company to continue growing on a sustainable basis.

Management Structure

Organization Structure As of December 31, 2016



Remark: The Company hires Phoomthai Audit Co., Ltd. as the Internal Audit

The Board of Directors and Sub-Committee

The Company has 5 directorate groups; Board of Directors, Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, and Executive Committee, and. Names of directors and position of each group are as follows:

No.	Name	Board of Directors	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee	Executive Committee
1.	Mr. Sanan Eksangkul	Chairman	-	-	-	Chairman
2.	Ms. Petcharat Eksangkul	Director	-	-	Chairman	Director
3.	Mr. Sanit Eksangkul	Director	-	-	-	Director
4.	Mr. Wichai Eksangkul	Director	-	-	Director	Director
5.	Ms. Sirinun Eksangkul	Director	-	-	-	Director
6.	Mrs. Pismai Boonyakiat	Independent	Chairman	Chairman	-	-
7.	Mr. Vitien Nildum	Independent	Director	Director	-	-
8.	Mr. Jane Wongissariyakul	Independent	Director	Director	-	-
9.	Ms. Thipawan Uthaisang	Independent	Director	Director	-	-
10.	Prof. Dr. Tharapong Vitidsant	Independent	-	-	-	-

Remark: Qualification standard for independent director and audit committee were in accordance with the provisions set forth in related announcement.

Board of Directors

As of December 31, 2016, directors in the Board of Directors are 5 executive directors and 5 non-executive directors (5 independent directors). They shall have a 3-year term which are listed as follows;

No.	Name	Position	No. of Term	Period	No. of Year
1.	Mr. Sanan Eksangkul	Chairman	4	2014 - 2016	12
2.	Ms. Petcharat Eksangkul	Director	5	2015 - 2017	12
3.	Mr. Sanit Eksangkul	Director	5	2013 - 2015	12
4.	Mr. Wichai Eksangkul	Director	5	2015 - 2017	12
5.	Ms. Sirinun Eksangkul	Director	5	2013 - 2015	12
6.	Mrs. Pismai Boonyakiat	Independent	4	2014 - 2016	12
7.	Mr. Vitien Nildum	Independent	5	2013 - 2015	12
8.	Mr. Jane Wongissariyakul	Independent	5	2015 - 2017	12
9.	Ms. Thipawan Uthaisang	Independent	4	2014 - 2016	12
10.	Prof. Dr. Tharapong Vitidsant	Independent	1	2016 - 2018	1

Shares holding of the Board of Director in 2016

No.	Name	No. of Shares			
		Dec 31, 2015	Changed	Dec 31, 2016	%
1.	Mr. Sanan Eksangkul	10,000	9,855	19,855	0.004
2.	Ms. Petcharat Eksangkul	5,044,000	(498,701)	4,545,299	0.974
3.	Mr. Sanit Eksangkul	1,670,000	918,499	2,588,499	0.555
4.	Mr. Wichai Eksangkul	4,620,000	(3,388,889)	1,231,111	0.264
	Spouse	54,678	(35,677)	19,001	0.004
5.	Ms. Sirinun Eksangkul	4,395,000	(3,610,664)	784,336	0.168
6.	Mrs. Pismai Boonyakiat	-	-	-	-
7.	Mr. Vitien Nildum	200,000	(200,000)	-	-
8.	Mr. Jane Wongissariyakul	-	-	-	-
9.	Ms. Thipawan Uthaisang	70,000	(39,504)	30,496	0.007
10.	Prof.Dr. Tharapong Vitidsant	-	-	-	-
Total		16,063,678	(6,845,081)	9,218,597	1.976

Authorized Directors

Two out of the following five authorized directors; Miss Petcharat Eksangkul, Mr. Sanit Eksangkul, Mr. Sanan Eksangkul, Mr. Wichai Eksangkul, and Miss Sirinan Eksangkul are approved to co-sign any documents with a company seal.

Controller The company does not has any controller who has the influence over the company's management policy, or its operations, in such manner deemed as significant

The Board of Directors' information as of December 31, 2016

Name/Position	Age (year)	Education	Shareholding Ordinary shares	Experience		
				Period	Position	Company
1. Mr. Sanan Eksangkul <i>Chairman of Board of Directors</i> <i>Chairman of Executive Committee</i> <i>Chief Executive Officer</i>	61	<ul style="list-style-type: none"> Bachelor of Arts (Literature) Fujen University, Taiwan Mini MBA Thammasat University Director Accreditation Program 31st 	19,855	2015 - Present 2009 - Present 2007 - Present 2002 - 2005	Director Director Chairman Advisor to Chairman	Eksang Holdings Co., Ltd. Bright Blue Water Corp. Eason Urai Paint Co., Ltd. The House of Representatives
2. Ms. Petcharat Eksangkul <i>Director</i> <i>Executive Committee</i> <i>Managing Director</i>	59	<ul style="list-style-type: none"> XMBA Thammasat University (X13) Bachelor of Science Chulalongkorn University Director Accreditation Program 31st Director Certificate Program 154th National Defense College (NDC) Program 49th Top Executive Program in Commerce and Trade (TEPCoT) Program 6th Capital Market Academy Program 18th National Security Management Program 7th, National Intelligence Agency 	4,545,299	2014 - Present 2007 - Present 2004 - Present 1996 - 2015 2008 - Present 2014 - Present 2006 - Present 2008 - 2011	Director Director Director Director Honorable Chairman President Academic Advisor President	Eason Far East Sdn. Bhd. Eason Urai Paint Co., Ltd. Eksang Holding Co., Ltd. N.O.F.(Thailand) Ltd. Chemical Industry Club The Federation of Thai Industries Chulalongkorn University Science Alumni Association Faculty of Science, Chulalongkorn University Thai Paint Manufacturer
3. Mr. Sanit Eksangkul <i>Director</i> <i>Executive Committee</i> <i>Deputy Managing Director</i>	58	<ul style="list-style-type: none"> BA, Ramkhamhaeng University Mini MBA Kasetsart University Director Accreditation Program 31st 	2,588,499	2016 - Present 2008 - Present 2007 - Present 2004 - Present 2009 - 2015 1996 - 2015	Director Director Director Director Director Director	Koi Te (Thailand) Co., Ltd. Eason Urai Paint Co., Ltd. Origin Eason Paint Co., Ltd. Eksang Holding Co., Ltd. Bright Blue Water Corp. N.O.F. (Thailand) Ltd.

Name/Position	Age (year)	Education	Shareholding Ordinary shares	Experience		
				Period	Position	Company
4. Mr. Wichai Eksangkul <i>Director</i> <i>Executive Committee</i> <i>Deputy Managing Director</i> Spouse's share holding	53	<ul style="list-style-type: none"> Master of Science Kasetsart University Bachelor of Science Kasetsart University Director Accreditation Program 31^s 	1,231,111 19,001	2013 - Present 2004 – Present 2009 - 2015 1996 - 2015	President Director Director Director	PT. Eason Indonesia Eksang Holding Co., Ltd. Bright Blue Water Corp. N.O.F.(Thailand) Ltd.
5. Ms. Sirinun Eksangkul <i>Director</i> <i>Executive Committee</i> <i>Assistant Managing Director</i>	52	<ul style="list-style-type: none"> BA, Ramkhamhaeng University Mini MBA Kasetsart University Director Accreditation Program 31st 	784,336	2004 – Present 1996 - 2015	Director Director	Eksang Holding Co., Ltd. N.O.F.(Thailand) Ltd.
6. Mrs. Pismai Boonyakiat <i>Independent Director</i> <i>Chairman of Audit Committee</i> <i>Chairman of the Nomination and Remuneration Committee</i>	71	<ul style="list-style-type: none"> Master of Commerce Thammasat University Bachelor of Accountancy Chulalongkorn University Director Accreditation Program 34th Director Certification Program 58th 	-	2005 - Present 2000 - Present 2000 - Present 1999 - 2000	Chairman of Audit Committee Associated Judge Chairman Director of Internal audit office	D-Con Public Company Limited Nonthaburee Juvenile and Family Court New Wave Institute and Consultant Bio File Co., Ltd.
7. Mr. Vitien Nildum <i>Independent Director</i> <i>Audit Committee</i> <i>Director of the Nomination and Remuneration Committee</i>	74	<ul style="list-style-type: none"> Bachelor of Science Chulalongkorn University Mini MBA Thammasat University Certificate of Industrial Engineering, EIT Director Accreditation Program 32th Role of Nomination and Governance Committee (RNG 5/2013) 	-	2009 - Present 2010 - Present 2010 - Present	Director Advisor Advisor	The Council of Science and Technology professional The Council of Scientist and Technology of Thailand The Thai Packaging Association
8. Mr. Jane Wong-isariyakul <i>Independent Director</i> <i>Audit Committee</i>	63	<ul style="list-style-type: none"> XMBA Thammasat University Bachelor of Science Chulalongkorn University 	-	1983 - Present 2012 - Present	Director/ Managing Director Director	Winner Group Enterprise PCL. Jamjuree Innovation Co., Ltd.

Name/Position	Age (year)	Education	Shareholding Ordinary shares	Experience		
				Period	Position	Company
<i>Director of the Nomination and Remuneration Committee</i>		• Bachelor of Business Beijing Language and Culture University		2011 - Present	Director	Jamjuree Testing Laboratory Ltd.
		• Capital Market Academy 23 rd		2008 – Present	Director	Jamjuree Innovation Products Co., Ltd.
		• Director Accreditation Program 31 st		2004 - 2014	Director	Spa Ovation (Thailand) Co., Ltd.
		• Role of Nomination and Governance Committee (RNG 5/2013)		2010 - 2013	President	CU Science Alumni Association
9. Ms. Thipawan Uthaisang <i>Independent Director</i> <i>Audit Committee</i> <i>Director of the Nomination and Remuneration Committee</i>	58	• XMBA Thammasat University	30,496	2015 - Present	Chairman of Audit Committee	Aira & Aiful PCL.
		• Bachelor of Accountancy Thammasat University		2013 - Present	Chairman of Audit Committee	Prodigy PCL.
		• Director Certification Program 29 th		2013 - Present	Audit Committee, Chairman of Remuneration Committee	Winner Group Enterprise PCL.
		• The College of Politics and Governance, The King Prajadhipok's Institute 9 th		2009 - Present	Audit Committee	Ladprao General Hospital PCL.
		• Capital Market Academy 8 th		2009 - 2015	Audit Committee	Pailin Booknet PCL.
		• National Defense College (NDC) Program 53 rd		2008 - Present	Managing Director	Papermate (Thailand) Co., Ltd.
		• Roll of the Compensation Committee (RCC 17/2013)				
10. Prof. Dr. Tharapong Vitidsant <i>Independent Director</i>	60	Doctorate of Science, Institute National Polytechnique, Toulouse, France	-		Chairman	Shun Thai Rubber Gloves Industry PCL.
		• Master of Chemical Engineering, Institute National e Polytechnique, Toulouse, France			Vice Rector	Chulalongkorn University
		• Master of Science, Chulalongkorn University			Executive Committee	Energy Research Institute, Chulalongkorn University
		• Bachelor of Science, Chulalongkorn University				

The number of companies served by each director

No.	Name	Company type	Company name
1.	Mr. Sanan Eksangkul	1 Listed Company	Eason Paint PCL
		1 Subsidiary Company	Eason Urai Paint Co., Ltd.
		2 Other Companies	1. Bright Blue Water Corporation Ltd. 2. Eksang Holdings Co., Ltd.
2.	Ms. Petcharat Eksangkul	1 Listed Company	Eason Paint PCL
		2 Subsidiary Companies	1. Eason Far East Sdn. Bhd. 2. Eason Urai Paint Co., Ltd.
		1 Other Companies	Eksang Holdings Co., Ltd.
3.	Mr. Sanit Eksangkul	1 Listed Company	Eason Paint PCL
		1 Subsidiary Company	Eason Urai Paint Co., Ltd.
		1 Joint Venture Company	Origin Eason Paint Co., Ltd.
		1 Other Company	Eksang Holdings Co., Ltd.
4.	Mr. Wichai Eksangkul	1 Listed Company	Eason Paint PCL
		1 Subsidiary Company	PT. Eason Indonesia
		1 Other Company	Eksang Holdings Co., Ltd.
5.	Ms. Sirinun Eksangkul	1 Listed Company	Eason Paint PCL
		1 Other Company	Eksang Holdings Co., Ltd.
6.	Mrs. Pismai Boonyakiat	2 Listed Companies	1. Eason Paint PCL 2. D-Con PCL
7.	Mr. Vitien Nildum	1 Listed Company	Eason Paint PCL
8.	Mr. Jane Wong- isariyakul	2 Listed Companies	1. Eason Paint PCL 2. Winner Group Enterprise PCL
		3 Other Companies	1. Jamjuree Innovation Co., Ltd. 2. Jamjuree Testing Laboratory Co., Ltd. 3. Jamjuree Innovation Product Co., Ltd.
9.	Ms. Thipawan Uthaisang	5 Listed Companies	1. Eason Paint PCL 2. Winner Group Enterprise PCL 3. Prodigy PCL 4. Ladprao General Hospital PCL 5. Aira & Aiful PCL
		1 Other Company	1. Papermate (Thailand) Co., Ltd.

In this regard, none of the company's directors serve as director more than 5 listed companies, and none of the company's director who is executive directors serve as director in other listed companies.

The Number of Directors' meeting

During 2016, the Board of Directors and other committees regularly held their meetings, whose attendance records by the director were summarized as follows;

No.	Name	Board of Directors	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee	Executive Committee
1.	Mr. Sanan Eksangkul	7/7	-	-	-	5/5
2.	Ms. Petcharat Eksangkul	7/7	-	-	3/3	5/5
3.	Mr. Sanit Eksangkul	7/7	-	-	-	5/5
4.	Mr. Wichai Eksangkul	7/7	-	-	3/3	5/5
5.	Ms. Sirinun Eksangkul	7/7	-	-	-	5/5
6.	Mrs. Pismai Boonyakiat	7/7	4/4	1/1	-	-
7.	Mr. Vitien Nildum *	4/7	2/4	1/1	-	-
8.	Mr. Jane Wongissariyakul	7/7	4/4	1/1	-	-
9.	Ms. Thipawan Uthaisang	7/7	4/4	1/1	-	-
10.	Prof. Dr.Tharapong Vitidsant **	4/7	-	-	-	-

Remark * Meeting leave due to health reasons

** New director, appointed by the AGM 2016 dated on April 22, 2016

In addition, during 2016, one meeting was held among independent directors only, without the attendance by management team, with full attendance by all the independent directors.

Remuneration criteria for the directors and management team

The Nomination and Remuneration Committee will set the budget and allocation criteria for the directors, on the comparative basis with other companies in the same business category, expansion in the company' business, business growth rate and operating result, together with refer to authority, duties and responsibility scope. Said solution would be forwarded to the Board of Directors meeting for their consideration prior to submitting to the shareholder meeting for the final approval.

As of the remuneration for management team would be required to follow the criteria set forth by the company, in term of comparative basis with other companies in the same business category, duties and responsibility scope as same as remuneration for the directors.

Structure of remuneration for company directors

The company has set the same remuneration structure for company directors, regardless of whether they also served as members of the management or not, as follows;

- Meeting allowance : paid to person attending the meeting
- Annual remuneration : paid to all directors, based on the consideration by the Nomination and Remuneration Committee

Unit : Baht per time	2016	2015	2014
1. Meeting allowance			
• Board of Directors (Chairman/Member)	15,000/10,000	15,000/10,000	15,000/10,000
• Audit Committee (Chairman/Member)	15,000/10,000	15,000/10,000	15,000/10,000
2. Annual remuneration			
• Board of Directors (Chairman/Member)	150,000/120,000	120,000/100,000	170,000/150,000
• Audit Committee	None	None	None

Remark: No remuneration for the Nomination and Remuneration Committee, Risk Management Committee, and Executive Committee

Remuneration of the Board of Directors in 2016

				Unit : Baht
No.	Name	Position	Amount	
1.	Mr. Sanan Eksangkul	Chairman of Executive Committees	255,000	
2.	Ms. Petcharat Eksangkul	Director	190,000	
3.	Mr. Sanit Eksangkul	Director	190,000	
4.	Mr. Wichai Eksangkul	Director	190,000	
5.	Ms. Sirinun Eksangkul	Director	190,000	
6.	Mrs.Pismai Boonyakiat	Chairman of Audit Committee/ Independent Director	250,000	
7.	Mr.Vitien Nildum	Audit Director/ Independent Director	180,000	
8.	Mr.Jane Wong-issariyakul	Audit Director/ Independent Director	230,000	
9.	Ms.Thipawan Uthaisang	Audit Director/ Independent Director	230,000	
10.	Prof. Dr. Tharapong Vitidsant	Independent Director	40,000	
Total			1,945,000	

Remark: According to the Annual General Meeting 2016 dated on April 22, 2016, the resolution of the meeting on the issue of remuneration of Company's directors in 2016 would total up no greater than 2.5 million baht

Total remuneration of Directors

Unit : Baht

Directors	2016	2015	2014
Meeting allowance	835,000	720,000	560,000
Annual remuneration	1,110,000	920,000	1,370,000
Total	1,945,000	1,640,000	1,930,000

Director's other remuneration

The company does not has the policy to provide any extra benefit to directors

Structure of remuneration for management team

The remuneration for the 5 executive directors and the 7 executives from department manager level and higher, altogether totaling 12 persons will be classified into salary and bonus (based on the company' operating result)

Management Team As of December 31, 2016, Management Team consisted of 12 persons as follows:

No.	Name	Position
1.	Mr. Sanan Eksangkul	Chief Executive Officer
2.	Ms. Petcharat Eksangkul	Managing Director
3.	Mr. Sanit Eksangkul	Deputy Managing Director
4.	Mr. Wichai Eksangkul	Deputy Managing Director
5.	Mr. Mum Annoppong	Deputy Managing Director
6.	Ms. Sirinun Eksangkul	Assistant Deputy Managing Director
7.	Mr. Nathapol Eksangkul	Assistant Managing Director
		Marketing Manager
		Act. Human Resource Manager
8.	Ms. Siriporn Choochird	Research and Development Manager
9.	Mrs. Wilaivan Mitrapanon	Supply Chain Manager
10.	Mr. Chayuth Sereerak	Accounting Manager
11.	Ms. Phanphimon Boonyapinyo	Financial Manager
12.	Mr. Jitti Eksangkul	Production Manager

Remuneration for management team

Unit : Baht

Remuneration	2016	2015	2014
Salary, Bonus and	(12 persons)	(13 persons)	(13 persons)
Provident Fund	28,578,402	31,513,215	25,895,876

Management team's other remuneration

The management team received the company's contribution to their provident fund.

Company Secretary

The Board of Directors resolved to appoint Mr. Saroch Chantadee, Manager of Office of Managing Director who passed the Company Secretary course from Thai Institute of Directors (IOD) on October 16 – 17, 2012, as the company secretary effective from August 8, 2008, to have the duties and responsibilities as specified in the Securities and Exchange Act, B.E. 2008, together with other duties assigned by the Board of Directors.

Duties and responsibilities of company secretary

1. To provide preliminary advice to the company directors on laws, regulations and articles of the company, and to monitor proper and regular compliance, as well as to report substantive changes to the directors.
2. To coordinate between the company directors and the management, to supervise and coordinate matters pertaining to the relevant laws and regulations, including proceedings to ensure compliance with resolutions of the Board of Directors.
3. To organize the Board of Directors' meeting and shareholders' meeting in accordance with laws, company articles and other directive.
4. To record minutes of the Board of Directors' meeting and shareholders' meeting as well as monitor compliance with resolutions of the meeting
5. To oversee the disclosure of information and file the relevant reports under the rules and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand.
6. To prepare and archive the following documents;
 - Company directors' register
 - Notice of the Board of Directors' meeting and minutes of the meeting
 - Notice of shareholders' meeting and minutes of the meeting
 - Annual registration statement (Form 56-1) and Annual Report (Form 56-2)
7. To maintain report of interest report filed by company directors or executives
8. To carry out other proceeding as prescribed by the Capital Market Supervisory Board

Employees

Total number of employees and total remuneration

	2016	2015	2014
Total employee at the end of December			
• Production (person)	107	103	114
• Support and administration (person)	93	92	84
Total remuneration (baht)	79,344,085	79,188,372	75,872,916

Human resource development

The company emphasizes on raising knowledge of employees. They will be developed on continual basis on knowledge for their duties, production and quality control, skill for purchasing, transportation, maintenance, accounting-financial, safety hygiene and environment by in-house and public training course in order to meet with the vision of organization and to prepare personal to be ready for the free trade in AEC.

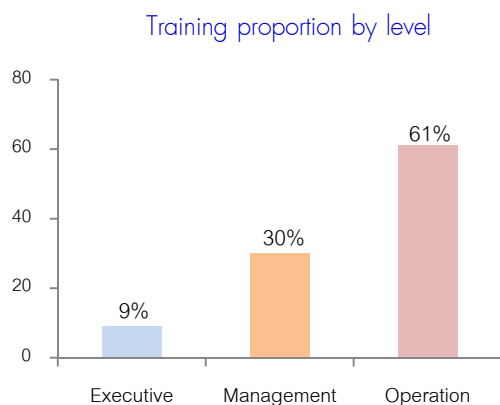
Executive level	Management level	Operation level
Lay out vision and business operation strategy in order to meet with the Board of Director's policy	Develop knowledge and management skill as well as create good team work to achieve the target	To gain knowledge and expertise on functions. Be aware about customer's need and their own team

In 2016, the company arranged training course follow the annual training plan, consists of courses in 6 fields;

1. **Course for management level** such as "The Supervisor", "Professional Action Plan for success" and "Professional Job Assignment", "Mini Master management Program" and "How to Develop a Risk Management Plan (HRP10/2016)"
2. **Production and Quality Control** such as "Traceability of Thermo-hygrometer by Sodium Chloride Solution", "Uncertainty of Measurement for Calibration Laboratory", "Simply Kaizen for Shop Floor" and "Material Requirements Planning and Capacity"
3. **Purchasing, Warehouse and Transportation Management** such as "How to apply KPI For Logistics Development", "Purchasing 2016 for Top Class Organization in Future", "Implementation of Thailand green freight" and "Purchasing & Inventory for Cost Saving"

4. **Human Resources Management** such as “Behavioral Evaluation : workshop” and “EQ-AQ-MQ for Self Development”
5. **Hygiene and Environment Management** such as “Carbon Label for Sustainable Living”, “The ASEAN Japan Chemical Safety Database”, “First Aid and Resuscitation” and “Labeling for Chemical in GHS system”
6. **Supporting Department** such as “SME’s Tax Trap For Single Account, Impact and Solving Solution”, “How to do the Single Account”, “Pneumatic System Maintenance”, “Financial Reporting Update 2016”, QAD enterprise application overview” and “Machine maintenance for more confidential” and “Handling and Managing Customer Complaints”

In 2016, total of 117 persons took the training course (calculated as 58% of all employees). The average number of training per person per year 9.39 hours, and each level is as follows;



Knowledge Management

The company focus on knowledge sharing management in organization, from obtaining the knowledge in to data server, access and using of information as well as pass on the knowledge to employees for increasing their working skills. Knowledge sharing data base will be center in gathering information from every department including knowledge, business, innovation and other knowledge for life and work.

Report of Audit Committee

The Audit Committee consists of 4 independent directors possessing the required qualifications specified by the Stock Exchange of Thailand and the Securities and Exchange Commission, namely Mrs. Pismai Boonyakiat as the Chairman, Mr. Vitien Nildum, Mr. Jane Wong-isariyakul and Ms. Thipawan Uthaisang as members of the Audit Committee.

During 2016, the Audit Committee fully discharged its duties and responsibilities as assigned by the Board of Directors, through holding 4 committee meetings, with the management team, the external auditor, in order to discuss various significant importance, which are summarized below;



Mrs. Pismai Boonyakiat
Chairman of Audit Committee

- *Review the financial statement* for the company and subsidiary companies for every quarter and the 2016 financial year, whereby the Audit Committee's opinion agreed that the financial statements of the company and subsidiary companies are correct and accurate, complete and credible as well as have been prepared in accordance with the required accounting standards and standards for financial disclosures.
- *Review the adequate of internal control system* together with effective anti-corruption measures and good corporate governance practices, also monitored other associated internal systems. As such, the Audit Committee's opinion agreed that the established internal controls system are both adequate and appropriate, and also ensured that the Internal Audit has acquired various working experiences, relevant knowledge appropriately sufficient to undertaking the required duties and responsibilities in an effective manner.
- *Proposed appointment of the external auditor* together with the audit fee, by considered the relevant knowledge, capabilities, experiences, and degree of independence in undertaking the assigned duties. As such, it was proposed to the Board of Directors then submit for approval by the Annual General Shareholders Meeting, to appointed Ms. Thanyaporn Tangthanopajai, or Mr. Thanawuth Piboonsawad or Ms. Wannisa Ngambuathong from Dharmniti Auditing Co., Ltd., to be the authorized external auditor of the company for the 2016 financial year with total audit fee of 0.78 million baht
- *Review of connected transactions* together with any transactions that involved a conflict of interests, whereby the Audit Committee's opinion agreed that the various transactions are normal business transactions, fully transparent, equitable and of maximum benefit for the company, as well as that relevant accurate information have been disclosed in a complete and adequate manner.
- *Review of risk management* that the company has in place systematic risk management procedures that are comprehensive and adequate for the company's business operations.

In summary, the Audit Committee has discharged its assigned duties and responsibilities in a comprehensive manner and with full independence, there are in place good corporate governance practices, together with an adequate internal controls system and appropriate risk management procedures. The Financial Statements have been prepared in a correct manner and in accordance with the required standards of financial disclosures. As such, the Audit Committee has not found any operational deficiencies or irregularities of any significant importance.

Corporate Governance

The company has developed a strategic policy and a code of best practices for directors of the company in accordance with Code of Best Practices for Directors of List Company as set up by SET. The company has applied Good Corporate Governance to formulate the company's policy used in administration, and business operation of the company to achieve high efficiency and transparency for a purpose of protecting benefits and promoting confidence of shareholders, investors, employees, and other stakeholders. Guidelines developed from Good Corporate Governance and submitted to the committee for further consideration are described as follows:

1. *Policy of management and administration* Guidelines of this policy are detailed as follows:

- Manage with care and perform duties as efficiently as possible for the purpose of the highest benefits of shareholders.
- Perform duties with transparency and disclosure to the public, shareholders, and other stakeholders.
- Give importance to control and internal audit system. Beware of the company's risk exposure and manage the risks diligently.
- Assure of no conflict of interest in business operation and take full responsibility for one's own decision and actions.
- Treat shareholders and stakeholders equally. Assure of fairness among business partners, shareholders, and other stakeholders.

2. *Rights of shareholders* The company gives importance to equal rights among all shareholders.

- Right to obtain the company's information.
- Right to cast a vote
- Right to obtain fair treatment whereas every shareholder shall be assured of the equal right as deserved by all shareholders

3. *Rights of stakeholders* The company gives importance to right of every group of stakeholders as described below

- *Shareholders:* The company is committed to representing the best of shareholders in the business transparently. Taking into account of the growth of its value in the long term and good returns
- *Employees:* Employees are an important factor for company to achieve goal thus the company shall treat all employees equally and fairly in accordance with the law, including fair compensation and fringe benefits.
- *Business partners:* the company's purchase and sales of goods and service follows the acceptable commercial practices. And the company shall strictly follow all terms and conditions as agreed in the business contract.

- *Creditors:* The company will maintain compliance with the terms strictly creditors.
 - *Customers:* The company's responsibility and concern for the customers are toward the effort in providing quality and standard service, including having measure of keeping confidential customer information and having customer complaint procedure.
 - *Competitors:* the company competes within the acceptable rules and the boundary. Avoid unethical actions which cause unfairness of competitive advantages over the competitors.
 - *Community:* the company has responsibility in maintaining good environment for the surrounding communities and the society as a whole. The company has established a measure of assuring pollution-free environment ie. good maintenance of equipment and tools.
4. *Shareholders' Meeting* In the meeting, shareholders are able to ask questions and to give opinions or suggestion to the company. In addition, after the company is listed in the securities market, the company will invite the president of directors, representative of Audit Committee, external auditors, and a legal officer to attend the meeting in order to answer shareholders' questions as appropriately as possible.
5. *Leadership and Vision* The Board of Directors takes parts (or approve) in establishing vision, mission statement, strategy, objectives, business plans, and a budget. Also, the committee controls and oversees the executives to assure that business and budget plan is executed efficiently and proficiently. All actions taken reflect the effort to increase economic value of the company, resulting greatest security for shareholders. Audit Committee is established to take charge of preparing proper financial statements, running internal control, disclosing information of the company when there are any related-party transactions occurred, and correcting any transactions suspicious of being conflict of interests.
6. *Conflict of interests* Whenever there are transactions which are probably the conflict of interest, Board of Directors and the executives will carefully review such transactions with the company's interest as a priority. Measure used for approving related-party transactions, including policy and guideline of doing related-party transactions in the future has been agreed and approved in the meeting of Audit Committee no. 1/2006 on 29 March 2006, and Board of Directors meeting no. 2/2006 on 29 March 2006.
7. *Business ethics* The company has developed and issued Code of Ethics for directors, management, and employees to serve as guidelines for proper actions in performing duties. This is communicated to all directors, management team and every level of employees, also public on company's website which would be best practice to comply the principle of good governance.
8. *Balances of non- Executive Committees* In order to prevent the possibility of a person's or a group of persons' having an absolute decision power, the company has appointed 5 Independent

Directors to sit in the committee, which is accountable for more than one third of the whole committee. Balance of power and authorities will promote efficiency of management and overall internal control system.

9. *Position aggregation or segregation* Executive President does not hold a position of Managing Director concurrently in order to separate the duties of policy making, supervision, and routine work management. Scope of duties and authority of Board of Directors and Managing Director is clearly stated, resulting that neither the president nor managing director has an absolute power whereas approval from Board of Directors and majority of shareholders is required for execution of significant deals or plans. In addition, Managing Director or Board of Directors cannot approve any transactions or proposals in which there is a conflict of interest between such person(s) and the company.

10. *Remuneration of directors and the Management officers* Remuneration of directors is considered upon the assigned duties and responsibilities, and be approved in the meeting of shareholders, whereas those of the management officers is upon the policies as established by Board of Directors, which associated with the assigned duties and responsibilities of the management officers. Apart from the policies of Board of Directors, remuneration of the management officers is evaluated from performance of the individual management officer and of the company

Company's Directors group

- *Board of Directors*

The Board of Directors consisted of 10 members, 3-year term, which can be classified into 5 executive directors and 5 non-executive directors (5 Independence directors).

Item	Name	Position
1.	Mr. Sanan Eksangkul	Chairman of the Board of Directors
2.	Ms. Petcharat Eksangkul	Director
3.	Mr. Sanit Eksangkul	Director
4.	Mr. Wichai Eksangkul	Director
5.	Ms. Sirinun Eksangkul	Director
6.	Mrs. Pismai Boonyakiat *	Independent Director
7.	Mr. Vitien Nildum	Independent Director
8.	Mr. Jane Wongissariyakul	Independent Director
9.	Ms. Thipawan Uthaisang *	Independent Director
10.	Prof. Dr. Tharapong Vitidsant	Independent Director

Remark : * Mrs. Pismai Boonyakiat and Ms. Thipawan Uthaisang, non-executive director, are directors who has experience in financial and accounting

Term of Company's Directors

The term of Company's Directors is a 3-year term in accordance with company articles of association and charter as follows;

1. At each annual shareholder's general meeting, one-third of the sitting directors are required to retire from director, whereas if the number of directors cannot be divided into 3 equal portions, the closet to such number shall apply. Retiring directors are eligible for re-election. At present, the Board of Directors had 10 members, therefore each director shall have a 3-year term.
2. Apart from retiring upon term completion, the company's directors shall also relieved of his/her position upon resignation of death or having disqualifications as prohibited by law or the resolution adopted by the shareholders' meeting to remove that person from the position, or court ruling remove that person from the position.
3. In case where the position of Board member is left vacant due to reasons other than term completion, with such remaining term not less than 2 months, the Board of Directors are required to appoint other persons having full qualifications to succeed in that position. In such case, the newly-appointed Board member any only serve out the term remaining for the person he/she succeeds
4. The company's director resigning from the position before term completion is required to submit his/her resignation letter to the company, with such resignation coming into effect on the date of said submission.
5. The shareholders' meeting may vote for any of director to be out before retiring upon term completion, by a vote of not less than three-fourth of the number of shareholders attending the meeting and having the right to vote and the total number of shares being not less than half of the number of shares and having the right to vote.

Authority of the Board of Directors

1. Appoint, remove, and assign authority to advisors to The Board of Directors, various committees, and managing director, to carry out the assigned duties.
2. Seek advices from specialists or company consultants (if any), or solicit the services of outside specialists or consultants at the company's expenses.
3. Approve loan transaction to be used as the company's working capital, for such portion exceeding the authority of the Executive Committee.
4. Approve loan extension to companies having business connection with the company, either as the shareholder or the company engaging in business transaction, or other companies.
5. Approve the entering into guarantee for credit facility, for companies having business connection with the company, either as the shareholder or the company engaging in business transaction, or other companies.

6. Approve the set up, merger, or dissolution of subsidiary company.
7. Approve the investment for the purchase or sales of common shares, and/or other securities, for such portion exceeding the authority of the Executive Committee.
8. Approve the procurement and investment transactions of fixed asset, for such portion exceeding the authority of the Executive Committee.
9. Approve the sales and transfer transactions of fixed assets, for such portion exceeding the authority of The Executive Committee.
10. Approve the adjustment, disposal, and write-off for fixed assets, and/or intangible assets no longer in use, or being subject to damage, loss, destruction, deterioration, out of date, or no longer functionable, for such accounting value (historical cost) exceeding the authority of the Executive Committee.
11. Approve the settlement of conflicts by reconciliation or by the resolution through arbitration, petition, lawsuit, and/or court proceedings on the company's behalf, for such case not considered as normal business practice, and/or such case considered as normal business practice, for such portion exceeding the authority of the Executive Committee.
12. Approve the entering into such transaction not considered as normal business practice, for such portion exceeding the authority of the Executive Committee.
13. Propose the capital increase or capital decrease, or the change in par value, change or amendment to memorandum of association, articles of association, and/or objectives of the company to the shareholders for consideration.
14. Authorize The Executive Board members, management members, managers or other persons, to act on their behalf.
15. Authorize to summon management members or employees concerned to provide explanation or opinion, to join the meeting, and to submit those documents deemed necessary.
16. Appoint and remove Company Secretary.
17. The authority scope for The Board of Directors pertaining to the acquisition and disposal of assets and connected transactions, shall comply with the Notification of The Capital Market Supervisory Board.

Scope of duties and responsibilities of the Board of Directors

The directors have duties, authorization, and responsibility to manage the company in accordance with the law, Company's objectives and regulations, and the resolution agreed upon in the meeting of shareholders, whereas all actions have to be taken with honesty, integrity, and vigilance toward shareholders' benefits. Parts of important duties, authorization, and responsibility of the directors are itemized as follows;

1. To ensure an annual ordinary meeting of shareholders is held within 4 months after the end of an accounting period
2. To ensure a Board of Directors meeting is held every 3 months at least.
3. To ensure that the financial statements including a balance sheet, and profit/loss statement are generated at the end of accounting period. The auditors have checked and approved statement which will, later, be submitted in the meeting of shareholders for further consideration and approval.
4. Board of Directors can authorize one or more directors or other person to perform certain duties for and under a control of the Board of Directors in such a way that this person will complete the assigned duties within a period of time agreed upon by the Board of Directors. Board of Directors may change the authorized person or revoke the authorization if appropriate. Board of Directors may authorize Executive Committee to perform duties whereas details of scope of duties, responsibility and authorization have to be specified and such authorization must not allow Executive Committee to have a right to approve any activities where there is a conflict of interest between the company or subsidiaries (as defined in the announcement of Securities and Exchange Commission, Thailand (SEC)) and Executive Committee, with the exception when such activities follow the policy and a decision of a meeting of shareholders, or when such activities are approved by Board of Directors, or when such activities are the regular business operation with a predetermined scope.
5. To establish a goal, guidelines, policies, work plan, and a budget of the company, including to control and to oversee the management of Executive Committee to ensure all works are accomplished according to the assigned policy. Board of Directors needs to get approval from shareholders' meeting to perform the following activities: the activities enforced by the law to obtain a resolution from shareholders' meeting ie. increasing/decreasing capital, issuing bonds, and amending requirement or any parts in memorandum of association.

In addition the Board of Directors has other duties as follows;

1. To ensure that all company's operation and activities abided by the law concerning securities and public trading and the regulation of securities market. For instance, any related-party transactions, buying or selling significant assets of the company as specified in the rules of SET or the law governing the company's business.
2. To consider the company's management structure and to appoint an Executive Committee, a president of Executive Committee, and other committee as appropriate.
3. To follow up the operation to make sure that it complies with the work plan and a budget.
4. Directors shall not own, engage or involve with the following businesses and activities: the business entities with the same business nature as and being a competitor to the company, being a business partner with or without obligation in the partnerships entities, or being a

director of other companies having the same business nature as and being a competitor to the company, no matter if the business interest is for the directors or for other parties. There is an exception if the resolution of shareholders' meeting approves such actions before appointment.

5. The directors shall inform the company without hesitation in the situation where the directors have conflict of interest with any contracts the company engaging in, or when the directors own more or few shares or bonds of the company or of the subsidiaries.

The directors' action concerning assigning duties, responsibility and authorization must not be in a way that allows directors or the appointee to have a right to approve any activities where there is a conflict of interest between the company or subsidiaries (as defined in the announcement of Securities and Exchange Commission, Thailand (SEC)) and the directors or the appointee, with the exception when such activities follow a policy or a decision of shareholders' meeting, or when such activities are approved by Board of Directors, or when such activities are the regular business operation with a predetermined scope i.e. characteristic of transaction, ceiling of approvable fund.

In 2016, the directors strictly followed all terms and conditions as notification of the Securities and Exchange Commission and the Stock Exchange of Thailand.

Meeting of Board of Directors

Meeting of Board of Directors shall be held at least every 3 months and, if necessary, an extra meeting can be arranged. The directors may submit any proposal for approval in the meeting, including presenting ideas or suggestion openly and straightforward. The company will prepare a minute of meeting for each meeting.

Board of Directors report

Board of Directors is responsible for the company's overall operations, financial statements, and other financial information as shown in the company's annual report and annual business operations reports.

Sub-Committees

The Board of Directors appointed the Sub-Committees comprising of competent and experienced members, to supervise over each particular aspect of company operations, to ensure careful and effective management and operation for the company. Those committees consisted of the Audit Committee, Nomination and Remuneration Committee, Risk Management Committee and Executive Committee.

The Board of Directors clearly laid down the authority and responsibility scope for each committee per the charter for said committee. The chairman of each committee will responsible for supervising the operation in accordance with the policy of the Board of Directors, and report the result in the Board of Directors' meeting.

- **Audit Committee**

The Board of Director appointed 4 Independence Directors to be Audit Committee. The purpose of Audit Committee appointment is to be responsible to operation of internal control system whereas the scope of duties and responsibilities follows requirements of SET. Meeting of Audit Committee will be held at least every quarter and, if emergency, an extra meeting will be arranged. Audit Committee has a duty to report to Board of Directors. The term of Audit Committee is 2 years which the current committee is scheduled to complete term in 2017, and the Board of Directors will consider appointing the Audit Committee afterward.

No.	Name	Position
1.	Mrs. Pismai Boonyakiat	Chairman of Audit Committee / Independent Director
2.	Mr. Vitien Nildum	Audit Committee / Independent Director
3.	Mr. Jane Wongissariyakul	Audit Committee / Independent Director
4.	Miss Thipawan Uthaisang	Audit Committee / Independent Director

The purpose of Audit Committee appointment is to be responsible to operation of internal control system whereas the scope of duties and responsibilities follows requirements of SET. Meeting of Audit Committee will be held at least every quarter and, if emergency, an extra meeting will be arranged. Audit Committee has a duty to report to Board of Directors.

Authority of Audit Committee

1. Coordinate to facilitate common understanding regarding company operations among the certified public accountant, The Board of Directors, and the internal control office.
2. Seek advices from specialists or company consultants (if any), or solicit the services of outside specialists or consultants at the company's expenses.
3. Authorized to summon the management and company staff to provide comments and clarification, to take part in meetings, and to submit documents deemed necessary, while being allowed to gain access to all levels of information.
4. Authorized to carry out investigation on concerned persons relating to such matters lying within the authority and duty scope of the Audit Committee.

Scope of duties and responsibilities of Audit Committee

The scope of duties and responsibilities of Audit Committee is assigned by Board of Directors. Audit Committee is responsible to perform the following work and to report to Board of Directors.

1. To check/verify that the company prepares financial documents and statements correctly and the statement contains adequate information needed for public's acknowledgement. To work in cooperation with external auditors and executives who are directly responsible to prepare quarterly and annual financial statement. During audit period, Audit directors may suggest external auditors to check/review particular transactions which Audit Directors think is necessary and important.
2. To check/verify that the company's financial/accounting operations comply with the law concerning securities and SET, SET requirements and other laws applicable to the company's business
3. To consider connected transaction or other transactions which may have conflict of interest and disclose information to comply with the law concerning securities and SET to ensure that transaction is reasonable and obtain most advantage to the company.
4. To check/verify by means of working with external auditors and internal auditors to assure that the financial control mechanism and internal audit system is carried on properly and efficiently.
5. To propose the directors an appropriate choice of auditing company for approval, appraise, appoint, including the proposed audit fee. Audit directors needs to consider the following factors when selecting an audit company, audit company's reliability, Company's resources, the amount of work of audit company, and an experience of the external auditors assigned to work with the company. Also attend the meeting with auditor without management at least once a year.
6. To propose the directors an appropriate choice of internal audit for approval, appraise, appoint, including consideration internal audit fee, factors when selecting an internal audit, company's resources, the amount of work of internal audit, and experience of internal audit, also join the meeting with the audit committee at least once a quarter.
7. To perform other duties as assigned by Board of Directors and also agreed upon by Audit Committee, for example reviewing policies associated with financial management and risk management, reviewing business ethics as practiced by the executives, reviewing with the executives the information disclosure to the public as required by the law ie. Company's report and analysis performed by the executives.
8. To prepare a report describing activities performed by Audit Committee, which will be re-stated in the company's annual report. This report is acknowledged and signed by the president of Audit Committee and including the information as follows:

- Opinion toward the company's procedure and practices of disclosing information of financial statement whether it is reliable and prepared properly.
 - Opinion as whether the company's existing internal control serves its purpose sufficiently.
 - Opinion as whether the appointed audit company should be re-appointed to audit the company next year.
 - Opinion concerning the company's practices whether they comply with the law governing securities and securities market, requirements of SET, or the law associated with the company's business.
 - Report of information, as within the scope of duties as assigned by Board of Directors, which shareholders and general investors should be informed.
9. To report work progress and findings to Board of Directors once a year minimally.
 10. Have an authorization to examine and investigate into any suspicious transactions or activities, including seeking second opinion or consultancy of external parties, if necessary, by using the company's fund for a purpose of fulfilling responsibility and duties of Audit Committee.

In carrying out its above duties, the Audit Committee is directly responsible to the Board of Directors, who in turn is responsible to the shareholders and general investors.

The Audit Committee regularly held its meeting once a quarter, whereby the meeting dates had been decided in advance throughout the year. The Audit Committee regularly reported its finding to the Board of Directors, and also attended joint meeting with the company's auditor and the CFO each quarter, to review the company's quarterly financial statement.

Qualification of Independent Director/Audit Committee

1. Having a stake in the company, subsidiaries, joint-venture companies, or other related companies not exceeding 1% of the paid-up shares, whereas including shares hold by other persons related to the Audit Directors.
2. Not participating in management of the company, subsidiaries, joint-venture companies, or other related companies and not being one of the majority of the company's shareholders.
3. Not being the company's, subsidiaries', joint-venture companies', other related companies', or the majority of shareholders' employee, staff, or a consultant who is on a regular payroll. For instance, the company's Chief Executive Officer cannot be an Audit Director since Chief Executive Officer is directly responsible to manage and administrate the company
4. Do not get any direct or indirect benefits from the operation of the company, subsidiaries, joint-venture companies, other related companies, or majority of the company's shareholders.

5. Do not get any direct / indirect benefits as mentioned above within 1 year prior to being appointed to be an Audit Director. However, there is one exception when, upon Board of Director's consideration, the above circumstance does not affect the ability to perform the duties of Audit Director.
6. Not related to or being the next of kin of the company's executives or any person in a majority of the company's shareholders.
7. Not being the representative to safeguard benefits of Board of Directors, a person in, or any related person to a majority of the company's shareholders.
8. Be able to perform duties, to express opinion, or to report work progress or findings as assigned by the Board of Directors whereas not being under the influence of the company's executives or the majority of shareholders, including any persons related to or being the next of kin to those aforementioned executives or shareholders.

- **The Nomination and Remuneration Committee**

The Board of Directors' meeting No.2/2016 dated February 26, 2016 appointed 4 Independence Directors to resume their position as the Nomination and Remuneration Committee. All of them are qualified as required by security law and the Stock Exchange of Thailand, with a 3-year term.

As of December 31, 2016 the Nomination and Remuneration Committee consisted of 4 persons as follows;

No.	Name	Position
1	Mrs. Pismai Boonyakiat	Chairman of the Nomination and Remuneration Committee
2	Mr. Vitien Nildum	The Nomination and Remuneration Committee
3	Mr. Jane Wongissariyakul	The Nomination and Remuneration Committee
4	Miss Thipawan Uthaisang	The Nomination and Remuneration Committee

Authority of the Nomination and Remuneration Committee

1. Seek advices from specialists or company consultants (if any), or solicit the services of outside specialists or consultants at the company's expenses.
2. Authorized to summon the management and company staff to provide comments and clarification, to take part in meetings, and to submit documents deemed as necessary.

Scope of duties and responsibilities of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee is appointed by the Board of Director with 3 years each term. The scope of duties and responsibilities of the Nomination and Remuneration Committee is assigned by Board of Directors. The Nomination and Remuneration Committee is responsible to perform the following work and to report to Board of Directors.

1. Setting guidelines and policies in nominating Board of Directors by considering what would be the appropriate structure and composition of members, and outlining necessary directors' qualifications, and proposing these ideas for approval by the Board of Directors and/or Shareholders Meeting as appropriate.
2. Setting guidelines and policies in determining the Board of Directors and other committees' remuneration, and proposing it to the Board of Directors and/or Shareholders Meeting for approval as appropriate.
3. Searching, selecting and proposing appropriate persons to assume the position of the company's directors whose terms have expired or became vacant, including newly appointed director.
4. Determining necessary and appropriate monetary and non-monetary remuneration of the Board of Directors each year, 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.
5. To ensure the meeting of Nomination and Remuneration Committee once a year minimally
6. Report work progress and findings to Board of Directors once a year minimally.

Qualification of the Nomination and Remuneration Committee

1. Having a stake in the company, subsidiaries, joint-venture companies, or other related companies not exceeding 1% of the paid-up shares, whereas including shares hold by other related persons
2. The Chairman of the Nomination and Remuneration Committee must be independent director for independence in performance truly
3. Not participating in management of the company, subsidiaries, joint-venture companies, or other related companies and not being one of the majorities of the company's shareholders, or the director who is a member of management should be minimal part of the Committee, and the Chairman of the Board of Directors must not be a member of the Nomination and Remuneration Committee.
4. Do not get any direct or indirect benefits from the operation of the company, subsidiaries, joint-venture companies, other related companies, or majority of the company's shareholders.

5. Do not get any direct or indirect benefits as mentioned above within 1 year prior to being appointed to be the Committee. Upon Board of Director's consideration, the above circumstance does not affect the ability to perform the duties of the Nomination and Remuneration Committee.
6. Be able to perform duties, to express opinion, or to report work progress or findings as assigned by the Board of Directors whereas not being under the influence of the company's executives or the majority of shareholders, including any persons related to or being the next of kin to those aforementioned executives or shareholders.

- **The Risk Management Committee**

The Board of Directors' meeting No.6/2015 dated November 13, 2015 appointed the Risk Management Committee, to comply the principle of good governance with a 3-year term. As of December 31, 2016, the Risk Management Committee consisted of 3 persons as follows:

No.	Name	Position
1	Ms. Petcharat Eksangkul	Chairman of The Risk Management Committee
2	Mr. Wichai Eksangkul	Risk Management Committee
3	Mr. Nathapol Eksangkul	Risk Management Committee

Authority of Risk Management Committee

1. Authorized to secure the professional services consultant or specialist for any valued suggestion to the company
2. Authorized to request various departments in the company to attend the join meetings with the Risk Management Committee, as may deem necessary.
3. Authorized to set up a working committee, to monitor and evaluate risk management activities throughout the overall organization.

Scope of Duties and responsibilities of the Risk Management Committee

The Risk Management Committee was appointed by the Board of Directors, consisted with the management team from each related departments. Duty and responsibility scope are as follows;

1. Set forth the policies, target and the implementation plan of risk management, which would cover all the major risks such as financial risk, investment risk, and corporate reputation risk, before proposing to the Board of Directors for approval.

2. Formulate strategies, organization structure, and resources used in risk management, in compliance with risk management policies under the acceptable risk level among the Board of Directors' policies.
3. Encourage and promote mutual cooperation among various departments in company, to implement the risk management plan at all operational levels.
4. Review the policies, strategies, and best practice to ensure that the company has adequate and efficient risk management system in place.
5. Quarterly report to the Board of Directors about the management, operation, risk status, change and area of improvement the risk management system throughout the organization, so as to remain effective on a consistent basis.
6. Other matter as assigned by the Board of Directors.

Risk Management Policy

1. To promote all levels of employee to stimulate understanding, conscience, and collective responsibility of risk, that could occur in the process of management and operations.
2. To promote and set up risk management standard process, including managing, controlling, monitoring, reporting, and communicating the information of risks continuously.
3. To measure the risk by considering both in terms of quality such as the company's reputation and image, and quantity such as revenue, expense or business operation.
4. To determine the risk limit at the acceptable level, and identify circumstances and risk degrees that are noted as warning signs for the operators to manage risk and control it under the risk limit.
5. To provide operational regulations in writing for the management team and all employees to abide by in order to control the operational risk.

• Executive Committee

The Executive Committee was set up to carry out management duties for the company as assigned by the Board of Directors. During 2016, the Executive Committee convened total 5 meetings. As of December 31, 2016, the Executive Committee of the company consisted of 5 persons as follows:

No.	Name	Position
1	Mr. Sanan Eksangkul	Chairman of Executive Committee
2	Miss Petcharat Eksangkul	Executive Committee
3	Mr. Sanit Eksangkul	Executive Committee
4	Mr. Wichai Eksangkul	Executive Committee
5	Miss Sirinun Eksangkul	Executive Committee

Authority of Executive Committee

1. Appoint, remove, transfer, and evaluate the performances, as well as deciding on the remuneration and benefits to be granted to the employees at all levels.
2. Appoint and remove any committee assigned to carry out duties for the benefits of the company.
3. Seek advices from specialists or company consultants (if any), or solicit the services of outside specialists or consultants at the company's expenses.
4. Issue the rules and announcement pertaining to company operations, and assign the authority to executive directors and/or staff members acting in the management position, to sign their names approving the disbursement of company assets.
5. Approve loan transaction to be used as the company's working capital, not to exceed 50 million baht per such transaction.
6. Approve the procurement and investment transactions of fixed assets, with the amount not to exceed 30 million baht for each transaction.
7. Approve value adjustment and disposal for raw materials and/or inventory already deteriorated or out-of-date, to reflect lower accounting value according to actual situation.
8. Assign management members, managers or other persons, to act on their behalf.
9. Authorize to summon management members or employees concerned to provide explanation or opinions, to join the meetings, and to submit those documents deemed necessary.
10. Issue work guidelines deemed necessary and appropriate.

Scope of duties and responsibilities of Executive Committee

Executive Committee has duties, authorization, and responsibility to manage the regular business operation of and to administrate the company. Executive Committee has to establish policies, business plans, a budget, structure and authorization of management, business procedure and guidelines to operate the business in line with the current economic situation. After completion, this information will be presented to Board of Directors for approval and, later, Executive Committee has a duty to implement and follow up to assure the company's policies and plans are followed. To summarize, duties and responsibilities of the Executive Committee are listed as follows:

1. To operate and manage the company's business in accordance with Company's objectives, regulation, policies, standards, requirements, instruction and the resolution of the Board of Directors meeting and/or the shareholders' meeting in every other way.
2. To formulate and to execute policies, direction and strategy of the company, budget planning, human resources management, investment in information technology, business expansion,

public relation, including to control and to oversee that the working teams/committee accomplish the goal as assigned.

3. To review an annual budget allocation as proposed by management departments before submitting to Board of Directors meeting for approval. To make any necessary changes of annual expense budget when the immediate Board of Directors meeting is not possible. These changes have to be reported in the next meeting for the directors' acknowledgement.
4. To authorize expenditures incurring from regular business operation ie. purchase of assets, raw materials, vehicles, and etc. with the ceiling of approvable amount of 30 million baht per item.
5. Be able to authorize expenditures of significant investment as specified in the annual expense budget which was approved earlier by Board of Directors.
6. Be able to authorize borrowing fund, applying for a loan, issuing debt instruments, giving warranty and guarantee for a loan, whereas the ceiling of such funds must not exceed 50 million baht.
7. To act as a consultant to the management departments in the areas of finance, marketing, human resource, and other operations.
8. To designate a structure of organization, administrative power and authorization, including overseeing such activities as appointing, recruiting, rotating employees, determining salary, compensation, and a bonus of employee in management level, and terminating employment.
9. Be able to authorize one or more directors or other persons to perform a particular assignment under a control of Executive Committee, or to assign the person as mentioned to have a certain authorization for a period of time which Executive Committee considers as appropriate. Executive Committee may terminate, make any necessary changes upon appointment of that person(s)
10. Apart from the aforementioned duties, responsibility and authorization, Executive Committee may perform other actions or operations as assigned by Board of Directors.

The Executive Committee's action concerning assigning duties, responsibility and authorization must not be in a way that allows the Executive Committee or the appointee to have a right to approve any activities where there is a conflict of interest between the company or subsidiaries (as defined in the announcement of Securities and Exchange Commission, (SEC), and the Executive Committee or the appointee. Such activities which may cause a conflict of interest have to be presented to Board of Directors' meeting or shareholder

meeting (up to discretion) for consideration and approval in accordance with the regulation of the company, subsidiaries, or the applicable law. However, there is an exception when such activities are the regular business operation with a predetermined scope i.e. characteristic of transaction, ceiling of approvable fund.

- **Management Team**

As of December 31, 2016 Management Team consisted 12 persons as follows:

No.	Name	Position
1.	Mr. Sanan Eksangkul	Chief Executive Officer
2.	Ms. Petcharat Eksangkul	Managing Director
3.	Mr. Sanit Eksangkul	Deputy Managing Director
4.	Mr. Wichai Eksangkul	Deputy Managing Director
5.	Mr. Mum Annoppong	Deputy Managing Director
6.	Ms. Sirinun Eksangkul	Assistant Managing Director
7.	Mr. Nathapol Eksangkul	Assistant Managing Director
		Marketing Manager
		Act. Human Resource Manager
8.	Ms. Siriporn Choochird	R&D Manager
9.	Mrs. Wilaivan Mitrapanon	Supply Chain Manager
10.	Mr. Chayuth Sereerak	Accounting Manager
11.	Ms. Phanphimon Boonyapinyo	Financial Manager
12.	Mr. Jitti Eksangkul	Production Manager

The Chairman and the Managing Director

The Board of Directors has clearly assigned the authority, duty and responsibility of the Chairman and the Managing Director as a guideline to serve as each position. The details are as follows;

Scope of authority, duties, and responsibilities of the Chairman

1. Take responsibility as the leader of the Board of Directors in monitoring and supervising the operations of the Board of Directors and various committees.
2. Preside at the Board of Directors' meeting. In case of tie, the Chairman adds an additional vote as a casting vote.
3. Summon the Board of Directors' meeting or may assign another person to act on own behalf.
4. Preside at the shareholders' meeting and control the meeting to be in accordance with the company's regulations regarding the meeting. Conduct the meeting according to the agenda specified in the invitation to the meeting, unless the meeting resolves to change the order of the agenda by votes of not less than two-third of the shareholders present at the meeting.
5. Engage in order acts as assigned by the Board of Directors.

Scope of authority, duties and responsibilities of Managing Director

Managing Director has duties, authorization, and responsibility to manage the regular business operation of the company. To summarize, duties and responsibilities of Managing Director are listed as follows:

1. Be responsible to daily business operation and management of the company.
2. To assure that the operation is practiced in accordance with the policies, work plans, and a budget as approved by the directors and/or Board of Directors.
3. Having authorization to administrate, to manage the company's operation to be in line with Company's objectives, regulation, policies, standards, requirements, instruction and the resolution of the directors' meeting and/or the shareholders' meeting in every other way.
4. Be able to authorize and/or to assign other persons to perform a particular assignment whereas this authorization has to be within the scope as specified in this copy of document or has to follow regulation, requirements or instruction of Board of Directors and to follow the company's requirement
5. Follow-up business operation in order to evaluate Company's performance on regular basis so that a proper action will be taken to prevent or minimize risks associated with external and internal factors.
6. To get involved in any contracts associated with the company's business or being beneficial to the company, including to oversee the process of making a contract, to further submit to Executive Committee and/or Board of Directors
7. Be able to authorize expenditure incurring from normal business operation ie. contact with a bank about saving account, purchase of raw materials not exceeding 10 million baht/item.
8. To get involve in allocation for pension fund, awards, and compensations to employees or the persons who work for the company, as previously been approved by Board of Directors.
9. Be able to authorize employment, including transferring, rotating across departments / lines / sections, or terminating employment. Be responsible to determine rate of salary, compensation, bonus, and fringe benefits of every employees except those in executive level.
10. To authorize, issue regulation, announcement, memorandum to assure that the company's policy are followed, to safeguard Company's benefits, and to promote work discipline within the organization
11. To perform other duties as assigned by Board of Directors.

Managing Director' action concerning assigning duties, responsibility and authorization must not be in a way that allows Managing Director or the appointee to have a right to approve any activities where there is a conflict of interest between the company or subsidiaries (as defined in the announcement of SEC) and the Managing Director or the appointee. Such activities which may cause a conflict of interest have

to be presented to Board of Directors meeting or shareholders' meeting (up to discretion) for consideration and approval in accordance with the regulation of the company, subsidiaries, or the applicable law. However, there is an exception when such activities are the regular business operation with a predetermined scope ie. Characteristic of transaction or ceiling of approvable fund.

The selection and appointment of the Directors and Executive officers

The Nomination and Remuneration Committee will responsible for the criterion for selection of directors and executive are based on the qualification, education background, experience, and the availability to attend Board of Directors meeting. In the meeting of shareholders, the qualified persons will be voted to become a director based on the majority vote and other requirements as follows:

- The selection method of persons to be appointed directors and independent directors

The Nomination and Remuneration Committee has been assigned to select qualified persons having appropriate qualifications to be nominated as company directors for consideration by the Board of Directors, prior to submitting to the shareholders' meeting for approval by the majority votes of the shareholders present at said meeting. In case where the retirement took place prior to term completion with the remaining term being not less than 2 months, the Board of Directors' meeting shall then be authorized to select the persons from the candidates proposed by the Nomination and Remuneration Committee, for further appointment as company directors, by the majority votes of not less than 3/4 of the remaining directors. In such case, the newly-appointed directors shall serve out the remaining term of their predecessors.

The Board of Directors' structure diversity policy

For such nominating process of the persons to be appointed directors, the company has set qualifications of nominated directors in term of professional skill, specialization that is beneficial to the company's business, and ability to meet the requirement of the vacant positions without sexual discrimination. This included leadership, vision, integrity and ethics, as well as transparent work experiences and not be prohibited under law and regulations of the company. With this regard, the company provided an opportunity for minor shareholder to participate in nominating qualification directors together with propose additional agenda which is beneficial to the company's business during for 3 months before the annual general shareholders' meeting every year.

With regard to the selection of persons to be appointed independent director, the Nomination and Remuneration Committee shall select from those persons having qualification required for independent directors, in accordance with the Notification by the Capital Market Supervisory Board, in addition to basic qualification requirements above.

During 2016, the Nomination and Remuneration Committee has nominated Prof. Dr. Tharapong Vitidsant to become the new independent director which was approved by the Board of Directors, and was proposed to the Annual General Shareholders Meeting 2016 for the appointment.

Independence Director's qualification

The Board of Directors resolved to adopt the definition for "Independent Director" having qualifications in accordance with the Notification of The Capital Market Supervisory Board as follows;

1. Holding shares not exceeding 1% of the total number of voting rights of the company, its parent company, subsidiary company, affiliate company, major shareholders or controlling person of the company, including the share being held by related persons of independent directors.
2. Neither being nor having been an executive director, employee, staff or advisor who received regular salaries, or being a controlling person of the company, its parent company, subsidiary company, affiliate company, major shareholders or person having supervision authority over the company, unless the foregoing station ended not less than 2 years prior to the date of their appointments as independent directors.
3. Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of executive, major shareholder, controlling person, or person to be nominated as executive or as controlling person of the company or its subsidiary company.
4. Not having business relationship with the company, its parent company, subsidiary company, affiliate company, major shareholders or controlling person of the company, in such manner likely to interfere with own independent judgment, and neither being nor having been a significant shareholder or person having supervision authority over the person who has business relationship with the company, unless the foregoing relationship ended not less than 2 years prior to the date of appointment as independent director.
5. Neither being nor having been an auditor of the company, its parent company, subsidiary company, affiliate company, major shareholders or controlling person of the company, and not being a significant shareholder or person having supervision authority, or partner of an audit firm which employs auditors of the company, unless the foregoing relationship ended not less than 2 years prior to the date of appointment as independent director.

6. Neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee from the company, its parent company, subsidiary company, affiliate company, major shareholders or controlling person of the company, and not being a significant shareholder, unless the foregoing relationship ended not less than 2 years prior to the date of appointment as independent director.
7. Not being a director who has been appointed as the representative of the company's director, major shareholder, or being a share holder who is related to the major shareholder.
8. Not engaging in business operations of the same business nature or in competition against the business operations of the company or its subsidiary company, nor serving as a significant partner in a limited partnership or otherwise serving as a director participating in the management, or serving as employee or consultant receiving regular salary or holding over 1% shares out off total share in other companies engaging in the same business nature or in competition against the company and its subsidiary company.
9. Not having any characteristics which make him incapable of expressing independent options with regard to the company's business affairs.

In the event of any announcement by the Capital Market Supervisory Board imposing the revision to the qualifications for independent director, the company's independent director would thereby be required to possess such qualifications well complying with such revision.

After being appointed independent director, they may then be assigned by the Board of Directors to participate in the decision making procedures for the company, its parent company, subsidiary company, affiliate company, major shareholders or controlling person of the company on the condition that such decision must be a collective one. Additionally, in the past period, the independent directors of the company never have or had business relationship or professional service exceeded than the rules stipulated in the notification of the Capital Market Supervisory Board.

- [The number of directors representing each major shareholding group](#)

Directors representing major shareholding group	5	persons
Independent directors	5	persons

- [The rights accorded minor shareholders regarding directors appointment](#)

[Nomination of Directors](#)

The company provided minor shareholders with the opportunity to nominate candidates to be appointed as company directors at the annual general shareholders' meeting 3 months in advance according to

the criteria specified by the company, whose further details were display on the company's website under the heading Investor Info > Shareholder' meeting > Granting the Rights to Shareholders.

In 2016, the company invited the shareholders to propose additional agenda and names of qualified candidate to be appointed as a company director for the 2016 AGM, during October 19, 2015 – January 20, 2016 in total duration of 3 months, and there is no any proposal from the shareholder proposed to the company.

[Vote-casting method for director appointment](#)

According to the company's Articles of Association No. 17, the shareholders' meeting was authorized to appoint company directors according to the criteria and method as follows;

1. One shareholder shall have one vote per one share
2. Each shareholder must exercise all of the votes under the first paragraph to elect one or several persons to be the directors, and must not allot votes to any person in any number.
3. The person receiving the highest number of votes, followed by those with descending highest number of votes shall be elected as the directors fulfilling the number of directorship required to be elected by the shareholders' meeting. In case the number of votes for the candidates in descending order are equal and exceed the number of directors to be elected at the said meeting. The Chairman shall cast the deciding vote.

- [The selection method for the person to be management team](#)

[The selection of the management](#)

The selection process for the persons to further serve in management positions, the company begins with the selection of the person having good qualification, sound morality and ethic to join the company. The company then trains and develops employee to be well prepared to meet the challenges as future management members, so as to take up further significant position when they become vacant.

[The selection of the top management](#)

With the regard of selection methods for the company's top management, the Nomination and Remuneration Committee shall consider and select from the current management or other, with qualified knowledge and abilities, who deeply understand the company's business, as well as be able to manage to achieve the objective and target set by the Board of Directors, and also not be prohibited by laws. Accordingly, such person is then proposed to the Board of Directors for consideration of appointment.

Supervising the operation of subsidiary and associate company

At the Board of Directors' meeting will consider selecting the person nominated and appointed by the company to be the director in subsidiary and associate company. The number of individual that the company voted to appoint as a director is in accordance with the company's proportion of shareholding. The person who was appointed as a director in subsidiary or associated company was entitled to perform the operation for the best interests of their subsidiary or associate company, unless it is important policies affecting the company's business operations. The company required the appointed person to be approved by the Board of Directors prior to cast a vote.

The company has laid down the policy for subsidiary and associate company which is the company's main business to have proper and adequate internal control system. Such internal control systems or subsidiary and associate company were monitored by the internal audit firm, Phoomthai Audit Co., Ltd., annually.

Furthermore, the company has assigned the person who was appointed by the company to oversee its subsidiary company to operate and disclose significant information according to the rule in the same way as the company performed, such as connected transaction, the acquisition or disposition of assets, or other important transactions, including to supervise the information storage and book keeping of the subsidiary company for the company, so that it can be reviewed and collected for financial statement in due time.

The company had no agreement between the company and other shareholders in the management of subsidiary company. In addition, the company had no agreement between the company and other shareholders in sharing return beyond normal return according to proportion of their shareholding in subsidiary company.

Measure of preventing misuse of insider information by the management officers

1. To prevent misuse of insider information, each department/section shall not disclose any information of one's own department/section to any other departments/sections or to other parties not entitled to that information.
2. The management officers who are entitled to the company's financial reports/information shall not seek any benefits from that information prior to public disclosure. One of the rules to prevent misuse of information is that the management officers shall not engage in security trading for one month before public disclosure of the company's financial statements.

3. All directors and management officers are required to report on the company's shares hold by them as specified in Section 59 and in accordance with Announcement of Securities Exchange Commission no. Sor.Jor.14/2540 about report and disclosure of shareholding as dated May 12, 1997, and the requirements of SET. The penalty for not following the rules and requirements is described in Act of Securities and Securities Exchange B.E. 2535. Besides, any directors and management officers who break the rules are subjected to penalization according to the company's Regulation ie. receiving verbal warning, written warning, suspension, or terminating employment, as the case may be.

At the same time, the company also developed internal control system regarding inside information, by applying information technology system to classify inside information access level for each employee level, through the setting of ID code for accessing such information.

Internal audit and control system

Internal audit and control system has been set up to monitor both management and operation level. The company has defined duties, responsibilities, and authorization of operation officers and the executives clearly, having control system over the usage of Company's assets, clearly separating positions of the persons who operate work and those examine or audit work so as to balance power and to promote efficient internal control. In addition, the company appoints Internal Audit Company which report directly to Audit Committee. External auditors are required to evaluate and review the company's internal control system when they are on duties to audit the company's financial statements annually. Furthermore, the company has made a handbook of internal control to be used within the organization.

Audit's remuneration

In accordance with the resolution by the shareholder' meeting, the company made remuneration payments as audit fee to Dharmniti Auditing Co., Ltd., where the company's auditor according to details as follows;

Unit : Baht			
Audit remuneration	2016	2015	2014
Eason Paint PCL.	780,000	745,000	680,000

During 2016, the company did not make other remuneration payment for other services, either to the auditors of the company and subsidiary companies, the audit office where the auditors were attached to. The company' directors or management team have not been related to the audit office, such as staff or partner in the past 2 years.

Relationship with investors

According to the company's policy, management has a duty to disclose information to investors on the basis of reliability and accuracy, whereas the information may have an impact on the company as specified in the regulation of Securities Exchange Committee and SET. Investors are able to contact Mr. Nathapol Eksangkul directly at Tel. 02-941-6931 or access to www.easonpaint.co.th to get Company's information.

Labor dispute -None-

Compliance with good corporate governance principle

The Board of Directors have placed much emphasis on building good corporate governance practice, to enable company operation to be carried out in a transparent and effective manner, leading to further growth and stability for the company. This contain corporate governance policy, corporate governance principle, code of conduct for directors, social and environment responsibility and anti-corruption and internal control, which can be viewed for more details on company's website under the heading "Investor Information"

Section 1 The right of shareholders

The Board of Directors duly recognized the important of the shareholders and duly respected their ownership rights. The company ensured that carried provision to safeguard the shareholders' rights, while providing the facilitation of right exercise by all shareholders, including minor shareholders and institution investors as follows;

1.1 Basic rights

Referred to the right for shares transaction, the right to receive profits allocation in term of dividend payment, the right to access company information in sufficient, timely, and consistent manner, the right to attend and cast votes at the shareholders' meeting, the right to elect individual company director and approve directors' remuneration, the right to appoint company auditor and approve audit remuneration, and the right to appoint proxy to attend and cast vote.

1.2 The right to significant information access

Shareholders were entitled to access information on an equitable basis. In that regard, the company facilitated information distribution in both Thai and English languages, via the channel of The Stock Exchange of Thailand and company website, to provide shareholders such as the company performance result, connected transaction, changes in supervisory control, and other information essential for decision making of shareholders.

1.3 The right to attend the shareholders' meeting

The company held its annual shareholders' meeting regularly within 4 months after completing its accounting year. Nevertheless, in the event of such emergency situation possible affecting the shareholders' interests, the company was authorized to convene the extraordinary shareholders' meeting on a case by case basis. The company held its meeting at such date, time, and venue, deemed convenient to the shareholders, to facilitate their meeting attendance. In 2016, the company convened the shareholders' general meeting once, without convening any shareholders' extraordinary meeting.

- Prior to the shareholders' meeting

- 1) The company provided the shareholders with the opportunity to propose meeting agenda and name of qualified candidates to be appointed as company directors prior to the meeting date for the year 2016 during October 19, 2015 – January 20, 2016 or 3 months, by providing related conditions on company website, together with channel of The Stock Exchange of Thailand. Nevertheless, there were no shareholders proposed any meeting agenda or name of candidate during said specified period.
- 2) The company informed the shareholders about the Board of the resolution to convene the shareholders' meeting 53 days prior to the said meeting date, namely on February 22, 2016, to allow the shareholders sufficient time to plan their meeting attendance.
- 3) The company disseminated the meeting invitation letter via company website, carrying the same content as the invitation letter sent to the shareholders 30 days prior to the meeting, to provide the shareholders with necessary information in advance, namely on March 22, 2016.
- 4) The company sent out the meeting invitation letter to the shareholders 31 days prior to the meeting, exceeding the minimum time limit specified by law, namely on March 22, 2016.
- 5) The company also posted the announcement notifying said meeting invitation letter to the shareholders on newspaper for 3 consecutive days, 32 days prior to the meeting, during March 21 – 23, 2016.
- 6) The documents sent out to the shareholders were, the meeting invitation letter providing details on the rationale for each meeting agenda, together with related opinions by the Board of Directors and the documents in support of the voting decision by the shareholders for each meeting agenda, the annual report, profile of candidate persons to be elected as company directors, company regulations regarding the shareholders' meeting, the documents and evidences required for the shareholders to present for meeting attendance, meeting regulations, meeting procedure, the map of the meeting venue, and registration form. Other documents were the proxy appointment letter form B for voting in line with the shareholders' decision which shareholders could download from company website.



- On the day of the shareholders' meeting

- 1) The company decided to set the meeting date, time and venue in such manner being most convenient. For 2016, the company held the shareholders' meeting on Friday, April 22, 2016, at 10.00 hours, at Chao Phraya Park, Ratchadapisek Rd., where the shareholders could easily reach by personal car, public bus or MRT.
- 2) The shareholder were allowed to register by barcode system not less than an hour prior to the meeting, and continued until the meeting completion. At the registration desk, the company prepared sufficient personnel to take care of the registration, as well as providing stamp service for proxy appointment form authorized by the shareholders, together with vote-casting ballot to each shareholder.
- 3) The Board of Directors placed much emphasis on the shareholders' meeting, by considering as their obligations to always attend the meeting in person unless facing inevitable circumstances or becoming seriously ill, which all 9 directors attended the shareholders' meeting in the year 2016. Furthermore, the meeting was also attended by company management team, the company auditor from Dharmniti Auditing Co., Ltd., as well as the company law counselor.
- 4) Prior to the meeting commencement, the company secretary informed the meeting of the meeting quorum, the vote-casting and vote-counting methods for each meeting agenda. In case where some shareholders joined the meeting after the meeting commencement, the shareholders still cast votes for the remaining agenda not yet considered and vote upon by including them as the meeting quorum.
- 5) During the meeting, the chairman proceeded with the meeting agenda in such order earlier set forth in the meeting invitation letter without adding any further agenda, while allowing equal opportunity for all shareholders to present question, comment or suggestion for each meeting agenda. In the regard, for shareholders' meeting in 2016, there was 6 shareholders presenting question and suggestion to the meeting, where by the directors and management team responded in a straightforward manner.
- 6) The barcode system was employed to tally the votes cast for each meeting agenda, whose results were displayed on the screen in the meeting room, to provide immediate access to all the shareholders who were present.



- Subsequent to the shareholders' meeting

- 1) The company disclosed the resolutions adopted by the shareholders' meeting together with voting results for each meeting agenda in both Thai and English, via the channel of The Stock Exchange of Thailand in the same day, and the company website on the following day.
- 2) The company complied the meeting minute subsequent to the shareholders' meeting, by incorporating all essential details and summarizing voting results for each meeting agenda, together with the record on the discussion and conclusion regarding significant topics. Said the minute was submitted to The Stock Exchange of Thailand, and The Securities and Exchange Commission within 14 days subsequent to the meeting, and disseminated on the company website, so as to enable the shareholders to review said minute contents without having to wait until the next shareholders' meeting.
- 3) The company recorded the meeting on VDO, for further distribution to the shareholders upon request.

The company had the appraisal result in 2016 for the quality of 95.25 points by The Thai Investors Association.

Section 2 Equitable treatment of shareholders

The Board of Directors ensured that every shareholder was entitled to fair and equitable treatment as follows;

2.1 The shareholders' meeting

- 1) The company provided the shareholders with the opportunity to nominate candidates as directors prior to holding the shareholders' meeting 2016 during the period of October 19, 2015 – January 20, 2016 or 3 months. For such purpose, the company disseminated on the company website, as well as notifying the shareholders via the channel of The Stock Exchange of Thailand. Nevertheless, there was no shareholder nominating any candidate for consideration as the company directors.
- 2) The allocation of votes in the meeting was based on the number of shares being held by each shareholder, with 1 vote representing 1 share with no shareholding any special privilege in restricting the right of other shareholders.
- 3) In case where shareholders could not attend the meeting in person, the company allowed said shareholders to appoint proxies from independent director or other parties to attend the meeting on own behalf. The company provided clear details pertaining to the proxy appointment letter, sent together with the proxy appointment letter (Form B), allowing the shareholders to instruct own voting direction.

- 4) The voting procedure for each meeting agenda was carried out in a transparent manner, with the voting ballot provided the shareholders for each agenda, whereas only disapproval and abstention votes were kept afterwards. Vote tallying was carried out using the barcode system and displayed on screen in the meeting room to facilitated convenience, and easy verification.

2.2 Supervision over inside information

The company has laid down the policy safeguarding against inside information abuse for directors, management team and employees to exploit the information unjust gains for own self or for the others. In relation to this, the company communicated to company directors, management team, and employees to serve as guidelines for the company's operation. In 2016, the directors, management team, and employees strictly followed those company policies on a consistent basis.

2.3 Supervision over the transaction of company securities

The company specified conditions regarding the transaction of company securities in its business ethics, by forbidding the directors, management team, and employees in those departments accessible to inside information, to engage in the transaction of company securities, during the period of a month before the disclosure of such information to the public. In 2016, all the company directors and management team strictly followed accordingly, without engaging in such transaction during the said period. In this regard, the company laid down the regulation requiring company directors and management team to duly report own first securities holding, together with any subsequent change in securities holding, to The Securities and Exchange Commission in accordance with article 59 of The Securities and Exchange Act B.E. 2535.

2.4 Treatment of conflict of interests

The company treated the issue of conflict of interest with caution and reason by laying down major policy regarding good governance practice. The company supervised the implementation of connected transaction so as to comply with the announcement by The Capital Market Supervisory Board.

Before implementing each connected transaction requiring prior approval from the Board of Directors, the item was first proposed to the Audit Committee for endorsement prior to submitting to the Board of Directors for further approval. The directors with possible conflict of interests were not allowed to take part in the meeting. Afterwards, the company informed said meeting resolution to the shareholders via the channel of The Stock Exchange of Thailand. The information included the disclosure of names and relationship of connected parties, pricing policy, transaction value, and other related details, as well as the opinion of the Board of Directors pertaining to such transaction.

Furthermore, the company laid down the policy on approval criteria for business transactions under normal business term, conducted between the company and the directors, management team, major shareholders, or connected persons as the notification of The Capital Market Supervisory Board.

2.5 Supervision over assets transaction

The company supervised assets transaction in accordance with the announcement by The Capital Market Supervisory Board regarding the acquisition and disposal assets, whereby directors with possible conflict of interests were not allowed to participate, so as to facilitate fairness and transparency.

Section 3 Consideration of the roles of stakeholders

Based on its recognition of the rights of stakeholders, the Board of Directors duly laid down relevant policies and guidelines in the company's business ethics manual, and communicates to the directors, management team, and employees to be followed as practice guidelines, to ensure that all stakeholders receive fair and equitable treatment.

3.1 Shareholders

The company duly respect the basic right accorded the shareholders in accordance with the laws, regulations and business ethics of the company. The company ensured that the measures safeguarding against conflict of interest, connected transaction, and against the exploitation of inside information for personal gain. Furthermore, the company also aimed to generate justifiable return for the shareholders by laying down appropriate dividend payment policy on a consistent basis.

In 2016, the company implemented dividend payment by dividend stock and drawing from the company's operation profit in 2015, at the rate of 0.07333 baht per share, for total dividend payment accounting for 26.18% of total net profit displayed in the separate financial statement, representing the company's dividend payment for 11 consecutive years.

3.2 Employees

In the company's recognition of employees as its valuable human resources playing the critical role in leading the organization toward success, the company set the policy to devote its best efforts to develop and upgrade the employees' potentials on a consistent basis. The company sought to provide job security and advancement opportunities to all employees based on their own potentials, as well as encouraging the employees to play a part in charting the company policy, and laid down its remuneration policy toward the employees by providing the employees with fair and reasonable remuneration commensurate with the capability, responsibility, and performance. (Details under the heading "Management Structure" on Human resource development)

The company provided necessary welfare benefit to the employees to promote better livelihood and living quality, such as the provident fund, clinic, annual check-up, accident and life insurance, uniform, credit union, scholarship for employee's children, and transportation. As well as supporting for the sport day for Bangkok office and factory employees, and beneficial activities for social and environment.



At the same time, the company placed much emphasis on the employees' safety, hygiene, and property protection, by laying down the policy regarding work safety, sanitation, and work environments for the employees. Furthermore, the company arranged to set up the billboard display showing the accident statistics relating to work activities. In 2016, the company organized training session regarding work safety, such as "First aid training", "Preliminary fire-fighting and evacuation drill" and "Working with hazardous chemicals". The company regularly carried out the fire prevention and fire fighting system, escape route, checking fire fighting equipments and fire alarm system, to provided the safety working environment. (Details under the heading "Responsibilities for community and environment")



In 2016, the company had no work accidents causing staff absence, accounting for injury frequency rate of 22.4 times per 1,000,000 working hours. Whereas, the company could reduce 56% of accident when compare to the former year.



3.3 Customers

The company recognized of the cultivating and retaining customer's loyalty, honesty, fairness and not taking any actions in violation of the customers' right. The company paid the highest attention to the customers' complaints under policy "Continues to develop and improve its customer services for both production and delivery", and emphasis in safeguarding all the customers' secrets, strictly forbidding any abuse of such information for personal gain or connected persons' interest. The company also provided "Customer Relations Services" where customers could lodge complaints, comments, or suggestion as the direct line at telephone number 02-941-6931 ext. 5102 or email : sales@easonpaint.co.th



In 2016, there was no significant complaint from customers. Whereas the company duly took into consideration all the complaints received from the customers, in order to devise proper measures to safeguard against, and provide solutions to the problems on a systematic basis, to ensure that similar problem would not occur again.

3.4 Business partner

The company upheld its policy to deal with partners on the basis of fair competition, equality and mutual respect by following business agreement term, providing true and accurate information, sharing know-how in paint technical, as well as engaging in joint efforts to develop and promote better value for product and services, as well as arranging the football relationship between the company and partners annually.



The company's procurement process is complied with ISO 9001, in which the selection system of business partners who conduct their business according to laws, and comply with occupational health and safety standard which environmentally friendly. During 2016, there was no case of the company failing to abide by its outstanding agreements with business partners.

3.5 Competitors

The company placed much importance on fair and honest business competition under the framework specified by law. Accordingly, the company implemented its business operations according to fair competition rules. Over the years, the company was never engaged in any trade dispute with other competitors.

3.6 Creditors

The company has set the policy to treat all groups of creditors equally and fairly by strictly following contracts or conditions as earlier agreed upon with the creditors. The company's financial position was disclosed accurately and on time. The trade account payables can submit their invoices to the company on Thursday of the first and the third week of following month, with payment to be made on the same day. During 2016, the company paid all creditors following agreed term of payment, without causing any payment default.

3.7 Promotion of efficient energy resources utilization

Based on the company's firm recognition of critical value generated from its energy resources utilization, so as to create the energy saving project alongside its regular business operations in 2003 –

2014, and appointed the Energy Management Committee to laid down the company's energy resources conservation policy, and dedicate to maximizing the benefits generate from out energy resources consumption such as turning off air conditioner earlier 15 minutes before lunch time and working end, installation the reflective lamp lantern, using energy saving T5 lamp, together with promote awareness and conscience among all the employees. In this regard, the company was certified to be an efficient energy management organization in 2015 by Department of Alternative Energy Development and Efficiency, Ministry of Energy. The company received "Thailand Energy Award 2015"

In 2016, the company was certified to be the best practice of energy management organization or "TEM Awards 2016" by Department of Industrial Promotion, Ministry of Industry. Moreover, the company also involved the knowledge sharing project on energy management for other companies who interested in energy saving best practices.



3.8 Participation in CSR contributing to community developments

The company regularly engaged itself in those activities aimed at promoting community developments for further common benefits. In 2016, the company participated in cultural activities bringing Lent candle for Buddhist Lent day on the project "Lent candle Festival" at Wat Khao Din, Chacheongsao, and provided paints for decoration for school's wall, as well as decoration for rubber wheels in accordance for using in playground at Baan Nong Prom School, Panasnikom, Chonburi.





3.9 Guidelines for refraining from action infringing upon human rights

The Board of Directors duly recognized the significance of human rights by conducting the business in accordance with the law and human rights standards without discrimination on gender, nationality, religion, political ideology. Some of those actions were anti-child labor campaign by refusing to accept person less than 18 years old of age as company employee, no unfair discharge of company employee in accordance with labor laws supervising strict human right compliance. Throughout its business operation to date, the company had no previous bad record pertaining to any violations of human rights lodged with court. (Details is under the heading “Responsibilities for Community and Environment”)

3.10 Guidelines against business practice infringing upon patent or intellectual properties

The company strictly adhered to its policy of not engaging in any act in possible infringement upon intellectual property rights, either by means of copying or unauthorized usage of intellectual properties belonging to other parties. The company consistently dedicated its efforts to developing products and services on a continuous basis by arranging the Best Performance Team contest every year to seeking for an innovative working instruction with more efficiency and accuracy on employee's function. During 2016, the company was not engaged in any activities infringing upon the patents or intellectual properties.

3.11 Participation channels for the stakeholders

The company laid down a Whistle Blowing policy to justly protect the whistle-blower, including protection from persecution when filing a report. The company provided the channel for all stakeholders to file the report or complaint on those matter likely to cause damage to the company, whether they concern the accuracy of financial statement, internal control system deficiency, or any act likely to violate the laws and business ethics, or the matters that the stakeholder' right is violated or the corruption. The whistle blower could directly communicate through the channel as follow;

Section	Telephone	Email address
Customer Service	02-941-6931 ต่อ 5112	sales@easonpaint.co.th
Production	038-451-833 ต่อ 5261	jitti_ek@easonpaint.co.th
Research & Development	02-941-6931 ต่อ 2111	siriporn_c@easonpaint.co.th
Purchasing	02-941-6931 ต่อ 1155	wilaivan_m@easonpaint.co.th
Environmental & Safety	038-451-833 ต่อ 5151	vichai_ma@easonpaint.co.th
Financial Report	02-941-6931 ต่อ 1234	chayuth@easonpaint.co.th
Investor Relation	02-941-6931 ต่อ 1221	saroch@easonpaint.co.th
Audit Committee	02-941-6931 ต่อ 1204	info@easonpaint.co.th

Or send a registered mail to a person in chart at

Eason Paint Public Company Limited

312, 402/3-6 Phaholyothin 32, Chankasem

Chatuchak, Bangkok 10900

In 2016, the company did not receive any such claim from stakeholders.

Section 4 Information disclosure and transparency

The company duly recognized the importance of disclosing significant company information relating to both financial and non-financial topics, which was regarded good corporate governance policy. The company ensured that the shareholders and investors receive such information in equitable manner through such channel as the annual report, annual information disclosure form 56-1, news distribution channel of The Stock Exchange of Thailand, and company website also (www.easonpaint.co.th), with that information being regularly updated.

In 2016, the company facilitated information disclosure in accordance with the requirement of The Stock Exchange of Thailand and The Stock and Exchange Commission in display of transparency toward its business operation as follows;

4.1 Corporate governance

The company disclosed its corporate governance policies, corporate governance principles, business ethics, and code of conduct for the Board of Directors, and Sub-committees on company website.

4.2 Social and environment management policy

The company incorporated these topics under the policies on corporate governance and business ethics with regard to society and environments (Details under the heading “responsibilities for community and environment”)

4.3 Risk management policy

The company has set up Risk Management Committee to supervise risk management of organization in a systematic and cover all areas appropriately, as well as assign risk management policy (Details under the heading “Corporate Governance”)

4.4 Shareholding structure

The company disclosed the names of top 10 shareholders at the time of closing shares registration book for the shareholders’ meeting, and at the end date for each quarter on company website.

4.5 The Board of Directors’ responsibility report toward financial statement

The Board of Directors recognized the importance of compiling financial statement in such manner deemed accurate and reliable, to serve as references for decision-making by the investors, by displaying said report of the Audit Committee in the annual report. In 2016, the company received unconditional certification for its financial statement from the company auditor, and facilitated the submission of said financial statement to the Securities and Exchange Commission and The Stock Exchange of Thailand within the timeframe required, and was never subject to any instruction to revise its financial statements.

4.6 Duty performance by the Board of Directors and Sub-committees

The company disclosed the details on the role of the Board of Directors and Sub-committees, the number of meetings held, the number of meeting attendance by each director during the year 2016 (Details under the heading “Management Structure”)

4.7 Shareholding by directors

The company annually disclosed shareholding and change of the company’s shareholding of directors in the annual report. (Details under the heading “Management Structure”)

4.8 The remuneration for directors and management team

The company disclosed the policy regarding the remuneration for directors and management team, the remuneration accorded the director for the Board of Directors and Sub-committee in the annual report (Details under the heading “Management Structure”)

4.9 The policy to report possible conflict of interest by the directors

The Board of Directors laid down the policy requiring company directors and management team to report each time possible conflict of interests arose by either themselves or connected persons. The company secretary was required to submit related report to the Board of Directors after the company learnt of such event. During 2016, the company directors and management team strictly followed said policy, by not taking part in such meeting agenda having possible conflict of interests. The company will facilitate information of the meeting's resolution to The Stock Exchange of Thailand.

4.10 Connected transaction

The Board of Directors laid down the policy for the company to comply with the regulations of the Capital Market Supervisory Board, in case of connected transaction. The company will bring the issue to the Audit Committee's meeting, and the Board of Directors' meeting for consideration respectively, so the Audit Committee will be able to comment in case there are different opinions, and the Board of Directors can acknowledge the details before the company disclosure to The Stock Exchange of Thailand.

4.11 Quarterly performance report

In case of net profit according to last financial statement changed from the financial statement in the same period last year more than 20%, the company has revealed the explanation of the operation's results for the quarter to The Stock Exchange of Thailand.

4.12 Whistle blowing policy

The company laid down a policy and protective measures for whistle blowers in the code of conduct for company directors, management team, and employees. Details are under the heading “Corporate Governance”. (Section 3 : Consideration of the roles of stakeholders No. 3.11).

4.13 The relationship with investors

The company set up the investor relation to serve as the center in communication and distributing significant information useful to the investor and other parties concerned. With this regard, the company has assigned the roles of investor relation for staff to take as a guideline of practice. Interested person could view the company's latest company's information on company website, under heading “Investors Relation”, and the news system of The Stock Exchange of Thailand, or contact Mr. Saroch Chantadee, Company secretary, Tel. 03-941-6931 ext. 1221, Email : saroch@easonpaint.co.th

Section 5 Responsibilities of the Board of Directors

The Board of Directors had important responsibility in setting the direction for company's business operations, following up on the working result by its management team, and being responsible for duties to contribute to the best interest of the shareholders.

5.1 Structure of the Board of Directors

1) Composition of the Board of Directors

The Board of Directors comprised 10 persons, classified in to 5 executive directors, and 5 non-executive directors (5 independent directors).

The Board of Directors consisted of qualified directors with knowledge, proficiency, and various experiences in accounting, financial, management, marketing, and paint business. They provided useful suggestion and advice in business operation to the company consistently. The company's number of independent director is accounted for more than one-third of the Board of Directors, complying with the requirements by the Capital Market Advisory Board.

2) Independent director's qualifications

All of company's independent directors are fully qualified to serve as an independent director under the rules set by the company, and none of independent director take a position as director in more than 5 listed companies.

The Board of Directors resolved to adopt the definition for independent director having qualifications in accordance with the notification of the Capital Market Supervisory Board. The independent directors are truly independent from management team, and major shareholders of the company, and independent directors and the person being involved have no shareholding in the company over than 1% complies with the rules.

3) Directors selection process

The Board of Directors appointed the Nomination and Remuneration Committee, to supervise the director selection process to be carried out in a transparent manner (Details under the heading "The selection of the management")

4) Directorship term for independent directors

The Board of Directors were elected by the shareholders' meeting, with directorship term complying with company regulations, while being eligible for re-election after term completion. At present, independent directors were not allowed to serve not more than 5 listed companies.

5) The number of companies served by each director

The company disclosed the information regarding the holding of directorship by each company director in other companies in the heading "Management Structure". All directors

well understand the best practice in the number of companies which are able to serve as director, regarding good governance practice. At present, none of the company's directors serve as director in more than 5 listed companies, and none of the company's directors who is executive directors serve as director in other listed companies.

However, the company has not specified the number of listed companies and subsidiary company that each director hold directorship for not more than 5 places, since the company needed the directors to supervise operation management of those companies to be in the same direction.

6) The separation of the position of Chairman from Managing Director

Based on the different responsibility scope between Chairman of the Board of Directors and the Managing Director, the company therefore specified the Chairman and the Managing Director to be different persons, so as to clearly separate the supervision and management authority for the company, and contributing to proper authority balance in company management within the company. In relation to this, the company has set up the Board of Directors' charter, setting the authority and duly scope clearly separating for Chairman from the Managing Director.

Furthermore, despite the Chairman of the Board of Directors not being an independent director, nevertheless, both of them duly carried out their assignment in an independent manner, and providing opportunities to all directors to act freely in expressing own options and suggestions contributing to the best interest of the organization

7) Company Secretary

The Board of Directors resolved to appoint Mr. Saroch Chantadee, the Manager of Office of Managing Director who passed the Company Secretary course from Thai Institute of Directors (IOD) on October 16 – 17, 2012, as the company secretary, having the duties and responsibilities as specified by the company. (Details under the heading “Management Structure” in Company Secretary)

5.2 Sub-Committee

The Board of Directors appointed several committees comprising of Audit Committee, Risk Management Committee, Nomination and Remuneration Committee and Executive Committee, who has experienced members to supervise over each particular aspect of company operations, and clearly lain down the authority and responsibility scope for each committee per the charter for the said committee. (Details under the heading “Corporate Governance” in Sub-committee)

The Audit Committee and The Nomination and Remuneration Committee, they all are independent committee.

5.3 The roles, authority, and responsibilities scope of the Board of Directors

1) Leadership and vision

The Board of Directors consisted of member who had extensive capabilities and experiences beneficial to company management, together with leadership and independent decision-making qualities to the objectives and goals of the company and shareholders.

The Board of Directors also approved strategy, target, plan and budget of the company proposed by the management. At the same time, they were required to ensure that there were adequate mechanisms in supervising and monitoring, so that to meet the target contributing to further value and interested of all stakeholders.

2) Good corporate governance

In due recognition of the importance of good corporate governance practice, The Board of Directors therefore laid down good corporate governance policy in writing and revealed company website. Together with communicate to the Board of Directors, management team and employees, which required that all of them comply with such manual strictly.

3) The policy regarding possible conflict of interests

The Board of Directors placed much importance on ensuring that any transaction with possible conflict of interest was carried out in a cautious, careful, and hones manner. The company incorporated the policy regarding possible conflict of interest into its policy pertaining to corporate governance and business ethics. (Details under Section 2 Equitable treatment of shareholders)

In 2016, the company disclosed such items with possible conflict of interest under the heading "Connected transaction"

4) Supervision over internal control and audit system

The Board of Directors placed much emphasis on the systems financial control, company management, and corporate supervision, by assigning the Internal Audit Office to supervise over the audit, review, and monitoring of those operation results. The Internal Audit Office also provided recommendations to ensure independent and effective practices according to those guidelines in an independent and balance manner.

Accordingly, the Board of Directors instructed the Internal Audit Office to directly report to the Audit Committee as lease once a quarter, so as to allow the Audit Committee to review and ensure sufficient internal control.

At the Board of Directors' meeting no. 2/2016, reviewed the adequacy of the internal control system (Details under Anti-corruption and Internal Control" in The Board of Directors' Opinion). With this regard, the Audit Committee is responsible for considering and giving approval for the appointment or dismissal of the Internal Audit Office. In 2016, the company

hired Phoomthai Audit Co., Ltd., who has good quality of knowledge, abilities and experiences as the Internal Audit

5) Risk management

Regarding risk management, the Board of Directors supervised to ensure that the company had adequate systems overseeing the view, monitoring, and management. In the past, The Board of Directors had evaluated the risk management at least once a year, and set policy to manage the possible risk. During 2016, the committee held 3 meeting and invited Risk Management Working Group which consists all of department managers to join the meeting in order to discussed various matters, and also arranged the training on Risk Assessment for all sections, to ensure that all risks were properly maintained at acceptable levels. The Risk Management Committee analyzed and evaluated possible risk, and complied risk management report, for submission directly with the Board of Directors. (Details under the heading “Risk Factors”)

5.4 The Board of Directors’ meeting

The Board of Directors scheduled the meeting for the whole year and notified the directors in advance in which the meeting will be held at least every quarter with additional meeting if necessary. Each director was able to propose agenda, and the company secretary will send out the meeting invitation letter, meeting agenda, and relevant meeting documents to the directors not less than 7 days in advance, to allow the directors sufficient time to review the information prior to the meeting.

All directors considered as their duties to attend the meeting each time, unless unable to do so due to significant obligation or illness. The chairman allowed the directors to present opinion and comment freely, while those directors having conflict of interests would not be allowed to cast vote at such meeting. In this regard, the numbers of director are not less than two-third of the Board of Directors on each casting vote at the meeting. The company secretary recorded the meeting minutes and the classified those minutes in systematic manner to facilitate easy reference. The Board of Directors supported the joint meeting between the Audit Committee and management team at least once a year.

During 2016, the Board of Directors held 7 meetings altogether, and independent directors held 1 meeting without the management team in attendance. (Details about the meetings under the heading “Management Structure”

5.5 Directors’ remuneration

The Board of Directors appointed the Nomination and Remuneration Committee to supervise and ensure that the remuneration process for directors and management team were carried out in a transparent manner. (Details of regulations and criteria on remuneration policy for directors under heading “Remuneration for the directors and management team”).

5.6 Development for the directors

1) Orientation for new directors

In case of the new directors, the company will host the orientation for the new directors to properly prepare them for director assignments. The company will arrange the factory site visit, and organized presentation on company background, business perspective and business policy for the new directors. The company also provided them with the manual for directors for listed company; clearly summarizing and comparing the provision in the company regulation comply with the Securities and Exchange Act., the public company Act, as well as the corporate governance policies for the company' directors.

In 2016, the Annual General Meeting of Shareholders passed the resolution to appoint the new independent director, Prof. Dr. Tharapong Vitidsant, who is master in the operation of renewable energy power plant with biomass energy from Refuse-derived fuel (RDF) to generate electricity for industrial plant, and in line with the new business of the company.

2) Training attendance by the directors

The Board of Directors encourages further knowledge for the directors on a consistent basis, so as to gain better effective skills regarding their duty assignments. The programs included the training and seminar organized by Thai Institute of Directors Association (IOD) and other organizers. (Details under the heading "Management Structure" in the Board of Directors' information)

The directors attended course designed to promote their management abilities, and applied the knowledge when performing duty. During 2016, the directors attended the course on significant operation topic such as "Corporate leader forum on the best internal control for listed company", "Honest and Carefulness : Scripture for Directors" and "Corruption : can be controlled and protected"

Training and seminar attended by the Board of Directors in 2016

Date	Name	Training Course/Seminar
February 9, 2016	Ms. Petcharat Eksangkul Ms. Thipawan Uthaisang	• Corporate leader forum on the best internal control for listed company
May 17, 2016	Ms. Thipawan Uthaisang	• Honest and Carefulness : Scripture for Directors
July 28 – 29, 2016	Ms. Petcharat Eksangkul	• Honest and Carefulness : Scripture for Directors (RCL Class 4/2016)
August 24, 2016	Mrs. Pismai Boonyakiat	• Corruption : can be controlled and protected

5.7 Succession plan

The company has set succession plan for all levels of key management person, starting from the process of nominating the persons who will be responsible in a proper and transparent manner. The persons were prepare in different areas, as well as continuously participated in training for development. There was also monitoring activities to create the management with knowledge, abilities, leadership, and honest, allowing the company to proceeds its operation continuously and effectively.

The Board of Directors has recognized the importance of creating the management to succeed the top management with the principles as follows;

- 1) Specify description for the top management position, and relation with targets and strategies of the organization, including qualifications of knowledge which related to company operation.
- 2) Select subordinate executive with potential, and capabilities.
- 3) Analyze their qualification individually to find performance and what needs to be further developed.
- 4) Create individual developing plan to promote potential and capability development.

Report on the Responsibilities for Community and Environment

Eason Paint Public Company Limited has elevated and improved social responsibility towards sustainable business growth in the long run. Since receiving accreditation for its compliance with the Corporate Responsibility Standard toward the Society (CSR-DIW), Beginner Awards, Flagship Project, and Continuous Project (2012 – 2014) from Industrial Works Department. In 2015, the company has received the accreditation for “Green Industry” with outstanding on the green activities, including reducing effects on environment from Ministry of Industry, and “Thailand Energy Award” with outstanding on the efficient energy management organization by Department of Alternative Energy Development and Efficiency, Ministry of Energy.

In 2016, the Energy Management Committee of the company laid down the company's energy resources conservation policy, and dedicated to maximize the benefits generate from energy resources, together with promoting awareness and conscience among all the employees. In this regard, the company was certified to be an efficient energy management organization by Department of Industrial Promotion, Ministry of Industry, and received “Total Energy Management” (TEM Award), together with sharing the best practice on energy resources utilization to other industry operators.

The company believes that the commitments on the best corporate social responsibility and the dedication to pursue above approach towards the society and environments, shall serve as a significant threshold leading the organization towards sustainable developments in the future.



Ms. Petcharat Eksangkul
Chairman of The Safety, Hygiene and
Environment in Working Committee

Corporate Social Responsibility



The company's operation and activities abided by the law concerning. The company believes that the commitments on the best corporate social responsibility shall serve as a significant threshold leading the organization towards sustainable developments.

Stakeholders	Participation	Action	Result
Shareholders	<ul style="list-style-type: none"> • AGM • Investor Relation • Site visit • website 	<ul style="list-style-type: none"> • Good Corporate Governance • Compliance with Good Corporate Governance 	<ul style="list-style-type: none"> • Good return on investment • Disclose information with transparency • Transparency management
Employees	<ul style="list-style-type: none"> • Information • Relation activities • Satisfaction survey 	<ul style="list-style-type: none"> • Review remuneration and benefits • Built up relation activities in organization 	<ul style="list-style-type: none"> • Proper remuneration and benefits • Progress and stability • Improve personal skills
Customers	<ul style="list-style-type: none"> • Satisfaction survey • Customers relation • email / Call center 	<ul style="list-style-type: none"> • Product development • Standard production for good quality • Quick response for complaint 	<ul style="list-style-type: none"> • Suitable price with quality • Clearly product's information • Safety in product usage • Complaint receiving
Business Partners	<ul style="list-style-type: none"> • Partners meeting • email / Telephone 	<ul style="list-style-type: none"> • Review purchasing procedure • Joint products development 	<ul style="list-style-type: none"> • Fair and transparent with partners • Sustainable business growth
Community	<ul style="list-style-type: none"> • Discuss with community • Relation activities 	<ul style="list-style-type: none"> • Basic fire fighting • Resuscitation Training 	<ul style="list-style-type: none"> • Health safety & Hygiene • Involve in community improvement
Social & Environment	<ul style="list-style-type: none"> • Survey and assess effect on environment 	<ul style="list-style-type: none"> • Energy saving tips • Apply ISO 14001 	<ul style="list-style-type: none"> • Efficiency use for resources • Continuous social activities

To cover all stakeholders, the company committed to operate the business with social responsibility based on business principles as follows;

1. Responsibility for Product Quality

The company produces products with quality, safety standard and concern about the environment. The company has been certified for quality management system ISO9001:2008, ISO14001:2015 and TS16949:2009, which are used as a guideline in all production processes from raw materials receiving, production until waste management.



Moreover, the company plans to upgrade its ISO9001 to version 2015, and TS16949 to version 2016 within the year 2017 to ensure our products and services for customers and partners even more.

- Responsible for Customer and Partner

The company aware for importance of customers and partners with the guideline are as follow;

1. Provide correct, sufficient and up to date information to customers and partners, so that they know about the products and services without overstatement from reality, which may cause misunderstanding.
2. Contact customers and partners with good manners and trust. Provide channels for them to file in complaints about quality and safety or product.
3. Retain customers and partners' secret and do not use for personal or related person's interests wrongfully.
4. Give recommendations about usage methods for products and services efficiently and most beneficial for customers and partners.



- Fair Competition

1. Focus on building business allies with trading partner for long term growth and joint development. Compete fairly, do not take advantage or claim benefit not included trading agreement. Adhere to satisfaction on both sides in business negotiation.
2. Respect fair competition rules. Do not destroy competitor fame, and not copy or use other intellectual property in business without permission.

2. Morality and Respect Human Rights

The company emphasizes on building good relationship and happy co-existence with related group from employees, partner, communities and society by human right of every person. This is the principle which the company adheres to while carrying out activities in business operation.

- Respect rights of other's assets

1. Respect the ownership right of stockholders, look after their interests, support and provide opportunities for all groups of shareholder fairly and equally such as access to information, attend the meeting to determine business operation direction, and make decision on issues which affect the company significantly.



2. Produce and distribute product which are safe. Determine product price according to cost of goods and stay competitive, keep promise and agreement in product distribution, take care of customer's demand and complaint, also customer satisfaction.
3. Manage work so that debtors feel confident about financial status and ability to pay debt. Strictly carry out as state in contract or other conditions.
4. Treat employees and respect their existence as basic human right in working. Promote equality in employment, opportunity in professional development. Encourage participation to determine direction of business operation and development of the company.

- Respect human rights

1. Determine respect human rights issue as social responsibility policy. This is communicated to management and every level of employees, including related persons.
2. Organize meetings to review, and improve procedure which may be against human rights. The Safety, Hygiene and Environment in Working Committee will propose to management to proceed in accordance to International Human Rights Principle
3. Give every employees equal opportunity in job employment, occupational development, sufficient and appropriate safety measures, environment and quality of working life.
4. Encourage employees to exercise their voting rights to select representatives on required occasions.

Number of employees classified by gender			
Year	Male	Female	Total
2016	113	87	200
2015	116	92	208
2014	118	93	211

The company provided equal employment opportunity especially the handicapped. In 2016, the company employed the handicapped as required by law (Law states that 1 handicapped person per 100 employees)

3. Benefit of Stakeholders

The company emphasizes on happy working environment, stresses on building good understanding among employees – employees, and employees – the company which are the basic of good labor relation. The management will also create balance between working life and living.

- Promote Social Responsibility Awareness

1. Build up good relationship between the company and community. Responsible for effect which may occur from business operation.
2. Social and Environmental Responsibilities by improving and developing process in accordance to efficient environment. Selective about trading partners who operate business with social and environment responsibilities.
3. Cooperate with government sectors to abide to the law and change regulations to conform to laws, with varieties information correctly in labor information, regular billing disclosure to government sectors.

4. Encourage and give chance to employees, community and society to participate and express their opinion. Organize discussion platform about human rights violation issue to determine appropriate corrective measure.



- Treat Employees Fairly, Hygiene and Safety in Working Environment
 1. Employ employees legally. Give remuneration and determine working day, holiday, rights to take leave, health care, safety standard as required by law to create balance between working life and living.
 2. Organize training for all level of employees to improve their skills and receive sufficient training to perform their job. Provide occupational development based on ability.

Skills type	Training course
Production & Quality control	<ul style="list-style-type: none"> • Traceability of Thermo-hygrometer by Sodium Chloride Solution • Uncertainty of Measurement for Calibration Laboratory • Material Requirements Planning and Capacity
Purchasing & Logistics	<ul style="list-style-type: none"> • How to apply KPI for Logistic improvement • Smart Purchasing for Success Organization • Purchasing & Inventory for Cost Saving
Human resources	<ul style="list-style-type: none"> • Behavioral Evaluation : workshop • EQ-AQ-MQ for Self Development
Hygiene & Environment	<ul style="list-style-type: none"> • How to built up Electricity safety • Carbon Label for Sustainable Living • Safety supervisor for management level • Labeling for Chemical in GHS system
Supporting skills	<ul style="list-style-type: none"> • SME's Tax Trap For Single Account • Progress Database Administration • 7 waste and cost Reduction in office • Air Condition Maintenance



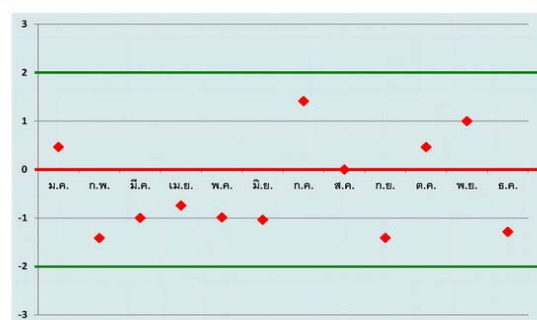
3. Determine the Safety, Hygiene and Environment in Working Policy. The committee will be responsible to draw up training plan for every level of employees, prepare equipment to prevent danger in working and campaign to encourage employees to be aware on safe working environment. In 2015, the company's statistic accident showed without injured staff absent work.



In 2016, there is no employee who has suffered from work related to accident, and the company can reduce the number of work related to accident to zero by 258,552 working hours



กราฟแสดงความแตกต่างของอัตราการเกิดอุบัติเหตุในอดีตกับปัจจุบัน
SAFT-T-SCORE



STS มากกว่า +2.00 การเปลี่ยนแปลงปัจจุบันเข้กว่าอดีต
STS ต่ำกว่า -2.00 ลงไป ข้อมูลทางสถิติ ปัจจุบันดีกว่าในอดีต

The company provided continuous monitoring and evaluation of environment at least twice a year. The company recently operated on July 2 – 3, 2016 by Bangkradi Industrial Estate Co., Ltd., which the 2016, the company has an environment management budget of about 479,000 baht.



4. Look after employee' health by preventive measures, treatment and health care. Organize annual health check-up as well as medical care benefits in case of sickness, also provide knowledge "Cervical Cancer" so that all employees are informed and can prevent themselves from various diseases.



5. The company encourages employees to make organic and non-toxic agriculture in line of Sufficiency Economy principle.



- Equal Opportunity

1. Provide opportunity for employee' participation to express their opinion to improve the organization.
2. Employment opportunity after retirement for employees with knowledge, skills. Ability and good health, so that they can work with the company for another appropriate period of time.
3. Treat all level of employee equally when wrong doing is found. The discipline investigation committee is appointed to give fair trial to employee. Give employee the chance to explain, change and improve, so that they become good member of the organization. Nevertheless, the wrong doing in working regulation will lead to disciplinary measure and consider punishment according to rank

- Community and Social Joint Development

"Corporate Social Responsibility" (CSR) is being committed and treated as an integral part of the strategic sustainability business plan as a result, both internal and external affairs cover on an environment awareness, safety concern from the starting of the operational system, logistic process throughout the chain of supply also communication with the community in order to enhance its confidence towards company. Moreover, it is being realised that the contribution for the society is one part of our commitment especially an education support for both students in the neighbourhood and distanced. The company also involved an education support for both students in Panthong, Chonburi Province and distance on National Children's Day 2016, donate and support consumable products to Home for Children, and in cooperation with Thai Red Cross, has arranged blood donation activity on Mother's Day and Father's Day 2016.



4. Perform duties with transparency

The company has made Good Corporate Governance and Ethics Handbook for business operation, so as to comply with Principle of Good Corporate Governance for Registered Companies of Stock Exchange of Thailand. The Handbook has been distributed in order to implant good conscience and apply the principle by management and all level of employees, and also public on the company's website.

- Business roles

1. Demonstrate strategy and capability in adding value in a long run
2. Set up the company's vision and strategic intent suitable with own capability in achieving value-adding activities, raising efficiency and ensuring operational effectiveness, as well as equally ensuring satisfaction among shareholders, clients and investors.
3. Demonstrate operational transparency. Able to answer inquiries and held accountable through mechanisms such as a clear decision-making process and transparent working procedures disclose through reports and analyses on operating results and plans to the shareholders, the clients, the investors and other stakeholders equally, adequately and promptly.
4. A public relations officer must be appointed to present information and able to facilitate communication. At the level of the board of directors, all committees must be balanced in their opinions and monitor the operation, be controlled in giving cautious advices to ensure smooth business and sustainability.

In 2016, no issue found about corruption and unlawful operation or related requirements as well as no violation about business operation ethics. In additional, the company operates the business with transparency ethic on Good Governance, and anti-corruption together with Social and environment responsibility which the company received "NACC Integrity Awards" from Office of the National Anti-Corruption Commission in 2016.



General Information

Company's name:	Eason Paint Public Company Limited
Business:	Manufacturing and distributing industrial paints such as Motorcycle coatings, Printing ink, Packaging coatings, and other industrial paints
HO and factory addresses:	7/1-2 Moo 1, Panthong, Panthong, Chonburi 20160 Telephone 0-3845-1833 Fax 0-3845-1825
Branch office address:	312, 402/3-6 Soi Phaholyothin 32, Phaholyothin Road Chankasem, Chatuchak, Bangkok 10900 Telephone 0-2941-6931 Fax 0-2941-2930
Company's registration number:	0107548000111
Website :	www.easonpaint.co.th

Subsidiary Companies

Eason Urai Paint Company Limited ("EUP")

Business:	Manufacturing and distributing motorcycle paint and other Industrial paints
Address:	Lot 76, 77 Noi Bai Industrial Zone, Mai Dinh Soc Son, Hanoi, Vietnam Tel. +84-4-3582-4480 Fax +84-4-3582-4483

PT. Eason Indonesia ("EI")

Business:	Manufacturing and distributing motorcycle paint and other Industrial paints
Address:	JL.Tekno Boulevard Block A3 No.3A-6, Pasirgombong-Cikarang Utara, Bekasi-Jawa Barat, Indonesia Tel. +62-813-1051-6965

Eason Far East Sdn. Bhd. (EFE)

Business:	Distributing packaging coatings, inks and other Industrial paints
Address :	32, Jalan Prima Selayang-3, Prima Selayang KM-15 Jalan Rawang Selayang, 68100 Batu Caves, Selangor, Malaysia Tel. +60-03-612-83255 Fax +60-03-612-03458

Joint Venture Company

Origin Eason Paint Company Limited (“OEP”)

Business: Manufacturing and distributing plastic paint and raw material
Address: 312 Soi Phaholyothin 32, Chankasem, Chatuchak Bangkok 10900
Telephone 0-2941-7567 – 8 Fax 0-2579-8043

Advance Power Conversion Company Limited (“APCON”)

Business : Engineering system design and supply, machine installation, managing and maintenance power plant construction for both government and private organisations
Address: 223/40 Sanphawut Road, 11th Floor, Country Tower A
Bangna, Bangna, Bangkok 10260
Telephone 0-2745-5050 Fax 0-2745-5051

References

Thailand Securities Depository Company Limited - *Registrar*

No. 93 Ratchadaphisek Road, Dindeang, Bangkok 10400
Tel. 0-2009-9000 Fax 0-2009-9991

Dharmniti Auditing Company Limited - *Auditing Company*

178 Dharmniti Building, 6th Floor, Soi Permsap (Prachachuen 20)
Prachachuen Road, Bangsue, Bangkok 10800
Tel. 0-2555-0600 Fax 0-2555-0664

Nature of Business

Eason Paint Public Company Limited has been established on 1965 in the name “Eason Paint Products Co., Ltd” by the founder of the company, Mr. Ko Eksangkul whose experiences and vision in paint industry.

- In 1982, the company has increased authorized capital to 7.5 million baht to expand business and became a manufacturer and distributor of industrial paints, and engaging in production of other related products from current know-how ie. packaging coatings, offset ink, and etc.
- In 1989, the company was renamed to Eason Paint Products Company Limited and renamed again in 2005 to Eason Paint Public Company Limited which was registered with 200 million baht as a public company, listed in SET on October in the same year.
- In 2006, the company has increased registered capital by issuing 107 million new ordinary shares. All warrants now have expired, and the reserved share remained amount 923,371 shares, Current paid-up capital as the amount of 285,894,029 baht.
- In 2007, Eason Urai Paint Co., Ltd. was established with aim to be the manufacturer and distributor motorcycle paint and others industrial paints in Vietnam,
- In 2008, increased the proportion of shareholding in Origin Miki Thailand Co. Ltd. from 10% to 40%, and change its name to Origin Eason Paint Co., Ltd.
- In 2009, Bright Blue Water Corporation Co., Ltd. was established with aim to be service provider and distributor of water filter and air filtering machine.
- In 2013, PT. Eason Indonesia was established with aim to be the manufacturer and distributor motorcycle paint and others industrial paints in Indonesia.
- In 2014, Eason Far East Sdn. Bhd. was established in Malaysia for expansion market base in the future, with aim to be distributor of packaging coatings, inks, and other Industrial paints.
- In 2015, the company sold ordinary share in Bright Blue Water Corporation Ltd., in this regards, BBW is no longer the subsidiary company. N.O.F. (Thailand) Ltd. has already registered dissolution, and completely preceded the liquidation also.
- In 2016, the company has increased registered capital by issuing 252.53 million new ordinary shares to reserve for dividend stock, TSR (EASON-T1) amount 147.71 million units and warrants (EASON-W2) amount 95.29 million units. All TSR have expired already, and current paid-up capital as the amount of 466.46 million baht.

The company invested in Advance Power Conversion Co., Ltd. (APCON), which operates the engineering system design and supply, machine installation, especially the operation of renewable energy power plant with biomass energy from Refuse-derived fuel (RDF), and managing and maintenance power plant for both government and private or organisations.

Subsidiaries Companies and Related Companies

- **Eason Urai Paint Co., Ltd. ("EUP")**

EUP, registered capital amount of USD 4 million in 2007, and increased to USD 4.5 million in 2012, aim to be the manufacturer and distributor motorcycle paint and others industrial paints in Vietnam, which locate in Noi Bai Industrial park, Hanoi. The company is holding 62% of total shares, and Urai Panich Co.,Ltd, holding 30%, who has long experience in manufacturer and distributor architecture paint in Thailand, and under Urai Panich group in Vietnam, Lao, Cambodia and Myanmar, and other Thai shareholder is holding 8 % of total shareholders.

EUP has been entered into business agreement with BASF (Vietnam) Ltd. ("BVL") for having rights to manufacture motorcycle coating product. BVL will then response for product distribution to client's base in motorcycle industry in Vietnam.

- **PT. Eason Indonesia ("EI")**

PT. Eason Indonesia or EI was established in April 2013 in Indonesia with registered capital amount of USD 3 million, and aims to be the manufacturer and distributor motorcycle paint and others industrial paints in Indonesia. In November 2014, the Board of Directors has passed the resolution to increase registered capital from 3 million USD to 5 million USD. The investment was divided to 2 phases with 1 million USD each. The first phase has been done in 2014 which the company invested 0.75 million USD, and PT. Mitra Anugerah Surya, the partner in Indonesia, invest 0.25 million USD. As for the second phase of increasing registered capital, EI has postponed for a while.

At current stage, EI has 4 million USD of paid-up capital, the company holds 93.725%, and factory building and machinery installation have been completed. EI is now on pre-production, and proposing its goods to customer.

- **Eason Far East Sdn. Bhd. ("EFE")**

EFE was established in January 2014 in Malaysia with aim to be distributor of packaging coatings, inks, and other Industrial paints for expansion market base in the future. EFE has registered capital in amount of 400,000 RM (about 4 million baht), which the company holds 60%, and Singaporean shareholder holds the rest of 40%. EFE started deliver goods to customer since September 2014.

In July 2015, the board of directors has passed the resolution to increase registered capital from 400,000 RM to 1 million RM. At current stage, EFE has full paid up capital amount of 1 million RM in 2016.

- **Origin Eason Paint Co., Ltd. (“OEP”)**

The company is holding only 40% of total shares, while Origin (Japan) Co., Ltd. (“Origin”), the leaders in research and development of plastic coatings for automobile parts, electrical appliances, and telecommunication devices is holding 45% of total shares and Miki (Thailand) Ltd. (“Miki”), a distributor of chemical products with large client base in Thailand and Japan for many years is holding 15%. OEP manufactures industrial paint under Origin’s Know-How by raw material supplied from Miki, who will deliver all goods to customers after that.

- **Advance Power Conversion Company Limited (“APCON”)**

APCON was established in 2012, operates the engineering system design and supply, machine installation, managing and maintenance power plant construction for both government and private organisations; especially the operation of renewable energy power plant with biomass energy from Refuse-derived fuel (RDF) to generate electricity and use in industrial plant. Such operations are in line with the direction of renewable energy and clean technology management which have been being supported by the government.

The Board of Directors in February 2016 has considered that APCON’s business engaging in power plant construction which is considered to be a potential business, and would be a good opportunity for the company and shareholders, in this regard, the Board of Directors has passed the resolution to invest in APCON by purchasing 200,000 ordinary shares, or 6.67% of its paid up capital 300 million baht. In September 2016, APCON has increased its registered capital to 700 million baht which the company has purchased 266,666 ordinary shares by currently proportion.

The Board of Directors in December 2016 has pass resolution to increase investment in APCON by purchasing amount of 1 million ordinary shares, or 14.28% of its paid up capital. The company holds 1,466,666 shares or 20.95% in total.

In February 2017, the Board of Director has passed the resolutions on the increasing investment in APCON, since APCON will increase registered capital from 700 million baht to 1,050 million baht. The company has purchased amount of 733,333 ordinary shares by currently proportion. At current stage, the company holds 2,199,999 shares in total or 20.95% of its registered capital.

Report of Risk Management Committee

With awareness on important of risk management, the Board of Directors has been appointed The Risk Management Committee, consists of 3 persons namely; Ms. Petcharat Eksangkul, Chairman, Mr. Wichai Eksangkul, and Mr. Nathapol Eksangkul, to responsible for the risk assessment which the risk management result will be reported to the Board of Directors for acknowledgement in order to ensure that it is in line with determined objectives.

During 2016, the committee held 3 meeting and invited Risk Management Working Group which consists all of department managers to join the meeting in order to discussed various matters, and also arranged the training on Risk Assessment for all sections, which the result can be summarized as follows;



Ms. Petcharat Eksangkul
Chairman of Risk Management Committee

- **Risk management plan for 2016 - 2017**

The Risk Management Working Group arranged the meeting and training on Risk Assessment to defined risk factors that will have an impact on the business operations of the company, which include both internal and external risks, with the defined framework of risks, together with establishing 4 categories of risks – namely; very high level, high level, middle level, and low level. This is to build knowledge base for all level of managers to be able to define risk factor of each sections for setting up the year plan of Risk Management.

- **Risk assessment**

Defined procedures and processes to assess various risk factors which could impact the company's business operation such as strategic risk, operational risk, financial risk and environmental risk, also reviewed and considered the respective risk management plan to acceptable levels.

- **Risk management monitoring and overseeing**

The committee closely monitored and management of various risks, through holding the meeting, as well as giving various recommendations to ensure that such risk management will be fully effective and efficient. The risk management result will be reported to the Board of Directors afterward.

The Risk Management Committee has discharged its assigned duties and responsibilities in an adequate manner; whereby it is the opinion of the Risk Management Committee that the company has effectively and adequately managed all the various perceived risks, in accordance with the good corporate governance practices and guidelines as well as regulatory requirements relevant to the Company's business operations.

Risk Factor

Due to the recognition by the Board of Directors of the various risk factors posing possible threats to the company's business operations, the Board of Directors, therefore, assigned the Risk Management Committee to be responsible for supervising the organization's risk management practices and procedures in a systematic manner. The Risk Management Committee has determined the following risk management policies as follows;

1. To promote all levels of employee to stimulate understanding, conscience, and collective responsibility of risk, that could occur in the process of management and operations.
2. To promote and set up risk management standard process, including managing, controlling, monitoring, reporting, and communicating the information of risks continuously.
3. To measure the risk by considering both in terms of quality such as the company's reputation and image, and quantity such as revenue, expense or business operation.
4. To determine the risk limit at the acceptable level, and identify circumstances and risk degrees that are noted as warning signs for the operators to manage risk and control it under the risk limit.
5. To provide operational regulations in writing for the management team and all employees to abide by in order to control the operational risk.

The Risk Management Committee has undertaken an evaluation and analysis of those risks that could possibly affect the organization, through covering both internal and external risk factors, setting priorities for the risk management plans, as well as undertaking regular follow-up on the implementation of associated established plans. At the same time, the Committee has provided the progress and ongoing development of these plans on each quarterly, which the risks are as follows;

[Risk from the operation under Toll Manufacturing Agreement](#)

The Company operates Motorcycle coating business under the Toll Manufacturing Agreement by manufacture according to purchase order from BASF (Thailand) Ltd. ("BTL") and BTL will distribute to OEM manufacturing in motorcycle industry both local and other countries in ASEAN

Under the Toll Manufacturing Agreement, the company will earn in form of Toll fee that fluctuate based on production quantities for this reason the company may have risk from BTL whose marketing planner may be unable to expand customer base in this regional also company may have risk if BTL hire other manufacturers instead

The company realize that branding may get revenue better than toll manufacturing but motorcycle coating business has a relatively high competitive therefore manufacturing, distributing and branding as their own must have publicity and promotion which requires an investment as well as a risk of the sales opportunity to compete with other manufacturers. While toll manufacturing can help company to reduce purchasing and management of raw material which may have risk related in price of raw materials which are varied by economic. In addition, BASF is a famous brand and is recognized internationally and aims to Thailand as a manufacturing hub for the expansion of the coatings business (Coatings) in the motorcycle industry and other industries in the region. Making sure that BTL is committed to the marketing plan and expands its customer base to achieve this goal as well.

Moreover the company assumes that generally product has price and quality as importance key as well as the company has very long experience as an industrial paint manufacturer and has been trusted from customer over long, the company focus on quality of products along with appropriate toll fee therefore ensures that the company is trusted and been hired by the customers afterward

[Risk from ASEAN Economic Community \(AEC\)](#)

An entering into ASEAN Economic Community (AEC) in 2016 is another big challenging task for all Thai industries as it would encourage more competition among member countries; in the pursuit of drawing fund and investment. The country with competitive edge in terms of cost and production efficiency would be fascinated by various manufacturers; as a result the production of automotive, food and beverage cans might relocate their plants to the place where they could enjoy such benefits which directly effects the consumption of paints and coatings.

In order to cope up with this foreseeing risk, the company has already expanded its production facility in Vietnam as well as setting up a new plant in Indonesia and services centre and distribution office in Malaysia in the year to come. Such moves would enable Eason to lower the exposure towards aforementioned risk since the company together with its partners will be able to response to customers' requirements in each area specifically with continuity of supports as expected by both automotive manufacturers and can maker counterparts.

[Risk concurring from dependency toward know-how of the business partners](#)

The company produces motorcycle coatings by purchase order from BASF (Thailand) limited ("BTL") with know-how of BASF. Furthermore, raw materials for production based on such know-how can only be obtained through particular chemicals suppliers accepted by know-how owner. Thus,

BASF is interested to invest in paint industrial, the company's operation and business performance will be significantly affected.

However, even the company produces paint with know-how of world famous companies and deliver to distributors for local end users, but some adjustment with regard to formula or application of the know-how is needed due to environmental differences of the countries. As a result, the company has to further invest in research, development and staff to come up with the exact formula suitable for Thailand. Thai personnel are needed for technical support, after-sale service and marketing activities since they have a better understanding of clients' demand and equip with years of experience in paint industry such the Company is able to recommend for paint application under higher humidity than Japan besides, The company expand its customer base in can coatings and printing ink business which will make the same revenue proportion between motorcycle paints and other industrial paint.

[Risk related to price fluctuation of raw materials](#)

Chemicals are the major raw materials of paint production, such as pigments, resin, and solvent. Most raw materials, particularly pigments and resin, have to be imported or purchased through the chemicals distributors. Consequently, the Company's purchase of raw materials involves foreign currency. In the year 2015 and 2016, the Company's percentage of raw material purchases through importer or distributors are 78.95% and 71.73% of the total raw material purchases respectively and the percentage of raw materials imported by the Company are 21.05 and 28.27% of the total purchases respectively. This practice makes the Company vulnerable to the foreign currency exchange fluctuation

However, financial institution has approved credit line for the Company to apply with Forward Contract which is sufficient to the value of raw material for each order. Besides the Company also has production plan which consistence with customer's production plan for ordering the major raw material from supplier to ensure that raw material will be efficient to manufacture for each purchase order by place raw material order in advance 1 – 3 months and reserved for 3 month. The Company has policy to adjust selling price upon the fluctuation of the cost even the Company is unable to adjust price immediately but most of products have life-cycle in short period therefore the Company is able to adjust or decide new price base on actual cost to maintain profit also monitoring global market price situation to manage overhead cost and reduce risk from the fluctuation of raw material cost, so that the Company can manage gross margin.

Risk related to the limited numbers of raw material supplier

To produce motorcycle coating, packaging coating and printing ink, the Company is supplied the related raw materials by 30 Thailand-based distributors. As mentioned earlier, these raw materials are specifically and strongly recommended by know-how owners which this license is important to industrial paint business. As a result, it makes the Company vulnerable to the suppliers' decision if they stop to delivery raw material or unable to deliver as schedule.

However, the Company has made the agreement with the supplier of chemicals used for a production of motorcycle coatings and established business relationship with this supplier for a long period of time. This can ensure consistency of raw material supplied at some degree. In the worse case of their inability to supply at all or to supply on time, the Company can order and import the chemicals from business partner or know-how owner to manufacture and punctually distribute to the customer which unfortunately, will drive up the cost of production.

Risk related to a growth of automotive industry

The company's revenue is from tolling fee of automotive paint, and food & beverage industry as the same direction of economic situation. In 2016, the world economic still continually depress from the year 2015, brought the household sector spending to deflation.

However, automotive industry has been promoted by the government ongoing, and almost parts manufacturing base in Thailand. The motorcycle consumption was increased due to consumer reduce their daily cost by using motorcycle rather than higher cost of car which are supported factors to company's business. At the same time, customers are reluctant to change brand of paints, they currently use due to high cost of switching brand. Cost of paints is very low if compared with cost of a car. Thus, despite of the lower price of a new brand, the customers are willing to stick with BASF brand

Besides the Company has focus more on manufacture and distribute other industrial paint apart from automotive industry such packaging coating and printing ink, also develop own brand and know-how which R&D department has studied and developed for many years to enlarge company's customer base.

Risk related to a change of technology

Majority of the Company's customers are manufacturers and engage in an on-going industry. The Company always keeps product quality to match with the standards or requirements set by the customers. For instance, if a customer gives importance to providing environmental-friendly product, the Company's product sold to that customer has to be environmentally safe as well, thus if customer

changes production lines or technology in a large scale ie. changing from metal to paper, reduction of thinner content, changing to water-based formula, the Company has to either adjust its technology to go with the customer's or loses business.

However, the customers' nature of business cannot allow frequent changes of production line or technology in a large scale due to high cost. In addition, the Company usually joins in production planning with most customers in order to best meet their demand. The advantage of joint planning is that the Company is able to monitor and evaluate if there will be any major change at the customers' production line, in particular the technology in the future. This can lower the risk of technology that the Company bears for a certain extent.

[Risk related to natural disasters](#)

The company has formulated plans to prevent and lessen risks stemming from fire and flood disasters. To cope with fire-related risks, the company has set the Emergency Working Group to response when emergency situation occur. Together with, undertaken fire drills and evacuation training activities every year, and installed emergency fire alarms, also regularly carries out the checking and testing of its fire-fighting equipments so as to ensure their proper functioning and good condition. Moreover, the company has taken out insurance to cover its assets against disasters related risks in order to minimize any damages resulting from such risks.

Regard to the threats of flooding, the Safety, Hygiene and Environment in Working Team will be in charge of preventing and implementing solutions planning for flooding with such measures to be undertaken before, during and after a flood crisis situation, together with plans for regular updates during the flood crisis so as to keep abreast of the developing situation.

Anti-corruption and Internal Control

Resistance to corruption is an important policy of the company besides implanting attitude and ethics as basic for performance for management and all level of employees. The company has drawn up audit process and internal control system to check and balance appropriately.

Moreover, the company has made implementation to create confidence in accordance to Resistance to Corruption Policy as follow;

1. Review rules and regulations about purchase, employment, determine requirement for authorized signatures for expense and purchase document to control and prevent corruption within the company
2. Board of Directors, management and employees are forbidden to engage in any action to claim or accept or offer to give assets, other benefits to induce to carry out or refrain from performing duty which is wrongful.
3. Organize training to give knowledge to the management and employees about risk management frame and internal control in order to manage risk
4. Determine communication channels, receive complaints or information about corruption, the informers will be protected in strict confidence and will not be disclosed. The issue informed will be examined by the Board fairly

In 2016, no issue found about corruption and unlawful operation or related requirements as well as no violation about business operation ethics. In the regards, the company was granted 6th Consolation Prize of Transparency (the NACC Integrity Awards) from the Office of National Anti-Corruption Commission (the NACC) in 2016. Ms. Petcharat Eksangkul, Managing Director, received the NACC Integrity Awards from Pol.Gen.Watcharapol Prasarnrajakit, president of the NACC, under the concept : Zero Tolerance & Clean Thailand at the NACC building, Nonthaburi, Nonthaburi Province. The award established the company as an organization that operates in accordance to good governance, good corporate governance, compliance with the law and regulatory standard with social responsibility which is a key foundation of good corporate governance in driving the company sustainable continually.



Internal Control Policy

Company aims to establish and maintain the confidence of all stakeholders and adherence to operate as a good citizenship. All employees have a reputation to protect and preserve the dignity of the company. By maintaining the highest standards of professional and ethical conduct as follows;

1. Conflict of Interest Policy

- Employees should avoid any action that might be conflicted to the company interest whether contact with relevant companies such as customers, suppliers, competitors or take advantage or information from being employee for their own benefit and doing business to compete with company.
- Employees shall avoid the shareholding in the company's competitors. In cases the stocks have been obtained before being an employee or before the company went into business, or by way of inheritance. Employees must report to their superiors.
- The company will enforce by intellectual property laws or other laws if there is the violation of confidentiality of business.

2. Corporate Assets Policy

- Employees have duty and responsibility for the corporate assets by ensure that it will not be damaged, lost also utilized corporate assets for highest benefit and do not take for personal use.
- The assets means tangible and intangible property such as chattel, property, technology, knowhow, certificate of ownership, patents, copyright also the confidential information that not disclosed to the public, such as business plans, financial projections. Information of Human Resources.
- All employees should avoid disclosing or using the confidential information strictly.

3. Gifts and Entertainment Policy

- Employees shall not request, receive or accept money, materials, or other benefits from the relevant with the corporate.
- Employees may accept gift as conventional. By accepting the gift shall not affect any business decisions of the recipient.
- The gift should not be much valuable and shall not be cash or equivalent as cash.
- If employees receive valuable gift than usual from the relevant with the corporate, employees should report to theirs superiors.
- Giving or accepting gift can be made if made by transparent or in open location.

4. Securities Trading and Inside Information Policy

- Employee shall avoid using internal information or disclosing internal information to others for trading corporate stock.
- Insiders should not buy or sell shares before the publication of financial statements. Or publishing company status as well as other important information and should wait at least 24-48 hours after the disclosure to the public prior to purchase or sell shares of the company.

5. Internet Controls and Audits, Financial Reporting

- The management has responsibility to prepare the financial report to be accurate, complete and in timely manner both annual report and quarterly report in accordance with acceptable accounting standard.
- Establish efficient control system and internal audit to ensure that the Corporate has complied with the standards and related laws and under monitoring of internal audit and reviewed of the audit committee.
- Perform duties with honesty and take any action to all shareholders with equitable.

6. Shareholders Policy

- Inform status of the Corporate to Shareholder regularly and completely.
- Report to the shareholders of the future prospects of the organization, both positive and negative with sufficient rationale.

7. Customer Relations and Product Quality Policy

- Deliver product with equivalent or higher quality than customer expectation under fair condition.
- Provide correct and sufficient Product and Service information in timely manner which will support customer to make decision without exaggerating on advertisement or other communication channel that may cause misleading about the quality, quantity, or any other condition of Products and Services.
- Maintain customer confidentiality and do not use for own benefit or related person.
- Response to customer request by rapidly and provide procedure and channel for customer's complaint about Product and Service efficiently.

8. Suppliers/Creditors Policy

- Treat all creditors equally and fairly on the basis of obtaining a fair return on both sides.
- Strictly comply with terms or conditions agreed upon by the business partners, in case failure to comply, must inform to Suppliers and/ or Creditors in advance to find solutions mutually.

- To negotiate business must exempt any request, accept or give any unlawful benefits which in dealing with business Partners and / or Creditors.
- If corruption was found must inform to Partners and /or Creditors to explore the solution fairly and rapidly.
- Financial report must be regularly provide to creditor with accuracy, completely and timely

9. Employees Policy

- Offer fair remunerations to the employees
- Ensure working environment that secures life and property of employees
- Ensure that promotion and transfer employee including reward and punishment must be trustworthy and based on appropriate and capability of employee.
- Give priorities to the development of employee's capabilities and knowledge by providing the opportunity thoroughly and regularly.
- Strictly adhere to rules and regulations relating to the employees;

10. Rivals Policy

- Comply with the rule of fair competition
- Do not make any unlawful exercise or inappropriate in seeking information of competitors such as give bribe to competitor's employees.
- Do not defame or slander against the competitor's reputation.

11. Employees Practice Policy

- Perform duties with endeavor, integrity and transparent and shall refrain from giving to superior or receiving from subordinates.
- Respect employee's right including management
- Superiors should practice themselves as respectful person and employees should not disrespect Superiors.
- Comply with rules, regulations and traditional whether provided in written or not.
- Maintain and create the unity among the employees and avoid any action which is affect to company reputation and image or cause problem later

12. Environment and Community Policy

- Responsible and commit for the environmental preservation also including custom and local tradition where the corporate is located.
- Carry out activities to develop the society, the community and the environment to enabling the good quality of life for the community where the corporate is located by own operate and cooperate with government and community.

- Prevent accident and control waste emission to be lower than standard level.
- Response immediately and efficiency to the situation that effect to the environment and the community from the company operation also cooperate with government and related agencies.

The Board of Director' opinion

The company has recognized the importance of internal control system. The Board of Director has appointed the Audit Committee to review the assessment of the company's internal control to ensure that it is a sufficient and appropriate system, as well as to provide accurate and credible accounting system and financial report, also to contribute asset protection and mitigate damage occurred from error and corruption, along with effective compliance with relevant laws and regulations.

The company hires Phoomthai Audit Co., Ltd., an external organization, as the internal audit. This will allow the company to be able to fully perform functions, and independently in internal audit. The company can keep improving itself up to internal and external factors which are constantly changing. In this regard, the internal audit will coordinate the System Development Manager of the company, and report directly to the Audit Committee to enhance the effectiveness of the audit process.

At the Board of Directors' meeting No.2/2016 on February 26, 2016, the Board of Directors including member of the Audit Committee evaluated the company's internal control system for 2016. According to the internal audit and inquiring for information from the management, the Board of Directors did not find any significant deficiency regarding internal control system. Therefore, they agreed that the company had sufficient and appropriate internal control system which was compatible with the current operation. These can be summarized as follows;

1. Control Environment

The company has assigned explicit policies and objectives of business with concrete evaluation by considering fairness to employee, customer, trading partner, and responsibility for shareholders, society, community and environment. It has also reviewed the implementation of the goals set on a regular basis to comply with the conditions at that time.

The company has established organizational structure in order to separate duties and responsibilities of the management team, thus allowing effective operation. There were policy on corporate governance, business ethics, which were acknowledged by executive and employee as guideline for everyone to perform their duties with integrity, and restrain from posing conflict of interest with the company, including not corrupting which causes damage to the organization.

2. Risk Assessment

The company has assigned the Executive Board Committee in order to take care of risk management in a systematic and effective manner. There was risk analysis that revealed probable risks from internal and external factors which could affect business conduct of the organization. It has also decided clear working plan and working procedures, as well as constantly followed up on risk management result to ensure that it is at acceptable level. This included all executives to engage in risk management and communicated to all employees to comply with as a part of organization culture

The company complied with generally accepted accounting principle and suitable for business, by revealing financial report that is fully accurate and reflects the operating activities of the company

3. Control Activities

The company has clearly specified the limitation of authority and approved credit line for each management level in writing, as well as separated duties and responsibilities of each department apart for counter-verification. It has also set the concise regulations concerning financial transaction, purchasing, and general management in writing, to prevent from authority abuse seeking to misappropriate company assets, or acting beyond the authority assigned by the company.

Additionally, the company also had monitoring measures allowing the company operation to correspond with related laws. In the case of transaction with the major shareholder, directors, executives, or those who are involved with such person. The company has followed related procedures and regulations with regard to the best interest of the company.

4. Information & Communication

The company has presented sufficient information and documents to the Board of Directors in advance as relevant references for their decision-making. The company also stored accounting documents and other related accounts in an orderly and classified manner, kept in the safe place according to the duration of time required by law.

The company effectively communicated information to inside and outside the organization with appropriate channels, in order to encourage internal control to be proceeded as required by the company.

5. Monitoring Activities

The company has set its targets and compared operating results to meet its goals. If there are differences to consider, the company would review and adjust its business operations in accordance with the situations. Monitoring process and operating results assessment are assigned based on the principles of good corporate governance to ensure that internal control is carried out fully and appropriately. In this regard, Phoomthai Audit Co., Ltd., internal audit, will responsible for the checking, analysis and assessment of various internal control system, together with the regular follow up on their implementation. The results of the audit were reported directly to the Audit Committee, who holds their joint meetings quarterly, provided that significant deficiency is detected. The Audit Committee will report the matter to the Board of Directors, suggesting improving the situation and monitoring progress in improving deficiencies regularly.

The Audit Committee' opinion

The Audit Committee agreed with the opinion from the Board of Directors, including auditors who had no observations on internal control

Internal Audit

Company Name	Phoomthai Audit Co., Ltd.
Head of Internal Audit	Mr. Pornchai Paingpornpen
Education	Bachelor of Accounting, Bangkok University Bachelor of Law, Thammasat University Master of Accounting, Chulalongkorn University Certified Public Auditor (CPA Thailand)
Training	<ul style="list-style-type: none">• Certificated Professional Internal Audit of Thailand• Internal Audit Procedure• COSO Internal Control Integrated Framework Update 2013

Connected Transactions

Connected transaction which occurred between Eason Paint Public Company Limited and the related parties in accordance with notes to the financial statements

as of 31 December 2016 and 2015 are listed in the table below:

The company/subsidiaries and related parties	Relationship	Type of transactions	Term and condition of transaction	Transaction value (Million Baht)		Necessities and reasons of executing transactions
				2016	2015	
Eksang Holdings Co., Ltd.	<ul style="list-style-type: none"> Related company (holding Eason Paint Public Company Limited shares 32.60% of total suffrage) 100% of paid-up shares were hold by Eksangkul Group. Having the same group of directors. 	Short-term property rental <ul style="list-style-type: none"> Rental expenses 	<ul style="list-style-type: none"> Rented office space for Bangkok branch office, R&D department. Rental contract commenced on March 1, 2014 and expired on February 28, 2017 Rental rate of Baht 313,698 per month. The Company had entered an amendment of contract on August 1, 2015 to revise the monthly rental fee to be Baht 282,828. Rented office space additional rental for Bangkok branch office. Rental contract commenced on May 01, 2013 expired 	5.54	5.75	<ul style="list-style-type: none"> The company rented office space for Bangkok branch office and R&D department <u>Audit Committee's Opinion:</u> The Company has necessity to rent the space for operating activities which is for Bangkok branch office and R&D department. The first contract has a period of 3 years. The Company hired the independent appraisers to appraise the rental fee. G.P.V. Global Property Valuation Co., Ltd. appraised on November 11, 2013. The second contract has a period of 3 years. The Company hired the independent appraisers to appraise

The company/subsidiaries and related parties	Relationship	Type of transactions	Term and condition of transaction	Transaction value (Million Baht)		Necessities and reasons of executing transactions
				2016	2015	
			<p>on April 30, 2016. Contract has a period of 3 years. Rental fee was Baht 111,600 per month. It will be renewed on May 01, 2016 expired on April 30, 2019. Contract has a period of 3 years. Rental fee was Baht 111,600 per month.</p> <ul style="list-style-type: none"> ▪ Rent space and its improvement for warehouse and car park, Rental contract commenced on January 1, 2014 and expired on December 31, 2016. The monthly rental fee was Baht 66,990. It will be renewed on January 01, 2017 expired on December 31, 2017. Rental fee was Baht 73,370 per month. 			<p>the rental fee G.P.V. Global Property Valuation Co., Ltd. appraised on November 11, 2013.</p> <ul style="list-style-type: none"> ▪ For renewal of both contracts for next 3 years, the company has to declare the intention in written with in one month before the contract ends. The rental fee is negotiable. ▪ The third contract has a period of one year. The Company hired the independent appraisers to appraise the rental fee. G.P.V. Global Property Valuation Co., Ltd. appraised on November 11, 2013. ▪ The rental fee rates which are appraised by the independent appraisers are close to market rates and representing normal business transactions.

The company/subsidiaries and related parties	Relationship	Type of transactions	Term and condition of transaction	Transaction value (Million Baht)		Necessities and reasons of executing transactions
				2016	2015	
Origin Eason Paint Co., Ltd. ("OEP")	<ul style="list-style-type: none"> 40% of holding and co - shareholders / directors Associated company 	<ul style="list-style-type: none"> Revenue from selling raw material. 	<ul style="list-style-type: none"> Some plastic coatings formulas are used same raw material as the Company. This is an aggregated order. The price is charged at market price plus agreed profit margin. 	0.24	0.14	<ul style="list-style-type: none"> OEP is the joint venture, acting as a manufacturer and distributor of plastic coatings. It has the same credit term of payment as the Company's other customers <u>Audit Committee's Opinion:</u> The company joined with OEP for flexibility to expand plastic coating market.
		<ul style="list-style-type: none"> Accounts receivable and notes receivable - Beginning balance - Ending balance 	<ul style="list-style-type: none"> Normal business transactions associated with selling activities. 	0.001 0.127	0.003 0.001	<ul style="list-style-type: none"> <u>Audit Committee's Opinion:</u> Being normal business transactions.
		<ul style="list-style-type: none"> Purchase goods 	<ul style="list-style-type: none"> Currently the Company still purchases some raw material for manufacturing motorcycle coating at reasonable price in market. The Company purchased raw material for using in plastic coatings which was in normal business transactions. The reference prices were not available 	0.11	0.02	<ul style="list-style-type: none"> If the Company imports this raw material directly from suppliers, it has to purchase at the determined minimum quantity. Ordering through OEP who normally orders large quantity of raw material will help the Company to cut down an excess stock of raw material.

The company/subsidiaries and related parties	Relationship	Type of transactions	Term and condition of transaction	Transaction value (Million Baht)		Necessities and reasons of executing transactions
				2016	2015	
			due to specialized raw material; therefore selling price is agreed by both parties.			
		<ul style="list-style-type: none"> Accounts payable - Beginning balance - Ending balance 	<ul style="list-style-type: none"> Normal business transactions associated with purchase activities 	0.000 0.004	0.000 0.000	<ul style="list-style-type: none"> <u>Audit Committee's Opinion:</u> Being normal business transactions.
		Short-term property <ul style="list-style-type: none"> Rental fee Service fee 	<ul style="list-style-type: none"> The Company entered into factory building and warehouse Rental contract commenced on January 1, 2015 and expired on December 31, 2017. Contract has a period of 3 years. Rental fee is Baht 449,946 and service fee is Baht 101,238 per month. The Company has subleased the space of Bangkok branch in order to be office building and R&D department of OEP. The Company had entered the 	8.12 2.75	8.12 2.75	<ul style="list-style-type: none"> This lease is for renting factory building and warehouse in order to produce and keep plastic coatings total area of 2,704 square meters and The Company has leased the space of Bangkok branch in order to be office building and R&D department total area of 939 square meters. <u>Audit Committee's Opinion:</u> The first contract has a period of 3 years. The Company hired the independent appraisers to appraise the rental fee. G.P.V. Global Property Valuation Co., Ltd. appraised on November 19, 2013.

The company/subsidiaries and related parties	Relationship	Type of transactions	Term and condition of transaction	Transaction value (Million Baht)		Necessities and reasons of executing transactions
				2016	2015	
		<ul style="list-style-type: none"> Service charges 	<p>contract for 3 year which was effective on March 1, 2014 and expired on February 28, 2017 Rental fee is Baht 167,611.50 and service fee is Baht 98,595 per month.</p> <ul style="list-style-type: none"> The Company provides other service such as property tax, electrical charge, tent rental and information service systems etc. in order to maximize asset utility. The price is charged at cost plus marginal charge. 	3.20	3.01	<p>rental rate is Baht 166.40 and service rate is Baht 37.44 per square meters.</p> <ul style="list-style-type: none"> The second contract has a period of 3 years. The Company hired the independent appraisers to appraise the rental fee. G.P.V. Global Property Valuation Co., Ltd. appraised on November 19, 2013. Rental rate is 178.50 and service rate is Baht 105 per square meters. The rental fee rates which are appraised by the independent appraisers are close to market rates and representing normal business. <u>Audit Committee's Opinion:</u> Being normal business transactions.

The company/subsidiaries and related parties	Relationship	Type of transactions	Term and condition of transaction	Transaction value (Million Baht)		Necessities and reasons of executing transactions
				2016	2015	
Miki (Thailand) Co., Ltd.	<ul style="list-style-type: none"> 15% of holding in associated company Related company 	Short-term property <ul style="list-style-type: none"> Rental fee Service fee 	<ul style="list-style-type: none"> The Company entered into office building sublease <p>The Company had entered the contract for 3 year which was effective from March 1, 2016 and expired on February 28, 2019. The monthly rental fee was Baht 26,313 and the monthly service fee to be Baht 7,056</p>	0.31 0.08	0.30 0.08	<ul style="list-style-type: none"> Rental building for office building. <u>Audit Committee's Opinion:</u> The Company hired the independent appraisers to appraise the rental fee. G.P.V. Global Property Valuation Co., Ltd. appraised on September 11, 2013. Rental rate is Baht 179 and service rate is Baht 48 per square meters. The rental fee rates which are appraised by the independent appraisers are close to market rates and representing normal business.
		<ul style="list-style-type: none"> Service charges 	<ul style="list-style-type: none"> The Company provides other service such as property tax, electric charge and training and seminar, and etc. The price is charged at cost plus marginal charge. 	0.09	0.10	<ul style="list-style-type: none"> <u>Audit Committee's Opinion:</u> Being normal business transactions.

Measure or procedure used to approve connected transactions

Audit Committee and Board of Directors reviewed all related-party transactions, and Audit Committee's opinion was explained as shown in the above table. The Company will report to Audit Committee quarterly if any transactions of the same nature occur again in the future. The Company will assign the department/section to be responsible to collect all data and information associated with related-party transactions and submitting to Audit Committee to further consider if those transactions are of normal business operation and traded at its market value. In Audit Committee, there shall not be any directors who could be suspicious of engaging in conflict of interest occurred from related-party transactions.

Policy or possibility of related-party transactions in the future

Related-party transactions in the future both of the continuous transactions which is consisted of Normal business transaction such as selling raw materials and products, purchasing raw materials and products, service provider and rent and leasing property in short period. Audit Committee and/or Board of Directors will be the party considering whether the related-party transactions are reasonable, be of normal business operation, occurred at agreed price and conditions whereas any persons who could be exposed to conflict of interest shall not be in the position to approve those transactions. The Company strictly follows all applicable regulations and requirement such as Act of Securities and Securities Exchange, announcements, requirements of SET, requirements of disclosing information of transactions occurred between related parties and information about acquisition or disposal of the Company's and subsidiaries' significant assets, and accounting standards as defined by Accountant and CPA Association of Thailand

If there is a case where the person who is exposed to conflict of interest unavoidably involves with the related-party transaction, Audit Committee will consider and evaluate if that transaction is normal and its price has to be compared with others' in the market. If Audit Committee does not have adequate experience in the nature of that transaction, the Company may appoint the external specialized person or the Company's appointed external auditor to review and to evaluate the transaction. The evaluation and opinion will be presented to Board of Directors or shareholders, as the case may be. Related-party transactions will be illustrated in the remark of financial statements which are audited by the Company's external auditors.

Management Discussion & Analysis

Overview of the Company's performance

Eason Paint Public Company Limited and its subsidiaries engage in 3 major operating sectors 1) Automotive Paints Sector 2) Other industrial Paints sector such as metal decorating inks and can coatings and 3) Others such as operating sector-rental and service income, other income sector- gain on sale of investment in subsidiary (Bright Blue Water Corp. Ltd "BBW"), gain from exchange rate, interest income, dividend income.

Revenue

In year 2016 and year 2015, Total revenue was million 524.76 and 484.33 million baht respectively. Major revenue is from sales and services industrial paints such as automotive paints and other industrial paints. The company has accounted for industrial paints sale to total revenue equal to 99.15% and 96.04% respectively.

Unit : Million Baht and Percentage (%)				
Revenues (Unit : MB, %)	Year 2016	Year 2015	% Year 2016	% Year 2015
Sales and Services	520.30	465.18	99.15%	96.04%
Automotive	148.36	129.32	28.27%	26.70%
Other industrial paints	354.65	308.66	67.58%	63.73%
Other operating sector	17.28	27.20	3.30%	5.61%
Other income	4.47	19.15	0.85%	3.96%
Total revenues	524.76	484.33	100.00%	100.00%

Total revenue contains:

- 1) Sale and service revenue can be categorized into 3 major sectors as below.
 - Automotive paint such as motorcycle paint use for spray on motorcycle's body and parts. This revenue would vary with automotive industry.
 - Other industrial paints sale and service revenue which was came from sale to printing industry and packaging industry and industrial glue toll fee. This revenue would vary with food and packaging industry.
- 2) Other operating sector e.g. rental and service income. In 2015 this sector had included revenue from sale and rental water filtering and air filtering, and administrative service fee.
- 3) Other income is from gain on assets sale, gain from exchange rate, interest income, dividend income, and gain on sale of investment in subsidiary (BBW).

As for 2016, Revenue from automotive paint amount of 148.36 million baht went up 19.04 million baht comparing to former year. Revenue from other industrial paints amount of 354.65 million baht went up 45.99 million baht. Both increasing sale performance came from increase of tons sale comparing to the former year. Other operating sector in 2016 amount of 17.28 million baht went down 9.92 million baht, since revenue from sale and rental water filtering and air filtering, and administrative service fee from BBW had been excluded. BBW, former recorded as subsidiary company, later in September 4, 2015 the Company sold the investment in BBW, thus decreased share proportion from 99.57% to 5% and had loss of control in BBW. As a result, the Company classified the investment in BBW, as other long-term investment. There would be no sale and rental water filtering and air filtering, and administrative service fee from BBW in 2016.

Other income in 2016 amount of 4.47 million baht went down 14.68 million baht because in 2015 there was gain on sale of investment in subsidiary (BBW) and other consultant fee which no longer appears in 2016.



Expenses

The cost of goods sold and service revenue in 2016 and 2015 was in the range of 56.19% and 56.29% to total revenue respectively. There was no much different in cost structure.

However, for the past few years, the price of raw materials has fluctuated with the change of oil price. The company regularly keeps stock of raw materials for 1 – 4 months. In addition, the company always monitors changes of demand/supply trend in the global market of chemicals for the purpose of proper planning and management of production cost and minimizing a risk of chemical price fluctuation.

In 2016 and 2015, selling and administrative expenses were 166.02 million baht and 176.43 million baht respectively, where as the ratio of selling and administrative expenses to total revenue in 2016 and 2015 was 31.90% and 37.92% respectively. In 2016, major expenses came normal business

operation expenses while year 2015 expenses include onetime extraordinary expense ie. expenses from sale of investment in BBW.

Financial Cost and Corporate Tax

In 2016 and 2015, the Company had financial cost of 4.70 million baht and 4.69 million baht respectively. The ratio of interest payment to total revenue was 0.90% and 0.97% respectively. The interest payment was from financial institution and leasing contracts. By year end of 2016, the company has long term bank loan for investment in Indonesia project in amount of 55.71 million baht.

As for corporate tax in 2016 and 2015 were amount of 11.31 million baht and 2.26 million baht respectively. The 2015 corporate tax was low as a result of sale of investment in BBW. The expenses consequently from sale of investment in BBW considered as tax shield, While 2016 corporate tax is from normal business operation.

Consolidated Financial Performance

In 2016 and 2015, the company gross profit to revenue from sale and service are 43.810%, and 43.70%. The operating profits to total revenue are 18.45% and 14.68% respectively. The company earned net profit to the major shareholders of 15.76% and 13.87% to the total revenue of profit sharing from associate company.

Net profit attributable to shareholder in 2016 and 2015 were 88.61 million baht and 71.25 million baht respectively. Net profit was increase due to revenue from selling and services went up from increasing of coatings sell (Ton), reducing of selling and administrative expenses.

Assets Management Ratio

As of December 31, 2016, the Company had total assets of 1,307.18 million baht, increased from former year 458.47 million baht due to an increasing of non-current assets by 388.21 million baht, mostly from investment in Advance Power Conversion Co.,Ltd. "APCON" in amount of 386.67 million baht and hold 20.95% shareholding of APCON's registered capital.

Account Receivable

In 2016, the company had net accounts and bills receivables in amount of 164.55 million baht or accounted for 12.59% of total assets with increase by 15.98 million baht from former year. Most of the trade receivables were in current according to the credit terms. The details of the account receivables are classified as follows:

Trade account (Unit : million baht, %)	2016	2015	%2016	%2015
Current	133.59	121.46	81.18%	81.75%
Overdue 0 day to 90 days	18.43	14.59	11.20%	9.82%
Overdue from 91 days onwards	0.03	0.26	0.00%	0.17%
Total	152.02	136.31	92.38%	91.74%
<u>Less</u> allowance for doubtful accounts	(0.03)	(0.26)	-0.00%	-0.17%
Net trade account	152.02	136.05	92.38%	91.57%
Other trade account	12.53	12.52	7.62%	8.43%
Total	164.55	148.57	100.00%	100.00%

Inventory

The company manufactures industrial paints by order, which each order would have different properties and characteristics of paint according each authorized paints. Thus, the Company would plan its production correspond with each customer's annual production plan. The Company therefore produces paint products in quantity according to each purchase order from the customers; and there may be the manufacture of partial reserve paint products. The company had no allowance for the diminishing.

Liquidity

As of December 31, 2016, the company had net cash flow increased. The company had net cash flow include cash at beginning of period of 160.20 million baht in total. The company's operation cash flow was increased from its operating profit. Cash from investing was decreased comparing to former year mainly because of investment in APCON. Cash from financing was increased mainly from the exercise of EASON-W2 and EASON-T1.

Resource of capital

In 2016 and 2015, the company had debt to equity ratio of 0.25 times and 0.23 times respectively. The company had increased debt to equity ratio from former year, refer to investment in APCON, the company has to pay the balance amounting to Baht 90 million by December 2017 which has been recorded as payable for the shares thus increased in account payable. However, the company has been offered the short term loan from financial institution such as overdraft, amount of promissory note; guarantee the amount of L/C, T/R and forward contract.

Liabilities

At the end of 2016 and 2015, the company had liability 257.00 million baht and 153.71 million baht respectively, separated into short term loan 191.18 million baht and 80.28 million baht, mostly account payable for the APCON shares and long term loan due in one year.

As for long term loan total of 65.82 million baht and 73.43 million baht respectively, mostly long term loan from financial institution for Indonesia project, and employee benefits obligations.

Factors that might have impacts on financial status or future operating results

1. The company has established PT. Eason Indonesia ("EI") with aims to be the manufacturer and distributor motorcycle paint and others industrial paints in Indonesia. The project invested for plant, office building, warehouse, machinery, equipment and inventory, which will bring an asset of the company's overall growth. The result in a depreciation of buildings and equipment might affect the profit of the company
2. Bright Blue Water Corporation Co. Ltd. ("BBW"), the subsidiary company, was established to distribute and provide service of water filter and air filtering machine. In August 2015, the Company sold the investment in Bright Blue Water Corp. Ltd., a subsidiary, acquired 4,959,250 common shares of Bright Blue Water Corp. Ltd. Thus, the shareholding of the Company decreased from 99.57% to 5% and the Company had loss of control in such company. As a result, the Company classified the investment in of Bright Blue Water Corp. Ltd., as other long-term investment.
3. Eason Far East Sdn. Bhd. ("EFE") was established in January 2014 in Malaysia with aim to be distributor of packaging coatings, inks, and other Industrial paints for expansion market base in the future. The Malaysia economic trend, Malaysia ringgit exchange rate trend, performance of EFE could significantly effect to consolidated financial statement of the company.

Summary consolidated balance sheets as at December 31, 2014 – 2016

Consolidated Balance Sheet (Unit : Million Baht)	2016	2015	2014	2016%	2015%	2014%
<u>Current Assets</u>						
Cash and cash equivalents	160.20	105.67	141.13	12.26%	12.45%	16.80%
Short term investment	14.38	34.66	19.15	1.10%	4.08%	2.26%
Trade account and note receivables, net	164.55	148.57	133.80	12.59%	17.51%	15.83%
Inventories, net	97.21	75.28	66.05	7.44%	8.87%	7.80%
Advance payment - deposit for factory building	-	-	-	0.00%	0.00%	0.00%
Other current assets	10.00	11.92	10.09	0.77%	1.40%	1.20%
Total current assets	446.35	376.09	371.23	34.16%	44.31%	43.89%
<u>Non-current assets</u>						
Investment in associated company	479.60	83.60	78.24	36.68%	9.85%	9.26%
Other long term investment	16.05	-	-	1.23%	1.89%	0.00%
Property, plant and equipment, net	324.68	339.18	364.43	24.84%	39.96%	43.09%
Intangible assets, net	3.47	4.49	4.53	7.15%	0.53%	0.53%
Leasehold right, net	15.99	16.60	17.20	1.22%	1.96%	2.03%
Deferred Tax Assets	14.88	8.88	4.95	1.14%	1.05%	0.59%
Other non-current assets	6.16	3.82	5.16	0.47%	0.45%	0.61%
Total non-current assets	860.83	472.62	474.51	65.84%	55.69%	56.11%
Total assets	1,307.18	848.70	845.73	100.00%	100.00%	100.0%
<u>Current liabilities</u>						
Trade account and note payables	65.39	52.33	59.29	5.00%	6.17%	7.01%
Short-term loan from director	90.00	-	-	6.89%	-	-%
Long-term loan due within one year	22.08	22.08	21.08	1.69%	2.60%	2.49%
Current portion of long term loans from financial institution	2.02	1.04	0.30	0.15%	0.12%	0.03%
Accrued income tax	6.90	0	5.54	0.53%	0.00%	0.65%
Account payable for purchase assets	4.79	4.83	4.29	0.37%	0.57%	0.50%
Total current liabilities	191.18	80.28	90.49	14.63%	9.46%	10.68%
<u>Non-current liabilities</u>						
Long term loans from financial institution, net	33.63	55.71	77.79	2.57%	6.56%	9.19%
Liabilities under-hire purchase agreement, net	3.94	0.62	-	0.30%	0.07%	0.00%
Deferred tax liabilities	-	-	-	0.00%	0.00%	0.00%
Employee benefits	28.25	17.10	18.53	2.16%	2.01%	0.19%
Total non-current liabilities	65.82	73.43	96.32	5.04%	8.65%	11.38%
Total liabilities	257.00	153.71	186.81	19.66%	18.11%	22.06%
<u>Shareholders' equity</u>						
Issued and paid-up capital : Ordinary shares	466.47	285.89	285.89	35.69%	33.80%	33.80%
Premium on share capital	202.18	92.02	92.02	15.47%	10.88%	10.88%
Appropriated regal reserve	33.32	28.68	28.68	2.55%	3.39%	3.39%
Treasury shares reserve	-	-	-	0.00%	0.00%	0.00%
Unappropriated	351.07	293.46	256.51	26.86%	34.58%	30.33%
Other components of shareholder's equity	(37.98)	(40.22)	(38.12)	-2.91%	-4.74%	-4.5%
<u>Less</u> treasury shares	-	-	-	0.00%	0.00%	0.00%
Shareholder's equity of the parent, net	1,015.05	659.83	624.99	77.66%	77.74%	73.89%
Minority interest in subsidiaries	35.12	35.17	33.93	2.68%	4.14%	4.01%
Total shareholder's equity	1,050.17	694.99	658.92	80.34%	81.89%	77.91%
Total liabilities and shareholder's equity	1,307.18	848.70	845.73	100.00%	100.00%	100.00%

Summary statements of income for the year ended December 31, 2014 – 2016

Consolidated statement of income (Unit : Million Baht)	2016	2015	2014	2016%	2015%	2014%
Revenues						
Sales and services	520.30	465.19	452.11	99.15%	96.05%	95.59%
Dividends income	1.30	1.02	0.69	0.25%	0.21%	0.14
Other income	3.17	18.12	20.16	0.60%	3.74%	4.27%
Total income	524.76	484.33	472.96	100.00%	100.00%	100.00%
Expenses						
Cost of sales and services	292.37	261.88	255.78	55.71%	54.07%	54.08%
Gross profit	232.40	222.45	217.18	44.29%	45.93%	45.92%
Selling and administrative expenses	166.02	176.43	168.57	31.64%	36.43%	35.63%
Selling expenses	7.25	9.38	9.17	1.38%	1.94%	1.94%
Administrative expenses	158.78	167.05	159.38	30.26%	34.49%	33.69%
Financial cost	4.70	4.69	4.77	0.90%	0.97%	1.00%
Total expenses	463.09	443.00	429.11	88.25%	91.47%	90.72%
Share of profit associated company	37.33	29.37	30.69	7.11%	6.06%	6.48%
Profit before financial cost and income tax	99.01	70.70	74.54	18.87%	14.60%	15.76%
Income tax	11.31	2.26	11.34	2.16%	0.47%	2.39%
Net profit	87.70	68.44	63.20	16.71%	14.13%	13.36%

Profit (loss) attributable to:						
Shareholders of the parent	88.61	71.25	65.66	16.89%	14.71%	13.88%
Non-controlling interests	(0.91)	(2.81)	(2.46)	-0.17%	-0.58%	-0.052%

Basic earnings per share (Baht/Share)						
Profit attributable to equity holders of parent	0.28	0.25	0.23			

Summary statements of cash flows for the year ended December 31, 2014 – 2016

Statement of cash flows (Unit : Million Baht)	2016	2015	2014
Net cash provident by operating activities	71.34	39.95	70.18
Net cash used in investing activities	(259.05)	(7.76)	(21.76)
Net cash provident by (used in) financing activities	243.40	(59.04)	(14.10)
Net increase (decrease) statement of foreign entity	(1.16)	(9.62)	3.61
Net increase (decrease) in cash and cash equivalents	54.54	(36.46)	37.93
Cash and cash equivalents, at beginning of year	105.67	142.13	104.19
Cash and cash equivalents, at end of year	160.20	105.67	142.13

Financial ratio as at December 31, 2014 - 2016

Financial ratio	Unit	2016	2015	2014
<u>Liquidity ratio</u>				
Current ratio	(times)	2.33	4.68	4.10
Cash ratio	(times)	1.82	0.49	0.78
Collection period	(days)	109.83	110.78	108.53
Holding period	(days)	107.67	98.48	100.68
Payment period	(days)	73.49	77.79	87.16
Cash Cycle	(days)	144.01	131.47	122.05
<u>Profitability ratio</u>				
Gross profit margin	(%)	43.81%	43.70%	43.43%
Operating profit margin	(%)	18.45%	14.68%	15.75%
Net profit margin *	(%)	15.76%	13.87%	13.04%
Cash to net profit	(times)	0.80	0.56	1.07
Return on equity	(%)	10.58%	11.09%	10.62%
<u>Management efficiency ratio</u>				
Return on assets	(%)	9.62%	8.90%	9.60%
Return on fixed assets	(%)	15.07%	15.07%	13.83%
<u>Leverage ratio or Financial ratio</u>				
Debt to equity	(times)	0.25	0.230	0.30
Interest coverage ratio	(times)	29.92	24.10	23.78
Dividend payout ratio	(%)	25.13%	26.18%	53.05%

* Net profit margin = net profit (for parents' shareholders) / Total revenue (including profit from related company)

** Dividend payout ratio = Dividend / Net profit after allocation as legal reserve (separate financial statement)



Mr. Sanan Eksangkul
Chairman of The Board of Directors

The Board of Directors Responsibility Report Towards Financial Statement

The Board of Directors duly recognized their obligations and responsibilities in their status as the directors of SET listed company, with regard to the compilation of financial statements for Eason Paint Public Company Limited and its subsidiaries. The given financial statements were prepared in accordance with Thai Financial Reporting Standards, based on the adoption of appropriate accounting policies on a consistent basis, accompanied by careful consideration and justifiable accounting estimation.

At the same time, The Board of Directors have exercised efforts to promote good governance practice, and to establish risk management system and internal control system in an efficient and effective manner. These practices were intended to ensure that the recording of accounting information was carried out in an accurate, complete, and sufficient way, in order to safeguard the assets of the company and its subsidiaries, while also safeguarding against any significant fraud or abuse.

The company's Audit Committee whose members comprising independent directors have duly carried out audit work on the quality of the financial statements and the efficiency of internal control system. The opinions of The Audit Committee were displayed per the Audit Committee's report contained in the annual report publication, as well as the annual registration statement (form 56-1).

Accordingly, The Board of Directors concluded that, the good corporate governance practice, the risk management system, as well as the internal control system already in place at the company, were well adequate, reasonably providing sufficient confidence to all the concerned parties that, the financial statements of the company and its subsidiaries ending December 31, 2016, were prepared and presented in substantial context, in an accurate and reliable manner.

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2016

Report of Auditor

To The Shareholders and Board of Directors of
EASON PAINT PUBLIC COMPANY LIMITED

Opinion

I have audited the consolidated financial statements of EASON PAINT PUBLIC COMPANY LIMITED and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at December 31, 2016, the consolidated statement of income, consolidated statement of comprehensive income, consolidated statement of changes in shareholders' equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and I have audited the separate financial statements of EASON PAINT PUBLIC COMPANY LIMITED (the Company), which comprise the statement of financial position as at December 31, 2016, the statement of income, statement of comprehensive income, statement of changes in shareholders' equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the accompanying financial statements present fairly, in all material respects, the consolidated financial position of EASON PAINT PUBLIC COMPANY LIMITED and its subsidiaries as at December 31, 2016, its consolidated financial performance and its consolidated cash flows for the year then ended and the separate financial position of EASON PAINT PUBLIC COMPANY LIMITED as at December 31, 2016, its financial performance and its 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 Financial Statements section of my report. I am independent of the Company 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 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 Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in my audit of the consolidated financial statements and separate financial statements of the current period. These matters were addressed in the context of my audit of the consolidated financial statements and

separate financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

Investment and loan to subsidiary

According to Notes to financial statement No. 8 and 10, the Company has the investment in the subsidiary and loan to subsidiary in Indonesia with the total investment amounting to Baht 117.70 million and loan amounting to Baht 58.00 million or 13.71% of the total assets. At present, such subsidiary has suffered net losses from operation amounting to Baht 14.48 million and the accumulated losses amounting to Baht 32.55 million. As the recoverable amount of investment and loan in such subsidiary is the estimation of the cash flows in the future by forecasting the operating results in the future of the subsidiary, such estimate requires the judgment and significant assumption of the management. I have considered this matter as the significant issue in my audit.

Risk response by the auditor

I have assessed the preparation of the operation results estimation in the future, assessing the reasonableness of the estimated recoverable amount and assessing the appropriateness of the various assumptions, forecasting the cash flows in the future of the subsidiary prepared by the management, testing the calculation of the recoverable amount of investment and loan in such subsidiary according to the financial modelling, considering the effect of the significant change that may occur from the assumption towards the recoverable amount of investment and loan in the subsidiary.

Other Information

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

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

In connection with my audit of the 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 financial statements or my knowledge obtained in the audit, or otherwise appears to be materially misstated.

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

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements 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 financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements and separate financial statements, management is responsible for assessing the Group's and the Company'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 and the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements

My objectives are to obtain reasonable assurance about whether the consolidated financial statements 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 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 financial statements and separate financial statements.

As part of an audit in accordance with 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 financial statements 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 and the Company'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 and the Company'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 financial statements 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 and the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements and separate financial statements, including the disclosures, and whether the consolidated financial statements and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I 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 also provide those charged with governance with a statement that we 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 financial statements 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.

(Ms. Thanyaphorn Tangthanopajai)

Certified Public Accountant

Registration No. 9169

Dharmniti Auditing Company Limited

Bangkok, Thailand

February 24, 2017

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENT OF FINANCIAL POSITION

AS AT DECEMBER 31, 2016

		<u>ASSETS</u>			
		Baht			
		Consolidated financial statements		Separate financial statements	
Note		2016	2015	2016	2015
Current assets					
Cash and cash equivalents	5	160,204,728.94	105,665,705.87	117,916,531.02	60,467,027.42
Current investments	6	14,375,763.00	34,656,087.81	14,375,763.00	34,656,087.81
Trade and other receivables	4, 7	164,550,853.99	148,570,303.07	164,514,831.23	144,509,737.16
Short-term loans to subsidiary	4, 8	-	-	58,008,493.63	58,008,493.63
Inventories	9	97,211,738.27	75,272,918.90	92,948,363.66	70,720,106.00
Other current assets		10,008,493.44	11,921,177.04	245,970.01	2,158,720.21
Total current assets		446,351,577.64	376,086,192.69	448,009,952.55	370,520,172.23
Non-current assets					
Investments in associated company	10	479,597,282.85	83,602,440.85	422,450,900.00	35,784,300.00
Investments in subsidiaries	11	-	-	213,569,822.63	212,008,677.80
Other long-term investment	12	16,047,551.47	16,047,551.47	16,047,551.47	16,047,551.47
Property, plant and equipment	13	324,681,884.79	339,183,632.30	169,113,670.20	178,596,051.15
Intangible assets	14	3,471,813.62	4,483,931.45	3,247,141.12	4,483,931.45
Leasehold right	15	15,988,393.42	16,595,547.59	-	-
Deferred tax assets	16	14,878,687.74	8,879,705.40	4,666,677.21	3,424,283.25
Other non-current assets		6,161,497.49	3,829,120.30	4,421,767.95	2,380,635.92
Total non-current assets		860,827,111.38	472,621,929.36	833,517,530.58	452,725,431.04
TOTAL ASSETS		1,307,178,689.02	848,708,122.05	1,281,527,483.13	823,245,603.27

Notes to financial statements form an integral part of these statements.

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENT OF INCOME

FOR THE YEAR ENDED DECEMBER 31, 2016

		Baht			
		Consolidated financial statements		Separate financial statements	
	Note	2016	2015	2016	2015
Revenues					
Sales and services	4	520,296,336.39	465,191,941.53	488,311,938.03	434,542,879.75
Dividend income		1,301,000.00	1,016,540.00	29,301,000.00	27,384,520.00
Gain on exchange rate		157,744.82	4,112,527.37	314,363.84	2,064,602.62
Gain on sale of investment in subsidiary	12	-	4,583,704.67	-	-
Other income	4	3,009,553.70	9,425,234.12	4,601,477.63	11,129,870.44
Total revenues		524,764,634.91	484,329,947.69	522,528,779.50	475,121,872.81
Expenses					
Cost of sales and services	4	292,365,823.14	261,883,065.00	267,819,546.57	242,531,311.48
Selling expenses		7,245,024.28	6,962,423.19	7,218,859.45	6,597,029.12
Administrative expenses	4	158,777,928.73	169,464,333.71	134,163,183.47	135,061,019.97
Finance costs		4,697,752.11	4,686,112.88	4,586,294.30	4,670,615.52
Total expenses		463,086,528.26	442,995,934.78	413,787,883.79	388,859,976.09
Share of profit of associated company	10	37,328,242.00	29,367,423.20	-	-
Profit before income tax expenses		99,006,348.65	70,701,436.11	108,740,895.71	86,261,896.72
Income tax expenses	26	11,309,573.59	2,259,751.18	15,914,647.51	6,182,357.79
Profit for the year		87,696,775.06	68,441,684.93	92,826,248.20	80,079,538.93
Profit (loss) attributable to :					
Shareholders of the parent		88,610,277.89	71,252,903.81	92,826,248.20	80,079,538.93
Non-controlling interests		(913,502.83)	(2,811,218.88)	-	-
Basic earnings per share					
	27	(Restated)		(Restated)	
Profit for the year of parent		0.2847	0.2441	0.2983	0.2744
Diluted earning per share					
	27	(Restated)		(Restated)	
Profit for the year of parent		0.2725	-	0.2855	-

Notes to financial statements form an integral part of these statements.

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED DECEMBER 31, 2016

	Note	Baht			
		Consolidated financial statements		Separate financial statements	
		2016	2015	2016	2015
Profit for the year		87,696,775.06	68,441,684.93	92,826,248.20	80,079,538.93
Other comprehensive income :					
Items that not to be reclassified subsequently to profit or loss					
Actuarial losses arising from post-employee,					
net of income tax		(5,393,368.68)	-	(5,394,160.10)	-
		(5,393,368.68)	-	(5,394,160.10)	-
Items that may be reclassified subsequently to profit or loss					
Unrealized gain (loss) on valuation of available-for-sale securities,					
net of income tax		1,097,640.74	(1,735,393.03)	1,097,640.74	(1,735,393.03)
Currency translation changes of the financial statements					
of foreign entity		912,567.76	(1,335,696.40)	-	-
		2,010,208.50	(3,071,089.43)	1,097,640.74	(1,735,393.03)
Other comprehensive income (loss) for the year		(3,383,160.18)	(3,071,089.43)	(4,296,519.36)	(1,735,393.03)
Total comprehensive income for the year		84,313,614.88	65,370,595.50	88,529,728.84	78,344,145.90
Total comprehensive income (loss) attributable to :					
Shareholders of the parent		85,462,024.66	69,146,970.59	88,529,728.84	78,344,145.90
Non-controlling interests in subsidiaries		(1,148,409.78)	(3,776,375.09)	-	-

Notes to financial statements form an integral part of these statements.

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENT OF FINANCIAL POSITION (CONT.)

AS AT DECEMBER 31, 2016

LIABILITIES AND SHAREHOLDERS' EQUITY

		Baht			
		Consolidated financial statements		Separate financial statements	
	Note	2016	2015	2016	2015
Current liabilities					
Trade and other payables	4, 18	65,385,945.88	52,339,772.88	61,916,404.92	49,805,725.56
Payable on shares	10	90,000,000.00	-	90,000,000.00	-
Current portion of liabilities under hire-purchase agreements	19	2,018,571.25	1,035,672.56	1,874,470.82	1,035,672.56
Current portion of long-term loans from financial institutions	20	22,080,000.00	22,080,000.00	22,080,000.00	22,080,000.00
Accrued income tax		6,902,931.61	-	6,902,931.61	-
Other current liabilities		4,794,613.43	4,826,958.72	4,367,565.90	4,401,471.11
Total current liabilities		191,182,062.17	80,282,404.16	187,141,373.25	77,322,869.23
Non-current liabilities					
Liabilities under hire-purchase agreements	19	3,943,649.81	626,754.01	3,376,452.13	626,754.01
Long-term loans from financial institutions	20	33,630,000.00	55,710,000.00	33,630,000.00	55,710,000.00
Employee benefit obligations	21	28,248,378.40	17,091,046.00	26,480,680.00	16,982,409.00
Total non-current liabilities		65,822,028.21	73,427,800.01	63,487,132.13	73,319,163.01
Total liabilities		257,004,090.38	153,710,204.17	250,628,505.38	150,642,032.24

Notes to financial statements form an integral part of these statements.

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENT OF FINANCIAL POSITION (CONT.)

AS AT DECEMBER 31, 2016

LIABILITIES AND SHAREHOLDERS' EQUITY (CONT.)

		Baht			
		Consolidated financial statements		Separate financial statements	
	Note	2016	2015	2016	2015
Shareholders' equity					
Share capital					
Registered share capital					
538,433,752 ordinary shares of Baht 1.00 each	23	538,433,752.00		538,433,752.00	
286,817,400 ordinary shares of Baht 1.00 each			286,817,400.00		286,817,400.00
Issued and paid-up shares capital					
466,468,735 ordinary shares of Baht 1.00 each	23	466,468,735.00		466,468,735.00	
285,894,029 ordinary shares of Baht 1.00 each			285,894,029.00		285,894,029.00
Premium on share capital	23	202,176,021.55	92,020,440.57	202,176,021.55	92,020,440.57
Retained earnings					
Appropriated					
- legal reserve	24	33,323,052.41	28,681,740.00	33,323,052.41	28,681,740.00
Unappropriated		351,068,142.19	293,457,154.49	337,943,909.62	276,117,743.03
Other components of shareholders' equity		(37,982,090.15)	(40,227,205.60)	(9,012,740.83)	(10,110,381.57)
Total shareholders' equity of the parent		1,015,053,861.00	659,826,158.46	1,030,898,977.75	672,603,571.03
Non-controlling interests		35,120,737.64	35,171,759.42	-	-
Total shareholders equity		1,050,174,598.64	694,997,917.88	1,030,898,977.75	672,603,571.03
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		1,307,178,689.02	848,708,122.05	1,281,527,483.13	823,245,603.27

Notes to financial statements form an integral part of these statements.

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2016

		Baht									
		Consolidated financial statements									
		Sharholders' equity of the parent							Non-controlling	Total equity	
		Share capital	Premium on	Retained earnings		Other components of shareholders' equity			Total equity	interests	
		issued and	share capital	Appropriated	Unappropriated	- Currency translation	- Unrealized gain	Total	of the parent		
		paid-up		- Legal reserve		changes of the	(loss) on change				
						financial statements	in value of				
						of foreign entity	investment				
Ending balance, 2014		285,894,029.00	92,020,440.57	28,681,740.00	256,511,534.16	(29,746,283.84)	(8,374,988.54)	(38,121,272.38)	624,986,471.35	33,934,952.95	658,921,424.30
Increase in share capital										981,768.00	981,768.00
Dividend paid	25				(34,307,283.48)				(34,307,283.48)	(480.00)	(34,307,763.48)
Total comprehensive income for the year					71,252,903.81	(370,540.19)	(1,735,393.03)	(2,105,933.22)	69,146,970.59	(3,776,375.09)	65,370,595.50
Non-controlling interests of the subsidiary					-	-	-	-	-	4,031,893.56	4,031,893.56
Ending balance, 2015		285,894,029.00	92,020,440.57	28,681,740.00	293,457,154.49	(30,116,824.03)	(10,110,381.57)	(40,227,205.60)	659,826,158.46	35,171,759.42	694,997,917.88
Increase in share capital from exercise of warrants	23	171,045,244.00							171,045,244.00		171,045,244.00
Increase in share capital from stock dividend	23	9,529,462.00							9,529,462.00		9,529,462.00
Increase in share capital										1,097,388.00	1,097,388.00
Increase in premium on share capital	23		110,155,580.98						110,155,580.98		110,155,580.98
Legal reserve	24			4,641,312.41	(4,641,312.41)				-		-
Dividend paid	25				(20,964,609.10)				(20,964,609.10)	-	(20,964,609.10)
Total comprehensive income for the year					83,216,909.21	1,147,474.71	1,097,640.74	2,245,115.45	85,462,024.66	(1,148,409.78)	84,313,614.88
Ending balance, 2016		466,468,735.00	202,176,021.55	33,323,052.41	351,068,142.19	(28,969,349.32)	(9,012,740.83)	(37,982,090.15)	1,015,053,861.00	35,120,737.64	1,050,174,598.64

Notes to financial statements form an integral part of these statements.

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (CONT.)
FOR THE YEAR ENDED DECEMBER 31, 2016

		Baht				
		Separate financial statements				
	Note	Share capital issued and paid-up	Premium on share capital	Retained earnings		Other components of shareholders' equity Unrealized gain (loss) on change in value of investment
				Appropriated - legal reserve	Unappropriated	
Ending balance, 2014		285,894,029.00	92,020,440.57	28,681,740.00	230,345,487.58	(8,374,988.54)
Dividend paid	25				(34,307,283.48)	(34,307,283.48)
Total comprehensive income for the year		-	-	-	80,079,538.93	(1,735,393.03)
Ending balance, 2015		285,894,029.00	92,020,440.57	28,681,740.00	276,117,743.03	(10,110,381.57)
Increase in share capital from						
exercise of warrants	23	171,045,244.00				
Increase in share capital from stock dividend	23	9,529,462.00				
Increase in premium on share capital	23		110,155,580.98			
Legal reserve	24			4,641,312.41	(4,641,312.41)	-
Dividend paid	25				(20,964,609.10)	(20,964,609.10)
Total comprehensive income for the year					87,432,088.10	1,097,640.74
Ending balance, 2016		466,468,735.00	202,176,021.55	33,323,052.41	337,943,909.62	(9,012,740.83)

Notes to financial statements form an integral part of these statements.

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2016

	Baht			
	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
<u>Cash flows from operating activities</u>				
Profit for the year	87,696,775.06	68,441,684.93	92,826,248.20	80,079,538.93
Items to reconcile profit for the year to net cash provided by (used in) operating activities :				
Gain on sale of available-for-sale securities	(79,569.47)	(313,439.20)	(79,569.47)	(313,439.20)
Bad debt	236,126.04	-	236,126.04	-
Allowance for doubtful accounts (reversal)	(261,126.04)	(30,000.00)	(261,126.04)	(30,000.00)
Depreciation and amortization	36,937,274.69	37,642,670.55	24,050,163.70	24,674,493.78
Loss on impairment of investment in subsidiary (reversal)	-	-	-	(30,445,341.45)
(Gain) loss on sale of investment in subsidiary	-	(4,583,704.67)	-	31,323,195.43
Actuarial losses arising from past employee benefit	1,761,209.14	-	1,760,576.00	-
Expenses for employee benefits	3,456,474.07	2,124,194.72	1,809,934.00	2,010,564.00
Loss on sale of assets	334,056.17	47,802.68	333,860.33	177,839.66
Share of net profit in associated company	(37,328,242.00)	(29,367,423.20)	-	-
Dividend income	(1,301,000.00)	(985,000.00)	(29,301,000.00)	(27,384,520.00)
Interest income	(325,506.62)	(347,591.89)	(2,470,811.00)	(2,423,663.84)
Interest expenses	3,878,050.66	3,906,083.52	3,857,152.34	3,906,083.52
Income tax expenses	11,309,573.59	2,259,751.18	15,914,647.51	6,182,357.79
Profit from operations before changes in operating assets and liabilities	106,314,095.29	78,795,028.62	108,676,201.61	87,757,108.62
(Increase) decrease in operating assets				
Investment in securities held-for-trading	-	3,749,544.24	-	-
Trade and other receivables	(15,955,550.92)	(14,740,611.53)	(19,980,094.08)	(12,462,285.11)
Inventories	(21,938,819.37)	(9,222,622.90)	(22,228,257.66)	(11,677,379.57)
Other current assets	1,912,683.60	(1,828,082.41)	1,912,750.21	(1,773,194.28)
Other non-current assets	(2,332,377.19)	1,335,879.19	(2,041,132.03)	(4,672.90)
Increase (decrease) in operating liabilities				
Trade and other payables	13,046,173.00	(4,631,711.81)	12,110,679.36	(3,400,446.70)
Other current liabilities	(32,345.29)	538,148.36	(33,905.21)	1,584,843.96
Cash generated from operation	81,013,859.12	53,995,571.76	78,416,242.20	60,023,974.02
Cash received from interest income	325,506.62	347,591.89	2,470,811.00	2,423,663.87
Benefits paid by the plan	(360,000.00)	(3,055,000.00)	(360,000.00)	(3,055,000.00)
Cash paid for income tax	(9,634,919.14)	(11,335,893.90)	(9,634,919.14)	(11,323,889.32)
Net cash provided by operating activities	71,344,446.60	39,952,269.75	70,892,134.06	48,068,748.57

Notes to financial statements form an integral part of these statements.

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENT OF CASH FLOWS (CONT.)

FOR THE YEAR ENDED DECEMBER 31, 2016

	Baht			
	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
<u>Cash flows from investing activities</u>				
(Increase) decrease in current investments	21,731,945.20	(21,107,466.68)	21,731,945.20	(21,107,466.68)
Cash received from sale of investment in subsidiary	-	19,837,000.00	-	19,837,000.00
Cash received from capital pay back of subsidiary	-	2,635,623.10	-	2,635,623.10
Cash paid for investment in subsidiary	-	-	(1,561,144.83)	(11,526,717.56)
Cash paid for invesment in associated company	(296,666,600.00)	-	(296,666,600.00)	-
Increase in other long-term investment	-	(16,047,551.47)	-	(13,691,250.00)
Cash received from dividend	29,301,000.00	24,985,000.00	29,301,000.00	27,384,520.00
Cash paid for purchase of property, plant and equipment	(15,145,371.72)	(18,567,386.31)	(10,621,356.20)	(8,135,864.96)
Cash received from sale of assets	2,308,186.45	2,239,757.87	2,303,503.45	2,198,674.33
Cash paid for intangible assets	(578,920.00)	(1,735,700.00)	(347,000.00)	(1,590,100.00)
Net cash provided by (used in) investing activities	(259,049,760.07)	(7,760,723.49)	(255,859,652.38)	(3,995,581.77)
<u>Cash flows from financing activities</u>				
Cash paid for long-term loans from financial institution	(22,080,000.00)	(21,080,000.00)	(22,080,000.00)	(21,080,000.00)
Cash paid for hire-purchase agreements	(1,500,379.93)	(713,854.93)	(1,411,503.62)	(713,854.93)
Cash received from issued ordinary shares	282,299,165.60	981,768.00	281,201,777.60	-
Cash paid for dividend	(11,436,099.72)	(34,307,763.48)	(11,436,099.72)	(34,307,283.48)
Cash paid for interest expenses	(3,878,050.66)	(3,918,469.00)	(3,857,152.34)	(3,918,469.00)
Net cash provided by (used in) financing activities	243,404,635.29	(59,038,319.41)	242,417,021.92	(60,019,607.41)
Increase (decrease) in currency translation change of financial statements of foreign entity	(1,160,298.75)	(9,616,494.18)	-	-
Net increase (decrease) in cash and cash equivalents	54,539,023.07	(36,463,267.33)	57,449,503.60	(15,946,440.61)
Cash and cash equivalents, at beginning of year	105,665,705.87	142,128,973.20	60,467,027.42	76,413,468.03
Cash and cash equivalents, at end of year	160,204,728.94	105,665,705.87	117,916,531.02	60,467,027.42

Supplemental disclosures of cash flows information :

Non-monetary transactions

1. The Company acquired vehicle by entering into

hire-purchase agreement	932,010.38	2,080,000.00	5,000,000.00	2,080,000.00
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2. During the year 2015, the Company loss control of the subsidiary, as a result the Company classified the invesment of Baht 2,356,301.47 as the other long-term invesment.

Notes to financial statements form an integral part of these statements.

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016

1. GENERAL INFORMATION

(a) Legal status and address

The Company was registered to be a limited Company on September 8, 1965. The Company was converted to a public company limited on March 14, 2005.

The address of its registered office is as follows:

Head office : located at 7/1-2 Moo 1 Tombol Panthong, Amphur Panthong,
Chonburi, Thailand.

Branch : located at 312, 402/3-6 Soi Senanikom 1, Phaholyothin Road,
Chankasem Jatujak, Bangkok, Thailand.

(b) Nature of the Company's business and major shareholder

Main business activities of the Company are manufacturing and selling of industrial paints. Products include off-set inks, motorcycle paints, packaging coatings and others.

As at December 31, 2016 and 2015, the company's major shareholder is Eksang holdings Co., Ltd. who held 32.60% and 44.88%, respectively of the paid-up share capital (as Eksang holdings Co., Ltd. held 100% by Eksangkul family) and the rest 3.13% and 6.85%, respectively is held by the person from Eksangkul family, making up 35.73% and 51.73%, respectively in total shareholding.

2. BASIS FOR PREPARATION OF THE FINANCIAL STATEMENTS

- 2.1 The financial statements have been prepared in accordance with the accounting standards prescribed by Thai Accounts Act enunciated under the Accounting Profession Act B.E.2547 by complying with the financial reporting standards. The presentation of the financial statements has been made in compliance with the Notification of the Department of Business Development, the Ministry of Commerce, re : the financial statements presentation for public limited company, issued under the Accounting Act B.E.2543.

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

The financial statements in Thai language are the official statutory financial statements of the Company. The financial statements in English language have been translated from such financial statements in Thai language.

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS (CONT.)
DECEMBER 31, 2016

2.2 Basis for consolidation

2.2.1 The consolidated financial statements are prepared by including the Company's financial statements and its subsidiaries financial statements as follows:-

Name of Subsidiaries	Nature business	Country of incorporation	Percentage of holding		Percentage of assets to the consolidated total assets		Percentage of revenues from sales to the consolidated total revenues from sales	
			2016	2015	2016	2015	2016	2015
Eason Urai Paint Co., Ltd.	Manufacturing and selling of automotive, industrial paint and other	Vietnam	62.00	62.00	8.17	12.11	5.65	4.67
P.T. Eason Indonesia	Manufacturing and selling of automotive, industrial paint and other	Indonesia	93.73	93.73	10.19	16.95	0.38	-
Eason Far East Sdn. Bhd.	Trading of industrial paint	Malaysia	60.00	60.00	0.80	0.61	1.50	0.60

2.2.2 The consolidated financial statements are prepared by using uniform accounting policies. So that the transaction and the others event which are the same or the similar circumstances have been used the identical policies to record those transaction.

2.2.3 Significant inter-company transactions between the Company and its subsidiaries have been eliminated.

2.2.4 The financial statements of an overseas subsidiary is translated into Thai Baht at the closing exchange rate as to assets and liabilities, and at monthly average exchange rates as to revenues and expenses. The resultant differences have been shown under the caption of "Currency translation changes of the financial statements of foreign entity" in shareholders' equity.

2.2.5 Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.

2.3 The new and revised accounting standards are effective in the current year

The Federation of Accounting Professions (FAP) has issued Notifications to mandate the new and revised accounting standards, financial reporting standards, and interpretations of accounting and financial reporting standards, which are effective for the fiscal year beginning on or after January 1, 2016 are as follows:

Conceptual Framework for Financial Reporting (revised 2015)	
TAS 1 (revised 2015)	Presentation of Financial Statements
TAS 2 (revised 2015)	Inventories

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS (CONT.)

DECEMBER 31, 2016

TAS 7 (revised 2015)	Statement of Cash Flows
TAS 8 (revised 2015)	Accounting Policies, Changes in Accounting Estimates and Errors
TAS 10 (revised 2015)	Events After the Reporting Period
TAS 11 (revised 2015)	Construction Contracts
TAS 12 (revised 2015)	Income Taxes
TAS 16 (revised 2015)	Property, Plant and Equipment
TAS 17 (revised 2015)	Leases
TAS 18 (revised 2015)	Revenue
TAS 19 (revised 2015)	Employee Benefits
TAS 20 (revised 2015)	Accounting for Government Grants and Disclosure of Government Assistance
TAS 21 (revised 2015)	The Effects of Changes in Foreign Exchange Rates
TAS 23 (revised 2015)	Borrowing Costs
TAS 24 (revised 2015)	Related Party Disclosures
TAS 26 (revised 2015)	Accounting and Reporting by Retirement Benefit Plans
TAS 27 (revised 2015)	Separate Financial Statements
TAS 28 (revised 2015)	Investments in Associates and Joint Ventures
TAS 29 (revised 2015)	Financial Reporting in Hyperinflationary Economies
TAS 33 (revised 2015)	Earnings Per Share
TAS 34 (revised 2015)	Interim Financial Reporting
TAS 36 (revised 2015)	Impairment of Assets
TAS 37 (revised 2015)	Provisions, Contingent Liabilities and Contingent Assets
TAS 38 (revised 2015)	Intangible assets
TAS 40 (revised 2015)	Investment Property
TAS 41	Agriculture
TFRS 2 (revised 2015)	Share-Based Payment
TFRS 3 (revised 2015)	Business Combinations
TFRS 4 (revised 2015)	Insurance Contracts
TFRS 5 (revised 2015)	Non-current Assets Held for Sale and Discontinued Operations
TFRS 6 (revised 2015)	Exploration for and Evaluation of Mineral Resources
TFRS 8 (revised 2015)	Operating Segments
TFRS 10 (revised 2015)	Consolidated Financial Statements
TFRS 11 (revised 2015)	Joint Arrangements

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS (CONT.)
DECEMBER 31, 2016

TFRS 12 (revised 2015)	Disclosure of Interests in Other Entities
TFRS 13 (revised 2015)	Fair Value Measurement
TSIC 10 (revised 2015)	Government Assistance - No Specific Relation to Operating Activities
TSIC 15 (revised 2015)	Operating Leases - Incentives
TSIC 25 (revised 2015)	Income Taxes - Changes in the Tax Status of an Entity or its Shareholders
TSIC 27 (revised 2015)	Evaluating the Substance of Transactions Involving the Legal Form of a Lease
TSIC 29 (revised 2015)	Service Concession Arrangements: Disclosure
TSIC 31 (revised 2015)	Revenue-Barter Transactions Involving Advertising Services
TSIC 32 (revised 2015)	Intangible Assets - Web Site Costs
TFRIC 1 (revised 2015)	Changes in Existing Decommissioning, Restoration and Similar Liabilities
TFRIC 4 (revised 2015)	Determining whether an Arrangement contains a Lease
TFRIC 5 (revised 2015)	Right to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
TFRIC 7 (revised 2015)	Applying the Restatement Approach under TAS 29 (revised 2015) Financial Reporting in Hyperinflationary Economics
TFRIC 10 (revised 2015)	Interim Financial Reporting and Impairment
TFRIC 12 (revised 2015)	Service Concession Arrangements
TFRIC 13 (revised 2015)	Customer Loyalty Programmes
TFRIC 14 (revised 2015)	TAS 19 (revised 2015)-The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction
TFRIC 15 (revised 2015)	Agreements for the Construction of Real Estate
TFRIC 17 (revised 2015)	Distributions of Non - cash Assets to Owners
TFRIC 18 (revised 2015)	Transfers of Assets from Customers
TFRIC 20 (revised 2015)	Stripping Costs in the Production Phase of a Surface Mine
TFRIC 21	Levies

The management of the Company and its subsidiaries evaluated that these new and revised accounting standards, financial reporting standard, accounting standard interpretations and financial reporting standards interpretations do not have any significant impact on the financial statements in current year.

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS (CONT.)
DECEMBER 31, 2016

3. SIGNIFICANT ACCOUNTING POLICIES

3.1 Recognition of revenues and expenses

The Company and its subsidiaries recognize the revenues on sales when the significant risks and rewards of ownership of goods to the customers.

The Company and its subsidiaries recognize service income upon services rendered to the customers.

The Company and its subsidiaries recognize rental and service income in accordance with a term in contract, at the rate stipulated in contract.

The Company and its subsidiaries recognize dividend income when the right to receive the dividends is established.

The Company and its subsidiaries recognize other income and expenses on the accrual basis.

3.2 Cash and cash equivalents

Cash and cash equivalents consist of cash and deposits at financial institutions, excluded time deposit at bank and cash at banks which are used for guarantee.

3.3 Allowance for doubtful accounts

The Company and its subsidiaries provide allowance for doubtful account equal to the estimated collection losses that may be incurred in the collection of all receivables. The estimated losses are based on historical collection experience and a review of the current status of the existing receivables.

3.4 Inventories

Inventories are stated at the lower of cost or net realizable value.

The Company and its subsidiaries determines the cost by the calculation from standard cost which is adjusted approximately to the actual cost based on moving average cost method.

The subsidiary determines the cost by the specific identification method.

The cost of inventories comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. In the case of manufactured inventories and goods in progress, cost includes and appropriate share of overheads based on normal production capacity.

The net realizable value of inventory is estimated from selling price in the ordinary course of business, less the estimated costs to complete the sale.

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS (CONT.)
DECEMBER 31, 2016

3.5 Investments

Investments in marketable equity securities

Investments in securities held for trading are stated at fair value. Changes in the fair value of these securities are recorded as gains or losses in the statements of income.

Investments in available-for-sale securities are stated at fair value. Changes in the fair value of these securities are recorded as a separate item in other components of shareholder's equity, and will be recorded as gains or losses in the statement of income when the securities are sold.

The fair value of marketable securities is based on the latest bid price of the last working day of the year.

Investments in associates

Associates are all entities over which the Company has significant influence but not control generally accompanying a shareholding of between 20% and 50% of the voting rights. In the consolidated financial statement, investments in associates are initially recognized at cost and are accounted for using the equity method.

Investments in associates are stated at cost net from allowance on impairment in the separate financial statements (if any).

Investments in subsidiaries

Subsidiaries are entities over which the Company has the power to control their financial and operating policies generally accompanying a shareholding of more than one-half of the voting rights. The financial statements of the subsidiaries are consolidated from the date the Company exercises control over the subsidiaries until the date that control power ceases.

Investments in subsidiaries are stated at cost net from allowance on impairment in the separate financial statements (if any).

3.6 Property, plant and equipment

Land are stated at cost and less allowance on impairment (if any).

Plant and equipment are stated at cost after deducted accumulated depreciation and allowance on impairment (if any).

Cost is initially recognized upon acquisition of assets along with other direct costs attributing to acquiring such assets in the condition ready to serve the objectives, including the costs of asset demolition, removal and restoration of the asset location, which are the obligations of the company (if any).

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS (CONT.)
DECEMBER 31, 2016

Depreciation is calculated by cost less residual value on the straight-line method over the estimated useful lives of the assets, as following :-

Type of assets	The estimated useful lives
Building and building for lease	5, 20 years
Machinery equipment	5 - 10 years
Lab equipment	5 - 10 years
Electric equipment	3 - 6 years
Water - purifier for leases	5 years
Office equipment	3 - 6 years
Office decoration	3 - 6 years
Vehicle	6 - 10 years

The Company and its subsidiaries have reviewed the residual value and useful life of the assets every year.

The depreciation for each asset component is calculated on the separate components when each component has significant cost compared to the total cost of that asset.

Depreciation is included in determining income.

No depreciation is provided on land, construction in progress and equipment under installation.

Property, plant and equipment are written off at disposal. Gains or losses arising from sale or write-off of assets are recognized in the statement of income.

3.7 Intangible assets

Technical license is stated at cost less accumulated amortization and allowance on impairment (if any). Amortization is calculated by the straight-line method over the period for which the assets are expected to generate economic benefit 5 - 10 years.

Computer software is stated at cost less accumulated amortization and allowance on impairment (if any). Amortization is calculated by the straight-line method over the period for which the assets are expected to generate benefit 10 years.

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS (CONT.)
DECEMBER 31, 2016

3.8 Leasehold right

Leasehold right is stated at cost less accumulated amortization. Amortization is calculated by the straight-line method over the lease period.

3.9 Hire purchase

The Company and its subsidiaries record vehicles under hire purchase contracts at their fair value as at the inception of the lease, and records future rental payment obligations under the contracts (minus the interest portion) as liabilities.

The Company and its subsidiaries amortized deferred interest on hire purchase contracts by effective rate of interest over the period of contracts.

3.10 Operating lease

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

3.11 Foreign currency conversions

Foreign currency assets and liabilities are converted into Thai Baht at rates of exchange ruling at the end of reporting period. Transactions during the year are translated at rates prevailing on the transaction date. Gains or losses on exchange are credited or charged to current operations.

3.12 Use of accounting estimation

The preparation of financial statements in accordance with the financial reporting standards requires management to make estimates and assumptions that effect the reported amounts of assets, liabilities, revenues and expenses and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

3.13 Employee benefits

Short-term employment benefits

The Company and its subsidiaries recognize salary, overtime, bonus, social securities and provident fund as expenses when incurred.

The Company issued warrants to purchase the ordinary shares to the directors and employees of the Company. The transaction will be recorded in the financial statements when the warrants are exercised.

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS (CONT.)
DECEMBER 31, 2016

Post-employment benefits (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. The fund's assets are held in a separate trust fund and the Company's contributions are recognized as expenses when incurred.

Post-employment benefits (defined benefit plans)

The Company and its subsidiaries have obligations in respect of the severance payments it must pay to the employees upon retirement under the labor law and other employee benefit plans. The Company treats these severance payment obligations as a defined benefit plan. The obligation under the defined benefit plan is calculated based on the actuarial principles by a qualified independent actuary using the projected unit credit method. Such estimates are made based on various assumptions, including discount rate, future salary increase rate, staff turnover rate, mortality rate, and inflation rate. Actuarial gains and losses for post-employment benefits of the employees are recognized immediately in other comprehensive income.

Other long-term employment benefits (defined benefit plans)

The Company and its subsidiaries have obligations in respect of the severance payments that pay to the employees work for a long time. The obligation under of other long-term employment benefits is calculated based on the actuarial principles by a qualified independent actuary using the projected unit credit method, in order to determine present value of the obligation at the end of reporting period. Actuarial gains and losses arising from other long-term employment benefits are recognized immediately in the profit or loss.

3.14 Related parties

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the company, including holding companies, subsidiaries and fellow subsidiaries are related parties of the company. Associates and individuals owning, directly or indirectly, an interest in the voting power of the company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the company and close members of the family of these individuals and companies associated with these individuals also constitute related parties.

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

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS (CONT.)
DECEMBER 31, 2016

3.15 Impairment of assets

As at the statement of financial position date, the Company and its subsidiaries assess whether there is an indication of asset impairment. If any such indication exists, the Company and its subsidiaries will make an estimate of the asset's recoverable amount. If the carrying amount of the asset exceeds its recoverable amount, an impairment loss is recognized in the statement of income. In addition, impairment loss is reversed if there is a subsequent increase in the recoverable amount. The reversal shall not exceed the carrying value that would have been determined net of accumulated depreciation or amortization. The recoverable amount of the asset is the asset's value in use or fair value less costs to sell.

3.16 Income tax expense

Income tax comprises current income tax and deferred tax.

Current tax

The Company and its subsidiaries record income tax expense, if any, based on the amount currently payable under the Revenue Code at the income tax rates 20% of profit before income tax, after adding back certain expenses which are non-deductible for income tax computation purposes, and less certain transactions which are exemption or allowable from income tax.

Overseas subsidiary calculated corporate income tax in accordance with tax rates mandated under the tax law of that country.

Deferred tax

Deferred tax assets and liabilities are provided on the temporary differences between the carrying amount and the tax bases of assets and liabilities at the end of the reporting period. Changes in deferred tax assets and liabilities are recognized as deferred tax income or deferred tax expense which are recognized in the profit or loss except to the extent that it relates to items recognized directly in shareholders' equity or in other comprehensive income.

The deductible temporary differences are recognized as deferred tax assets when it is probable that the Company will have future taxable profit to be available against which the deferred tax assets can be utilized. The taxable temporary differences on all taxable items are recognized as deferred tax liabilities.

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS (CONT.)
DECEMBER 31, 2016

Deferred tax assets and liabilities are measured at the tax rates that the Company and its subsidiaries expect to apply to the period when the deferred tax assets are realized or the deferred tax liabilities are settled, based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

At the end of each reporting period, the carrying amount of deferred tax assets are reviewed and reduced the value when it is probable that the Company and its subsidiaries will have no longer the future taxable profit that is sufficient to be available against which all or some parts of deferred tax assets are utilized.

Deferred tax assets and deferred tax liabilities are offset when there is the legal right to settle on a net basis and they relate to income taxes levied by the same tax authority on the same taxable entity.

3.17 Significant accounting judgements and estimates

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect amounts reported in the financial statements and disclosures and actual results could differ from these estimates. Significant judgements and estimates are as follows:

Allowance for doubtful accounts

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

Property, plant and equipment/Depreciation

In determining depreciation of plant and equipment, the management is required to make estimates of the useful lives and residual values of the plant and equipment and to review the estimated useful lives and residual values when there are any changes.

In addition, the management is required to review property, plant and equipment for impairment on a periodical basis and record the impairment loss when it is determined that the recoverable amount is lower than the carrying amount. This requires judgement regarding forecast of future revenues and expenses relating to the assets subject to the review.

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS (CONT.)
DECEMBER 31, 2016

Deferred tax assets

Deferred tax assets are recognized for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the temporary differences and losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of estimated future taxable profits.

Post-employment benefits under defined benefit plans

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, mortality rate and staff turnover rate.

4. TRANSACTIONS WITH RELATED COMPANIES

	Relationship
<u>Subsidiary companies</u>	
N.O.F (Thailand) Ltd.	99.98% of holding, Co-Director/Shareholder (Liquidation on December 14, 2015)
Eason Urai Paint Co., Ltd.	62% of holding, Co-Director/Shareholder
P.T. Eason Indonesia	93.73% of holding, Co-Director/Shareholder
Eason Far East Sdn. Bhd.	60% of holding, Co-Director/Shareholder
<u>Associated company</u>	
Origin Eason Paint Co., Ltd.	40% of holding, Co-Director/Shareholder
Advance Power Conversion Co., Ltd	20.95% of holding
<u>Related companies</u>	
Eksang holdings Co., Ltd.	32.60% of holding in the Company
Urai Panich Co., Ltd.	30% of holding in subsidiary company
Miki (Thailand) Co., Ltd.	15% of holding in associated company
Bright Blue Water Corp. Ltd.	Formerly is subsidiary, Since September 4, 2015, 5% of holding, Co-Director/Shareholder

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS (CONT.)
DECEMBER 31, 2016

<u>Pricing policy</u>	
Sale	- Cost - plus pricing to comply with the trading agreement with the owner's chemical formula of production, the Company has to sell the product, which is produced from such formula, to a subsidiary. The subsidiary is the only one selling agent of the product in Thailand. As a result, the Company could not find the market price to compare with the Company's selling price. However, the Company has certain right to determine the mark up rate by themselves based on both of the pricing policy and the market situation at that moment.
Rental and service income	- Warehouse and office rental depending on actual space are approximately Baht 6,762 – 432,640 per month in accordance with agreements.
Interest income	- At the rate of MLR - 1.25%, MLR - 1.5% and 3.90% per annum
Purchasing	- Market value except licensed raw materials are agreed upon pricing method.
Rental charge	- Office and warehouse rental are charged at Baht 66,990 - 282,828 per month in accordance with agreements.
Other expenses	- Raw materials for research and development are charged at market value.
Purchase of asset for lease	- Book value and at agreed upon pricing method.

The Company has significant transactions with subsidiary companies, associated company and related companies are as following:

	Baht			
	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
<u>Transactions in the statement of income</u>				
<u>Subsidiary companies</u>				
Sales				
P.T. Eason Indonesia	-	-	724,658.00	-
Eason Far East Sdn. Bhd.	-	-	6,172,682.63	1,943,093.47
	-	-	6,897,340.63	1,943,093.47
Other income				
Eason Urai Paint Co., Ltd.	-	-	1,083,514.00	949,982.00
P.T. Eason Indonesia	-	-	2,320,432.99	2,376,267.77
Eason Far East Sdn. Bhd.	-	-	16,737.45	-
	-	-	3,420,684.44	3,326,249.77

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS (CONT.)
DECEMBER 31, 2016

	Baht			
	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
Other expenses				
Bright Blue Water Corp. Ltd.	-	-	-	170,528.37
<u>Associated company</u>				
Sales	119,360.00	144,922.00	119,360.00	144,922.00
Rental and service income	14,076,328.06	13,882,603.80	14,076,328.06	13,882,603.80
Other income	121,300.00	-	121,300.00	-
Other expenses	108,600.00	16,800.00	108,600.00	16,800.00
<u>Related companies</u>				
Rental and service income				
Miki (Thailand) Co., Ltd.	490,344.00	476,780.50	490,344.00	476,780.50
Other expenses				
Eksang holdings Co., Ltd.	5,537,016.00	5,753,106.00	5,537,016.00	5,753,106.00

The Company has outstanding with subsidiary companies, associated company and related companies are as following :

	Baht			
	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
<u>Outstanding balances at the statements of financial position</u>				
<u>Subsidiary companies</u>				
Trade and other receivables				
Eason Urai Paint Co., Ltd.	-	-	50,000.00	50,000.00
P.T. Eason Indonesia	-	-	1,222,085.08	570,231.43
Eason Far East Sdn. Bhd.	-	-	7,955,836.43	3,074,739.71
	<u>-</u>	<u>-</u>	<u>9,227,921.51</u>	<u>3,694,971.14</u>
Short-term loans to				
P.T. Eason Indonesia	-	-	58,008,493.63	58,008,493.63
Trade and other payables				
Eason Far East Sdn. Bhd.	-	-	695,795.12	-
<u>Associated companies</u>				
Trade and other receivables	1,406,207.89	1,296,127.67	1,406,207.89	1,296,127.67
Trade and other payables	35,310.00	-	35,310.00	-
<u>Related companies</u>				
Trade and other receivables				
Miki (Thailand) Co., Ltd.	40,550.96	40,088.24	40,550.96	40,088.24

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS (CONT.)
DECEMBER 31, 2016

Management benefit expenses

Management benefit expenses represents the benefits paid to the Company and its subsidiaries' management and directors such as salaries, related benefit and directors' remuneration, including the benefit paid by other means. The Company and its subsidiaries' management is the persons who are defined under the Securities and Exchange Act.

Management benefit expenses for the years ended December 31, 2016 and 2015 as follows :-

	Baht			
	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
Short - term employee benefits	30,523,402.00	33,936,465.23	30,523,402.00	33,333,215.23
Post - employment benefits	346,430.00	557,963.00	346,430.00	557,963.00
Other long - term benefits	6,653.00	9,060.00	6,653.00	9,060.00
Total	<u>30,876,485.00</u>	<u>34,503,488.23</u>	<u>30,876,485.00</u>	<u>33,900,238.23</u>

5. CASH AND CASH EQUIVALENTS

Cash and cash equivalents consisted of :-

	Baht			
	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
Cash on hand	145,426.25	155,587.20	81,318.75	55,798.00
Cash at banks - current account	48,591,757.53	23,708,376.25	47,302,749.40	18,374,584.17
Cash at banks - savings account	111,467,545.16	81,801,742.42	70,532,462.87	42,036,645.25
Total	<u>160,204,728.94</u>	<u>105,665,705.87</u>	<u>117,916,531.02</u>	<u>60,467,027.42</u>

6. INVESTMENTS

Investments consisted of :-

	Baht			
	Consolidated/Separate financial statements			
	2016		2015	
	At cost	Fair Value	At cost	Fair Value
<u>Current investments</u>				
Investments in available-for-sale securities				
Unit trust	562,327.37	570,993.00	21,563,029.32	21,659,089.41
Investment in marketable equity	25,079,361.67	13,804,770.00	25,731,035.45	12,996,998.40
Total	<u>25,641,689.04</u>	<u>14,375,763.00</u>	<u>47,294,064.77</u>	<u>34,656,087.81</u>

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS (CONT.)
DECEMBER 31, 2016

7. TRADE AND OTHER RECEIVABLES

Trade and other receivables consisted of:-

	Baht			
	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
Trade receivable are classified by aging				
Trade note receivable				
Not yet due	2,262,247.50	1,858,113.85	2,262,247.50	1,858,113.85
Trade receivable				
Not yet due	131,324,600.23	119,603,132.71	126,691,110.04	117,145,958.76
Overdue 0 day to 90 days	18,432,767.82	14,587,490.18	20,016,415.46	14,587,490.18
Overdue 91 days to 180 days	-	-	3,150,334.56	-
Overdue 181 days to 360 days	-	-	1,551,458.63	-
Overdue from 361 days onwards	2,823.99	263,950.03	2,823.99	263,950.03
Total	152,022,439.54	136,312,686.77	153,674,390.18	133,855,512.82
Less allowance for doubtful accounts	(2,823.99)	(263,950.03)	(2,823.99)	(263,950.03)
Trade receivable, net	152,019,615.55	136,048,736.74	153,671,566.19	133,591,562.79
Other receivable				
Accrued other income	5,631,600.66	5,731,320.66	5,631,600.66	5,731,320.66
Prepaid expenses	4,259,988.82	4,217,347.87	2,438,240.38	2,502,035.08
Other receivable	2,639,648.96	2,572,897.80	2,773,424.00	2,684,818.63
Total	12,531,238.44	12,521,566.33	10,843,265.04	10,918,174.37
Total trade and other receivables	164,550,853.99	148,570,303.07	164,514,831.23	144,509,737.16

8. SHORT-TERM LOANS TO SUBSIDIARY

As at December 31, 2016 and 2015, short-term loans to an overseas subsidiary in the form of promissory note amount of Baht 58.01 million with interest at 3.90% per annum and payment interest by quarterly.

9. INVENTORIES

Inventories consisted of:-

	Baht			
	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
Finished goods	27,412,170.82	22,524,809.38	24,797,870.95	19,512,879.10
Work in process	220,432.48	127,917.41	-	-
Raw materials	57,079,093.50	46,774,930.01	56,294,053.29	45,934,015.06
Supplies	1,690,781.77	1,670,640.97	1,047,179.72	1,098,590.71
Package	726,865.78	440,401.78	726,865.78	440,401.78
Goods intransit	10,082,393.92	3,734,219.35	10,082,393.92	3,734,219.35
Total	97,211,738.27	75,272,918.90	92,948,363.66	70,720,106.00

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS (CONT.)
DECEMBER 31, 2016

	Baht	
	Consolidated/Separate financial statements	
	2016	2015
Cost of inventories recognized as cost of good sold for the year	1,439,792.56	879,972.90

10. INVESTMENTS IN ASSOCIATED COMPANY

Investments in associated company consisted of:-

Type business	Number of share	Percentage of holding	Baht					
			Consolidated financial statements		Separate financial statements			
			At equity		At cost		Dividend income	
			2016	2015	2016	2015	2016	2015
<u>Associated Company</u>								
Origin Eason Paint Co., Ltd.	120,000	40.00	92,930,682.85	83,602,440.85	35,784,300.00	35,784,300.00	28,000,000.00	24,000,000.00
Advance Power								
Conversion Co., Ltd.	1,466,666	20.95	386,666,600.00	-	386,666,600.00	-	-	-
Total			479,597,282.85	83,602,440.85	422,450,900.00	35,784,300.00	28,000,000.00	24,000,000.00

According to the Board of Directors' meeting No. 2/2016 dated February 26, 2016, it was a resolution to approve the investment in Advance Power Conversion Co.,Ltd. "APCON" and its business operation relates to power plant and electricity generating. The ordinary shares of APCON is acquired from Raza Investment Pte. Ltd. (Singapore) for 200,000 shares at Baht 300 per share at the amount of Baht 60 million and the company is paid the ordinary shares on March 2, 2016.

At after Advance Power Conversion Co., Ltd. "APCON" has resolved to increase the registered capital of baht 400 million by issuing new ordinary shares 4 million shares at par value of Baht 100 per share. This capital increase follows the shareholding structure of the existing shareholders. The Company has resolved to invest in APCON according to the Board of Directors' meeting No.5/2016 held on September 2, 2016 for 266,666 shares at baht 100 per shares amounted of Baht 26.67 million, as a results, the proportion of shareholding's company is still at 6.67%. The Company had paid for ordinary shares on September 5, 2016.

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After that, the Board of Directors had the resolution for additional investment in Advance Power Conversion Co., Ltd. “APCON” in accordance with the minutes of the Board of Directors’ Meeting No. 7/2016 dated December 16, 2016, by purchasing the ordinary shares of APCON for 1 million shares at Baht 300 per share from Raza Investment Pte. Ltd., (Singapore) amounting to Baht 300 million. Such investment has resulted in the shareholding of the Company in APCON to be 20.95%. As a result, the investment in APCON has changed from other long-term investment to investment in associated company. The Company has paid for the shares amounting to Baht 210 million or 70% of the agreed price on December 20, 2016. The Company has to pay the balance amounting to Baht 90 million or 30% by December 2017 which has been recorded as payable for the shares. However, there is a condition that the Company has to pledge the 30% unpaid shares with Raza Investment Pte. Ltd., (Singapore) to guarantee for the share purchase agreement.

Share of profit of associated company for the years ended December 31, 2016 and 2015.

	Baht	
	2016	2015
Origin Eason Paint Co., Ltd.	37,328,242.00	29,367,423.20

Summarized financial information in respect of Origin Eason Paint Co., Ltd. are as follows;

	Baht	
	2016	2015
Current assets	325,104,207.66	285,855,185.65
Non-current assets	48,613,752.93	47,508,951.13
Current liabilities	(102,279,950.41)	(87,585,374.77)
Non-current liabilities	(9,059,723.00)	(6,721,079.96)
Revenue	460,657,370.79	414,990,231.16
Profit for the year	93,320,605.13	73,418,558.24
Total comprehensive income for the year	93,320,605.13	73,418,558.24

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
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Reconciliation of the above summarized financial information to the carrying amount of the interest in associated company recognized in the consolidated financial statements:-

	Baht	
	2016	2015
Net assets	262,378,287.18	239,057,682.05
Proportion of the interest	40%	40%
Other adjustments	(12,020,632.02)	(12,020,631.97)
Carrying amount of the interest	92,930,682.85	83,602,440.85

11. INVESTMENTS IN SUBSIDIARIES

Investments in subsidiaries as shown in separate financial statements are as follows: -

	Number of share		Percentage of holding		Baht At cost	
	2016	2015	2016	2015	2016	2015
<u>Subsidiary companies</u>						
Eason Urai Paint Co., Ltd.	2,790	2,790	62.00	62.00	90,323,809.80	90,323,809.80
P.T. Eason Indonesia	3,749,000	3,749,000	93.73	93.73	117,704,840.00	117,704,840.00
Eason Far East Sdn. Bhd.	600,000	420,000	60.00	60.00	5,541,172.83	3,980,028.00
Investments in subsidiaries, net					213,569,822.63	212,008,677.80

The subsidiaries that have material non-controlling interests

The consolidated financial statements has consolidated two companies that have material non-controlling interest:

Name of subsidiaries companies	Place of incorporation and principal place of business	Proportion of ownership interests and voting rights held by non-controlling interests		Baht			
				Profit(loss) allocated to non- controlling interests		Accumulated non-controlling interests	
		2016	2015	2016	2015	2016	2015
Eason Urai Paint Co., Ltd.	Vietnam	38.00	38.00	904,804.83	(375,676.25)	35,549,667.82	34,644,862.99
P.T. Eason Indonesia	Indonesia	6.27	6.27	(809,736.92)	(2,277,107.64)	(1,068,807.46)	(242,612.46)
Total				95,067.91	(2,652,783.89)	34,480,860.36	34,402,250.53

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Summarized financial information in respect of Eason Urai Paint Co., Ltd. represents amounts before intragroup eliminations.

	Baht	
	2016	2015
Current assets	34,728,395.54	28,086,223.34
Non-current assets	72,013,422.40	74,723,634.59
Current liabilities	(3,354,667.38)	(1,832,651.71)
Non-current liabilities	(137,516.00)	(108,637.00)
Revenue	29,535,137.00	22,232,133.89
Profit (loss) attributable to the non-controlling interests	904,804.83	(381,499.72)
Total comprehensive income (loss) to the non-controlling interests	904,804.83	(375,676.25)

Summarized financial information in respect of P.T. Eason Indonesia represents amounts before intragroup eliminations.

	Baht	
	2016	2015
Current assets	23,387,755.49	35,712,864.75
Non-current assets	109,754,036.75	108,178,897.00
Current liabilities	(2,303,222.67)	(1,594,365.55)
Non-current liabilities	(59,945,509.36)	(58,202,345.03)
Revenue	3,368,196.51	3,625,878.69
Profit(loss) attributable to the non-controlling interests	(930,324.88)	(826,271.09)
Total comprehensive income (loss) to the non-controlling interests	(930,275.25)	(826,271.09)

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Investments in subsidiary - Eason Far East Sdn. Bhd.

The Company has registered to incorporate Eason Far East Sdn. Bhd., a juristic entity under the law of Malaysia, on January 10, 2014 as the distributor of industrial paint and to expand the customer base in the future. The authorized capital is MYR 400,000 (issuance of 400,000 shares at the par value MYR 1 per share). The Company holds 240,000 shares in such company at the par value of MYR 1 per share (approximately Baht 2.45 million), representing 60% shareholding.

On July 3, 2015, the subsidiary had a resolution to approve the capital increase MYR 600,000 including MYR 1,000,000 ordinary shares at the par value of MYR 1 each by issuing 600,000 new ordinary shares at the par value of MYR 1 per share. This capital increase follows the shareholding structure of the existing shareholders. On July 3, 2015, the subsidiary issued and paid-up the shares from MYR 300,000 as classified into a capital increase in ordinary shares for 300,000 shares at the par value of MYR 1 per share. The Company paid for the shares in proportion to their shareholding amounting to MYR 180,000 (totalling of Baht 1.53 million) on September 14, 2015.

And on March 4, 2016, the subsidiary company paid-up the remaining shares amounting to MYR 300,000. The Company paid for the shares in proportion to their shareholding amounting to MYR 180,000 (totalling of Baht 1.56 million) on March 9, 2016.

12. OTHER LONG-TERM INVESTMENT

Other long-term investment consisted of:

	Number of share		Percentage of holding		Baht At cost	
	2016	2015	2016	2015	2016	2015
<u>Investment in related company</u>						
Bright Blue Water Corp. Ltd.	3,000,000	3,000,000	5.00	5.00	16,047,551.47	16,047,551.47

In August 2015, the Company sold the investment in Bright Blue Water Corp. Ltd., a subsidiary, acquired 4,959,250 common shares of Bright Blue Water Corp. Ltd. Thus, the shareholding of the Company decreased from 99.57% to 5% and the Company had loss of control in such company. As a result, the Company classified the investment in of Bright Blue Water Corp. Ltd., as other long-term investment.

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At the loss of control date, the Company recognized any investment retained at its fair value. That fair value was regarded as the cost on initial recognition of investment in other long-term investment. The fair value of investment of Bright Blue Water Corp. Ltd. was evaluated by cost at the date of acquisition of the ordinary shares, which was Baht 9 per share. The Company recognized gain on sale of investment in subsidiary amounting to Baht 4.58 million in the consolidated income statement.

13. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consisted of:-

	Baht			
	Consolidated financial statements			
	Balance per book Dec. 31, 2015	Additions	Deductions	Balance per book Dec. 31, 2016
<u>At cost</u>				
Land	100,599,379.98	-	-	100,599,379.98
Building and building improvement	252,557,191.68	559,219.94	-	253,116,411.62
Building for lease	20,911,875.57	-	-	20,911,875.57
Machinery and equipment	129,344,201.87	1,859,946.85	(514,098.70)	130,690,050.02
Factory equipment	17,584,612.08	93,522.00	-	17,678,134.08
Lab equipment	27,222,793.88	1,860,621.37	(144,360.69)	28,939,054.56
Electric equipment	9,938,270.52	7,798.50	(2,345.76)	9,943,723.26
Office equipment	26,673,627.93	1,545,713.43	(210,877.70)	28,008,463.66
Office decoration	17,677,643.07	360,109.26	(9,810.00)	18,027,942.33
Vehicle	48,796,325.03	10,347,039.56	(5,898,820.00)	53,244,544.59
Machinery and equipment installation	987,374.46	4,763,728.34	(459,596.37)	5,291,506.43
Total	652,293,296.07	21,397,699.25	(7,239,909.22)	666,451,086.10
<u>Less accumulated depreciation</u>				
Building and building improvement	90,435,656.04	11,666,792.58	-	102,102,448.62
Building for lease	11,929,118.48	1,029,423.14	-	12,958,541.62
Machinery and equipment	99,468,086.71	9,014,166.28	(354,918.96)	108,127,334.03
Factory equipment	3,516,130.83	3,520,039.82	-	7,036,170.65
Lab equipment	19,593,290.78	1,996,542.54	(143,271.54)	21,446,561.78
Electric equipment	6,612,908.81	1,199,597.52	(2,344.76)	7,810,161.57
Office equipment	20,914,231.66	1,981,312.59	(198,251.98)	22,697,292.27
Office decoration	16,259,529.06	551,238.53	(9,046.75)	16,801,720.84
Vehicle	20,574,334.74	3,598,663.86	(3,429,714.26)	20,743,284.34
Total	289,303,287.11	34,557,776.86	(4,137,548.25)	319,723,515.72
Currency translation changes of financial statements of foreign entity	(23,806,376.66)			(22,045,685.59)
Property, plant and equipment, net	339,183,632.30			324,681,884.79

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

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	Baht				
	Consolidated financial statements				
	Balance per book Dec. 31, 2014	Additions	Deductions	Decrease due to loss of control in Subsidiary (Note 12)	Balance per book Dec. 31, 2015
<u>At cost</u>					
Land	100,599,379.98	-	-	-	100,599,379.98
Building and building improvement	251,997,413.15	1,207,840.03	(648,061.50)	-	252,557,191.68
Building for lease	20,911,875.57	-	-	-	20,911,875.57
Machinery and equipment	126,417,773.06	2,981,635.56	(55,206.75)	-	129,344,201.87
Factory equipment	15,246,597.66	2,338,014.42	-	-	17,584,612.08
Lab equipment	24,756,206.20	2,757,528.18	(290,940.50)	-	27,222,793.88
Electric equipment	9,935,750.52	2,520.00	-	-	9,938,270.52
Water-purifier for leases	9,074,354.11	852,509.79	(12,586.53)	(9,914,277.37)	-
Office equipment	28,711,755.01	1,525,480.25	(253,102.78)	(3,310,504.55)	26,673,627.93
Office decoration	17,506,146.54	192,551.93	(21,055.40)	-	17,677,643.07
Vehicle	49,979,408.52	6,862,897.47	(7,191,697.59)	(854,283.37)	48,796,325.03
Machinery and equipment installation	597,868.43	748,304.87	(358,798.84)	-	987,374.46
Total	655,734,528.75	19,469,282.50	(8,831,449.89)	(14,079,065.29)	652,293,296.07
<u>Less accumulated depreciation</u>					
Building and building improvement	78,763,611.05	12,062,949.10	(390,904.11)	-	90,435,656.04
Building for lease	10,899,695.33	1,029,423.15	-	-	11,929,118.48
Machinery and equipment	90,210,571.30	9,305,813.16	(48,297.75)	-	99,468,086.71
Factory equipment	267,210.75	3,248,920.08	-	-	3,516,130.83
Lab equipment	18,098,888.83	1,765,233.17	(270,831.22)	-	19,593,290.78
Electric equipment	5,337,370.27	1,275,538.54	-	-	6,612,908.81
Water-purifier for leases	5,090,373.07	530,176.54	(5,764.73)	(5,614,784.88)	-
Office equipment	22,002,943.81	2,050,040.57	(168,973.56)	(2,969,779.16)	20,914,231.66
Office decoration	15,655,385.23	618,025.23	(13,881.40)	-	16,259,529.06
Vehicle	22,375,161.67	3,376,543.49	(4,837,263.04)	(340,107.38)	20,574,334.74
Total	268,701,211.31	35,262,663.03	(5,735,915.81)	(8,924,671.42)	289,303,287.11
Currency translation changes of financial statements of foreign entity	(22,601,046.10)				(23,806,376.66)
Property, plant and equipment, net	364,432,271.34				339,183,632.30

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS (CONT.)
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	Baht			
	Separate financial statements			
	Balance per book Dec. 31, 2015	Additions	Deductions	Balance per book Dec. 31, 2016
<u>At cost</u>				
Land	46,419,827.10	-	-	46,419,827.10
Building and building improvement	151,276,993.88	249,511.78	-	151,526,505.66
Building for lease	20,911,875.57	-	-	20,911,875.57
Machinery and equipment	102,523,921.27	1,798,386.85	(514,098.70)	103,808,209.42
Lab equipment	19,938,857.64	1,756,385.48	(144,360.69)	21,550,882.43
Electric equipment	9,938,270.52	7,798.50	(2,345.76)	9,943,723.26
Office equipment	23,648,343.55	508,049.57	(197,375.63)	23,959,017.49
Office decoration	17,313,134.65	333,455.12	(9,810.00)	17,636,779.77
Vehicle	42,012,610.48	9,337,642.59	(5,898,820.00)	45,451,433.07
Machinery and equipment installation	869,340.06	1,971,688.28	(341,561.97)	2,499,466.37
Total	434,853,174.72	15,962,918.17	(7,108,372.75)	443,707,720.14
<u>Less accumulated depreciation</u>				
Building and building improvement	79,315,495.15	7,629,590.50	-	86,945,085.65
Building for lease	11,929,118.48	1,029,423.14	-	12,958,541.62
Machinery and equipment	90,303,359.31	6,204,571.92	(354,918.96)	96,153,012.27
Lab equipment	17,488,475.86	1,058,453.46	(143,271.54)	18,403,657.78
Electric equipment	6,612,908.81	1,199,597.52	(2,344.76)	7,810,161.57
Office equipment	19,932,644.95	1,462,427.70	(190,150.73)	21,204,921.92
Office decoration	16,184,906.84	493,766.10	(9,046.75)	16,669,626.19
Vehicle	14,490,214.17	3,388,543.03	(3,429,714.26)	14,449,042.94
Total	256,257,123.57	22,466,373.37	(4,129,447.00)	274,594,049.94
Property, plant and equipment, net	178,596,051.15			169,113,670.20

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	Baht			
	Separate financial statements			
	Balance per book	Additions	Deductions	Balance per book
	Dec. 31, 2014			Dec. 31, 2015
<u>At cost</u>				
Land	46,419,827.10	-	-	46,419,827.10
Building and building improvement	151,074,303.13	569,490.75	(366,800.00)	151,276,993.88
Building for lease	20,911,875.57	-	-	20,911,875.57
Machinery and equipment	100,433,157.57	2,145,970.45	(55,206.75)	102,523,921.27
Lab equipment	19,775,206.88	454,591.26	(290,940.50)	19,938,857.64
Electric equipment	9,935,750.52	2,520.00	-	9,938,270.52
Office equipment	23,106,772.52	664,219.15	(122,648.12)	23,648,343.55
Office decoration	17,200,880.08	133,309.97	(21,055.40)	17,313,134.65
Vehicle	43,303,447.31	5,819,085.05	(7,109,921.88)	42,012,610.48
Machinery and equipment installation	435,761.73	630,270.47	(196,692.14)	869,340.06
Total	432,596,982.41	10,419,457.10	(8,163,264.79)	434,853,174.72
<u>Less accumulated depreciation</u>				
Building and building improvement	71,606,147.53	8,076,143.62	(366,796.00)	79,315,495.15
Building for lease	10,899,695.33	1,029,423.15	-	11,929,118.48
Machinery and equipment	83,800,647.60	6,551,009.46	(48,297.75)	90,303,359.31
Lab equipment	16,716,313.86	1,042,993.22	(270,831.22)	17,488,475.86
Electric equipment	5,337,370.27	1,275,538.54	-	6,612,908.81
Office equipment	18,505,374.11	1,549,904.96	(122,634.12)	19,932,644.95
Office decoration	15,635,189.43	563,598.81	(13,881.40)	16,184,906.84
Vehicle	16,209,995.09	3,040,937.25	(4,760,718.17)	14,490,214.17
Total	238,710,733.22	23,129,549.01	(5,583,158.66)	256,257,123.57
Property, plant and equipment, net	193,886,249.19			178,596,051.15

As at December 31, 2016 and 2015, the Company has leased out the building and warehouse space to an associate, which the building for lease has a book value of Baht 7.95 million and Baht 8.98 million, respectively. The term of the lease agreement is 3 years commencing from January 1, 2015 and the Company received the rent monthly of Baht 0.55 million.

As at December 31, 2016 and 2015, the Company and its subsidiary have vehicles purchased under hire-purchase agreement total book value of Baht 11.61 million and Baht 3.15 million, respectively for the consolidated financial statement and total book value of Baht 10.69 million and Baht 3.15 million, respectively for the separate financial statement.

As at December 31, 2016 and 2015, the fully depreciated plant and equipment that still in use were at cost of Baht 150.67 million and Baht 138.00 million, respectively for the consolidated financial statement and Baht 149.20 million and Baht 138.00 million, respectively for the separate financial statement.

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
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14. INTANGIBLE ASSETS

Intangible assets consisted of :-

	Baht			
	Consolidated financial statements			
	Balance per book Dec. 31, 2015	Additions	Deductions	Balance per book Dec. 31, 2016
<u>At cost</u>				
Technical license	8,810,162.83	-	-	8,810,162.83
Computer software	12,769,323.64	578,920.00	-	13,348,243.64
Total	21,579,486.47	578,920.00	-	22,158,406.47
<u>Less accumulated amortization</u>				
Technical license	8,810,161.83	-	-	8,810,161.83
Computer software	8,285,393.19	1,591,037.83	-	9,876,431.02
Total	17,095,555.02	1,591,037.83	-	18,686,592.85
Intangible assets, net	4,483,931.45			3,471,813.62

	Baht				
	Consolidated financial statements				
	Balance per book Dec. 31, 2014	Additions	Deductions	Decrease due to loss of control in subsidiary (Note 12)	Balance per book Dec. 31, 2015
<u>At cost</u>					
Technical license	8,810,162.83	-	-	-	8,810,162.83
Computer software	11,529,223.64	1,735,700.00	-	(495,600.00)	12,769,323.64
Total	20,339,386.47	1,735,700.00	-	(495,600.00)	21,579,486.47
<u>Less accumulated amortization</u>					
Technical license	8,810,161.83	-	-	-	8,810,161.83
Computer software	7,003,188.15	1,591,547.52	-	(309,342.48)	8,285,393.19
Total	15,813,349.98	1,591,547.52	-	(309,342.48)	17,095,555.02
Intangible assets, net	4,526,036.49				4,483,931.45

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	Baht			
	Separate financial statements			
	Balance per book	Additions	Deductions	Balance per book
	Dec. 31, 2015			Dec. 31, 2016
<u>At cost</u>				
Technical license	8,810,162.83	-	-	8,810,162.83
Computer software	12,769,323.64	347,000.00	-	13,116,323.64
Total	21,579,486.47	347,000.00	-	21,926,486.47
<u>Less accumulated amortization</u>				
Technical license	8,810,161.83	-	-	8,810,161.83
Computer software	8,285,393.19	1,583,790.33	-	9,869,183.52
Total	17,095,555.02	1,583,790.33	-	18,679,345.35
Intangible assets, net	4,483,931.45			3,247,141.12

	Baht			
	Separate financial statements			
	Balance per book	Additions	Deductions	Balance per book
	Dec. 31, 2014			Dec. 31, 2015
<u>At cost</u>				
Technical license	8,810,162.83	-	-	8,810,162.83
Computer software	11,179,223.64	1,590,100.00	-	12,769,323.64
Total	19,989,386.47	1,590,100.00	-	21,579,486.47
<u>Less accumulated amortization</u>				
Technical license	8,810,161.83	-	-	8,810,161.83
Computer software	6,740,448.42	1,544,944.77	-	8,285,393.19
Total	15,550,610.25	1,544,944.77	-	17,095,555.02
Intangible assets, net	4,438,776.22			4,483,931.45

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15. LEASEHOLD RIGHT

Leasehold right consisted of :-

	Baht			
	Consolidated financial statements			
	Balance per book Dec. 31, 2015	Additions	Deductions	Balance per book Dec. 31, 2016
<u>At cost</u>				
Leasehold right - land	27,990,331.00	-	-	27,990,331.00
<u>Less</u> accumulated amortization	6,439,089.92	788,460.00	-	7,227,549.92
	21,551,241.08	788,460.00	-	20,762,781.08
Currency translation changes of financial statements of foreign entity	(4,955,693.49)			(4,774,387.66)
Leasehold right, net	16,595,547.59			15,988,393.42

	Baht			
	Consolidated financial statements			
	Balance per book Dec. 31, 2014	Additions	Deductions	Balance per book Dec. 31, 2015
<u>At cost</u>				
Leasehold right - land	27,990,331.00	-	-	27,990,331.00
<u>Less</u> accumulated amortization	5,650,629.92	788,460.00	-	6,439,089.92
	22,339,701.08	788,460.00	-	21,551,241.08
Currency translation changes of financial statements of foreign entity	(5,136,999.32)			(4,955,693.49)
Leasehold right, net	17,202,701.76			16,595,547.59

An overseas subsidiary company has signed a land lease contract for a period of 35 years 6 months, expiring in April 2044. And the subsidiary paid advance rental totalling USD 840,500, the leasehold right is amortized as expense by the straight-line method for the period of contract.

16. DEFERRED TAX ASSETS AND DEFERRED TAX LIABILITIES

Deferred tax assets and deferred tax liabilities as follows:-

	Baht			
	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
Deferred tax assets	14,878,687.74	8,879,705.40	7,658,988.22	5,986,285.69
Deferred tax liabilities	-	-	(2,992,311.01)	(2,562,002.44)
	14,878,687.74	8,879,705.40	4,666,677.21	3,424,283.25

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS (CONT.)
DECEMBER 31, 2016

Changing for the years ended December 31, 2016 and 2015 are summarized as follows:

	Baht			
	Consolidated financial statements			
	Balance as at Dec. 31, 2015	Revenue (expenses) during the year		Balance as at Dec. 31, 2016
		In profit or loss	In other comprehensive income	
Deferred tax assets:				
Remeasuring available-for-sale investments	2,527,595.39	-	(274,410.18)	2,253,185.21
Trade receivable	52,790.01	(52,225.21)	-	564.80
Inventories	27,418.49	81,683.72	-	109,102.21
Employee benefits obligations	3,378,481.80	1,431,758.47	893,760.47	5,704,000.74
Accumulated forwards tax losses	5,679,514.54	4,594,253.34	-	10,273,767.88
Total	11,665,800.23	6,055,470.32	619,350.29	18,340,620.84
Deferred tax liabilities:				
Property, plant and equipment	2,786,094.83	(675,838.27)	-	3,461,933.10
Total	2,786,094.83	(675,838.27)	-	3,461,933.10

	Baht			
	Consolidated financial statements			
	Balance as at Dec. 31, 2014	Revenue (expenses) during the year		Balance as at Dec. 31, 2015
		In profit or loss	In other comprehensive income	Decrease due to loss of control in subsidiary (Note 12)
Deferred tax assets:				
Remeasuring available-for-sale investments	2,093,747.14	-	433,848.25	-
Trade receivable	58,790.01	(6,000.00)	-	-
Inventories	11,432.70	15,985.79	-	-
Employee benefits obligations	3,688,752.79	(213,764.79)	-	(96,506.20)
Accumulated forwards tax losses	1,510,279.44	4,169,235.10	-	-
Total	7,363,002.08	3,965,456.10	433,848.25	(96,506.20)
Deferred tax liabilities:				
Property, plant and equipment	2,417,476.60	(368,618.23)	-	-
Total	2,417,476.60	(368,618.23)	-	-

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS (CONT.)
DECEMBER 31, 2016

Baht			
Separate financial statements			
	Balance as at Dec. 31, 2015	Revenue (expenses) during the year In profit or loss In other comprehensive income	Balance as at Dec. 31, 2016
Deferred tax assets:			
Remeasuring available-for-sale investments	2,527,595.39	- (274,410.18)	2,253,185.21
Trade receivables	52,790.01	(52,225.21) -	564.80
Inventories	27,418.49	81,683.72 -	109,102.21
Employee benefits obligations	3,378,481.80	1,024,053.30 893,600.90	5,296,136.00
Total	5,986,285.69	1,053,511.81 619,190.72	7,658,988.22
Deferred tax liabilities:			
Property, plant and equipment	2,562,002.44	(430,308.57) -	2,992,311.01
Total	2,562,002.44	(430,308.57) -	2,992,311.01

Baht			
Separate financial statements			
	Balance as at Dec. 31, 2014	Revenue (expenses) during the year In profit or loss In other comprehensive income	Balance as at Dec. 31, 2015
Deferred tax assets:			
Remeasuring available-for-sale investments	2,093,747.14	- 433,848.25	2,527,595.39
Trade receivables	58,790.01	(6,000.00) -	52,790.01
Inventories	11,432.70	15,985.79 -	27,418.49
Employee benefits obligations	3,605,369.00	(226,887.20) -	3,378,481.80
Total	5,769,338.85	(216,901.41) 433,848.25	5,986,285.69
Deferred tax liabilities:			
Property, plant and equipment	2,393,745.47	(168,256.97) -	2,562,002.44
Total	2,393,745.47	(168,256.97) -	2,562,002.44

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS (CONT.)

DECEMBER 31, 2016

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

As at December 31, 2016, the Company has total credit facilities Baht 335 million with three local commercial banks consisting of bank overdrafts of Baht 30 million with interest at MOR per annum, promissory notes for credit lines of Baht 95 million with interest at MLR and MMR per annum, Letter of Guarantee Baht 5 million, Letter of Credit and Trust Receipt of Baht 155 million and Forward Contract Baht 50 million and USD 1.51 million, which these loans are unsecured.

As at December 31, 2015, the Company has total credit facilities Baht 285 million with four local commercial banks consisting of bank overdrafts of Baht 30 million with interest at MOR per annum, promissory notes for credit lines of Baht 75 million with interest at MLR and MMR per annum, Letter of Guarantee Baht 5 million, Letter of Credit and Trust Receipt of Baht 125 million and Forward Contract Baht 50 million and USD 1.51 million, which these loans are unsecured.

18. TRADE AND OTHER PAYABLES

Trade and other payables consisted of :-

	Baht			
	Consolidated financial statements		Separate financial statement	
	2016	2015	2016	2015
Trade payable	58,791,279.66	46,601,928.27	57,580,295.41	45,470,259.24
Other payable				
Revenue received in advance	417,056.06	302,245.06	-	-
Accrued expenses	5,777,149.27	5,025,467.98	3,964,419.17	3,955,683.98
Other	400,460.89	410,131.57	371,690.34	379,782.34
Total trade and other payables	65,385,954.88	52,339,772.88	61,916,404.92	49,805,725.56

19. LIABILITIES UNDER HIRE-PURCHASE AGREEMENTS

Liabilities under hire-purchase agreements consisted of :

	Baht					
	Consolidated financial statements					
	Payment due within 1 year		Payment due over 1 year to 5 year		Total	
	2016	2015	2016	2015	2016	2015
Liabilities under hire-purchase agreements	2,213,050.75	1,090,968.00	4,240,269.64	636,398.00	6,453,320.39	1,727,366.00
Less deferred interest	(194,479.50)	(55,295.44)	(296,619.83)	(9,643.99)	(491,099.33)	(64,939.43)
Liabilities under hire-purchase agreement, net	2,018,571.25	1,035,672.56	3,943,649.81	626,754.01	5,962,221.06	1,662,426.57

	Baht					
	Separate financial statements					
	Payment due within 1 year		Payment due over 1 year to 5 year		Total	
	2016	2015	2016	2015	2016	2015
Liabilities under hire-purchase agreements	2,068,950.32	1,090,968.00	3,584,938.68	636,398.00	5,653,889.00	1,727,366.00
Less deferred interest	(194,479.50)	(55,295.44)	(208,486.55)	(9,643.99)	(402,966.05)	(64,939.43)
Liabilities under hire-purchase agreement, net	1,874,470.82	1,035,672.56	3,376,452.13	626,754.01	5,250,922.95	1,662,426.57

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS (CONT.)
DECEMBER 31, 2016

As at December 31, 2016, the Company and its subsidiary have 2 hire-purchase agreements with two commercial banks and 2 hire-purchase agreement with two local company for vehicle in the amount of Baht 8.43 million (Included VAT) with a term 24 - 60 months, and repayment monthly of Baht 0.23 million (Included VAT).

As at December 31, 2016, the Company has 1 hire-purchase agreement with a local commercial bank and 2 hire-purchase agreement with two local company for vehicle in the amount of Baht 7.65 million (Included VAT) with a term 24 - 48 months, and repayable monthly of Baht 0.21 million (Included VAT).

As at December 31, 2015, the Company has 1 hire-purchase agreement for vehicle with a local commercial bank in the amount of Baht 2.18 million (Included VAT) with a term 24 - 36 months, and repayable monthly of Baht 0.09 million (Included VAT).

Under the term of hire-purchase agreement referred to above, the Company shall have to Comply with certain conditions and restrictions as specified in the agreement.

20. LONG-TERM LOANS FROM FINANCIAL INSTITUTIONS

Long-term loans from financial institutions consisted of :

	Baht	
	Consolidated/Separate financial statements	
	2016	2015
Long-term loans, beginning balance	77,790,000.00	98,870,000.00
<u>Add</u> increase during the year	-	-
<u>Less</u> decrease during the year	(22,080,000.00)	(21,080,000.00)
	55,710,000.00	77,790,000.00
<u>Less</u> current portion due within one year	(22,080,000.00)	(22,080,000.00)
Net	33,630,000.00	55,710,000.00

As at December 31, 2016 and 2015, the Company has long-term loan with a local commercial bank as part of investment in subsidiary, to finance the construction of factory building and purchase machinery or equipment in Indonesia under the credit line Baht 110 million, and the Company used the loan fully credit line at interest rate MLR-2.25% per annum for the month 1st - 36th and MLR-2.00% per annum from 37th month onwards. The repayment of Baht 1.59 million per month of principal and interest, in 60 installments (for the first loan), and the repayment of Baht 0.25 million per month of principal and interest in 60 installments (for the second loan).

This loan is unsecured, but the Company shall have to comply with certain conditions and restrictions as specified in the loan agreement.

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS (CONT.)
DECEMBER 31, 2016

21. EMPLOYEE BENEFIT OBLIGATIONS

Movements of the employee benefit obligations account for the years ended December 31, 2016 and 2015 are as follows:-

	Baht			
	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
Defined benefit obligations as at January 1,	17,091,046.00	18,526,252.98	16,982,409.00	18,026,845.00
Benefits paid by the plan	(360,000.00)	(3,055,000.00)	(360,000.00)	(3,055,000.00)
Actuarial losses	8,060,858.33	-	8,048,337.00	-
Current service costs and interest	3,456,474.07	2,124,194.72	1,809,934.00	2,010,564.00
Decrease due to loss of investment in subsidiary	-	(504,401.70)	-	-
Defined benefit obligations as at December 31,	<u>28,248,378.40</u>	<u>17,091,046.00</u>	<u>26,480,680.00</u>	<u>16,982,409.00</u>

Expense recognized in the statements of income for the years ended December 31, 2016 and 2015

	Baht			
	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
Current service costs				
Cost of sales and service	288,721.20	299,956.20	275,179.20	254,685.84
Administrative expenses	1,994,968.42	477,186.16	452,529.84	424,323.16
Management benefit expenses	<u>353,083.00</u>	<u>567,023.00</u>	<u>353,083.00</u>	<u>567,023.00</u>
	2,636,772.62	1,344,165.36	1,080,792.04	1,246,032.00
Interest on obligation	<u>819,701.45</u>	<u>780,029.36</u>	<u>729,141.96</u>	<u>764,532.00</u>
Total	<u>3,456,474.07</u>	<u>2,124,194.72</u>	<u>1,809,934.00</u>	<u>2,010,564.00</u>

Actuarial losses recognized in :-

For the years ended December 31, 2016 and 2015

	Baht			
	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
Profit or loss	1,773,730.47	-	1,760,576.00	-
Other comprehensive income	<u>6,287,127.86</u>	<u>-</u>	<u>6,287,761.00</u>	<u>-</u>
	<u>8,060,858.33</u>	<u>-</u>	<u>8,048,337.00</u>	<u>-</u>

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS (CONT.)
DECEMBER 31, 2016

Assumptions in the estimates based on the actuarial principal

	Percentage	
	Consolidated financial statements	
	2016	2015
Discount rate	3.1415	4.30
Salary increase rate	4.00 - 6.00	3.00 - 10.00
Employee turnover rate	4.00 - 16.00	8.00 - 18.00
Mortality rate	100% of TMO2008 table Improving with the rate 3% p.a., TMO of Indonesia	0.10 - 1.48

	Percentage	
	Separate financial statements	
	2016	2015
Discount rate	3.1415	4.30
Salary increase rate	4.00 - 6.00	3.00 - 10.00
Employee turnover rate	4.00 - 16.00	8.00 - 18.00
Mortality rate	100% of TMO2008 table Improving with the rate 3% p.a.	0.10 - 1.48

Sensitivity analysis

The results of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligations as at December 31, 2016 are summarized below:

	Consolidated/Separate financial statements	
	increase	decrease
Discount rate (1%)	(1,375,791.00)	1,609,047.00
Salary increase rate (1%)	1,991,713.00	(1,718,898.00)
Turnover rate (20%)	(1,928,496.00)	2,538,366.00

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS (CONT.)
DECEMBER 31, 2016

22. CAPITAL MANAGEMENT

The primary objective of capital management of the Company and its subsidiaries is to ensure that it has an appropriate financial structure and preserves the ability to continue its business as a going concern.

According to the statements of financial position as at December 31, 2016 and 2015 debt-to-equity ratio were follows :-

	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
Debt-to-equity ratio	0.24 : 1	0.22 : 1	0.24 : 1	0.22:1

23. SHARE CAPITAL

Movement of share capital account for the years ended December 31, 2016 and 2015 as follow :

	Consolidated /Separate financial statements			
	2016		2015	
	Shares	Amount Baht	Shares	Amount Baht
Registered share capital-ordinary shares				
As at January 1,	286,817,400	286,817,400.00	286,817,400	286,817,400.00
Decrease	(923,371)	(923,371.00)	-	-
Increase	252,539,723	252,539,723.00	-	-
As at December 31,	<u>538,433,752</u>	<u>538,433,752.00</u>	<u>286,817,400</u>	<u>286,817,400.00</u>
Share capital issued and paid-up-ordinary shares				
As at January 1,	285,894,029	285,894,029.00	285,894,029	285,894,029.00
Increase	180,574,706	180,574,706.00	-	-
As at December 31,	<u>466,468,735</u>	<u>466,468,735.00</u>	<u>285,894,029</u>	<u>285,894,029.00</u>
Premium on share capital				
As at January 1,	-	92,020,440.57	-	92,020,440.57
Decrease	-	(952.62)	-	-
Increase	-	110,156,533.60	-	-
As at December 31,	<u>-</u>	<u>202,176,021.55</u>	<u>-</u>	<u>92,020,440.57</u>

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS (CONT.)
DECEMBER 31, 2016

During the year 2016, the shareholders had approved to decrease the share capital in the amount of Baht 923,371.00 from Baht 286,817,400.00 to Baht 285,894,029.00, with the par value of Baht 1 each which the Company has registered with the Ministry of Commerce on May 3, 2016. It was also approved to increase the share capital from Baht 285,894,029.00 to Baht 538,433,752.00, with the par value of Baht 1 each to allocate 243,009,923 shares to support for the exercise of warrants issued to existing shareholders and 9,529,800.00 shares for the stock dividend. The company has registered the capital increase with the Ministry of Commerce on May 4, 2016.

And on May 16, 2016, the Company had paid the stock dividend to the shareholders for 9,529,462 shares at Baht 1 per share resulting to the increase in the registered capital of the Company at the amount of Baht 9,529,462.00. The Company had registered the capital increase with the Ministry of Commerce on May 23, 2016.

Increase in share capital, appropriation of share and issuing of warrant

At the ordinary shareholders' meeting for the year 2016 held on April 22, 2016, the shareholders approved issuance of warrant as the follows.

1. Share-purchase warrants to offer to existing shareholders (EASON-W2).

Type of warrant	: Share-purchase warrant of Eason Paint Public Co., Ltd. No.2, specification of shareholders and transferable
Period	: 1 year 6 month since the issuance of the Share-purchase warrants
Amount	: Not exceed 95,298,009 Units
Offering	: Allocation to the shareholders whose names appear in the registration book on May 3, 2016 at the ratio of 3 ordinary shares per 1 unit of share-purchase warrant
Offering price	: Baht 0 per unit
Exercise rate	: 1 Share-purchase warrant is exercisable into 1 ordinary share
Exercise price	: Baht 1.70 per unit and on September 8, 2016, the exercise price is changes to Baht 1.30 per unit.
Exercise period	: On the last working day of May and November of each year throughout the covered period of the warrant; first exercisable on November 30, 2016
Exercise condition	: Follow the rules of The Office of the Securities and Exchange Commission and The Stock Exchange of Thailand
Secondary market	: The Company will proceed the share-purchase warrant to be registered into The Stock Exchange of Thailand

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
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During the year 2016, 18,315,118 warrants were exercised to purchase 23,937,843 new ordinary shares at Baht 1 each, in the amount of Baht 23,937,843.00 which the Company registered as paid-up shares capital with Ministry of Commerce on December 8, 2016.

As at December 31, 2016, the Company had 76,982,539 EASON-W2 warrants remaining unexercised.

2. Share-purchase warrants to offer to existing shareholders (EASON-T1).

Type of warrant	: Share-purchase warrant of Eason Paint Public Co., Ltd. No.1, specification of shareholders and transferable
Period	: Not over 2 months since the issuance of the Share-purchase warrant
Amount	: Not exceed 147,711,914 Units
Offering	: Allocation to existing shareholders whose names appear in the registration book on October 20, 2016, at the ratio of 2 ordinary shares per 1 unit of share-purchase warrant
Offering price	: Baht 0 per unit
Exercise rate	: 1 Share-purchase warrant is exercisable into 1 ordinary share
Exercise price	: Baht 1.70 per unit
Exercise period	: Notification of exercise rights on the working day from November 3-17, 2016 and the last exercisable on November 18, 2016.
Secondary market of warrant	: The Company will proceed the share-purchase warrant to be registered into The Stock Exchange of Thailand
Secondary market of ordinary share upon the exercise of warrant	: The Stock Exchange of Thailand

During the year 2016, 147,107,401 warrants were exercised to purchase 147,107,401 new ordinary shares at Baht 1 each, in the amount of Baht 147,107,401.00 which the Company had registered as paid-up shares capital with the Ministry of Commerce on November 8, 2016. And after the conversion, there are remaining 604,513 units expired.

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
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24. LEGAL RESERVE

Under the provision of the Public Limited Companies Act B.E. 2535, the Company is required to set aside as statutory reserve at least 5% of its annual net income until the reserve reaches 10% of the authorized capital. The reserve is not available for dividend distribution.

25. DIVIDEND PAYMENT

For the year 2016

According to Annual General Meeting of Shareholders for the year 2016 dated April 22, 2016, it was a resolution to pay the dividend at Baht 0.07333 per share by dividing into 2 parts as follows:

1) Pay the dividend as the Company's ordinary shares at 30 original ordinary shares per 1 stock dividend. In case, there is a fraction from the original shares after the allocation of stock dividend, the dividend will be paid in cash at Baht 0.03333 per share.

2) The dividend in cash will be paid at Baht 0.04 per share to the company's shareholders according to the list in the book of shareholders' registration of the company as at May 4, 2016.

The Company had paid the dividend by cash to the shareholders in the amount of Baht 11,436,099.72 and by the stock dividend to the shareholders for 9,529,462 shares on May 16, 2016.

For the year 2015

At the ordinary shareholders' meeting of the company for the year 2015 held on April 8, 2015, the shareholders unanimously approved to pay dividend from operating results of 2014 for the shareholders in the registered book as at March 11, 2015 in the amount of Baht 34.31 million, appropriated by 285,894,029 shares of Baht 0.12 each and paid on April 20, 2015.

At the Board of Directors' meeting of the subsidiary company No. 2/2015 held on June 15, 2015, approved to pay interim dividend from operating results in the amount of Baht 2.40 million, appropriated by 20,000 shares of Baht 120.00 each and paid on June 26, 2015.

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS (CONT.)
DECEMBER 31, 2016

26. INCOME TAX EXPENSES

26.1 Major components of income tax expenses for the years ended December 31, 2016 and 2015 consisted of:

	Baht			
	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
Income tax expenses shown in profit or loss :				
Current tax expenses:				
Income tax expenses for the year	16,537,850.75	5,797,199.41	16,537,850.75	5,797,199.41
Deferred tax expenses				
Changes in temporary differences relating to the				
original recognition and reversal	(5,228,277.16)	(3,537,448.23)	(623,203.24)	385,158.38
Total	<u>11,309,573.59</u>	<u>2,259,751.18</u>	<u>15,914,647.51</u>	<u>6,182,357.79</u>
Income tax relating to components of other comprehensive income:				
Deferred tax relating to:				
Remeasuring available-for-sale investments	(274,410.18)	433,848.25	(274,410.18)	433,848.25
Actuarial losses	893,759.18	-	893,600.90	-
Total	<u>619,349.00</u>	<u>433,848.25</u>	<u>619,190.72</u>	<u>433,848.25</u>

26.2 A numerical reconciliation between tax expenses and the product of accounting profit multiplied by the applicable tax rate for the years ended December 31, 2016 and 2015 which are summarized as follows:

	Baht			
	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
Accounting profit for the year	89,586,345.87	70,701,436.11	108,740,895.71	86,261,896.72
The applicable tax rate	20%, 24%, 25%	20%, 25%	20%	20%
Tax expense at the applicable tax rate	<u>23,850,851.99</u>	<u>11,454,794.66</u>	<u>21,748,179.14</u>	<u>17,252,379.34</u>
Reconciliation items:				
Tax effect of expenses that are not deductible in determining tax profit:				
- Expenses not allowed as expenses in determining taxable profit	1,571,230.41	1,394,165.75	1,303,237.65	1,032,457.29
- Loss on impairment of investment in subsidiary (reversal)	-	-	-	(6,089,068.29)

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS (CONT.)
DECEMBER 31, 2016

	Baht			
	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
Tax effect of income or profit that are not required in determining taxable profit:				
- Exemption of non-taxable dividend income	(5,860,200.00)	(5,476,904.00)	(5,860,200.00)	(5,476,904.00)
- Expense in determining tax	(323,874.48)	(93,824.07)	(323,874.48)	(93,824.07)
Share of profit of associated company	(7,465,648.40)	(5,873,484.64)	-	-
Unrecognized tax losses on deferred tax assets	489,908.87	1,297,685.96	-	-
Others	(952,694.80)	(442,682.48)	(952,694.80)	(442,682.48)
Total reconciliation items	(12,541,278.40)	(9,195,043.48)	(5,833,531.63)	(11,070,021.55)
Total tax expenses	11,309,573.59	2,259,751.18	15,914,647.51	6,182,357.79

26.3 A numerical reconciliation between the average effective tax rate and the applicable tax rate for the years ended December 31, 2016 and 2015 are summarized as follows:

	Consolidated financial statements			
	2016		2015	
	Tax amount (Baht)	Tax rate (%)	Tax amount (Baht)	Tax rate (%)
Accounting profit before tax expenses for the year	89,586,345.87		70,701,436.11	
Tax expenses at the applicable tax rate	23,850,851.99	20.00, 24.00, 25.00	11,454,794.66	20.00, 25.00
Reconciliation items	(12,541,278.40)	(14.00)	(9,195,043.48)	(13.00)
Tax expense at the average effective tax rate	11,309,573.59	12.62	2,259,751.18	3.20

	Separate financial statements			
	2016		2015	
	Tax amount (Baht)	Tax rate (%)	Tax amount (Baht)	Tax rate (%)
Accounting profit before tax expenses for the year	108,740,895.71		86,261,896.72	
Tax expense at the applicable tax rate	21,748,179.14	20.00	17,252,379.34	20.00
Reconciliation items	(5,833,531.63)	(5.36)	(11,070,021.55)	(12.83)
Tax expenses at the average effective tax rate	15,914,647.51	14.64	6,182,357.79	7.17

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27. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing profit for the year by weighted average number of ordinary shares that are issued and paid during the year after adjusting the number of ordinary shares to reflect the impact of the stock dividend. The prior year's basic earnings per share has been recalculated as if the stock dividend had been distributed at the beginning of the earliest year reported.

Diluted earnings per share is calculated by dividing the profit for the year by weighted average number of ordinary shares held by outside shareholders which are issued during the year plus the weighted average number of ordinary shares which would need to be issued to converted all dilutive potential ordinary shares into ordinary shares. The calculation assumes that the conversion took place either at the dated of potential ordinary shares were issued.

	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
		(Restated)		(Restated)
Profit for the year (Baht)				
- Profit attributable to equity holders of the parent	<u>88,610,277.89</u>	<u>71,252,903.81</u>	<u>92,826,248.20</u>	<u>80,079,538.93</u>
Weighted average number of ordinary shares (shares)	311,193,121	291,882,489	311,193,121	291,882,489
Number of shares under warrant (shares)	18,731,559	-	18,731,559	-
Number of share that would have been issue at fair value (shares)	<u>(4,765,367)</u>	<u>-</u>	<u>(4,765,367)</u>	<u>-</u>
Ordinary shares plus effect of assumed conversion (shares)	<u>325,159,313</u>	<u>291,882,489</u>	<u>325,159,313</u>	<u>291,882,489</u>
Basic earnings per share (Baht per share)				
- Profit attributable to equity holders of the parent	<u>0.2847</u>	<u>0.2441</u>	<u>0.2983</u>	<u>0.2744</u>
Diluted earnings per share (Baht per shares)				
- Profit attributable to equity holders of the parent	<u>0.2725</u>	<u>-</u>	<u>0.2855</u>	<u>-</u>

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28. PROVIDENT FUND

The Company and its subsidiaries established a contributory registered provident fund covering all permanent employees in accordance with the Provident Fund Act B.E. 2530 by joining into a pool of provident fund named TISCO Master Pooled Registered Provident Fund.

Under the provident fund plan, employees' and Company and its subsidiaries' contributions are equivalent to certain percentages of employees' basic salaries based on the length of employment. The employees are entitled to the Company and its subsidiaries' contributions in accordance with the rules and regulations of the fund and on the length of service with the Company and its subsidiaries.

The Company and its subsidiaries' contributions for the years ended December 31, 2016 and 2015 amounted to Baht 3.00 million and Baht 3.03 million, respectively for the consolidated financial statement and amounted to Baht 3.00 million and Baht 2.89 million, respectively for the separate financial statement.

29. EXPENSES BY NATURE

Expenses by nature has significant transactions for the years ended December 31, 2016 and 2015 are as following :-

	Baht			
	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
Raw material and consumable used	211,242,130.82	191,544,768.09	205,021,873.97	183,430,967.49
Change in inventories of finished goods and work in process	(11,139,810.30)	(6,590,028.67)	(11,606,491.67)	(7,429,409.40)
Employee benefit cost	124,132,676.18	130,199,791.25	110,842,948.37	110,926,419.92
Depreciation and amortization	36,937,274.69	37,417,022.63	24,050,163.70	24,674,493.78
Management benefit expenses	30,876,485.00	34,503,488.23	30,876,485.00	33,900,238.23

30. FINANCIAL INFORMATION BY SEGMENT

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.

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The Company and its subsidiaries' business operations involve 3 principal segments : (1) automotive paints (2) other industrial paints and (3) the other segments. The business operations are mainly carried on in the same geographic area in Thailand.

Group company mainly geographical area of their operations is Thailand.

Business activities are classified by product segments for the years ended December 31, 2016 and 2015 are as follows: -

	Consolidated financial statements (Thousand Baht)							
	Automotive		Other industrial paints		Other		Total	
	2016	2015	2016	2015	2016	2015	2016	2015
Sales and services	148,362	129,326	354,652	308,663	17,282	27,203	520,296	465,192
Cost of sales and expenses	(124,926)	(121,340)	(319,877)	(293,025)	(13,585)	(23,945)	(458,388)	(438,310)
Profit from operating	23,436	7,986	34,775	15,638	3,697	3,258	61,908	26,882
Gain on sale of investment in subsidiary							-	4,584
Other income							4,468	14,554
Share of profit of an associated company							37,328	29,367
Financial cost							(4,698)	(4,686)
Income tax expense							(11,309)	(2,260)
Profit for the year							87,697	68,441
<u>As at December 31,</u>								
Property, plant and equipment	161,814	169,620	7,531	10,661	-	-	169,345	180,281
Common property, plant and equipment							155,337	158,903
Intangible assets							3,472	4,484
Leasehold right							15,988	16,596

Major customer

In 2016 and 2015, the Company has sales from a major customer which is automotive segment with revenue more of 10 percent an entity's revenues.

31. COMMITMENTS AND CONTINGENT LIABILITIES

31.1 Commitments of long-term rental and services agreements

As at December 31, 2016, the Company and its subsidiary have commitments to pay for rental and services under the rental and service agreements, for a term of 1 - 4 years.

The rental and service fee will be pay for the future are as follows:

	Million Baht
Payable within :	
1 year	6.73
2 - 4 years	2.28

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31.2 Commitments under the technical assistance agreements

As at December 31, 2016, the Company has an agreement to buy 2 secret formulas with another company. The Company will have an unending right to manufacture and sell the products as from the contract date and it has to pay a royalty fee by the rate as stipulated in the agreement.

31.3 Guarantees

As at December 31, 2016, the Company has letters of guarantees in total of Baht 0.96 million, which were issued by bank for the usage of electricity by the company.

32. FINANCIAL INSTRUMENTS

32.1 Accounting policies

Details of significant accounting policies and methods adopted, including criteria for recognition of revenues and expenses relating to financial assets and financial liabilities are disclosed in Note 3.

32.2 Credit risk

The Company and its subsidiaries are exposed to credit risk primarily with respect to trade accounts receivable. The Company and its subsidiaries manage the risk by adopting appropriate credit control policies and procedures, so the Company and its subsidiaries do not anticipate material losses from debt collection over than the amount that has been provided allowance for doubtful debt.

32.3 Interest rate risk

The Company and its subsidiaries are exposed to interest rate risk relates primarily to its cash at banks, current investments long-term loans to related company and long-term loans from financial institutions. However, since most of financial assets and liabilities of the Company and its subsidiaries bear floating interest rates or fixed interest rates which are close to the market rate, the interest rate risk is expected to be minimal.

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As at December 31, 2016, the significant financial assets and financial liabilities classified by type of interest rates were as follows:

	Baht			
	Consolidated financial statement			
	Floating interest rate	Fixed interest rate	Interest - free	Total
<u>Financial assets</u>				
Cash and cash equivalents	111,467,545.16	-	48,737,183.78	160,204,728.94
Current investment	-	-	14,375,763.00	14,375,763.00
Trade and other receivables	-	-	164,550,853.99	164,550,853.99
<u>Financial liabilities</u>				
Trade and other payables	-	-	65,385,945.88	65,385,948.88
Liabilities under hire-purchase agreement	-	5,962,221.06	-	5,962,221.06
Employee benefit obligations	-	28,248,378.40	-	28,248,378.40

	Baht			
	Separate financial statements			
	Floating interest rate	Fixed interest rate	Interest - free	Total
<u>Financial assets</u>				
Cash and cash equivalents	70,532,462.87	-	47,384,068.15	117,916,531.02
Current investment	-	-	14,375,763.00	14,375,763.00
Trade and other receivables	-	-	164,514,831.23	164,514,831.23
Short-term loan to subsidiary	-	58,008,493.63	-	58,008,493.63
<u>Financial liabilities</u>				
Trade and other payables	-	-	61,916,404.92	61,916,404.92
Liabilities under hire-purchase agreement	-	5,250,922.95	-	5,250,922.95
Employee benefit obligations	-	26,480,680.00	-	26,480,680.00

32.4 Foreign currency risk

The Company and its subsidiaries are exposed to foreign currency risk on their investments in overseas subsidiary, the Company are currently not hedged by derivative financial instruments.

32.5 Liquidity risk

The Company and its subsidiaries manage its liquidity risk by maintaining adequate level of cash and cash equivalents to support the Company's operations as well as securing short-term credit facilities from financial institutions for reserve as necessary and to reduce the impact of fluctuations in cash flow.

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32.6 Fair value of financial instruments

The Company and its subsidiaries use the market approach to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards, except that the cost approach or income approach is used when there is no active market or when a quoted market price is not available.

Fair value hierarchy

- Level 1 - Use of quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - Use of inputs other quoted prices included within Level 1 that are observable the assets or liabilities, either directly (e.g. prices) or indirectly (e.g. derived from prices)
- Level 3 - Use of unobservable inputs such as estimates of future cash flows.

As at December 31, 2016, the Company and its subsidiaries had the following assets and liabilities that were measured at fair value using different levels of inputs as follows :-

	Baht			
	Consolidated / Separate financial statements			
	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value				
Current investments				
-Unit trust	-	570,993.00	-	570,993.00
- Equity	13,804,770.00	-	-	13,804,770.00
Total	13,804,770.00	570,993.00	-	14,375,763.00

During the current year, there were no transfers within the fair value hierarchy.

Valuation techniques and inputs for Level 2 valuations

The fair value of investments in investment units which are not listed on the Stock Exchange of Thailand, is determined by using the net assets value per unit as announced by the fund managers.

EASON PAINT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS (CONT.)
DECEMBER 31, 2016

33. THE REVISED ACCOUNTING STANDARDS ARE NOT YET EFFECTIVE IN THE CURRENT YEAR

The Federation of Accounting Professions (FAP) has issued Notifications to mandate the use of accounting standards, financial reporting standards, and interpretations of accounting and financial reporting standards that are revised.

These revised accounting standards which are effective for the fiscal year beginning on or after January 1, 2017 are as follows:

TAS 1 (revised 2016)	Presentation of Financial Statements
TAS 2 (revised 2016)	Inventories
TAS 7 (revised 2016)	Statement of Cash Flows
TAS 8 (revised 2016)	Accounting Policies, Changes in Accounting Estimates and Errors
TAS 10 (revised 2016)	Events After the Reporting Period
TAS 11 (revised 2016)	Construction Contracts
TAS 12 (revised 2016)	Income Taxes
TAS 16 (revised 2016)	Property, Plant and Equipment
TAS 17 (revised 2016)	Leases
TAS 18 (revised 2016)	Revenue
TAS 19 (revised 2016)	Employee Benefits
TAS 20 (revised 2016)	Accounting for Government Grants and Disclosure of Government Assistance
TAS 21 (revised 2016)	The Effects of Changes in Foreign Exchange Rates
TAS 23 (revised 2016)	Borrowing Costs
TAS 24 (revised 2016)	Related Party Disclosures
TAS 26 (revised 2016)	Accounting and Reporting by Retirement Benefit Plans
TAS 27 (revised 2016)	Separate Financial Statements
TAS 28 (revised 2016)	Investments in Associates and Joint Ventures
TAS 29 (revised 2016)	Financial Reporting in Hyperinflationary Economies
TAS 33 (revised 2016)	Earnings Per Share
TAS 34 (revised 2016)	Interim Financial Reporting
TAS 36 (revised 2016)	Impairment of Assets
TAS 37 (revised 2016)	Provisions, Contingent Liabilities and Contingent Assets

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TAS 38 (revised 2016)	Intangible assets
TAS 40 (revised 2016)	Investment Property
TAS 41 (revised 2016)	Agriculture
TAS 104 (revised 2016)	Accounting for Trouble Debt Restructuring
TAS 105 (revised 2016)	Accounting for Investments in Debt and Equity Securities
TAS 107 (revised 2016)	Financial Instruments Disclosure and Presentation
TFRS 2 (revised 2016)	Share-Based Payment
TFRS 3 (revised 2016)	Business Combinations
TFRS 4 (revised 2016)	Insurance Contracts
TFRS 5 (revised 2016)	Non-current Assets Held for Sale and Discontinued Operations
TFRS 6 (revised 2016)	Exploration for and Evaluation of Mineral Resource
TFRS 8 (revised 2016)	Operating Segments
TFRS 10 (revised 2016)	Consolidated Financial Statements
TFRS 11 (revised 2016)	Joint Arrangements
TFRS 12 (revised 2016)	Disclosure of Interests in Other Entities
TFRS 13 (revised 2016)	Fair Value Measurement
TSIC 10 (revised 2016)	Government Assistance - No Specific Relation to Operating Activities
TSIC 15 (revised 2016)	Operating Leases - Incentives
TSIC 25 (revised 2016)	Income Taxes - Changes in the Tax Status of an Entity or its Shareholders
TSIC 27 (revised 2016)	Evaluating the Substance of Transactions Involving the Legal Form of a Lease
TSIC 29 (revised 2016)	Service Concession Arrangements: Disclosure
TSIC 31 (revised 2016)	Revenue-Barter Transactions Involving Advertising Services
TSIC 32 (revised 2016)	Intangible Assets - Web Site Costs
TFRIC 1 (revised 2016)	Changes in Existing Decommissioning, Restoration and Similar Liabilities
TFRIC 4 (revised 2016)	Determining whether an Arrangement contains a Lease
TFRIC 5 (revised 2016)	Right to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds

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TFRIC 7 (revised 2016)	Applying the Restatement Approach under TAS 29 (revised 2016) Financial Reporting in Hyperinflationary Economics
TFRIC 10 (revised 2016)	Interim Financial Reporting and Impairment
TFRIC 12 (revised 2016)	Service Concession Arrangements
TFRIC 13 (revised 2016)	Customer Loyalty Programmes
TFRIC 14 (revised 2016)	TAS 19 (revised 2016)-The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction
TFRIC 15 (revised 2016)	Agreements for the Construction of Real Estate
TFRIC 17 (revised 2016)	Distributions of Non - cash Assets to Owners
TFRIC 18 (revised 2016)	Transfers of Assets from Customers
TFRIC 20 (revised 2016)	Stripping Costs in the Production Phase of a Surface Mine
TFRIC 21 (revised 2016)	Levies

The management of the Company and its subsidiaries believe that these accounting standards, financial reporting standards, accounting standard interpretations and financial reporting standards interpretations which are revised will not have any significant impact on the financial statements for the year when they are initially applied.

34. RECLASSIFICATION

Certain amounts in 2015 the financial statement have been reclassified to conform to the current period classification, without any effect to the previously reported profit (loss) or share holder's equity.

35. APPROVAL OF FINANCIAL STATEMENTS

These financial statements were authorized for issue by the Board of Directors of the Company on February 24, 2017.



EASON PAINT

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