



# ANNUAL REPORT 2016

รายงานประจำปี 2559



[www.cspsteel.com](http://www.cspsteel.com)

บริษัท ซีเอสพี สตีลเซ็นเตอร์ จำกัด (มหาชน)  
CSP STEEL CENTER PUBLIC CO., LTD.



บริษัท ซีเอสพี สตีลเซ็นเตอร์ จำกัด (มหาชน)  
CSP STEEL CENTER PUBLIC COMPANY LIMITED



“ปวงข้าพระพุทธเจ้าขอน้อมเกล้าน้อมกระหม่อม  
รำลึกในพระมหากรุณาธิคุณหาที่สุดมิได้”



ฉันเกิดในรัชกาลที่๙

ข้าพระพุทธเจ้า ประธานบริษัท ผู้บริหาร และพนักงาน  
บริษัท ซีเอสพี สตีลเซ็นเตอร์ จำกัด (มหาชน)





Diagram illustrating the rear body parts of a vehicle, showing the car outline and the corresponding parts:

- Rear Inner Fender(L&R)
- Garnish molding
- Roof Rail
- Splash Shield
- Rear Tray
- Rr. Bumper
- Enclosure(L&R)
- Inner fender
- Air duct parts
- Rear Pad Roof(L&R)

## AVAILABLE IN SHEET & COIL

- HOT ROLLED STEEL SHEET
- HOT ROLLED STEEL SHEET, PICKLED & OILED
- COLD ROLLED STEEL SHEET
- ELECTRO GALVANIZED STEEL SHEET
- HOT DIP AL ZN ALLOY COATED STEEL SHEET
- ERW TUBES & PIPES
- ALL STRUCTURES STEEL
- STAINLESS STEEL SHEET
- GALVANNEALED STEEL SHEET
- HOT DIP GALVANIZED STEEL SHEET



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## MESSAGE FROM THE CHAIRMAN OF THE BOARD OF DIRECTORS



In 2016, Thailand's economic growth rate was only 3 - 3.3 percent which quite underestimated. The reason was: exporting section was still not able to clearly recover due to the slow recovery of world's economic recession. However, domestic investment of government section was still a huge impact to Thailand's economic drive in 2016. Particularly, infrastructure investment was capable to inject capital into economic system and can enhance the confidence of all private investors/section. Considering financial statements in the year 2016 of CSP Steel Center Public Company Limited, Our total revenue was approximate THB 2,727 million which had been increased by 2.89% due to increasing of sales in quantity. The main sales motivation were governmental projects about infrastructure investment and the recovery of world economic recession which impacting on recovery of world commodity and steel prices. Moreover, the company improved the better strategic inventory management to appropriately serve the demand of customers. As a result, the company had the net profit of THB 115.55 million, or approximate 4.23% of total revenue. Interestingly, in the year 2016, the company still focused on markets of production industries such as automotive industry, electric appliances industry and expanding sales into other new prosperous target markets to increase the variety of customers groups.

As a Chairman of CSP Steel Center Public Company Limited, I'm proud of and satisfied with our performance in the fiscal year 2016 which the company can recover to have Net Profit again. The company also successfully increased production capacity to support the near future growth. Moreover, I am confident that the current management team still has the ability to lead our company to grow up with sustainable achievement along with the good corporate governance practices for contributing the maximum benefit to the company and shareholders. Finally, I would like to thank all dear customers and business partners who continuously support our business, the management team and all staffs for contributing their efforts to the growth of the company: to "Keep Growing Together".

Mr. Supachai Chaisupat  
Chairman



QUALITY STEEL  
SERVICE CENTER

## THE MANAGEMENT TEAM



(Ordered from left to right)

- |                           |   |
|---------------------------|---|
| 1) Mr. Ruksux Kooptanond  | Executive Vice President in Sales and Marketing (Mega Project)  |
| 2) Mr. Kritsada Chaisupat | Director / Director and Executive Vice President in General Management                                    |
| 3) Mr. Weerasak Chaisupat | Director / Managing Director  |
| 4) Mr. Supachai Chaisupat | Chairman / CEO  |
| 5) Mrs. Suwimon Chaisupat | Executive Vice President in Finance and Account /<br>Executive Vice President in Human Resources (Deputy) |
| 6) Mrs. Piyarat Sawatdee  | Executive Vice President in Sales and Marketing   |
| 7) Mr. Bundit Assavacheep | Accounting Manager / Corporate Secretary  |

Remark : For more information of each executive's resume, please consider in the part : "Resume of Directors and Management" which located at the end of the Annual Report.

## REPORT OF THE INDEPENDENT DIRECTOR / AUDIT COMMITTEE

The Audit Committee of CSP Steel Center Public Company Limited is comprised of 3 independent directors who have performed their duties by pursuing the regulations which set by the Stock Exchange of Thailand.



For the fiscal year 2016, the audit committee held 4 meetings to review the company's financial statement for every quarter-end 2016, including evaluate accounting policies and procedures relative to the accounting policies, perform the internal control assessment, conform to the Code of Business Conduct and The Principles of Good Corporate Governance of the company, and finally, provide all assessments and recommendations to the board of directors. Regarding, the related parties' transactions between companies and person in management team during the year 2016, the value of some transactions had been increased when comparing with the year 2015. However, those all transactions show normal

**(Mr. Charus Khanchanakhajit)**

**Chairman of the Independent  
Director / Audit Committee**

practices of business transaction which could be compared with other parties. Moreover, the independent internal auditing company has audited all working papers and systems. All the internal auditing report must usually be presented to the Audit Committee. Considering the report showed that the company has the proper internal control system and it's up to date to the real business world. Last but not least, after the board of directors kept overseeing all practices of everyone in the company according to the Code of Business Conduct and The Principles of Good Corporate Governance of the company, the board found that they can precisely conform to the both of them in general.

As the audit committee's comment, the company has an intention to reach a business success along with performing the good governance. Also, both independent internal auditor and the approval auditor have audited the internal system and the financial statement by pursuing the laws and regulations of public company. Besides, all disclosed information has been presented to the shareholders and the public within the right time. With overall mentions, the internal system, the fiscal reports and good governance of the company have been accepted and accurate by laws and regulations of the Stock Exchange of Thailand.



## **CORPORATE PROFILE**

### **History and Background**

CSP Steel Center Plc was established on February 17, 1992 with initial capital of 5 million baht under the name of CSP Trading Co. Ltd. At the beginning state, CSP was just a trading company for buying and selling steel coils, after we have started to invest in one cutting machine that was the first step of development. Every step with confidence, we have developed to be quality steel service center by investing a sufficiency machine. We are not only providing a cold rolled steel sheet in coil, hot rolled steel sheet in coil and coated steel sheet in coil, but also cutting all types of steel coil into a various size according to customers' order which are used as raw materials of their production in automotive industry, electric appliance industry, steel furniture industry, general industry etc.

In 2005, CSP has developed into other step by starting to invest steel piping machine for automotive industry and other industries. Due to the growth of automotive industry in Thailand, we see a great opportunity to expand our business line for producing steel pipe. Therefore CSP has imported a sufficiency piping machine for producing cold rolled steel pipe. In October 2005, CSP has operated a steel piping machine and sold a new cold rolled steel pipes into market. And in 2014, CSP expanded its pipe product line which was the hot rolled steel pipes in order to serve more demand of automotive industry.

History and major developing state of CSP as the following:

- |                        |  |
|------------------------|--|
| <b>February, 1992</b>  | - Established CSP Trading co., ltd. With initial capital of Baht 5 million.                                      |
| <b>July ,1995</b>      | - Increased register capital to Baht 50 million for buying land and expanding factory.                           |
| <b>June, 2000</b>      | - Increased register from Baht 50 million to Baht 200 million for purchasing new machines and expanding factory. |
| <b>December, 2000</b>  | - Received TIS 528-2540 license for import and cutting hot rolled steel by Thai Industrial Standard Institution. |
| <b>September, 2002</b> | - Received ISO 9001:2000 certificate by Bureau Veritas Quality International.                                    |

<b>December, 2004</b>	- Increased register capital from Baht 200 million to Baht 400 million by issuing common stock 2 million stock at par value Baht 100 per share to Chaisupat Company for payment of purchasing inventories and machines. Due to Chaisupat Company stopped for doing steel business and sold all machines to CSP at appraised price (59.58 million baht) of Thai property appraisal lynn Phillips co., ltd. Our production capacity have increased from 99,600 to 163,800 mt per year.
<b>July, 2005</b>	- Changed par value of common stock from Baht 100 to Baht 1 per share and increased register capital from Baht 400 million to Baht 500 million, therefore our common stock have increased 400 million share to 500 million share in August, 2005. CSP Trading Co., Ltd. has been changed to CSP Steel Center Public Co., Ltd.
<b>August, 2005</b>	- Installing the first cold rolled steel piping machine with a capacity of 10,000 mt./year.
<b>December 22, 2005</b>	- Listed in Stock Exchange of Thailand.
<b>May, 2006</b>	- Installing a square shear machine, the total cutting capacity would be increased which are 167,400 mt./year.
<b>July, 2006</b>	- Completing any three cold rolled steel piping machines which the total capacity of piping machines are 30,000 mt./year.
<b>September, 2006</b>	- Issuing 125 units of warrants which could be changed to be the 125 new common shares in the future and the new register capital are Baht 625 million.
<b>July, 2008</b>	- Completing Leveler Shearing Line No. 3 for cutting Hot Rolled Steel Sheet with total capacity of 20,000 mt./year.
<b>August, 2009</b>	- Completing 1 Cutting Machine (STC3) with total capacity of 15,000 Mt./year. and 1 Shearing Cutting Machine (HS8) with total capacity of 3,600 Mt./year.  - Completing 1 Auto piping machine which the total capacity of 1,440 Mt./year. Purchasing land 7,500 m2 for expand and development the 4 factories.
<b>2010</b>	- Installing 1 Slitting Machine with capacity of 14,400 Mt./year and 5 Shearing Machines with total capacity of 6,000 Mt./year
<b>2011</b>	- Installing 1 Cutting Machine with capacity of 1,800 Mt./year and 3 Shearing

Machine with total capacity of 3,200 Mt./year

- Expanding the factory's area around 7,500 sq.m. to support increasing capacity and sale.

## 2012

- Installing 1 End-Facing Machine for improving the quality of pipes.
- Complete installing machines and equipments into the new factory's area around 7,500 sq.m.
- Installing 1 Cutting Machine with capacity of 30,000 Mt./year
- Purchasing 1 steel piping machine and currently, in process of installing such machine which expected to be complete during year 2014

## 2013

- The Company has decreased its registered and paid-up capital from THB 500,000,000.00 to THB 496,166,300.00 by writing off the outstanding 3,833,700 shares of the treasury stocks of THB 1 par value each, totaling THB 3,833,700 which is 0.7667 percentage of paid-up capital before writing off. Relevant registration was made at the Ministry of Commerce on February 6, 2013.
- Installing 1 Shearing Machine with capacity of 3,600 Mt./year, in process of installing such machine which expected to complete around March 2014.
- Purchasing 10,668 sq.m. of new land near existing factory to support future growth of the company.
- Expanding about 8,000 sq.m. of the factory's building which expected to be complete at the end of 2015.
- The Company has increased its registered and paid-up capital from THB 496,166,300.00 to THB 496,168,826.00 by increasing paid-up shares capital 2,526 shares of THB 1 par value each, totaling THB 2,526 as the numbers of exercised warrants: 2,526 units on the final exercise date of warrant : CSP-W1, 29 November 2013. Relevant registration was made at the Ministry of Commerce on December 12, 2013.

## 2014

- The Company imported the piping machine for producing hot rolled steel pipes with capacity of 6,000 Mt./year and successfully installed within the end of 2014
- Installing 1 Shearing Machine with capacity of 3,600 Mt./year as the plan.



- Installing 1 CNC Plasma Cutting Machine for thickness of 3.0 – 25.0 mm. with capacity of 90 Mt./month, in process of installing such machine which expected to be completed around the beginning of 2015.
- Improving the heating system of piping machine to save the energy and reduce waste.
- Expanding about 8,000 sq.m. of the factory's building which expected to be complete at the end of 2015.
- Planning to buy approximate 9 new trucks to replace the old ones within 2014.

**2015**

- The Company imported the piping machine for producing hot rolled steel pipes with capacity of 6,000 Mt./year and successfully installed.
- Successful Installing 1 CNC Plasma Cutting Machine for thickness of 3.0 – 25.0 mm. with capacity of 90 Mt./month.
- Expanding about 8,000 sq.m. of the factory's building in order to support growing capacity and reserving stocks.

**2016**

- In process of installing more Shearing Machines.
- In process of installing 1 processing machine.
- Purchasing more trucks to support delivery service.
- Opening a building of physical testing room by QC department.

## Strategic Policy of the Company

### Vision:

“We aim to be the one-stop service of high quality steel service center that satisfies the customer’s needs of various industries and to be a significant source who provides high quality steel material to such customers in order to enhance their competitive advantages regarding competition as domestic level, ASEAN level and global level. All these contributions are conducted to achieve the main purpose of sustainable growth together among the company, customers, trading partners and the nation.”

### Mission:

“We concentrate on operating as a professional steel service center that satisfies our customers with high quality steel products and services, punctual delivery and always keep improving and developing such quality with strategically focusing on Value-Added Products and Services to meet the customer’s needs of various industries.”

The Business Objective of the Company within 5 years is

“A Leader of the One-Stop Service of High Quality Cold Rolled Steel Service Center with yearly sales revenue at least Baht 5 thousand millions and profit margin at 5% through a strategy of focusing on engineering ability to process the quality steel for achieving the customer’s needs of various industries. So, it can

Build the Long-Term Profitability to the Organization”



## Name and Address of Company Office

<b>Name</b>	CSP Steel Center Public Co., Ltd.
<b>Stock Code</b>	CSP
<b>Type of Business</b>	Steel Service Center by providing and cutting cold rolled steel, hot rolled steel and coated steel in both plate and coil types. Also, producing cold / hot rolled steel pipe.
<b>Head Office Address</b>	No. 475 Rama 3 Road, Bangklo, Bangkulaem, Bangkok 10120
<b>Factory Address</b>	No. 227 Soi Suksawad 78, Suksawad Road, Nai Klong Bangplakot, Phra Samut Jedi, Samut Prakarn 10290
<b>Register No.</b>	0107574800544
<b>Home Page</b>	<a href="http://www.cspsteel.com">www.cspsteel.com</a>
<b>Email</b>	<a href="mailto:info@cspsteel.com">info@cspsteel.com</a> , <a href="mailto:ir@cspsteel.com">ir@cspsteel.com</a>
<b>Head Office</b>	Tel. 0-2291-6314-21 for English press ‘9’ Fax 0-2291-3828
<b>Factory</b>	Tel. 0-2817-7727-28 Fax 0-2817-7729
<b>Registered Capital</b>	in amount of THB 621,166,300 with THB 1 par value each.
<b>Issued and Paid-Up Capital</b>	in amount of THB 496,168,826 with THB 1 par value each.
<b>Investor Relations</b>	Ms. Supapatcha Sansuk 02-291-6318 ext. 501 or E-mail : <a href="mailto:ir@cspsteel.com">ir@cspsteel.com</a>
<b>Independent/ Audit Committee</b>	02-689-0801
<b>Corporate Secretary</b>	Mr. Bundit Assavacheep 02-291-6314 ext. 203 or E-mail : <a href="mailto:bundit@cspsteel.com">bundit@cspsteel.com</a>



## Referred Parties

### Share Register

Thailand Securities Depository (Thailand) Co., Ltd.  
 1 Flr. The Stock Exchange of Thailand Building,  
 Tower B (Next to China Embassy Bangkok)  
 93 Ratchadapisek Road, Dindaeng, Dindaeng, Bangkok 10440  
 Call Center 0-2009-9999

### Auditor (2016)

- |    |              |               |              |
|----|--------------|---------------|--------------|
| 1. | Ms. Susan    | Eiamvanicha   | CPA No. 4306 |
| 2. | Mr. Suchart  | Panitcharoean | CPA No. 4475 |
| 3. | Ms. Cheurnta | Chommern      | CPA No. 7570 |
| 4. | Ms. Yupin    | Chumjai       | CPA No. 8622 |

### SP AUDIT Co., Ltd.

503/21 12<sup>th</sup> Floor, K.S.L. Tower, Sriyudhya Road, Ratchatewi District,  
 Bangkok 10400  
 Tel. 0-2642-6172-4  
 Fax. 0-2642-6253

Remark: More interesting information of the CSP Stock is available in Annual Statements (Form 56-1) which is downloadable from [www.sec.or.th](http://www.sec.or.th) or website of the company [www.cspsteel.com](http://www.cspsteel.com)

## **FINANCIAL HIGHLIGHTS**

### Financial Ratio of CSP Steel Center Public Company Limited

Financial Ratio of the Company	2016	2015	2014	2013	2012
<b>LIQUIDITY RATIO</b>					
Current Ratio (Times)	1.15	1.06	1.25	1.23	1.27
Quick Ratio (Times)	0.49	0.39	0.46	0.46	0.56
Operating Cash Flow to Average Current Liabilities	0.34	0.10	-0.03	0.17	0.20
Receivable Turnover (Times)	4.39	4.14	5.41	5.20	5.17
Average Collection Period (Days)	82	88	67	70	71
Inventory Turnover Ratio (Times)	2.51	2.22	2.96	3.17	3.31
Average Sales Period (Days)	143	164	123	115	110
Account Payable Turnover (Times)	21.36	37.91	23.44	23.00	28.33
Average Payment Period (Days)	17	10	16	16	13
Cash Cycle (Days)	208	242	174	169	168
<b>PROFITABILITY RATIO</b>					
Gross Profit Margin Ratio (%)	10.07	-1.03	7.97	7.17	4.97
Earning before Interest Expense and Tax Ratio (%)	4.38	-4.83	5.63	3.79	4.33
Net Profit Margin (%)	4.26	-6.68	3.65	1.94	2.37
Return on Equity (%)	17.26	-28.92	16.16	9.72	12.77
<b>EFFICIENCY RATIO</b>					
Return on Assets (%)	5.35	-7.77	5.62	3.20	4.28
Return on Fixed Assets (%)	24.95	-31.84	34.17	22.38	35.15
Assets Turnover (Times)	1.26	1.11	1.57	1.67	1.74
<b>FINANCIAL RATIO</b>					
Debt to Equity Ratio (Times)	2.05	2.72	1.88	2.04	1.99
Times Interest Earned (Times)	2.54	-2.60	5.78	3.38	3.46
Times Payment Obligation (Times)	0.97	0.80	-0.29	1.02	0.94
Dividend Pay-out (%)	41.76	-	57.14	81.25	75.00
<b>OTHER RATIO</b>					
Basic Earnings Per Share (Baht)**	0.23	-0.36	0.28	0.16	0.20
Book Value Per Share (Baht)	1.47	1.23	1.75	1.60	1.59

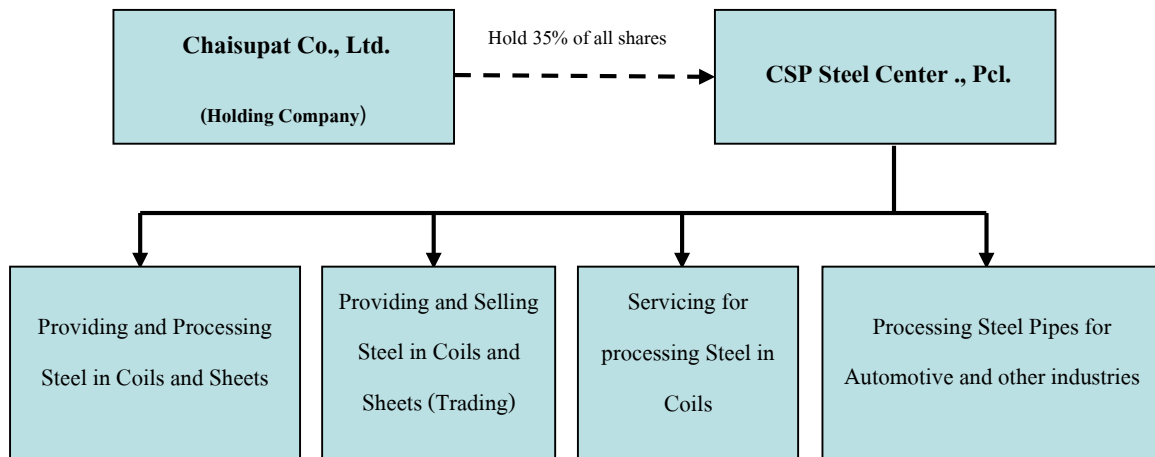
Note : \*\* Basic earnings per share and book value per share calculate by par value of ordinary shares 1 Baht for comparison



## **BUSINESS OPERATIONS OF THE COMPANY**

### **Type of Business**

CSP Steel Center ., Pcl. has “Chaisupat Co., Ltd.” as a major shareholder with approximate 35% of all shareholders. CSP Steel Center ., Pcl. is the high quality steel service center, providing steel coil and processing steel coil into customers’ size which are used as raw materials by many industrials. CSP has been approved TIS 528-2548, TIS 1479-2541, TIS 1735-2542, TIS 2012-2543, TIS 1999-2543 and TIS 1735-2542 licenses for import and cutting hot rolled steel by Thai Industrial Standard Institution and has also been certified ISO 9001 by Bureau Veritas Quality International. In 2006, CSP expanded business line by producing cold rolled steel pipes and in 2014, expanded line to hot rolled steel pipes for supporting booming of automotive industry.



The company has a head quarter at 475 Rama3 Road, Bangklo, Bangkolaem, Bangkok 10120 and has own factory at No. 227 Soi Suksawad 78, Suksawad Road, Nai KlongBangprakod, Phra Samut Jedi, Samut Prakarn 10290. In year 2016, the factory has total steel sheets processing capacity of 217,800 Mt./year and total capacity of cold/hot rolled steel pipes is 24,000 Mt./year which the utilization of such capacity is around 73 percent.



## Structure of Revenue

The revenue of the company for latest 5 years at the end of December 31, 2012-2016 are as follows:

Revenue	2012		2013		2014		2015		2016	
	Mill. Bht	%	Mill. Bht	%	Mill. Bht	%	Mill. Bht	%	Mill. Bht	%
• Providing and Processing Steel Coils	2,394.45	55.53	2,117.88	53.20	2,337.20	60.45	1,656.96	62.51	1,734.11	63.60
• Providing and Selling Steel Coils (Trading)	1,587.05	36.81	1,677.14	42.13	1,359.83	35.17	819.53	30.92	831.53	30.48
• Steel Pipes	274.56	6.37	184.76	4.64	140.58	3.64	131.79	4.97	139.33	5.11
• Structural Steel	-	-	-	-	14.61	0.38	18.00	0.68	7.36	0.27
• Project Work	-	-	-	-	-	-	18.70	0.71	14.02	0.51
• Servicing of Processing Steel Coils	0.11	0.00	0.11	0.00	0.19	0.00	0.81	0.03	0.65	0.02
• Others*	55.53	1.29	1.06	0.03	13.92	0.36	4.83	0.18	0.16	0.01
Total Revenue	4,311.70	100.00	3,980.95	100.00	3,866.33	100.00	2,650.62	100.00	2,727.16	100.00
Changes of Revenue / Percent	998.45	29.74	-330.75	-7.67	-114.62	-2.88	-1,215.71	-31.44	76.54	2.89

\* Other Revenues: sale of interest revenue, freight, gain from disposal assets and profit of foreign currency exchange rate.

## Types of Product

The company's product and service types are classified into two categories

### 1) Steel Service Center

CSP provide all types of steel sheet with various sizes for customers by selling steel sheet as master coil, cutting sheet, slitting coil and tolling for processing steel, can be divided into 3 categories as the following:

1.1 Processing steel sheet for sales steel sheet cutting service by using computerize shearing machines, to provide customers with a reliable and efficient steel cutting service. Currently, the company has 3 categories of steel cutting machine: slitting machines, cutting machines from coil and shearing machines with total production capacity of 217,800 tons per year. The company divided the product into two groups as follows:-

### **Slitting to order**

Steel coil cutting using slitting machine which enabling to cut steel coil vertically to customer's specification (Width) and recoil it back again.

### **Cutting to order**

Steel coil cutting using cutting machine which enabling to cut steel coil for customer's order and specification before passing it on to steel shearing machine (If small size is required)

## 1.2 Trading of steel coil

Trading of all types of steel coil both local and imported provide to Thai manufacturers' need, by keeping in stock and delivery on customer schedule.

## 1.3 Providing cutting services

Cutting steel sheet, slitting steel coil and shearing steel sheet follow customer's specifications for tolling services. Customer is responsible for providing steel coil.

The steel sheet in coils is raw materials which are used for processing and selling, can be divided into 3 types as following:

### **1. Cold rolled steel sheet in coil**

By using a hot rolled steel coil, is pickled for cleaning a surface and passed to cold rolled mill for reducing a thickness. Annealing furnace is used to make a soft cold rolled steel which are suitable for forming and drawing. The company is able to cut a cold rolled steel processing with thickness 0.2-3.2 mm.

### **2. Hot rolled steel sheet in coil**

From the steelmaking process come out a slab which is reheated and rolled to reduce a thickness, that are the hot rolling process to be a hot rolled steel. The normal hot rolled steel and hot rolled pickled and oiled steel can be processed with a thickness of 1.0-12 mm. by our machines.

### **3. Coated steel sheet in coil**

The cold rolled steel is used for coating into 2 difference types of coating system which become the Electro galvanized steel and the Hot dipped galvanized steel with a thickness of 0.3-2.3 mm.

## **2) Cold rolled steel pipe and Hot rolled steel pipe**

CSP began the production of cold rolled steel pipe in 2005 and hot rolled steel pipe in 2014, main customers are manufacturers in wide arrays of industry including automobile, furniture and other related industries. The cold / hot steel pipe has a diameter of 0.375 – 3.50 inches with a thickness of 0.5 - 4.0 mm and the standardized length is 6 meters - maximum length is 8 meters. The total current capacity is 24,000 Mt./year with focusing on made-to-order steel pipes to various customers.

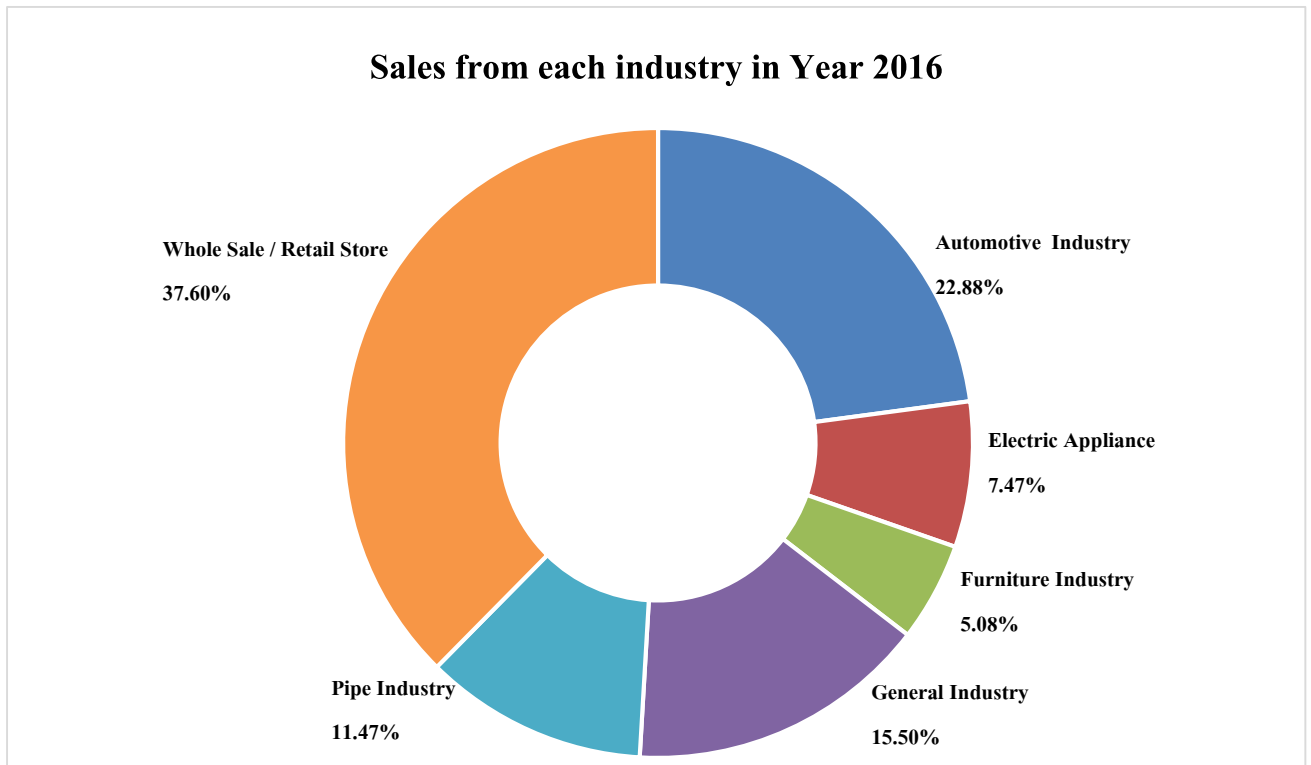
In 2016, all sales revenue derived from domestic customers and all of the steel coils, steel sheets and steel pipes are not only sold to a steel wholesale and retail store, but also used as a raw material in many industries. The company's revenue from each customer is not more than 10% of total revenue, so the company would not be too much depending on any industry.

Those industries who use the company's steel as their raw material for production line are as follows:

- Automotive Industry: our Hot/Cold-Rolled Steel Pipes are materials as automobile parts; for example, Automobile Body Structure, pickup's trunk, Outside Body of Automobiles, Doors of Automobiles, and other Auto-Parts of cars and motorcycles, etc.
- Steel Furniture Industry: our Cold-Rolled Steel Pipes are materials as Steel Furniture's parts; for example, legs of table, legs of chairs, partition. Also, our steel sheets are materials of surface of furniture; for example, cabinet, locker, closet, rack, and vault, etc.
- Home and Electric Appliance Industry: our Steel Sheets are materials as Home and Electric Appliances' parts; for example, Washing Machine, Air-Conditioner, Refrigerator, Oven and Control Panel, etc.
- General Usage Industries: our Cold Steel Sheets are materials as a part of large containers; for example, boilers, cistern, and tanks, etc. Also, other Industries use our steel sheets as a part of an engineering structure and surface of various products, etc.



- Structure and Construction Industry: our various types of Construction Steel are materials as steel structure for every kind of construction projects.



## **RISK FACTORS AND RISKS MANAGEMENT**

### **1. Risk Factors and Business Risks Management**

#### **1.1 Risk of Steel Price**

Approximate 93.58% of cost of sales is the steel's prices, which is changed by supply and demand of domestic and import steel, following the international's steel prices. The demand of using steel is depended on the growth of Thai economy and world economy, because a hot rolled steel and cold rolled steel are used as raw material for production in automotive industry, steel furniture industry, electric appliance industry, construction industry etc. The supply of steel is depended on a domestic production and import steel. Out of demand and supply factors, the government's laws and regulations are an import duty and extra duty (anti- dumping price) for some countries, which effect to steel's prices in the market. The company might have risk for getting loss, if the selling prices could not be increased to cover the buying prices.

However, the company is using a steel cost adding margin and expense for controlling a profit margin. Using source of information such as a domestic's demand and supply, international's steel prices are very important to be used for making buying and selling decisions.

#### **1.2 Risk of Limited Suppliers**

##### **Cold Rolled Steel Sheet**

There are three major cold rolled steel producers in Thailand, Thai Cold Rolled Steel Sheet Plc.(TCRSS), NS-Siam United Steel Co., Ltd. (NS-SUS) and Starcore Co., Ltd. It might have some chance of shortage the cold rolled steel if those three mills could not deliver on time. Therefore the company has the policy for stocking at least two months safety and also imports the cold rolled steel from other countries such as South Korea and India, etc. In 2016, the company has imported 5.12% of total steel purchasing value.

##### **Hot Rolled Steel Sheet**

The company mostly purchases the hot rolled steel from three domestic producers which are Sahaviriya Steel Industries Plc.(SSI), G J Steel Plc.(GJS) and G Steel Plc. (GSTEEL). Currently, some of them is facing with financial problem which would impact on decreasing production capacity. As a result, it would increase a risk of material shortage for the company in case of those 3 factories cannot deliver adequate hot rolled steel to the company. However, the company still realizes such risk and relieve it by

importing materials from various countries and having more stocking. In 2016, the company has imported 14.27% of total steel purchasing value.

### **Coated Steel Sheet**

The coated steel sheet is only 4.90% of the total steel purchasing value in 2016. The company purchases the electro galvanized steel from Thai Coated Steel Sheet Co., Ltd. which is the only one electro galvanized steel producer in Thailand. Therefore it might be a shortage chance which could be imported to protect shortage risk.

However, the company has realized that the shortage steel's risk could be a major effect to the cost of goods sold. Therefore, the two months sales contract in advance and considering import steel with similar quality are used to minimize the shortage risk. All domestic and international steel information have been brought for making a purchasing decision.

## **1.3 Risk of Law and Regulation**

- In the past, the domestic steel mills have been suffered from the cheap imported steel, therefore the Department of Commerce has set up an extra import duty (Anti-Dumping) for hot rolled and non-rolled steel which has been imported from 16 countries: Japan, South Africa, Russia, Kazakhstan, India, South Korea, Taiwan, Venezuela, Argentina, Ukraine, Algeria, Indonesia, Slovak, Romania, Malaysia and China. This regulation was announced to add up import duty 0 – 128.11 percentage of CIF. Due to those anti-dumping, the domestic steel have been increasingly used, at the same time the imported steel have been reduced too. On the other hand, it might cause some shortage of hot rolled steel if the domestic's mill could not deliver on schedule.

- The Department of Commerce has set up an extra import duty (Anti-Dumping) for a hot rolled and non-rolled steel with added-Boron from China. This regulation was officially announced since December 24, 2012 and valid for 5 years. This regulation was announced to add up import duty 14.28 – 19.47 percentage of CIF.

- The Department of Commerce has set up an extra import duty (Anti-Dumping) for a cold rolled and non-rolled steel from China, Vietnam and Taiwan. (Version 4), year 2014. This regulation was officially announced since February 5, 2014 and valid for 5 years. This regulation was announced to add up import duty 0 – 20.11 percentage of CIF.

- The Department of Commerce has set up an extra import duty (Safeguard) for hot rolled and non-rolled steel. This regulation was officially announced since February 27, 2016 and valid for 3 years. This regulation was announced to add up import duty 41.67, 40.42, 39.21 percentage of CIF in the year 2016,

2017 and 2018 consecutively and will be expired on February 26, 2019, excepting for 4 industries: (1) Imported for cold rolled manufacturer industry, (2) imported for automotive industry, (3) imported for hardened steel industry, (4) special specified steel.

However, because the company has a big group of automotive customers, this could relieve about Safeguard for hot rolled and non-rolled steel due to exception of imported for automotive industry and for special specified steel. Besides, during a fluctuating of steel's prices or a shortage of steel within Thailand. The company consider importing steel from other countries outside the anti-dumping countries and could be maintain a competitive in the market.

Moreover, all import steel has to be examined and approved by Thai Industrial Standards Institute (TISI) before selling to the customers. Its complicate processes and documentation could be an obstacle to the company to comfortably import both hot rolled and cold rolled steel from other countries. However, the company has set up the specific officer to take charge of this related duty to work with the company's QC department and TISI officer. Since this TISI's regulation was issued, the company has been worked well in documentation and communication with TISI without any significant problems.

#### **1.4 Risk of Foreign Currency Exchange Rate**

The company will import steel from other countries if we could not purchase in domestic. On the other hand, the imported steel prices add with import duty and other expenses that are cheaper than domestic steel, the company will consider importing steel. U.S. dollar currency is used to conclude in imported contract and is mostly fixed by forward contract for minimizing exchange loss.

#### **1.5 Risk of Natural Disasters**

Natural disaster is a new important risk of the business world. In the year 2016, every industry of Thailand faced with a risk of drought which continued from 2015. The water in impounding dams for agriculture utilization were inadequate. Drought would impact on the economy in terms of declining purchasing power because the main income of consumers in Thailand is related to the agricultural sector. As a result, purchasing power of consumer products sector was declined.

In the meantime, the directors of the company has always kept concerning about the risk of drought in order to adjust the strategies of raw materials purchasing, inventory management and any other investment, to be appropriate with purchasing power and market conditions at that time. The aim is to cut

costs and reduce the burden in a timely purchasing power/demand in a recession. Certainly, this practice could lead the company to be able to gain a better profitability.

Regarding flood disaster in the South part of Thailand which occurred around the end of 2016, the company did not be impacted because the company's customers' factories are not located in the South area.

### **1.6 Risk of economic crisis and economic recession in many countries**

In 2016, most economic situations of many countries were quite similar to 2015's. The recession of economy in the United States was improved and its interest rate was raised as the market expected; as well as, the recovery of the EU's economy has been better. However, EU still struggled amid the tension of the situation of terrorism and the exodus of refugees. In the meantime, the situations in the Asian: Japan's economy is recovering more slowly than expected and the growing rate of China showed the low level. As a result, the world economy has grown by an average of only about 2 - 3 percent. However, all price of commodity materials have tended to increase such as oil price, ores price, coal price and agriculture crops price.

However, the management team of the company has kept track of the changing scenario of global economic crisis closely, especially, situations in the countries who have a great impact on world steel price; for example, the United States, EU, China and Japan. Updating strategic planning, purchasing time planning and material stocks management are activities that the management concerns to achieve the lowest cost of goods sold because as a profit structure of the company, cost of material is the most influential factor.

### **1.7 Risk of political crisis in Thailand**

In the year 2016, under military government of Thailand can enhance stability of Thai politics. Also, the public hearing for the new draft constitution was approved. The economic cabinet has attempted to solve the economy's problems by motivating purchasing power of low earning people and investing in mega-projects which would benefits the company's customers group.

The management team of the company believes that mega – projects will gradually start construction; for example, the project of expanding Suvarnabhumi Airport and the project of expanding BTS SkyTrain routes. As a result, to be ready for the upcoming huge investment of such projects, the company has started to develop production capacity and prepare adequate materials stocks.



## **2. Risks of Management and Operation**

### **2.1 The major shareholders hold more than 50% of total common stock.**

On January 31, 2017, Chaisupat group have held approximate 83.79% of Baht 496,168,826 register capital that could control a major vote to pass all subject in the shareholder meeting; therefore, minority shareholder could be difficult for balancing power with major shareholder's vote.

However, the board of director structure is comprised of 3 types of committee: Board of Directors, Independent Director /Audit Committee and Nomination and Remuneration Committee which have definite authorities and responsibilities. Importantly, there is Independent Director /Audit Committee who are qualified and professional in analysis of financial statements, accounting and business laws / regulations. Due to such qualifications, the Independent Directors / Audit Committees are able to efficiently inspect the operations and performance of the company with accuracy and transparency. Including, they determine, control and evaluate the company to comply with the good corporate governance as well. Additionally, all related parties transactions will be inspected by them before present to the board of directors of the company with no voting of such related parties. Meanwhile, the Chaisupat Group always made decisions and run the business with responsibilities to overall shareholders and best results for the company. There are not any situation of Conflict of Interest because they have never managed or operated in any other business relating to the steel industry and never personally influenced in destructive way to the company's benefits.

### **2.2 Risk of Allowing Credit Term for Customers**

Giving a credit term for selling to customer is an important risk which has been carefully controlled. In case of customer could not make payment or postpones, that might affect with the company's cash flow.

The company has seriously considered for giving a credit line, by checking financial statements, background, customer visit reports of sales department, payment record and limitation of credit line for mitigating risk of debt default. Besides, selling to many customers is an efficiency strategy to minimize the risk.

## **CAPITAL STRUCTURE**

**Registered Capital** 621,166,300 ordinary shares of par THB 1 each

**Issued and Paid-Up Capital** 496,168,826 ordinary shares of par THB 1 each

**Common Stocks**

**Par Value** is THB 1 per share

## **MAJOR SHAREHOLDERS**

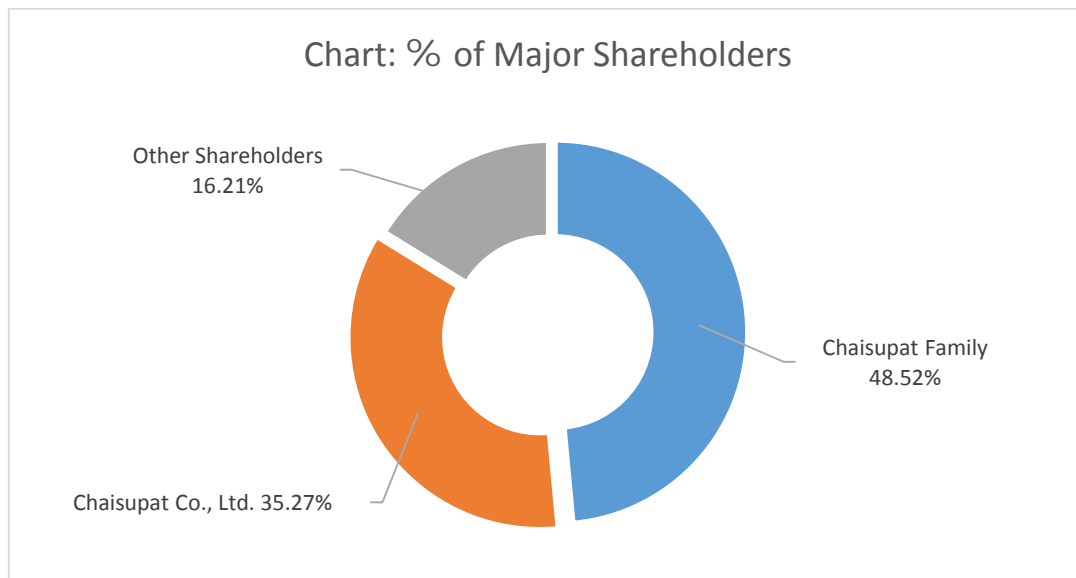
As the company's registered in SET, the company issued and paid-up capital for THB 496,168,826 which 10 major shareholders on January 31, 2017 (Par Value = THB 1 per share) are as follows,

Ranking	Shareholder	Number of shares	Percentage
1.	Chaisupat Family**	415,765,100	83.79
2.	Mr.Pornlert Pornsawat	9,261,750	1.87
3.	Mr. Palawad Sattayatom	7,579,200	1.53
4.	Mrs. Vimonrat Burejittinun	7,435,100	1.50
5.	Mr. Vichien Srimuninnimit	5,550,000	1.12
6.	Mr. Chaowalit Poonpermsuwan	4,850,000	0.98
7.	Mrs. Waranya Kittikarasatien	2,409,000	0.49
8.	Mr. Surajit Patipong	1,344,600	0.27
9.	Mr. Wunchai Lertkhumpeeseen	1,228,600	0.25
10.	Mr. Montree Thaveerat	1,044,000	0.21
Total Major Shareholders		456,467,350	92.00
Other Shareholders		39,701,476	8.00
Total Shareholders		496,168,826	100.00

Remark : \*\*Chaisupat family including Chaisupat Co., Ltd. with registered capital of THB 50 million, owned by Chaisupat family as the following member

Ranking	Shareholders	Number of shares	Percentage
1.	Chaisupat Co., Ltd.	175,000,000	35.27
2.	Mr. Supachai Chaisupat	42,000,000	8.46
3.	Mrs. Orasa Chaisupat	42,000,000	8.46
4.	Mr. Phongsawad Chaisupat	41,276,600	8.32
5.	Ms. Jutamas Chaisupat	41,138,400	8.29
6.	Mr. Weerasak Chaisupat	30,350,000	6.12
7.	Mr. Kritsada Chaisupat	30,000,000	6.05
8.	Mrs. Panthipa Chewthanasoontorn	10,000,000	2.01
9.	Mr. Kasin Chewthanasoontorn	4,000,100	0.81
Total		415,765,100	83.79

Remark: For the details of business operation between such shareholders and the company, please consider at the topic “Related Parties Transactions”



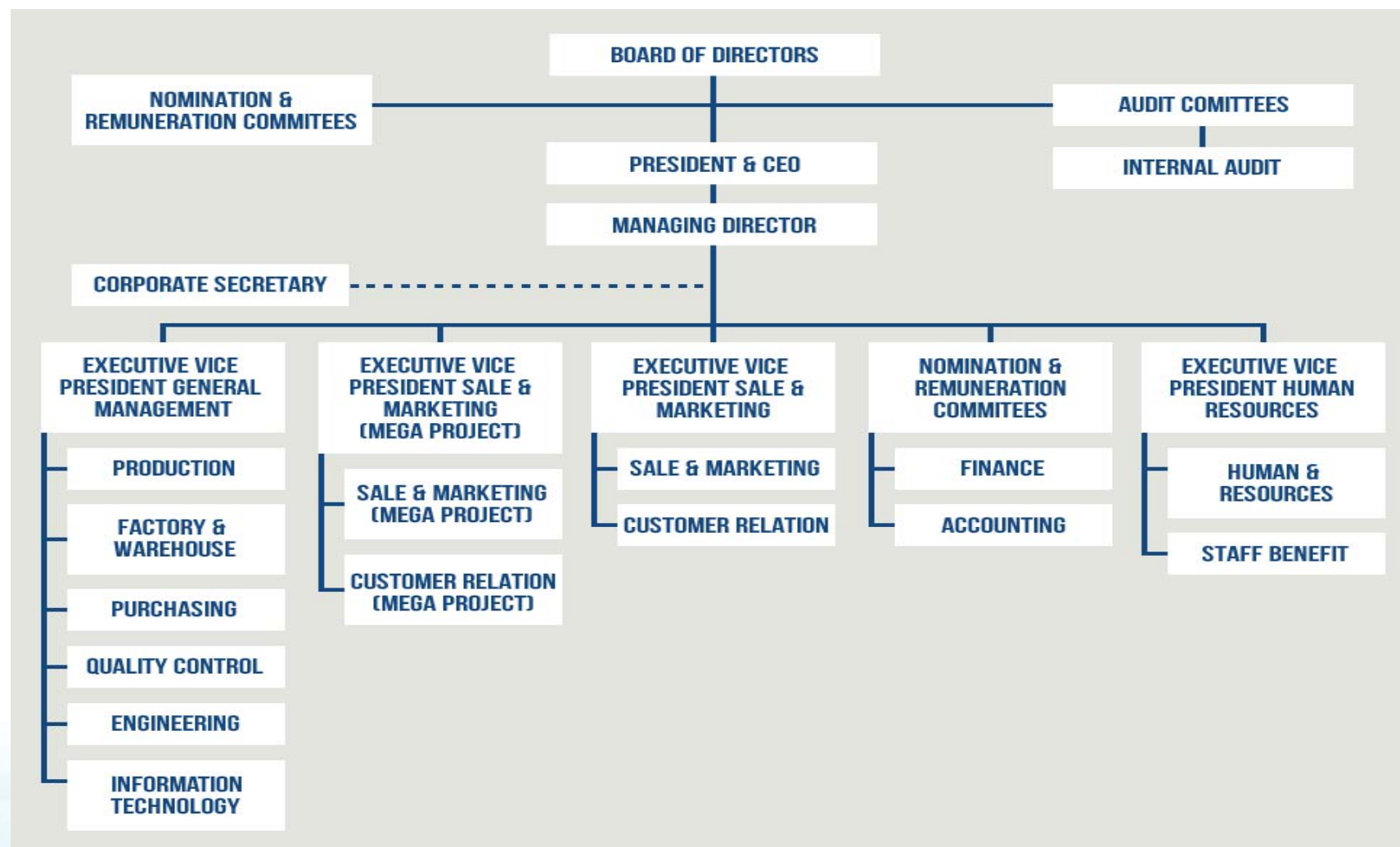
However, Chaisupat Co., Ltd. is a holding company and does not operate any related steel business now or in the near future, excepting CSP steel center ., Pcl. rent its building to run the head office. (For the details, please consider at the topic “Related Parties Transactions”) Thus, there is no any point of Conflict of Interest between them.

## Dividend Policy

Dividend policy of the company is at least 50% of Net Profit after Tax. However, it could be less than 50% of Net Profit after Tax if the company strongly need to spend such net profit to invest or develop the business. History of the company's dividend are as follows:

Dividend from financial statements of the year...	Interim Dividend (THB / share)	Annual Dividend (THB / share)	Total Dividend (THB / share)	Dividend Payout Ratio (%)
2016	-	0.10	0.10	41.76
2015	-	-	-	-
2014	-	0.16	0.16	57.14
2013	-	0.13	0.13	81.25
2012	-	0.15	0.15	75
2011	-	0.12	0.12	66.67
2010	-	0.16	0.16	76.19

## MANAGEMENT STRUCTURE (As of Dec. 31, 2016)



\* Remark: The company has a policy to allow internal audit from non-related party to inspect the internal system of the company. From May 2005 to August 2005, the company hired Thammaniti Audit. Since September 2005 until now, the company has hired I.N.J. Audit. (as the detail in section of Internal Audit)



## **BOARD OF DIRECTORS STRUCTURE**

Board of Directors Structure is comprised of 3 types of committee: Board of Directors, Independent Director /Audit Committee and Nomination and Remuneration Committee. Moreover, there are Top Management and Corporate Secretary who work in administrative department to support Board of directors.

### **Board of Directors**

At present, CSP Steel Center., PCL. has 9 members of the Board of Directors as follows:

<b>Name</b>		<b>Position</b>
1. Mr. Supachai	Chaisupat	Chairman of the Board
2. Mr. Weerasak	Chaisupat	Director
3. Mr. Kritsada	Chaisupat	Director
4. Mrs. Panthipa	Chewthanasoontorn	Director
5. Pol. Gen. Vichien	Samarnpong	Director
6. Mr. Bunjerd	Somsem	Director/ Nomination and Remuneration Committee
7. Mr. Charus	Khanchanakhajit	Chairman of Independent Director/Audit Committee/ Chairman of Nomination and Remuneration Committee
8. Mr. Janram	Atthakrisna	Independent Director/Audit Committee/ Nomination and Remuneration Committee
9. Mr. Surachat	Pongpattarrine	Independent Director/Audit Committee/ Nomination and Remuneration Committee

### **Authorized Directors on behalf of the Company**

The signatures of Mr. Supachai Chaisupat or Mr. Weerasak Chaisupat or Mr. Kritsada Chaisupat are two of these three directors with the Company seal are considered valid authorization for approval.

### **Authorities and responsibilities of the Board of Directors**

According to the 9<sup>th</sup> /2005 Board of Director's meeting on June 1, 2005, there is a setting of authorities and responsibilities of the Board of Directors.

The authorities and responsibilities are as following

1. Assign the company policy especially in management, financial, and also manage all company's risks.
2. Investment consideration, authorize the budget and any investment project for the company. Also manage all projects to follow the company's plan and policy.
3. Oversee the management of the company to reach the highest target. And also plan the way to solve any problems that may occur during doing any projects.
4. Arrange the general data report and the Company's financial report to the shareholder, the beneficent or general investor correctly with update and legally data.
5. Acknowledge all important reports from Audit committee, internal auditor, auditor and company's counselor. And also leads the way to improve when meet the wrong matter.
6. Ensure that the company has an adequate and appropriate internal audit and risk management.
7. Issuing the succession plan for top management level.
8. Assigning Audit committee and approve the duties of Audit committee.
9. Assigning management committee or authorize one or more committees, or other person to be an authorized person. Therefore, the authorized person must be the one who cannot approve anything for any committee who will be the beneficent in any project. Except that project pass the shareholder's meeting. However, the committee who possibly is the beneficent for the company or subsidiary will be the one who cannot vote about these matters.
  - Legal matter that must pass the shareholder's meeting
  - Making some transaction by the beneficent committee that might already appears in rules and regulation of the stock market that must pass the shareholder's meeting.
  - Therefore, these following matters must agree by the shareholder's meeting and Board of Director's meeting with the lowest of  $\frac{3}{4}$  of all shareholders' vote.
    - Sale or transfer all management of the company or some essential part of it to other person.
    - Accept the purchasing or transferring of other public company, private company to be their company.
    - Doing, improving or canceling any contracts involve with the management renting of the whole company or some essential part of it.
    - Assigning other person to control the company or merging with other person on purpose of profit sharing.

- Issuing new stock for paying to the creditor according to the changing debt to investment project.
- Decreasing the registered capital of the company by decreasing the value of stock and the amount of stock.
- Increasing capital, decreasing capital, issuing bond, merging or closing the company.
- Other matters according to laws.

#### **Qualification of director of the company**

1. Thai nationality
2. Qualified and non-relate to forbidden criteria according to the Standard features for Directors and Governmental Employees Act 1975, Thai laws referring to registered public company, securities, SET, SEC and any other related laws and regulations.
3. Qualification of knowledge, capabilities, leadership, visionary, ethnicity, morality, excellent work experiences, careful behavior as director, honesty, conformity to laws objectives regulations and resolutions of the AGM. Last but not least, attendance responsibility to the board of directors' meetings.
4. Qualification of important knowledge and appropriate capabilities for the company; for example, strategic management, marketing strategy, information system management, financial /accounting knowledge, legal knowledge and so on.
5. The proposed director nominee(s) must not take a position of a director more than 4 registered public companies and non-related to any competitors of the company.
6. Trained and received a certificate by Director's Certification Program from Thai Institute of Directors (IOD)
7. Director of the company does not need to be the company's shareholder.

#### **Authorities and responsibilities of the company's chairman**

1. The chairman shall direct and monitor implementation of the company's policy, business strategy and management team's behavior in order to achieve the company's objective and mission. Also, the chairman shall recommend and support all business activities of management team.

2. The chairman shall call for the meeting of the board of directors and coordinate with managing director to set agenda of the board of directors' meeting and shareholders' meeting.
3. The chairman shall be a president/chairman of the board of directors' meeting and shareholders' meeting to support and allow directors to have opportunities to independently comment in every agenda. Also, direct the board of directors' meeting and shareholders' meeting to successfully proceed through all agenda according to all related laws and regulations.
4. The chairman shall monitor all managerial implementation of the board of directors and other committees to achieve all determined objectives of the company.
5. The chairman has a right to make a final decision for voting in case of equal result of voting in the board of directors' meeting.

### **The Meeting of the Board of Directors**

The Board of Directors and the Audit Committee convened the meeting regularly not only in every 3 months for considering quarterly financial report, but also in total numbers of meeting at least 6 meetings per year. They will be informed with all necessary documents at least 5 days in advance before the meeting day for allowing them to consider all information thoroughly. Moreover, the company assigns a corporate secretary to cooperate and take responsibility of Board's activities, record all Board's meeting minutes, including filing all information in a proper way. According to meeting record of the company in 2016, there are 5 Board's meetings which can show the numbers of attending the meeting as follows:

Name		Position	Attending Meeting / Total Meeting (times per year)
1. Mr. Supachai	Chaisupat	Chairman of the Board	5 / 5
2. Mr. Weerasak	Chaisupat	Director	5 / 5
3. Mr. Kritsada	Chaisupat	Director	5 / 5
4. Mrs. Panthipa	Chewthanasoontorn	Director	5 / 5
5. Pol. Gen. Vichien	Samarnpong	Director	4 / 5
6. Mr. Bunjerd	Somsem	Director/ Nomination and Remuneration Committee	5 / 5
7. Mr. Charus	Khanchanakhajit	Chairman of Independent Director/Audit Committee/ Chairman of Nomination and Remuneration Committee	5 / 5
8. Mr. Janram	Atthakrisna	Independent Director/Audit Committee/ Nomination and Remuneration Committee	5 / 5
9. Mr. Surachat	Pongpattarrine	Independent Director/Audit Committee/ Nomination and Remuneration Committee	5 / 5

### Independent Director/Audit Committee

December 31, 2016, Independent Director /Audit committee consists of these following people:

Name		Position
1. Mr. Charus	Khanchanakhajit	Chairman of Independent Director /Audit committee
2. Mr. Janram	Atthakrisna	Independent Director /Audit committee
3. Mr. Surachat	Pongpattarrine	Independent Director /Audit committee

### Authorities and responsibilities of Independent Director/Audit Committee

According to the 2<sup>th</sup> /2009 Board of Director's meeting on April 28, 2009, there is a setting of authorities and responsibilities of the Audit Committees.

1. To review financial reports against the accounting standard and ensure adequate disclosure.



2. To review the internal control and internal audits to ensure suitability and effectiveness; consider independency of the Internal Audit Unit.
3. To review the Company's performance against the law on securities and stock exchange, Stock Exchange's requirements, or applicable laws.
4. To review related-party transactions or any actions with potential conflicts of interests against applicable rules and ordinances.
5. To review the suitability and adequacy of risk management of the Company.
6. To consider, select, nominate, appoint, displace, discharge and propose Company auditor emolument; determine auditor independency; hold a meeting with auditors at least once a year without management participation.
7. To concur with appointment, transfer and laurels of the Chief of Internal Control Unit; consider concurring with plans, budgets and manpower of the Unit.
8. To consider, select, nominate, appoint, displace and discharge Internal Audit of the company.
9. To furnish a corporate governance report of the Audit Committee inside the Company's annual report, signed by the Chairman of Audit Committee.
10. In performing its duties, the Audit Committee is empowered to invite the management or pertaining staff of the Company to give opinions, join a meeting, or submit documents deemed relevant or necessary.
11. Have power to hire a consultant or third parties to provide opinions or consultancy in case of necessity, the expenses borne by the Company.
12. To perform any acts designated by the Board of Directors.
13. To acknowledge a copy of report of Company directors and executives regarding their or other related persons' conflicts of interests in relation to the business management of the Company or its subsidiaries, subject to the criteria, conditions and methods stipulated under the Capital Market Commission's notification.

#### **Qualifications of Independent Director/Audit Committee**

1. Hold not over 5% of register capital of the company, subsidiary or involving company, therefore, count all the stock that hold by all involving people.
2. Not involve in management, not being an employee, officer or advisor who receive the company salary.
3. Not being the one in family or the one who involve in business.

4. Not being a beneficent of the company or any subsidiary in any ways.
5. Adequate experience in reviewing the financial statement and other matters.

All the above Independent Directors / Audit Committees are qualified as the above criteria, have no any business relationship with the company and do not provide professional services. For the resume and detail of each Independent Director/ Audit Committee, the investor can consider at the part of “Resume of Directors and Management” at the end of this report. Due to such qualifications, the Independent Directors / Audit Committees are able to efficiently inspect the operations and performance of the company with accuracy and transparency. Including, they determine, control and evaluate the company to comply with the good corporate governance as well

#### **Selection of Independent Director / Audit Committee**

In part of Audit Committee selection, the company’s shareholders are the one who assign. However, Nomination Committee still allow directors and shareholders to nominate the candidates of Audit Committee by informing to the corporate secretary. Audit Committee determined to consist of 3 persons in the 3 year period. One of them must have an adequate experience in accounting and financial for ensuring all financial matters.

As consider at the part of “Resume of Directors and Management” at the end of this report, Mr. Janram Atthakrisna is a person who has adequate knowledge and experience in accounting and financial, so his inspection of the company’s operations and performance is accurate and reliable. Including, Mr. Charus Khanchanakhajit who has a good reputation in knowledge of Thai law and regulations is enabling to scrutinize, criticize and recommend the company in points of relating to government or laws and regulations.

Since the company listed in the SET, all audit committees of the company have never had business relationship with the company or service as professional to the company more than determined regulation.\*

\* As the regulation announcement of The Office of the Securities and Exchange Commission: permission for Initial Public Offering.

According to meeting record of the company in 2016, there are 4 Independent Director/Audit committee’s meetings which can show the numbers of attending the meeting as follows:

Name	Position	Attending Meeting / Total Meeting (times per year)
1. Mr. Charus Khanchanakhajit	Chairman of Independent Director/ Audit Committee	4 / 4
2. Mr. Janram Atthakrisna	Independent Director/Audit Committee	4 / 4
3. Mr. Surachat Pongpattarrine	Independent Director/Audit Committee	4 / 4

### Nomination and Remuneration Committee

Nomination and Remuneration Committee was approved by shareholders in the Annual General Meeting in March 28, 2014. The 4 nominations of Nomination and Remuneration Committee are as follows:

Name	Position
1. Mr. Charus Khanchanakhajit	Chairman of Nomination and Remuneration committee
2. Mr. Janram Atthakrisna	Nomination and Remuneration committee
3. Mr. Surachat Pongpattarrine	Nomination and Remuneration committee
4. Mr. Bunjerd Somsem	Nomination and Remuneration committee

### Authorities and responsibilities of Nomination and Remuneration Committee

1. Considering and determining policies and regulations of remuneration of the company and designing process of committees and sub-committee nomination.
2. Reviewing existing remuneration of committees and Top management/Executives by comparing the company's remuneration with average remuneration cost of other companies in the same section of industry, including considering points of experiences, authorities, responsibilities, duties and reasonable remuneration along with current performance of the company.
3. Presenting remuneration of committees and Top Management/Executives of the company in both financial compensation and non-financial compensation. Presenting overall such remuneration in total numbers as a budget to the Board of Directors to consider and present to ask for approval of shareholders in the Annual General Meeting of the company.

4. Recruiting, considering and presenting qualified persons to replace the expired committees/sub-committees or any other vacant relevant positions or as determination by new law with reasonable consideration and conforming the determining policies and regulations of remuneration of the company. Then, presenting the list of qualified persons to the Board of Directors and/or shareholders in the Annual General Meeting.

#### **Qualifications of Nomination and Remuneration Committee**

1. At least two-third of Nomination and Remuneration Committee members should be Independent Directors and the remaining should be Non-Executive Directors.
2. The chairman of Nomination and Remuneration Committee has to be an Independent Director.
3. The Chairman of the Board of Directors should not be either a chairman or a member of any committee, to ensure independence of the committees.

According to meeting record of the company in 2016, there are 2 Nomination and Remuneration Committee's meetings which can show the numbers of attending the meeting as follows:

<b>Name</b>	<b>Position</b>	<b>Attending Meeting/ Total Meeting (times per year)</b>
1. Mr. Charus Khanchanakhajit	Chairman of Nomination and Remuneration committee	2 / 2
2. Mr. Janram Atthakrisna	Nomination and Remuneration committee	2 / 2
3. Mr. Surachat Pongpattarrine	Nomination and Remuneration committee	2 / 2
4. Mr. Bunjerd Somsem	Nomination and Remuneration committee	2 / 2

## Top Management

December 31, 2016 all 7 executives consist of following:

Name	Position
1. Mr. Supachai Chaisupat	President & CEO
2. Mr. Weerasak Chaisupat	Managing Director
3. Mr. Kritsada Chaisupat	Executive Vice President in General Management
4. Mrs. Piyarat Sawatdee	Executive Vice President in Sales & Marketing
5. Mrs. Suwimon Chaisupat	Executive Vice President in Finance and Account Executive Vice President in Human resources (Deputy)
6. Mr. Ruxsux Kooptanond	Executive Vice President in Sales & Marketing (Mega Project)
7. Mr. Bundit Assavacheep	Accounting Manager

(Details of Board of Directors and Top Management/Executives in each person shown in the last section of this Annual Report: “Resume of Directors and Management 2016”)

## Authorities and responsibilities of President and Managing Director

1. Oversee all managerial matters.
2. Ensure that all company plans and managements reach the company’s policy and the approved budget.
3. Approve all company’s expenses which has ladder as following:
  - 3.1) President can approve the regular sale and purchase transactions not over 400 million baht. Purchasing other assets not over 500 million baht. If it over, can propose to the Board of Directors meeting.
  - 3.2) Managing Director can approve the regular sale and purchase transactions not over 200 million baht. Other asset not over 30 million baht. If it over, must propose to the president.
4. Issuing order, regulation, announcement and report that will make the company reach their policy and benefit to the company.
5. Can be the company representative to other person that can be benefit to the company.



6. Assign and approve all counselors for the company.
7. Be the authorized person who in charge of managing the company to reach their objective, policy, rules and regulation, and also meet the Board of Director's minute of meeting.

However, this authorization of the President and Managing Director or other authorized person, are excluded the approval of the matter that will be benefit or conflict to the company or subsidiary. All this matter must pass the approval of the Board of Director's meeting and/or the shareholder's meeting. Except the matter that is a normal company's business or the matter that already approved.

### Corporate Secretary

Name	Position	E-mail Address
Mr. Bundit Assavacheep	Corporate Secretary	bundit@cspsteel.com

### Authorities and responsibilities of Corporate Secretary

The Board of Directors assigns a Corporate Secretary to take responsibilities of learning and gathering all relevant legal information, regulations, rules that the company has to notified and conform as The Stock Exchange of Thailand, The Securities and Exchange Commission or other relevant organization has announced. In addition, the Corporate Secretary is a person who record minutes of Board of Directors' meeting, the Annual General Meeting and the Annual Report. Gathering recommendation, opinions or complaints of stakeholders for reporting to the Board of Directors with reasonable comments, managing all activities of the Board of Directors, communicating and overseeing all departments of the company to conform the Board of Directors' approval, rules, regulations and policies of The Stock Exchange of Thailand and The Securities and Exchange Commission are the duties of Corporate Secretary as well.

### Selection of Committees and the Management

For accuracy, transparency and fairness of selection of committees and management team, shareholders approved to set 4 Nomination and Remuneration Committees during the Annual General Meeting of the year 2014. (March 28, 2014). Their authorities and responsibilities are recruiting, considering and presenting qualified persons to replace the expired committees/sub-committees or any

other vacant relevant positions or as determination by new law with reasonable consideration and conforming the determining policies and regulations of remuneration of the company. Then, they will present the list of qualified persons to the Board of Directors and/or shareholders in the Annual General Meeting. However, Nomination Committee still allow directors and shareholders to nominate the candidates of vacant positions of committee by informing to the corporate secretary to present to the Nomination and Remuneration Committees later.

The Nomination and Remuneration Committees would set at least 2 meetings per year. Ones of necessary agenda are recruiting new qualified directors/ committees and members of top management team to enhance the team or replace the expire members. They would consider qualified persons from both within organization and outside organization. For example, as the 1<sup>st</sup> Nomination and Remuneration Committees meeting of the year 2015, there was an agenda of recruiting a new Executive Vice President in Human resources. As the 1<sup>st</sup> Nomination and Remuneration Committees meeting of the year 2016, there was an agenda of recruiting a new director whose qualifications should concentrate on experiences about governmental documentation or ability to governmental communication and procedures. Because nowadays, our growing company has more opportunities to communicate with government sectors, but most company's staffs are still not sure how to prepare accurate documents and how to proper conform the governmental procedures. Importantly, this recruitment would achieve the company's strategy that the company desires to expand its customer base to government sectors in the near future.

Additionally, in every year before the Annual General Meeting, the company allows shareholders to be capable of nominating the candidates of committees in a period of 30 days before closing of proposing Annual General Meeting's agenda if such shareholders hold at least 5% of Issued and Paid-Up Capital Common Stocks of the company or at least 25,000,000 shares with one shareholder / gathering many shareholders and must have held those shares for at least 1 year and still hold those shares at the day of such allowance.

### Assigning the Board of Directors

To assign the Board of Directors, all the candidates will be approved in the shareholder's meeting. Assigning the Board of Directors comes from the shareholder's vote in the following ways:

1. One shareholder has the vote equal to how many shares they have in hand.
2. One shareholder can split their votes for selection of many candidates.

3. The one who got the highest vote will be the Board of Director respectively. If there is an equal vote, the President will be the one who assign.

### **Directors from the Major Shareholders**

In current, 4 directors of the company are from the major shareholders: “Chaisupat Group” and 3 of them are executives in the management team. However, there are 4 directors who are not from such major shareholders and are able to balance of the Board of Directors. Meanwhile, the Chaisupat Group always made decisions and run the business with responsibilities to overall shareholders and best results for the company. There are not any situation of Conflict of Interest because they have never managed or operated in any other business relating to the steel industry and never personally influenced in destructive way to the company’s benefits.

### **Selection of the Management**

For accuracy, transparency and fairness of selection of committees and management team, shareholders approved to set 4 Nomination and Remuneration Committees during the Annual General Meeting of the year 2014. (March 28, 2014). Their authorities and responsibilities are recruiting, considering and presenting qualified persons to replace vacant executive positions and reviewing the performance of existing executives in the management team in points of capability, knowledge, experiences and business ethics to maximize the benefits of the company and all shareholders. Then, they will present the list of qualified persons to the Board of Directors and/or shareholders in the Annual General Meeting. However, Nomination Committee still allow directors and shareholders to nominate the candidates of vacant executive positions by informing to the corporate secretary to present to the Nomination and Remuneration Committees later.

### **Directors / Committees and Management Remuneration**

For accuracy, transparency and fairness of remuneration of committees and management team, shareholders approved to set 4 Nomination and Remuneration Committees during the Annual General Meeting of the year 2014. (March 28, 2014). Their authorities and responsibilities are to fairly determine and review remuneration of committees and Top management/Executives in both financial compensation and non-financial compensation, then, present overall such remuneration in total numbers as a budget to the Board of Directors to consider and present to ask for approval of shareholders in the Annual General Meeting of the company. Regarding resolution of AGM 2016 at March 31, 2016, total

numbers as a budget for Directors / Committees and Management Remuneration must not exceed Baht 2,000,000 (excluding salary and bonus of Executive Directors) which was the same rate as that of 2015. The details of their definition and remuneration limits are as follows:

1) Salary

Salary was monthly paid for Executive Directors which considered by comparing the company's remuneration with average remuneration cost of other companies in the same section of industry, including considering points of authorities, responsibilities, duties, abilities, experiences and each personal performance. Non- Executive Directors still shall not gain this category of remuneration.

2) Remuneration from operating results/ Bonus

Bonus was annually paid for both Executives and Non-Executive Directors. This kind of compensation depends on average remuneration cost of other companies in the same section of industry, annual financial performance or annual operating results of the company, duties, responsibilities, knowledge, abilities and experiences of each director. The Executive Directors shall gain Bonus according to Bonus consideration system of the company as other employees which depending on the company's operation results and each Executive Director's performance. Likewise, Non-Executive Directors shall gain Bonus according to the company's operation results, each Non-Executive Director's performance and each responsibility. Bonus shall not exceed Baht 1,000,000 in total (excluding Executive Directors) and directors can allocate by themselves.

3) Remuneration for directors for the Board of Directors Meeting /Attendance Fee

This kind of compensation was paid for only directors who attend any Board of Directors' Meeting and shall not exceed Baht 200,000 per each meeting.

4) Incentive Fee and Other Welfare

It is a special compensation which paid by concerning value-added to shareholders; for example, sales commission, net profit of the company, dividend of shareholders or any other welfare such as social security expense , medical expense, etc. The Board of Directors agreed that this kind of remuneration is still not necessary.

5) Remuneration for Board Committees: Audit Committee and Executive Directors are considered by the Board of Directors which shall be commensurate with the duties and responsibilities of directors, or allow the Nomination and Remuneration Committee to take that responsibility. At the present, Nomination and Remuneration Committee of the company consider that committees are also take a

position of directors in the Board of Directors of the company and the current remunerations are appropriate; therefore, there's no need to allocate remuneration for this type of remuneration.

Remuneration of directors / committees and Top management/Executives in both financial compensation and non-financial compensation in year 2016 are as follows:

### Remuneration of Directors/Committee and Top Management/Executives (Financial Compensation)

Item	2015			2016		
	Salary/Bonus	Attendance Fee	Other*	Salary/Bonus	Attendance Fee	Other*
<b>Directors</b>						
1. Mr. Supachai Chaisupat	-	50,000	-	-	50,000	-
2. Mr. Weerasak Chaisupat	-	50,000	-	-	50,000	-
3. Mr. Kritsada Chaisupat	-	50,000	-	-	50,000	-
4. Mrs. Panthipa Chewthanasoontorn	30,000	125,000	-	-	125,000	-
5. Pol.Gen. Vichien Samarnpong	-	-	-	-	75,000	-
6. Mr. Bunjerd Somsem	30,000	125,000	-	-	125,000	-
<u>Sub-Total</u>	<u>60,000</u>	<u>400,000</u>	-	-	<u>475,000</u>	-
<b>Independent Committees</b>						
7. Mr. Charus Khanchanakhajit	40,000	150,000	-	-	150,000	-
8. Mr. Janram Atthakrisna	30,000	125,000	-	-	125,000	-
9. Mr. Surachat Pongpattarrine	30,000	125,000	-	-	125,000	-
<u>Sub-Total</u>	<u>100,000</u>	<u>400,000</u>	-	-	<u>400,000</u>	-
<b>Nomination and Remuneration Committee 4 persons</b>	-	-	-	-	-	-
<b>Total</b>	<b>160,000</b>	<b>800,000</b>	<b>-</b>	<b>-</b>	<b>875,000</b>	<b>-</b>
<b>Directors with Management Team</b>						
3 persons	18,068,555	-	-	15,819,000	-	-
<b>Other Management Team</b>						
4 persons	5,187,880	-	746,472	4,857,833	-	806,611
<b>Total</b>	<b>23,416,435</b>	<b>800,000</b>	<b>746,472</b>	<b>20,676,833</b>	<b>875,000</b>	<b>806,611</b>

\*Remark: Other remuneration such as sales commission, social security expense , medical expense and others expenses.

Management Remuneration is the set of salary, remuneration, bonus and other revenues, excepting for salary and bonus of directors with management team. According to the shareholder's meeting on March 31, 2016 the total remuneration of director / committee must not exceed Baht 2,000,000 (excluding salary and bonus of Executive Directors). In the year 2016, the company paid such Management Remuneration in amount of Baht 875,000.

Moreover, other remuneration of the company is Provident Fund which established on July 28, 2005 in the rate of 2% or 3% of their salary, beginning on July 2005. One December 31, 2016 the company has paid Baht 395,896 to the Management/Executives for this Provident Fund.

**Remuneration of Directors / Committees and Top Management/Executives (Non- Financial Compensation)**

- None -



## **GOOD CORPORATE GOVERNANCE REPORT**

CSP Steel Center realizes not only the significance of good management to achieve business goals but also the significance of good corporate governance principle in order to conduct the business with transparency, loyalty and responsibilities to society and all stakeholders. CSP Steel Center believes these will bring trustworthy and sustainable growth to the company. Regard to the good governance principle, the company sets our own principle by referring to The Principles of Good Corporate Governance for Listed Companies 2012 which the details are as follows;

### **Policy of Good Corporate Governance**

- 1.1 The principle of operating business must regard to benefits of stockholders and stakeholders.
- 1.2 Directors and management team must efficiently, carefully and thoroughly manage the company for the maximum benefit of the company and shareholders.
- 1.3 All operations can be clearly reported with transparency and on time.
- 1.4 Risk management must be controlled and minimize loss.
- 1.5 Business ethics are strictly conducted in every department.

The Principles of Good Corporate Governance of the company could be presented in 5 categories, namely:

- 1) Rights of shareholders
- 2) Equitable treatment of shareholders
- 3) Role of stakeholders
- 4) Disclosure and transparency
- 5) Responsibilities of the Board

For the details of each category are as follows:

### **1. Rights of Shareholders**

#### **- Shareholders' meeting**

- 1.1 In every shareholder meeting, the company conforms to the rule and regulations of Thai listed companies by delivering the notice of shareholders meeting along with meeting agenda and other supporting documents to every shareholder. Also, published such notice of the meeting in the public daily newspaper according to regulations of the company's Articles of Association and online in the company's website to let all shareholders to consider information prior to the meeting date.

- 1.2 The board of directors should publicly disclose policies to encourage all shareholders, including institutional ones, attending the company's shareholders meeting.

As the company conforms to this point, not only the company mails the notice of the Annual General Meeting to all shareholders, but also our IR staffs randomly invites in both personal and institutional shareholders by telephone call.

- 1.3 The board has the duty to ensure that the company provided shareholders, in advance of meetings, with the date, time, comfortable venue (with map attachment), copy of previous Annual General Meeting report, CD of annual report, summary of annual financial performance, resume of directors whose expiration of the term are on due and are nominated to serve a position again, related documents of financial statement auditor and its remuneration, resume of independent directors who are assigned to be proxies of unable-attended shareholders in Annual General Meeting, a proxy document (attachment), conditions rules and procedures of the meeting proxy and voting method, Articles of Association in sections of meeting and voting method, submitting questions of shareholders to the company prior to the meeting date, and all agenda items with the rationale or explanation for each agenda item or resolution in the notice of the Annual General Meeting or extraordinary general meeting or circulars and/or the accompanying statement.

The company always conforms to this regulation in every year.

- 1.4 All meeting agenda comprise of important details that need to be casted the vote during the meeting, are clearly informed with the rationale or explanation for each agenda item to every shareholder before the meeting date.
- 1.5 The board allows shareholders to send their questions to the company prior to the meeting date. Investors should be clearly informed in advance of the determined criteria for accepting advance questions and the process for submitting them, including on the firm's website.

The company's already provided all determined criteria, process of submitting and channel of submitting for shareholders' question in both notice of shareholders meeting and website of the company.

- 1.6 To facilitate shareholders who are both able and unable to attend the meeting, the proxy form is provided along with notice of the meeting. Therefore, shareholders may authorize other person to attend the meeting and cast the vote on their behalf or appoint an independent director who is appointed by the company as their proxy. The company provided at least 2 qualified independent directors to be a proxy.

**- Procedures on the shareholders' meeting date**

1.7 The company provides the best effort to accommodate the most convenience for shareholders in points of the meeting place, registration desk, receptionists or company staffs who facilitate all attendants with documents and other compliments that secure fast precise and accurate technology for registration and presentation, such as presentation of each agenda displaying in big screen, wireless microphone for providing shareholders opportunities to question, recommend and express their opinion as deem appropriate. Those lead to the convenient and successful shareholders' meeting.

1.8 All directors are determined to attend shareholders meetings. Shareholders will be able to ask questions directly to the chairpersons of the committee responsible for any specific issue. However, if anyone of them has a serious reason that can't attend, they have to inform to the board of director at least 3 days prior to the meeting date.

1.9 The board encourages the company appointing an independent party of scrutinizers/inspectors to count and/or validate votes at the Annual General Meeting at least 2 persons. These scrutinizers shall be disclosed at the meeting and recorded in the minute.

In every year, 2 inspectors from financial statement audit company always attend in the Annual General Meeting and were recorded in the minute every year.

1.10 In the meetings, there should be no bundling of several items into the same vote; for example, election of directors, and consideration of various types of remuneration.

1.11 For the sake of transparency and the future reference, the board should encourage the use of voting cards for important agenda items such as related party transactions or acquisitions or disposal of significant assets.

The staffs of the company will distribute a voting cards' set of every meeting agenda when shareholders register at the front of meeting room.

1.12 Equal opportunities provided to shareholders to express their opinions and ask questions to the Board of Directors in each agenda through whole duration of the meeting

In every Annual General Meeting, after voting of all agenda is finished, the board of directors will always share the rest of time to answer all questions of shareholders in detail with available presentation of well-prepared information. Moreover, the chairman of directors always informs the trend and update situations of the company and steel industry to the shareholders, even there is no such point in the agenda because the company truly respects rights of shareholders and conforms the principles of good corporate governance of the company.

1.13 Board of Directors' remuneration is one of the agenda of shareholder's meeting.

**- Writing and releasing of the minutes of shareholders' meetings**

1.14 The minute of shareholders' meeting would be completed and published on the SET's information system and company's website within 14 days since the meeting date. The minutes of shareholders meetings are determined to include a description of the voting and vote tabulation procedures used, declaring both before the meetings proceeds by the host, voting results of each agenda item containing approving, dissenting, and abstaining votes, list of the board members who attended or missed the meetings, questions or raise issues of shareholders, and answers or resolutions of directors.

1.15 The company would make publicly available the result of voting during the Annual General Meetings or extraordinary general meetings for all resolutions by the next working day on the company's website.

1.16 The company's dividend payment policy is considered as the important right of shareholders which determined no less than 50 percent of net profit after tax. However, the dividend policy still has to depend on operating results of each year and other necessary development plans in the near future.

## **2. Equitable treatment of shareholders**

**- Release of information prior to the shareholders' meeting**

2.1 Every shareholder has the same right to receive the information of the company without any conditions such as the number of shares, types of shareholder or nationality.

2.2 The board of directors determines the company to release its Annual General Meeting notice, with detailed agenda and explanatory circulars, at least 28 days prior to the meeting date.

2.3 The board of directors determines the company to inform shareholders of meeting procedures and voting criteria, including the voting rights attached to each class of shares.

The company's already informed those criteria in the notice of AGM according to Articles of Association of the company in topic number 4: shareholders' meeting; for instance, in clause 39: in Annual General Meeting, both common stock shareholders and preferred stock shareholders have the same right for 1 vote and this content can found in notice of shareholders meeting which publicly announced in website of the company as well.

2.4 The company has a policy to fully translate notice of shareholders meeting into English and published at the same time as Thai version.

### **- Protection of minor shareholders**

2.5 The company allows shareholders to propose the agenda of shareholder's meeting and directors' nomination 30 days in advance prior to the closing date agenda. The detailed criteria and conditions of such proposal have been posted at the company website along with proposal form for shareholder's convenience.

2.6 The process used in election of directors should allow shareholders to vote on individual nominees.

The company publishes "criteria and procedures for shareholders to propose agenda of shareholder's meeting and directors' nomination" which shown details of qualification, procedures, method of consideration, documents attachment, channels of submission and duration of proposal, including attached standard forms of the company in website of the company for 30 days in advance prior to the closing date agenda

2.7 The company has never added up the new agenda of the meeting without notification to shareholders.

### **- Protection against abuse of inside information**

2.8 The Board of Directors has to recognize the importance of inside information control and protects for internal use of restricted person only, so the Board established the policy and conduct to keep it confidential until discloses to the public.

- Educate all directors and executives to acknowledge their responsibility to report their shareholding and related persons' shareholding included their spouse and minor children to SEC and SET in accordance with Section 59 and the penal provision of Section 275 in the Securities and Exchange Acts B.E. 2535

- The company determines that all directors and executives have responsibility to report the changes in their own shareholding and securities holding to SEC and SET in accordance with Section 59 and the penal provision of Section 275 in the Securities and Exchange Acts B.E. 2535 and have to submit the copy of report to the company in the same day as report to SEC and SET. The purpose is to precisely report to the board of directors and disclose in the annual report.

- The company sends the notification letters to warn all management if they receive the inside information which is significant and can impact on changes of securities' price, all management is forbidden to buy, sell or transfer the company's securities, also forbidden to

disclosed such inside information to the public or other persons within 1 month before the financial statements or such inside information would be disclosed to the public.

However, if any directors, executives and the company's staffs are taking advantage for their own from using inside information and such action has caused any disgrace or damage to the company, the company will consider taking an appropriate legal action against such person.

#### **- Conflicts of interest by directors**

2.9 The Board of Directors has set that directors and executive directors are supposed to disclose their own interest or other related person's interest which related to the management of the company in accordance with Section 89/14 under the Securities and Exchange Act (No.4) B.E. 2551, In order that the Board of Directors can monitor such transactions that may create a conflict of interest and can determine for all benefits of the company and recorded this fact into the minute. As this consideration, directors and executive directors who may have conflict of interest with the company should not present and vote at the meeting to discuss or decide on any connected transaction as said.

2.10 In addition, the Board of Directors would consider and monitor such point in every quarter.

2.11 The Board of Directors of the company has never held more than 25% of issued and paid-up capital of the company.

Currently, the company determines that the decisions that may cause a conflict of interest or advantage/disadvantage of some benefits, directors or the management team who are shareholders are determined to not have the right to vote on issued that they are involved for independence in decision-making and then disclosures to the public suddenly due to concerning transparency. Besides, the necessary information required to be disclosed in the annual report (Form 56-2) and annual registration statements (Form 56-1) on regular basis. Currently, the Board of Directors of the company doesn't hold more than 25% of issued and paid-up capital of the company.

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

The company and the Board of Directors realize the rights and importance of overall stakeholders, including customers, employees, trading partners, shareholders or investors, creditors, competitors, community, environment and government sector. The company and the Board of Directors believe that a good relationship between the company and those stakeholders



is significant factors of the company's earning and financial stability. Also, it creates sustainable growth to both the company and those stakeholders. All details of this policy are as follows;


**3.1 Customers:** Regard to the company's mission, "We concentrate on operating as a professional steel service center that satisfies our customers with high quality steel products and services, punctual delivery and always keep improving and developing such quality with strategically focusing on Value-Added Products and Services to meet the customer's needs of various industries.", the company has kept conforming the mission through whole process of operation. Those are the phase of finding and purchasing international quality raw materials, Providing and selling high quality products with fair price regarding to market price in such period, Providing a professional consulting for customers about specification and adaptation of each product, Production of cutting shearing slitting or pipe milling to deliver high quality finished products as customers request, and finally delivering the finished products on time. In addition, the company has a policy to improve the quality of products, claim the products or paying compensation of unqualified products to ensure every transaction is fair to customers. The company has a specific team of staffs who manage and operate such policy.

**3.2 Employees:** The company realizes the importance of both machine/equipment power and human power as factors leading the company to reach business goals. The key point is machines and equipments cannot work well without controlling and maintenance of mechanic experts. Including, professional management team who creates the business strategies and overall operational workers of every department who work to support those strategies, all are important to the company since was founded. As a result, the company not only remunerates fair salary, wage, or bonus, but good welfare and security as well. The examples are as follows;

- The company has established the provident fund for employees, so they can save the money for life after leave, disability or retirement. The company's current policy is contribution in the same amount that employees pay into the fund each month.
- Safety in the workplace, workers are given a set of wearing apparel and safety equipment for working in a factory to protect them from accidents that may occur during operation. Also, there are training activities to prevent or mitigate accidents that may occur; for instance, fire elimination coaching, training on how to work safely and correctly for positions that are vulnerable to insecurity, first aid and transporting injured people and so on. If the accident happens, employees will be received a medical care payment from the Social Security Fund. Moreover, according to the company's policy, employees will be received more assistance in

special cases. If they have to take leave due to such accidents, the company would continue to pay wage / salary as usual.

The company has a policy about Safety in Workplace as follows:



บริษัท ซีเอสที สตีล เซ็นเตอร์ จำกัด (มหาชน)

CSP STEEL CENTER PUBLIC COMPANY LIMITED

**The Policy of Safety**


**Safety First**

8 Principles of Safety in Workplace

1. Safety in Workplace is the first work responsibility of every employee and every position.
2. The company shall support to improve safety in working conditions and environment.
3. The company shall support to create all related activities about safety to motivate all employees to concern about safety; for example, training, PR and campaign about Safety competition, etc.
4. Every supervisor must be a good leader and example of Safety by being a leader, trainer and attract employees to follow the work operation with Safety.
5. Every employee must concern own Safety, colleagues and the company's properties all through the working time.
6. Every employee must concern about cleanness and tidiness of the working areas.
7. Every employee must be willing to participate in the project of Occupational Safety, Health and Environment of the company. Also, influence in sharing the ideas to improve working condition, working implementation with Safety.
8. The company shall always evaluate the results of implementation whether conforming the above policy.


**0 OF ACCIDENTS**

**SAFETY BEGINS WITH YOU**



**ยอมไม่ได้ถ้าไม่ปลอดภัย**

**S F E T Y**



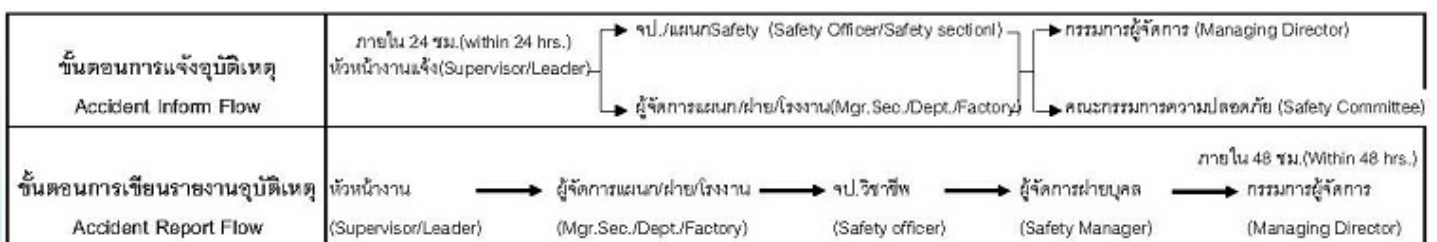
**Mr. Kritsada Chaisupat**

Chairman of Occupational Safety, Health and Environment Committee

Additionally, the company set the Occupational Safety, Health and Environment Committee of the Company according to Ministerial Regulation on the Prescribing of Standard for Administration and Management of Occupational Safety, Health and Environment in Workplace B.E. 2549 (A.D.2006). Their responsibilities are:

1. Consider the policy and plan of safety inside/outside the workplace in order to protect and mitigate the risk of accidents, sicknesses, disturbance from working, unsafety situations and propose such policy and plan to the management for approval.
2. Report and share ideas about regulations or improvement methods, conforming to the law of Standard for Administration and Management of Occupational Safety, Health and Environment in Workplace; in order to enhance the working safety of employees, sub-contractors and outsiders who work or service in the company's areas.
3. Enhance and support all activities, relating to safety in the workplace.
4. Consider regulations and tools for safety in the workplace, including standard of safety in the workplace, then propose them to the management.
5. Monitor implementation of safety in the workplace and do the statistic of accidents occurred in the workplace at least 1 time in a month.
6. Consider projects or plans about training of safety in the workplace, including projects or plans about training of responsibilities of employees, supervisors, management, employers and every level of Human Resources of the company, then propose them to the management.
7. Set the system of reporting unsafety situations which is the responsibility of every level of employees in the company must conform.
8. Follow up the results and feedback of all assignments that proposed to the management.
9. Report annual results of implementation and identifying problems, obstacles and practical suggestions to the management whenever the committee completes duties for 1 year.
10. Evaluate the results of implementation of safety in the workplace.
11. Implement other relating assignments as the management assigned.

Moreover, whenever the accidents in the workplace occur, the company will check and do “Accident Incident Investigation Report” which has the following details: Personal Detail, Accident Detail, Accident/Incident Evaluation, Description of Accident /Incident and Pictures (if any), Accident Analysis, Corrective and Preventive action, Suggestion/comment from Safety Manager/Safety officer and Follow up Corrective and Preventive action by Safety officer. The Accident Inform Flow and Accident Report Flow are as follows:



In 2016, the Statistic of Accidents in the Workplace and Actual Lost-Work Day from the Accidents are as follows:

Accident Date	Department	Accident Evaluation	Actual Lost-Work Day
19/1/2016	Production-Slitting	Level2: Lost-Work Day ≤ 3 days	1 day
21/1/2016	Maintenance	Level1: Lost-Work Day = 0 day	0 day
20/3/2016	Maintenance	Level2: Lost-Work Day ≤ 3 days	2 days
21/3/2016	Production	Level2: Lost-Work Day ≤ 3 days	3 days
4/6/2016	Production-Shearing	Level2: Lost-Work Day ≤ 3 days	2 days
5 accidents			8 days

According to the above the Statistic in the year 2016, the ratio of Actual Lost-Work Day is around 2.6% of all numbers of working day in 2016. It shows quite efficient result of conforming to the policy of safety in the workplace. However, the company still has a commitment to achieve the target 0% of accidents in the next year.

- There's an annual health check activity. The company has a policy to contribute all employees to receive an annual health check every year in order that the company would aware of the physical health of workers to prevent accidents, including to show concern for the health of all employees and to encourage employees concerning about their own health care.
- There is a policy to have annual travelling and annual banquet if the company's performance is satisfied in each year. The main purpose is to strengthen the relationship between all employees in the company also, to encourage all employees being committed to work effectively for the company's achievement.
- Development of the company's employees.

### **Policy of Human Resources Development**

As the company realizes that Human Resources is one of the most important resources of the company, not less important than the machines in the production lines. Developing Human Resources to have abilities according with the policy and current situations of the company is very significant because the good quality employees can lead the company to have the sustainable efficient work operations. As a result, the company designed the HR Development Model and conform it. The model called “3 Dimensions of Knowledge”:

- 1. Operational Knowledge:** The company intends to train and educate all employees about working processes or working operations, working techniques, how to apply working tools/hardware/software

which facilitate the employees to work correctly, safe, healthy and good for environment. Also, The company intends to train about enhancing conforming rules and regulations of working in the workplace and great attitude to the organization. The purposes are effective performance, good quality of products and services, and they can achieve the working objectives. Besides, the company allows all employees to participate developing the company's operations by suggesting to improve their own working processes in order to increase the efficiency of their working system, including conforming the working standard of ISO 9001.

2. **Managerial / Strategic Knowledge:** The company intends to enhance all employees about efficient Managerial / Strategic Knowledge in order to lead them to innovate about improving their own working operations for better efficiency and facilitation of systems until can achieve the business objective of the organization together.
3. **Developmental News / Knowledge:** Not only Operational Knowledge and Strategic Knowledge, but also other Developmental Knowledge that the company intends to support and motivate the employees. The company intends to support employees to learn about outside news / developmental knowledge in economic, related industrial, social, cultural, technological, and other developmental knowledge/news that can enhance the full dimensions of employees' knowledge because the company believes that those knowledge/news can motivate creativity or innovation skill of employees to improve the current system to be up to date with the fast moving world by applying them with the knowledge of operation and strategy. Due to such applying, the innovation/creativity results will be easily practical in the real working life as well.

Moreover, employees of the company could be divided into 4 levels in order to facilitate designing training programs/activities for each level. Those are:

1. **Director Level:** directors and committees of the company. They are appropriate to be focus training on Managerial / Strategic Knowledge and Developmental News / Knowledge. The company intends to motivate this level to attend training of Thai Institute of Directors (IOD), Stock Exchange of Thailand (SET), Securities and Exchange Commission of Thailand (SEC) and any other relating training programs in order to enhance their knowledge and understanding about roles, responsibilities and skills of being a director, including acknowledging a new relating rules or regulations of those institutions.
2. **Management/Supervisor Level:** Executive Management, President, Managing Director, Executive Vice President, Manager and Supervisor in many departments. They are appropriate to be focus training on all 3 dimensions of knowledge almost in the equal proportion because they need to understand and

have an ability to check the operation results of the subordinate whether their results are correct or efficient. Meanwhile, they need to have managerial knowledge to manage subordinate to work systematically and effectively. Also, they should be able to improve the working process/operation to benefit the organization. Regarding the executive management, they should focus training on Managerial / Strategic Knowledge and Developmental News / Knowledge such as various academic seminars: business strategies, global economic and financial outlooks which those concepts and data used to support decision making in management because they are the top leaders of the organization and have to determine the business policy and strategy to lead the organization to achieve the business objective together, even the organization have to face with the fluctuated economic situation. Also, the executive management who are the director as well should be trained by the same training program as director level.

3. **Office Operator Level:** the employees who work in the office are appropriate to focus training on how to maximize correction and effectiveness of work operations. The suitable training programs should focus on working techniques or methods for each duty in different departments.
4. **Factory Operator Level:** the employees who work in the factory are appropriate to be trained similar to the Office Operator Level which is how to maximize correction and effectiveness of work operations. However, the company intends to train both of them about Managerial / Strategic Knowledge as well in order to develop their developing skill, so they can suggest or share their ideas with the commanders about improving their working systems/operations. Also, they will have an opportunity to develop themselves to grow up in own career path.

#### **The Core Policy of Human Resources Development:**

1. The company realizes the importance of human resources and intends to develop their knowledge in order to achieve the business policy and objective of the company together.
2. The company shall conform the model called “3 Dimensions of Knowledge”: Operational Knowledge, Managerial / Strategic Knowledge, and Developmental News / Knowledge by both of in- house training and outside training.
3. The company shall support and motivate employees of all departments to be trained as determined plan/target which according with “3 Dimensions of Knowledge” and the business policy.
4. The company shall support every relating activity (as appropriate) even they derive from the employees’ ideas.



5. The commanders shall be a leader and support subordinates to increase their learning attempt in accordance with “3 Dimensions of Knowledge”.
6. Every employee shall participate in every related training activity as the commanders assigned.
7. The target of the company’s training shall be divided into 4 levels: 1. Director Level, 2. Management/Supervisor Level, 3. Office Operator Level, and 4. Factory Operator Level which proportion of “3 Dimensions of Knowledge” in each level shall be suitably applied for each year.
8. The company has the major target ratio that the employees of the company shall be trained at least 50% of total numbers of employees in each year, according to the determination of Department of Skill Development of Thailand.
9. The HR Department of the company shall process all documents about in-house training approval and outside training approval, including preparing related documents for submitting to the determination of Department of Skill Development of Thailand.
10. The company shall monitor/evaluate the results or feedback after training for both in-house training and outside training.
11. All new employees of factory must be trained about the Occupational Safety, Health and Environment Program in order to work and operate in the workplace with safety. Regarding all new office employees, they must be attend orientation program as well.
12. The company shall support the employees who are trained to teach or share their knowledge to relating colleagues in order that the employees can maximize their benefit of knowledge to improve or develop the efficiency of working systems/processes of the company.
13. The company realizes the importance of knowledgeable employees by annual considering their position promoting for their growing up in own career path.
14. The company encourages employees studying at a higher level which they may request a waiver of working time to match with their study schedule.

Plan and Targets of the Company’s Employees Training for the year 2016

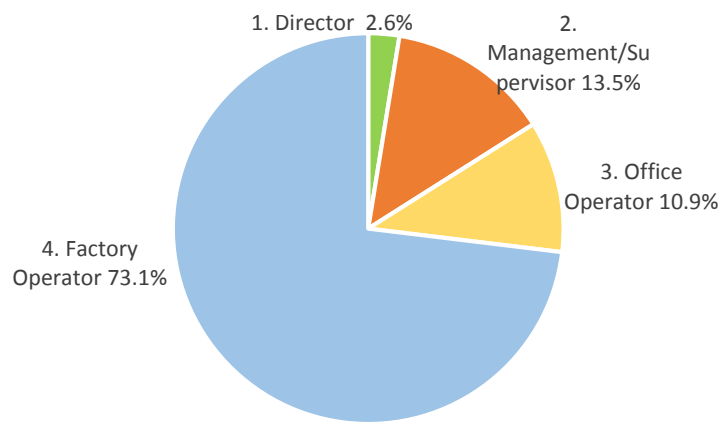
Level of Employees	Operational Knowledge	Managerial/Strategic Knowledge	Developmental News/Knowledge
1. Director	5%	65%	30%
2. Management/Supervisor	30%	40%	30%
3. Office Operator	80%	10%	10%
4. Factory Operator	80%	18%	2%
Target Ratio of Total Numbers of Trained Employees		55%	



## Statistic of Employees Training of the Company for the year 2016

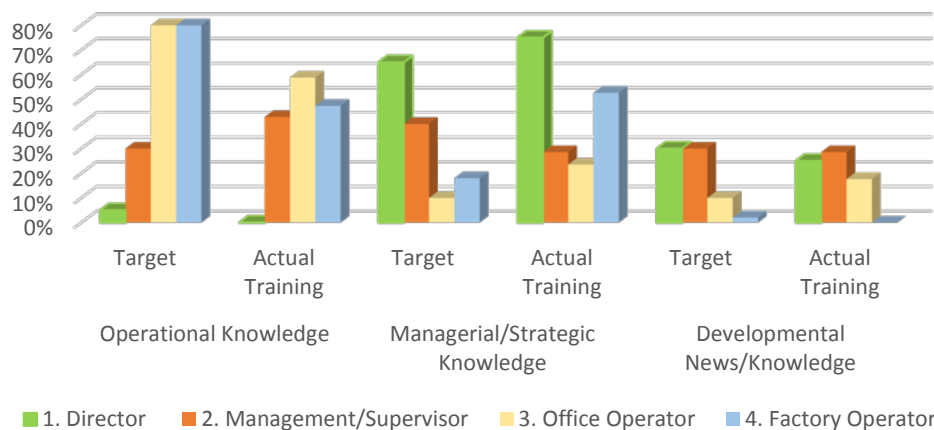
Level of Employees	Operational Knowledge	Target(Time)	Actual (Time)	Managerial/Strategic K.	Target(Time)	Actual (Time)	Developmental News/K.	Target(Time)	Actual (Time)	Total Actual(Time)
1. Director	5%	0	0	65%	3	3	30%	1	1	4
2. Management/Supervisor	30%	6	9	40%	8	6	30%	6	6	21
3. Office Operator	80%	14	10	10%	2	4	10%	2	3	17
4. Factory Operator	80%	91	54	18%	21	60	2%	2	0	114
Total Actual Training (Time)										156
Actual Ratio of Total Trained Employees to Total 265 Employees										59%

## Total Number of Trained Employees in 2016



■ 1. Director ■ 2. Management/Supervisor ■ 3. Office Operator ■ 4. Factory Operator

## Statistic of Actual Training Compared with Targets According to "3 Dimensions of Knowledge" of each Level of Employees in 2016



■ 1. Director ■ 2. Management/Supervisor ■ 3. Office Operator ■ 4. Factory Operator

The results of Training in 2016 shown that the company can achieve the major target with 59 % of the actual ratio of trained employees from total numbers of employees in 2016. (target is 55% which was set little higher than the determined level of Department of Skill Development of Thailand. Also, the average training time is around 5.40 hours per year.

However, regarding the actual training compared with targets according to "3 Dimensions of Knowledge" of each level of employees in 2016, there are some level that cannot reach the target of each 3 Dimensions (red boxes). Consequently, the company will increase developing training program and motivate employees to achieve all targets for the next years.

The examples of Training Programs that all levels of employees attended within the year 2016 are as follows:

1. Director Level: Sustainable Growth of Steel Industry of Thailand, Global Economic Outlook and Investment Recommendation 2016, Business Strategy for IR, 2-2016 Global Research Briefing, Achieve New Heights in the Age of Customer, etc.
2. Management / Supervisor Level: Effective Techniques for Financial Management, How to Efficiently Manage Accounting System According With the Current Financial Standards, The IBM Way of Accelerating Speed of Innovation, Interpretation of ISO 9001:2015 Requirements, Implementation of Thai Labor Standards Training Project, etc.
3. Office Operator Level: Implementation of Accounting Recording Improvement, New Launch of Tax Laws Updating for 2016, Good Practices for Analyst Presentation, Monitoring and Governing Process after the Company Received Permission Certificates by TISI, Oracle PaaS & IaaS The Platform Change, AGM Checklist Tutoring for the year 2017, 28 Problems of Accounting Closing according to Accounting Standards, Updating Every Problem of TAX Withholding Tax and Solutions for Entrepreneurs and Accountants Should Know., etc.
4. Factory Operator Level: the Occupational Safety, Health and Environment in the Workplace Program for General Employees and New Employees, Problems Analysis with 5 W 1 H, RoHS Regulations, Measurement Tools Usage, ISO 9001:2008 Training Program, etc.

- The company has a new welfare about lending for education and/or personal life because the management realizes that education is important and financial burden is significant to improve

standard of living of employees as well. The criteria of lending depend on each qualification, but payment period and interest are fair to every borrower.

**3.3 Trading partners:** The company has set a policy to well select and create good-relationship between the company and trading partners by fair treatment toward partners in accordance with business condition or mutual agreement for purpose of development and maintenance of sustainable relationship.

**3.4 Shareholders:** The company has focused on the rights of shareholders particularly, in rights of receiving the company's news, business performance and all important activities. Shareholders can track that information from the company's website, information system of SET and other public media. Also, shareholders can contact the company directly via Investor Relations Department, Ms. Supapatcha Sansuk at a headquarter office of the company, phone number: 02-291-6318. Ext. 501 e-mail: [ir@cspsteel.com](mailto:ir@cspsteel.com). Moreover the company emphasizes on other rights of shareholders which were discussed above, under the section. "Rights of shareholders". This includes the dividend payment policy that the company always complies with it.

**3.5 Creditors:** The company strictly follows the borrowing agreement and reports the company's financial data with accuracy and transparency as well as maintaining a good record of interest/loan payment on time.

**3.6 Competitors:** The company is committed to do business under the rules of decent and fair competition and do not unfairly discredit the reputation of competitors.

**3.7 Community and society:** The Company recognizes the importance of business development along with the development of good relationship with the community and society. With the strong policy, the company is not going to make any troubles to the surrounding community and society and usually be a part of contribution to develop the community and society for the better life together. The company also has plans to assist communities in many aspects, for example, helping to fund roadworks near the factory, granting scholarships and stationeries to neighboring schools in every Children's Day, donating money and property to temple and religious activities, etc. For more details, investors can consider at a section: "Corporate Social Responsibility Activities".

**3.8 Environment:** The company organizes the production process to care the environment according to the rules set out by the local district office. The company is often inspected by The Department of Industrial Works, Ministry of Industry of Thailand, to confirm that the

company's production process and environment management are within the standard, never experienced the air pollution or toxic waste and do not cause any harm to the environment. Even though the business is a steel service center, so the noise of the production process may occur and steel scraps and oil waste may be left from the process, the Department of Labor Protection and Welfare, Ministry of Labor has checked and ensured that the noise are managed in the proper way and are not over the limit of the rules. For the steel scraps, the company has gathered to sell to scrap dealers for delivering to recycle process. And for the oil waste from the machinery used, the company has properly stored in large containers for delivering to the company of waste water treatment. All these company's systematic efforts ensure that its value chain is environmentally friendly or is consistent with promoting sustainable development. In addition, plant managers and plant engineers study how to improve and develop operational procedures to reduce energy consumption of production processes or plant which this reduction success increases every year. Certainly, the purposes are not only the cost savings of the company, but also energy saving to the world which would help to alleviate the natural crisis of the world.

**3.9 Government sector:** The company strictly conducts its business complied with laws, rules and other regulations issued by government sector and never committed any severe illegal cases. Additionally, the company has strongly support anti-corruption or any fraud which might occur in both government and company sectors. If there is any corruption or fraud case in the company with precise evidences, the company would apply the maximum level of punishment, such as discharge with legal action, to encourage all management, directors and employees conforming to laws and regulations of the company and government sector.

The company always emphasizes that it is a duty of everyone, Board of Directors, Executive Directors, management team and all employees, to recognize and strictly conform the role of stakeholders.

Stakeholders also can request, criticize or give any advices to the Board of Directors via the following channel:

## **Whistle Blowing**

According to the policy of good corporate governance, the company allows all employees and every group of stakeholders can be a whistle blower about illegal behaviors, unethical behaviors, breaking rules regulations or policy of the company, corruption, violating rights or giving advices, comments about operations management of the company or improving about good corporate governance of the company. The company provides the channel for Whistle Blowing as follows:

### **Corporate Secretary**

CSP Steel Center Public Company Limited

Address: 475 Rama3 Road, Bangklo, Bangkolaem, Bangkok 10120

Telephone: (66)2-2916314 Ext. 203

E-mail: [bundit@cspsteel.com](mailto:bundit@cspsteel.com)

Corporate Secretary will gather information and directly coordinate to the Board of Directors

Or direct call to **Independent / Audit Committee** Telephone: (66)2-689-0801

### **Process of Whistle Blowing**

The whistle blowing, complaint, comments, and any advices will be deliver to suitable director/committee consider depending on each different case. The Corporate Secretary may ask for more information or additional evidences to investigate and make a decision about penalty or pass the cases to other local legal officers. The Corporate Secretary will continuously report the feedback and resolution or decision of the cases to the whistle blower within 1-2 weeks (depending different cases).

### **Measure of Protecting Whistle Blower**

The company will confidentially keep all information about whistle blowing. All processes and investigation will concern about safety of whistle blower, including all collaborative persons / witnesses to prove the truth, As a result, all related persons can ensure that they will not be negatively impacted by the whistle blowing to the company.

### **- Disclosure of policies**

All company's activities that has undertaken to implement the above policies were shown in annual report in topics of "Corporate Social Responsibility Activities" and "Investor Relations Activities"

#### 4. Disclosure and Transparency

The company realizes the importance of company's information disclosure in both financial and non-financial information to the public with accuracy, clarity, in time, easy to reach, equality and trusty, complied with the rules and regulations of SET and SEC.

##### - Disclosure of information

- 4.1 The company discloses transparency of company's financial information audited by the independent certified auditors complied with general accounting standard and non-financial information complied with the rules and regulations of SET and SEC.
- 4.2 The board presents its responsibilities concerning the company's financial reports alongside the auditor's report in the company's annual report.
- 4.3 The company explains a Management Discussion and Analysis (MD&A) for every year along with financial statements and for each quarterly financial statement in case of more than 20% change of financial status.
- 4.4 The audit and non-audit fees are disclosed in the annual report in the last part of topic: "Management Explanation and Analysis of Financial Statements"
- 4.5 The company discloses the roles and responsibilities of its committees, the number of meetings held, and attendance record of each director as shown in "Management Structure" in the annual report. Also, disclosure of committees/directors' resume, work experiences, professional education and training of its directors is in "Resume of Directors and Management" in the annual report as well.
- 4.6 Disclosure of remuneration policy, amounts of payment of each directors/committees/top-management are shown in "Management Structure" in the annual report.
- 4.7 The company determined to disclose the directors and executives' shares holding which this information and its change shown in "the Report of Directors and Executives' Common Shares Holding" as the last part of this annual report.

##### - Information disclosed on the company's website

- 4.8 The company discloses the annual report and annual statements (Form 56-1) on the company's website for shareholders and investors to easily download them. Moreover, other important information of the company is available on the company's website as well such as vision and mission of the company, list of the board of directors and management, structure of major shareholders, resume of directors and management, notice/invitation of shareholders meetings, criteria/procedures and form for shareholders to propose agenda of shareholder's meeting and

directors' nomination, Articles of Association of the company, capital structure, Good Corporate Governance Report of the company, Code of Business Conduct, risk management policy, contact points of Investor Relations and Corporate Secretary., etc. Including, updating interesting news or activities which relating to shareholders and investors are shown or available to download files on the company's website: [www.cspsteel.com](http://www.cspsteel.com)

#### **- Exposing Information Policy of Insider**

The company set Information Policy to control all insiders of the company about exposing inside information before publication, including buying/selling security before publication as follows:

- 4.9 All directors and executives are responsible for reporting their own status of holding shareholders, including their spouse and underage children to the SEC. and Exchange Commission pursuant as the rule under Section 59 and punishments under Section 275 of the Securities Exchange Act of 1992
- 4.10 The company determined all directors and executives to report every change of their own status of holding shareholders to the SEC. and Exchange Commission pursuant as the rule under Section 59 of the Securities Exchange Act of 1992. Then, submitting every copy of report to the Board of Directors of the company at the same day and all reports have to been informed in the annual report.
- 4.11 The company will send a circular letter to confirm that executives who recognize the inside important information, which might affect to the change of security's price, have to been forbidden to buy or sell the company's security for at least 1 month before the financial statements and/or such inside important information will be published. Also, executives must not expose such inside important information to others.

The company set the punishments to any persons who expose the inside important information and impact on the company in the negative way. Those punishments are verbal caution, literal caution, probation, employment termination and discharge, depending on the degree of mistakes.

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

### **5.1 Board Structure**

- The board comprises of directors who have diversified skills, experiences, knowledge and those skills are valuable to the business of company.



- The board of the company has an appropriate number of its members and composed of 5 and no more than 12 directors.

Currently, the Board of the company comprises of:

- 3 Executive Directors
- 3 Non-Executive Directors
- 3 Independent / Audit Committees
- The board of the company has independent directors who comment on the performance of the management independently. The number of independent directors should meet or exceed SEC requirements. However, if the chairman of the board and the managing director /CEO of the company is the same person, or is not an independent director, or is a member of managing director/ CEO, or is a member of management, the independent directors shall make up more than 50% of the board.

Currently, the independent/audit directors of the company comprise of 3 directors who are qualified in knowledge, skills, experiences and have abilities to rigorous review financial performance and non-financial performance. Although, there are only 3 independent directors represent 37.50% of total directors, the company plans to increase the numbers of independent directors in the future for showing good balance of power (more than 50% of the board). During the Annual General Meeting of the year 2014. (March 28, 2014) shareholders approved to set 4 Nomination and Remuneration Committees. The Nomination and Remuneration Committee is responsible to consider/review the remuneration of directors and management, select and present the list of qualified persons to the Board of Directors and/or shareholders in the Annual General Meeting.

- The independent/audit committees have served on the board not beyond 3 years and at least one of them has to be adequate specialized in accounting and finance in order to accurately and reliably review the company's financial statements. However, when the duration of holding the position of independent/audit committees is expired, they could be appointed to hold the position again as approval of the Annual General Meeting.
- According to the Articles of Association in topic number 3: Directors and Authorities of Directors, clause 18: in the Annual General Meeting, one-third of the Board of Directors shall retire by rotation, and if the number of directors cannot be divided exactly into three parts, closest to one-third of them shall be vacated and the first priority to retire is the director who

has the longest period of holding the position. However, after they retire or vacated, they could be appointed to serve the position again as approval of the Annual General Meeting.

The period of holding the position of each director is shown in the annual report in topic of “Resume of Directors and Management”. Every Annual General Meeting would have an agenda of considering to voting for new directors to replace the expired directors as the above mentioned Articles of Association

- The board states the policies regarding board positions in other firms according to the Articles of Association in topic number 3, clause 29: “the company prohibits any directors to be a partner or director of private companies, public companies, or any other organizations who operate business in the same industry as the company’s and/or is a competitor of the company, except for acknowledging an approval from the board.
- The company has a Corporate Secretary who works as a recommender and informer the board about the points of law and regulations of SET, SEC, and any other related institutes, including oversee, follow up and coordinate all activities of the board.

Currently, the company has 1 Corporate Secretary. Her name, responsibilities and authorities in details can be considered in the annual report, in topic of “board of directors structure” and subtopic: “Corporate Secretary”. Her resume and experiences are disclosed in “Resume of Directors and Management” in the annual report

- The board not only has abilities to monitor and review the accuracy and reliability of financial statement and other information of the company as well as is responsible for good corporate governance by preparing and monitoring the performance of all sections of the company to adhere to the policy. Also, they often keep on meeting to update and enhance the policy of good corporate governance to be appropriate with the current situation.

The Board will always receive the approval of the Annual General Meeting of Shareholders to remain such a position. For more details such as the scope of authorities, qualifications of directors and committees can be considered as a topic: “Board of Directors Structure”

## 5.2 Committees

- During the Annual General Meeting of the year 2014. (March 28, 2014) shareholders approved to set 4 Nomination and Remuneration Committees.
- The majority of Nomination and Remuneration Committee of the company is independent directors at least 2/3 of all committees. The rest of them should be non-executives director and

the chairman of the Nomination and Remuneration Committee of the company must be an independent director.

- The chairman of the board of directors is not either a chairman or a member of any committee, to ensure independence of the committees.
- The Nomination and Remuneration Committee will set its meetings at least 2 meetings in each year.
- The Nomination and Remuneration Committee has served on the board not beyond 3 years. However, when the duration of holding the position of independent/audit committees is expired, they could be appointed to serve the position again as approval of the Annual General Meeting.

For the responsibilities, authorities and other details can be considered in the annual report, in topic of “board of directors structure” and subtopic: “The Nomination and Remuneration Committee”.

### **5.3 Roles and Responsibilities of the board**

- The board’s duties and responsibilities should include reviewing and approving key business matters, such as the vision and mission of the company, strategy, financial targets, risks, major plans of action and budget, etc. Also, Monitoring and follow-up the compliance of management on approval policies and plans, internal control and risk management, governing long-term business operations, including employee development and succession plan.
- One of the board’s duties and responsibilities is participating in determination of the company’s vision and mission and reviewing approval of vision and mission in every year by collaboration with other executives in the meeting for the financial statements approval at the beginning of the year. In the meeting, the board will discuss with management executives to review and determine vision, mission and improve the business strategy to be appropriate with the current situation. The strategy planning is systematically set up. That is after the board has already considered and approved the latest operational results, the board will discuss with management team about reasons and methods to develop strategies for the upcoming year. They will concern many factors such as the current economic situation, steel world price, the customers’ market situation, competitors’ status and steel industry’s situation, etc. Moreover, they need to analyze all related risks to determine vision, mission, business policy and strategies in order to achieve the short/long – term objectives of the company. Then, the management team will apply the determined vision, mission, objectives and strategies to set

the action plans, budgets and annual key performance indicator (KPI). Finally, the management team will propose those plans to the board to be reviewed and approved for the real practices in the next step.

The board of the company reviews and approves vision, mission, and business objective every year. At the board meeting 1/2016 on February 25, 2016, the board and the management team collaborated to review about vision, mission, objective and strategies, according with the current situations of steel and economic world.

- The board has a duty to determine the policy of positioning in other companies of CEO. Currently, the board of the company determined that CEO of the company cannot be a director in other organizations, excepting for subsidiary company, holding company, affiliate company or any other company which the board approved.
- The board should set and approve a written corporate governance policy for the company and review the policy and compliance to the policy regularly, at least annually.
- The board encourages setting a written Code of Business Conduct for directors, management and all employees and it must be informed and communicated through overall sections of the company and everyone must conduct with transparency, honesty and morality. Also, compliance to the Code of Business Conduct should be closely monitored by the board.

At present, the company has the Code of Business Conduct for everyone in the company to conform and the board keeps monitoring the compliance to the Code of Business Conduct of everyone.

- The board should consider any conflict of interests thoroughly. Persons who have vested interests in a given transaction should not participate in decision-making process. The board should also monitor disclosure of transactions with conflict of interests to ensure accuracy and transparency.
- The board encourages the company setting a risks management policy to cover all risky activities/factors of the company, requests a report from management regularly to review and assess the effectiveness of risks management at least annually with the disclosure of risks management in the annual report.

At present, the company sets the policy of risk management. The risk management assesses the situation of the economic world and country outlook at least three months in advance for analyzing the risks that may arise and creating the prevention policies. Then, these policies will be communicated through all involving departments and the company should

submit monthly reports to the Board for follow up and controlling the implementation of such policies. For more information, shareholders and investors could consider the topic: “Risk Factors and Risks Management” and “Internal Audit System”.

- The board should ensure that internal control system and risks management is adequate efficiency and disclose in the annual report.

Currently, the company decided to use the outsource to do the evaluation, analysis, giving suggestion about internal system of the organization, financial audit, compliance audit, review the related transaction, doing the report and propose to the Audit committee and the Board of Director. The Internal Audit system has been audited by I.N.J. Audit, which is an independent party for observing and commenting the Internal Audit system to be an efficiency system.

The evaluation of the adequacy in Internal Audit System and risks management in details are shown in “Report of Independent / Audit Committee” and “Internal Audit System” in the annual report.

- The board is responsible to clearly show the way of contact to Independent / Audit Committee via E-mail and telephone in case stakeholders need to criticize or complain to the company.

The detail of Whistle Blowing is mentioned as the above part: “Roles of Stakeholders”.

#### **5.4 Board meetings**

- The company set the quarterly meeting to monitor the accuracy of financial statements and performance of the company. However, the company will attempt to set the board of directors meeting at least 6 meetings within a year and for Audit committee, the company will convene the meeting regularly at least every 3 months.
- Before starting a new year, the company will set the schedule of the board meeting for all through the new year. This schedule will cover in both the board of directors and committee, including date, time, month and venue, then deliver it to all directors and committees for preparing themselves to be available for every meeting that will occur within upcoming year.
- The Board of Directors and the Audit Committee will be informed with all necessary documents at least 7 days in advance before the meeting day for allowing them to consider all information thoroughly.

In the year 2016, there are 5 Board’s meetings which can show the numbers of attending the meeting as follows:

Name		Position	Attending Meeting / Total Meeting (times per year)
1. Mr. Supachai	Chaisupat	Chairman of the Board	5 / 5
2. Mr. Weerasak	Chaisupat	Director	5 / 5
3. Mr. Kritsada	Chaisupat	Director	5 / 5
4. Mrs. Panthipa	Chewthanasoontorn	Director	5 / 5
5. Pol. Gen. Vichien	Samarnpong	Director	4 / 5
6. Mr. Bunjerd	Somsem	Director/ Nomination and Remuneration Committee	5 / 5
7. Mr. Charus	Khanchanakhajit	Chairman of Independent Director/Audit Committee/ Chairman of Nomination and Remuneration Committee	5 / 5
8. Mr. Janram	Atthakrisna	Independent Director/Audit Committee/ Nomination and Remuneration Committee	5 / 5
9. Mr. Surachat	Pongpattarrine	Independent Director/Audit Committee/ Nomination and Remuneration Committee	5 / 5

- The chairman of the board and managing director set the board meeting agenda together and ensure that all important issues are included. Each member of the board should be free to propose an issue for a meeting agenda.

- All directors should attend at least 75% of all the board meetings held during the year.

Since the company set the meetings of the board of directors, all directors always attend the meetings more than 75% of all meetings.

- The chairman appropriately allocate the meeting time for complete management presentation and comprehensive discussion by the directors.
- The board encourages attending of top management to present and answer about related information to the board.

Since the company set the meetings of the board of directors, top management of the company always attends the meetings to provide managerial information in detail to the board.

- Non-executive directors/independent committees are be able to discuss among themselves without management team in order for them to freely debate their concerns.

According to meeting record of the company in 2016, there are 4 Independent Director/Audit committee's meetings, without attending of executives, which can show the numbers of attending the meeting as follows:

Name	Position	Attending Meeting / Total Meeting (times per year)
1. Mr. Charus Khanchanakhajit	Chairman of Independent Director/ Audit Committee	4 / 4
2. Mr. Janram Atthakrisna	Independent Director/Audit Committee	4 / 4
3. Mr. Surachat Pongpattarrine	Independent Director/Audit Committee	4 / 4

According to meeting record of the company in 2016, there are 2 Nomination and Remuneration Committee's meetings which can show the numbers of attending the meeting as follows:

Name	Position	Attending Meeting/ Total Meeting (times per year)
1. Mr. Charus Khanchanakhajit	Chairman of Nomination and Remuneration committee	2 / 2
2. Mr. Janram Atthakrisna	Nomination and Remuneration committee	2 / 2
3. Mr. Surachat Pongpattarrine	Nomination and Remuneration committee	2 / 2
4. Mr. Bunjerd Somsem	Nomination and Remuneration committee	2 / 2

- There is a Corporate Secretary who has duties to oversee the activities of the Board, record minute, arrange all files for monitoring and coordinate the implementation of the resolution by the Board.



## 5.5 Board and executives' self-assessment

- The Board of Directors assesses their own performance annually to consider the consequences and problems for further improvement which members of the board assess the performance of the board as a whole and on an individual basis. Criteria method and result of assessment are as follows:

### 1. Self-assessment of directors by the board

**Criteria:** regarding self-assessment form for the board of directors, the company implemented by adaption of SET's principles which can be divided into 2 parts:

**Part 1:** the board of director shall assess 6 issues as their comments to operation results. The 6 issues are as follows.

- 1) Structure and qualifications of the board of directors.
- 2) Roles, duties and responsibilities of the board of directors.
- 3) The board of directors' meetings.
- 4) The board of directors' working performance.
- 5) The board of directors' relationship and collaboration with the management team.
- 6) The board of directors' self-development and management team's development.

**Part 2:** The board of directors can comment or suggest any additional cases about operational performance of the board or any other operational performance of the company.

**Assessment Method:** the corporate secretary will submit the self-assessment form as the above criteria to all directors of the board at the end of every operation year. Then, the corporate secretary will gather and conclude the results to present at the first board of directors' meeting of the next year. The board of directors will review the results of assessment of the previous year and discuss to find the improvement ways together in every year.

### 2. Self-assessment of directors by individuals

**Criteria:** self-assessment form of directors for individuals can help each director to review and realize about responsibilities, principles and conducts that directors are supposed to do. Also, it can help the directors to develop themselves to work more efficiently. The assessment issues will accord with legal regulations, conducts and principles of SEC and SET. The issues are as follows:

- 1) Conducts and principles of implementation for directors.
- 2) Strategies determination, corporate governance and monitoring operations of the company.
- 3) Responsibilities to all stakeholders.

**Assessment Method:** the corporate secretary will submit the self-assessment form as the above criteria to all directors of the board at the end of every operation year. Then, the corporate secretary will gather and conclude the results to present at the first board of directors' meeting of the next year. The board of directors will review the results of assessment of the previous year and discuss to find the improvement ways together in every year.

3. The results of self-assessment of the board of directors and committees in the year 2016 are as follows:

Types of Committees	Result of Average Scores in 2016	Satisfaction Level
1. Board of directors	92.50 %	Excellent
2. Executive Committee	86.11 %	Good
3. Independent/Audit Committee	98.08 %	Excellent
4. Nomination and Remuneration Committee	98.44 %	Excellent
5. Individual	90.78 %	Excellent

- Regarding assessment of executives or management team of the company, not only the above assessment every year, but the board of directors and shareholders also consider the financial performance of the year as a main factor, then consider in terms of good corporate governance whether executives can follow the policies and controls to ensure all employees follow policies that are defined or not.

## 5.6 Remuneration

- Remuneration of Executive and Non-Executive Director should be in accordance with performance of the company, roles, responsibilities, skills, experiences and the board policy.
- Annual remuneration of the board and top management should not higher than average remuneration cost of other companies in SET and average remuneration cost of other companies in the same section of industry. The remuneration should be considered to the maximum benefit of shareholders.
- The annual remuneration of the board and top management must be approved by the Annual General Meeting.
- The annual remuneration of managing director and top management must be complied with the approval of by the Annual General Meeting.

According to the shareholder's meeting on March 31, 2016 the total remuneration of committee must not exceed Baht 2,000,000. Management Remuneration is the set of salary, remuneration, bonus and other revenues, excepting for salary and bonus of directors with management team. In the year 2016, the company paid such Management Remuneration in amount of Baht 875,000; as a result, its number is complied with the approval of the Annual General Meeting which its detail is shown following:

Item	2015			2016		
	Salary/Bonus	Attendance Fee	Other*	Salary/Bonus	Attendance Fee	Other*
<b>Directors</b>						
1. Mr. Supachai Chaisupat	-	50,000	-	-	50,000	-
2. Mr. Weerasak Chaisupat	-	50,000	-	-	50,000	-
3. Mr. Kritsada Chaisupat	-	50,000	-	-	50,000	-
4. Mrs. Panthipa Chewthanasoontorn	30,000	125,000	-	-	125,000	-
5. Pol.Gen. Vichien Samarnpong	-	-	-	-	75,000	-
6. Mr. Bunjerd Somsem	30,000	125,000	-	-	125,000	-
<u>Sub-Total</u>	<u>60,000</u>	<u>400,000</u>	-	-	<u>475,000</u>	-
<b>Independent Committees</b>						
7. Mr. Charus Khanchanakhajit	40,000	150,000	-	-	150,000	-
8. Mr. Janram Atthakrisna	30,000	125,000	-	-	125,000	-
9. Mr. Surachat Pongpattarrine	30,000	125,000	-	-	125,000	-
<u>Sub-Total</u>	<u>100,000</u>	<u>400,000</u>	-	-	<u>400,000</u>	-
<b>Nomination and Remuneration Committee 4 persons</b>	-	-	-	-	-	-
<b>Total</b>	<b>160,000</b>	<b>800,000</b>	<b>-</b>	<b>-</b>	<b>875,000</b>	<b>-</b>
<b>Directors with Management Team</b>						
3 persons	18,068,555	-	-	15,819,000	-	-
<b>Other Management Team</b>						
4 persons	5,187,880	-	746,472	4,857,833	-	806,611
<b>Total</b>	<b>23,416,435</b>	<b>800,000</b>	<b>746,472</b>	<b>20,676,833</b>	<b>875,000</b>	<b>806,611</b>

\*Remark: Other remuneration such as sales commission, social security expense , medical expense and others expenses

- The Nomination and Remuneration Committee has responsibilities to fairly determine and review remuneration of committees and Top management/Executives in both financial compensation and non-financial compensation, then, present overall such remuneration in total numbers as a budget to the Board of Directors to consider, present to ask for approval of shareholders in the Annual General Meeting of the company, and communicate the approval of remuneration to managing director to improve performance.

- **Audit Fee**

All fees of audit in 2016 are comprised of THB 430,000 of audit fee, THB 120,000 of inspection of financial statements in each quarter and non-audit fees: THB 60,000 of transportation fee. All auditors, staffs and business of SP Audit Co., Ltd. Are not related to the company at all.

In Addition, there are not any agreement of prepaid fees from pending audit services in 2016.

## 5.7 Board and management training

- The company encourages and facilitates training for all internal parties related to corporate governance such as directors, members of audit committee, executives, corporate secretary, etc. Training will enable them to continuously improve their performance. Training will conform to **“Policy of Human Resources Development”** which levels of Directors and Management shall be trained according to “3 Dimensions of Knowledge”: Operational Knowledge, Strategic/Managerial Knowledge, and Developmental News/Knowledge as follows:

- **Directors Level:** Both the board of directors and committee shall be focus training on Strategic/Managerial Knowledge, and Developmental News/Knowledge. The company intends to encourage them to attend trainings of Thai Institute of Directors (IOD), Stock Exchange of Thailand (SET), Securities and Exchange Commission of Thailand (SEC) and any other relating training programs in order to enhance their knowledge and understanding about roles, responsibilities and skills of being a director, including acknowledging a new relating rules or regulations of those institutions.

- **Executives / Management Level** are categorized in the same level as Management / Supervisor Level in the organization’s training model. This level are appropriate to be focus training on all 3 dimensions of knowledge almost in the equal proportion but the executive management, they should focus training on Managerial / Strategic Knowledge and Developmental News / Knowledge more than general supervisors level such as various academic seminars: business strategies, global

economic and financial outlooks which those concepts and data used to support decision making in management because they are the top leaders of the organization and have to determine the business policy and strategy to lead the organization to achieve the business objective together, even the organization have to face with the fluctuated economic situation. Also, the executive management who are the director as well should be trained by the same training program as director level.

In 2016, the company encouraged the board of directors, committees and executives to attend the suitable training as follows:

Date	Director/Committee/Executive	Position	Training Courses in 2016
14 December 2016	Mr. Weerasak Chaisupat	Managing Director / Director	Sustainable Growth of Steel Industry of Thailand
10 October 2016	Mr. Kritsada Chaisuapt	Executive Vice President in General Management	Interpretation of ISO 9001:2015 Requirements
11 March 2016	Mrs. Suwimon Chaisupat	Executive Vice President in Finance and Accounting	Thailand IFRS Conference 2016
28 July 2016	Miss Ongon Srihasaiyasit	Accounting Manager (resigned during 2016)	New Launch of Tax Laws Updating for 2016
29 July 2016			Critical points and problems that accountants should concern
4 March 2016			AGM Checklist Tutoring for the year 2017
27 October 2016	Mr. Bundit Assavacheep	Accounting Manager	How to Efficiently Manage Accounting System According With the Current Financial Standards
29 November 2016			Training of SET Portal with the new version.
19 December 2016			Effective Techniques for Financial Management

- Every new directors will be provided with all documents and information that are useful to perform their duties, including an introduction to the nature of the business and the operations of the company by the chairman of the board.
- The board shall establish a succession plan for executives. The managing director shall report to the board about the plan in every year.

Currently, the top management of the company is members of Chaisupat family who are eligible, knowledgeable and have experiences in working with the company and in the steel business for long. In addition, the current president always transfers his knowledge and experiences to other top management who are members of the family till most of them can perform instead of each others. Also, managing director annually reports the succession plan to the board and encourages successors training both in-house and in other professional institutions. However, the Board still considers and searches for eligible executives who have knowledge and experiences in the steel business to become a part of top management team for further developing growth of the company.

Except for 5 categories of this Principles of Good Corporate Governance of the company, there are another 2 points that the board also concerns:

**- The clear separation of responsibilities between the Board and management**

The company has set the responsibilities between the Board and the management of the company clearly. The management team, including Chief Executive Officer and President has the primary responsibility to manage the operations of the company according to policy, Plan and budget that approved by the Board, also work as assignee of the Company to manage all business affairs of the company to comply with the rules, regulations and reaching the mission of the organization. On the other hand, the board has a main duty to determine the policy of the Company, approve the investment projects, assign the Board of Executive Directors and Audit Committee, inspect the adequacy of internal control and management in other sections, etc. For more information could consider the topic: "Board of Directors".

**- The Aggregation or Segregation**

The Board of Directors, the Executive Committee and Management have the freedom of choice and clear separation of power and authority. The Managing Director and CEO shall not the same person. But both of them may represent a group of major shareholders in the same group, so that important decisions need to be approved by committee of every group. In particular, the independent committee will need to play a big role in recommendation as a result of the balance of administration scrutinizing.

## **CORPORATE SOCIAL RESPONSIBILITY**

More than 20 years that CSP Steel Center., Pcl. realizes not only the significance of good management to achieve business goals but also the significance of business ethics and good corporate governance as the vision: “We aim to be the one-stop service of high quality steel service center that satisfies the customer’s needs of various industries and to be a significant source who provides high quality steel material to such customers in order to enhance their competitive advantages regarding competition as domestic level, ASEAN level and global level. All these contributions are conducted to achieve the main purpose of sustainable growth together among the company, customers, trading partners and the nation.”

### **Policy of Corporate Social Responsibility**

The company realizes to take responsibilities to overall stakeholders and care of society, community and environment along with the company’s business operation: Corporate Social Responsibilities: CSR. Significantly, the company determines “**Role of Stakeholders Policy**”, customers, employees, suppliers, trading partners, shareholders, accounts payable, competitors, governmental sections, communities and environment, then communicates and encourages everyone to conform. Last but not least, there are an inspection of feedback of conformation and often review the policy to improve it for implementation in the next year. The purpose is that the company would grow up and receive benefits along with all stakeholders’ benefits as defined in the company’s vision: “Keep Growing Together”

However, the company’s Policy of CSR could be divided into 2 parts:

- CSR In Process
- CSR After Process

The company follows CSR guidelines of SET which are can be defined into 8 principles as follows:

1. Business Ethics
2. Anti - Corruption
3. Respect for Human Rights
4. Fair Treat to Employees
5. Responsibility to Consumers
6. Environment Policy
7. Community Development
8. Innovation and Distribution of Innovation to Community



## 1) Business Ethics

The company and the Board of Directors realize the rights and importance of overall stakeholders, including customers, employees, trading partners, suppliers, shareholders or investors, creditors, competitors, community, environment and government sector. The company and the Board of Directors believe that a good relationship between the company and those stakeholders is significant factors of the company's earning and financial stability. Also, it creates sustainable growth to both the company and those stakeholders. (For more details, please consider as title: "Good Corporate Governance Report", sub-title: "Role of Stakeholders" in the Annual Report)

Additionally, the company has a good relationship policy with every sectors; for example, attending a member of "Metal Tube and Cold-Forming Steel Association" which shows that the company well cooperate with trading partners and even competitors to share business information and commerce for sustainable growth of the domestic steel industry.

## 2) Anti – Corruption

The company not only seriously conform the rules and regulations of the government sectors, but also anti – corruption that might occur within organization or between government sectors. The punishment could be highest to discharge and properly take legal action for motivating all employees to respect and conform the rules of the company and government sectors. Also, there is "Code of Business Conduct" of the company for employees to learn and implement.

Internal operations of the company were designed to ensure about power balance among employees and departments in almost every step which could prevent corruption within the company or among other organizations. Also, the company hires I.N.J. Audit to be internal audit, inspect, review operation systems, and report to Independent/Audit Committee. However, the Board of Directors and Independent/Audit Committee allow all insiders and outsiders of the company to complain, inform, or sending clues to them via the following channel:

### **Whistle Blowing**

According to the policy of good corporate governance, the company allows all employees and every group of stakeholders can be a whistle blower about illegal behaviors, unethical behaviors, breaking rules regulations or policy of the company, corruption, violating rights or giving advices, comments about operations management of the company or improving about good corporate governance of the company. The company provides the channel for Whistle Blowing as follows:

#### **Corporate Secretary**

CSP Steel Center Public Company Limited

Address: 475 Rama3 Road, Bangklo, Bangkokaem, Bangkok 10120

Telephone: (66)2-2916314 Ext. 203

E-mail: [bundit@cspsteel.com](mailto:bundit@cspsteel.com)

Corporate Secretary will gather information and directly coordinate to the Board of Directors

Or direct call to **Independent / Audit Committee** Telephone: (66)2-689-0801

#### **Process of Whistle Blowing**

The whistle blowing, complaint, comments, and any advices will be deliver to suitable director/committee consider depending on each different case. The Corporate Secretary may ask for more information or additional evidences to investigate and make a decision about penalty or pass the cases to other local legal officers. The Corporate Secretary will continuously report the feedback and resolution or decision of the cases to the whistle blower within 1-2 weeks (depending different cases).

#### **Measure of Protecting Whistle Blower**

The company will confidentially keep all information about whistle blowing. All processes and investigation will concern about safety of whistle blower, including all collaborative persons / witnesses to prove the truth, As a result, all related persons can ensure that they will not be negatively impacted by the whistle blowing to the company.

### 3) Respect for Human Rights

The company respects about Human Rights by fair conduct and opportunity from every lower – position employees to executives or even new job applicators. The company does not support all types of discrimination: religion, races, genders, and ages if applicators are qualified for a job position as job description defined. The board of Directors also inspect all process and employees' behavior, regarding Human Rights.

The company always encourages all employees to concern about Human rights by communication of Human Resources department. However, if there is any confliction of Human rights, employees can inform to the Human Resources department or to Corporate Secretary, or channel of Whistle Blowing as shown in the previous part.

### 4) Fair Treat to Employees

The company treat to domestic and international labors equally. There are no any discrimination (refer to “Respect for Human Rights”), no labor force, respect to rights and freedom as Labors Law, fair hiring conditions, providing adequate / safe equipment, motivating welfare, developing quality of labors' life, professional training and fair job promotion. Besides, the company supports hiring in the fragile employees group such as disable labor (for some appropriate positions), elderly labor (the company allows retired employees who still want to work, continue working with the company by signing annual hiring agreement), etc.

Because of continuous conforming the above policy, the company has never faced to severe confliction about labors. The company always concerns that not only efficient power of machine to develop the company, but also professional labors, proficient employees and strategic executives to maintain and grow up the company sustainably.

However, the company allows employees can inform complaint to the Human Resources department or to Corporate Secretary, or direct phone number: (66)2-689-0801 to Independent/Audit Committees, or submitting case to Department of Labor.

(For more details, please consider as title: “Good Corporate Governance Report”, sub-title: “Role of Stakeholders-3.2 Employees” in the Annual Report and Part 2 number 9: “Good Corporate Governance” title: “Rights and Role of Stakeholders Policy” - 3.2 “Employees” in Disclosure report: Form 56-1 )

## 5) Responsibility to Consumers

Although the products of the company are not consumer product, the company still concerns about responsibility to consumers due to industrial customers use the company's products as their materials. The company has a strong commitment to provide safe and high quality products and services to customers for producing the best finished goods to end-users. Consequently, the company's responsibility to consumers is related to policy of responsibility to customers which could be described as follows:

- Fair and proper Pricing. It is not only fair to customers, but also help to maintain balance of market price mechanism. Because steel is a commodity product, over-below fair price could impact on total steel price market and it will affect to business of trading partners, competitors, customers and finally consumers.
- Truly, fairly and accurately information to customers. Because if customers misunderstand about specification of steel material, they might produce the under - standard products which would harm consumers or end-users.
- Materials of the company in both hot rolled steel and cold rolled steel products are approved by TISI related to compulsory for steel product. Also, the company always has a good relationship with TISI.
- The company concerns about private information of customers. The company keeps customers' information as confidential information; for example, pricing, specification of steel by order. Those information will not be exposed except for allowance form customers.
- Guarantee and After Sale Service. If the company's product is not qualified as ordered, the company's QC staffs will go to inspect and fix the problems or the products would be claimed by paying fair money back or changing a new proper ones.
- Policy of continuous development of products and services. The company concerns about developing products and services to achieve higher and safer standard. Including, keep providing more various types of materials to satisfy all customers and consumers' needs in the future.
- To fairly maximize benefits to consumers, the company usually cooperate with customers in many both business activity and general activities.

(For more details, please consider as title: "Good Corporate Governance Report", sub-title: "Role of Stakeholders-3.1 Customers" in the Annual Report and Part 2 number 9: "Good Corporate Governance" title: "Rights and Role of Stakeholders Policy" - 3.1 "Customers" in Disclosure report: Form 56-1 )

## 6) Environment Policy

Environment policy of the company related to the regulations of district office which defined principals as follows:

### 6.1 Prevention of Pollution

- Steel Service Center could create loud noise from cutting machine. However, the production of the company attempts to control the degree of such noise within safety limit as Department of Labor Protection and Welfare defined.
- The company set the rules for all employees who work in the factory to wear safety equipment for preventing from pollution and accident that could occur from a job. Also, supervisors has to usually inspect and follow up their conduct.
- Policy of reducing pollution from production process. The company encourage employees concern about cleanness and environment such as 5S campaign for maintaining cleanness of job area. Also, factory supervisors and QCM Supervisors have to usually inspect and follow up their conduct.
- The company has a policy to cooperate with community about environment by donating in labor, equipment or fund, depending on different situation.

### 6.2 Sustainable Resource Use

- The company's factory supports recycling of waste, leftover from production; for example, steel scrap from production would be gathered for selling to steel scrap traders to recycle system, engine oil from machine would be kept in proper closed containers for selling to entrepreneur relating waste treatment, steel straps or wood crates, that used for banding or planking steel, would be gathering for proper selling as well.
- To be organization culture, the company always educates and supports employees about knowledge of environmental management by creating many relating activities.

### 6.3 Climate Change Mitigation and Adaptation

- The company is only Steel Service Center, not upstream steel producer or milling, and the company' production is only about cutting and piping which having cooling system; therefore, there is no any hot pollution from production which is one factor of Climate Change. However, the

company still usually inspects about status of production and risks that might impact on Climate Change. Also, the company keeps maintaining and improving all machines such as improving cooling system of piping machine to reduce waste and enhance safer the energy, etc.

- Executives of the company support to planting big trees all around factory area to reduce, mitigate Climate Change and create better environment for job area.

#### **6.4 Protection of the Environment, Biodiversity, and Restoration of Natural Habitats**

- Before expanding production plan, the company would evaluate location, surrounding and environment whether it will harm or impact on a negative way more than Ministry of Industry determined.

- More than 20 years that the company always realizes the environment concern along with development of production because environment seems like one of stakeholders which can help the company to sustainably grow up.

- Related staffs of the company are allowed to train about Protection of the Environment, Biodiversity and Restoration of Natural Habitats to develop and improve factory's environment.

- The company motivates Protection of the Environment to be an organization culture by rewarding and punishment as different situation.

As the above conducts and principles, the company usually inspected by Department of Industrial Works, Ministry of Industry and all results are in limit as determined and never have problems about pollutions of noise, climate, poison or polluted water, also never faced to any other environmental confliction with community.

### **7) Communities Development**

The company always realizes to develop organization along with good relationship with society and community. The important policy about it is growth of the company must not harm or irritate society and community and cordially cooperate with them to develop our community. Moreover, the company has a policy to grant assistance, receive complaint and exchange attitude to develop near society and community together. The examples of such activities are donating scholarships to students and schools, attending local cultural and traditional activities, supporting religious activities, donating and helping victims of natural

disasters, supporting hiring local labors to distribute revenue within near community, attending “White Factory” (Anti – Narcotic in factory) Campaign to support non-harm society and community, supporting providing or availability of foods and other significant products for low-revenue people in community, including alliance with government sectors and other private associations to develop society and community with the company’s knowledge, resource, and skill.

(For more details, please consider as title: “Good Corporate Governance Report”, sub-title: “Role of Stakeholders-3.7 Community and Society” and Pictures in Part 2: “CSR after Process Activities” in the Annual Report)

#### **8) Innovation and Distribution of Innovation to Community**

The company motivates all employees to create new innovation that could improve efficiency of production process, work-flow of operation, information management, documentation, or even management system. Those innovation not only enhances value to the business, but also should benefit to environment, society, community and other stakeholders. Lastly, the company have a policy to protect confidential knowledge or patent of other people or organization, same as own assets as well.

### **Reporting Process**

The process of reporting started with thorough consideration of the Board of Directors about 9 stakeholders: customers, employees, trading partners, shareholders, accounts payable, competitors, society and community, environment and government sectors. The related policy and principals of the company are adapted from CSR Principles and guidelines of SET which currently determine 8 principles as describe above. However, the company would attempt to drill down into more details and cover other important aspects in the near future by applying “CSR Compass” of Securities and Exchange Commission and then, develop to “Global Reporting Initiative: GRI”.

For implementing those policy of CSR in Process, the company has already communicate principles and guidelines to all employees and assigned supervisors of each department to inspect and report to Executive Vice President in Human Resource and / or Corporate Secretary who will gather all information and report to the Board of Directors for improving better principles for the next level. Importantly, every



part of business process: production, other supporting department and management team have to concern and conform to such principles strictly and fairly in order to confirm that the company fairly operate business, concern environment, anti – corruption and respect rights and roles of stakeholders. However, in the near future, the Board of Directors has a plan to assign “CG & CSR Committee” to directly take responsible of CSR principles and guidelines, improve such principles, inspection, controlling, evaluating and developing KPI to evaluate all over connecting parts of the company.

### **Impact about CSR from Business Operation**

In current, the company’s business operation and process have never breached the regulation about CSR as determined by SET (above 8 principles) and all implementation is still along with such 8 principles with no any negative impact on society, community, environment or other stakeholders.

### **CSR after Process Activities**

The company always encourages business development along with CSR. The board of directors realizes that sustainable business existence and achievement are comprised of strong internal structure and society. Consequently, the board of directors impels to create many CSR after Process Activities; for instance, working environment, physical and mental health care of employees, working safety, environmental concern, community and social responsibilities. In year 2016, the company’s CSR after Process Activities were as follows:



1. On January 7, 2016, as the National Children's Day, CSP Steel Center., PCL prepared the important stationeries and dolly bags to distribute to children where are located near CSP factory: Wat-Chommit School, Village Health Volunteer Moo. No. 6. and Subdistrict Administrative Organization (SAO) Moo. No. 6.



2. During January 23-24, 2016, some executives of CSP STEEL CENTER., PCL. attended in a project of "5<sup>th</sup> Money Saving and Traveling to Donate Children" by "JaiBoonJung" volunteer group. All members of the group travelled to donate lunch, education fund, necessary supplies and building ground for sports for children/students of BaanPoSai School, NaaCheuk, Maha Sarakham province.





3. On October 13, 2016, Mr. Weerasak Chaisupat, MD as a deputy of CSP STEEL CENTER., PCL. donated 5 big carton boxes of beverages to The National Council on Social Welfare of Thailand: NCSWT. The purpose is to support the 50<sup>th</sup> activity of “Disability Day 2016”. The donation was occurred at Head Quarter, Rama3 of the company.



4. On November 3, 2016, some executives of CSP STEEL CENTER., PCL: Mr. Kritsada Chaisupat, Executive Vice President in General Management and Mrs. Orasa Chaisupat were Co-Host of royal funeral prayer for King Bhumibol Adulyadej at the church of Wat Ratchabophit.





5. On November 6, 2016, Executives of CSP Steel Center., PCL joined with some parents of Singapore International School of Bangkok to grant a lot of foods, beverages, inhalers, black bow tie, etc. and garbage collection at tent of Ministry of Defence, Sanam Luang, Bangkok. The purpose was to behave well for making a merit for King Bhumibol Adulyadej.



6. During November 19-20, 2016, CSP STEEL CENTER., PCL. led by Management Team bring the company's employees to have an annual outing of the company at Chanthaburi Province and nearby provinces. The purpose is to motivate collaboration among employees in the organization.



7. On November 26, 2016, CSP Steel Center PCL., had the activity of annual health check for all employees, both Head Office and Suksawad Factory, by Bangkok 9 International Hospital.

## Anti – Corruption Policy

The company not only seriously conform the rules and regulations of the government sectors, but also anti – corruption that might occur within organization or between government sectors. The punishment could be highest to discharge and properly take legal action for motivating all employees to respect and conform the rules of the company and government sectors. Also, there is “Code of Business Conduct” of the company for employees to learn and implement.

Moreover, the Board of Directors and Independent/Audit Committees take responsibilities to control everyone in the company to conform “Bribing or Corruption Laws”, also annually inspect and review every risky process. Internal operations of the company were designed to ensure about power balance among employees and departments in almost every step which could prevent corruption within the company or among other organizations. Also, the company hires I.N.J. Audit to be internal audit, inspect, review operation systems, and report to Independent/Audit Committee. However, the Board of Directors and Independent/Audit Committee allow all insiders and outsiders of the company to complain, inform, or sending clues to them via Corporate Secretary, or via the following channel:

### **Whistle Blowing**

According to the policy of good corporate governance, the company allows all employees and every group of stakeholders can be a whistle blower about illegal behaviors, unethical behaviors, breaking rules regulations or policy of the company, corruption, violating rights or giving advices, comments about operations management of the company or improving about good corporate governance of the company. The company provides the channel for Whistle Blowing as follows:

#### **Corporate Secretary**

CSP Steel Center Public Company Limited

Address: 475 Rama3 Road, Bangklo, Bangkokaem, Bangkok 10120

Telephone: (66)2-2916314 Ext. 203

E-mail: [bundit@cspsteel.com](mailto:bundit@cspsteel.com)

Corporate Secretary will gather information and directly coordinate to the Board of Directors

Or direct call to **Independent / Audit Committee** Telephone: (66)2-689-0801

### **Process of Whistle Blowing**

The whistle blowing, complaint, comments, and any advices will be deliver to suitable director/committee consider depending on each different case. The Corporate Secretary may ask for more information or additional evidences to investigate and make a decision about penalty or pass the cases to other local legal officers. The Corporate Secretary will continuously report the feedback and resolution or decision of the cases to the whistle blower within 1-2 weeks (depending different cases).

### **Measure of Protecting Whistle Blower**

The company will confidentially keep all information about whistle blowing. All processes and investigation will concern about safety of whistle blower, including all collaborative persons / witnesses to prove the truth, As a result, all related persons can ensure that they will not be negatively impacted by the whistle blowing to the company.



Currently, there is no any signed agreement of Anti-Corruption with any association and the company currently does not sign to be one of “companies of Thailand's Private Sector Collective Action Coalition Against Corruption's Declaration of Intent” by Thailand’s Private Sector Collective Action against Corruption (CAC), because the company tried to learn and self-assessed about 71 principles and realized that the company is not be ready yet. The company has both office and factory levels of employees. Some departments still need more time to be educated and improved. As the regulation, if the company signs to this campaign, the company must strictly conform within 18 months. As a result, the company still needs more time for well preparation and improvement of the organization to ensure conformation ability to all those principles.

However, as the above policy and concerns of the Board of Directors, it proves that the company still intends and realizes about importance of this point and keep controlling all employees to conduct Anti – Corruption in both internal operation system and with other outside sectors, including government sectors.

## Investor Relations Activities

The company encourages practices of CGR, including transparency and disclosure of operation and information to the public as the practices of Corporate Governance Report of Thai Listed Companies (year 2012). According to concerning “Rights of Shareholders” and “Disclosure and Transparency”, the company strongly creates and supports activities of Investor Relations. In the year 2016, the company’s Investor Relations Activities were as follows:



1. On January 8, 2016, Mr. Weerasak Chaisupat, Managing Director of the company gave an special interview with BangkokBizNews Newspaper about global and domestic steel market situation, opportunities, risks and adaptation that all domestic steel entrepreneurs face with. Also, he described about the previous operation results of the company, business plan, objectives, and strategies that would implement to achieve the objectives for the next year. This interview based on conforming to Good Corporate Governance Policy about transparent informing to the public.



2. As Mr. Weerasak Chaisupat, MD of CSP Steel Center Co., Ltd. gave an interview with the TV Program named “The Profit: Smart Investment” in an episode of “Think as CEO” by Amarin TV Channel on November 12, 2015 at Suksawad factory, The TV Program was broadcasted at Amarin TV on January 29, 2016 which the investors can watch the recorded video clips as the links below:  
<https://www.youtube.com/watch?v=wLQI-6HlPrM>  
<https://www.youtube.com/watch?v=5KH46ZN3dOg>

3. Moreover, all the year 2016, Mr. Weerasak Chaisupat, MD who is a representative of CSP Steel Center Co., Ltd. often gave an interviews with the presses in both printing media and online media. That information was all about the company’s performance, opinions about outlook of economy and steel industry, upcoming new projects, new investment of the company and so on. The investors can follow up all those related news via the company’s website: [www.cspsteel.com](http://www.cspsteel.com) in a section of “IR News Room” -> “IR News” or the following link: <http://www.cspsteel.com/news/group/13/3>

## **INTERNAL AUDIT SYSTEM**

5th Annual Board of Director's Meeting on November 10, 2016 which 3 of Audit Committees were in the meeting. They evaluated the adequacy in Internal Audit System evaluation of CSP Steel Center PLC. Also suggested that at present time the company has the appropriate Internal Audit System Evaluation according to SEC. Especially in related parties transaction with major shareholder and committee, management or involving people, the company already has the best way to control it. For the Internal Audit system for other department, the committee suggested that at present time, the company has sufficient Internal Audit system. The company decided to use the outsource to do the evaluation, analysis, giving suggestion about internal system of the organization, financial audit, compliance audit, review the related transaction, doing the report and propose to the Audit committee and the Board of Director. The Internal Audit system has been audited by I.N.J. Audit, which is an independent party for observing and commenting the Internal Audit system to be an efficiency system. Regarding their comments on August 26, 2016, the sum insured of asset were lower than a value of asset. Now, all comments are in process of adjusting. Besides, other I.N.J.'s comments were also adjusted, as follows:

### **1. Organization and Environment**

The company has a clear statement of the organization chart and all rules and responsibilities of the management. Setting the meeting for all employees to acknowledge about the company's objective. The company has set the annual objective by using the updated data for improving for the next year. Moreover, the company set the Code of Business Conduct as practices for all directors, executives and employees comfortably conform. After the board of directors oversaw how they conformed, the result was in the well satisfactory level, even there were some employees breached the Code of Business Conduct, such employees had already been punished as suitable method.

## 2. Risk Management

The management will evaluate the country risk assessment 3 months in advance for analyzing the risk that might occurs and find the way to reduce or destroy it. Moreover, the Board of Director shall receive the monthly report for analyze and control all the risks.

## 3. Controlling the Management Performance

The company assigned the clear statement of rules and responsibilities of all level of management. In addition, the company has the reviewing between each department. Present, the company has the effective rules of doing the related parties transaction of the major shareholder, committee, management and other involving person. All past related parties transactions were approved by the Board of Committee. However, after the becoming the public company, the company has assigned the committee to look after all related parties transactions. In the future, the committee who can approve the transaction must not be the beneficent one and must approve from the committee of the Security and Exchange market of Thailand.

## 4. Information System

In the past, the company has only an ineffective Board of Director's meeting system. However, after becoming the public company, the company follows the law by launching the meeting invitation letter with other important document to the committee 7 days in advance. For financial auditor, the company hires S.P. Audit Co., Ltd would be an officially financial auditor.

Nowadays, there are many IS and IT project development; for instance, installing Firewall system for preventing information hacker and controlling in-out of information in the company's network, Tracking and logging information of every users that communicate within organization, developing efficient Back-up system to sub-system of many departments., etc. Additionally, the company still keeps improving and updating policy of IT, IS and networking of the company for communicating and controlling users within organization.

## **5. Follow Up System**

The company has the comparison of the business performance and the company target by inform about the different. If there is the different or mistake, it must be reported to the management for improving. There is no mistake for the company.

The selection of Internal Auditor, the company had considered the wide range of performance and report, so they use the Outsource and propose their name to the Board of Director to assign annually. Beginning in 2006, for the evaluation, the Board of Director secretary will be the middleman between the auditor and the Audit committee.

## **REPORT OF INDEPENDENT DIRECTOR / AUDIT COMMITTEE**

(For the details, please consider as the following titles of the Annual Report)

### **AUDITOR OF INTERNAL SYSTEM**

The company hires Outsource as auditor of internal system. They have to take responsibilities to analyze, evaluate and comment about internal system management, including Financial Audit, Operational Audit, Compliance Audit, audit of Related Parties Transactions and Report such auditing to Independent/Audit Committees.

Currently, the company's auditor of internal system is I.N.J. Audit by Mr. Nivet Jintanawichai as a manager who has duties on auditing, commenting about plan for the company development and reporting to Independent/Audit Committees.

Independent/Audit Committees agree that Mr. Nivet Jintanawichai of I.N.J. Audit has enough academic knowledge, experiences, training and qualified to take responsibilities of internal system audit of the company. I.N.J. Audit has become the company's auditor of internal system since September in 2005. However, Independent/Audit Committees always consider about qualifications of outsource who works as the company's auditor of internal system and determine that every change, assignation or demote of the company's auditor of internal system have to been approved by them.

## Related Parties Transactions

Name of persons	Relationship	Type of transaction	Million Baht		Conditions/ Reason of Transaction
			2016	2015	
Chaisupat Co., Ltd.	Chaisupat Co., Ltd. is a Major shareholder which has been the authorized power by Mr. Supachai Chaisupat	1. Office & Warehouse Rental 2. Leasehold contract guarantee for office 3. Accrued Expenses 4. Prepaid Expense	4.93  2.80  -  0.25	4.52  2.80  -  0.25	- The office & warehouse rental could be Compared with other companies which were Baht 100-300 per square meter. - The deposit should be received within 30 days After a contract was end.
C.C.P. Metal Co., Ltd.	All shareholders of C.C.P. Metal Co., Ltd. relate with Mrs. Orasa Chaisupat who is a sister of Mr. Sangchai Cherapeesirisuk as director.	1. Selling goods 2. Receivable cheque 3. Account Receivable 4. Buying goods 5. Account Payable	14.56 1.19 0.54 - -	20.31 2.21 1.74 - -	- Regarding buying and selling transactions, the Shortage of some sizes might be occurred, However the buying and selling prices are normal prices which could be compared with other customers.
Khalek Paisan Co., Ltd.	Managing Director of Khalek Paisan Co., Ltd. is the Executive Vice President of Sale and Marketing (Mega Project) of CSP	1. Buying goods 2. Selling goods 3. Receivable cheque 4. Account Receivable 5. Account Payable	- 143.14 6.42 75.75 -	3.79 33.43 - 31.03 -	- Regarding buying and selling transactions, Khalek Paisan provide the material a for Project of CSP or the Shortage of some sizes might be occurred, However the buying and selling prices are Normal prices which could be compared with Other customers.



## MANAGEMENT EXPLANATION AND ANALYSIS OF FINANCIAL STATUS AND PERFORMANCE

### SUMMARY SCHEDULE OF THE COMPANY'S FINANCIAL STATEMENTS

(Million Baht)

FINANCIAL POSITION	2016	2015	2014	2013	2012
Cash and Cash Equivalent Items	9.29	25.40	3.89	38.90	32.93
Accounts and Others Receivable - Net	623.73	611.85	742.36	704.00	830.91
Inventories	843.59	1,098.78	1,272.94	1,223.70	1,109.33
Property, Plant and Equipment - Net	552.94	526.61	467.74	432.49	366.17
Other Assets	10.85	14.46	14.38	12.60	20.14
<b>Total Assets</b>	<b>2,040.43</b>	<b>2,277.10</b>	<b>2,501.31</b>	<b>2,411.69</b>	<b>2,359.48</b>
Bank Overdrafts and Short - Term Loan from Financial Institute	1,130.78	1,568.01	1,504.86	1,349.51	1,397.23
Accounts and Others Payable	156.04	72.40	100.85	247.91	133.96
Long - term Loans	-	-	5.73	1.65	20.22
<b>Total Liabilities</b>	<b>1,313.34</b>	<b>1,665.56</b>	<b>1,632.37</b>	<b>1,618.69</b>	<b>1,569.13</b>
Issued and Paid-up Share Capital	496.17	496.17	496.17	496.17	500.00
Premium On Share Capital	100.09	100.09	100.09	100.09	100.08
Legal Reserve	34.55	28.55	28.55	20.55	25.35
Retained Earnings	96.28	(13.27)	244.13	176.19	173.72
Treasury shares	-	-	-	-	(8.80)
<b>TOTAL SHAREHOLDERS' EQUITY</b>	<b>727.09</b>	<b>611.54</b>	<b>868.94</b>	<b>790.35</b>	<b>790.35</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>2,040.43</b>	<b>2,277.10</b>	<b>2,501.31</b>	<b>2,359.48</b>	<b>2,359.48</b>



**SUMMARY SCHEDULE OF THE COMPANY'S OPERATING****(Million Baht)**

<b>OPERATING RESULTS</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>	<b>2013</b>	<b>2012</b>
Revenue From Sales	2,712.97	2,645.84	3,852.41	3,979.89	4,256.18
Revenue From Construction Services	14.02	-	-	-	-
<b>Total Revenue</b>	<b>2,727.15</b>	<b>2,650.62</b>	<b>3,866.33</b>	<b>3,980.95</b>	<b>4,311.70</b>
Cost of Goods Sold	2,467.13	2,668.26	3,522.97	3,694.17	4,043.73
Cost of Construction Services	12.97	-	-	-	-
Loss for diminutions of inventories (Reversal)	(27.45)	4.82	22.59	0.25	0.84
<b>Total Cost of Goods Sold</b>	<b>2,452.65</b>	<b>2,673.08</b>	<b>3,545.56</b>	<b>3,694.42</b>	<b>4,044.57</b>
Selling and Administrative Expense	123.97	105.28	104.05	135.80	82.65
Interest Expenses	31.71	49.14	37.47	44.53	53.34
Corporate Income Tax	3.27	(0.04)	38.80	29.14	30.57
<b>NET PROFIT (Loss)</b>	<b>115.55</b>	<b>(176.84)</b>	<b>140.45</b>	<b>77.06</b>	<b>100.57</b>
Loss items from Actuary' estimate transaction	-	(1.18)	-	-	-
<b>Comprehensive Income for the year</b>	<b>115.55</b>	<b>(178.02)</b>	<b>140.45</b>	<b>77.06</b>	<b>100.57</b>
<b>Gross Profit margin ratio (%)</b>	<b>10.07</b>	<b>(1.03)</b>	<b>7.97</b>	<b>7.17</b>	<b>4.97</b>
<b>Net Profit margin (%)</b>	<b>4.26</b>	<b>(6.68)</b>	<b>3.65</b>	<b>1.94</b>	<b>2.37</b>

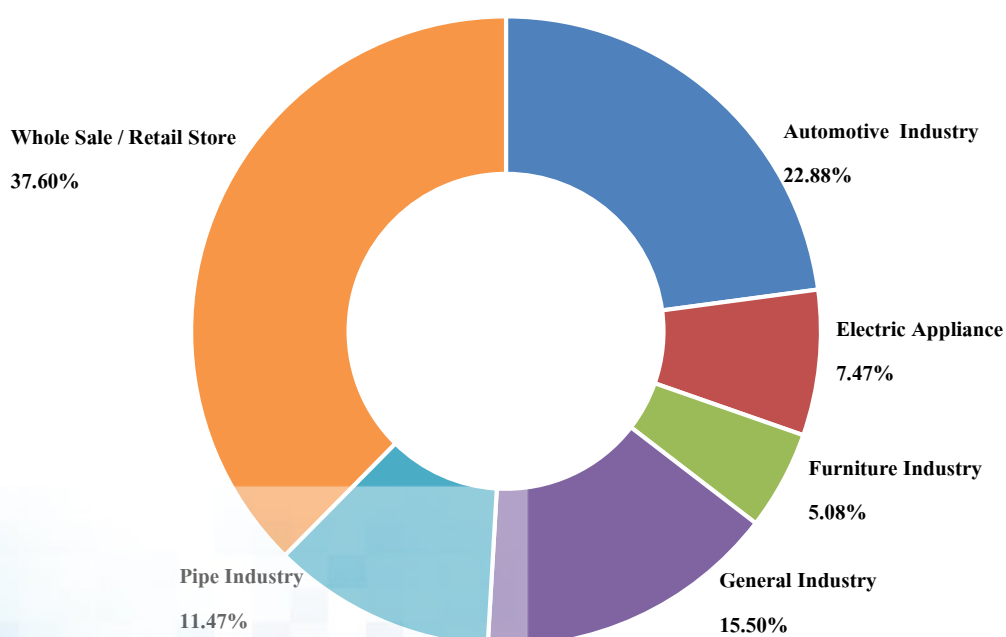
## SUMMARY OF FINANCIAL PERFORMANCE

CSP Steel Center Public Company Limited, the steel center provides all types steel sheet in coil and processing service by cutting a steel coil into steel sheet according to customer's size. Turnover of the Company's inventory is approximately 2-3 months for demand from the customer. In addition, The Company has planned to increase the capacity in cutting machine and piping line for conforms to the increasing of sale amount.

### Summary of Revenue form sale and percentage's sale amount in business unit.

In 2016, Revenue from Sale increasing from 2015, due to the sale's volume increasing by 8.62% from growth of domestic economic and improvement of demand by the company's main customer's group and increasing in new customers. The main proportions of selling in the year 2016 were in Whole sale/ Retail stores and Automotive industry same as the previous year in the past. The proportion of selling in Whole sale/ Retail stores and Automotive industry in 2016 were 37.60% and 22.88%, respectively. The Company's operating results had net profit margin by 4.26% however, the results of operations 4 years until the company is able to maintain the gross margin rate of profit (loss) by (1.03%) – 7.97%, and the rate of net profit (loss) by (6.68%) – 3.65%, which can analyze the performance of the past.

**Sales from each industry in Year 2016**



## ANALYSIS OF OPERATING RESULTS

### **The result of operation for the year 2016.**

The revenue from sales were Baht 2,712.97 million and the cost of goods sold were Baht 2,439.68 million which were 89.93% of revenue from sales, and gross profit margin ratio increasing comparing with the last year, The main reasons from the sale volume were increasing and more efficient management in production costs. The revenue from construction service was Baht 14.02 million and the cost of construction service was Baht 12.97 million which were 92.46% of revenue from construction service, as a result from construction service to the Government. In 2016, the gross profit margin ration was increasing by 11.09%, the selling expenses were increasing from sale commission and transportation expense from the sale volume increasing, the administrative expenses were increasing from the employee's base salary and welfare that adjusting conform to the high cost of living.

### **The result of operation for the year 2015.**

The revenue from sales were Baht 2,645.84 million and cost of goods sold were Baht 2,673.08 million which were 101.03 percent of revenue from sales, The Company has gross loss due to the decreasing of sale's pricing around 15.28% ,while the cost of goods sold was still high in early year. Moreover, financial cost of Company increased from the last year due to increasing of short-loans from financial institutions for running business operation.

### **The result of operation for the year 2014.**

In Year 2014, the revenue from sales were Baht 3,852.41 million and the cost of goods sold were Baht 3,545.56 million which were 92.03 percent of revenue from sales, comparing with the last year, The main reasons of these increasing gross profit margin came from decreasing of quantity of sales from the market competition but increasing in average selling price 2.29%. However, the Company had affected gain from fluctuated from exchange rate in amount of Baht 13.57 million or 129.26% from 2013.

**The result of operation for the year 2013.**

The revenue from sales were Baht 3,979.89 million and the cost of goods sold were Baht 3,694.42 million which were 92.83 percent of revenue from sales, comparing with the last year, The main reasons of these increasing gross profit margin came from more efficient management of material costs. However, The selling and administration expenses for the year 2013 increasing 13.08% compared to the same period last year due to the Company had affected loss from fluctuated from exchange rate in amount of Baht 46.38 million or whole amount from 2012. Moreover, the company had increasing in the employee's base salary and welfare that adjusting conform to the high cost of living.

**The result of operation for the year 2012.**

The revenue from sales were Baht 4,256.18 million and the cost of goods sold were Baht 4,044.57 million which were 95.03 percent of revenue from sales, comparing with the last year, The main reasons of these decreasing came from more efficient management of material costs and the result from the higher market competition that the Company cannot adjust selling price to capture with higher cost of sale, therefore the increasing of wages 10.23%. However, in 2012, the Company had affected gain from fluctuated from exchange rate in amount of Baht 55.02 million or whole amount from 2011. Moreover, the company can reduce Allowance for doubtful debt from 2011 in Baht 30.16 million

## FINANCIAL STATEMENTS SUMMARY

### 1. Total Assets

As of December 31, 2016, the total assets was accounted for Baht 2,040.43 Million decreasing by Baht 236.67 Million or 10.39 % compared to the same period of last year, the main reasons were as follows:

Inventory was decreasing by Baht 255.19 Million or 23.22% compared to the same period of last year, because of the higher efficiency of the raw material management.

Property, plant and equipment increasing by Baht 26.33 Million or 5% compared to the same period of last year, due to increasing in work-in-process of Factory's Building and work-in-process of machinery installment in order to support growth of the business in the near future.

### 2. Total Liabilities

As of December 31, 2016, the total liabilities was accounted for Baht 1,313.34 Million decreasing by Baht 352.22 Million or 21.15% compared to the same period of last year, the main reasons were as follows:

Bank overdrafts and short-term loans from financial institutions were decreased by Baht 437.23 Million or 27.88% compared to the same period of last year, because of declining in short-term loans for materials procurement and repayment on due.

Trade and others payable were increased by Baht 83.64 Million or 115.52% compared to the same period of last year, because of the high amount of raw material purchasing at the end of December.

### 3. Shareholder's Equity

As at December 31, 2016, the shareholder's equities was accounted for Baht 727.09 Million increasing by Baht 115.55 Million or 18.89% compared to the same period last year, the increased value derived from gaining net profit for the period.

## **AUDIT FEE**

SP AUDIT COMPANY LIMITED is an independent auditor whom doesn't have any relationship with the company. The annual audit fee is Baht 0.43 million per year and the financial review is Baht 120,000 per quarter and transportation fee not more than 60,000 Baht in 2016.



## **Non-Financial Performance**

### **Market Share**

Because the steel industry has many various types of products; therefore, there are a lot of levels and numbers of different domestic steel entrepreneurs in Thailand to serve the different customers' needs. As a result, it is very difficult to define the exact rank or marketing statistics of this industry.

However, if there is a consideration about the steel service centers which only owned by Thai major shareholders and their products/services serve to Automotive Industry to use as materials for auto-parts manufacturing, CSP Steel Center Public Company Limited could be one - fifth of the Market Share Leader in this market segment.

(Source: considering from the privileged entrepreneurs list of the free trade agreement between Thailand and Japan: "Japan–Thailand Economic Partnership Agreement (JTEPA)" in the year 2016).

### **Customers Satisfaction Evaluation**

Due to the policy of Satisfactory Level of company's customers, the company determines to do the Customers Satisfaction Evaluation in every half year. The company will make a random survey from many various customers, then record and manage the information with the efficient system. All those survey topics will accord with the company's policy and mission about achieving the customer's needs of various industries. The results of Customers Satisfaction Evaluation will be discussed and analyzed to find the solutions or improvement in a meeting of Management Review with attending of management team and every related supervisors. Moreover, the management team and supervisors will monitor about the performance of meeting's resolutions. For the year 2016, the results of Customers Satisfaction Evaluation are as follows:

#### **Satisfaction Criteria:**

Level AA: 91-100 %	Level B: 70-79 %	Level D: 50-59 %
Level A: 80-90 %	Level C: 60-69 %	Level E: Lower than 50 %

**Remark:** If the total score of evaluation is 50-59%, only low - score topics will have to be seriously improved.

If the total score of evaluation is lower than 50%, all processes of the system will have to be seriously improved.

**The results of Customers Satisfaction Evaluation:**

Month of Evaluation	Average Score (%)	Score Level
May 2016	81.17	A
November 2016	80.37	A
Total Average score for the year	80.77	A

According to the above results of Customers Satisfaction Evaluation in 2016, the company had Total Average score for the year: 80.77%, which was ‘A’ Score Level. It means that the performance of the company about Customer Satisfaction was good but still not excellent due to gaining some ‘C’ and ‘D’ score from several customers. Consequently, the company admitted for all comments and recommendations to improve all related business operations with a strong commitment to develop products and services to serve the next level of all customers’ satisfaction in every year.

## REPORT OF DIRECTORS

### RELATING TO RESPONSIBILITY FOR FINANCIAL STATEMENTS

The Board of Director is responsible for CSP Steel Center Public Company Limited (“The Company”)’s financial statements including financial information presented in the annual report. The financial statements have been prepared by management in conformity with generally accepted accounting principles, with appropriated accounting policies applying consistently; and based on management’s best estimates and judgments, with adequate disclosure of material issues for the best interest of shareholders and investors.

The Board of Directors has set up and maintains effective internal control system designed to provide management with reasonable assurance that transactions are recorded properly, the assets are safeguarded and that material frauds and malpractices are precluded.

The Board of Directors also appointed the Audit Committee to review the accounting policies, the accuracy and sufficiency of the company’s financial reports and to ensure the adequacy and the efficiency of the internal control systems as well as the risk management system of the Company. Opinion of the Audit Committee is shown in Audit Committee’s Report published in this annual report.

The Company’s financial statements also were audited by an independent certified public accountant from SP Audit Company Limited. The Board of Directors also provides document and information support so that the auditor can perform audits of the financial statements in accordance with generally accepted auditing standards to express his independent opinion on the true and fair of the financial positions and the results of the company’s operations as stated in the financial statements. Audit’s Report is also shown in this annual report.

The Board of Directors is of an opinion that the internal control system of the Company is satisfactory and can ensure the credibility of CSP Steel Center Public Company Limited’s financial report for the fiscal year ended 31<sup>st</sup> December 2016 in accordance with generally accepted auditing standards and its compliance with the laws and related legislation.



Suppachai Chaisupat  
President and CEO



Weerasak Chaisupat  
Managing Director



QUALITY STEEL  
SERVICE CENTER

## REPORT OF INDEPENDENT DIRECTOR / AUDIT COMMITTEE RELATING TO RESPONSIBILITY FOR FINANCIAL STATEMENTS

On December 31, 2015, CSP Steel Center., Pcl has Independent Director / Audit committee as following people:

Name		Position
1. Mr. Charus	Khanchanakhajit	Chairman of Independent Director / Audit committee
2. Mr. Janram	Atthakrisna	Independent Director / Audit committee
3. Mr. Surachat	Pongpattarrine	Independent Director / Audit committee

Independent Director / Audit Committee are assigned by the Board of Directors of the company to take responsibilities to inspect information about financial statements, internal audit system, operations of the company and report of Certified Public Accountant. Moreover, Independent Director / Audit Committee has a duty to motivate the company to operate in complying with good corporate governance and the regulations of SEC and SET. Including, giving recommendations about risks management and internal control to the management.

According to meeting record of the company in 2016, there are 4 meetings of Audit's committee which can show the numbers of attending the meeting as follows:

Name		Attending Meeting / Total Meeting (times per year)
1. Mr. Charus	Khanchanakhajit	4 / 4
2. Mr. Janram	Atthakrisna	4 / 4
3. Mr. Surachat	Pongpattarrine	4 / 4

In every meeting, the Independent Director / Audit Committee has independent meeting with the management and accounting audit of the company to review and certify the company's financial statement

for every quarter-end 2015, including evaluate accounting policies and procedures relative to the accounting policies, perform the internal control assessment and finally, provide all assessments and recommendations to the board of directors.

The Independent Director / Audit Committee had approved the important policies of transaction and reported some transactions that may relate to conflict of interests during the year 2016.

The Independent Director / Audit Committee gave significant recommendations as follows:

1. The financial statements of year 2016 are accurate, complete and reliable.
2. The related parties' transactions between companies and person in management team during the year 2015, showed proper practices of business transaction and along with the related parties transactions policy of the company.
3. The company has adequate internal system control and along with the evaluation criteria of internal audit system which set by SEC.
4. The company conducted in complying with rules, laws and regulations of SEC and SET.
5. Miss Susan Eiamvanicha, Certified Public Accountant (Thailand) of S.P. Audit Co., Ltd. Can perform his duty accurately and properly.
6. The transactions that may relate to conflict of interest within year 2016 were proper transactions and aimed to the maximum benefit to the company.
7. The Independent Director / Audit Committee operated their duties according to the policies and regulations that were approved by the Board of Directors of the company.



Mr. Charus Khanchanakhajit

Chairman of Independent Director /

Audit committee

February 25, 2017

## REPORT OF NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the company comprises of 4 committees from Audit/Independent Committee and Non-Executive Director as follows:

Mr. Charus	Khanchanakhajit	Chairman of Nomination and Remuneration committee
Mr. Janram	Atthakrisna	Nomination and Remuneration committee
Mr. Surachat	Pongpattarrine	Nomination and Remuneration committee
Mr. Bunjerd	Somsem	Nomination and Remuneration committee

The Nomination and Remuneration Committee of the company had conducted assignments from the Board of Directors of the company to recruit, consider and present qualified persons to replace the expired directors/committees or executive positions or any other vacant relevant positions or as determination by new law with reasonable consideration and conforming the determining policies and regulations of remuneration of the company. Moreover, they had presented remuneration of directors, committees and Top Management/Executives of the company in both financial compensation and non-financial compensation, including presented overall such remuneration in total numbers as a budget to the Board of Directors to consider and present to ask for approval of shareholders in the Annual General Meeting of the company.

According to meeting record of the company in 2016, there are 2 Nomination and Remuneration Committee's meetings which can show the numbers of attending the meeting as follows:

Name	Position	Attending Meeting/ Total Meeting (times per year)
1. Mr. Charus Khanchanakhajit	Chairman of Nomination and Remuneration committee	2 / 2
2. Mr. Janram Atthakrisna	Nomination and Remuneration committee	2 / 2
3. Mr. Surachat Pongpattarrine	Nomination and Remuneration committee	2 / 2
4. Mr. Bunjerd Somsem	Nomination and Remuneration committee	2 / 2

Conclusively, in the meetings of Nomination and Remuneration Committee of the company, they had already considered the important relevant matters and reported resolutions with significant comments and suggestions to the Board of Directors of the company for consideration as follows:

1. The Nomination and Remuneration Committee recruited, considered and presented qualified persons, conforming to the regulations of SEC, SET and non-related to forbidden criteria according to the laws, including qualification of knowledge, capabilities and work experiences that are beneficial to the company's growth; in order to replace the expired directors/committees or executive positions or any other vacant relevant positions. Then, presenting the list of qualified persons to the Board of Directors and/or shareholders in the Annual General Meeting. The directors/committees/persons who have special interests would not attend and vote for this agenda item. In 2016, the Nomination and Remuneration Committee recruited and presented one more director: Pol. Gen. Vichien Samarnpong, who was a director of the company during 2007-2012, to be reappointed as a director of the company because he is qualified according to the criteria of SEC and SET, including he has adequate knowledge, capabilities and appropriate experiences to be a director of the company. He had been completely approved by the Annual General Meeting of Shareholders on March 31, 2016.
2. The Nomination and Remuneration Committee recruited and presented a new Accounting Manager/ Corporate Secretary to replace the resigned one. In the Nomination and Remuneration Committee's meeting no. 2/2016, on October 14, 2016, the committee approved Mr. Bundit Asssavacheep to take positions of Accounting Manager/ Corporate Secretary of the company because he is the most qualified from other candidates according to determined qualifications of the company and the committee believed that he will be able to efficiently work instead of the resigned Accounting Manager / Corporate Secretary.
3. The Nomination and Remuneration Committee considered and suggested about performance of the Board of Directors and Management Team for every half year by considering not only the financial statements, but also operation's results and other managerial performances.
4. The Nomination and Remuneration Committee considered and determined policies and regulations of remuneration of the company. Also, reviewing existing remuneration structure of the Board of Directors and Committees, including determining overall such remuneration in total numbers as a budget to the Board of Directors to consider and presenting to ask for approval of shareholders in



the Annual General Meeting of the company. All criteria that the committee concerned for reviewing remuneration were the company's operation results, duties and responsibilities, average remuneration cost of other companies in the same section of industry, also motivation to qualified persons. For the year 2016, the Board of Directors and The Annual General Meeting of Shareholders approved it appropriate that total remuneration of directors/committees must not exceed Baht 2,000,000 (excluding salary and bonus of Executive Directors) which was the same rate as that of 2015.

In conclusion, the Nomination and Remuneration Committee had already completed all assignments with carefulness, fairness, honesty, transparency and independency according to the good corporate governance, and concerning about maximizing the benefits of the organization and all stakeholders.



Mr. Charus Khanchanakhajit

Chairman of Nomination and Remuneration committee

February 26, 2017

**(TRANSLATION)**

**REPORT OF THE INDEPENDENT CERTIFIED PUBLIC ACCOUNTANT**

To the Shareholders of CSP Steel Center Public Company Limited.

**Opinion**

I have audited the financial statements of CSP Steel Center Public Company Limited (the Company), which comprise the statement of financial position as at December 31, 2016, and the 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 financial position of the CSP Steel Center Public Company Limited as at December 31, 2016, and 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 our audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that 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 my professional judgment, were of most significance in my audit of the financial statements of the current period. These matters were addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

### Valuation of inventories

As at December 31, 2016, the Company had inventories of Baht 843.59 million which the company's inventories are valued in the statement of financial position at cost or net realizable value whichever were lower (Note no. 3.3 and 8) I focus on this area because that estimated net realizable value involve management's judgments and the amount of inventories are significant to the financial statements.

### *Key Audit Procedures*

I reviewed the Company's policy to measure the net realizable value of inventories was appropriate and accordance with the requirement of Thai Financial Reporting Standards and reviewed the appropriateness consistency of the methods for making the estimated net realizable value.

I understood the method for making, reviewing and authorization of estimated net realizable value and

I audited evidences sufficiently and appropriately about to reliability of selling price of inventories that occurred after the reporting period and estimated costs necessary to make sale that they were used to make the estimated net realizable value. Apart from this, I recalculated the mathematical accuracy estimated net realizable value.

## 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 charge with governance to correct the materially misstatement.

## Responsibilities of Management and Those Charge with Governance for the Financial Statements

Managements is responsible for the preparation and fair presentation of the 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 financial statements, management is responsible for assessing 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 Company or to cease operations, or has no realistic alternative but to do so.

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

## Auditor's Responsibilities for the Audit of the Financial Statements

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

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the 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.

SP Audit Company Limited



(Miss Susan Eiamvanicha)

Certified Public Accountant (Thailand) No. 4306

Bangkok

February 25, 2017.

**STATEMENTS OF FINANCIAL POSITION****CSP STEEL CENTER PUBLIC COMPANY LIMITED****As of December 31, 2016 and 2015**

		(BAHT)	
	Notes	2016	2015
ASSETS			
CURRENT ASSETS			
Cash and Cash Equivalent Items		9,290,618.79	25,400,376.48
Accounts and Others Receivable - Related Companies	4.1,5	84,147,715.84	35,234,380.65
Accounts and Others Receivable - Other Companies, net	6	539,587,222.85	576,614,302.72
Short-term loans to employee		142,002.48	495,089.93
Inventories	8	843,592,585.80	1,098,778,797.13
TOTAL CURRENT ASSETS		1,476,760,145.76	1,736,522,946.91
NON CURRENT ASSETS			
Long-term loan to employees		192,507.15	17,834.00
Investments property	9	694,133.00	694,133.00
Property, Plant and Equipment	10	552,944,149.21	526,606,667.40
Intangible Assets	11	1,013,517.80	1,150,020.77
Leasehold Contract Guarantee	4.1	2,800,000.00	2,800,000.00
Deferred tax assets	12	5,980,499.48	9,253,713.26
Other non - current assets		44,415.47	54,915.46
TOTAL NON-CURRENT ASSETS		563,669,222.11	540,577,283.89
TOTAL ASSETS		2,040,429,367.87	2,277,100,230.80

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



**STATEMENTS OF FINANCIAL POSITION****CSP STEEL CENTER PUBLIC COMPANY LIMITED****As of December 31, 2016 and 2015**

		(BAHT)	
	Notes	2016	2015
LIABILITIES AND SHAREHOLDERS' EQUITY			
CURRENT LIABILITIES			
Bank Overdrafts and Short - Term Loan from Financial Institute	13	1,130,783,306.75	1,568,009,843.89
Accounts and Others Payable – Other companies	14	156,044,000.43	72,399,551.38
Current Portion of obligation under finance lease	15	1,839,601.55	1,726,101.44
TOTAL CURRENT LIABILITIES		1,288,666,908.73	1,642,135,496.71
NON CURRENT LIABILITIES			
Obligation under finance lease	15	3,462,023.80	5,295,188.85
Employee benefit obligation	16	21,213,199.00	18,134,210.00
TOTAL NON-CURRENT LIABILITIES		24,675,222.80	23,429,398.85
TOTAL LIABILITIES		1,313,342,131.53	1,665,564,895.56
SHAREHOLDERS' EQUITY			
Share Capital	17		
Authorized Share Capital :			
621,166,300 Ordinary Shares @ Baht 1.00		621,166,300.00	621,166,300.00
Issued and Paid-up Share Capital :			
496,168,826 Ordinary Shares @ Baht 1.00		496,168,826.00	496,168,826.00
Premium on Share Capital		100,086,821.57	100,086,821.57
Retained Earnings			
Appropriated : Legal Reserve		34,500,000.00	28,550,000.00
Unappropriated		96,281,588.77	(13,270,312.33)
TOTAL SHAREHOLDERS' EQUITY		727,087,236.34	611,535,335.24
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		2,040,429,367.87	2,277,100,230.80

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

# STATEMENTS OF COMPREHENSIVE INCOME

## CSP STEEL CENTER PUBLIC COMPANY LIMITED

For the Years Ended December 31, 2016 and 2015

		(BAHT)	
	Notes	2016	2015
Revenue From Sales		2,712,974,354.40	2,645,840,437.37
Revenue From Construction Services		14,023,364.47	-
Cost of Sales		(2,439,681,021.03)	(2,673,082,629.53)
Cost of Construction Services		(12,966,309.40)	-
<b>Gross Margin</b>		<b>274,350,388.44</b>	<b>(27,242,192.16)</b>
Other Income from Operations		159,164.95	4,778,398.53
<b>Gain (Loss) before Selling and Administrative Expenses</b>		<b>274,509,553.39</b>	<b>(22,463,793.63)</b>
Selling Expenses		(24,779,433.19)	(19,738,932.12)
Administrative Expenses		(99,190,405.76)	(85,536,565.13)
Finance Cost		(31,714,599.56)	(49,141,640.27)
<b>Gain (Loss) before Income Tax</b>		<b>118,825,114.88</b>	<b>(176,880,931.15)</b>
Corporate Income Tax	19	(3,273,213.78)	42,551.05
<b>Net Profit (Loss) for the Year</b>		<b>115,551,901.10</b>	<b>(176,838,380.10)</b>
<b>Other comprehensive income:</b>			
Defined benefit plan actuarial losses		-	(1,181,405.00)
<b>Other comprehensive income for the year</b>		<b>-</b>	<b>(1,181,405.00)</b>
<b>Total comprehensive income for the year</b>		<b>115,551,901.10</b>	<b>(178,019,785.10)</b>
<b>Basic earning (Loss) per share</b>	20	<b>0.23</b>	<b>(0.36)</b>
<b>Weight average number of ordinary shares (unit : shares)</b>		<b>496,168,826</b>	<b>496,168,826</b>

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

## STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

### CSP STEEL CENTER PUBLIC COMPANY LIMITED

For the Years Ended December 31, 2016 and 2015

(BAHT)

	<i>Notes</i>	Issued and Paid up Share capital	Premium on Share capital	Retained earnings		Total
				Statutory reserve	Unappropriated	
Balance as at January 1, 2015		496,168,826.00	100,086,821.57	28,550,000.00	244,136,452.93	868,942,100.50
Changes in equity for the year						
Dividend paid	21	-	-	-	(79,386,980.16)	(79,386,980.16)
Net Loss for the year		-	-	-	(176,838,380.10)	(176,838,380.10)
Defined benefit plan actuarial losses		-	-	-	(1,181,405.00)	(1,181,405.00)
Balance as at December 31, 2015		496,168,826.00	100,086,821.57	28,550,000.00	(13,270,312.33)	611,535,335.24
Changes in equity for the year						
Legal reserve	18	-	-	6,000,000.00	(6,000,000.00)	-
Net Profit for the year		-	-	-	115,551,901.10	115,551,901.10
Balance as at December 31, 2016		496,168,826.00	100,086,821.57	34,550,000.00	96,281,588.77	727,087,236.64

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

## STATEMENTS OF CASH FLOWS

### CSP STEEL CENTER PUBLIC COMPANY LIMITED

For the Years Ended December 31, 2016 and 2015

		(BAHT)	
	Note	2016	2015
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
Profit(Loss) before Income Tax expenses		118,825,114.88	(176,880,931.15)
Adjustments to Reconcile Profit before income tax expenses			
for cash received (used) from operations :-			
Bad debts and Doubtful debts		4,510,471.71	6,051,050.10
Loss for diminutions of inventories (Reversal)		(27,445,917.95)	4,824,664.58
Depreciation and amortization		19,143,067.75	18,551,073.04
Gain from disposal of assets		(64,998.00)	(4,451,126.53)
Unrealized loss (gain) on exchange rate		(3,535,778.54)	1,171,375.96
Employee benefit obligations		3,078,988.99	2,433,457.00
Interest income		(79,940.80)	(118,044.41)
Interest expenses		31,714,599.56	49,141,640.27
Net Profit(Loss) before change in operating assets and liabilities		146,145,607.60	(99,276,841.14)
(Increase) decrease in trade and others receivable - related companies		(48,913,335.19)	(30,704,018.14)
(Increase) decrease in trade and others receivable - other companies		33,291,011.43	157,823,607.16
(Increase) decrease in Inventories		282,632,129.28	169,332,436.62
Increase(decrease) in trade and others payable - other companies		88,875,085.25	(31,610,934.94)
Cash paid for employee benefit		-	(676,355.00)
Cash generated from operation		502,030,498.37	164,887,894.56
Cash received from interest income		79,940.80	118,044.41
Cash paid for income tax		(389,365.54)	(5,771,801.48)
<b>NET CASH PROVIDED (USED) FROM OPERATING ACTIVITIES</b>		501,721,073.63	159,234,137.49

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

**STATEMENTS OF CASH FLOWS****CSP STEEL CENTER PUBLIC COMPANY LIMITED****For the Years Ended December 31, 2016 and 2015**

		(BAHT)	
	Note	2016	2015
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Cash paid for purchase of fixed assets		(48,344,754.22)	(72,396,241.26)
Proceed from disposal of fixed assets		65,000.00	6,175,233.67
Cash received for purchase of intangible assets		-	(132,000.00)
Cash paid for purchase of intangible assets		10,500.00	-
(Increase) decrease in loan to employees		178,414.30	(42,674.31)
<b>NET CASH USED FROM INVESTING ACTIVITIES</b>		<b>(48,090,839.92)</b>	<b>(66,395,681.90)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
Increase(decrease) in bank overdrafts and short-term loans from financial institutes		(435,755,765.42)	61,127,246.13
Dividend paid		-	(79,348,661.76)
Repayment of obligation under finance lease		(1,719,664.94)	(2,318,924.99)
Repayment of interest-obligation under finance lease		(460,048.47)	(520,161.01)
Cash paid for interest expenses		(31,804,512.57)	(50,267,533.18)
<b>NET CASH USED FROM FINANCING ACTIVITIES</b>		<b>(469,739,991.40)</b>	<b>(71,328,034.81)</b>
<b>Net increase(decrease) in cash and cash equivalent</b>		<b>(16,109,757.69)</b>	<b>21,510,420.78</b>
<b>Cash and cash equivalent at the beginning of the year</b>		<b>25,400,376.48</b>	<b>3,889,955.70</b>
<b>Cash and cash equivalent at the end of the year</b>	22.1	<b>9,290,618.79</b>	<b>25,400,376.48</b>

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

## NOTES TO FINANCIAL STATEMENTS

### CSP STEEL CENTER PUBLIC COMPANY LIMITED

December 31, 2016 and 2015

#### 1. [General information](#)

CSP Steel Center Public Company Limited (“the Company”) is a public limited company and incorporated in Thailand. The Company is listed on the Stock Exchange of Thailand. The address of the Company’s registered office is 475 Rama 3 Road, Bangklo, Bangkolaem, Bangkok.

The principal activities of the Company involve the manufacture and sheet steel finished goods and rolled steel pipe.

#### 2. [Basis of preparation of financial statements](#)

The financial statements are presented in Thai language and Thai Baht, and in conformity with Thai generally accepted accounting principles under the Accounting Act B.E. 2543, being those Thai Accounting Standards issued under the Accounting Profession Act B.E. 2547, and the financial reporting requirements of the Capital Market Supervisory Board under the Securities and Exchange Act B.E. 2535 (or 1992).

The financial statements have been prepared under the historical cost convention except some type of transaction using the basis as per explained in the related accounting policy.

The preparation of financial statements in conformity with Thai Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the amounts of revenues and expenses in the reported periods. Actual results may differ from those estimates.

For the convenience of readers, an English language translation of the financial statements has been prepared from the Thai language interim financial statements which are issued for domestic reporting purposes.

The Federation of Accounting Profession (FAP) has notified to apply the following financial reporting standards to the financial statements having an accounting period beginning on or after January 1, 2016.

TFRS No. 2 Share-based Payment (revised 2015)  
 TFRS No. 3 Business Combinations (revised 2015)  
 TFRS No. 4 Insurance Contracts (revised 2015)  
 TFRS No. 5 Non-current Assets Held for Sale and Discontinued Operations (revised 2015)  
 TFRS No. 6 Exploration for and Evaluation of Mineral Resources (revised 2015)  
 TFRS No. 8 Operating Segments (revised 2015)  
 TFRS No. 10 Consolidated Financial Statements (revised 2015)  
 TFRS No. 11 Joint Arrangements (revised 2015)  
 TFRS No. 12 Disclosure of Interests in Other Entities (revised 2015)  
 TFRS No. 13 Fair Value Measurement (revised 2015)  
 TAS No. 1 Presentation of Financial Statements (revised 2015)  
 TAS No. 2 Inventories (revised 2015)  
 TAS No. 7 Statement of Cash Flows (revised 2015)  
 TAS No. 8 Accounting Policies, Changes in Accounting Estimates and Errors (revised 2015)  
 TAS No. 10 Events after the Reporting Period (revised 2015)  
 TAS No. 11 Construction Contracts (revised 2015)  
 TAS No. 12 Income Taxes (revised 2015)  
 TAS No. 16 Property, Plant and Equipment (revised 2015)  
 TAS No. 17 Leases (revised 2015)  
 TAS No. 18 Revenue (revised 2015)  
 TAS No. 19 Employee Benefits (revised 2015)  
 TAS No. 20 Accounting for Government Grants and Disclosure of Government Assistance (revised 2015)  
 TAS No. 21 The Effects of Changes in Foreign Exchange Rates (revised 2015)  
 TAS No. 23 Borrowing Costs (revised 2015)  
 TAS No. 24 Related Party Disclosures (revised 2015)  
 TAS No. 26 Accounting and Reporting by Retirement Benefit Plans (revised 2015)  
 TAS No. 27 Separate Financial Statements (revised 2015)  
 TAS No. 28 Investments in Associates and Joint Ventures (revised 2015)  
 TAS No. 29 Financial Reporting in Hyperinflationary Economies (revised 2015)  
 TAS No. 33 Earnings per Share (revised 2015)  
 TAS No. 34 Interim Financial Reporting (revised 2015)  
 TAS No. 36 Impairment of Assets (revised 2015)  
 TAS No. 37 Provisions, Contingent Liabilities and Contingent Assets (revised 2015)  
 TAS No. 38 Intangible Assets (revised 2015)  
 TAS No. 40 Investment Property (revised 2015)  
 TAS No. 41 Agriculture  
 TFRIC No. 1 Changes in Existing Decommissioning, Restoration and Similar Liabilities (revised 2015)  
 TFRIC No. 4 Determining whether an Arrangement contains a Lease (revised 2015)  
 TFRIC No. 5 Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds (revised 2015)  
 TFRIC No. 7 Applying the Restatement Approach under TAS 29 (revised 2015) Financial Reporting in Hyperinflationary Economies  
 TFRIC No. 10 Interim Financial Reporting and Impairment (revised 2015)  
 TFRIC No. 12 Service Concession Arrangements (revised 2015)  
 TFRIC No. 13 Customer Loyalty Programmes (revised 2015)  
 TFRIC No. 14 TAS 19 (revised 2015) - The Limit on a Defined Benefit Assets, Minimum Funding Requirements and their Interaction



TFRIC No. 15 Agreements for the Construction of Real Estate (revised 2015)  
 TFRIC No. 17 Distributions of Non-cash Assets to Owners (revised 2015)  
 TFRIC No. 18 Transfers of Assets from Customers (revised 2015)  
 TFRIC No. 20 Stripping Costs in the Production Phase of a Surface Mine (revised 2015)  
 TFRIC No. 21 Levies  
 TSIC No. 10 Government Assistance – No Specific Relation to Operating Activities (revised 2015)  
 TSIC No. 15 Operating Leases - Incentives (revised 2015)  
 TSIC No. 25 Income Taxes - Changes in the Tax Status of an Entity or its Shareholders (revised 2015)  
 TSIC No. 27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease (revised 2015)  
 TSIC No. 29 Service Concession Arrangements : Disclosures (revised 2015)  
 TSIC No. 31 Revenue - Barter Transactions Involving Advertising Services (revised 2015)  
 TSIC No. 32 Intangible Assets - Web Site Costs (revised 2015)

The Company has adopted such financial reporting standards to the financial statements on the current period. The management believes that they don't have any significant impact on the financial statements for the current period.

Moreover, the Federation of Accounting Profession has notified to apply the following financial reporting standards to the financial statements in the future periods.

	<u>Effective date</u>
TFRS No. 2 Share-based Payment (revised 2016)	January 1, 2017
TFRS No. 3 Business Combinations (revised 2016)	January 1, 2017
TFRS No. 4 Insurance Contracts (revised 2016)	January 1, 2017
TFRS No. 5 Non-current Assets Held for Sale and Discontinued Operations (revised 2016)	January 1, 2017
TFRS No. 6 Exploration for and Evaluation of Mineral Resources (revised 2016)	January 1, 2017
TFRS No. 8 Operating Segments (revised 2016)	January 1, 2017
TFRS No. 10 Consolidated Financial Statements (revised 2016)	January 1, 2017
TFRS No. 11 Joint Arrangements (revised 2016)	January 1, 2017
TFRS No. 12 Disclosure of Interests in Other Entities (revised 2016)	January 1, 2017
TFRS No. 13 Fair Value Measurement (revised 2016)	January 1, 2017
TAS No. 1 Presentation of Financial Statements (revised 2016)	January 1, 2017
TAS No. 2 Inventories (revised 2016)	January 1, 2017
TAS No. 7 Statement of Cash Flows (revised 2016)	January 1, 2017
TAS No. 8 Accounting Policies, Changes in Accounting Estimates and Errors (revised 2016)	January 1, 2017
TAS No. 10 Events after the Reporting Period (revised 2016)	January 1, 2017
TAS No. 11 Construction Contracts (revised 2016)	January 1, 2017
TAS No. 12 Income Taxes (revised 2016)	January 1, 2017
TAS No. 16 Property, Plant and Equipment (revised 2016)	January 1, 2017
TAS No. 17 Leases (revised 2016)	January 1, 2017
TAS No. 18 Revenue (revised 2016)	January 1, 2017
TAS No. 19 Employee Benefits (revised 2016)	January 1, 2017
TAS No. 20 Accounting for Government Grants and Disclosure of Government Assistance (revised 2016)	January 1, 2017
TAS No. 21 The Effects of Changes in Foreign Exchange Rates (revised 2016)	January 1, 2017
TAS No. 23 Borrowing Costs (revised 2016)	January 1, 2017
TAS No. 24 Related Party Disclosures (revised 2016)	January 1, 2017
TAS No. 26 Accounting and Reporting by Retirement Benefit Plans (revised 2016)	January 1, 2017

	<u>Effective date</u>
TAS No. 27 Separate Financial Statements (revised 2016)	January 1, 2017
TAS No. 28 Investments in Associates and Joint Ventures (revised 2016)	January 1, 2017
TAS No. 29 Financial Reporting in Hyperinflationary Economies (revised 2016)	January 1, 2017
TAS No. 33 Earnings per Share (revised 2016)	January 1, 2017
TAS No. 34 Interim Financial Reporting (revised 2016)	January 1, 2017
TAS No. 36 Impairment of Assets (revised 2016)	January 1, 2017
TAS No. 37 Provisions, Contingent Liabilities and Contingent Assets (revised 2016)	January 1, 2017
TAS No. 38 Intangible Assets (revised 2016)	January 1, 2017
TAS No. 40 Investment Property (revised 2016)	January 1, 2017
TAS No. 41 Agriculture (revised 2016)	January 1, 2017
TAS No. 104 Accounting for Troubled Debts Restructurings (revised 2016)	January 1, 2017
TAS No. 105 Accounting for Investments in Debt and Equity Securities (revised 2016)	January 1, 2017
TAS No. 107 Financial Instruments: Presentation and Disclosures (revised 2016)	January 1, 2017
TFRIC No. 1 Changes in Existing Decommissioning, Restoration and Similar Liabilities (revised 2016)	January 1, 2017
TFRIC No. 4 Determining whether an Arrangement contains a Lease (revised 2016)	January 1, 2017
TFRIC No. 5 Rights to Interests arising from Decommissioning, Restoration and Environmental	January 1, 2017
TFRIC No. 7 Applying the Restatement Approach under TAS 29 (revised 2016) Financial Reporting in	January 1, 2017
Hyperinflationary Economies (revised 2016)	
TFRIC No. 10 Interim Financial Reporting and Impairment (revised 2016)	January 1, 2017
TFRIC No. 12 Service Concession Arrangements (revised 2016)	January 1, 2017
TFRIC No. 13 Customer Loyalty Programmes (revised 2016)	January 1, 2017
TFRIC No. 14 TAS 19 (revised 2016) - The Limit on a Defined Benefit Assets, Minimum Funding	January 1, 2017
Requirements and their Interaction (revised 2016)	
TFRIC No. 15 Agreements for the Construction of Real Estate (revised 2016)	January 1, 2017
TFRIC No. 17 Distributions of Non-cash Assets to Owners (revised 2016)	January 1, 2017
TFRIC No. 18 Transfers of Assets from Customers (revised 2016)	January 1, 2017
TFRIC No. 20 Stripping Costs in the Production Phase of a Surface Mine (revised 2016)	January 1, 2017
TFRIC No. 21 Levies (revised 2016)	January 1, 2017
TSIC No. 10 Government Assistance – No Specific Relation to Operating Activities (revised 2016)	January 1, 2017
TSIC No. 15 Operating Leases - Incentives (revised 2016)	January 1, 2017
TSIC No. 25 Income Taxes - Changes in the Tax Status of an Entity or its Shareholders (revised 2016)	January 1, 2017
TSIC No. 27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease (revised 2016)	January 1, 2017
TSIC No. 29 Service Concession Arrangements : Disclosures (revised 2016)	January 1, 2017
TSIC No. 31 Revenue - Barter Transactions Involving Advertising Services (revised 2016)	January 1, 2017
TSIC No. 32 Intangible Assets - Web Site Costs (revised 2016)	January 1, 2017
Guide on Accounting for Insurance Business in Determining Financial Instruments as Financial Instruments	January 1, 2017
Presented with Fair Value through Profit or Loss	

The Company has not early adopted such financial reporting standards having the effective date to the financial statements on the future periods before the effective dates. The management is currently assessing the first-year impact on the Company's financial statements.

### 3. [Accounting policies](#)

#### 3.1 Cash and cash equivalents

For the purposes of the cash flow statement, cash and cash equivalents comprise cash on hand, deposits with banks and other short-term highly liquid investments with original maturities of three months or less and free from restrictions.

#### 3.2 Trade receivable

Trade receivable are carried in the statement of financial position at the amount expected to be collectible. For the allowance for doubtful debt considers from those receivable which are likely to be uncollectible. The amount of the allowance is the difference between the carrying amount of the receivable and the amount expected to be collectible. Bad debts are written off during the year in which they are identified.

#### 3.3 Inventory

Raw material and finish goods are valued at cost under moving average method or net realizable value whichever is lower. The cost of purchase comprises both the purchase price and costs directly attributable to the acquisition of the inventory, such as import duties and transportation charge, less all attributable discounts, allowances or rebates. The cost of finished goods comprises raw materials, direct labour, other direct costs and related production overheads, the latter being allocated on the basis of normal operating activities.

#### 3.4 Investment property

Investment property, which is property held to earn rentals or for capital appreciation is measured initially at its costs, including transaction cost. Subsequent to initial recognition, investment property is measured at the cost method net from the allowance for impairment (if any).

#### 3.5 Property, plant and equipment

The Land and assets under construction held for use in the production or supply of goods or services, or for administrative purposes, are stated in the statement of financial position at their historical cost less accumulated impairment losses (if any).

Buildings and equipment held for use in the production or supply of goods or services, or for administrative purposes, are stated in the statement of financial position at their historical cost less accumulated depreciation and accumulated impairment losses (if any).

The cost of an item of asset comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management, the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, and the borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset.

The Company's depreciation is calculated on the straight-line method to write off the cost of each asset, except for land and assets under construction, to their residual values over their estimated useful life as follows:

Building and building improvement	35 years
Machinery	6 - 25 years
Tool and equipment	5 years
Office equipment	5 years
Motor vehicles	5 - 20 years

The residual value, the useful life and the depreciation method of an asset will be reviewed at least at each financial year-end

The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in profit or loss.

### 3.6 Intangible assets

Intangible assets that are acquired by the Company, which have finite useful lives, are stated at cost less accumulated amortization and impairment losses (if any). Amortization is calculated using the straight-line method to allocate the cost over their estimated useful lives 10 years.

### 3.7 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying assets, which are assets that necessarily takes a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognized in profit or loss in the period in which they are incurred.

### 3.8 Accounting for leases

Where the Company is the lessee

Long term leases which substantially transferred all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the inception of the lease at the lower of the fair value of the leased property or the present value of the minimum lease payments. Each lease payment is allocated to the principal and to the finance charges so as to achieve a constant rate on the finance balance outstanding. The outstanding rental obligations, net of finance charges, are included in other long-term payables. The interest element of the finance cost is charged in profit or loss over the lease period so as to achieve a constant periodic rate of interest on the remaining balance of the liability for each period. The assets acquired under finance leases while depreciation is carried throughout the useful life of leased asset. However, if there is uncertainty in the right of ownership when the contract is terminated, depreciation is carried according to useful life of leased assets or life of leased contract whichever the period is lower.

Long term leases not transferring a significant portion of the risks and rewards of ownership to the lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged in profit or loss on a straight-line basis over the period of the lease.

When an operating lease is terminated before the lease period has expired, any payment required to be made to the lessor by way of penalty is recognized as an expense in the period in which termination takes place.

### 3.9 Impairment of assets

The carrying amounts of the Company's assets and also intangible assets are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the carrying amount of the assets exceeds its recoverable amount which is the higher of an asset's net selling price and value in use. For the purposes of assessing impairment, assets are grouped at the lowest level for which there is separately identifiable cash flows.

The Company will recognize impairment losses in profit or loss, or reduce the revaluation increment in assets in case that those assets are previously revalued. The reversal of impairment losses will be recognized in profit or loss or as a revaluation increment in assets when there is an indication that the impairment losses are no longer exist or decreased.

### 3.10 Provisions

Provisions are recognized when the Company have a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made. Where the Company expects a provision to be reimbursed; the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

### 3.11 Revenue recognition

Sales are recognized on the delivery of goods or on customer acceptance. Sales are shown net of sales taxes and discounts.

Revenues from construction shall comprise the initial amount of revenue agreed in the contract and a claim collect from third parties are recognized on a percentage of completion basis. The percentage of completion is measured based on comparison of the completion of a physical proportion of the contract work at the end of the reporting period and the total contract work

surveyed by the engineer project manager. In case, it is probable that the total construction costs will exceed the total construction income, the expected foreseeable loss is immediately recognized as an expense in profit or loss. The recognized revenue which is not yet due per the contracts has been presented under the caption of “Unbilled receivables” in the statement of financial position. The unrecognized revenue which is due per the contracts has been presented under the caption of “Advances received from employers and construction revenue received in advance - third parties” in the statement of financial position.

Interest revenue is recognized on an accrual basis.

### 3.12 Employee benefits

#### Defined contribution plan

The Company operates a provident fund which is funded by payments from employees and by the Company. The assets for which are held in a separate trust fund. Contributions to the provident fund are recognized in profit or loss in the period in which they are incurred.

#### Defined benefit plan

The Company has the employee benefit obligation in case of retirement or termination under the labor law. The Company hires an actuary to calculate on an actuarial technique the said employee benefit obligation. The said employee benefit obligation is discounted using the projected unit credit method by reference to an interest rate of a government bond to determine the present value of the employee benefit obligation, current service cost and related interest expense. The current service cost and interest expense are recognized in profit or loss. Actuarial gains and losses arising from re-measurement of the employee benefit obligation are recognized in other comprehensive income and transferred in retained earnings, respectively without reclassification of those amounts to profit or loss in a subsequent period.

#### Other long-term employee benefit

The other long-term employee benefit obligation is calculated same as the calculation of the defined benefit plan. However, the current service cost, interest expense and actuarial gains and losses arising from re-measurement of the other long-term employee benefit obligation are recognized in profit or loss.



### 3.13 Foreign currency transactions

The Company translates foreign currency transactions into Baht using the exchange rate prevailing at the date of the transaction. Monetary assets and liabilities at the end of the reporting period denominated in foreign currencies are translated into Baht at the exchange rate prevailing at that date. Gains and losses resulting from the settlement of foreign currency transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

### 3.14 Income tax

The Company recognizes the unpaid current tax for current period as a liability in the statement of financial position. In a case where the amount already paid in respect of current period exceeds the amount due for such period, the excess will be recognized as an asset in the statement of financial position.

The Company recognizes a deferred tax liability for all taxable temporary difference, except to the extent that the deferred tax liability arises from the initial recognition of an asset or liability in a transaction which affects neither accounting profit nor taxable profit at the time of the transaction. The Company recognizes a deferred tax asset for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilized, unless the deferred tax asset arises from the initial recognition of an asset or liability in a transaction that affects neither accounting profit nor taxable profit.

The Company measures the current tax liabilities and assets for the current period using the tax rate that have been enacted by the end of the reporting period. And the deferred tax assets and liabilities are measured at the tax rate that is expected to apply to the period when the asset is realized or the liability is settled, based on tax rate that have been enacted or substantively enacted by the end of the reporting period.

The Company recognizes the current and deferred tax as an income or an expense and includes it in profit or loss for the period, except the current and deferred tax for items that are recognized in the other comprehensive income or directly in the equity will be recognized in the other comprehensive income or directly in the equity.

### 3.15 Financial instruments

Financial assets and liabilities carried on the statement of financial position include cash and cash equivalents, trade and other receivables, trade and other payables, and loan receivables and payables. The accounting policies on recognition and measurement of these items are disclosed in the respective accounting policies found in this Note.

Forward contracts are carried at fair value and presented in other current assets or other current liabilities. Unrealized gains or losses on changes in fair value are recognized in profit or loss.

### 3.16 The important accounting estimation, supposition and judgment application

The estimation, supposition and judgment application have been continuously reviewed and assessed and they are on the background of the history experience and other factors that include the expectation of the event in the future which believe that there are reasons in that situation.

#### Property, plant and equipment and intangible assets

Management determines the estimated useful lives and residual values for the Company's property, plant and equipment and intangible assets. Management will revise the depreciation charge where useful lives and residual values are different to previously estimated, or its will write off or write down technically obsolete or assets that have been sold or abandoned.

#### Financial lease/ Operation lease

The Company has entered into lease agreements for rental vehicle. The Company has determined, based on an evaluation on terms and conditions of the arrangements, that the lease transfers ownership of these assets to the lessee, and so accounts for the contracts as financial leases.

#### Employment benefits

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. [Related party transactions](#)

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.

Chaisupat family is a major shareholder, holding 83.80% (2015: 82.12%) of the share capital of the Company. Transactions related to companies in which the Chaisupat family is the principal shareholders or directors are recognized as related parties to the Company.

The transactions with related parties for the years ended December 31, 2016 and 2015 and as follows:

##### 4.1 Inter-assets and liabilities

	(Unit: Baht)	
	<u>2016</u>	<u>2015</u>
Trade receivable		
C.C.P. Metal Company Limited	539,128.92	1,744,153.93
Khalek Paisan Company Limited	75,748,570.34	31,028,281.11
Total trade receivable	76,287,699.26	32,772,435.04
Post date cheque receivable		
C.C.P. Metal Company Limited	1,191,328.58	2,211,445.61
Khalek Paisan Company Limited	6,418,188.00	-
Total post date cheque receivable	7,609,516.58	2,211,445.61
Advance payment		
Chaisupat Company Limited	250,500.00	250,500.00
Total trade and other receivable	84,147,715.84	35,234,380.65

	(Unit: Baht)	
	<u>2016</u>	<u>2015</u>
Leasehold guarantee-office		
Chaisupat Company Limited	2,800,000.00	2,800,000.00

#### 4.2 Inter-revenue and expenses

	(Unit: Baht)	
	<u>2016</u>	<u>2015</u>
Revenue from sales		
C.C.P. Metal Company Limited	14,555,385.30	20,312,141.80
Khalek Paisan Company Limited	143,143,391.25	33,429,701.00
	<u>157,698,776.55</u>	<u>53,741,842.80</u>
Purchase of goods		
Khalek Paisan Company Limited	3,990.00	3,789,000.00
Rental fees of office and warehouse		
Chaisupat Company Limited	4,926,600.00	4,521,000.00

#### 4.3 Management benefit expense

	(Unit: Baht)	
	<u>2016</u>	<u>2015</u>
Short-term employee benefits	23,998,586.00	24,102,907.00
Post-employment benefits	1,169,359.00	980,901.00
Other long-term employee benefits	52,999.00	6,796.00
Total	<u>25,220,944.00</u>	<u>25,090,604.00</u>

#### 4.4 Pricing policies

<u>Trading transactions</u>	<u>Policy of pricing</u>
Revenue from sales	Cost price ± 0.50% to 17.00%
Purchase of goods	Prices of purchase approximate to charge to third parties.
Rental expenses	Rate rental approximate to charge, compared nearly area.
Management benefit expenses	Unanimously of the minute of shareholder meeting.

#### 4.5 Nature of relationship

<u>Name</u>	<u>Relationship</u>
Chaisupat Company Limited	Parent company by shareholding and mutual management.
C.C.P. Metal Company Limited	Related company by management as related persons.
Khalek Paisan Company Limited	Related company by management as a shareholder.

#### 4.6 Commitments with related parties

The Company constitutes lease contract of building, equipment and warehouse from the parent company for three years since July 1, 2013 to June 30, 2016. As at December 31, 2016, the Company had obligation to repay end of the lease as follows:

	(Unit: Baht)	
	<u>2016</u>	<u>2015</u>
Maturities of payment		
- Not later than 1 year	5,332,200.00	2,260,500.00
- Later than 1 year and not later than 5 years	7,998,300.00	-
Total	<u>13,330,500.00</u>	<u>2,260,500.00</u>

As at December 31, 2016 and 2015, leasehold contract guarantee-building in amount of Baht 2.80 million is guarantee repayable to the related parties so as for collateral against the damage any lose in accordance with area rental contract of the office plus equipment warehouse. The contract life for three years while the return is received within 30 days commenced from the date the Company handovers leased place to the related parties.

#### 5. Trade and other receivable - related company

	(Unit: Baht)	
	<u>2016</u>	<u>2015</u>
Trade receivable	76,287,699.26	32,772,435.04
Notes receivable	7,609,516.58	2,211,445.61
Total	<u>83,897,215.84</u>	<u>34,983,880.65</u>
Other receivables	250,500.00	250,500.00
Total trade and other receivable	<u>84,147,715.84</u>	<u>35,234,380.65</u>

Outstanding trade and notes receivable - related company can be aged as follow :

	(Unit: Baht)	
	<u>2016</u>	<u>2015</u>
Within credit term	72,763,611.40	29,278,876.58
Overdue 1 - 30 days	10,865,622.94	3,151,620.80
Overdue 30 - 60 days	267,981.50	2,553,383.27
Overdue 60 - 90 days	-	-
Overdue over 90 days	-	-
Total	<u>83,897,215.84</u>	<u>34,983,880.65</u>

#### 6. Trade and other receivable - third parties

	(Unit: Baht)	
	<u>2016</u>	<u>2015</u>
Trade receivable	404,086,347.91	438,514,533.77
Receivable from construction services	6,121,588.93	-
Notes receivable	102,707,003.97	125,332,687.85
Returned cheques	65,469,296.86	60,828,602.57
Total	<u>578,384,237.67</u>	<u>624,675,824.19</u>
<u>Less</u> Allowance for doubtful debt	<u>(69,762,413.44)</u>	<u>(65,251,941.73)</u>
Total trade and notes receivable	508,621,824.23	559,423,882.46
Deposits payment	8,899,500.00	601,831.78
Prepaid expenses	541,798.55	667,113.99
Revenue Department receivable	7,832,426.19	11,363,170.65
Advance payment for goods	12,762,008.92	233,961.75
Receivables from forward foreign exchange contracts.	385,037.73	2,619,396.05
Other receivables	544,627.23	1,704,946.04
Total trade and other receivable	<u>539,587,222.85</u>	<u>576,614,302.72</u>

Outstanding trade and notes receivable - third parties can be aged is as follow:-

	(Unit: Baht)	
	<u>2016</u>	<u>2015</u>
Within credit term	450,712,885.09	456,626,293.01
Overdue 1 - 30 days	54,290,561.52	76,981,510.93
Overdue 30 - 60 days	4,060,265.97	14,347,869.20
Overdue 60 - 90 days	-	1,691,435.90
Overdue over 90 days	69,320,525.09	75,028,715.15
Total	578,384,237.67	624,675,824.19
<u>Less</u> Allowance for doubtful debt	(69,762,413.44)	(65,251,941.73)
Trade and notes receivable	508,621,824.23	559,423,882.46

The movement allowance for doubtful debts - trade and notes receivable for the years ended December 31, 2016 and 2015 are as follow :

	(Unit: Baht)	
	<u>2016</u>	<u>2015</u>
Beginning balance	(65,251,941.73)	(59,200,891.63)
Additions	(6,935,857.88)	(6,498,426.46)
Collect during the year	2,425,386.17	447,376.36
Ending balance	(69,762,413.44)	(65,251,941.73)



7. [Unbilled receivables and construction revenue received in advance](#)

	(Unit: Baht)	
	<u>2016</u>	<u>2015</u>
Unbilled receivables :		
Value of contract	14,023,364.47	-
Revenue recognised on percentage of completion basis	14,023,364.47	-
<u>Less</u> Value of contract billed	(14,023,364.47)	-
Unbilled receivables	-	-
Construction revenue received in advance		
Value of contract	14,023,364.47	-
Value of contract billed	(14,023,364.47)	-
<u>Less</u> Revenue recognised on percentage of completion basis	14,023,364.47	-
Construction revenue received in advance	-	-

The additional data of construction contracts are as follow:

	(Unit: Baht)	
	<u>2016</u>	<u>2015</u>
Cost of construction and gain are recognized		
(less loss are recognized) until present	12,966,309.40	-
<u>Less</u> Value of contract billed	(12,966,309.40)	-
	-	-

Amount of the Company has authority from employer (customer)

for construction be regarded as assets/liabilities

Unbilled receivables	-	-
Construction revenue received in advance	-	-
	-	-

## 8. Inventories

(Unit: Baht)

	2016			2015		
	Cost	Allowance for diminutions of inventories	Net	Cost	Allowance for diminutions of inventories	Net
Finished goods	163,378,202.00	(942,131.52)	162,436,070.48	176,950,196.14	(6,465,116.33)	170,485,079.81
Raw materials in transit	5,277,066.44	-	5,277,066.44	1,183,070.37	-	1,183,070.37
Raw materials	676,110,174.00	(230,725.12)	675,879,448.88	949,264,305.21	(22,153,658.26)	927,110,646.95
Total	844,765,442.44	(1,172,856.64)	843,592,585.80	1,127,397,571.72	(28,618,774.59)	1,098,778,797.13

The movement of allowance for declining in value of inventories for the years ended December 31, 2016 and 2015 are as follow:-

(Unit: Baht)

	<u>2016</u>	<u>2015</u>
Beginning balance	(28,618,774.59)	(23,794,110.01)
Allowance increased during the year	-	(7,233,888.46)
Reversal during the year	27,445,917.95	2,409,223.88
Ending balance	(1,172,856.64)	(28,618,774.59)

For the year ended December 31, 2016, the costs of inventories recognized as expenses are Baht 2,439.35 million. (2015: Baht 2,668.26 million)

For the year ended December 31, 2016, the Company reversed allowance for declining in value of inventories in amount of Baht 27.45million (2015: Baht 2.41 million) since the Company disposed such amount.

As at December 31, 2016, some inventories with the carrying amount of Baht 3.74 million (2015: Baht 2.53 million) are expected to be sold more than twelve months after the reporting period.

9. [Investment property](#)

	(Unit: Baht)	
	<u>2016</u>	<u>2015</u>
Cost		
As at January 1,	694,133.00	694,133.00
Increase (decrease)	-	-
As at December 31,	<u>694,133.00</u>	<u>694,133.00</u>
Accumulated depreciation		
As at January 1,	-	-
Increase (decrease)	-	-
As at December 31,	<u>-</u>	<u>-</u>
Net book value		
As at December 31,	<u><u>694,133.00</u></u>	<u><u>694,133.00</u></u>

Land not used for operation with total area of 81 square wah, derived from the transfer of property to pay off debt from the debtor in the past.

In November 2016, the independent appraiser (Golden Land Appraisal Co., Ltd.) appraises the value of land by applying the market price comparison approach (based on the highest and best use principle) by using the bid price of other land having similar characteristic with the land of Company, and it appears that the fair value of land is equal to Baht 1.05 million (2015 : Baht 1.05 million).

The independent appraiser did not change the valuation technique from the last year.

TFRS No.13 “Fair Value Measurement” establishes a fair value hierarchy that categories into three levels the inputs to valuation techniques used to measure fair value, as follows:

Level 1 : The inputs are quoted prices in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 : The inputs are observable inputs for the asset or liability, either directly or indirectly.

Level 3 : The inputs are unobservable inputs for the asset or liability.

Information on the level of the fair value hierarchy within the fair value measurements as at December 31, 2016 and 2015, is as follows:

(Unit: Baht)

	<u>2016</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Land	-	1,050,000.00	-	1,050,000.00

(Unit: Baht)

	<u>2015</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Land	-	1,050,000.00	-	1,050,000.00

10. Property, plant and equipment, net

	(Unit: Baht)								
	Land and land improvement	Building construction and improvement	Machinery and equipment	Tool and equipment	Furniture and fixture	Vehicles	Building in process	Machinery in process	Total
Cost									
As at January 1, 2016	173,027,031.81	158,322,621.50	321,166,759.97	6,288,890.31	10,774,379.94	76,449,600.41	35,782,929.10	12,312,567.46	794,124,780.50
Purchase	-	-	5,581,718.33	196,851.22	566,086.47	10,973,364.49	11,968,835.95	17,669,410.46	46,956,266.92
Transfer in	-	-	991,636.73	-	-	-	-	-	991,636.73
Disposal	-	-	-	-	-	(135,000.00)	-	-	(135,000.00)
Transfer out	-	-	-	-	-	-	-	(2,468,855.06)	(2,468,855.06)
As at December 31, 2016	173,027,031.81	158,322,621.50	327,740,115.03	6,485,741.53	11,340,466.41	87,287,964.90	47,751,765.05	27,513,122.86	839,468,829.09
Accumulated depreciation									
As at January 1, 2016	-	(46,991,462.88)	(180,309,800.40)	(4,703,869.52)	(6,426,620.36)	(24,878,735.48)	-	-	(263,310,488.64)
Depreciation for the year	-	(4,035,305.96)	(10,001,462.98)	(451,841.82)	(1,242,134.24)	(3,411,070.01)	-	-	(19,141,815.01)
Disposal	-	-	-	-	-	134,998.00	-	-	134,998.00
As at December 31, 2016	-	(51,026,768.84)	(190,311,263.38)	(5,155,711.34)	(7,668,754.60)	(28,154,807.49)	-	-	(282,317,305.65)
Allowance for Impairment									
As at January 1, 2016	-	(2,107,451.14)	(2,100,173.32)	-	-	-	-	-	(4,207,624.46)
(Increase)/Decrease	-	208.64	41.59	-	-	-	-	-	250.23
As at December 31, 2016	-	(2,107,242.50)	(2,100,131.73)	-	-	-	-	-	(4,207,374.23)
Net book value									
As at December 31, 2016	173,027,031.81	105,188,610.16	135,328,719.92	1,330,030.19	3,671,711.81	59,133,157.41	47,751,765.05	27,513,122.86	552,944,149.21
Depreciation in statement of comprehensive income for the year ended December 31, 2016									19,141,815.01

	(Unit: Baht)								
	Land and land improvement	Building construction and	Machinery and equipment	Tool and equipment	Furniture and fixture	Vehicles	Building in process	Machinery in process	Total
Cost									
As at January 1, 2015	172,271,440.06	158,322,621.50	311,834,238.83	6,155,560.31	8,843,219.33	60,258,184.92	164,976.18	9,271,693.35	727,121,934.48
Purchase	755,591.75	-	3,783,109.79	133,330.00	1,167,599.31	26,549,420.49	37,211,259.19	9,407,109.46	79,007,419.99
Transfer in	-	-	6,366,235.35	-	1,593,306.27	-	-	-	7,959,541.62
Disposal	-	-	(816,824.00)	-	(829,744.97)	(10,358,005.00)	-	-	(12,004,573.97)
Transfer out	-	-	-	-	-	-	(1,593,306.27)	(6,366,235.35)	(7,959,541.62)
As at December 31, 2015	173,027,031.81	158,322,621.50	321,166,759.97	6,288,890.31	10,774,379.94	76,449,600.41	35,782,929.10	12,312,567.46	794,124,780.50
Accumulated depreciation									
As at January 1, 2015	-	(42,793,893.90)	(171,450,421.22)	(4,136,352.21)	(6,225,817.63)	(30,566,742.85)	-	-	(255,173,227.81)
Depreciation for the year	-	(4,197,568.98)	(9,456,438.90)	(567,517.31)	(1,029,759.95)	(3,166,442.52)	-	-	(18,417,727.66)
Disposal	-	-	597,059.72	-	828,957.22	8,854,449.89	-	-	10,280,466.83
As at December 31, 2015	-	(46,991,462.88)	(180,309,800.40)	(4,703,869.52)	(6,426,620.36)	(24,878,735.48)	-	-	(263,310,488.64)
Allowance for Impairment									
As at January 1, 2015	-	(2,107,451.14)	(2,100,173.32)	-	-	-	-	-	(4,207,624.46)
(Increase)/Decrease	-	-	-	-	-	-	-	-	-
As at December 31, 2015	-	(2,107,451.14)	(2,100,173.32)	-	-	-	-	-	(4,207,624.46)
Net book value									
As at December 31, 2015	173,027,031.81	109,223,707.48	138,756,786.25	1,585,020.79	4,347,759.58	51,570,864.93	35,782,929.10	12,312,567.46	526,606,667.40

Depreciation in statement of comprehensive income for the year ended December 31, 2015

18,417,727.66

As at December 31, 2016, certain plant and equipment item of the Company has been fully depreciated but are still in use. The original cost, before deducting accumulated depreciation, of those assets amounted to Baht 109.13 million. (2015: Baht 107.35 million)

As at December 31, 2016, land plus property and machinery book value in amount of Baht 202.11 million. (2015: Baht 183.62 million) The Company has pledged as collateral against credit facility which received from a financial institution in accordance with Note no.28. In addition, the beneficiary from insurance in the amount according to the insurance contract in amount of Baht 126.00 million (2015: Baht 126.00 million) is granted to such financial institution.

Vehicle under finance leases, where the Company is lessee with net book value as at December 31, 2016 of Baht 18.25 million. (2015: Baht 23.17 million)

#### 11. [Intangible assets](#)

	(Unit : Baht)	
	Computer software	
	<u>2016</u>	<u>2015</u>
Cost :		
As at January 1,	1,361,300.00	1,229,300.00
Purchase	-	132,000.00
Transfer out	-	-
As at December 31,	<u>1,361,300.00</u>	<u>1,361,300.00</u>
Accumulated amortization :		
As at January 1,	(211,279.23)	(77,933.85)
Amortization for the year	(136,502.97)	(133,345.38)
Transfer out	-	-
As at December 31,	<u>(347,782.20)</u>	<u>(211,279.23)</u>
Net book value :		
As at December 31,	<u>1,013,517.80</u>	<u>1,150,020.77</u>
Amortization in statement of comprehensive income	136,503.01	133,345.38



## 12. [Deferred tax assets](#)

The movements of deferred tax assets for the year ended December 31, 2016 and 2015, were as follow:-

(Unit : Baht)

	Statements of financial position				
	January 1, <u>2015</u>	Recognized in <u>profit or loss</u>	December 31, <u>2015</u>	Recognized in <u>profit or loss</u>	December 31, <u>2016</u>
Trade receivables	3,242,676.37	-	3,242,676.37	-	3,242,676.37
Inventories	4,758,822.00	-	4,758,822.00	(4,524,250.67)	234,571.33
Property, plants and equipment	841,524.89	-	841,524.89	-	841,524.89
Obligation under finance lease	(2,671,001.65)	42,551.05	(2,628,450.60)	47,537.69	(2,580,912.91)
Employee benefits obligation	3,039,140.60	-	3,039,140.60	1,203,499.20	4,242,639.80
Total	9,211,162.21	42,551.05	9,253,713.26	(3,273,213.78)	5,980,499.48

## 13. [Bank overdrafts and short-term loans from financial institution](#)

(Unit : Baht)

	<u>2016</u>	<u>2015</u>
Bank overdrafts	12,225.09	651,705.43
Trust receipts payable	1,130,771,081.66	1,567,358,138.46
Total	1,130,783,306.75	1,568,009,843.89

As at December 31, 2016, trust receipt payable is loan due to several commercial banks, carried interest rate of MOR, MLR-1% and MRR-2% per annum. (2015: MOR, MLR-1% and MRR-2% per annum) Ownership of merchandise purchased from trust receipt contract performance is still belonged to a commercial bank until there is repayment of trust receipt payables to such commercial bank.

## 14. [Trade and other payable - third parties](#)

(Unit: Baht)

	<u>2016</u>	<u>2015</u>
Trade payable	127,225,856.61	60,299,595.09
Accrued expenses	13,944,528.04	7,341,758.70
Accrued dividend	145,600.30	145,600.30
Advances received for goods	11,650,000.00	6,897.29
Other payables	3,078,015.48	1,604,994.37
Payable for purchase of assets	-	3,000,705.63
Total trade and other payables	156,044,000.43	72,399,551.38

## 15. [Obligation under finance lease](#)

Obligation under finance lease - minimum lease payments:

	(Unit : Baht)					
	Obligation under <u>finance lease</u>	<u>2016</u> Deferred finance lease charges	<u>Net</u>	Obligation under finance lease	<u>2015</u> Deferred finance lease charges	<u>Net</u>
Not later than 1 year	2,146,104.94	(306,503.39)	1,839,601.55	2,185,938.34	(459,836.90)	1,726,101.44
Later than 1 year but not later than 6 years	3,672,182.55	(210,158.75)	3,462,023.80	5,837,133.15	(541,944.30)	5,295,188.85
Total	5,818,287.49	(516,662.14)	5,301,625.35	8,023,071.49	(1,001,781.20)	7,021,290.29

As at December 31, 2016, the Company performs the contract of long term financial leased with leasing company so as to lease motor vehicle by number of 5 contracts. (2015 : 6 contracts) The leased contracts determine leased fee repayment as monthly installment from Baht 36,000.00 and 36,412.55 per month. (2015: Baht 36,000.00 and 36,732.00 per month) The leased period is carried 5 - 6 years. (2015: carried 5 - 6 years)

## 16. [Employee benefit obligation](#)

	(Unit : Baht)	
	<u>2016</u>	<u>2015</u>
Retirement employee benefit obligation	20,098,769.00	17,156,247.00
Other long-term employee benefit obligation	1,114,430.00	977,963.00
Total	21,213,199.00	18,134,210.00

Changes in the present value of the retirement employee benefit obligation for the year ended December 31, 2016 and 2015 are as follows :-

	(Unit : Baht)	
	<u>2016</u>	<u>2015</u>
Opening employee benefit obligation balance	17,156,247.00	14,373,197.00
Current service cost	2,493,054.00	1,651,411.00
Interest cost	449,468.00	505,734.00
Actuarial gains arising from change in demographic assumption	-	561,889.00
Actuarial losses arising from change in financial assumption	-	619,516.00
Actuarial gains and losses arising from change in experience	-	-
Benefit paid	-	(555,500.00)
Ending employee benefit obligation balance	<u>20,098,769.00</u>	<u>17,156,247.00</u>

Changes in the present value of the other long-term employee benefit obligation for the year ended December 31, 2016 and 2015 are as follows :-

	(Unit : Baht)	
	<u>2016</u>	<u>2015</u>
Opening employee benefit obligation balance	977,963.00	822,506.00
Current service cost	112,797.00	221,765.00
Interest cost	23,670.00	28,668.00
Actuarial losses from change in obligation	-	25,879.00
Benefit paid	-	(120,855.00)
Ending employee benefit obligation balance	<u>1,114,430.00</u>	<u>977,963.00</u>

Principal actuarial assumptions as at December 31, 2016 and 2015 are as follows :

	<u>2016</u>	<u>2015</u>
Discount rate at end of period	2.62%	2.62%
Future salary growth	7.00%	7.00%
Proportion of employees opting for early retirement	0% - 42%	0% - 42%

Changes in the actuarial assumption will affect to the employee benefit obligation as at December 31, 2016 and 2015 as follows:

	(Unit : Baht)	
	Employee benefit obligation Increase (decrease)	
	<u>2016</u>	<u>2015</u>
If the discount rate increase 1.00%	(1,782,483.00)	(1,456,511.00)
If the discount rate decrease 1.00%	2,133,028.00	1,755,576.00
If the future salary growth increase 1.00%	2,158,077.00	1,659,997.00
If the future salary growth decrease 1.00%	(1,842,052.00)	(1,414,072.00)
If the proportion of employees opting for early retirement increase 1.00%	(1,946,247.00)	(1,589,880.00)
If the proportion of employees opting for early retirement decrease 1.00%	1,047,924.00	857,705.00

Information about the maturity of the employee benefit obligation are as follows:

The Company expect to pay of long-term employee benefits during the next year are as follows:

	(Unit : Baht)	
	<u>2016</u>	<u>2015</u>
Amount of the obligation expected to be paid		
- Not later than 1 year	531,645.00	-

As at December 31, 2016, the weighted average duration of the liabilities for long-term employee benefit of the company is 11 years (2015: 11 years).

## 17. [Share capital](#)

	Number of ordinary shares (Unit : Share)	Amount (Unit : Baht)
Registered share capital (Baht 1 per share)		
As at January 1, 2015	621,166,300	621,166,300.00
Reduction of capital during the year (Note 18)	-	-
As at December 31, 2015	621,166,300	621,166,300.00
Increment of capital during the year	-	-
As at December 31, 2016	621,166,300	621,166,300.00
	Number of ordinary shares (Unit : Share)	Amount (Unit : Baht)
Issued and paid-up share capital (Baht 1 per share)		
As at January 1, 2015	496,168,826	496,168,826.00
Increment of capital during the year	-	-
As at December 31, 2015	496,168,826	496,168,826.00
Increment of capital during the year	-	-
As at December 31, 2016	496,168,826	496,168,826.00

As at 31 December 2016 and 2015, the total number of registered ordinary shares is in number of 621,166,300 shares. There is par value of Baht 1.00 per share. Shares capital issued and called for paid-up from in number of 496,168,826 shares. There is par value of Baht 1.00 per share.

### The capital management

The Company constitutes purpose with respect to capital management in order to remain for ability in the continued operation and ability to appropriately provide remuneration to various group of participating interest while the Company will maintain capital in the level with the least risk.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt obligations.

## 18. [Legal reserve](#)

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside to a statutory reserve at least 5 percent of its net income, after deducting accumulated deficit brought forward (if any), until the reserve reaches 10 percent of its registered share capital. The statutory reserve is not available for dividend distribution.

For the year ended December 31, 2016, the Company has appropriated net income in amount of Baht 6.00 million to the legal reserve.

## 19. [Income tax \(income\) expense](#)

The income tax (income) expenses recognized in profit or loss for the year ended December 31, 2016 and 2015 were as follow :-

	(Unit : Baht)	
	<u>2016</u>	<u>2015</u>
Current tax expense	-	-
Deferred tax expenses relating to the origination and reversal of temporary difference	3,273,213.78	(42,551.05)
Income tax (income) expense	<u>3,273,213.78</u>	<u>(42,551.05)</u>

The relationship between tax (income) expense and accounting profit (loss) for the year ended December 31, 2016 and 2015 were as follow :-

	(Unit : Baht)	
	<u>2016</u>	<u>2015</u>
Accounting profit (loss)	118,825,114.88	(176,880,931.15)
Tax rate used	20%	20%
Tax at the applicable tax rate	23,765,022.98	(35,376,186.23)
Temporary difference not recognized as a deferred tax assets	-	2,526,563.34
Previously temporary difference not recognized as a deferred tax asset	(650,539.98)	-
Expenses that are not deductible in determining taxation profit	125,584.17	159,992.60
Expenses that are deductible in determining taxation profit	(4,297,182.12)	(15,640.76)
Carried forward loss not recognized as a deferred tax asset	(15,669,671.27)	-
Loss from operation	-	32,662,720.00
Income tax (income) expense	3,273,213.78	(42,551.05)

The deferred tax asset is not recognized in the statement of financial position; consisted of:

	(Unit : Baht)	
	<u>2016</u>	<u>2015</u>
Unused tax losses		
- Expire in next 1 year	-	-
- Expire in next 2 – 5 years	16,993,048.73	32,662,720.00
Temporary differences	11,208,556.32	11,859,096.29
Total	28,201,605.05	44,521,816.29

## 20. [Basic earnings \(loss\) per share](#)

Basic earnings (loss) per share are calculated by dividing the profit (loss) for the year (excluding other comprehensive income) attributable to shareholders by the weighted average number of ordinary shares in issue during the year.

## 21. [Dividend paid](#)

In accordance with the minute of the ordinary shareholders meeting for the year 2015 held on March 31, 2015, the shareholders approved the payment of annual dividend for the year 2014 of Baht 0.16 per share in total amount of Baht 79.39 million. The Company paid such dividend in April 2015.



## 22. [Supplemental disclosures of cash flow information](#)

### 22.1 Cash and cash equivalents consisted of :-

	(Unit : Baht)	
	<u>2016</u>	<u>2015</u>
Cash	506,827.75	563,521.75
Cheque on hand	3,890,818.30	4,276,958.24
Cash deposits - Saving accounts	327.21	299.15
Cash deposits - Current accounts	4,559,537.50	20,233,967.80
Short-term investment not exceeding 3 months	333,108.03	325,629.54
Total	<u>9,290,618.79</u>	<u>25,400,376.48</u>

### 22.2 Non - cash items :-

	(Unit : Baht)	
	<u>2016</u>	<u>2015</u>
Purchase of assets but not yet paid	-	3,000,705.63
Acquired assets by finance lease	-	3,610,473.10
Accrued dividend	145,600.30	145,600.30

## 23. [Employee benefit](#)

### 23.1 Provident fund

For the year ended December 31, 2016 the Company recognizes as the employee benefit expense for the payment of contribution into the provident fund at the amount of Baht 0.78 million. (2015: Baht 0.94 million)

## 23.2 Retirement employee benefit

For the year ended December 31, 2016 and 2015, the Company recognizes the employee benefit expense in case of retirement or termination under the labor law, as follows :-

	(Unit : Baht)	
	<u>2016</u>	<u>2015</u>
Amounts recognized in profit or loss		
Current service cost	2,493,054.00	1,651,411.00
Interest cost	449,468.00	505,734.00
Total amounts recognized in profit or loss	2,942,522.00	2,157,145.00
Amounts recognized in other comprehensive income		
Actuarial gains and losses arising from change in demographic assumption	-	561,889.00
Actuarial gains and losses arising from change in financial assumption	-	619,516.00
Actuarial gains and losses arising from change in experience adjustment	-	-
Total amounts recognized in other comprehensive income	-	1,181,405.00
Total	2,942,522.00	3,338,550.00

An item of the employee benefit expense in case of retirement or termination under the labor law recognized in profit or loss for the year ended December 31, 2016 and 2015 is inclusively presented in the line items, as follows :-

	(Unit : Baht)	
	<u>2016</u>	<u>2015</u>
Cost of sales	1,310,551.00	857,728.00
Selling expenses	67,016.00	150,941.00
Administrative expenses	395,596.00	167,575.00
Management compensation	1,169,359.00	980,901.00
Total	2,942,522.00	2,157,145.00

### 23.3 Other long-term benefit

For the year ended December 31, 2016 the Company recognizes as the other long-term employee benefit expense in profit or loss at the amount of Baht 0.15 million. (2015 : Baht 0.28 million)

## 24. [Expenses by nature](#)

The following expenditure items of expense have been classified by nature for the year ended December 31, 2016 and 2015:

	(Unit : Baht)	
	<u>2016</u>	<u>2015</u>
Change in finished goods	13,571,994.14	(27,797,063.01)
Raw material and supplied used	2,304,282,250.25	2,471,513,581.19
Bad debts and doubtful debts	4,510,471.71	6,051,050.10
Employee benefit expenses	103,552,340.94	63,330,537.03
Depreciation and amortization	19,278,067.75	18,551,073.04
Loss from declining in value of inventories (Reversal)	(27,445,917.95)	4,824,664.58

## 25. [Operating segments](#)

The Company identified the operating segments on the basis of internal reports that are regularly reviewed by the Company's chief operating decision maker in order to allocate resources to the segment and assess its performance and shall disclose the amount reported for each operating segment item to be the measure reported to the Company's chief operating decision maker for the purpose of allocating resources to the segment and assessing its performance.

The Company classifies the operating segment in the form of type of business operated. The Company has two operating segments which are consists of the distribution of steel product segment and the construction service segment.

The Company measures the profit or loss for each segment from the gross profit excluding the items of other income, interest revenue, gain or loss on exchange rate, other central expenses, finance cost and share of profit or loss in associates and joint ventures.

The segment operation for the year ended December 31, 2016 and 2015 are as follows:

	(Unit: Million Baht)					
	Distribution of steel product		Construction service		Total	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Net outsider sales	2,712.98	2,645.84	14.02	-	2,727.00	2,645.84
Gross margin (loss)					274.35	(27.24)
Other income					0.16	4.78
Loss on exchange rate					(6.77)	(0.08)
Selling expenses					(24.78)	(19.74)
Administrative expenses					(92.42)	(85.46)
Finance cost					(31.71)	(49.14)
Net profit(loss) before income tax					118.83	(176.88)

The reconciliations of each segment total assets to the Company assets and other material items.

	(Unit: Million Baht)							
	Distribution of steel product		Construction service		Central		Total	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Depreciation	14.49	14.22	-	-	4.65	4.20	19.14	18.42
Amortization	-	-	-	-	0.14	0.13	0.14	0.13

#### Information about major customers

For the year ended December 31, 2016 and 2015, the Company didn't earn the revenues from sale of goods and construction service with each customer to 10% or more of the Company's revenues.

## 26. [Financial Instruments](#)

### 26.1 Risk Management

The Company has no policy to deal in financial instruments for speculation or trade

## 26.2 Risks from Interest Rates

Risk from interest rates is derived from fluctuation of market interest rate in the future which affect upon operating result and cash flow. Risk from interest rates remains due to bank deposit, credit facilities owing to the commercial bank and financial institutions and long-term loans from financial institutions. Due to the fact that such financial assets and liabilities constitute interest rates which are always closed to market interest rate; as a result, the Company anticipates of non-material risk from interest rates.

	Amount (Unit : Million Baht )		Interest rate per annum (%)	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Bank overdrafts	0.01	0.65	MOR	MOR
Trust receipts payable	1,130.77	1,567.36	MLR-1, MRR-	MLR-1, MRR-

## 26.3 Credit Risk

The Company faces risk from extending credit to customers who default on payment, however the Company evaluate each clients' ability to pay before giving credit and make a sufficient provision for doubtful debts in accordance with accounting policy. Moreover, the Company has no significant concentrations of credit risks.

## 26.4 Foreign Currency Risk

The Company constitutes material risk from exchange rates in oversea currencies which has been trade accounts receivable and payable those are foreign currency. The management has managed risk from exchange rates by performing the forward foreign currencies contract or buying foreign exchange option dependent on each case.

As at December 31, 2016 and 2015, the Company has foreign currency assets and liabilities were as follows:

	Foreign Currency Assets		Foreign Currency Liabilities	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
US Dollar	9.20	9.20	2,576,297.26	4,512,118.71

## 26.5 Fair value

The carrying amounts of cash and cash equivalent, trade receivable and payable, other receivable and payable to related parties and short-term loan from financial institutions close to their fair value due to these financial assets and liabilities are short term. Obligations under finance lease carry interest at rate close to current market rate so that the carrying value of such obligations under finance lease close to their fair value.

## 27. [Financial instruments](#)

TFRS No.13 “Fair Value Measurement (revised 2015)” defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date regardless of whether that price is directly observable or estimated using another valuation technique.

The TFRS requires the Group shall disclose about fair value measurement for financial asset and liability in which the other related TFRSs requires or permits fair value measurement or disclosure about fair value.

The TFRS establishes a fair value hierarchy that categorizes into three levels the inputs to valuation techniques used to measure fair value, as follows

Level 1 : The inputs are quoted prices in active markets for identical assets or liabilities that the Company can access at the measurement date.

Level 2 : The inputs are observable inputs for the asset or liability, either directly or indirectly.

Level 3 : The inputs are unobservable inputs for the asset or liability.

Information on certain assets and liabilities of the Company which are not measured at fair value in the statement of financial position as at December 31, 2016 and 2015 are described in notes to financial statement no.9 and no.26.5

Information on assets and liabilities of the Company which are measured at fair value in the statement of financial position as at December 31, 2016 and 2015, are as follows:

Assets and liabilities	Fair value		Fair value hierarchy	Valuation techniques	The inputs used in the fair value measurement categorized within Level 2 and Level 3
	2016	2015			
Foreign currency forward contract (Assets) (Note 29.3)	0.39	2.62	Level 2	Discount cash flow	Foreign currency exchange rate observed at the end of the reporting period. The discount rate is at Libor.

For the year ended on December 31, 2016, there is no the transfer of any amount between level 1 and level 2 of the fair value hierarchy.

## 28. [Credit Facility from the Financial Institute](#)

As at December 31, 2016 The Company received credit limit of bank overdraft account, long term loan, letter of credit and trust receipt, foreign currency trading, letter of guarantee against the use of electricity from several finance institutes and commercial bank. The total credit limit in amount of Baht 4,244.79 million, (2015: Baht 4,244.79 million) while there is land, factory building and machineries of the Company, land and building of the Parent Company as guarantors.

## 29. [Obligation and contingent liabilities](#)

29.1 Apart from the various liabilities presented in the financial statements, the Company has the obligations as at December 31, 2016 and 2015 are as follow:-

	(Unit : Million)	
	<u>2016</u>	<u>2015</u>
Letter of Credit		
US Dollar	1.62	1.78
Letter of Guarantee		
US Dollar	1.78	1.96

29.2 The Company entered into machinery manufacturing agreement in 1 contracts (2015: 3 contracts) which has the value in amount is Baht 2.86 million (2015: Baht 4.87 million). As at December 31, 2016, the Company had outstanding commitments being amount of Baht 1.17 million (2015: Baht 4.04 million).



29.3 The Company has performed the forward foreign currencies contract in amount of USD 0.88 million which holds the contract life not exceeding one year (December 31, 2015: USD 4.44 million).

29.4 The commitment of construction agreements with a customer was as follow:-

	(Unit : Baht)	
	<u>2016</u>	<u>2015</u>
Total amount of agreement	14,023,364.47	-
Recognized revenues	14,023,364.47	-
The remaining of non-operating work	-	-

29.5 The commitment of the construction subcontracts were as follow:-

	(Unit : Baht)	
	<u>2016</u>	<u>2015</u>
Total amount of agreement	12,966,309.40	-
Recognized cost of construction	12,966,309.40	-
The remaining of non-operating work	-	-



### 30. [Events after the reporting period](#)


In accordance with Board of Directors meeting 1/2017 held on February 25, 2017, to pay the annual dividend from operation result of the Company for the year 2016 of Baht 0.10 per share amounting to Baht 49.62 million. The Company will pay such dividend on April 26, 2017.


### 31. [Approval of financial statements](#)



The financial statements were authorized for issue by the Company's board of directors on February 25, 2017.

## Resume of Directors and Management of CSP Steel Center Public Company Limited


Name Age / Title	Education	Relationship with Other management	*Percentage of Total Voting Right (%)	Experience	
Mr. Supachai Chaisupat Age : 69 Chairman / CEO 	High School  Director Accreditation Program (DAP) 31/2005	Father of Mr. Weerasak Chaisupat and Mr. Kritsada Chaisupat	8.46	1992 - Present  1987 - Present	- President CSP Steel Center., Pcl.  - Director Chaisupat Co., Ltd.  <b>(Being Director/Management in 1 Non-Registered Company: Chaisupat Co., Ltd. More details shown in “Related Parties Transactions”, Non-competition with CSP)</b>
Mr. Weerasak Chaisupat Age : 44 Managing Director/Director 	Master of International Business JOHNSON&WALES UNIVERSITY,U.S.A  Bachelor of Marketing JOHNSON&WALES UNIVERSITY,U.S.A  Director Accreditation Program (DAP) 31/2005	Son of Mr. Supachai Chaisupat and husband of Mrs. Suwimon Chaisuapat	6.12	2005 - Present  1999 - 2006  1997 - 1999	- Managing Director CSP Steel Center., Pcl.  - Director United Steel Service Center Co., Ltd.  - Director Chaisupat Co., Ltd.

Name Age / Title	Education	Relationship with Other management	*Percentage of Total Voting Right (%)	Experience	
					(Not being Director/Management in other none registered or registered company/competitive or related to competitors)
Mr. Kritsada Chaisupat Age : 42 Executive Vice President in General Management /Director 	Master of Business Management JOHNSON&WALES UNIVERSITY,U.S.A  Bachelor of Business Management Thai Chamber of Commerce University  Director Accreditation Program (DAP) 31/2005	Son of Mr. Supachai Chaisupat	6.05	1998 - Present	- Director & Executive Vice President in General Management CSP Steel Center., Pcl.  (Not being Director/Management in other none registered or registered company/competitive or related to competitors)


Name Age / Title	Education	Relationship with Other management	*Percentage of Total Voting Right (%)	Experience	
<p>Mr. Bunjerd Somsem</p> <p>Age : 56</p> <p>Director/ Nomination and Remuneration Committee</p> 	<p>Bachelor of Marketing</p> <p>Thammasat University</p> <p>Director Accreditation Program (DAP) 31/2005</p>	<p>-None-</p>	<p>0.006</p>	<p>2005 - Present</p> <p>2014 - Present</p> <p>1985 - Present</p>	<p>- Director</p> <p>CSP Steel Center., Pcl.</p> <p>- Nomination and Remuneration Committee</p> <p>CSP Steel Center ., Pcl.</p> <p>- Assistant Vice President</p> <p>Bangkok Bank., Pcl.</p> <p><b>(Not being Director/Management in other none registered or registered company/competitive or related to competitors)</b></p>


Name Age / Title	Education	Relationship with Other management	*Percentage of Total Voting Right (%)	Experience	
Mrs. Panthipa Chewthanasoontorn Age : 63 Director 	Bachelor of Business Management Rachamongkol Institute of Technology  Director Accreditation Program (DAP) 31/2005	Sister of Mr. Supachai Chaisupat	2.01	2005 - Present  2015 1978 – 2014	- Director CSP Steel Center., Pcl.  - Retirement  - Senior Service Officer Bangkok Bank., Pcl.  <b>(Not being Director/Management in other none registered or registered company/competitive or related to competitors)</b>
Pol. Gen. Vichien Samarnpong Age : 70 Director 	Master of Political Science Thammasat University  Bachelor of Political Science Thai Police Academy  Director Accreditation Program (DAP) 31/2005	-None-	-None-	2016 - Present  2007 - 2012  2005 - 2006  2004  2003	- Director CSP Steel Center Pcl.  - Director CSP Steel Center Pcl.  - Chairman of Audit Committee CSP Steel Center Plc.  - Government Retirement Police Department of Thailand  - Chief Police Office of Chachengsao District


Name Age / Title	Education	Relationship with Other management	*Percentage of Total Voting Right (%)	Experience	
				2001	Police Department of Thailand - Chief Police Office of Trat District Police Department of Thailand 2000 - Chief Police Office of Central Investigation Bureau Police Department of Thailand 1999 - Secretary Police Department of Thailand  <b>(Not being Director/Management in other            none registered or registered            company/competitive or related to            competitors)</b>


Name Age / Title	Education	Relationship with Other management	*Percentage of Total Voting Right (%)	Experience	
<p>Mr. Charus Khanchanakhajit</p> <p>Age : 80</p> <p>Chairman of Audit Committee/Nomination and Remuneration Committee</p> 	<p>Law Institution</p> <p>Bachelor of Law Science</p> <p>Ramkhamhaeng University</p> <p>Director Accreditation Program (DAP) 31/2005</p>	<p>-None-</p>	<p>-None-</p>	<p>2014 - Present</p> <p>2007 – Present</p> <p>2006 - Present</p> <p>2005 - 2006</p> <p>1995 - 2008</p>	<p>- Chairman of Nomination and Remuneration Committee</p> <p>CSP Steel Center ., Pcl.</p> <p>- Chairman of Audit Committee</p> <p>CSP Steel Center., Pcl.</p> <p>- Professor</p> <p>The Thai Bar Under The Royal Patronage</p> <p>- Audit Committee</p> <p>CSP Steel Center., Pcl.</p> <p>- Professor</p> <p>National Institute of Development Administration (NIDA)</p> <p><b>(Not being Director/Management in other none registered or registered company/competitive or related to competitors)</b></p>





Name Age / Title	Education	Relationship with Other management	*Percentage of Total Voting Right (%)	Experience	
<p>Mr. Janram Atthakrisna</p> <p>Age : 60</p> <p>Audit Committee/ Nomination and Remuneration Committee</p> 	<p>Master of Public Administration National Institute of Development Administration (NIDA)</p> <p>Bachelor of Law Science Ramkhamhaeng University</p> <p>High Vocational Certificate Major in Accounting Rajamangala Institute of Technology Krungthep</p> <p>Managerial Accounting-Cost Accounting Training Program 2004 Chulalongkorn University</p> <p>Certified Internal Auditor (CIA) 2005 Chulalongkorn University</p>	-None-	-None-	2014 – Present	- Nomination and Remuneration Committee CSP Steel Center., Pcl.
				2005 - Present	- Audit Committee CSP Steel Center ., Pcl.
				2017	- Retirement
				2005 – 2016	- Assistant Director of Internal Audit Government Housing Bank
				2003 – 2005	- Assistant Director of Sourcing and Procurement Department Government Housing Bank
				2003	- Assistant Director of Office Manager Government Housing Bank
				2001 – 2003	- Assistant Director of Loan Processing Government Housing Bank
				1998 – 2001	- Assistant Director of The Banking Bureau Inspector, Government Housing Bank
				1996 – 1998	- Chief of Welfare Loan, The Personal Loan

Name Age / Title	Education	Relationship with Other management	*Percentage of Total Voting Right (%)	Experience	
	Director Accreditation Program (DAP) 31/2005			1983 – 1987  1979 - 1982	Project, Government Housing Bank - Assistant Auditor Mr. Chamnan Rattanakorn Auditor Office - Assistant Auditor Mr. Pradup Tunyacoop Auditor Office <b>(Not being Director/Management in other none registered or registered company/competitive or related to competitors)</b>
Mr. Surachat Pongpattarrine Age : 69 Audit Committee/ Nomination and Remuneration Committee 	Diploma Degree of M.B.A Mongomery College, U.S.A  Director Accreditation Program (DAP) 18/2004	-None-	-None-	2014 – Present  2007 - Present  2016 2004 – 2015	- Nomination and Remuneration Committee CSP Steel Center., Pcl. - Audit Committee CSP Steel Center ., Pcl. - Retirement - Executive Vice President General Administration UBIS (Asia) Public Co., Ltd.

Name Age / Title	Education	Relationship with Other management	*Percentage of Total Voting Right (%)	Experience	
				1997 - 2004	- Executive Officer UBIS (Asia) Public Co., Ltd. <b>(Not being Director/Management in other none registered or registered company/competitive or related to competitors)</b>
<p>Mrs. Suwimon Chaisupat</p> <p>Age : 43</p> <p>Executive Vice President in Finance &amp; Accounting</p> <p>Executive Vice President in Human Resource (Deputy)</p> 	<p>Master of International Business JOHNSON&amp;WALES UNIVERSITY,U.S.A</p> <p>Bachelor of Marketing JOHNSON&amp;WALES UNIVERSITY,U.S.A</p> <p>Director Accreditation Program (DAP) 115/2015</p>	Spouse of Mr. Weerasak Chaisupat	-None-	<p>2014 –Present</p> <p>2005 - Present</p> <p>2002 - 2004</p> <p>1999 – 2000</p>	<p>- Executive Vice President in Human Resource (Deputy) CSP Steel Center., Pcl.</p> <p>- Executive Vice President Finance &amp; Accounting CSP Steel Center., Pcl.</p> <p>- Finance &amp; Accounting Manager United Steel Service Center Co., Ltd.</p> <p>- Assistant Manager BAKER HUGHES INTEQ</p>

Name Age / Title	Education	Relationship with Other management	*Percentage of Total Voting Right (%)	Experience	
					(Not being Director/Management in other none registered or registered company/competitive or related to competitors)
<p>Mrs. Piyarat Sawatdee Age : 61 Executive Vice President Sales &amp; Marketing</p> 	<p>Associate Degree Siam University</p>	<p>-None-</p>	<p>0.00002</p>	<p>2014 – Present  2005 – 2014  1988 - 2004</p>	<p>- Executive Vice President Sales &amp; Marketing CSP Steel Center., Pcl.  - Sales &amp; Marketing Senior Manager CSP Steel Center., Pcl.  - Sales &amp; Marketing Manager Chaisupat Co., Ltd.</p> <p>(Not being Director/Management in other none registered or registered company/competitive or related to competitors)</p>

Name Age / Title	Education	Relationship with Other management	*Percentage of Total Voting Right (%)	Experience	
<p>Mr. Ruxsux Kooptanond</p> <p>Age : 44</p> <p>Executive Vice President</p> <p>Sales &amp; Marketing (Mega Project)</p> 	<p>Doctor of Philosophy Program in Business Administration (DBA) (towards Dissertation)</p> <p>Naresuan University</p> <p>Master of Business Administration (MBA)</p> <p>Chulalongkorn University</p> <p>Bachelor of Industrial Engineering</p> <p>Kasetsart University</p> <p>Thai Professional Engineering License (Industrial Engineering)</p> <p>Director Accreditation Program (DAP) 115/2015</p>	-None-	-None-	<p>2015 – Present</p> <p>2000 – 2014</p> <p>1996 – 1999</p> <p>1995 – 1996</p>	<p>- Executive Vice President</p> <p>Sales &amp; Marketing (Mega Project)</p> <p>CSP Steel Center., Pcl.</p> <p>- Business owner</p> <p>- Quality Engineering</p> <p>Tri Petch Isuzu Sales Co., Ltd.</p> <p>- Control Engineering of Electricity and public utility system</p> <p>Art Engineering and Construction Co., Ltd.</p> <p><b>(Being Director/Management in 1 Non-Registered Company: Khalek Paisan Co., Ltd. More details shown in “Related Parties Transactions”, Non-competition with CSP)</b></p>

Name Age / Title	Education	Relationship with Other management	*Percentage of Total Voting Right (%)	Experience	
Mr. Bundit Assavacheep Age : 35 Accounting Manager/ Corporate Secretary 	Master Degree Major in Financial and Banking Ramkhamhaeng University  Bachelor Degree Major in Accounting Rajamangala University of Technology Krungthep	-None-	-None-	2016 – Present  2015 – 2016  2013 – 2015  2006 - 2012	- Accounting Manager / Corporate Secretary CSP Steel Center., Pcl.  - Accounting Manager Zest Interactive Co., Ltd.  - Internal Audit Thai Film Industries Public Co., Ltd.  - Assistant Auditing Manager Karin Audit Co., Ltd.  <b>(Not being Director/Management in other            none registered or registered            company/competitive or related to            competitors)</b>

Remark \* including share of related person under section 258 of SET Law.

### Authority Details of Directors and Management

Name		CSP Steel Center Pcl.	Chaisupat Co., Ltd.
1. Mr. Supachai	Chaisupat	X V	/
2. Mr. Weerasak	Chaisupat	/// V	
3. Mr. Kritsada	Chaisupat	/ V	
4. Mr. Bunjerd	Somsem	/ +	
5. Mrs. Panthipa	Chewthanasoontorn	/	
6. Pol. Gen.Vichien	Samarnpong	/	
7. Mr. Charus	Khanchanakhajit	N +	
8. Mr. Janram	Atthakrisna	// +	
9. Mr. Surachat	Pongpattarrine	// +	
10. Mrs. Piyarat	Sawatdee	V	
11. Mrs. Suwimon	Chaisupat	V	
12. Mr. Ruxsux	Kooptanond	V	
13. Mr. Bundit	Assavacheep	V *	

Remark:

X = President

N = Chairman of Independent / Audit Committee

/ = Director

// = Audit Committee

/// = Managing Director

+ = Nomination and Remuneration Committee

\* = Corporate Secretary

V = Management



## Report of Directors and Executives' Common Shares Holding

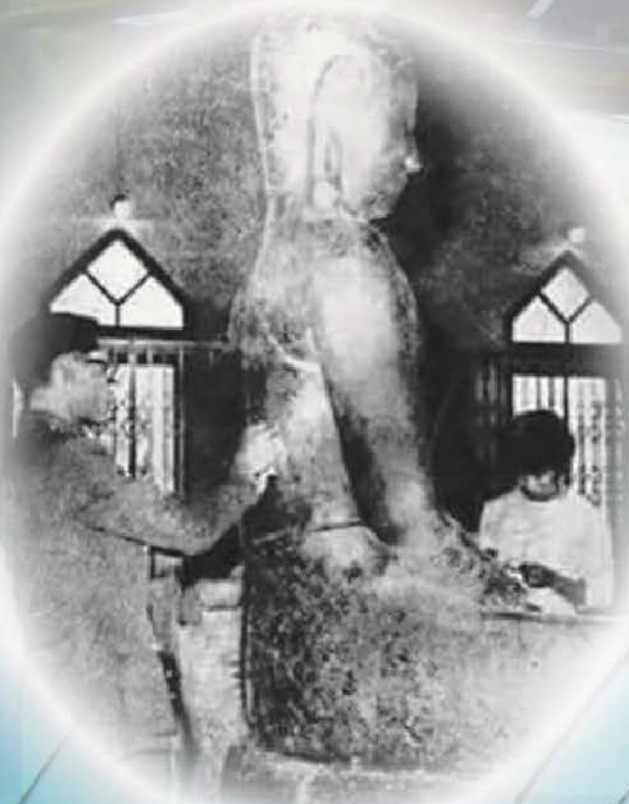
Name of Directors / Executives	As of December 31, 2015			Change: Increase/(Decrease) during the year	As of December 31, 2016		
	Quantity of Shares Holding by Directors / Executives	Quantity of Shares Holding by Related Persons*	Total		Quantity of Shares Holding by Directors / Executives	Quantity of Shares Holding by Related Persons*	Total
1. Mr. Supachai Chaisupat Chairman / CEO	42,000,000	42,000,000	84,000,000	-	42,000,000	42,000,000	84,000,000
2. Mr. Weerasak Chaisupat Managing Director / Director	30,350,000	-	30,350,000	-	30,350,000	-	30,350,000
3. Mr. Kritsada Chaisupat Executive Vice President in General Management / Director	30,000,000	-	30,000,000	-	30,000,000	-	30,000,000
4. Mr. Bunjerd Somsem Director / Nomination and Remuneration Committee	30,000	-	30,000	-	30,000	-	30,000
5. Mrs. Panthipa Chewthanasoontorn Director	10,000,000	-	10,000,000	-	10,000,000	-	10,000,000

Name of Directors / Executives	As of December 31, 2015			Change: Increase/(Decrease) during the year	As of December 31, 2016		
	Quantity of Shares Holding by Directors / Executives	Quantity of Shares Holding by Related Persons*	Total		Quantity of Shares Holding by Directors / Executives	Quantity of Shares Holding by Related Persons*	Total
6. Pol. Gen.Vichien Samarnpong Director	-	-	-	-	-	-	-
7. Mr. Charus Khanchanakhajit Chairman of Audit Committee / Chairman of Nomination and Remuneration Committee	-	-	-	-	-	-	-
8. Mr. Janran Atthakrisna Audit Committee / Nomination and Remuneration Committee	-	-	-	-	-	-	-
9. Mr. Surachat Pongpattarrine Audit Committee / Nomination and Remuneration Committee	-	-	-	-	-	-	-
10. Mrs. Suwimon Chaisupat Executive Vice President in Finance and Accounting / Executive Vice President in Human Resource (Deputy)	-	30,350,000	30,350,000	-	-	30,350,000	30,350,000

Name of Directors / Executives	As of December 31, 2015			Change: Increase/(Decrease) during the year	As of December 31, 2016		
	Quantity of Shares Holding by Directors / Executives	Quantity of Shares Holding by Related Persons*	Total		Quantity of Shares Holding by Directors / Executives	Quantity of Shares Holding by Related Persons*	Total
11. Mrs. Piyarat Sawatdee Executive Vice President in Sales & Marketing	100	-	100	-	100	-	100
12. Ruxsux Kooptanond Executive Vice President in Sales & Marketing (Mega Project)	-	-	-	-	-	-	-
13. Mr. Bundit Assavacheep Accounting Manager / Corporate Secretary	-	-	-	-	-	-	-

Remark \* Related Persons of Directors / Executives mean:

- 1) Spouse and minor child (children) of Directors / Executives.
- 2) Corporation(s) which Directors / Executives and 1) held together more than 30% of the right to vote of such corporation.
- 3) Corporation(s) which Directors / Executives and persons as 1) and 2) held together more than 30% of the right to vote of such corporation.
- 4) Corporation(s) which held step-by-step by persons as 3), starting with shareholder(s) of the corporation(s) as 3) and each step would held by more than 30% of the right to vote of such corporation.



“ที่ให้ปิดทองหลังพระก็เพื่อจะได้เตือนตัวเองว่า  
การทำความดีไม่จำเป็นต้องอวดใคร  
หรือประกาศให้ใครรู้ ให้ทำหน้าที่เพื่อหน้าที่  
และถือว่าความสำเร็จในการทำหน้าที่  
เป็นบำเหน็จรางวัลที่สมบูรณ์แล้ว”

พระบรมราชาบาทสมเด็จพระเจ้าอยู่หัวภูมิพลอดุลยเดช  
ทรงประทานแด่ พล.ต.อ. วชิรฐ เดชกุญชร

475 ถนนพระราม 3 แขวงบางโคล่ เขตบางคอแหลม กรุงเทพฯ 10120  
475 RAMA 3 ROAD BANGKLO BANGKOLAEM BANGKOK 10120 THAILAND  
TEL.(66)-2291-6314-21 FAX.(66)-2291-3828  
WWW.CSPSTEEL.COM / E-MAIL : INFO@CSPSTEEL.COM