



Annual Report 2015

รายงานประจำปี 2558



บริษัท ยูบิส (เอเชีย) จำกัด (มหาชน)
UBIS (ASIA) PUBLIC COMPANY LIMITED

Table of Contents

Financial Highlight	2
Message from Chairman	3
Responsibility statement of the Board of Directors to the Financial Statement	4
Report of Audit Committee	5
Overview and Management Policy	6
Nature of Business Operation	8
Risks Factor	13
Company's General Information	15
Shareholders	17
Dividend Policy	18
Management Structure	19
The Board of Directors	22
Remuneration	27
Major Changes in the year 2015	28
Corporate Governance	29
Corporate Social Responsibility	39
Internal Control and Risk Management	41
Related Transactions	43
Management Analysis and Explanations	44
Auditor's Report and Financial Statements	46

Financial Highlight

For the fiscal year ended December 31,	Consolidated Financial Statements			Separate Financial Statements		
	2015	2014	2013	2015	2014	2013
Stock Data						
Par Value (Baht)	1.00	1.00	1.00	1.00	1.00	1.00
Book Value (Baht)	1.87	1.59	1.55	1.42	1.50	1.60
Earnings Per Share (Baht)	0.64	0.36	0.38	0.28	0.22	0.44
Operating Results (Thousand Baht)						
Sales Revenue	827,329	848,401	711,374	677,388	758,163	682,038
Total Income	875,062	856,106	726,400	733,440	770,900	695,969
Net Profit	145,148	82,882	87,083	64,440	49,929	100,533
Balance Sheet (Thousand Baht)						
Total Assets	899,707	663,835	535,810	937,263	705,782	567,758
Total Liabilities	474,015	299,042	180,939	614,275	364,276	203,222
Paid-up Capital	228,000	228,000	228,000	228,000	228,000	228,000
Shareholders' Equity	425,692	364,793	354,871	322,989	341,506	364,536
Financial Ratios						
Return on Shareholders' equity (%)	36.90	23.35	26.20	19.40	14.14	29.83
Return on Total Assets (%)	18.61	13.96	17.22	7.84	7.84	18.71
Return on Fixed Assets (%)	70.14	43.62	66.32	37.11	29.86	80.80
Gross Profit (%)	39.21	35.39	35.11	26.60	28.26	32.62
Net Profit (%)	17.33	9.78	11.96	8.79	6.48	14.45

Message from Chairman

In 2015, there are significant changes affected to the Company's business in this year, the operation of the Company and its subsidiaries have grown in every aspect, such as improving the management structure to increase the working efficiency of the executives, to expand the domestic and international markets in terms of sales and customers. In addition, the Company has increased its investment to fulfill its missions. In this year, the main products of the Company, coating lacquer and sealing compound have a revenue over Baht 800 million which increased from previous year by 5%, and then comparing to the export of the canned food industry which shown negative growth rate and this year the Company can generated a profit of more than Baht 100 million.

In this year, the Company's investment policy in marketing plan to increase its potential of competition in the international market, invested in the manufacturing to increase efficiency of production process in quality and quantity, restructure in the research & development department to create innovative products to the industry as a customer's and partnership's business partner. Additionally, the Company invested in another industry to ensure the Company's sustainable growth.

With the Company's determination in company's growth is the policy to expand company's business to outside Asia market, therefore the Company will expand to cover new potential market and fewer business area, especially potential market such as in Europe and Latin America.

The Company acknowledged about "business sustainability" is important in business operation and it will benefit in long term. The Company committed in corporate governance improvement, increased the corporate social responsibility, to participate in economic, social, and environmental development under management with a transparent disclosure. In addition, the Company acknowledge in anti-corruption by issuing an anti-corruption policy to exceed the shareholders' expectations and to have a sustainable growth.

Lastly, the Company would like to express a gratitude to executives and staffs that work with unity and perseverance for the entire year, which have made 2015 a successful year for the Company. Additionally, the Company would like to express appreciation to partnerships and customers that contributes in the Company's success, along with every shareholders and stakeholders for your trust and support.



(Mr. Chattaphum Khantiviriya)

Chairman

Responsibility statement of the Board of Directors to the Financial Statement

The Board of Directors is responsible for the company and consolidated financial statements as well as financial information as publicized in annual report. The financial statement are prepared according to generally accepted accounting standard in Thailand which applied appropriate policy, consistent practice with careful consideration and best estimation as well as enough disclosure information in the note to financial statement. Moreover, the Board of Directors has provided and maintained efficient internal control system to ensure that accounting records are accurate, complete and adequate to preserve asset and prevent fraud or materially irregular operations.

Also, the Board of Directors has appointed audit committees who are independent directors and not be a part of management team to take responsibility of financial statement, internal control system and to ensure and opine over related and conflict of interest transaction that are accurate and complete. The audit committee's opinion has been shown in the audit committee report in this annual report.

The Board of Directors believes that the company's internal control system is sufficient and be able to ensure that the company and consolidated financial statement as of December 31, 2015 are reasonably trusted.



(Mr. Chattaphum Khantiviriys)
Chairman



(Mr. Nawat Triyapongpattana)
Managing Director

Report of the Audit Committee

The Audit Committee of Ubis (Asia) Public Company Limited consists of 3 independent directors; Mr. Phakdi Kanchanavalai is a chairman, Mr. Pongsak Liangsiri and Mr. Visuth Jirathiyut, and not be a part of management, and every audit committee has the qualification as requirement of Stock Exchange of Thailand.

In 2015, The audit committee had performed under the scope of work, duties and responsibilities are in accordance with the Audit Committee's charter approved by the Board of Directors. The audit committee had verified the company's financial report, quarterly and yearly report by participating in the meeting with auditor, internal audit department, accounting department and related management before proposed to the Company's Board of Directors. The audit committee has reviewed the internal audit report and internal control be performed efficiently, reviewed the related transactions and conflicts of interests transaction as the Stock Exchange's regulation, and the Company has duly complied with the laws on securities and exchange, the Exchange's regulation, and the related law to the Company's business. In additional, the audit committee has considered and proposed auditor and audit remuneration to the Board of Directors.

The audit committee believed that the company and consolidated financial statement report of 2008 is prepared accurately, completely and creditably. The company's internal control is sufficient and suitable for the nature of business. The related and conflict of interest transaction is complied and disclosed accordingly the laws of securities and exchange, the Stock Exchange's regulation.

The Audit Committee has proposed the Board of Directors to appoint Ms. Nopanuch Apichatsatien C.P.A. No. 5266 or Mr. Chanchai Chaiprasit C.P.A. No. 3760 or Mr. Kajornkiet Aroonpirodkul C.P.A. No. 3445 and/or other auditor of PricewaterhouseCoopers ABAS Ltd. to act as the Company Auditor for the year 2009 with the remuneration of 3,420,000 baht.



Mr. Phakdi Kanchanavalai
Chairman of the Audit Committee

Overview and Management Policy

Ubis (Asia) Public Company Limited (the “Company”) has a nominal capital of Baht 228,000,000 and issued and paid-up capital of Baht 227,999,991 (227,999,991 stocks with the value of Baht 1.00 per stock). The Company main products are Water Base Lining Compound/ Sealant and Can Coating/ Lacquer for manufacturing metal cans use in food, beverages, and general products. The Company’s factory is located at Samut Sakorn Industrial Estate 1/83, 1/84 Moo 2, Tambon Tha Sai, Amphoe Mueng Samut Sakorn, Samut Sakorn Province.

For years, the Company has researched and developed products to be more varied and continuously control the quality in order to meet the needs of the customers and their manufacturing technology. Our customers are mainly metal can manufacture, both domestic and international, use in food, beverages, and general packaging.

Management Policy

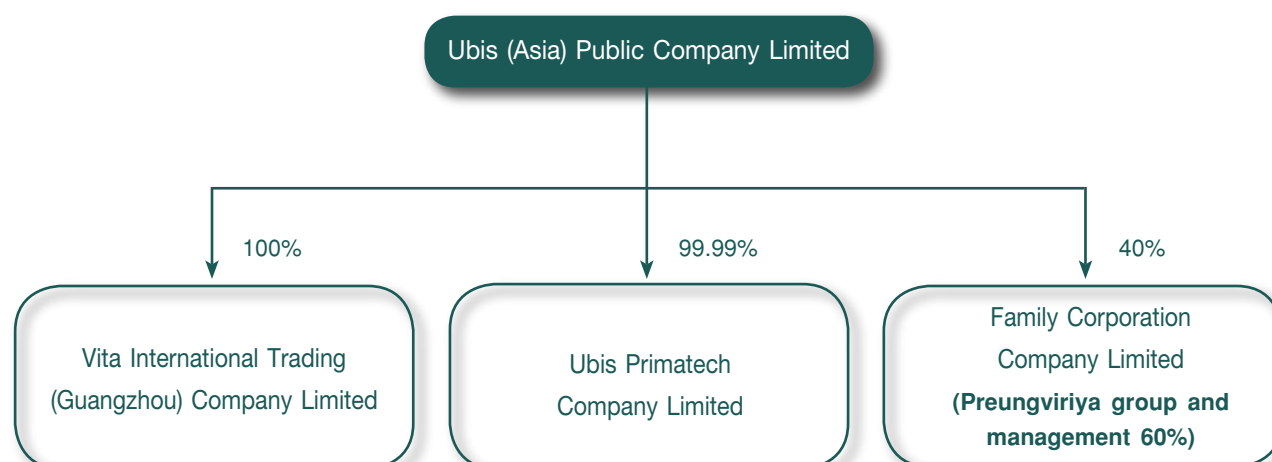
Company Vision

“World Class Partnership with Excellent Expertise and Innovation”

Mission

1. Improve the Company management in order to build trust and stakeholders' values.
2. Response the customer's expectation with high quality products and high customer services.
3. Associate with our customers in product's research and development.
4. Improve the Company's manufacture with technology in order to be more environmental friendly.
5. Improve working environment and skills to improve the employee's quality of life.
6. Promote good governance, risk management, and responsibility to the stakeholders and the society.

Company Organization



Business Structure of Subsidiaries

1 Vita International Trading (Guangzhou) Co., Ltd.

Vita International Trading (Guangzhou) Co., Ltd. (“Vita Inter”) has registered as a company with Guangzhou Government and Guangzhou Industry & Economic Bureau, People Republics of China in 26 January 2000. The current capital is USD 1.40 million (about Baht 38.03 million) where the Company owns 100% of the stocks. Vita Inter is located at Room 506-512, Guangliang Plaza, 486 Huanshi East Road, YueXiu District, Guangzhou, Guangdong, People Republics of China 510075. The objective of Vita Inter is to be a Company's agent to sell can sealant and lacquer to Chinese canned food, beverages, and other metal utilities industries. Ubis (Asia) Public Company Limited has sent 3 representatives to be directors of Vita Inter.

2 Ubis Primatech Co., Ltd.

Ubis Primatech Co., Ltd. (“Ubis Primatech”) has registered on 30 May 2012 with the registered capital of Baht 160 million where all have been paid-up. The Company owns 99.99% of Ubis Primatech. Ubis Primatech is located at 20-22 Narathiwath Rajchanakarin Road, Chong Nonsi, Yannawa, Bangkok 10120. Ubis Primatech have been supported by The Board of Investment of Thailand (BOI) where the objective of Ubis Primatech is to manufacture and sell rubber sealant to the metal canned industries for food and beverages and general metal industries. Ubis (Asia) Public Company Limited has sent 4 representatives to be directors which consist of 3 directors and 1 executive. Since both companies are in the same industry but with different products, both companies are supporting each other.

3 Family Corporation Co., Ltd. (“Family”)

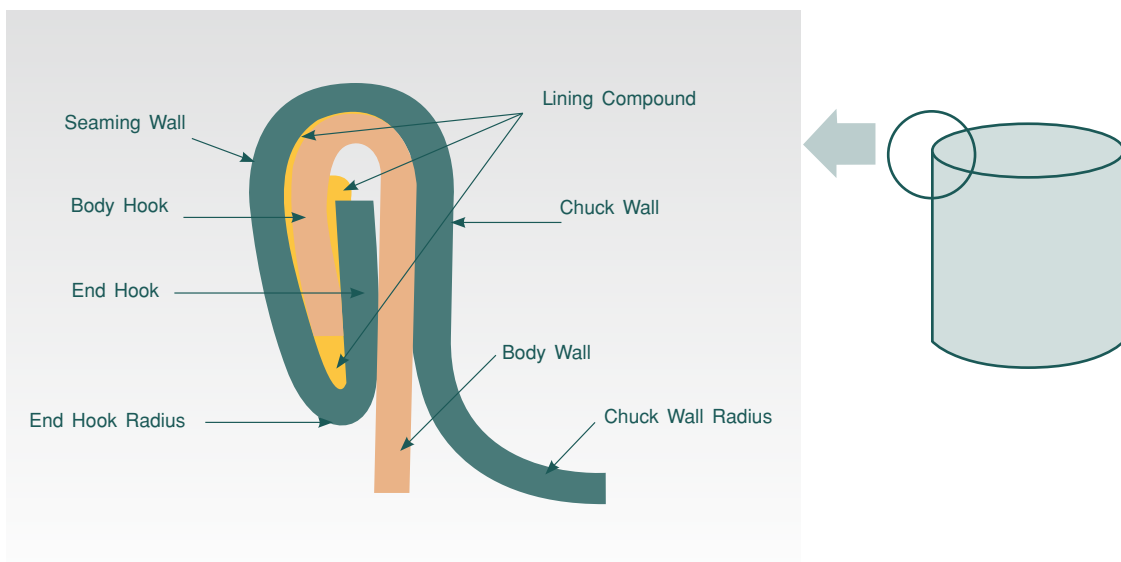
Family has registered on 5 July 2007 with the registered capital of Baht 100 million where all have been paid-up. Ubis (Asia) Public Company Limited currently owns 40% of the stocks. Family is located at Fl.2 134/22 Moo 1, Theparak Road, Tambon Bang Saotong, Amphoe Bang Saotong, Samut Prakarn Province with the objective of manufacturing and selling of electronic products (television, electric fan, etc.), set top box product, plastics products, and Wifi networking systems. Ubis (Asia) Public Company Limited has sent 2 representatives to be Family's directors. The operation of Family will be independently operated under Family's policy.

Nature of Business Operation

Ubis (Asia) Public Company Limited is a manufacture and distribution the high quality and special type of chemicals which is an active ingredient in metal can packaging for foods, beverages, sprays, bottle caps, and general industry. The products can be categorized into 2 groups as follows:

Water Base Sealing Compound

Water base sealing compound is a material that use in metal can with the important characteristic of preventing leakage along the seams between the can body and both side of the cap ends that may be occurred during the processing of packing product by seaming between body and end in order to prevent contamination from the atmosphere.



source : เว็บไซต์ของ โครงการวิจัยเพื่อพัฒนาหนังสือและโฮมเพจ ชุติพัฒนาสังคมตามแนวพระราชดำริ มหาวิทยาลัยศรีนครินทรวิโรฒ เรื่องอุตสาหกรรมแปรรูปอาหารขนาดกลางและขนาดย่อม



source : www.cancentral.com and Visypak Beverage Packaging "Beverage Manufacturing Processes"

Can Coating / Lacquers

Can coating/Lacquers is use to coat the can surface, for both can body and caps, which be coated in both inside and the outside can. The specification of inner lacquers is able to withstand the acidic environment of the products in order to prevent the reaction between the products and the container to preserve the food. The specification of outside lacquers must have properties to prevent rust formation, scraps, and erode.

Company's Customers can be categorized into 2 groups as following:

- Metal can manufacturers for foods and beverages which are our main customers
- Metal can manufacturers for non-food products such as spray can, chemical can, etc.

Currently, the Company has customers in many continents around the world where the main markets are domestic and in Asia such as China, Indonesia, Philippines, Malaysia, Singapore, and Vietnam. Therefore the international customers can be group into 3 main markets:

- 1) Customers in China: Since China have a large population size with the continuous increase in purchasing power, which cause a large consumer demand especially in beverages industry which is a large market and increase continuously. The Company has 2 commercial policies:
 - To sale the products directly from the Company to the customers which are large metal can and metal cap manufacturer in China.
 - To sale the products under our subsidiary in China, Vita International Trading (Guangzhou) Company Limited which is locate in GaungZhou, Guangdong province as a distributor for the Chinese territory.

Chinese customers are the industry that manufacture food and beverage can and industrial product, such as aerosol can and general packaging whereas the Company provides technical and marketing support.
- 2) Customers in Asia (excluded China), such as Philippines, Indonesia, Malaysia, Singapore, Vietnam, Myanmar, Taiwan, India, Bangladesh, and Middle East are supported and served directly via our professional staff and the sell agents. For countries that have sell agent, the Company will give the technical support to the customers closely in order to maximize efficiency of customers' production performances.
- 3) Customers outside Asia consist of Peru, Brazil, Mexico, Australia, and New Zealand and also EU, the Company is on process to expand our activity to these market bases.

Company's Revenues Structure

(Unit : Thousand Baht)

	2015		2014		2013	
	Revenue	%	Revenue	%	Revenue	%
Revenue from sale						
- Domestic ⁽¹⁾	333,673	39.7	410,152	47.9	350,753	48.3
- Export	493,656	58.8	438,249	51.2	360,621	49.6
Total sale	827,329	98.5	848,401	99.1	711,374	97.9
Other revenue ⁽²⁾	12,201	1.5	7,70.5	0.9	15,026	2.1
Total Revenue	839,530	100.0	856,106	100.0	726,400	100.0

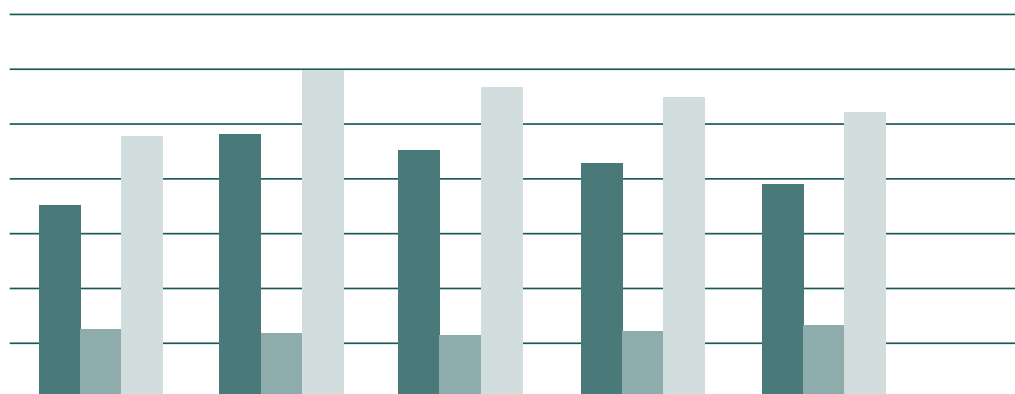
- Note :
- ⁽¹⁾ The domestic revenue includes the revenue from distributor of the products from ink product and agency fee, and including subsidiary sale
 - ⁽²⁾ Other revenue consists of commissions, other services, selling of scraps, interest earn, profits from currency exchange (if consist), and export compensation fees
 - ⁽³⁾ Refer to the note in figure 25 in the Company's financial statements of 31 December 2015
 - ⁽⁴⁾ 2015 Revenue is not including share profit from associated company.

In 2015, the company has total revenue of Baht 840 million, decreased from 2014 by 1.9%. The domestic sales decrease by 18.6% and international sales increase by 12.6%. The company revenue comes from 40% of domestic sale, 59% of international sales, and other revenue is 1%. The international sale proportions increase by more than 8% which is according to the Company's direction. The Company has no customers that are more than 30% of the sales.

The decrease in the revenue is from the restructuring of the Company which cause by the selling one of the Company's subsidiary, Ubis All Company Limited at the end of Q1/2015. The total revenue effected was Baht 63 million, if the revenue of the subsidiary is not calculated in 2014, the Company's revenue increase by 5%.

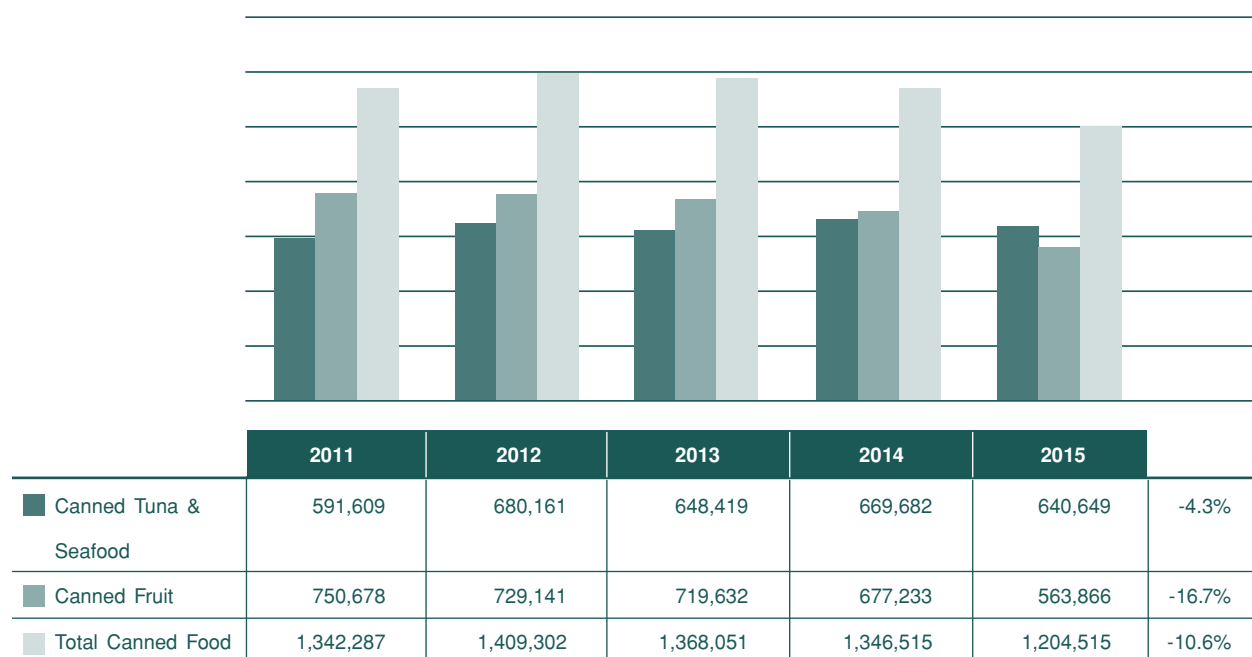
The Condition of Canned Food Industry

Thailand's Export in Canned Food (value : Million Baht)



	2011	2012	2013	2014	2015	
■ Canned Tuna & Seafood	70,537	95,938	90,738	85,847	78,566	-8.5%
■ Canned Fruit	25,447	23,538	22,608	24,264	26,948	11.1%
■ Total Canned Food	95,984	119,476	113,346	110,111	105,514	-4.2%

Thailand's Export in Canned Food (quantity : metric Tons)



Source : Information: Technology & Communication Center, Office of the Permanent Secretary of Ministry of Commerce with the cooperation of Customs Department

The export of canned food in 2015 was Baht 105,514 million which decreased from 2014 by 4.2%. It was caused by the outside factor such as economic problem in Euro zone, Japan, and China which the overall result was not in the satisfactory level, whereas the inside factor such as economy, political, fishery industry, and labor still affected to the industry.

The Company has an objective to become a leader in can sealants and can coating lacquers for metal packaging industry with the products' quality and best service to satisfy our customers under the brand UBIS in order to create the products and the brand "UBIS" to be widely respect in Thailand, Asia, and the rest of the world.

The Company marketing policy in 2015 was concentrating into international sale which resulted in 13% growth in international sale. This resulted in the Company's international sale and domestic sale to be 60:40 which was a Company's challenge to compete with several multinational companies. For the domestic sale, the Company has focused on maintaining its customers where this year the domestic growth decreased by 1%. But the decrease was lower than other industry that has a decrease in export, especially in the nation's agricultural sector which has a growth of negative 4%.

The factory locate in Samut Sakorn Industrial Estate is a factory that design to have the most up-to-date semi-automatic control system with the automatic control program, which affect to increase production efficiency and control the quality constantly, including on time delivery. The production process are separated into 2 factories, the process of WBS compound and the process of coating lacquers, where each manufacturing process is separated in order to maintain the product's quality and prevent contamination and according to ISO 9001.

Production Capacity

(Unit: Metric Ton)

Production Capacity	2013	2014	2015
WBS Compound	4,000	4,000	10,000
Coating Lacquer	4,000	4,000	8,000
Total Capacity	8,000	8,000	18,000

The investment in the factory at Samut Sakorn Industrial Estate with additional machinery and new manufacturing process make the Company to be able to increase the production capacity, the production efficiency of both products, and supply to company expansion. But, however the outside and inside economic recession in 2015, the factory production capacity in 2015 was consumed only 50%.

The important manufacturing policy is to manufacture high quality products that match the customers' needs and the delivery on time. In addition, the Company will develop and provide new products that can match new technologies and new regulations that change anytime. In order to build up satisfaction in products continuously, every product, for domestic market and oversea market, come from the same manufacturing process and the raw materials standards in a systematic manufacturing process and appropriate purchasing to ensure that customer at anywhere can get same quality and on time services.

Risks Factor

The risks factor of company operation that affect to return on investment significantly and the solutions to prevent risks can be concluded as following:

1 Risks in Management

Risk in Relying in Main Raw Materials Distributor

The Company's main raw materials are Resin, Solvent, Latex, and other chemicals are able to contact with food that follows the FDA approved raw material. Even though these raw materials can be purchased from any distributors, but some of the materials have very few distributors, so it may cause the distributor do not deliver or delay in delivering which affect the company manufacturing. Therefore the Company set preventive measure and distribute risk by concentrate production planning to forecast raw material usage in advance, and also inventory control to manage and stock reasonably. Additionally, the Company has set a policy to find more than one distributors from both domestic and international along with developing new products that can adapt with new raw materials. The Company does not face any problem in this factor.

Customers Risk

The Company has no customers that exceed 30% of the total revenue because of the Company's policy of building relationship and equal treatment for every customer. However, the Company focuses on expanding new customers and products that response the customers' needs for a sustainable growth. The Company's main competitors are still the same as before.

Risk in Changing Directors

In 2015, the Company has the directors and executives change due to retirement of executives and resignation of directors. The Company has planned the replacement of the directors 4 years ago such as managing director position as succession plan. And other executives have been working with the Company for more than 10 years, so this change has no effect to company operation. Company can operate as strategic plan sustainably.

Environmental Risk

Since the Company manufactures in line of chemical products, therefore the production process could cause pollution in terms of scent, water contamination, and noise pollution. The Company's preventive measurements are development of new manufacturing process which is closed system that has good management in pollution control. Along with the water treatment that follows the rules and environmental regulations according to Industrial Estate's laws and Industrial Department's laws. The Company also plans a year pollution test from the independent company which the result data will be applied to prevent and reduce this risk.

Manufacturing Risk

Even though the Company has an automated control in the manufacturing process, but however the systems may be malfunction, therefore the Company has set up the manual system to control production replacing automatic system for this temporary event in order not to affect the production and delivery.

Product's Quality Risk

The Company has developed a process in order to have a constant quality of the products. But in rare occasions, the customers may have problem due to the Company's products or the customers' manufacturing process. Therefore, the Company has set up this risk protection by having a Product Liability Insurance in order to insure the risk from the products to every territory concerned.

Risk in Price Variation

The main raw materials which are Resin, Solvents, and other chemicals contribute 80% of overall manufacturing costs, so it leads to the variation of the manufacturing cost. Normally, the costs of these raw materials vary by its demand and supply, which relates to petroleum price. Overall, this has an effect to every operator in this industry. The Company has carefully follows up the price with setting the stock's policy to be appropriate for each situation in order to be more effective in procurement.

Financial Risk

The financial risk is due to the risk in currency exchange, due to the import and export. The Company has managed this risk with natural hedging and forward contract with financial institutions according to the Baht currency rate situation. In 2015, the Company has focused on the currency rate of importing raw materials and follow up the exporting accordingly, which lead to the profit in currency exchange for Baht 0.8 million.

The risk in loan, the Company has a loan as of 31 December 2015 equal to Baht 358 million which compose of long-term loan of Baht 170 million and short-term loan of Baht 188 million. From the financial status as of 31 December 2015, the Company still kept a commitment ratio as loan condition and has a capability to pay up the loan and interest.

2 Risk of the Investment from the Stakeholders

Risk from the Company Having a Majority Shareholder

The first 10 major shareholders as of 19 February 2016 have total ordinary shares of 70.59% of the paid-up shares, including the Dhangwattanotai group which owns 26.72%, which may have risk that the majority shareholders can be able to influence and control the votes in the shareholders meeting for the agenda which pass by the majority vote, except the agenda, which rules or company regulation stated, must get at least 3 of 4 of shareholder whoever attend the meeting and have right to vote.

Company's General Information

1 Company Information

Name	Ubis (Asia) Public Company Limited
Type of Company	Manufacture and sell lacquer and rubber sealant to the metal can industry for both domestic and international
Company Registration Number	0107547000826
Company Address	20-22 Narathiwat Rajchanakarin Road, Chong Nonsi, Yannawa, Bangkok 10120 Telephone : 02 678 4222 Fax : 02 287 2018
Factory Address	Samut Sakorn Industrial Estate 1/83, 1/84 Moo 2, Tambon Tha Sai, Amphoe Mueng Samut Sakorn, Samut Sakorn Province Telephone : 034 446 516 Fax : 034 446 518
Website	www.ubisasia.com
Registered Capital	Baht 228,000,000 (Ordinary Share 228,000,000 shares, Par Value at Baht 1 per share)
Issued and Paid Capital	Baht 227,999,991 (Ordinary Share 227,999,991 shares, Par Value at Baht 1 per share)
Established Date	17 June 1997
Investor Relations Contact	Mr. Nawat Triyapongpattana and Mr. Akrawin Boonmongkolras Telephone : 02 678 4222 Fax : 02 287 2018 Email : akrawin@ubisasia.com

2 Subsidiaries Information

Subsidiary Company 1	Ubis Primatech Company Limited
Company Type	Manufacture and sell rubber sealants for domestic and international metal can industry
Company Registration Number	0105555077962
Company Address	20-22 Narathiwat Rajchanakarin Road, Chong Nonsi, Yannawa, Bangkok 10120 Telephone : 02 678 4222 Fax : 02 287 2018
Factory Address	Samut Sakorn Industrial Estate 1/83 Moo 2, Tambon Tha Sai, Amphoe Mueng Samut Sakorn, Samut Sakorn Province Telephone : 034 446 516 Fax : 034 446 518
Registered Capital	Baht 160,000,000 (Ordinary Share 16,000,000 shares, Par Value at Baht 10 per share)
Issued and Paid Capital	Baht 160,000,000 (Ordinary Share 16,000,000 stocks, Par Value at Baht 10 per share)
Establish Date	30 May 2012

Subsidiary Company 2	Vita International Trading (Guangzhou) Company Limited
Company Type	Import and sell coating lacquer and rubber sealant for metal can industry in China
Company Registration Number	440101400001952
Company Address	Room 508-512, Guangliang Plaza, 486 Huanshi East Road, YueXiu Distric, Guangzhou, Guangdong 510075, P.R. China Telephone : (8620) 8767 5791 Fax : (8620) 8767 7386
Registered and Paid-up Capital	USD 1.40 million (equivalent to Baht 38.03 million)
Associated Company	Family Corporation Company Limited
Company Type	Manufacture and sell electronic products (television, electric fan, etc.), set top box, plactics, and Wifi networking system
Company Registration Number	0105550070153
Company Address	134/22 Floor 2 nd Moo 1, Theparak Road, Tambon Bang Saotong, Amphoe Bang Saotong, Samut Prakarn
Company Address (Bangkok)	949 Floor 2 nd , Wanich Soi 2 Charoen Krung Road, Talad Noi, Sambhantawong, Bangkok 10100 Telephone : 02 235 5630 Fax : 02 235 5636
Nominal Capital	Baht 100,000,000 (Ordinary Share 1,000,000 shares, Par Value at Baht 100 per share)
Issue and Paid Capital	Baht 100,000,000 (Ordinary Share 1,000,000 shares, Par Value at Baht 100 per share)
Investment Ratio	40%
Registration Number 8501	

3 References

Auditor	Mr. Udom Thanuratpong, Certified Public Accountant Registration Number 8501 PV Audit Company Limited, 100/19 Floor 14 th Wongwanich B Tower, Rama 9 Road, Huai Kwang, Bangkok 10320 Telephone : 02 645 0080 Fax : 02 645 0020
Law Advisor	None
Financial Advisor	None
Registrar	Thailand Securities Depository Company Limited 93 Floor 14 th Ratchadapisek Road, Din Daeng Distric, Bangkok 10400 Telephone : 02 009 9000 Fax : 02 009 9992

4 Other Information

None

Shareholders

1 List of the 10 majority shareholders as register as of 19 February 2016 as follows:

Number	Name of Shareholders	Stocks hold	Stocks hold as in%
1.	Dhangwattantai Family	60,917,260	26.72%
	Mr. Sawat Dahngwattantai	14,060,850	6.17%
	Mr. Chana Dahngwattantai	9,400,350	4.12%
	Ms. Phattra Dahngwattantai	7,650,000	3.36%
	Ms. Pimtong Dahngwattantai	7,230,000	3.17%
	Mr. Sakran Dahngwattantai	7,200,000	3.16%
	Mr. Sawaeng Dahngwattantai	6,328,310	2.78%
	Mr. Sawang Dahngwattantai	2,829,750	1.24%
	Ms. Mayuree Dahngwattantai	2,469,000	1.08%
	Ms. Ratchanee Dahngwattantai	2,349,000	1.03%
	Ms. Nida Dahngwattantai	1,400,000	0.61%
2.	Mr. Phichai Sathawonmani	18,120,000	7.95%
3.	Mr. Veerachot Phonsommai	13,450,500	5.90%
4.	Mr. Veeraphong Rattanaphat	10,270,000	4.50%
5.	Mr. Sirisak Piyathassrikul	10,000,000	4.39%
6.	Mr. Thirayut Rianchaiyut	10,000,000	4.39%
7.	Mrs. Wilai Klomchitcharoen	10,000,000	4.39%
8.	Miss Punthari Isarangkun Na Ayutthaya	9,990,000	4.38%
9.	Mr. Amarit Klomchitcharoen	9,344,950	4.10%
10.	Miss Sudkaneong Panyathara	8,855,130	3.88%
	Minority shareholders	67,052,151	29.41%
Total		227,999,991	100.00%

Limitations of Foreign Shareholders

Non-Thai shareholders can be able to own the Company's shares must not exceed a total of 49% of the issued and paid up capital. As of 19 February 2016, the Company has total foreign shareholders of 0.31%.

2 List of shareholders which are Directors and/or Executives as of 19 February 2016:

Item	Name	Shares	Ratio
1.	Mr. Wiroj Dhangpitakpaisarn	2,002,440	0.88%
2.	Mr. Nawat Triyapongpattana	1,110,000	0.49%
3.	Miss Puangngern Karnrak	101,000	0.04%
4.	Mr. Akrawin Boonmongkolras	13,200	0.01%
Total		3,226,640	1.42%

Dividend Policy

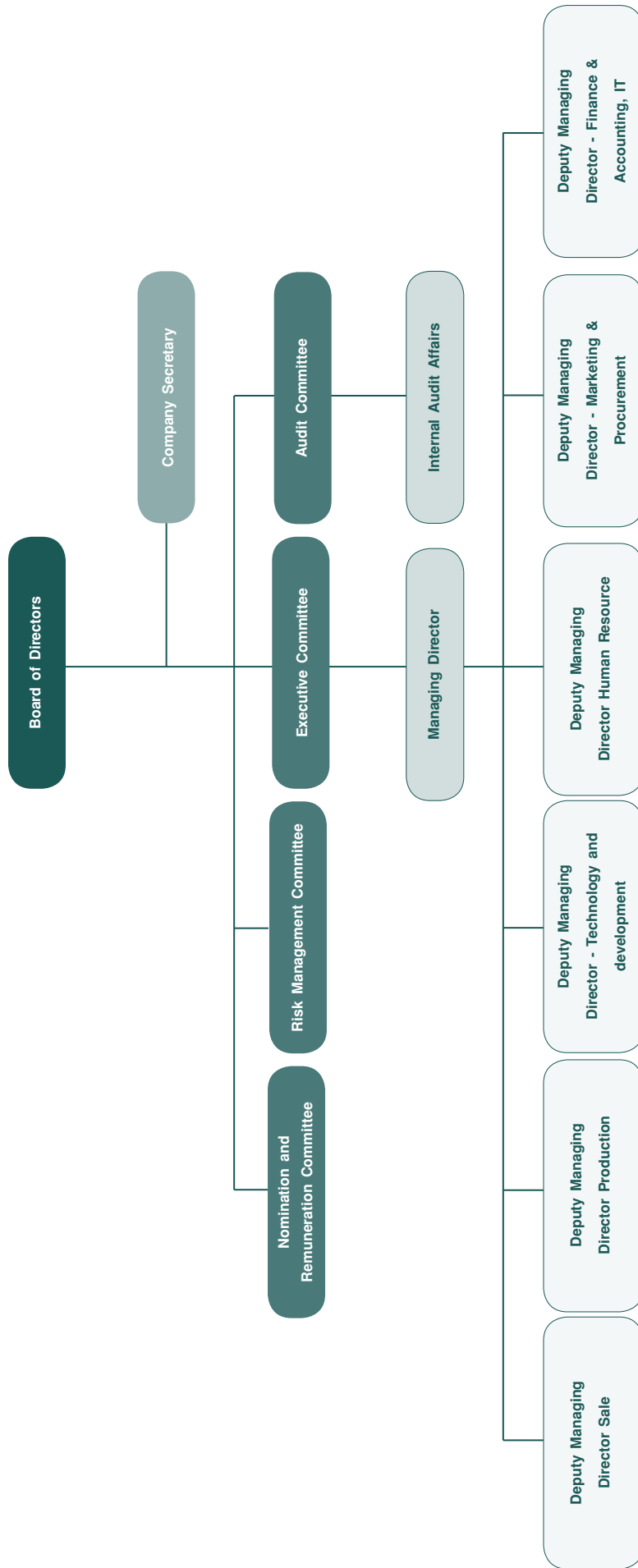
Company's Dividend Policy

In a normal situation that the Company has no purpose of using money for investment and has enough cash flow, the Company has a policy of paying not less than 40% of the net profit from the operation after tax and reserve the fund according to the law. Anyway, the Board of Directors may not follow the dividend policy according to the Company's situation at that time such as the Company may need additional fund for investment or change in economic or the market which lead to an impact on Company's cash flow.

Subsidiary's Dividend Policy

The subsidiaries have the same policy of dividend according to the performance of the subsidiaries with no exact amount of dividend paid but according to the investment plan of the subsidiary.

Management Structure



Board of Directors consist of:

1.	Mr. Chattaphum	Khantiviriya	Chairman of the Board
2.	Mr. Phakdi	Kanchanavalai	Vice Chairman, Independent Director
3.	Mr. Nawat	Triyapongpattana	Director
4.	Miss Sopha	Nachanhom	Director
5.	Mr. Sawang	Dhangwattanotai	Director
6.	Mrs. Thitiporn	Sillaparassamee	Independent Director
7.	Mr. Sutee	Petchlohakul	Independent Director
8.	Mr. Pongsak	Liangsiri	Independent Director
9.	Mr. Visuth	Jirathiyut	Independent Director

Company Secretary

The Board of Directors have appointed Mr. Akrawin Boonmongkolras to be a Company Secretary as of 14 August 2008.

Director's Meeting

Name - Surname	Position	Attended (Time)			
		Committee			
		Board of Directors	Audit Committee	Nomination and Remuneration	Risk management
Mr. Chattaphum Khantiviriya ¹	Chairman of the Board	5/7			X
Mr. Phakdi Kanchanavalai	Vice Chairman/ Independent Director/ Chairman of Audit Committee	5/7	3/4	X	
Mr. Nawat Triyapongpattana ²	Director	3/7			X
Miss Sopha Nachanhom ³	Director	2/7		X	X
Mr. Sawang Dhangwattanotai	Director	7/7			
Mrs. Thitiporn Sillaparassamee ⁴	Independent Director	-			
Mr. Sutee Petchlohakul ⁵	Independent Director	-			
Mr. Pongsak Liangsiri	Independent Director/ Audit Committee	7/7	4/4		
Mr. Visuth Jirathiyut	Independent Director/ Audit Committee	5/7	3/4		

- Note :
- ¹ Mr. Chattaphum Khantiviriya was appointed on 27 February 2015 replacing Mr. Somchai Luengnateetape to be director until 28 January 2015 as the remaining term.
 - ² Mr. Nawat Triyapongpattana was appointed on 14 May 2015 replacing Mr. Pongsatorn Dhangwatnotai to be director until 13 May 2015 as the remaining term.
 - ³ Miss Sopha Nachanhom was appointed on 14 May 2015 replacing Mr. Taneth Thamrongluck to be director until 30 April 2015 as the remaining term.
 - ⁴ Mrs. Thitiporn Sillaparassamee was appointed on 7 January 2016 replacing Mr. Sawong Dhangwatnotai to be director until 8 January 2016 as the remaining term.
 - ⁵ Mr. Sutee Petchlohakul was appointed on 7 January 2016 replacing Mr. Surachat Pongphattarine to be director until 8 January 2016 as the remaining term.

Executives Committee consists of:

- | | | | |
|----|----------------|-------------------|---------------------------------|
| 1. | Mr. Chattaphum | Khantiviriya | Chairman of Executive Committee |
| 2. | Mr. Nawat | Triyapongpattana | Executive Committee |
| 3. | Miss Sopha | Nachanhom | Executive Committee |
| 4. | Mr. Wiroj | Dhangpitakpaisarn | Executive Committee |
| 5. | Mr. Akrawin | Boonmongkolras | Executive Committee |

The Managements consist of

- | | | | |
|----|-----------------|-------------------|---|
| 1. | Mr. Nawat | Triyapongpattana | Managing Director |
| 2. | Mr. Wiroj | Dhangpitakpaisarn | Deputy Managing Director - Sales |
| 3. | Mr. Chatchai | Daoreung | Deputy Managing Director - Production |
| 4. | Mr. Akrawin | Boonmongkolras | Deputy Managing Director - Finance and Accounting, IT |
| 5. | Miss Puangngern | Karnrak | Deputy Managing Director - Human Resource |
| 6. | Mr. Doug | Rasic | Deputy Managing Director - Technology and Development |

The Board of Directors

1. Mr. Chattaphum Khantiviriya

Education	MBA - Kasetsart University Bachelor of Accountancy Chulalongkorn University
Training	Director Certification Program, Company Secretary Program, Role of Remuneration Committee Role of Audit Committee
Position	Director/ Chairman of the Board, Chairman of Executive Committee UBIS (ASIA) Public Company Limited
Holding a Position of Director	1 year
Holding a Position of Director of other listed company	Director DNA 2002 PCL. Director Nippon Pack (Thailand) PCL. Independent Director/ Audit Committee Communication and System Solution PCL.
Holding a Position in company that may cause conflict of interest	-None-
There are interested transaction in company and its affiliates	-None-
Relationship	No relationship with company and any director and management



2. Mr. Nawat Triyapongpattana

Education	MBA Bangkok University Bachelor - Faculty of Humanities Kasetsart University
Training	Director Certification Program 216/2016
Position	Director/ Executive Committee/ Managing Director UBIS (ASIA) Public Company Limited
Holding a Position of Director	- Year 7 Months
Holding a Position of Director of other listed company	-None-
Holding a Position in company that may cause conflict of interest	-None-
There are interested transaction in company and its affiliates	-None-
Relationship	No relationship with company and any director and management



3. Miss Sopha Nachanhom

Education	MBA - Accounting Ramkhamhaeng University Bachelor of Accountancy Ramkhamhaeng University
Training	Director Accreditation Program 121/2015
Position	Director/ Executive Committee UBIS (ASIA) Public Company Limited
Holding a Position of Director	- Year 7 Months
Holding a Position of Director of other listed company	-None-
Holding a Position in company that may cause conflict of interest	-None-
There are interested transaction in company and its affiliates	-None-
Relationship	No relationship with company and any director and management



4. Mr. Sutee Petchlohakul

Education	MBA King Mongkut's University of Technology North Bangkok Bachelor - Business Admin (Marketing) Hawia Pacific University USA.
Training	Director Accreditation Program 125E/2016
Position	Independent Director UBIS (ASIA) Public Company Limited
Holding a Position of Director	- Year 2 Months
Holding a Position of Director of other listed company	-None-
Holding a Position in company that may cause conflict of interest	-None-
There are interested transaction in company and its affiliates	-None-
Relationship	No relationship with company and any director and management



5. Mrs. Thitiporn Sillaparassamee

Education	MBA Ramkhamhaeng University Bachelor of Finance University of the Thai Chamber of Commerce
Training	Director Accreditation Program 124/2016
Position	Independent Director UBIS (ASIA) Public Company Limited
Holding a Position of Director	- Year 2 Months
Holding a Position of Director of other listed company	-None-
Holding a Position in company that may cause conflict of interest	-None-
There are interested transaction in company and its affiliates	-None-
Relationship	No relationship with company and any director and management



6. Mr. Sawang Dhangwattanotai

Education	MBA Oklahoma State University, USA Bachelor of Chemical Engineering Chulalongkorn University
Training	Director Accreditation Program
Position	Director UBIS (ASIA) Public Company Limited
Holding a Position of Director	12 Years
Holding a Position of Director of other listed company	-None-
Holding a Position in company that may cause conflict of interest	-None-
There are interested transaction in company and its affiliates	-None-
Relationship	No relationship with company and any director and management



7. Mr. Phakdi Kanchanavalai

Education	Bachelor of Accountancy Thammasat University
Training	Director Accreditation Program
Position	Independent Director/ Chairman of Audit Committee UBIS (ASIA) Public Company Limited
Holding a Position of Director	12 Years
Holding a Position of Director of other listed company	-None-
Holding a Position in company that may cause conflict of interest	-None-
There are interested transaction in company and its affiliates	-None-
Relationship	No relationship with company and any director and management



8. Mr. Pongsak Liangsiri

Education	MS - Information System City College of New York, USA Bachelor of Information System City College of New York, USA
Training	Director Accreditation Program
Position	Independent Director/ Audit Committee UBIS (ASIA) Public Company Limited
Holding a Position of Director	12 Years
Holding a Position of Director of other listed company	-None-
Holding a Position in company that may cause conflict of interest	-None-
There are interested transaction in company and its affiliates	-None-
Relationship	No relationship with company and any director and management



9. Mr. Visuth Jirathiyut

Education	MBA National Institute of Development Administration Bachelor of Industrial Engineering Chulalongkorn University
Training	Director Accreditation Program
Position	Independent Director/ Audit Committee UBIS (ASIA) Public Company Limited
Holding a Position of Director	3 Years
Holding a Position of Director of other listed company	-None-
Holding a Position in company that may cause conflict of interest	-None-
There are interested transaction in company and its affiliates	-None-
Relationship	No relationship with company and any director and management



Remuneration

1 Remuneration in term of yearly compensation

Directors Remuneration details as following:

Director Name	Position	Yearly Remuneration of 2015 (Baht)		
		Board of Director	Audit Committee	Total
1. Mr. Chattaphum Khanitviriya	Chairman	390,000	-	390,000
2. Mr. Nawat Triyapongpattana	Director	225,000	-	225,000
3. Mrs. Thitiporn Sillaparassamee ¹	Independent Director	-	-	-
4. Mr. Sutee Petchlohakul ¹	Independent Director	-	-	-
5. Mr. Sawang Dhangwattanotai	Director	360,000	-	360,000
6. Miss Sopha Nachanhom	Director	225,000	-	225,000
7. Mr. Phakdi Kanchanavalai	Independent Director	320,000	-	320,000
8. Mr. Pongsak Liangsiri	Independent Director	200,000	-	200,000
9. Mr. Visuth Jirathiyut	Independent Director	200,000	-	200,000
Resigned Director during 2015				
1. Mr. Sawong Dhangwatnotai		510,000	-	510,000
2. Mr. Somchai LurngNateetape		30,000	-	30,000
3. Mr. Taneth Thamrongluck		120,000	-	120,000
4. Mr. Surachat Pongphattarine		360,000	-	360,000
5. Mr. Pongsatorn Dhangwatnotai		135,000	-	135,000
Total		3,075,000	-	3,075,000

Note : ¹ Appointed as of 7 January 2016

² Independent Director and/or Audit Committee receive a payment in terms of quarter.

Management Remuneration

In 2015, the Company has paid management remuneration that consist of salary and bonus to 6 executives in total of Baht 18.22 million.

2 Other Remuneration

Other Remuneration of Board of Directors

None

Other Remuneration of Managements

The Company has set a providence fund policy to compensate 2-3% of the salary that depends on the period of employment. In 2015, the Company has compensated total of Baht 0.4 million to the 6 managements.

Major Changes in the year 2015

Year	Important Events
2015	<ul style="list-style-type: none"> - Changed in the shareholder's structure where the former shareholders, and directors, have sold the shares worth 54% to the issued and paid up capital. - Disposal its subsidiary, Ubis All Company Limited, in 31 March 2015 which the Company owns 90% of the share, which are 899,998 shares and par value Baht 10, by book value as of 31 December 2014 amounted of Baht 17.33 million to other shareholder who is not related person. Also, the Company has recalled the loans and withdraws all of its guarantees. - Changed 5 the company's directors. - Appointed Mr. Chattaphum Khantiviriya to be Chairman of the Board and Chairman of Executive Committee. - Invested in Family Corporation Company Limited for 40% of paid up capital which equal to 400,000 shares (par value Baht 100) total amount of Baht 280 million. - Appointed new directors to replace the previous directors that have retired at the end of 2014. This change has no effect to the company operation because the newly appointed directors have long work experiences with the Company.

Corporate Governance

1 Corporate Governance Policy

The Company directors have a commitment to manage company under good corporate governance according to the Conduct of Directors of Listed Companies and its related practices that set by the Stock Exchange of Thailand, and The Securities and Exchange Commission. Additionally, the Company will commit into improving the Company's management into a global practice and become a company that has stability and sustainability for stakeholders.

2 Sub-Committees

The management structure consists of 4 sub-committees which are Executive Committees, Audit Committees, Nomination and Remuneration Committees, and Risk Management Committees. The details of the committees are as shown in the following details:

2.1 **Executive Committees** consists of 5 persons as below:

1.	Mr. Chattaphum	Khantiviriya	Chairman of Executive Committee
2.	Mr. Nawat	Triyapongpattana	Executive Committee
3.	Miss Sopha	Nachanhom	Executive Committee
4.	Mr. Wiroj	Dhangpitakpaisarn	Executive Committee
5.	Mr. Akrawin	Boonmongkolras	Executive Committee

Scope of duties and Responsibility of the Executives Committee

1. Determine and set up the Company's policy, direction, strategic plan, management structure, salary and benefits structure, and manage the Company in compliance to the Board of Directors policy.
2. Determine the Company's business plan and the annual budget.
3. Determine the Company's investment projects.
4. Determine the Company's man power.
5. To recruit and appoint Managing Directors that will follow the Nomination and Remuneration Committee's qualifications.
6. Determine the vice-executive that qualifies with the Company's management structure and the Company's benefit as Managing Director proposed. And the Executive Committee will approve If there is an agreement that does not follow the policy.
7. Approve the investment projects that are does not exceed Baht 20 million.
8. Approve the business transactions that are does not exceed Baht 20 million.
9. Approve sale agreements that are over 1 year and the revenue of more than Baht 20 million.
10. Approve the purchase and sale of the properties, construction, or rent for commercial purpose projects that do not exceed Baht 20 million.
11. Open and close any bank accounts in financial institutes.
12. Approve the credit line that does not exceed Baht 50 million per a financial institution.

13. Approve the organization management that is under the department level as Managing Director presents.
14. Approve the management contract or any consulting that relates to the business and that does not exceed Baht 20 million and the contract that is less than 1 year.
15. Follow up the monthly performance.
16. To manage any matter that the Board of Directors issue.

2.2 Audit Committees consists of 3 persons as below:

- | | | | |
|----|-------------|----------------|-----------------------------|
| 1. | Mr. Phakdi | Khanchanavalai | Chairman of Audit Committee |
| 2. | Mr. Pongsak | Liangsiri | Audit Committee |
| 3. | Mr. Visuth | Jirathiyut | Audit Committee |

Mr. Akrawin Boonmongkolras is an audit committee secretary.

All of the Audit Committee have an adequate knowledge in business and understands the financial statements. The Chairman of Audit Committee is an expertise in accounting, where the Chairman of Audit Committee is also certified public accountant and currently is still working. The Audit Committee has an office term of 3 years.

Scope of duties and Responsibilities of Audit Committee

1. To review the Company's financial reporting process to ensure that it is accurate and adequate;
2. To review the Company's internal control system and internal audit system to ensure that they are appropriate and efficient, to determine an internal audit unit's independence, as well as to approve the appointment, transfer and dismissal of the chief of an internal audit unit;
3. To ensure that the Company has duly complied with the laws on securities and exchange, the Exchange's regulations and the laws relating to the Company's business;
4. To consider, select and nominate an independent person to be the Company's auditor, and to propose such person's remuneration, as well as to attend a non-management meeting with an auditor at least once a year;
5. To review the connected transactions, or the transactions that may lead to conflicts of interests, to ensure that they are in compliance with the laws and the Exchange's regulations, and are reasonable and for the highest benefit of the Company;
6. To prepare, and to disclose in the Company's annual report, an audit committee's report which must be signed by the Chairman of the Audit Committee and consist of at least the following information:
 - (a) an opinion on the accuracy, completeness and creditability of the Company's financial report,
 - (b) an opinion on the adequacy of the Company's internal control system,
 - (c) an opinion on the compliance with the law on securities and exchange, the Exchange's regulations, or the laws relating to the Company's business,
 - (d) an opinion on the suitability of an auditor,

- (e) an opinion on the transactions that may lead to conflicts of interests,
 - (f) the number of the audit committee meetings, and the attendance of such meetings by each committee member,
 - (g) an opinion or overview comment received by the audit committee from its performance of duties in accordance with the charter, and
 - (h) other transactions which, according to the audit committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's board of directors;
7. To audit cases informed by the Company's auditor when he/she discovers any suspicious circumstance that the director, manager or any person responsible for the Company's operation commits an offence, which are specified under the Securities and Exchange Act (No. 4) B.E.2551 and report the result of preliminary inspection to the Securities and Exchange Commission and the auditor within thirty days;
 8. To express opinions regarding the operation plan and operation results, budgeting and manpower of the Internal Audit Department;
 9. To review and approve the Internal Audit Charter;
 10. To revise the Audit Committee Charter at least once a year;
 11. To submit an operation report to the Board of Directors at least once a year;
 12. To invite executive officers or supervisors to attend its meeting for clarification purpose or to submit relevant documents based on the scopes of its authority;
 13. To obtain appropriate consultations from the independent specialist relating to its scope of duties and responsibilities with the Company's expenses.
 14. To perform any other tasks as assigned by the Board of Directors upon the Audit Committee's consent.

2.3 **Nomination and Remuneration Committees** consists of 3 persons as below:

1.	Mr. Phakdi	Khanchanavalai	Chairman of Nomination and Remuneration Committees
2.	Mrs. Thitiporn	Sillaparassamee	Nomination and Remuneration Committees
3.	Miss Sopha	Nachanhom	Nomination and Remuneration Committees

Miss Puangngern Karnrak is a secretary of nomination and compensation committee.

Scope of Duties and Responsibilities of the Nomination and Remuneration Committee

1. Propose the suitable policy to the Board of Directors
 - Criteria to select the Directors and Managing Directors.
 - Policy and criteria of remunerations of the Board of Directors, sub-committee, and Managing Directors.
2. Nominate and propose the qualified person to be director and managing director to the Board of Directors for approval.
3. Evaluate the suitable size of Board of Directors.
4. Evaluate the executives' remunerations according to their responsibility and appropriateness.

5. Propose evaluation guideline and give opinions in regarding to the managing director's performance and remuneration.
6. Follow up the executive succession plan and propose to the Board of Directors.
7. Report to the Board of Directors at least once per year.
8. Perform other task as assign by the Board of Directors.

2.4 Risk Management Committees consists of 6 persons as below:

1.	Mr. Chattaphum	Khantiviriya	Chairman of Risk Management Committees
2.	Mr. Nawat	Triyapongpattana	Risk Management Committees
3.	Miss Sopha	Nachanhom	Risk Management Committees
4.	Mr. Wiroj	Dhangpitakpaisarn	Risk Management Committees
5.	Mr. Akrawin	Boonmongkolras	Risk Management Committees
6.	Mr. Chatchai	Daoreung	Risk Management Committees

Scope of Duties and Responsibilities of the Risk Management Committee

1. Oversee the process and scope of Risk Management Committee.
2. Evaluate the risk that may affect the Company's objectives and strategies according to both quantity and quality for preventing any risk from the current situation.
3. Provide opinion on the policy and risk management framework that is appropriate with the Company.
4. Evaluate the risk and monitor each department performs in accordance to the risk management framework.
5. Report the risk status to the Board of Directors or Executive Committee for the direction of management.
6. Assign the meeting for risk management policy revision.
7. Report to the Board of Directors on regular basis.

3 Nomination of Directors and Executives

In order to follow the Company's management policy, the Board of Directors has set up principles, rules, and methods of recruitment the executive and director and appoint to the Nomination and Remuneration Committees to set rules and qualifications of the suitable person to the Board of Director to approve to be the Company's Director or Managing Director, nevertheless, this can be changed according to the Company situation.

4 Management Policy to Subsidiaries

The Board of Directors has a mechanism that conducts and control the subsidiaries operation in order to defend the Company's investment interest. The Company's representatives must be appointed from the Board of Directors and must have assigned for voting in subsidiary meeting. The representatives should manage the subsidiary to imply the related transaction record as the Company's practice.

5 Measurement Policy for internal information

The Company has a policy where executives, directors, and employees are not allowed to present any undisclosed information to the public for the benefits of their own and others. The guidelines are as below:

1. Directors and executives of the company has the duty to prepare and disclose reports on each person's securities holding and the holding of securities by his spouse and minor children to Stock Exchange Commission according to the Form 59-1 and 59-2.
2. Announce to acknowledge within company that directors, executives and employees, who acknowledge the internal significant information that may effect to change of market price, are forbidden to buy or sell any company securities during the 1 month period before the Company discloses the following internal information to the public.

The Company has determined a penalty and declares in the Company's policy for those who use any insider information for their personal interest which will subject to the highest punishment according to the law.

Employee

The Company has 97 employees where 33 employees are locate in Bangkok office and 64 employees at factory located in Samut Sakorn Province, which can be defined as follows:

Major Section	Employee	
	2015	2014
1. Executive Office	3	8
2. Finance, Accounting and IT	11	12
3. Sale and Marketing	8	9
4. Production	60	38
5. Technology and Development	10	6
6. Homan Resource	5	1
Total	97	77

Salary and Bonus of the overall Company in 2015 and 2014

Employee's benefits	2015	2014
Total salaries	43,021,405	76,940,190
Total bonus	6,298,599	13,344,600
Total provident fund	937,610	2,148,295
Total	50,257,614	92,433,085

The Company has an appropriate of personnel management policy that consider the performance and appropriateness of each personnel to have the best efficient in each work. Every year, the Company has an annual evaluation to evaluate a performance to set a remuneration and training which is raised as an important activity in improving the personnel's skills. The Company has planned an appropriate manpower accordingly. The Company has no labor unions, where every comment from the employees is directly suggest to the directors for consideration.

Labor Disputes

Currently, the Company has no labor disputes for the past 3 years.

Personnel Development Policy

The Company has a policy to support and develop the employees by scheduling training according to the employees' field of works. Also, the Company has a management course for management skill of division heads and executives.

6 Audit Fee

The Audit fee is shown below:

Company	Name of Auditor Year 2015	Audit Fee 2015 (Baht)	Name of Auditor Year 2014	Audit Fee 2014 (Baht)
1. Ubis (Asia) Public Company Limited)	Mr. Udom Thanuratpong PV Audit Co., Ltd.	700,000	Mr. Kraisit Silapamongkonkul PV Audit Co., Ltd.	740,000
2. Ubis Primattech Co., Ltd.	Miss Chomphunuch Saetae PV Audit Co., Ltd.	220,000	Miss Chomphunuch Saetae PV Audit Co., Ltd.	60,000
3. Vita International Trading (Guangzhou) Co., Ltd.	Mr. Zhang Dong Liang, Guangzhou Tianhe Jiade Certified Public Accountants	200,000 (RMB 40,000)	Mr. Zhang Dong Liang, Guangzhou Tianhe Jiade Certified Public Accountants	200,000 (RMB 40,000)

Other Service (Non-audit fee) - None

However, Mr. Udom Thanuratpong and PV Audit Co., Ltd., Mr. Zhang Dong Liang and Guangzhou Tianhe Jiade Certified Public Accountants has no relations and interest within the Company/ its subsidiary/ directors/ majority/ shareholders or any related person:

Mr. Udom Thanuratpong certified the Company's 2015 Financial Statements

Mr. Kraisit Silapamongkonkul certified the Company's 2014 Financial Statements

Mr. Udom Thanuratpong certified the Company's 2013 Financial Statements

Mr. Zhang Dong Liang certifies Vita Inter's 2013-2015 Financial Statements

7 Other Corporate Governance Policy

The Board of Directors understands the role and responsibility on the Company and shareholders. The Board of Directors has examined the corporate governance policy of listed company according to the Stock Exchange of Thailand's practice in order to improve the method of management to create transparency in operation, following the business ethics, creating internal control systems, and shareholders rights and equality, including shareholder's benefit.

1. Right of Shareholders

In 2015, with the exception of the shareholders basic rights such as the right of shareholders to trade any shares with no legal impediment, the Company has a protection and support policy for shareholders' right as below:

- The Company respects the shareholders rights by follows the rule according to the law and the management policy. The Company has arranged the Annual General Shareholders Meeting 2015 on 9 April 2015. The meeting includes 9 directors, executives and certified public accountant from ANS Audit Co., Ltd. and legal consultant Mrs. Warissa Chaleekul from Sean (2010) Co., Ltd.
- The Company had published an invitation for the Annual General Shareholders Meeting in both Thai and English at the Company website www.ubisasia.com and announced via the Stock Exchange of Thailand in 10 March 2015 which was 30 days in advance of the meeting. The Company had published the company report and the annual report on 25 March 2015.
- The Company informed the rule and procedure to register before entering of the meeting, and attach the information of each agenda appropriately in the invitation letter.
- The Company prepared the document for proxy and prepared power of attorney both form-B and form-C, and propose independent director for the shareholders consideration. The company has prepared the duty stamp for the power of attorney.
- The Company published the minute of the Annual General Shareholders Meeting 2015 on the Company website www.ubisasia.com and via the Stock Exchange of Thailand on 23 April 2015, 14 days after the meeting.

2. Equitable Treatment towards Shareholders

The Company committees have a policy to respect the equitable treatment to shareholders for majority, minority, investment institution and foreigner shareholders in order to be equal to all.

- In the Annual General Shareholders Meeting 2015, the Company had presented an opportunity to the shareholders for proposing any meeting agenda and nominating the person who shall be a director beforehand during 1 November 2014 to 31 January 2015, where informed via the Stock exchange of Thailand, and via the Company website www.ubisasia.com on 27 October 2014.
- On 15 October 2015, the Company announced to the shareholders via the Stock Exchange of Thailand to invite shareholders to propose the meeting agenda and nominate the person who shall be a candidate in advance during 15 October 2015 to 31 January 2016, where informed via the Stock exchange of Thailand, and via the Company website www.ubisasia.com.

- The Company delivered the invitation letter and documents along with the power of attorney, both Form B and Form C, which are the form that the shareholders can vote by them, to accommodate shareholder who need to authorize the attorney to enter the meeting. The shareholders can download the power of attorney via the Company website.
- The Company used computer for the registration and counting of votes, along with the use of ballot to accommodate to the shareholders. Especially, the agenda of election the director, company had collected all ballots after finish this agenda, and also collected the ballot of all agenda after the meeting.
- The Company did not increase or modify any agenda without the shareholders acknowledgement in the 2015 Annual General Shareholders Meeting.
- The Company proposed opportunity to every shareholder to be able to exercise their right to comment and ask until their satisfaction before any voting in each agenda.
- The Board of Directors prohibited the use of any insider information as a Company executives, directors, and employees in order to find benefit in trading of the company securities. The directors and management must submit a report on securities holding (F59-1 and F59-1) according to Article 59 of the Securities and Exchange Act B.E. 2551.
- The Board of Directors determined directors and executives submitted report on the conflict of interest each person and related persons according to Article 89/14 of Securities and Exchange Act B.E. 2551 before December of every year or immediately after the situation happens.

3. Roles of the Stakeholders

The Company operates its business according to the rights and fairness to stakeholders under the Company's business code of conduct. The Company has operated and follows up its operation accordingly to cover every stakeholder as categorized below:

- The Company treats equally to executives and employees, and its subsidiaries in terms of remuneration and benefits suitably and according to the law, the Company also provides other benefits such as bonus from each employee's performance. The Company support training course both in-house training and outside training which concerning each responsibility in order to improve the employee's knowledge and skills. Additionally, the Company also considers the safety of people and workplace. The Company has regulated a safety policy and set up Safety Committees in order to ensure the highest safety to employees.
- The Company treats every creditor according to the agreements of business, including financial agreement of financial institution. The Company never had any lawsuit with the financial institutions and also any creditors. For the account payable, the Company has a term of operation under framework of ISO's practice for the fair treatment to all creditors and maintaining the good quality of product and services.
- The Company delivers good quality products and good service with good customer's responsibility. The company set up good manufacturing process to control and maintain the constant quality of products. The Company provides service, technical assistance, and product information in order for the customer to understand and use the product in the most efficient way. The Company is eager to immediately join the customer to solve any problems of customers.

- The Company treats every competitor in a fair competition according to the law and trade agreements.
- The Company takes responsibilities for the environment, community, and the social with an environmental friendly manufacturing process along with an environmental test from an independent company to take further environmental control that will not affect the employee's health and the surrounding community. For the entire 2015, the Company has no lawsuit with the community or employees.
- The Company assists the auditors work and support a full cooperation for accurate information in order for the auditors to do their job accurately and independently so that the shareholders can be confident in the information published.
- In January 2016, the Company has appointed Risk Management committee in order to improve the risk management policy and to prevent corruption.
- The Board of Directors has set up the whistle blowing process to contact director directly via a special e-mail address of the executives. In addition, the Company is currently improving the investor portal which allows an easier way to contact to the independent directors. Lastly, the Board of Directors has regulated a policy which kept every petition in secret.
- The Company has registered into the Thai Institute of Directors Collective Anti-Corruption (CAC) program in 15 February 2016. The Company is currently working in the management policy for this year and the Company will always update progress as soon as possible.

4. Transparency and Disclosure of Information

- The Company has reported financial information and other important information accurately, completely, transparently, and on time according to the regulations of Securities and Exchange Commission and the Stock Exchange of Thailand. In 2015, the Company has no order from the Securities and Exchange Commission to edit the financial statement and its related documents. The Company financial statements and other important news have been published via Stock Exchange of Thailand and the Company website for the convenient of every person.
- The names of directors and sub-committees with their roles, scopes, and tenure have been written in this report.
- Nominate and Remuneration Committees plan and regulate the directors and management remuneration according to the standard of the similar industry. The standard was referred to the survey from the trusted organization such as Stock Exchange of Thailand or Thai Institute of Directors along with the Company revenue and the roles of the management. The Board of Directors will propose the director's remuneration to the shareholders approval, except Managing Director which is approved by the Board of Directors.
- The Board of Directors had commented to the financial statements as accurate, correct, and appropriate. The Board of Directors responsibilities were reported in the 2015 annual report.
- The Audit Committees have completed the report in the internal control and have nominated the auditor names within the 2015 annual report.
- The Company is currently improving the investor portal to have full information for investors. The portal is expect to be use in Q1/2016 and will be fully function in Q2/2016.

- The Company has created an investor relation section with the purpose of communicating with the shareholders and analysts where they can contact to Mr. Nawat Triyapongpattana nawat@ubisasia.com or Mr. Akrawin Boonmonkolras akrawin@ubisasia.com Telephone: 02 678 4222. Additionally, the Company has appointed Mr. Nawat Triyapongpattana, Managing Director to be a representative to give information with invest relation.

5. Executives' Responsibility

- The Company has appointed Chairman of the Board and Chair of Executive Committee to be the same person and has appointed Chief Executive Officer and/or Managing Director to be different person in order to separate the roles. The positions have been clearly defined in their roles, scopes, and responsibility.
- The Board of Directors consists of well-experience person and suitable appropriate amount of directors according to the Company's size. Currently, the Company has 9 directors which consist of 4 authorized directors, 1 non-executive director, and 4 independent directors. The term of each director is 3 year. In the 2015 Annual General Shareholder Meeting, there were 3 directors, Mr. Sawong Dhangwatnotai, Mr. Chattaphum Khantiviriya and Mr. Visth Jirathiyut (independent director), have completed the term and all 3 directors had been reelected.
- Of all 9 directors, only Mr. Chattaphum Khantiviriya who has another position in another listed company
- The Board of Directors has appointed Mr. Phakdi Kanchanavalai who is an independent director to be the Chairman of Audit Committee due to the his experience in reviewing financial statement as a certified public accountant and another 2 independent directors who have experience as an executive. So the 3 independent directors qualify as an independent director by the definition of independent director that the Company sets.
- Board of Directors has participated with the management in reviewing and approving the Company annual visions, missions, objectives, strategy plans, management plans, and budget.
- The Board of Directors provides the internal control system that covers financial, operation, and management according to the laws and regulations as well as a highly efficient review and balance of power. By hiring the internal audit which is Dhamniti Auditing Co.,Ltd., where it is fully independent and report directly to the Audit Committee which the audit will begin in 2016. In addition, on 19 February 2016, the Board of Directors meeting along with the Audit Committee has been evaluating the Company's internal control system and has concluded that the internal control system of the Company is appropriate.
- The sub-committee roles, scopes, and responsibility; the Company has 4 sub-committees which are Executive Committee, Audit Committee, Nominate and Remuneration Committee, and Risk Management Committee. For appointing a new sub-committee, the Company will further consider accordingly.
- The Board of Directors regularly appoints the meeting where every meeting contains a clear agenda for acknowledging and approving. The documents provide is enough for the directors to decide and the documents are send to the directors at least 7 days before the meeting which allows the directors for studying the information. During the meeting, everyone is allow to express their opinion independently where the chief of director board controls the meeting and Company Secretary documents the meeting for further review.

Corporate Social Responsibility (CSR)

The Company has planned and developed the Company's role in social responsibility and the Company has joined the Thai Institute of Directors Collective Anti-Corruption (CAC) program on 15 February 2016. The Company has initiated the improving of the Company's policy in terms of social responsibility. Additionally, the Company will send an officer in order to learn in order to be implementing in the future.

Overall Policy

The overall corporate social responsibility of the Company is the Company will not support any actions that will lead to corruption in the public and government sector.

The company has set a social responsibility in process of working with consideration the related people and environment within organization, CSR-in-process; and will combine the CSR process together with the normal operation process and set up process in the ISO practice.

The Company has set a social responsibility policy and guideline to prepare framework of operation for company and its subsidiaries to follow the 8 conducts of Corporate Social Responsibility as below:

1 Business Operation with Fairness

The Company has an action plan to treat both suppliers and customers with fairness as below:

- The Company has more than 1 supplier for each raw material in order to compete in price, service, and information, except some specific raw materials that supply by only 1 supplier. The Company will frequently meeting and visit for exchanging business information.
- Since the Company has many competitors in product line, the Company must compete with price, quality, and after sale service, so company set a policy to run business with fairness in price competition, constantly quality, and best after sale service for customers decision to use product independently without monopoly by any company.

2 Anti- Corruption Policy

The Company is currently improving the policy to prevent any risk from corruption in both inside and outside the organization. With the management strictly, the Company has announced its intention by joining the Collective Anti-Corruption (CAC) Program in 2016 and will start to do certain activity.

3 Respect for Human Rights

The Company has set up a human rights policy within and without the organization in order to express the intention of respecting the human rights that will directly or indirectly affect the Company.

4 Responsibility for Employees

The Company treats the employees well; there are benefits better than the regulations set. However, the Company will continuously review the appropriateness for the best right that employee can earn. In addition, the Company will review the communication method direct to executive with confidentiality in order to provide people to join in improvement the employees' quality of life and the Company in a sustainable way.

5 Responsibility for Consumers

- 5.1 The Company set up a system that ensures every raw materials use are from the best and accepted suppliers.
- 5.2 The Company always reviews and improves its manufacturing process to ensure that company can maintain and deliver the safe and high quality products constantly.
- 5.3 The Company imply a ISO 9001 standard which was certified by Bureau VERITAS (BVQI), this standard ensures that every process from purchasing, manufacturing, and delivering will be systematic and up to standard.

6 Environmental Management

The Company will set up a standard that will review and prevent any risks that will affect the environment in every manufacturing process, both in production process and after production process, including the waste management by hiring the special chemical waste management to handle. For the past year, the Company has annually checked the working condition of the factory and its surrounding community in order to prevent and solve any risk. With this annual checkup, the Company has never been in lawsuit regarding to the pollution.

7 Involvement of the Company in Development of the Community and Society

The Company believes in the integrity and the community development. The Company determines the integrating with the community in the company main policy.

8 To create and address the Company innovation from company operation with the Social Responsibility, environment, and stakeholders.

The Company will set up a plan to continue improve the research and development operation to response stakeholder's requirement regarding to both social and environment to create a sustainable development in this industry.

Report Preparation and Procedures

Currently, the Company is still planning in the corporate social responsibility, therefore both the preparation and procedures cannot be provide information.

After Process of Corporate Social Responsibility

The company donated money through The Thai Red Cross Society for support and relief aftermath the 2015 Nepal earthquake.

Internal Control and Risk Management

Remarks from the Board of Directors regarding to the Company Internal Control

The Board of Directors' meeting no. 3/2016 held on 19 February 2016 where the Audit Committee attended this meeting to inform about the appropriateness of the internal control. The Audit Committee has addresses and reported the 2015 Internal Control Report to the Board of Directors.

The Audit Committee has reported the result, analysis, and further comments regarding to the internal control. The Audit Committee has focused its audit on improving the practical process of the Company in order to be more efficient. In addition, the committee has set up a follow up and fixes the result especially the risk that will affect the work. The documents that may accuse conflict of interest are all accurate and credible according to the business and benefit most to the Company policy.

The Audit Committee has reported that in 2015, there is no indicator that relate to corruption and the result has complied with the government regulations and the Company's policy. In term of internal control, along with the independent certified public accountant, the result of the internal control is appropriate and there is no error in the main key points that will affect the internal control and the financial statement. In addition, the Company has improved the accounting process following the certified public accountant remarks.

The Board of Directors has evaluated the internal control from the internal control report of the Audit Committee and has summarized into 5 categories which is internal control, risk management, control activities, information system and communication, and monitoring system which can be summarized as below:

1. **Organization and Environment**

The Company has clearly set up a clear scope of business operation which results in an appropriate operation, adapting to the change in industry, and support the Company's long term plan and expansion plan, and set up organization chart accordant with operation strategy and corporate governance. The company set up Internal Control Affairs independently and directly report to the Audit Committee.

2. **Risk Management**

The Company's risk management policy is an important policy where the Board of Directors and the executives jointly evaluated the risk and set up person in each department for this responsibility. The Company have risk planning and risk management policy, with the evaluating any risk that will affect the Company goals. The Company set up training to support the Company's work.

3. **Control Activities**

The Board of Directors has set up (1) the authority, level of authorization, leading, loan, and payment in written (2) set up a performance system and authorization in operation process (3) the Company has published a handbook about laws and regulations that the Company must follow.

Regardless, the Board of Directors has approved the annual plan of internal audit to cover every high risk management process where it covered the stakeholders' expectation to gain confidence in the Company internal control that is sufficient for every operation duty in term of financial, operation, and all activities according to the law and any regulations. In addition, the Board of Director has considered the main point and the problems discovered by the internal auditor and external auditor to monitor closely and prepare preventive plan.

4. Information System and Communication

The Company prepared important information to support the Board of Directors decision. The information includes comparison report, principal and reason, and the supporting documents which are delivered 7 days before the meeting. The Company appointed a Company Secretary for the purpose of informing the laws and regulations that the Board of Directors should know. The Company Secretary looks over the Board of Directors' activities and coordinates the management with the Board of Directors' decision. The Company Secretary collects and stores every important documents and information according to the regulation.

The Audit Committee has work along with the auditor, the Internal Audit Affairs, and person that relate in making financial statement in order to build confidence that the Company has a procedure according to general accepted accounting principle, and suitable for the company's nature of business, and appropriate disclosed information.

5. Monitoring System

The Company has procedures in monitoring from the Board of Directors to the management in order to follow up the goals and proceed according to the strategy and plan which be approved by the Board of Director along with its subsidiaries.

Comments from the Audit Committee that differ from the Board of Directors

None

Related Transactions

The Company and its subsidiaries have transactions with the following in 2015 as below:

Related Person/ Relationship	Transactions	Type of Transactions	Amount in Baht (thousand)	Necessity and Reasonability
Mr. Pongsatorn and Mr. Peerapong Dhangwatnotai <u>Relationship</u> : Mr. Pongsatorn and Mr. Peerapong Dhangwatnotai are son of Mr. Sawong Dhangwatnotai	Office Rental for Bangkok Office	Rental fee of 2015 Rental Deposit	1,997 750	The rent of the building and the insurance is normal with comparison to the market price (Reference of the evaluation: Agency for Real Estate Affairs Company signed in 27 July 2003 by comparing the price with similar type of building and its purpose).

Management Analysis and Explanations

Company Operation and Financial Position Analysis

Company Performance Analysis

The performance and the financial status for year 2015 ended 31 December 2015 of the Company and its subsidiaries, mainly stated as below:

(Unit : Million Baht)

	2015	2014	(%) Change
Net Sale	824	848	-3%
Profit Margin	324	301	8%
Selling Expenses	96	104	-8%
Fin Cost	12	3	30%
Share of profit of associate	36	0	
Net Profit	146	87	68%

In overall, the Company and its subsidiaries have a net profit in 2015 of Baht 146 million increased by Baht 59 million or 68% which resulted from the following below:

Revenue

In 2015, the Company and its subsidiaries have total revenue of Baht 824 million which decreased from 2014 by Baht 24 million or 3%. This was caused by the Company have sold one of its subsidiaries at the end of Q1/2015 for Baht 60 million. If we excluded the revenue from this subsidiaries in the year 2014, the revenue of the Company will increased by 5%.

Gross Profit

In 2015, the Company and its subsidiaries have the total gross profit of Baht 324 million which increased from 2014 by Baht 23 million or 8%. Whereas 39% of the gross profit (35% of the gross profit in 2014) came from inventory management and improvement in manufacturing efficiency.

Selling Expenses

In 2015, the Company and its subsidiaries have the selling expenses of Baht 96 million which decreased from 2014 by Baht 8 million or 8%. The decrease was resulted from the appropriate control of the Company's cost which mainly came from salary and welfare, and domestic transportation decrease.

Financial Cost

In 2015, the Company and its subsidiaries have the total interest of Baht 12 million which increased from 2014 by Baht 9 million. It resulted from the expansion in the Company's investment in the new factory which fully affects the whole 2015 and investment in its associate company in 2015.

Shares of Profit from Investment

In 2015, the Company and its subsidiaries have recorded the Baht 36 million shares of profit from investment in its associate company for Q3/2015 and Q4/2015.

Financial Status

The overall financial status of the Company and its subsidiaries as of 31 December 2015 with the comparison to the financial status as of 31 December 2014 as summarized below:

Assets

As of 31 December 2015, the Company and its subsidiaries have a total asset of Baht 900 million which increased from 31 December 2014 by Baht 236 million. The increase could be explained by the additional investment to the associate company in order to increase the Company's revenue. Additionally, the account receivables and other receivables decreased by Baht 35 million and the inventory decreased by Baht 37 million which came from the result of better planning in manufacturing and raw material.

Liability

As of 31 December 2015, the Company and its subsidiaries have a total liability of Baht 474 million which increased from 31 December 2014 by Baht 175 million. The loan came from financial institute for investment. While the account payable and other payable have decreased by Baht 83 million.

Shareholders' Equity

As of 31 December 2015, the Company and its subsidiaries have the total shareholders' equity of Baht 426 million which increased from 31 December 2014 by Baht 63 million. This can be explained by the profit in operation by the total amount of Baht 145 million and the dividend of Baht 82 million.

Cash Flow Analysis

From the 2015 performance, the company cash flow from operation is total amount of Baht 82 million, and cash flow to profit ratio of 2015 was 56% (previous year 21%), cash flow from investment used total amount of Baht 272 million which invested in associated company, and cash flow from financing was total amount of Baht 190 million which from bank loan and payment dividend Baht 82 million.

AUDITOR'S REPORT

To the Board of Directors and Shareholders of UBIS (ASIA) Public Company Limited

I have audited the accompanying consolidated financial statements of UBIS (ASIA) Public Company Limited and its subsidiaries, which comprise the consolidated statement of financial position as at December 31, 2015, and the consolidated statement of comprehensive income, statement of changes in shareholders' equity and statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information. I have also audited the accompanying separate financial statements of UBIS (ASIA) Public Company Limited which comprise the separate statement of financial position as at December 31, 2015, and the separate statement of comprehensive income, statement of changes in shareholders' equity and statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

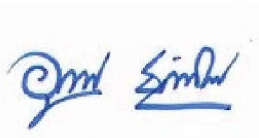
My responsibility is to express an opinion on these financial statements based on my audit. I conducted my audit in accordance with Thai Standards on Auditing. Those standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the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

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

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

Opinion

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



Udom Thanuratpong
Certified Public Accountant
Registration Number 8501

PV Audit Co., Ltd.
Bangkok, February 19, 2016

UBIS (ASIA) PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2015

	Note	Baht			
		Consolidated		Separate	
		financial statements		financial statements	
		2015	2014	2015	2014
Assets	3				
Current assets					
Cash and cash equivalents	5	13,499,209.88	11,295,323.18	6,623,962.27	887,781.86
Trade and other receivables	4, 6	198,922,746.18	233,771,904.06	209,089,541.55	209,853,285.22
Short-term loans to related party	4	-	-	-	16,900,000.00
Inventories	7	134,167,199.42	171,029,609.91	67,216,295.29	67,136,253.86
Other current assets	4	15,775,605.43	15,455,380.02	12,051,785.36	10,210,954.83
Total current assets		362,364,760.91	431,552,217.17	294,981,584.47	304,988,275.77
Non-current assets					
Restricted deposits at financial institutions	8	475,100.00	811,100.00	475,100.00	811,100.00
Investment in associate	4, 9	315,532,169.71	-	280,000,000.00	-
Investments in subsidiaries	4, 10	-	-	168,263,431.16	197,449,650.00
Investment property	11	28,836,500.00	28,836,500.00	28,836,500.00	28,836,500.00
Property, plant and equipment	12	187,338,509.42	191,669,446.10	160,153,137.28	163,286,955.27
Intangible assets		13,452.71	45,442.70	13,452.71	45,442.70
Deferred tax assets	13	3,810,838.29	9,540,304.59	3,705,736.13	9,462,937.00
Other non-current assets		1,335,837.98	1,380,568.76	834,411.15	901,388.68
Total non-current assets		537,342,408.11	232,283,362.15	642,281,768.43	400,793,973.65
Total assets		899,707,169.02	663,835,579.32	937,263,352.90	705,782,249.42

The accompanying notes are an integral part of these financial statements.

UBIS (ASIA) PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENTS OF FINANCIAL POSITION
AS AT DECEMBER 31, 2015

		Baht			
		Consolidated		Separate	
		financial statements		financial statements	
	Note	2015	2014	2015	2014
Liabilities and shareholders' equity	3				
Current liabilities					
Bank overdrafts and short-term loans from financial institutions	14	194,753,647.32	12,228,231.00	171,501,432.67	11,441,437.60
Trade and other payables	4, 15	76,310,403.80	159,466,264.85	248,688,674.44	186,118,584.23
Current portion of liabilities	16	63,858,256.26	22,957,000.00	63,858,256.26	22,957,000.00
Short-term loans from related party	4	-	-	-	44,300,000.00
Accrued income tax		7,462,224.41	5,651,344.49	7,261,365.59	3,130,471.28
Other current liabilities		9,077,625.68	7,131,234.96	2,442,910.84	6,337,545.02
Total current liabilities		351,462,157.47	207,434,075.30	493,752,639.80	274,285,038.13
Non-current liabilities					
Long-term loans from financial institutions	16	105,839,452.09	77,043,000.00	105,839,452.09	77,043,000.00
Employee benefit obligations	17	16,713,191.48	14,565,322.95	14,682,664.02	12,948,287.21
Total non-current liabilities		122,552,643.57	91,608,322.95	120,522,116.11	89,991,287.21
Total liabilities		474,014,801.04	299,042,398.25	614,274,755.91	364,276,325.34
Shareholders' equity					
Share capital					
Authorized share capital					
228,000,000 ordinary shares, Baht 1 par value		228,000,000.00	228,000,000.00	228,000,000.00	228,000,000.00
Issued and paid-up share capital					
227,999,991 ordinary shares, fully paid-up		227,999,991.00	227,999,991.00	227,999,991.00	227,999,991.00
Premium on shares capital	18	26,870,810.00	26,870,810.00	26,870,810.00	26,870,810.00
Retained earnings					
Appropriated - legal reserve	19	22,800,000.00	22,800,000.00	22,800,000.00	22,800,000.00
Unappropriated	20	144,245,154.48	82,384,613.94	45,317,795.99	63,835,123.08
Other component of shareholders' equity		3,776,367.57	2,811,809.44	-	-
Total shareholders' equity of the company		425,692,323.05	362,867,224.38	322,988,596.99	341,505,924.08
Non-controlling interests		44.93	1,925,956.69	-	-
Total shareholders' equity		425,692,367.98	364,793,181.07	322,988,596.99	341,505,924.08
Total liabilities and shareholders' equity		899,707,169.02	663,835,579.32	937,263,352.90	705,782,249.42

The accompanying notes are an integral part of these financial statements.

UBIS (ASIA) PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED DECEMBER 31, 2015

		Baht			
		Consolidated		Separate	
		financial statements		financial statements	
Note		2015	2014	2015	2014
3			(Restated)		(Restated)
Revenues from sales	4	827,329,226.68	848,401,188.70	677,388,220.89	758,163,224.50
Cost of sales	2, 4, 21	(502,919,645.45)	(547,480,699.91)	(497,200,542.45)	(543,292,943.74)
Gross profit		324,409,581.23	300,920,488.79	180,187,678.44	214,870,280.76
Other income	4	12,200,630.85	7,704,931.39	56,051,576.68	12,737,174.07
Selling expenses	2, 21	(95,652,737.78)	(103,847,728.74)	(47,798,233.73)	(65,636,309.20)
Administrative expenses	2, 4, 21	(95,024,968.83)	(95,473,841.10)	(89,726,082.51)	(89,884,039.99)
Finance cost	4	(11,641,991.43)	(3,051,408.59)	(11,325,940.26)	(3,429,593.72)
Share of profit of associate		35,532,169.71	-	-	-
Profit before income tax		169,822,683.75	106,252,441.75	87,388,998.62	68,657,511.92
Tax expense	2, 23	(24,353,019.17)	(19,527,174.57)	(22,948,726.71)	(15,867,706.33)
Profit for the year		145,469,664.58	86,725,267.18	64,440,271.91	52,789,805.59
Other comprehensive income (loss) :					
Items that will never be reclassified to profit or loss					
Defined benefit plan actuarial losses	2, 17	(1,509,809.41)	(3,761,537.02)	(1,097,002.80)	(3,575,657.68)
Income tax relating to defined benefit plan actuarial losses	2, 23	301,961.88	752,307.40	219,400.56	715,131.54
		(1,207,847.53)	(3,009,229.62)	(877,602.24)	(2,860,526.14)
Items that are or may be reclassified to profit or loss					
Foreign currency translation differences for foreign operations		964,558.13	(833,630.46)	-	-
		964,558.13	(833,630.46)	-	-
Other comprehensive loss for the year - net of tax		(243,289.40)	(3,842,860.08)	(877,602.24)	(2,860,526.14)
Total comprehensive income for the year		145,226,375.18	82,882,407.10	63,562,669.67	49,929,279.45
Profit attributable for the year					
Owners of the company		145,148,384.83	85,445,670.19	64,440,271.91	52,789,805.59
Non-controlling interests		321,279.75	1,279,596.99	-	-
		145,469,664.58	86,725,267.18	64,440,271.91	52,789,805.59
Total comprehensive income attributable to					
Owners of the company		144,905,095.43	81,602,810.11	63,562,669.67	49,929,279.45
Non-controlling interests		321,279.75	1,279,596.99	-	-
		145,226,375.18	82,882,407.10	63,562,669.67	49,929,279.45
Basic earnings per share					
Profit attributable to owners of the company		0.64	0.37	0.28	0.23
Weighted average number of ordinary shares (shares)		227,999,991	227,999,991	227,999,991	227,999,991

The accompanying notes are an integral part of these financial statements.

UBIS (ASIA) PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2015

Baht										
Consolidated financial statements										
Shareholders' Equity of the Company										
Other component										
of shareholders' equity										
Other comprehensive										
income (loss)										
Total										
Note	Share capital issued and paid-up	Premium on share capital	Retained earnings		Translating financial statements	Shareholders' Equity of the Company	Non-controlling interests	Total shareholders' equity		
			Appropriated	Unappropriated						
	227,999,991.00	26,870,810.00	22,800,000.00	72,908,170.50	3,645,439.90	354,224,411.40	646,337.20	354,870,748.60		
Balance at January 1, 2014										
Changes in shareholders' equity										
	-	-	-	-	-	-	22.50	22.50		
Issued and paid-up ordinary shares-subidiaries										
Dividend payment	20	-	-	(72,959,997.13)	-	(72,959,997.13)	-	(72,959,997.13)		
Profit for the year		-	-	85,445,670.19	-	85,445,670.19	1,279,596.99	86,725,267.18		
Other comprehensive loss for the year		-	-	(3,009,229.62)	(833,630.46)	(3,842,860.08)	-	(3,842,860.08)		
Ending balance as at December 31, 2014	227,999,991.00	26,870,810.00	22,800,000.00	82,384,613.94	2,811,809.44	362,867,224.38	1,925,956.69	364,793,181.07		
Changes in shareholders' equity										
Dividend payment	20	-	-	(82,079,996.76)	-	(82,079,996.76)	-	(82,079,996.76)		
Disposal of investment in subsidiary		-	-	-	-	-	(2,247,191.51)	(2,247,191.51)		
Profit for the year		-	-	145,148,384.83	-	145,148,384.83	321,279.75	145,469,664.58		
Other comprehensive income (loss) for the year		-	-	(1,207,847.53)	964,558.13	(243,289.40)	-	(243,289.40)		
Ending balance as at December 31, 2015	227,999,991.00	26,870,810.00	22,800,000.00	144,245,154.48	3,776,367.57	425,692,323.05	44.93	425,692,367.98		

The accompanying notes are an integral part of these financial statements.

UBIS (ASIA) PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2015

		Baht				
		Separate financial statements				
		Share capital	Premium on	Retained earnings		Total
	Note	issued and paid-up	ordinary shares	Appropriated	Unappropriated	shareholders' equity
Balance at January 1, 2014		227,999,991.00	26,870,810.00	22,800,000.00	86,865,840.76	364,536,641.76
Changes in shareholders' equity						
Issued stock dividend		-	-	-	-	-
Dividend payment	20	-	-	-	(72,959,997.13)	(72,959,997.13)
Profit for the year		-	-	-	52,789,805.59	52,789,805.59
Other comprehensive loss for the year		-	-	-	(2,860,526.14)	(2,860,526.14)
Ending balance as at December 31, 2014		227,999,991.00	26,870,810.00	22,800,000.00	63,835,123.08	341,505,924.08
Changes in shareholders' equity						
Dividend payment	20	-	-	-	(82,079,996.76)	(82,079,996.76)
Profit for the year		-	-	-	64,440,271.91	64,440,271.91
Other comprehensive loss for the year		-	-	-	(877,602.24)	(877,602.24)
Ending balance as at December 31, 2015		227,999,991.00	26,870,810.00	22,800,000.00	45,317,795.99	322,988,596.99

The accompanying notes are an integral part of these financial statements.

UBIS (ASIA) PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENTS OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2015

	Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2015	2014	2015	2014
		(Restated)		(Restated)
Cash flows from operating activities:				
Profit before income tax	169,822,683.75	106,252,441.75	87,388,998.62	68,657,511.92
Adjustments to reconcile profit before income tax to net cash provided by (used in) operating activities:				
Depreciation and amortization	7,670,282.38	4,164,768.02	6,278,719.91	3,693,597.25
Amortization of deferred revenue	-	(997,560.51)	-	(997,560.51)
Reversal of loss on devaluation of inventories	(236,525.99)	(84,952.18)	-	-
Doubtful accounts	36,828.44	-	-	-
Loss on impairment of investments	-	-	20,186,238.84	9,577,800.00
Interest income	(81,761.28)	(175,236.23)	(78,313.18)	(163,824.58)
Interest expense	11,641,991.43	3,051,408.59	11,325,940.26	3,429,593.72
(Gain) loss from disposal of investment in subsidiary	2,891,321.44	-	(8,332,932.00)	-
Share of profit of associate	(35,532,169.71)	-	-	-
Gain on disposal of and written off assets	(91,251.47)	-	(91,251.47)	(284,735.68)
Dividends income	-	-	(24,159,995.47)	-
Unrealized gain on exchange rate	(4,318,701.60)	(1,030,570.25)	(4,312,367.25)	(1,048,297.06)
Provision incurred from the employee benefit obligations	2,071,762.97	1,773,735.51	1,684,181.99	482,255.40
Profit from operating activities before changes in operating assets and liabilities	153,874,460.36	112,954,034.70	89,889,220.25	83,346,340.46
Change in operating assets (increase) decrease:				
Trade and other receivables	20,132,624.32	(25,701,389.05)	5,425,727.41	(5,838,813.01)
Inventories	12,782,989.42	(61,714,718.82)	(80,041.43)	18,539,502.61
Other current assets	(955,639.78)	(536,965.31)	(1,840,830.53)	1,840,137.53
Other non-current assets	44,730.78	1,074,284.57	66,977.53	1,172,611.32
Restricted deposits at financial institutions	336,000.00	-	336,000.00	-
Change in operating liabilities increase (decrease):				
Trade and other payables	(78,739,825.09)	31,605,169.06	62,080,318.36	62,154,344.18
Other current liabilities	1,694,492.21	(4,375,637.46)	(4,184,358.41)	(3,957,760.39)
Employee benefit obligations paid	(971,699.25)	(2,521,279.44)	(626,789.15)	(2,521,279.44)
Cash generated from operations	108,198,132.97	50,783,498.25	151,066,224.03	154,735,083.26
Interest paid	(11,641,991.43)	(3,051,408.59)	(11,332,672.26)	(3,445,577.47)
Income tax paid	(13,661,261.51)	(25,908,682.36)	(12,841,230.97)	(25,604,796.60)
Net cash provided by operating activities	82,894,880.03	21,823,407.30	126,892,320.80	125,684,709.19

The accompanying notes are an integral part of these financial statements.

UBIS (ASIA) PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2015

	Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2015	2014	2015	2014
		(Restated)		(Restated)
Cash flows from investing activities:				
Interest received	84,144.15	176,050.95	94,905.94	150,429.41
Increase in short-term loans to related party	-	-	(10,900,000.00)	(21,400,000.00)
Proceeds from short-term loans to related party	-	-	27,800,000.00	6,500,000.00
Increase in investment in associate	(280,000,000.00)	-	(280,000,000.00)	-
Increase in investments in subsidiaries	-	-	-	(119,999,977.50)
Purchases of property, plant and equipment	(3,966,064.08)	(42,209,304.20)	(3,113,110.93)	(28,993,672.82)
Net proceeds from sales of investment in subsidiary	11,991,767.59	-	17,332,912.00	-
Dividends received	-	-	24,159,995.47	-
Proceeds from sales of assets	91,450.47	-	91,450.47	510,358.00
Net cash used in investing activities	(271,798,701.87)	(42,033,253.25)	(224,533,847.05)	(163,232,862.91)
Cash flows from financing activities:				
Increase (decrease) in bank overdrafts and short-term loans				
from financial institutions	182,525,416.32	(5,330,458.74)	160,059,995.07	(6,117,252.14)
Proceeds from short-term loans from related party	20,000,000.00	-	-	132,300,000.00
Repayment of short-term loans from related party	-	-	(44,300,000.00)	(115,500,000.00)
Proceeds from loans from financial institutions	90,000,000.00	100,000,000.00	90,000,000.00	100,000,000.00
Repayment of loans from financial institutions	(20,302,291.65)	-	(20,302,291.65)	-
Proceeds from issuing ordinary shares-subsiidiaries	22.50	22.50	-	-
Dividend payment	(82,079,996.76)	(72,959,997.13)	(82,079,996.76)	(72,959,997.13)
Net cash provided by financing activities	190,143,150.41	21,709,566.63	103,377,706.66	37,722,750.73
Net increase in cash and cash equivalents	1,239,328.57	1,499,720.68	5,736,180.41	174,597.01
Cash and cash equivalents at the beginning of the year	11,295,323.18	10,629,232.96	887,781.86	713,184.85
Exchange differences on translating financial statements				
of foreign operation	964,558.13	(833,630.46)	-	-
Cash and cash equivalents at the end of the year	13,499,209.88	11,295,323.18	6,623,962.27	887,781.86

The accompanying notes are an integral part of these financial statements.

UBIS (ASIA) PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2015

1. GENERAL INFORMATION

UBIS (ASIA) Public Company Limited, “the Company” was incorporated in Thailand under the Civil and Commercial Code on June 17, 1997 and became a public company limited on September 9, 2004. The Company operates the business of industrial chemical producing. On May 9, 2007, the Company was listed on the Stock Exchange of Thailand in the “Market for Alternative Investment” (mai).

The Company has a registered office at 20 - 22 Narathiwat Ratchanakharin Road, Chong-nonsee, Yannawa, Bangkok and factories are located at Samutsakhon Industrial Estate 1/83, 1/84 Moo 2, Tasai, Muang Samutsakhon, Samutsakhon.

2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

The accompanying financial statements are prepared in accordance with Thai Financial Reporting Standards (“TFRS”) including related interpretations and guidelines promulgated by the Federation of Accounting Professions (“FAP”) in accordance with generally accepted accounting principles in Thailand.

The presentation of the financial statements has been made in compliance with the stipulations of the Notification of the Department of Business Development dated September 28, 2011, issued under the Accounting Act B.E. 2543.

The accompanying financial statements have been prepared in the Thai language and expressed in Thai Baht. Such financial statements have been prepared for domestic reporting purposes. For the convenience of the readers not conversant with the Thai language, an English version of the financial statements has been provided by translating from the Thai version of the financial statements.

The preparation of the financial statements in accordance with Thai Financial Reporting Standards requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying amounts of assets and liabilities that are not readily apparent from other sources. Subsequent actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, and in the period of the revision and future periods, if the revision affects both current and future periods.

BASIS OF PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements consisted of the financial statements of UBIS (ASIA) Public Company Limited and subsidiaries (together referred to as “the Group”) and the Group’s interest in associate as follows:

			Percentage of holding (%)	
Companies	Located in	Business type	2015	2014
Subsidiaries				
Vita International Trading				
(Guangzhou) Co., Ltd.	People’s Republic of China	Sales of industrial chemical	99.99	99.99
UBIS PRIMATECH Co., Ltd.	Thailand	Production and sales industrial chemical	99.99	99.99
UBIS ALL Co., Ltd.	Thailand	Sales raw material for food industry	-	89.99
Associate				
FAMILY CORPORATION Co., Ltd.	Thailand	Production and sales electronics, fan, DVD, VCD and plastic products	40.00	-

On March 31, 2015, the Company had disposed of all investments in shares of UBIS ALL Company Limited (“such company”) to such company’s shareholder (see Note 10). As a result, such company had not been the Company’s subsidiary since March 31, 2015. Therefore, the Company did not consolidate such company’s statement of financial position in preparing the consolidated statement of financial position as at December 31, 2015. However, the consolidated statement of comprehensive income for the year ended December 31, 2015 included such company’s statement of comprehensive income for the three-month period ended March 31, 2015 (the date of the Company’s loss of control in subsidiary).

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related non-controlling interests and other components of shareholders’ equity. Any resulting gain or loss from loss of control in subsidiary is recognised in profit or loss.

All significant intercompany transactions and accounts are eliminated in preparing the consolidated financial statements.

The preparation of the consolidated financial statements has been based on the same accounting policies for the same or similar accounting transactions or accounting events.

Subsidiaries are an entity controlled by the Company. Control exists when the Company has the power, directly or indirectly through other subsidiaries, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Associate

Associate is that entity in which the Group has significant influence, but not control, or joint control over the financial and operating policies. The consolidated financial statements include the Group's share of the profit or loss and other comprehensive income (loss) of associate on an equity method, from the date that significant influence commences until the date that significant influence ceases. When the Group's share of loss exceeds its investment in associate, the investment is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of associate.

Adoption of New Thai Financial Reporting Standards

FAP has issued Notifications, mandating the use of new and revised Conceptual Framework for Financial Reporting (revised 2015), Thai Accounting Standards ("TAS"), TFRS, Thai Standard Interpretations ("TSIC") and Thai Financial Reporting Interpretations ("TFRIC") as follows:

- a) Conceptual Framework for Financial Reporting (revised 2015) which is immediately effective for the year 2015.
- b) TAS, TFRS, TSIC and TFRIC which are effective for the financial statements for the period beginning on or after January 1, 2015 as follows:

TAS/TFRS/TSIC/TFRIC	Topic
TAS 1 (revised 2014)	Presentation of Financial Statements
TAS 2 (revised 2014)	Inventories
TAS 7 (revised 2014)	Statement of Cash Flows
TAS 8 (revised 2014)	Accounting Policies, Changes in Accounting Estimates and Errors
TAS 10 (revised 2014)	Events after the Reporting Period
TAS 11 (revised 2014)	Construction Contracts
TAS 12 (revised 2014)	Income Taxes
TAS 16 (revised 2014)	Property, Plant and Equipment
TAS 17 (revised 2014)	Leases
TAS 18 (revised 2014)	Revenue
TAS 19 (revised 2014)	Employee Benefits
TAS 20 (revised 2014)	Accounting for Government Grants and Disclosure of Government Assistance
TAS 21 (revised 2014)	The Effects of Changes in Foreign Exchange Rates
TAS 23 (revised 2014)	Borrowing Costs
TAS 24 (revised 2014)	Related Party Disclosures
TAS 26 (revised 2014)	Accounting and Reporting by Retirement Benefit Plans
TAS 27 (revised 2014)	Separate Financial Statements

TAS/TFRS/TSIC/TFRIC	Topic
TAS 28 (revised 2014)	Investments in Associates and Joint Ventures
TAS 29 (revised 2014)	Financial Reporting in Hyperinflationary Economies
TAS 33 (revised 2014)	Earnings per Share
TAS 34 (revised 2014)	Interim Financial Reporting
TAS 36 (revised 2014)	Impairment of Assets
TAS 37 (revised 2014)	Provisions, Contingent Liabilities and Contingent Assets
TAS 38 (revised 2014)	Intangible Assets
TAS 40 (revised 2014)	Investment Property
TFRS 2 (revised 2014)	Share-based Payment
TFRS 3 (revised 2014)	Business Combinations
TFRS 5 (revised 2014)	Non-current Assets Held for Sale and Discontinued Operations
TFRS 6 (revised 2014)	Exploration for and Evaluation of Mineral Resources
TFRS 8 (revised 2014)	Operating Segments
TFRS 10	Consolidated Financial Statements
TFRS 11	Joint Arrangements
TFRS 12	Disclosure of Interests in Other Entities
TFRS 13	Fair Value Measurement
TSIC 10 (revised 2014)	Government Assistance - No specific Relation to Operating Activities
TSIC 15 (revised 2014)	Operating Leases-Incentives
TSIC 25 (revised 2014)	Income Taxes - Changes in the Tax Status of an Entity or its Shareholders
TSIC 27 (revised 2014)	Evaluating the Substance of Transactions Involving the Legal Form of a Lease
TSIC 29 (revised 2014)	Service Concession Arrangements : Disclosures
TSIC 31 (revised 2014)	Revenue - Barter Transactions Involving Advertising Services
TSIC 32 (revised 2014)	Intangible Assets - Web Site Costs
TFRIC 1 (revised 2014)	Changes in Existing Decommissioning, Restoration and Similar Liabilities
TFRIC 4 (revised 2014)	Determining whether an Arrangement contains a Lease
TFRIC 5 (revised 2014)	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds

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

During the year, the Group has adopted Conceptual Framework for Financial Reporting (revised 2015), new and revised TFRS which are effective for the accounting period beginning on or after January 1, 2015. These Conceptual Framework for Financial Reporting (revised 2015) and TFRS were aimed at alignment with the corresponding International Financial Reporting Standards, with most of the changes directed towards revision of wording and terminology, and provision of interpretations and accounting guidance to users of standards. The adoption of these Conceptual Framework for Financial Reporting (revised 2015) and TFRS does not have any significant impact on the financial statements of the Group, except TFRS as follows:

TAS 1 (revised 2014) Presentation of financial statements

The key change is that the Group is required to group items presented in “Other Comprehensive Income” on the basis of whether they are potentially reclassifiable to profit or loss subsequently. This standard will only impact the Group presentation of other comprehensive income items in the statement of comprehensive income of the Group.

TAS 19 (revised 2014) Employee benefits

This revised standard requires that the Group recognises actuarial gains and losses immediately in other comprehensive income while the existing standard allows the Group to recognise such gains and losses immediately in either profit or loss or other comprehensive income, or to recognise them gradually in profit or loss.

The Group's management has assessed the effects of such changes which adjusted retrospectively in the financial statements and presented in the statements of comprehensive income for the years ended December 31, 2015 and 2014 as follows:

	Baht			
	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
		(Restated)		(Restated)
Statements of comprehensive income				
Decrease in cost of sales	(1,120,037.31)	(666,998.61)	(760,092.38)	(585,191.79)
Decrease in selling expenses	(93,214.65)	(1,140,921.36)	(77,772.75)	(1,140,895.18)
Decrease in administrative expenses	(296,557.45)	(1,953,617.05)	(259,137.67)	(1,849,570.71)
Increase in income tax expenses	301,961.88	752,307.40	219,400.56	715,131.54
Increase in profit for the year	1,207,847.53	3,009,229.62	877,602.24	2,860,526.14
Increase in basic earnings per share (Baht per share)	0.005	0.013	0.004	0.013
Other comprehensive loss				
Items that will never be reclassified to profit or loss				
Defined benefit plan actuarial losses	(1,509,809.41)	(3,761,537.02)	(1,097,002.80)	(3,575,657.68)
Income tax relating to defined benefit plan actuarial losses	301,961.88	752,307.40	219,400.56	715,131.54

TFRS 13 Fair value measurement

This standard provides guidance on how to measure fair value and stipulates disclosures related to fair value measurement. The Group is to apply the guidance under this standard if it is required by other TFRS to measure its assets or liabilities at fair value. The effects of the adoption of this standard are to be recognised prospectively.

The Group disclosed information in accordance with this standard as described in Notes 26 and 28.4.

New and revised Thai Financial Reporting Standards not yet effective

During the year 2015, FAP has issued Notifications, mandating the use of new and revised Thai Accounting Standards ("TAS"), TFRS, Thai Standard Interpretations ("TSIC"), Thai Financial Reporting Interpretations ("TFRIC") and accounting guidance ("AG") as follows:

TAS, TFRS, TSIC, TFRIC and AG which are effective for the financial statements for the period beginning on or after January 1, 2016 as follows:

TAS/TFRS/TSIC/TFRIC/AG	Topic
TAS 1 (revised 2015)	Presentation of Financial Statements
TAS 2 (revised 2015)	Inventories
TAS 7 (revised 2015)	Statement of Cash Flows
TAS 8 (revised 2015)	Accounting Policies, Changes in Accounting Estimates and Errors
TAS 10 (revised 2015)	Events after the Reporting Period
TAS 11 (revised 2015)	Construction Contracts
TAS 12 (revised 2015)	Income Taxes
TAS 16 (revised 2015)	Property, Plant and Equipment
TAS 17 (revised 2015)	Leases
TAS 18 (revised 2015)	Revenue
TAS 19 (revised 2015)	Employee Benefits
TAS 20 (revised 2015)	Accounting for Government Grants and Disclosure of Government Assistance
TAS 21 (revised 2015)	The Effects of Changes in Foreign Exchange Rates
TAS 23 (revised 2015)	Borrowing Costs
TAS 24 (revised 2015)	Related Party Disclosures
TAS 26 (revised 2015)	Accounting and Reporting by Retirement Benefit Plans
TAS 27 (revised 2015)	Separate Financial Statements
TAS 28 (revised 2015)	Investments in Associates and Joint Ventures
TAS 29 (revised 2015)	Financial Reporting in Hyperinflationary Economies
TAS 33 (revised 2015)	Earnings per Share
TAS 34 (revised 2015)	Interim Financial Reporting
TAS 36 (revised 2015)	Impairment of Asset
TAS 37 (revised 2015)	Provisions, Contingent Liabilities and Contingent Assets
TAS 38 (revised 2015)	Intangible Assets

TAS/TFRS/TSIC/TFRIC/AG	Topic
TAS 40 (revised 2015)	Investment Property
TAS 41	Agriculture
TFRS 2 (revised 2015)	Share-based Payment
TFRS 3 (revised 2015)	Business Combinations
TFRS 4 (revised 2015)	Insurance Contracts
TFRS 5 (revised 2015)	Non-current Assets Held for Sale and Discontinued Operations
TFRS 6 (revised 2015)	Exploration for and Evaluation of Mineral Resources
TFRS 8 (revised 2015)	Operating Segments
TFRS 10 (revised 2015)	Consolidated Financial Statements
TFRS 11 (revised 2015)	Joint Arrangements
TFRS 12 (revised 2015)	Disclosure of Interests in Other Entities
TFRS 13 (revised 2015)	Fair Value Measurement
TSIC 10 (revised 2015)	Government Assistance - No specific Relation to Operating Activities
TSIC 15 (revised 2015)	Operating Leases-Incentives
TSIC 25 (revised 2015)	Income Taxes-Changes in the Tax Status of an Entity or its Shareholders
TSIC 27 (revised 2015)	Evaluating the Substance of Transactions Involving the Legal Form of a Lease
TSIC 29 (revised 2015)	Service Concession Arrangements : Disclosures
TSIC 31 (revised 2015)	Revenue - Barter Transactions Involving Advertising Services
TSIC 32 (revised 2015)	Intangible Assets-Web Site Costs
TFRIC 1 (revised 2015)	Changes in Existing Decommissioning, Restoration and Similar Liabilities
TFRIC 4 (revised 2015)	Determining whether an Arrangement contains a Lease
TFRIC 5 (revised 2015)	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds

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

Accounting guidance for the measurement and recognition of bearer plants

The management of the Group is assessing the impacts of these TFRS on the financial statements for the year in which they are initially applied.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The measurement bases used in preparing the financial statements

Other than those disclosed elsewhere in the summary of significant accounting policies and other notes to the financial statements, the financial statements are prepared on the historical cost basis.

Revenue

Sale of goods

Revenue excluding value added taxes is arrived at after deduction of trade discounts.

Revenue is recognized in the statement of comprehensive income when the significant risks and rewards of ownership have been transferred to the buyer. No revenue is recognized if there is continuing management involvement with the goods or there are significant uncertainties regarding recovery of the consideration due, associated costs or the probable return of goods.

Rental income

Rental income under operating leases is recognized in the statement of comprehensive income on a straight-line basis.

Interest income and other income

Interest income is recognized as interest accrues, based on the effective rate method.

Other incomes are recognized on an accrual basis.

Dividend income

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

Expenses

Expenses are recognized on an accrual basis.

Operating leases

Payments made under operating leases are recognized in the statement of comprehensive income on a straight line basis over the term of the lease. Lease incentives received are recognized in the statement of comprehensive income as an integral part of the total lease payments made. Contingent rentals are charged to the statement of comprehensive income in the accounting period in which they are incurred.

Finance costs

Interest expenses and similar costs are charged to the statement of comprehensive income in the period in which they are incurred, except to the extent that they are capitalized as being directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to be prepared for its intended use or sale. The interest component of finance lease payments is recognized in the statement of comprehensive income using the effective interest rate method.

Employee benefits

Short-term benefits

The Group recognizes salaries, wages, bonus and social security contribution as expenses when incurred.

Post-employment benefits – defined contribution plan

The Group operates a provident fund that is a defined contribution plan. The assets of which are held in a separate trust fund. The provident fund is funded by payments from employees and the relevant companies. Contributions to the provident fund are charged to the statement of comprehensive income in the period to which they relate.

Post-employment benefits – defined benefit plan

The employee benefits liabilities for severance payment as the labor law is recognized as a charge to results of operations over the employee's service period. It is calculated by estimating the amount of future benefit earned by

employees in return for service provided to the Group in the current and future periods, with such benefit being discounted to determine the present value. The reference point for setting the discount rate is the yield rate of government bonds as at the reporting date. The calculation is performed by actuarial technique using the Projected Unit Credit Method.

When the employee benefits are improved, the portion of the increased benefit relating to past service by employees is recognized in the statement of comprehensive income on a straight-line basis over the average year until the benefits become vested.

When the actuarial assumptions are changed, the Group recognizes all actuarial gains (losses) immediately in other comprehensive income.

Cash and cash equivalents

Cash and cash equivalents are cash on hand, tax coupons, current deposits and savings deposits, cash at bank with an original maturity not more than 3 months and short-term investments with high liquidity net of deposits at bank on obligation.

Trade and other receivables

Trade and other receivables are stated at their invoice value less allowance for doubtful accounts.

Allowance for doubtful accounts is provided for the estimated losses that may be incurred in collection of receivables. The allowance is generally based on collection experiences and analysis of debtor aging.

Inventories

Inventories are valued at the lower of weighted average cost or net realizable value.

Cost comprises all costs of purchases, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. In the case of manufactured inventories, cost includes an appropriate share of overhead based on normal operating capacity.

Net realizable value is the estimated selling price in the ordinary course of business less the costs to make the sale.

An allowance is made for all deteriorated, damaged, obsolete and slow-moving inventories.

Investment in Associate

Investment in associate in the separate financial statements is accounted for using the cost method less allowance for impairment (if any).

The investment in associate in the consolidated financial statements is accounted for using the equity method.

Investments in subsidiaries

Investments in subsidiaries in the separate financial statements are accounted for using the cost method less allowance for impairment (if any).

Investment property

Investment property is land which is held to earn rental income, for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Land is stated at cost less allowance for impairment (if any).

Gains and losses on disposals are determined by comparing the net proceeds with carrying amount and are included in statement of comprehensive income.

Property, plant and equipment

Land is stated at cost less allowance for impairment (if any).

Buildings and equipment are stated at cost less accumulated depreciation and allowance for impairment (if any).

Depreciation is computed by the straight-line method based on the useful lives of assets as follows:

Type of assets	Years
Building and building improvements	5-30
Fixtures and office equipment	5
Machinery and factory equipment	5-30
Vehicles	5

Depreciation is included in determining income and no depreciation is provided on land and construction in progress.

Repairs and maintenance are charged to the statement of comprehensive income during the financial year in which they are incurred. The cost of major renovations is included in the carrying amount of the asset when it is probable that future economic benefits will be more than one period. Major renovations are depreciated over the remaining useful life of the related asset.

Gains and losses on disposals are determined by comparing the net proceeds with carrying amount and are included in statement of comprehensive income.

Intangible assets

Intangible assets are stated at cost less accumulated amortization and allowance for impairment (if any).

Amortization

Amortization is charged to the statement of comprehensive income on a straight-line basis from the date that intangible assets are available for use over the estimated useful lives of the assets. The estimated useful lives are as follows:

	Years
Software licences	5

Impairment of assets

The carrying amounts of the Group's assets are reviewed at the end of each reporting period date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated.

An impairment loss is recognized whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. The impairment loss is recognized in the statement of comprehensive income.

Calculation of recoverable amount

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

Reversals of impairment

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

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

Foreign currencies

Functional and presentation currency

The financial statements of each entity within the Group are presented in the functional currency which is the currency of the primary economic environment in which the entity operates. The financial statements of the Group are presented in the presentation currency as Thai Baht in accordance with the regulatory requirements in Thailand. The functional currency of the Company, its subsidiaries and associate in Thailand is Thai Baht, whereas the functional currency of foreign operation is Renminbi.

Foreign currency transactions

Transactions in foreign currencies are translated into the functional currencies using the exchange rate at the date of transactions.

Monetary assets and liabilities denominated in foreign currencies at the end of reporting period date are translated into the functional currency using the exchange rate at the end of reporting period date. Gain or loss on translating is recognized in profit or loss.

Non-monetary assets and liabilities measured at cost in foreign currencies at the end of reporting period date are translating into the functional currency using the exchange rate at the date of transaction.

Translation of the Group's financial statements

The financial statements of the Group are translated into the presentation currency using the following exchange rate:

- The Group's assets and liabilities are translated at the closing rate as at the end of reporting period date.
- The Group's revenues and expenses are translated at the average exchange rates during the years which are approximate the exchange rates at the dates of transactions.
- Share capital is translated at historical rates.

Exchange differences on translating financial information are recognized in the other comprehensive income and presented in the exchange differences as a separate component of shareholders' equity until the disposal of the foreign operations.

Income tax

Income tax expense for the year comprises current and deferred tax. Current and deferred tax are recognised in profit or loss except to the extent that they relate to items recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable on the taxable income for the period and any adjustment to tax payable in respect of previous periods, using tax rates enacted or substantively enacted at the end of reporting period date.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes at the end of reporting period date by using tax rates enacted or substantively enacted at the end of reporting period date.

A deferred tax liability is recognised every transaction and a deferred tax asset is recognised to the extent that it's probable that future taxable profits will be available against which the temporary difference can be utilised.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Deferred tax assets are reviewed at the end of reporting period date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Dividends

Dividend and interim dividend payment are recorded in the consolidated and separate financial statements in the period in which they are approved by the Ordinary General Meeting of Shareholders and the Board of Directors' Meeting.

Basic earnings per share

Basic earnings per share is determined by dividing profit for the years attributable to ordinary shareholders by the weighted average number of ordinary shares during the years.

Provisions

A provision is recognized in the statement of financial position when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

4. RELATED PARTY TRANSACTIONS AND BALANCES

The Company has transactions with related parties. These parties are related through common shareholders and/or directorships. Transactions with related parties as included in the financial statements are determined at the prices in line occurring in the normal course of business based on the market price in general or the price as stipulated in the agreement if no market price exists.

The significant balances of assets, liabilities, and other transactions that occurred with those parties were shown as follows:

Transactions with related parties for the years ended December 31, 2015 and 2014 were as follows:

	Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2015	2014	2015	2014
Subsidiaries				
Vita International Trading (Guangzhou) Co., Ltd.				
Revenues from sales of goods	-	-	145,685,283.98	143,446,013.30
UBIS PRIMATECH Co., Ltd.				
Revenues from sales of goods	-	-	2,916,728.66	50,941,202.06
Rental income	-	-	1,141,200.00	80,000.00
Other income	-	-	10,581,816.33	3,045,014.18
Dividend income	-	-	24,159,995.47	-
Purchases of goods	-	-	212,147,363.80	66,388,213.75
Interest expense	-	-	41,786.32	422,989.77
UBIS ALL Co., Ltd.				
Interest income	-	-	28,006.85	69,449.60
Other income	-	-	123,000.00	-
Associate				
FAMILY CORPORATION Co., Ltd.				
Share of profit of associate	35,532,169.71	-	-	-
Related persons				
Rental of fixed assets (director's sons)	1,996,500.00	8,298,900.00	1,996,500.00	8,298,900.00
Consultant fee (directors)	16,354,000.00	-	16,354,000.00	-

Balances with related parties as at December 31, 2015 and 2014 were as follows:

	Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2015	2014	2015	2014
Subsidiaries				
Vita International Trading (Guangzhou) Co., Ltd.				
Trade accounts receivable	-	-	115,148,082.75	84,524,288.68
Other payable	-	-	348,036.48	230,318.86
UBIS ALL Co., Ltd.				
Accrued interest income	-	-	-	14,209.89
UBIS PRIMATECH Co., Ltd.				
Trade accounts receivable	-	-	792,556.70	-
Accrued income	-	-	923,634.22	2,867,294.17
Trade accounts payable	-	-	189,019,881.15	71,035,388.71
Accrued interest expense	-	-	-	6,732.00
Other payables	-	-	1,505,016.63	1,230,197.80
Related persons (director's sons)				
Deposit for rental of fixed assets	750,000.00	2,070,000.00	750,000.00	2,070,000.00
Investment in associate (see Note 9)	315,532,169.71	-	280,000,000.00	-
Investments in subsidiaries (see Note 10)	-	-	168,263,431.16	197,449,650.00

Short-term loans to related party

Movements of short-term loans to related party for the years ended December 31, 2015 and 2014 were as follows:

	Baht	
	Separate financial statements	
	2015	2014
Balance as at the beginning	16,900,000.00	2,000,000.00
Increase during the year	10,900,000.00	21,400,000.00
Decrease during the year	(27,800,000.00)	(6,500,000.00)
Balance as at the end	-	16,900,000.00

The Company has short-term loans to UBIS ALL Co., Ltd. by issuing promissory notes, due at call with interest rate charged at 1% per annum and unsecured.

Short-term loans from related party

Movements of short-term loans from related party for the years ended December 31, 2015 and 2014 were as follows:

	Baht	
	Separate financial statements	
	2015	2014
Balance as at the beginning	44,300,000.00	27,500,000.00
Increase during the year	-	132,300,000.00
Decrease during the year	(44,300,000.00)	(115,500,000.00)
Balance as at the end	-	44,300,000.00

The Company has short-term loans from UBIS PRIMATECH Co., Ltd. by issuing promissory notes, due at call with interest rate charged at 1% per annum and unsecured.

Key management personnel compensation

Key management personnel compensation for the years ended December 31, 2015 and 2014 consisted of:

	Baht	
	Consolidated and separate financial statements	
	2015	2014
Short-term benefits	28,220,820.00	52,498,719.00
Post-employment benefits	1,005,464.25	21,941,531.72
Total key management personnel compensation	29,226,284.25	74,440,250.72

At the Board of Directors' Meeting held on December 26, 2014, a resolution was passed to approve the payment of extra compensation for retirement of 6 executives, in the total amount of Baht 18.56 million.

Significant agreements with related parties

- The Company entered into a rental agreement for land and building with related persons (director's sons) started from January 1, 2014 to December 31, 2016 with the fee in the amount of Baht 166,375 per month, which a deposit for the rental in the amount of Baht 750,000.
- The Company entered into a rental agreement for land and buildings with the UBIS PRIMATECH Co., Ltd., started from August 1, 2014 to September 30, 2014 with the fee in the amount of Baht 40,000 per month, and from October 1, 2014 to September 30, 2017 with the fee in the amount of Baht 95,100 per month.

- The Company entered into a service agreement for factory with UBIS PRIMATECH Co., Ltd., from October 1, 2014 to September 30, 2017 consisted of area fee in the amount of Baht 12,000 per month, security guard fee in the amount of Baht 14,400 per month and electricity and water charges at the actual charges less the Company's portion.
- The Company entered into a service agreement for personnel with UBIS PRIMATECH Co., Ltd., with the fee in the amount of Baht 700,000 per month, from October 1, 2014 to September 30, 2017.
- The Company entered into the consultant agreements with related persons (directors) with the remuneration in the amount of Baht 1.26 million per month, from January 1, 2015 to December 31, 2017 plus other remuneration as stipulated in the agreements.

Directors' remuneration

Directors' remuneration represents benefits paid to the director of the Company in accordance with Section 90 of the Public Company Limited Act, exclusive of salaries and related benefit payable to directors who hold executive positions.

Directors' remuneration for the years ended December 31, 2015 and 2014 in the amount of Baht 3.08 million and Baht 0.55 million, respectively.

Guarantee for liabilities of related parties

The Company guaranteed for bank overdrafts and loans from financial institutions of subsidiaries in the amount of Baht 32 million and USD 0.40 million (see Note 16).

Nature of relationship

Company/ Person	Country/ Nationality	Relation	Type of relation
Vita International Trading (Guangzhou) Co., Ltd.	People's Republic of China	Subsidiary	Direct shareholding
UBIS PRIMATECH Co., Ltd.	Thailand	Subsidiary	Direct shareholding
UBIS ALL Co., Ltd.	Thailand	Subsidiary	Direct shareholding until March 31, 2015
FAMILY CORPORATION Co., Ltd.	Thailand	Associate	Direct shareholding
Related persons	Thai	Related persons	Directors, shareholders and director's sons

Bases of measurement for intercompany revenues and expenses

	Pricing Policies
Purchases - sales of goods	Market price comparable to the selling price with third parties
Interest income - Interest expense	Interest rate at 1% per annum
Rental of fixed assets	Contractually agreed prices
Personnel service	Contractually agreed prices
Consultant fee	Contractually agreed prices

5. CASH AND CASH EQUIVALENTS

Cash and cash equivalents as at December 31, 2015 and 2014 consisted of:

	Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2015	2014	2015	2014
Cash	201,752.67	375,504.72	184,372.80	365,604.72
Cash at banks	13,297,457.21	10,919,818.46	6,439,589.47	522,177.14
Total	13,499,209.88	11,295,323.18	6,623,962.27	887,781.86

6. TRADE AND OTHER RECEIVABLES

Trade and other receivables as at December 31, 2015 and 2014 consisted of:

	Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2015	2014	2015	2014
Trade receivables				
Other parties	200,221,497.24	234,980,550.98	91,832,868.34	122,414,641.16
Related parties (see Note 4)	-	-	116,295,824.69	84,524,288.68
Total	200,221,497.24	234,980,550.98	208,128,693.03	206,938,929.84
Less Allowance for doubtful accounts	(1,335,965.36)	(1,241,498.24)	-	-
Net	198,885,531.88	233,739,052.74	208,128,693.03	206,938,929.84
Other receivables (see Note 4)	37,214.30	32,851.32	960,848.52	2,914,355.38
Trade and other receivables - net	198,922,746.18	233,771,904.06	209,089,541.55	209,853,285.22

Movements of allowance for doubtful accounts for the years ended December 31, 2015 and 2014 were as follows:

	Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2015	2014	2015	2014
Balance as at the beginning	1,241,498.24	1,267,008.71	-	-
Add Doubtful accounts	36,828.44	-	-	-
Add (Less) Exchange differences	57,638.68	(25,510.47)	-	-
Balance as at the end	1,335,965.36	1,241,498.24	-	-

The Group had outstanding balances of trade receivables as at December 31, 2015 and 2014 aged by numbers of month as follows:

	Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2015	2014	2015	2014
Trade receivables - other parties				
Current	152,860,152.55	169,001,584.47	69,080,719.59	87,647,984.05
Overdue				
Less than or up to 3 months	43,601,178.34	62,346,481.66	22,732,844.06	33,602,732.16
Over 3 months up to 6 months	1,478,800.92	1,560,421.10	19,304.69	326,427.15
Over 6 months up to 12 months	954,727.55	837,550.85	-	837,497.80
Over 12 months	1,326,637.88	1,234,512.90	-	-
Total	200,221,497.24	234,980,550.98	91,832,868.34	122,414,641.16
Trade receivables - related parties				
Current	-	-	82,382,374.17	81,808,604.55
Overdue				
Less than or up to 3 months	-	-	9,673,887.36	2,715,684.13
Over 3 months up to 6 months	-	-	24,239,563.16	-
Total	-	-	116,295,824.69	84,524,288.68

7. INVENTORIES

Inventories as at December 31, 2015 and 2014 consisted of:

	Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2015	2014	2015	2014
Raw materials	60,336,864.65	87,125,892.19	31,729,930.91	40,479,926.56
Work in process	3,444,518.11	3,203,394.09	1,849,546.96	1,466,414.12
Finished goods	71,354,300.21	81,863,006.72	33,887,817.42	25,440,913.18
Total	135,135,682.97	172,192,293.00	67,467,295.29	67,387,253.86
Less Allowance for devaluation of inventories	(968,483.55)	(1,162,683.09)	(251,000.00)	(251,000.00)
Inventories - net	134,167,199.42	171,029,609.91	67,216,295.29	67,136,253.86

Movements of allowance for devaluation of inventories for the years ended December 31, 2015 and 2014 were as follows:

	Baht			
	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Balance as at the beginning	1,162,683.09	1,268,114.26	251,000.00	251,000.00
Less Reversals of allowance for devaluation of inventories	(236,525.99)	(84,952.18)	-	-
Add (Less) Exchange differences	42,326.45	(20,478.99)	-	-
Balance as at the end	968,483.55	1,162,683.09	251,000.00	251,000.00

8. RESTRICTED DEPOSITS AT FINANCIAL INSTITUTIONS

As at December 31, 2015 and 2014, the Company's cash at bank in the amount of Baht 0.48 million and Baht 0.81 million, respectively in the consolidated and separate financial statements was used as collateral for a letter of guarantee issued by a bank (see Note 24).

9. INVESTMENT IN ASSOCIATE

Investment in associate as at December 31, 2015 consisted of:

Associate	Paid-up share capital (Baht)	Percentage of holding (%)	Baht	
			Consolidated financial statements	Separate financial statements
			Equity method	Cost method
FAMILY CORPORATION Co., Ltd.	100,000,000	40.00	315,532,169.71	280,000,000.00

On May 14, 2015, the Board of directors passed a resolution to approve the purchase of ordinary shares of FAMILY CORPORATION Co., Ltd., which are production and sales electronics, fan, DVD, VCD and plastic products. On July 1, 2015, the Company invested in 400,000 ordinary shares or 40.00 percent of total shares at purchase price of Baht 280 million.

Share of comprehensive income and dividend received

During the year, the Company recognised its share of profit from investment in associate in the consolidated financial statements as follows:

Company's name	Baht
	Share of profit from investment in associate during the year
FAMILY CORPORATION Co., Ltd.	35,532,169.71

Summary financial information about material associate.

Summary information about financial position as at December 31, 2015:

	Baht
Current assets	1,034,935,452.00
Non-current assets	171,710,789.00
Current liabilities	(997,696,357.00)
Non-current liabilities	(18,250,443.50)
Net assets	190,699,440.50
Shareholding percentage (%)	40
Share of net assets	76,279,776.20
Elimination entries	(132,481.89)
Goodwill	232,454,517.79
Adjustment to fair value at the acquisition date	6,930,357.61
Carrying amounts of associate based on equity method	315,532,169.71

Summary information about comprehensive income for the six-month period ended December 31, 2015:

	Baht
Revenue	588,779,170.00
Profit	89,161,629.00

10. INVESTMENTS IN SUBSIDIARIES

Investments in subsidiaries stated by the cost method, as at December 31, 2015 and 2014 consisted of:

	Baht									
	Percentage					Net book value				
	Paid-up share capital		of holding (%)		Cost	Allowance for impairment		Dividen income		
	2015	2014	2015	2014		2015	2014	2015	2014	
Subsidiaries										
Vita International Trading										
(Guangzhou) Co., Ltd.	53,105,472.67	53,105,472.67	99.99	99.99	38,027,500.00	(29,764,038.84)	(9,577,800.00)	8,263,461.16	28,449,700.00	-
UBIS PRIMATECH Co., Ltd.	160,000,000.00	160,000,000.00	99.99	99.99	159,999,970.00	-	-	159,999,970.00	159,999,970.00	24,159,995.47
UBIS ALL Co., Ltd.	-	10,000,000.00	-	89.99	-	-	-	-	8,999,980.00	-
Total					198,027,470.00	(29,764,038.84)	(9,577,800.00)	168,263,431.16	197,449,650.00	24,159,995.47

On March 31, 2015, the Company had disposed of all investments in shares of UBIS ALL Company Limited (“such company”) in the amount of 0.90 million shares at Baht 19.26 per share in the totaling amount of Baht 17.33 million to such company’s shareholder which had loss on disposal of investment in shares of UBIS ALL Company Limited in the amount of Baht 2.89 million presented in administrative expense in the consolidated financial statements and gain on disposal of investment in the amount of Baht 8.33 million presented in other income in the separate financial statements for the year ended December 31, 2015.

Movements of allowance for impairment for the years ended December 31, 2015 and 2014 were as follows:

	Baht	
	Separate financial statements	
	2015	2014
Beginning balance	9,577,800.00	-
Add Loss on impairment of investments	20,186,238.84	9,577,800.00
Ending balance	29,764,038.84	9,577,800.00

The Company provided an allowance for impairment of investments based on net book value of such subsidiary.

Details of the net assets of the subsidiary as at March 31, 2015 (the date of disposal of subsidiary) as follows:

	Baht
Cash and cash equivalents	5,341,117.38
Trade and other receivables	19,355,898.75
Inventories	24,315,947.06
Other current assets	635,414.37
Equipment	664,843.72
Deferred tax assets	63,360.92
Trade and other payables	(4,637,720.98)
Short-term loan from related party	(20,000,000.00)
Accrued income tax	(2,912,810.48)
Other current liabilities	(37,825.72)
Employee benefit obligations	(316,804.60)
Non - controlling interests	(2,247,214.01)
Net assets of the subsidiary	20,224,206.41
Loss on disposal of investment in shares of subsidiary	(2,891,321.44)
Disposal price of subsidiary	17,332,884.97
Less Cash and cash equivalents of subsidiary	(5,341,117.38)
Net proceeds from disposal of investment in shares of subsidiary	11,991,767.59

During the year 2014, the Company paid share capital of UBIS PRIMATECH Co., Ltd. of 15,999,997 shares at Baht 7.50 per share, totaling Baht 120 million.

11. INVESTMENT PROPERTY

Investment property as at December 31, 2015 and 2014 consisted of

	Baht
	Consolidated and separate financial statements
	Land
Book value	
At December 31, 2014	28,836,500.00
At December 31, 2015	28,836,500.00

The Company hired The Valuation & Consultants Co., Ltd. as an independent appraiser to appraise investment property, which has book value in the amount of Baht 28.84 million and the appraisal value in the amount of Baht 35.31 million.

The fair value of the above investment property has been determined based on valuation performed by an accredited independent valuer which has been based on market prices according to the appraisal report dated July 23, 2014.

As at December 31, 2015, the Company pledged land including existing construction and to be constructed against long-term loans from financial institutions (see Note 16).

12. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment as at December 31, 2015 and 2014 consisted of:

	Baht							
	Consolidated financial statements							
	Land and land improvements	Building and building improvements	Fixtures and office equipment	Machinery and factory equipment	Vehicles	Machinery and factory equipment under installation	Building under construction	Total
Cost								
At January 1, 2014	47,114,500.00	13,159,541.16	10,691,007.87	14,308,806.65	25,228,131.96	18,758,678.01	71,956,101.34	201,216,766.99
Purchase/Transfer in	63,750.00	78,417,433.95	5,573,884.28	39,798,660.36	4,246,000.00	9,158,688.30	21,627,117.78	158,885,534.67
Disposals/Transfer out	-	-	-	-	-	(23,193,011.35)	(93,483,219.12)	(116,676,230.47)
Exchange differences	-	-	(12,593.36)	-	-	-	-	(12,593.36)
At December 31, 2014	47,178,250.00	91,576,975.11	16,252,298.79	54,107,467.01	29,474,131.96	4,724,354.96	100,000.00	243,413,477.83
Purchase/Transfer in	-	49,319.39	470,007.22	5,690,337.47	-	-	-	6,209,664.08
Transfer out from disposal of investment in subsidiary	-	-	(102,975.69)	-	(900,100.00)	-	-	(1,003,075.69)
Disposals/Transfer out	-	(13,159,541.16)	(1,125,598.47)	(1,926,561.75)	-	(2,140,000.00)	(100,000.00)	(18,451,701.38)
Exchange differences	-	-	29,585.19	-	-	-	-	29,585.19
At December 31, 2015	47,178,250.00	78,466,753.34	15,523,317.04	57,871,242.73	28,574,031.96	2,584,354.96	-	230,197,950.03

	Consolidated financial statements							Baht
	Land and land improvements	Building and building improvements	Fixtures and office equipment	Machinery and factory equipment	Vehicles	Machinery and factory equipment under installation	Building under construction	Total
Accumulated depreciation								
At January 1, 2014	-	13,086,529.65	9,012,684.21	12,552,515.49	12,968,976.86	-	-	47,620,706.21
Depreciation	-	731,188.06	628,022.94	997,729.82	1,775,837.21	-	-	4,132,778.03
Disposals/Transfer out	-	-	-	-	-	-	-	-
Exchange differences	-	-	(9,452.51)	-	-	-	-	(9,452.51)
At December 31, 2014	-	13,817,717.71	9,631,254.64	13,550,245.31	14,744,814.07	-	-	51,744,031.73
Depreciation	-	2,612,055.82	1,098,130.65	2,717,307.41	1,210,798.51	-	-	7,638,292.39
Transfer out from disposal of investment in subsidiary	-	-	(43,268.26)	-	(294,963.71)	-	-	(338,231.97)
Disposals/Transfer out	-	(13,159,541.16)	(1,125,598.47)	(1,922,762.75)	-	-	-	(16,207,902.38)
Exchange differences	-	-	23,250.85	-	-	-	-	23,250.85
At December 31, 2015	-	3,270,232.37	9,583,769.41	14,344,789.97	15,660,648.87	-	-	42,859,440.62
Net book value								
At December 31, 2014	47,178,250.00	77,759,257.40	6,621,044.15	40,557,221.69	14,729,317.89	4,724,354.96	100,000.00	191,669,446.10
At December 31, 2015	47,178,250.00	75,196,520.97	5,939,547.62	43,526,452.76	12,913,383.09	2,584,354.96	-	187,338,509.42

Baht

	Separate financial statements							
	Land and land improvements	Building and building improvements	Fixtures and office equipment	Machinery and factory equipment	Vehicles	Machinery and factory equipment under installation	Building under construction	Total
Cost								
At January 1, 2014	47,114,500.00	13,159,541.16	9,975,362.83	14,308,806.65	24,328,031.96	4,312,606.00	71,956,101.34	185,154,949.94
Purchase/Transfer in	63,750.00	78,417,433.95	5,536,715.41	12,234,125.84	4,246,000.00	7,349,543.35	13,534,867.05	121,382,435.60
Disposals/Transfer out	-	-	-	(5,620,260.36)	-	(6,997,794.39)	(85,390,968.39)	(98,009,023.14)
At December 31, 2014	47,178,250.00	91,576,975.11	15,512,078.24	20,922,672.13	28,574,031.96	4,664,354.96	100,000.00	208,528,362.40
Purchase/Transfer in	-	-	337,923.46	4,955,187.47	-	-	-	5,293,110.93
Disposals/Transfer out	-	(13,159,541.16)	(1,125,598.47)	(1,922,961.75)	-	(2,080,000.00)	(100,000.00)	(18,388,101.38)
At December 31, 2015	47,178,250.00	78,417,433.95	14,724,403.23	23,954,897.85	28,574,031.96	2,584,354.96	-	195,433,371.95
Accumulated depreciation								
At January 1, 2014	-	13,086,529.65	8,524,231.44	12,552,515.49	12,811,161.33	-	-	46,974,437.91
Depreciation	-	731,188.06	568,025.50	696,576.46	1,665,817.24	-	-	3,661,607.26
Disposals/Transfer out	-	-	-	(5,394,638.04)	-	-	-	(5,394,638.04)
At December 31, 2014	-	13,817,717.71	9,092,256.94	7,854,453.91	14,476,978.57	-	-	45,241,407.13
Depreciation	-	2,611,313.43	1,053,450.79	1,398,295.40	1,183,670.30	-	-	6,246,729.92
Disposals/Transfer out	-	(13,159,541.16)	(1,125,598.47)	(1,922,762.75)	-	-	-	(16,207,902.38)
At December 31, 2015	-	3,269,489.98	9,020,109.26	7,329,986.56	15,660,648.87	-	-	35,280,234.67
Net book value								
At December 31, 2014	47,178,250.00	77,759,257.40	6,419,821.30	13,068,218.22	14,097,053.39	4,664,354.96	100,000.00	163,286,955.27
At December 31, 2015	47,178,250.00	75,147,943.97	5,704,293.97	16,624,911.29	12,913,383.09	2,584,354.96	-	160,153,137.28

Depreciation for the years ended December 31, 2015 and 2014 as shown in statements of comprehensive income as follows:.

	Baht			
	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Depreciation				
Cost of sales	4,946,914.44	1,786,068.19	3,627,160.04	1,484,914.83
Selling expenses	373,023.49	819,398.77	354,781.97	778,609.30
Administrative expenses	2,318,354.46	1,527,311.07	2,264,787.91	1,398,083.13
Total	<u>7,638,292.39</u>	<u>4,132,778.03</u>	<u>6,246,729.92</u>	<u>3,661,607.26</u>

As at December 31, 2015 and 2014, the Group had carrying amount before less accumulated depreciation of building and equipment which have been fully depreciated and still in use as follows:

	Baht			
	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Building and equipment	<u>33,144,218.74</u>	<u>43,533,870.93</u>	<u>33,144,218.74</u>	<u>43,117,135.69</u>

The Subsidiary has rented office building area with a company for the period of 1 year from November 25, 2015 to November 24, 2016 in the rate of Renminbi 0.012 million per month.

The Subsidiary entered into rental warehouse area agreement with a company from June 1, 2013 onwards until the amendment of agreement. The rental fee is as stipulated in the agreement.

The Subsidiary entered into rental warehouse area agreement with a company for the period of 1 year from September 1, 2015 to August 31, 2016 The rental fee is as stipulated in the agreement.

As at December 31, 2015, the Company has pledged land including existing construction and to be constructed against long-term loans from financial institutions (see Note 16).

13. DEFERRED TAX

Deferred tax as at December 31, 2015 and 2014 consisted of:

	Baht			
	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Deferred tax assets	<u>3,810,828.29</u>	<u>9,540,304.59</u>	<u>3,705,736.13</u>	<u>9,462,937.00</u>

Movements of deferred tax assets during the years were as follows:

	Baht								
	Consolidated financial statements					Separate financial statements			
	Transfer out from								
	At January 1,	disposalof investment	Loss	Other comprehensive	At December 31,	At January 1,	Loss	Other comprehensive	At December 31,
	2015	in subsidiary		income	2015	2015		income	2015
Deferred tax assets									
Provision for employee benefit									
obligations	9,540,304.59	(55,195.12)	(5,976,233.06)	301,961.88	3,810,838.29	9,462,937.00	(5,976,601.43)	219,400.56	3,705,736.13
Total	9,540,304.59	(55,195.12)	(5,976,233.06)	301,961.88	3,810,838.29	9,462,937.00	(5,976,601.43)	219,400.56	3,705,736.13

Baht								
Consolidated financial statements					Separate financial statements			
At January 1, 2014	Profit (loss)	Other comprehensive income	At December 31, 2014	At January 1, 2014	Profit (loss)	Other comprehensive income	At December 31, 2014	
Deferred tax assets								
Provision for employee benefit								
obligations	8,359,961.02	428,036.17	752,307.40	9,540,304.59	8,332,025.76	415,779.70	715,131.54	9,462,937.00
Tax loss carry forward	846,965.74	(846,965.74)	-	-	-	-	-	-
Total	9,206,926.76	(418,929.57)	752,307.40	9,540,304.59	8,332,025.76	415,779.70	715,131.54	9,462,937.00

14. BANK OVERDRAFTS AND SHORT-TERM LOANS FROM FINANCIAL INSTITUTIONS

Bank overdrafts and short - term loans from financial institutions as at December 31, 2015 and 2014 consisted of:

Baht				
		Consolidated	Separate	
		financial statements	financial statements	
		2015	2014	2015
				2014
Bank overdrafts		29,820,045.92	3,900,189.97	23,303,457.69
Trust receipts		111,500,000.00	3,328,041.03	101,500,000.00
Promissory notes		18,720,976.10	5,000,000.00	11,985,349.68
Bills of exchange		34,712,625.30	-	34,712,625.30
Total		194,753,647.32	12,228,231.00	171,501,432.67

Lenders	Type of credit	Credit lines (Millions Baht)		Referred
		2015	2014	with interest rate
The Company				
Bank	Bank overdrafts	148.00	163.00	MOR
Bank	Promissory notes	110.00	100.00	MMR, MLR, Prime rate
Bank	Trust receipt / Letter of credit	51.00	51.00	MMR
Bank	Packing credit and outward bill purchase	10.00	10.00	MLR
Bank	Trade finance facilities	47.00	47.00	
Bank	Forward foreign currency	178.00	178.00	
	Total	544.00	549.00	
Subsidiaries				
Bank	Bank overdrafts	17.00	2.00	MOR
Bank	Promissory notes	10.00	30.00	Prime rate
Bank	Trust receipt / Letter of credit	50.00	-	MMR, Prime rate
	Total	77.00	32.00	

		Credit lines (Millions USD)	
Lenders	Type of credit	2015	2014
The Company			
Bank	Forward foreign currency	3.75	3.75
Subsidiaries			
Bank	Forward foreign currency	2.00	0.40

The Company has guaranteed credit facilities of subsidiaries.

15. TRADE AND OTHER PAYABLES

Trade and other payables as at December 31, 2015 and 2014 consisted of:

	Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2015	2014	2015	2014
Trade payables				
Other parties	63,229,734.20	103,962,811.57	47,718,447.10	56,948,300.24
Related parties (See Note 4)	-	-	189,019,881.15	71,035,388.71
Total	63,229,734.20	103,962,811.57	236,738,328.25	127,983,688.95
Other payables (See Note 4)				
Accrued expenses	7,497,097.74	52,027,433.28	7,545,264.95	54,684,889.78
Others	5,583,571.86	3,476,020.00	4,405,081.24	3,450,005.50
Total	13,080,669.60	55,503,453.28	11,950,346.19	58,134,895.28
Grand total	76,310,403.80	159,466,264.85	248,688,674.44	186,118,584.23

16. LOANS FROM FINANCIAL INSTITUTIONS

Loans from financial institutions as at December 31, 2015 and 2014 consisted of:

	Baht	
	Consolidated and separate financial statements	
	2015	2014
Loans from financial institutions	169,697,708.35	100,000,000.00
Less Current portion	(63,858,256.26)	(22,957,000.00)
Long-term loans from financial institutions	105,839,452.09	77,043,000.00

Movements of loans from financial institutions for the years ended December 31, 2015 and 2014 were as follows:

	Baht	
	Consolidated and separate financial statements	
	2015	2014
Beginning balance	100,000,000.00	-
Increase	90,000,000.00	100,000,000.00
Decrease	(20,302,291.65)	-
Ending balance	169,697,708.35	100,000,000.00

The details of the loans were summarized as follows:

Lenders	Millions Baht				Period	Referred interest rate	Repayment
	Credit line		Principal				
	2015	2014	2015	2014			
Bank	150.00	150.00	83.72	100.00	Feb. 2015 - Feb. 2021	MLR	Monthly principal repayment totaling 72 installments, Baht 2.09 million each
Bank	20.00	-	18.33	-	Nov.2015 - Oct. 2017	MLR	Monthly principal repayment totaling 24 installments, Baht 0.95 million each which the remaining is repaid in the last installment.
Bank	70.00	-	67.65	-	Dec. 2015 - May. 2018	MLR	Monthly principal repayment totaling 30 installments, Baht 2.35 million each which the remaining is repaid in the last installment.

The Company has pledged land including existing construction and to be constructed against long-term loans from financial institutions (see Notes 11 and 12) and the Company has to maintain Debt Service Coverage Ratio not lower than 1.20 times.

On October 15, 2015, the Company entered into the loan agreement with a financial institution in the amount of Baht 20 million referred with the interest rate of minimum loan rate (MLR) less by 2.62% per annum which determined the repayment term within 2 years from the first withdrawn and no collateral.

On October 20, 2015, the Company entered into the loan agreement with a financial institution in the amount of Baht 70 million for payment of shares of FAMILY CORPORATION Co., Ltd. referred with the interest rate of minimum loan rate (MLR) less by 2.25% per annum which determined the monthly repayment in the total 30 installments from the first withdrawn. The loans are pledged by land including construction to be occurred in the future.

17. EMPLOYEE BENEFIT OBLIGATIONS

Movements of the present value of employee benefit obligations for the years ended December 31, 2015 and 2014 were as follows:

	Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2015	2014	2015	2014
Post-employment benefit plan				
Employee benefit obligations as at January 1	14,565,322.95	14,790,755.13	12,948,287.21	14,651,078.84
included in profit or loss:				
Current service cost	1,681,356.41	1,418,444.52	1,339,065.23	165,971.40
Interest cost	390,406.56	355,290.99	345,116.76	316,284.00
included in other comprehensive income:				
Actuarial (gain) loss arising from				
Demographic assumptions changes	401,964.08	-	274,696.47	-
Financial assumptions changes	1,107,967.93	3,761,537.02	851,756.47	3,575,657.68
Experience adjustments	(122.60)	-	(29,450.14)	-
Benefits paid during the years	(971,699.25)	(2,521,279.44)	(626,789.15)	(2,521,279.44)
Transfer out from disposal				
of investment in subsidiary	(316,804.60)	-	-	-
Benefits transfer to accrued expenses	(145,200.00)	(3,239,425.27)	(420,018.83)	(3,239,425.27)
Employee benefit obligations as at December 31	16,713,191.48	14,565,322.95	14,682,664.02	12,948,287.21

As at December 31, 2015, the Group expected to pay of post-employment benefits during the next year in the consolidated and separate financial statements in the amount of Baht 0.16 million and Baht 0.16 million, respectively.

As at December 31, 2015 the weighted average duration of the liabilities for post-employment benefits of the Group in the consolidated financial statements is 14.82 years and separate financial statements is 12.96 years.

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligations as at December 31, 2015 were summarised belows:

	Baht			
	Consolidated financial statements		Separate financial statements	
	Increase	Decrease	Increase	Decrease
Discount rate (1% Movement)	(1,989,537.03)	2,352,862.50	(1,646,868.17)	1,929,362.51
Salary increase rate (1% Movement)	2,259,292.72	(1,955,179.88)	1,852,084.03	(1,617,640.33)

Employee benefit obligations as at December 31, 2015 and 2014 consisted of:

	Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2015	2014	2015	2014
Post-employment benefit plan				
Present value of obligations	16,713,191.48	14,565,322.95	14,682,664.02	12,948,287.21
Employee benefit obligations	16,713,191.48	14,565,322.95	14,682,664.02	12,948,287.21

The Group made defined benefit plan in accordance with severance payment as the labor law which entitled retired employee within work service period in various rates, such as more than 10 years to receive severance payment not less than 300 days or 10 months of the last month salary.

The principal assumptions used in determining provision for retirement benefit on an actuarial basis as at December 31, 2015 and 2014 (expressed as weighted averages) as follows:

	Consolidated and separate financial statements.	
	2015	2014
Discount rate	3.29%	3.54%
Future salary increases	6.00%	6.00%
Turnover rate	0.00% - 59.09%	0.00% - 63.16%
Disability rate	Thai Mortality Ordinary Table 2008	Thai Mortality Ordinary Table 2008

18. SHARE PREMIUM

Section 51 of the Public Limited Companies Act B.E. 2535 requires companies to set aside share subscriptions received in excess of the par value of the shares issued to a reserve account (“share premium”). Share premium is not available for dividend distribution.

19. LEGAL RESERVE

According to the Public Limited Companies Act B.E. 2535, the Company is required to set aside a statutory reserve at least 5 percent of its net profit after deducting accumulated deficit brought forward (if any) until the reserve reaches 10 percent of the registered share capital. The statutory reserve could not be used for dividend payment.

20. DIVIDEND PAYMENT

At the Ordinary General Meeting of Shareholders held on April 9, 2015, a resolution was passed authorizing the 2014 dividend payment at the rate of Baht 0.48 per share which consisted of interim dividend payment at the rate of Baht 0.12 per share according to the Board of Directors’ Meeting held on September 5, 2014 and the remaining dividend payment at the rate of Baht 0.36 per share in the totaling amount of Baht 82.08 million.

At the Board of Directors’ Meeting held on August 13, 2014 a resolution was passed authorizing the interim dividend payment at the rate of Baht 0.12 per share in the totaling amount of Baht 27.36 million.

At the Ordinary General Meeting of Shareholders held on April 30, 2014, a resolution was passed authorizing the year 2013 dividend payment at the rate of Baht 0.30 per share which consisted of interim dividend payment at the rate of Baht 0.10 per share according to the Board of Directors’ Meeting held on August 13, 2013 and the remaining dividend payment at the rate of Baht 0.20 per share in the totaling amount of Baht 45.60 million.

21. EXPENSES BY NATURE

Significant expenses by nature for the years ended December 31, 2015 and 2014 consisted of:

	Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2015	2014	2015	2014
		(Restated)		(Restated)
Changes in inventories of finished goods and work in process	(8,205,682.00)	(23,878,437.20)	(5,121,150.57)	9,709,339.61
Purchases of inventories	46,733,139.33	109,649,785.96	232,409,653.50	82,083,258.56
Raw materials and supplies used	418,509,013.30	435,574,083.07	240,538,422.96	417,691,083.59
Employee expenses	89,942,589.54	144,292,628.79	55,134,082.95	121,927,347.46
Distribution and utility expenses	39,180,434.64	27,638,336.00	25,399,457.71	15,748,464.65
Travel and accommodation expenses	6,369,486.81	-	5,871,685.08	-
Rental fee	4,546,512.37	9,988,853.56	2,453,832.00	8,298,900.00
Depreciation and amortization	7,669,828.36	4,164,768.02	6,278,921.91	3,693,597.25

22. PROVIDENT FUND

The Group and its employees jointly registered a provident fund scheme under the Provident Fund Act B.E. 2530. The Fund is contributed to by both the employees and the Group. The Fund is managed by MFC Asset Management Public Company Limited and will be paid to the employees upon termination in accordance with the rules of the Fund. In the year 2015, The Group paid contribution to the Fund in the amount of Baht 1.15 million (year 2014: Baht 2.20 million) in the consolidated financial statements and Baht 0.97 million (year 2014: Baht 2.15 million) in the separate financial statements.

23. INCOME TAX

Income tax of the Group for the years ended December 31, 2015 and 2014 was calculated at a rate specified by the Revenue Department on net earnings after adjusting certain conditions according to the Revenue Code. The Group recorded the corporate income tax as expense for the years and recorded the accrued portion as liabilities in the statements of financial position.

Income tax reduction

Royal Decree No. 530 B.E. 2554 dated December 14, 2011 grants a reduction in the corporate income tax rate from 30% to 23% on net profit for the accounting period beginning on or after January 1, 2012, and will be reduced to 20% on net profit for the two consecutive accounting periods beginning on or after January 1, 2013 onwards.

Royal Decree No. 577 B.E. 2557 dated November 3, 2014 extends the reduction to 20% on net profit for the accounting period which begins on or after January 1, 2015, but not later than December 31, 2015.

Tax expense recognised in profit or loss for the years ended December 31, 2015 and 2014 as follows:

	Baht			
	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
		(Restated)		(Restated)
Current tax expense				
Current year	(18,376,786.11)	(19,108,245.00)	(16,972,125.28)	(16,283,486.03)
Deferred tax expense				
Movements in temporary differences	(5,976,233.06)	(418,929.57)	(5,976,601.43)	415,779.70
Tax expense	(24,353,019.17)	(19,527,174.57)	(22,948,726.71)	(15,867,706.33)

Income tax recognised in other comprehensive income for the years ended December 31, 2015 and 2014 were as follows:

	Baht			
	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Provisions	301,961.88	752,307.40	219,400.56	715,131.54

Reconciliation of effective tax rate

Consolidated financial statements				
2015		2014		
Tax rate		Tax rate		
(%)	Baht	(%)	Baht	
				(Restated)
Profit before income tax	169,822,683.75		106,252,441.75	
Less Promotional privileges	(76,458,322.22)		(23,897,103.81)	
Taxable profit	93,364,361.53		82,355,337.94	
Income tax using the corporate tax rate	20	20	(16,471,067.59)	
Addition expenses deductible for tax purposes	5,779,569.48		79,021.45	
Expenses not deductible for tax purposes	(5,349,292.11)		(2,642,929.05)	
Loss carry forward	-		846,965.75	
Effects of elimination entries on consolidation	(3,045,122.73)		1,107,024.10	
Loss of subsidiaries	(5,279,539.91)		(2,534,074.58)	
Effect of different tax rates in				
foreign operation	1,057,541.14		506,814.92	
Share of profit of associate	7,132,930.32		-	
Current tax	20	23	(19,108,245.00)	
Movements in temporary difference	(5,976,233.06)		(418,929.57)	
Tax expense	26	24	(19,527,174.57)	

Separate financial statements				
2015		2014		
Tax rate		Tax rate		
(%)	Baht	(%)	Baht	(Restated)
Profit before income tax	87,388,998.62			68,657,511.92
Income tax using the corporate tax rate	20	(17,477,799.72)	20	(13,731,502.38)
Addition expenses deductible for tax purposes	5,694,409.84			78,685.01
Expenses not deductible for tax purposes	(5,188,735.40)			(2,630,668.66)
Current tax	19	(16,972,125.28)	24	(16,283,486.03)
Movements in temporary difference	(5,976,601.43)			415,779.70
Income tax expense	26	(22,948,726.71)	23	(15,867,706.33)

The foreign subsidiary

Vita International Trading (Guangzhou) Co., Ltd.

Current income tax is calculated based on statutory income tax of the People's Republic of China at the rate of 25%. There was no tax effect in other comprehensive income.

24. COMMITMENTS AND CONTINGENT LIABILITIES

As at December 31, 2015, the Group had commitments and contingent liabilities as follows:

The Company

24.1 Letter of guarantee for electricity issued by a bank in the amount of Baht 0.48 million.

24.2 Commitments for payment under agreements as follows:

- 24.2.1 Product consultant agreement in the amount of Peso Filipino 0.05 million per month and other remuneration as stipulated in the agreement.
- 24.2.2 Purchase order of machinery and equipment in the amount of Baht 0.29 million.
- 24.2.3 Rental agreements for land and building with related parties in the amount of Baht 0.17 million per month, minimum lease payments under operating leases are as follows (see Note 4).

Million Baht	
Year	Minimum lease payments
Not more than 1 year	2.00

The subsidiaries

24.3 Commitments for payment under agreements as follows:

24.3.1 Rental agreements for office building with a company in the amount of Renminbi 0.012 million per month.

24.3.2 Rental agreements for warehouse with a company. The rental fee is stipulated in the agreements.

24.3.3 Rental agreement for a vehicle with a company in the amount of Renminbi 0.009 - 0.014 million per month.

25. BUSINESS SEGMENT INFORMATION

Segment information is presented in respect of the Group's business segment which is based on the Group's management and internal reporting structure.

Segment results include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

Unallocated items comprise corporate assets, other income, selling expenses, administrative expenses and finance costs.

The Group operated the business primarily related to industrial chemical producing by engaging in both domestic and export sales.

The Group's business segment information and reconciliation of reportable segment profit or loss for the years ended December 31, 2015 and 2014 was as follows:

For the year ended December 31, 2015.

	Baht		
	Domestic sales	Export sales	Total
Revenues from sales	333,673,140.15	493,656,086.53	827,329,226.68
Operating result			
Gross profit of segment	159,585,548.92	164,824,032.31	324,409,581.23
Other income			12,200,630.85
Selling and administrative expenses			(190,677,706.61)
Finance cost			(11,641,991.43)
Share of profit of associate			35,532,169.71
Profit before income tax			169,822,683.75
Income tax expense			(24,353,019.17)
Profit for the year			145,469,664.58
Property, plant and equipment			187,338,509.42
Total assets			899,707,169.02

For the year ended December 31, 2014.

	Baht		
	Domestic sales	Export sales	Total
			(Restated)
Revenues from sales	410,152,242.76	438,248,945.94	848,401,188.70
Operating result			
Gross profit of segment	149,675,636.05	151,244,852.74	300,920,488.79
Other income			7,704,931.39
Selling and administrative expenses			(199,321,569.84)
Finance cost			(3,051,408.59)
Profit before income tax			106,252,441.75
Tax expense			(19,527,174.47)
Profit for the year			86,725,267.28
Property, plant and equipment			191,669,446.10
Total assets			663,835,579.32

26. FAIR VALUE HIERARCHY

As at December 31, 2015, the Group had the assets and liabilities that were measured at fair value using different levels of inputs as follows:

	Baht			
	Consolidated and separate financial statements			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Foreign currency forward contracts	-	289,724.23	-	289,724.23
Assets for which fair value is disclosed				
Investment property	-	35,310,000.00	-	35,310,000.00

27. PROMOTIONAL PRIVILEGES

UBIS PRIMATECH Co., Ltd. (“the subsidiary”) received a promotion certificate under the Investment Promotion Act B.E. 2520 for its business sealing compounds. The major privileges granted to the subsidiary are as follows:

1. Exemption from import duty on machinery as approved by the Board of Investment.
2. Exemption from corporate income tax on net profit derived from the operation of promoted businesses for a period of 8 years from the date operating income is first derived.

3. Exemption from income tax on net profit for dividends from the operation of promoted businesses through the promoted period.
4. Exemption from import duty for import raw material and necessary supply from overseas for manufacturing and export within one year from the first date of import.
5. Exemption from import duty for import goods from overseas and export within one year from the first date of import.
6. Other privileges as stated in the certificate.

Moreover, the Subsidiary has to comply with the conditions stated in the certificate.

28. DISCLOSURE OF FINANCIAL INSTRUMENTS

28.1 Capital management

The Board of Directors' policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board monitors the return on capital, which the Group defines as result from operating activities divided by total shareholders' equity, excluding non-controlling interests and also monitors the level of dividends to ordinary shareholders.

28.2 Accounting policies

The detail of significant accounting policies and methods used, classification of financial assets and financial liabilities including valuation, basis of recognition of income and expenses are disclosed in Note 3.

28.3 Financial risk management policies

The Group is exposed to the fluctuations in interest rate and foreign exchange rates in the market and the risks from default on the agreement by counterparties. The Group had the risk management policies as follows:

28.3.1 Interest rate risk

Interest rate risk is the fluctuation of the market interest rate in the future which will affect the Group's operation and cash flows. The Group has the interest rate risk from cash and deposits at bank and loans because the interest rate of financial assets and financial liabilities fluctuated based on the market rate. In addition, the Group has not engaged in any hedging contracts.

28.3.2 Foreign currency risk

The Group's exchange rate risk primarily involves the purchases and sales of goods in foreign currencies. As at December 31, 2015 and 2014 the Group had assets and liabilities in foreign currencies as follows:

Unit: Millions								
Currencies	Consolidated financial statements				Separate financial statements			
	2015		2014		2015		2014	
	Assets	Liabilities	Assets	Liabilities	Assets	Liabilities	Assets	Liabilities
US Dollars	0.79	0.39	1.42	0.34	3.88	0.29	4.00	0.34
Singapore Dollars	0.16	0.02	0.29	-	0.16	0.02	0.29	-
EURO	0.02	-	0.02	-	0.02	-	0.02	-

The Group had forward exchange sold contracts to hedge the exchange rate on the partial foreign trade receivables. As at December 31, 2015, the Group had outstanding forward sold contracts for trade receivables in the amount of USD 0.34 million and EURO 0.02 million, Bought contracts for trade account payables in the amount of USD 0.49 million which have maturity date between February 2016 to June 2016.

The Group had credit lines for forward exchange contracts from banks in the amount of Baht 178 million and in the amount of USD 3.75 million (see Note 14).

28.3.3 Credit risk - trade receivables

The Group has a policy on hedging credit risk from trade receivables by forming conservative credit policy and determining that the receipt from sales of goods be made through letter of credits and by customers making partial advance payment for goods. Therefore, the Group expects that the loss from collection of those trade receivables should not exceed the allowance for doubtful accounts.

28.4 Fair value

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

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

- Level 1 - Use of quoted market prices in an observable active market for such assets or liabilities
- Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly
- Level 3 Use of unobservable inputs such as the Group's estimates of future cash flows

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

Most of the financial assets are cash and cash equivalents, trade and other receivables and restricted deposits at financial institutions which are short-term credit. Most of the financial liabilities are bank overdrafts and short-term loans from financial institutions, trade and other payables and loans from financial institutions with its interest rates close to the market rate. The carrying amount of the financial assets and financial liabilities are not significantly different from their fair value.

Valuation techniques and inputs to Level 2 valuation

The fair value of derivatives has been determined by using a discounted future cash flow model and a valuation model technique. Most of the inputs used for the valuation are observable in the relevant market, such as spot rates of foreign currencies, yield curves of the respective currencies and interest rate yield curves.

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

29. EVENTS AFTER THE REPORTING PERIOD

The Company

At the Board of Directors' Meeting held on February 19, 2016 has approved the investments in the increased share capital of FAMILY CORPORATION Co., Ltd., of 400,000 shares at Baht 100 per share, in the amount of Baht 40,000,000 in proportion to existing shareholding of the Company in order to maintain shareholding at 40%, and also approved to propose for approval at the Ordinary General Meeting of Shareholders as follows.

- a full year 2015 dividend payment at the rate of Baht 0.37 per share which determined to stock dividend at the rate of Baht 0.333 per share in the portion of 3 ordinary shares to 1 stock dividend and cash dividend at the rate of Baht 0.037 per share.
- the decrease of registered capital of the Company from the previous registered capital of Baht 228,000,000 to Baht 227,999,991.
- the increase of registered capital of the Company from the previous registered capital of Baht 227,999,991 to Baht 455,999,982 by issuing new ordinary shares of 227,999,991 with the par value of Baht 1 each in order to support the expansion of business and reduction of the partial of loans.

- Issuance and offering of the Company's warrants not exceeding 75,999,997 warrants to existing shareholders who buy new increased ordinary shares at the ratio of 1 increased ordinary share per 1 warrant. The offering price is Baht 0 per warrant. Term of warrants is 2 years from the date of issuance and offering of the warrants. Exercise price is Baht 1 per share and exercise ratio of 1 warrant for 1 share. The warrant holders are able to exercise the warrants on the last business day of June and December of each year throughout the term of warrants.
- Alloting the increased share capital of 227,999,991 shares as following:
 - Allot the issuance of stock dividend in the portion of 3 ordinary shares to 1 stock dividend of 75,999,997 shares.
 - Allot to the issuance of right offering in the portion of 3 existing ordinary shares to 1 new ordinary share of 75,999,997 shares with the par value of Baht 1 each at offering price of Baht 3 per share in the amount of Baht 227,999,991.
 - Allot to the issuance and offering of the warrants of 75,999,997 shares.

Subsidiary

At the Board of Directors' Meeting of UBIS PRIMATECH Co., Ltd. held on February 19, 2016, the Board approved to propose for approval at the Ordinary General Meeting of Shareholders, a full year 2015 dividend payment at the rate of Baht 4.375 per share in the totaling amount of Baht 70,000,000 which will be paid within March 25, 2016 and approved an additional appropriated legal reserve of Baht 3,910,000.

30. APPROVAL OF THE FINANCIAL STATEMENTS

These financial statements have been approved for issue by the Company's Board of Directors on February 19, 2016.



UBIS (ASIA) PUBLIC COMPANY LIMITED
20-22 Narathiwat Ratchanakharin Rd.,
Yannawa, Bangkok 10120 Thailand
www.ubisasia.com