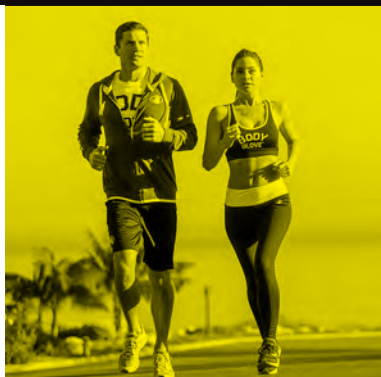


# 2016 ANNUAL REPORT



**EGT**  
CORPORATION PLC.

# MESSAGE FROM CHAIRMAN OF THE BOARD

Dear Shareholders,

Year 2016 was a year of the greatest loss and despair for the Thai people in the Kingdom and abroad due to the Death of His Majesty King Bhumibol Adulyadej (also known as King Rama IX) on October 13, 2016. His Majesty King Bhumibol Adulyadej was more than an icon in the heart of Thai nation through his combination of dedication to the well-being of his people throughout his longest reigning monarch, serving for 70 years. BGT Corporation PLC has induced His Majesty's Philosophy of "Sufficiency Economy" in promoting the business operations under the Royal Initiative of His Majesty the King for the stability and sustainable development under the country's new economic model Thailand 4.0 in remembrance of immeasurable and unending worth of His Majesty King Bhumibol Adulyadej.



In 2016, Thailand's economy has expanded 2.8 percent from the previous year. The number of tourists has continued to grow which influenced on the expansion of the retail business and private consumption continuously. The success of employment in the service sector has expanded. The trend of investment outlook is gradually subsided whilst the implementing measures to help agricultural and economic foundations of the public sector has also contribute to the continued expansion of household spending. BGT Corporation PLC has engaged its business in a gradual manner by building customer bases spread across all regions of the country which added up to the total of 166 Body Gloves stores nationwide. Although the company has been affected by the Death of His Majesty King Bhumibol Adulyadej during the fourth quarter which resulted in a vibrant sales dropped on a variety of Body Glove products including a new product line of Body Glove ACTIVATE which is the new and colorful product because the consumers were demanding for black clothing for mourning periods. The company was not complacent about the issue and had produced black shirts to keep up with the situation whilst also prepared black ribbons for distribution to customers who bought other products from the company. However, the company's financial position was at good level and well-developed to much better position with better cost management.



The company has received strong support and cooperation from all parties which enable us to make changes for the continuous development in a new, better direction. The Board of Directors and the executive management wish to express our commitment to ensure the best practices in good corporate governance. We wish to thank you our shareholders, employees, suppliers and business partners for the trust and confidence placed in our company, the Board of Directors and the executive management on the overall business management. I sincerely hope that the company will able to generate sustainable results and good earnings for the best interests of the shareholders, our employees and stakeholders respectively.

**Dr. Nopdol Tumwattana**  
Chairman of the Board



# FINANCIAL HIGHLIGHTS

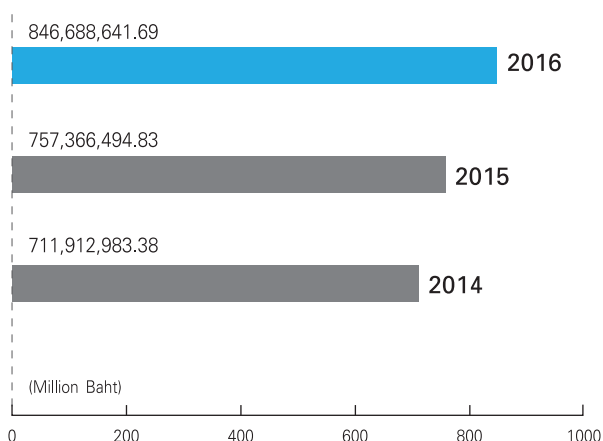
## SEPARATE FINANCIAL STATEMENTS

	2016	2015	2014
Total Revenues	846,688,641.69	757,366,494.83	711,912,983.38
Profit (loss) before income tax expenses	51,957,722.81	19,240,551.11	(15,748,136.67)
Profit (loss) for the year	41,307,794.69	14,028,277.57	(12,960,396.55)
Earnings (loss) per share	0.11	0.04	(0.04)
Total Assets	713,932,286.06	659,463,299.49	644,109,134.68
Total Liabilities	244,922,748.91	234,170,849.83	234,687,139.56
Total Shareholders' Equity	469,009,537.15	425,292,449.66	409,421,995.12
Book Value per Share	1.30	1.18	1.14
Dividend per Share	0.012	-	-

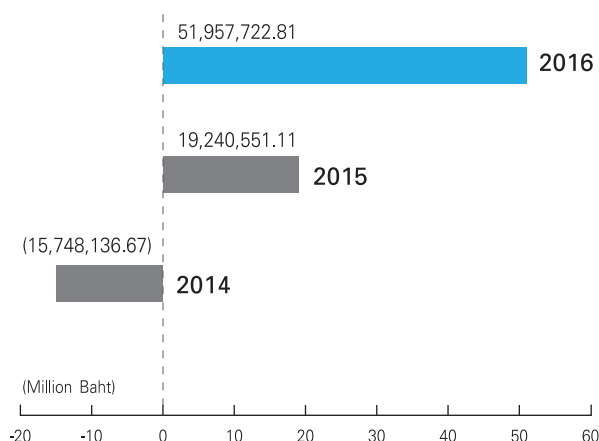
Remark :

These financial statements are the separated financial statements. Because in the year 2015 and the year 2016 the Company prepared its financial statements in which the equity method, and consolidated financial statements in the year 2014.

The size and value of the subsidiary are not significant to the financial statements. So do not be compared.



Total Revenues



Profit (loss) before income tax expenses

# CORPORATE MANAGEMENT

## BOARD OF DIRECTORS

**Dr. Nopdol Tumwattana**  
Chairman of the Board

**Mr. Goh Kok Cheng (Dickson)**  
Director

**Mr. Goh Kok Beng**  
Director

**Mrs. Mullika Tumwattana**  
Director

**Assoc.Prof.Dr. Nantarika Chansue**  
Director

**Pol. Gen. Sereepisuth Temeeyaves**  
Director, Independent Director,  
Chairman of Audit Committee

**Prof.Emeritus Dr. Surapone Virulrak**  
Director, Independent Director,  
Audit Committee Member

**Mr. Panu Kongtan**  
Director, Independent Director,  
Audit Committee Member

## EXECUTIVE OFFICERS

**Dr. Nopdol Tumwattana**  
Chairman of the Board

**Mr. Goh Kok Cheng (Dickson)**  
President, Chief Executive Officer,  
Operation Director

**Ms. Waristha Thapanasakunvong**  
Chief Financial Officer

**Mrs. Natthamon Buala**  
Chief Business Officer

**Ms. Dolnapa Tumwattana**  
Chief Marketing Officer

**Ms. Methira Thongsuwan**  
Senior Account Manager

**Mr. Chai Ratanamahawongse**  
Senior Finance Manager

**Mr. Thamrongpon Limratanapant**  
Group Sales Manager

## CORPORATE INFORMATION

**Share Registrar**  
Thailand Securities Depository Co.,Ltd.  
93 Ratchadaphisek Road, Dindaeng,  
Bangkok 10400, Thailand.  
Tel : 66 (0) 2009-9000  
Fax : 66 (0) 2009-9991

**Auditor**  
Dharmniti Auditing Co., Ltd.  
178 Dharmniti Building , 6<sup>th</sup>-7<sup>th</sup> Floor,  
Soi Permsap (Prachachuen 20)  
Prachachuen Road, Bangsue,  
Bangkok 10800, Thailand.  
Tel : 66 (0) 2555-0600  
Fax : 66 (0) 2555-0644,  
66 (0) 2555-0665

**Registered Office**  
188 Suwinthawong Road  
Minburi, Minburi,  
Bangkok 10510 Thailand.  
Tel : 66 (0) 2540-2888  
Fax : 66 (0) 2540-1953

**Corporate Website**  
[www.bodyglove.co.th](http://www.bodyglove.co.th)  
[www.bgt4u.com](http://www.bgt4u.com)

# BOARD OF DIRECTORS



**Dr. Nopdol Tumwattana**

Chairman of the Board

Age 65 Years

Thai

Dr. Nopdol Tumwattana was appointed to the Chairman of BGT Corporation Public Co., Ltd. in June 2007. At the beginning he and Mr. Mark J. Walden, an American business entrepreneur were entering into a joint venture to form Thai Segway International Co., Ltd., which its main objective to distribute ready-to-wear apparels under the trademarks of Walt Disney and Body Glove to the U.S.A based companies. As a result, he has gained a closed reputable business relationship with the Body Glove trademark owner.

He has been appointed to the Managing Director of Gold Master Public Co., Ltd. since 1991 till present. Moreover, he has been the Chairman of TSI International Co., Ltd. since 1988 and he has held the position of director at DB Group Co., Ltd. since 2015 until now.

For his educational background, he earned a Doctor of Philosophy Degree in Education Administration at Siam University, received his master of political science degree in Political Management and his bachelor degree in Laws from Ramkhamhaeng University and received Business Administration Degree from South Plains College, Texas, U.S.A. Additionally, he received the Certificate of Lawyer program Class 23 from the Institute of Training Center of Lawyers Council in 2004.

His ratio and number of shares is 13.10% or 47,337,800 shares.



**Mr. Goh Kok Cheng (Dickson)**

President, Chief Executive Officer, Director

Age 49 Years

Malaysian

He has been appointed to the President / Chief Executive Officer of Body Glove (Thailand) Co., Ltd. since 2004. The formerly name of the Company was changed to BGT Corporation Public Co., Ltd. in 2007.

He has extensive experience in the garment industry for years and has a comprehensive understanding and in-depth knowledge of the apparel market. His rises to success and prominence are attributed to his business acumen, his vast experience in the retail industry and his canny ability to spot business opportunities. He was the co-founder of Body Glove (M) Sdn Bhd which was instrumental for introducing Body Glove into the Malaysian market back in 1995.

In 2004, spurred by the success in the Malaysian market, he decided to venture offshore and move into repeating the same business formula in Thailand. His other business interests span far and wide across the globe into other countries. He is the Founding Director of Body Glove Asia Office, Body Glove Japan. He is also one of the major shareholders of Yen Global Berhad a company listed on Main Market of Bursa Malaysia Berhad and deemed interested by virtue of his shareholdings in Extreme Lifestyle (M) Sdn Bhd.

Educationally he obtained his secondary education at Chung Ling High School in Penang and subsequently continued his higher education in overseas for 4 years.

His ratio and number of shares is 13.13% or 47,427,200 shares.

### **Mr. Goh Kok Beng**

Director

Age 55 Years

Malaysian

He was appointed to the Director of BGT Corporation Public Co., Ltd. in 2007. He was a founding member of Body Glove (M) Sdn. Bhd. (BGM) and has more than 29 years of extensive and comprehensive experience and network in the apparel industry and market both locally and internationally. He is was one of the major shareholders of BGT Corporation Public Co., Ltd. and Executive Chairman of Yen Global Berhad a listed company on the Main board of Bursa Malaysia Berhad and sits on the Board of several private limited companies.

He obtained his secondary education at Chung Ling High School in Penang and subsequently continued his studies in Singapore.

His ratio and number of shares is 13.09%  
or 47,297,450 shares.



### **Mrs. Mullika Tumwattana**

Director

Age 63 Years

Thai

She was appointed to the Director of BGT Corporation Public Co., Ltd. In 2007 and she also has been appointed to the Director till the present. Additionally since 2005, she has been appointed to the Director of Mallika Interfood Co., Ltd. till the present.

She obtained her Master Degree in Education from California Polytechnic University, Pomona, U.S.A. and her Bachelor degree in Education from Chiangmai University.

Percentage of Shareholding in the Company : None



## Assoc. Prof. Dr. Nantarika Chansue

Director  
Age 55 Years  
Thai

She was appointed to the Director of BGT Corporation Public Co., Ltd. in 2007. She has been appointed to the Director of the Education Alliance Co., Ltd. since 2001. She has been also a Director of Education First Co., Ltd. since 2000 till present. Moreover she has been appointed to an Assistant Professional (C9) in Department of Veterinary Medicine, Faculty of Veterinary Science, Chulalongkorn University, a position she still holds present and also Director of Veterinary Medical Aquatic animal Research Center (VMARC). In 2009 till present, Head of Ornamental Aquatic animals and Aquatic animals for Conservation (OAAC) and in 2012 has been Assistant Dean of Public Relations in Faculty of Veterinary Science, Chulalongkorn University.

She obtained her Graduate degree as a Doctor of Philosophy in Marine Science (Immunotoxicology) from College of William and Mary, U.S.A. and a Doctor of Philosophy in Education Administration from Siam University.



Her ratio and number of shares is 0.95 % or 3,429,999 shares.

## Pol. Gen. Sereepisuth Temeeyaves

Director, Independent Director,  
Chairman of Audit Committee  
Age 68 Years  
Thai

He was appointed to the Director, Independent Director and Chairman of Audit Committee of BGT Corporation Public Co., Ltd. in June 2007 till the present. He was appointed to National Police Chief of Royal Thai Police from 2007 to 2008.

He graduated from the Royal Police Cadet Academy, Thailand with a Bachelor of Science Degree, majoring in Public Administration.

Percentage of Shareholding  
in the Company: None



## **Prof. Emeritus Dr. Surapone Virulrak**

Director, Independent Director,

Audit Committee

Age 73 Years

Thai

He has been appointed to the Director, Independent Director and Audit Committee of BGT Corporation Public Co., Ltd. in June 2007, he still holds the position until present. He has been the Director of Gold Master Public Co., Ltd. since 1995.

He obtained his Doctor of Philosophy Degree in Drama and Theatre from University of Hawaii, U.S.A. and his Master Degree in Architecture also Master Degree in Drama and Theatre from University of Washington, U.S.A. and his Bachelor Degree in Architecture from Chulalongkorn University.

Percentage of Shareholding in the Company : None



## **Mr. Panu Kongtan**

Director, Independent Director,

Audit Committee

Age 52 Years

Thai

He has been appointed to the Director, Independent Director and Audit Committee of BGT Corporation Plc. in February 2009, he has still hold the position until present. He has been appointed to the Executive Vice President Investment Banking of Country Group Securities Pcl. since July 2013 until present. Formerly, He had been settled as Senior Vice President Investment Banking of Thai Strategic Capital Co., Ltd. since May 2012 to July 2013. He was Executive Vice President of Finansia Syrus Securities Plc. from August 2011 to April 2012.

About his educational background, he obtained the Master Degree in Business Administration and Bachelor Degree in Science from Prince of Songkla University.

Percentage of Shareholding in the Company : None



# MAJOR SHAREHOLDERS

STOCKHOLDER NAME	NO. OF SHARES
1. Ms. Dolnapa Tumwattana	77,876,750
2. Mr. Goh Kok Cheng (Dickson)	47,427,200
3. Dr. Nopdol Tumwattana	47,337,800
4. Mr. Goh Kok Beng	47,297,450
5. Mr. Surin Banyoungpongler	14,591,900
6. Mr. Anurak Boonsaweng	8,130,000
7. Mr. Shaen Poondee	5,391,100
8. Mr. Kiat Srijomkwan	5,366,800
9. Mr. Wichien Srimuninnimit	5,270,000
10. Ms. Somjit Tharaamornrat	4,752,600
11. Mr. Pornpattara Jintanawong	4,440,000
12. Assoc.Prof.Dr. Nantarika Chansue	3,429,999
13. Mr. Thanachai Cheachan	3,156,500
14. Mr. Liew Kian Huat	2,763,000
15. Mr. Matthew Drake Walden	2,700,000
16. Mr. Suparoj Rojveera	2,500,000
17. Mrs. Ngammat Kasemsedh	2,416,500
18. Mr. Thanit Moudkongthong	2,390,000
19. Mrs. Saowaluck Kunsutidamrongporn	2,215,000
20. Mr. Taweesin Laoprasertsom	2,051,200

# MILESTONES OF SIGNIFICANT CHANGES AND DEVELOPMENT

**1987** Dr. Nopdol Tumwattana and Mr. Mark J. Walden, an American business entrepreneur were entering into a joint venture to form Thai Segway International Co., Ltd., which its main objective to distribute ready-to-wear apparels under the trademarks of Walt Disney and Body Glove to the U.S.A based companies. As a result, Dr. Nopdol Tumwattana has gained a closed reputable business relationship with the Body Glove's trademark owner.

**1988** Body Glove (Thailand) Company Limited was found by Dr. Nopdol Tumwattana, established on March 31<sup>st</sup>, 1988 with registered capital of Baht 10 million, its main objectives is to distribute ready-to-wear apparels and accessories under the Body Glove trademark.

**1991** The Company has increased its share capital to support the Company's business expansion from Baht 10 million to Baht 20 million.

**1994** The Company has increased its share capital to support the Company's business expansion from Baht 20 million to Baht 40 million.

**2000** The Company has increased its share capital to support the Company's business expansion from Baht 40 million to Baht 60 million.

**2004** There was a change in the shareholding and management structure as follows; Mr. Goh Kok Cheng (Dickson) and Mr. Goh Kok Beng hold 49% of shares in the total equity of BGT. Both have experience in the management of Body Glove (M) Sdn. Bhd. which engages in distribution of apparels under Body Glove trademark in Malaysia. Mr. Goh Kok Cheng (Dickson) is no longer involved in Body Glove (M) Sdn. Bhd. but is actively involved in the Thailand operations which effectively had turned around the Company's operations and performance.



▲ Mr. Goh Kok Cheng      ▲ Dr. Nopdol Tumwattana

**2005** Mr. Goh Kok Cheng (Dickson) and Dr. Nopdol Tumwattana, had restructure of the Company by concentrating on opening Body Glove owned retail stores and implemented new product lines by setting new target markets and new brand positioning, also introducing a matured retail chain system and management information system for the Company.

**2006** At the end of 2006 YoY Revenue Growth was 36.84%, Gross Profit margin was 54.31% and Net Profit Growth was 88.31%

**2007**

- On May 3<sup>rd</sup>, 2007 the Company has entered into a 99-Year exclusive operating, License and Sub-License for 6 territories in Asia, with IP Global Investments America (IPG), the holder of the license for Asia Pacific.
- On June 29<sup>th</sup>, 2007 the Company has increased its share capital to support the Company's business expansion from Baht 60 million to Baht 80 million, and changed the name from "Body Glove (Thailand) Co., Ltd." to "Body Glove (Thailand) Public Company Limited".

- On November 23<sup>rd</sup>, 26<sup>th</sup> and 27<sup>th</sup>, 2007 the Company has initiated public offering of 20 million shares with par value Baht 1.00 each to public at Baht 4.70 per share.

- On November 30<sup>th</sup>, 2007 paid-up registered share capital of Baht 80 million with Ministry of Commerce.

- On December 11<sup>th</sup>, 2007 the Company has registered as a listed company in the Stock Exchange of Thailand/mai

- At the end of 2007, YoY Revenue Growth was 27.83%, Gross Profit Margin was 53.80% and Net Profit Growth was 53.87%



▲ Mr. Goh Kok Cheng ▲ Dr. Nopdol Tumwattana

## 2008

- On May 6<sup>th</sup>, 2008 the Company's name has been changed from "Body Glove (Thailand) Public Company Limited" to "BGT Corporation Public Company Limited"

## 2009

- Establishment of a new brand called "Peoples Market", the contract has been signed with London based company, Two Agent See International Limited (TAS), in order to implement London Fashion Culture in Thailand.

- At the end of 2009, YoY Revenue Growth was 11.01%, Gross Profit margin was 49.91% and Net Profit Growth was 11.90% which performed a consistent growth for five consecutive years.

## 2010

- On May 20<sup>th</sup>, 2010, the Company has registered an increasing of the authorized share capital from Baht 80 million to Baht 160 million.

- June 2010, there were 100 stores in all major shopping malls and department stores throughout Thailand.

## 2011

- On December 31<sup>st</sup>, 2011, total stores were 143 stores in all major shopping malls and department stores throughout Thailand.

- In Q4/2011, flood disaster in Thailand affected most of our stores and 13 stores had to close down but Total Revenue was still growth 1%.

- At the end of 2011, YoY Total Revenue Growth was 13% and Net Profit Growth was 14.49%.

## 2012

- On May 10<sup>th</sup>, 2012, the Company has reduced its registered share from Baht 160,000,000.00 to Baht 159,786,650.00 and the paid-up registered share capital was Baht 159,786,650.00, remaining from the appropriation to support stock dividend payment.

- On May 11<sup>th</sup>, 2012, the Company has increased its registered share to support stock dividend payment from Baht 159,786,650.00 to Baht 179,759,982.00 and the paid-up registered share capital was Baht 159,786,650.00.

- On May 15<sup>th</sup>, 2012, the Company has made an allotment of 39,946,664 new ordinary shares with the par value of Baht 0.50 per share divided into registered share Baht 179,759,982.00 and the paid-up registered share capital Baht 179,756,452.00.

- On October 1<sup>st</sup>, 2012, headquarters has moved to 188 Suwinthawong Road, Minburi, Minburi, Bangkok 10510.
- On December 31<sup>st</sup>, 2012, total stores were 149 stores in all major shopping malls and department stores throughout Thailand.

**2013** On January 3<sup>rd</sup>, 2013 the company established the new subsidiary called BGT Technology. BGT Corporation Public Company Limited effectively own 59.60% of the equity in the BGT Technology Company Limited. The nature of business is to distribute electronic devices and other related accessories such as mobile case, ipad case and etc. to Hypermarket.

**2014** In 2014 the Company operated depends on the global economic condition and the slow recovery of domestic economic. The decline in consumer confidence due to uncertainty about the economic and political situations which establishing new government affect to the retail trade at the beginning of year, including unexpected financial performance of the Company, however the Company could recover and increase the profit at the last quarter. In 2014, total stores were 151 stores in all major shopping malls and department stores throughout Thailand.

## 2015

- On March 27<sup>th</sup>, 2015, the Company had sold part of its investment in BGT Technology Co., Ltd. Thus, the Company has held paid-up capital of BGT Technology Co., Ltd. at 24.60% and has changed the status from its subsidiary to its associate. In September 2015, BGT Technology Co., Ltd has increased its registered capital more Baht 10 million. Therefore, the Company has increased the investment in its associate at Baht 2.27 million, which resulted in total investment at Baht 4.73 million and total shareholding proportion at 23.65%.

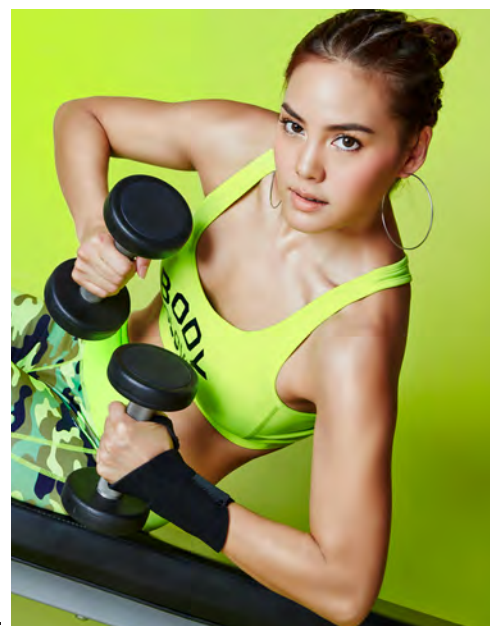
- At the end of 2015, separate financial statements showed that the Company increased its total revenues by 6.38%, gross profit margin by 48.38% and net profit by 208.24%. As of December 31<sup>st</sup>, 2015, there were totally 148 stores throughout Thailand.

## 2016

- As of December 31<sup>st</sup>, 2016, the Company's revenue increased by 11.79, gross profit rose at 49.42% and net profit was higher to 194.46%. There were 37 stores in Bangkok and 129 stores in upcountry, which were totally 166 stores throughout Thailand.

For years, the Company has constantly developed products align with customers' and consumers' needs and expanded its distribution channels in front-end stores and E-commerce store in order to access more consumers and enlarge its customer base via [www.bgt4u.com](http://www.bgt4u.com).

In June 2016, the company has added the new category for customers' and consumers' direct access to sports ware. This includes fitness or workout ware for men and ladies and related accessories. By the rights of Body Glove trademark, the Company has been able to expand its retail operation in 6 Asian countries : Thailand, Vietnam, Myanmar, Laos, Cambodia and Philippines.



▲ Brand Ambassador  
Janie Thienphosuvan

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# REPORT OF THE AUDIT COMMITTEE ON CORPORATE GOVERNANCE

To: The shareholders of BGT Corporation Public Company Limited

The Audit Committee was appointed by the Board of Director, comprising of three independent, namely

- |   |                                  |
|---|----------------------------------|
| 1. Police General Sereepisuth Temeeyaves    | Chairman of the Audit Committee, |
| 2. Professor Emeritus Dr. Surapone Virulrak | Committee Member                 |
| 3. Mr. Panu Kongtan                         | Committee Member                 |

The Audit Committee was assigned to fulfill the responsibility according to the scope, duties and responsibilities that complied with the Regulation of the Stock Exchange of Thailand.

Our main duties and responsibilities are to review accuracy and sufficiency of financial reports of the Company, to provide adequate and effective internal audit and internal control system of the Company, to control the Company to comply with all related laws and regulations, to consider the reasonability of the connected transaction or transaction which causes conflict of the interest, to ensure sufficiency of disclosure of information by the Company, and to consider and propose the appointment of the Company auditors and their remuneration.

During the year 2016, the Audit Committee held 4 meetings which all members thereof have attended all meetings, having the followings significant matters:

1. **Reviewing quarterly, annual and consolidated financial statements** of the Company prior to submission to the Board of Director, the Securities Exchange Commission and the Stock Exchange of Thailand. After due consideration of the said financial statements and discussions with auditors and management division, we are of the opinion that the above-mentioned financial statements are recorded in accordance with generally accepted accounting principles with accuracy, completeness and sufficient disclosure of information.

2. **Evaluating sufficiency and appropriateness of the Company's internal control system**, through the supervision, supporting and encouraging their independent operation; introducing to apply risk assessment as guideline for examining in order to mitigate from potential risk causing damage to business operation of the Company; and suggestions for enhancing efficiency of their operation and internal control.

3. **Reviewing the connected transactions** or transactions which may cause conflict of interest to be in compliance of the laws and regulations of Stock Exchange of Thailand. We are of the opinion that the aforesaid transactions are reasonable and for the best interest of the Company. The Company also discloses accurate and complete information.

4. **Consideration and appointment of the Auditors of 2016** - The Audit Committee has taken into consideration and appointment to select the Auditor for the Year 2016 as Dharmniti Auditing Co., Ltd. to be the Auditors of the Company. Since they are appropriate, competent, professional, in addition, their performance in the past are acceptable and reliable, the auditor are independent and they have no relationship with the Company which was proposed to the Board of Directors for consideration and would be further proposed the Auditor Fees to the Meeting of Shareholders for approval.

In summary, the Audit Committee performed its duties and responsibilities stated in its Board-approved charter with competence, care, prudence, and adequate independence for the equitable benefit of stakeholders. Its opinion is that financial reports are accurate, reliable, and in accordance with the generally accepted accounting principles. In addition, commands adequate risk management practices and a suitable, effective internal audit, has in place work practices aligning with good governance, and complies with laws, regulations and obligations, disclosed the connected transactions correctly, performed duties in compliance with the good corporate governance principles, adequate, transparent and reliable.



Pol.Gen.....

(Sereepisuth Temeeyaves)

Chairman of the Audit Committee

## ***MILESTONES OF SIGNIFICANT CHANGES AND DEVELOPMENT***

- 1987** Dr.Nopdol Tumwattana and Mr. Mark J. Walden, an American business entrepreneur were entering into a joint venture to form Thai Segway International Co., Ltd., which its main objective to distribute ready-to-wear apparels under the trademarks of Walt Disney and Body Glove to the U.S.A based companies. As a result, Dr.Nopdol Tumwattana has gained a closed reputable business relationship with the Body Glove's trademark owner.
- 1988** Body Glove (Thailand) Company Limited was found by Dr.Nopdol Tumwattana, established on March 31<sup>st</sup>, 1988 with registered capital of Baht 10 million, its main objectives is to distribute ready-to-wear apparels and accessories under the Body Glove trademark.
- 1991** The Company has increased its share capital to support the Company's business expansion from Baht 10 million to Baht 20 million.
- 1994** The Company has increased its share capital to support the Company's business expansion from Baht 20 million to Baht 40 million.
- 2000** The Company has increased its share capital to support the Company's business expansion from Baht 40 million to Baht 60 million.
- 2004** There was a change in the shareholding and management structure as follows; Mr. Goh Kok Cheng (Dickson) and Mr. Goh Kok Beng hold 49% of shares in the total equity of BGT. Both have experience in the management of Body Glove (M) Sdn. Bhd. which engages in distribution of apparels under Body Glove trademark in Malaysia. Mr.Goh Kok Cheng (Dickson) is no longer involved in Body Glove (M) Sdn. Bhd. but is actively involved in the Thailand operations which effectively had turned around the Company's operations and performance.
- 2005** Mr. Goh Kok Cheng (Dickson) and Dr.Nopdol Tumwattana, had restructure of the Company by concentrating on opening Body Glove owned retail stores and implemented new product lines by setting new target markets and new brand positioning, also introducing a matured retail chain system and management information system for the Company.
- 2006** At the end of 2006 YoY Revenue Growth was 36.84%, Gross Profit margin was 54.31% and Net Profit Growth was 88.31%.
- 2007**
- On May 3<sup>rd</sup>, 2007 the Company has entered into a 99-Year exclusive operating, License and Sub-License for 6 territories in Asia, with IP Global Investments America (IPG), the holder of the license for Asia Pacific.
  - On June 29<sup>th</sup>, 2007 the Company has increased its share capital to support the Company's business expansion from Baht 60 million to Baht 80 million, and changed the name from "Body Glove (Thailand) Co., Ltd." to "Body Glove (Thailand) Public Company Limited".
  - On November 23<sup>rd</sup>, 26<sup>th</sup> and 27<sup>th</sup>, 2007 the Company has initiated public offering of 20 million shares with par value Baht 1.00 each to public at Baht 4.70 per share.
  - On November 30<sup>th</sup>, 2007 paid-up registered share capital of Baht 80 million with Ministry of Commerce.
  - On December 11<sup>th</sup>, 2007 the Company has registered as a listed company in the Stock Exchange of Thailand/mai
  - At the end of 2007, YoY Revenue Growth was 27.83%, Gross Profit Margin was 53.80% and Net Profit Growth was 53.87%
- 2008** On May 6<sup>th</sup>, 2008 the Company's name has been changed from "Body Glove (Thailand) Public Company Limited" to "BGT Corporation Public Company Limited"
- 2009**
- Establishment of a new brand called "Peoples Market", the contract has been signed with London based company, Two Agent See International Limited (TAS), in order to implement London Fashion Culture in Thailand.
  - At the end of 2009, YoY Revenue Growth was 11.01%, Gross Profit margin was 49.91% and Net Profit Growth was 11.90% which performed a consistent growth for five consecutive years.

- 2010**
- On May 20<sup>th</sup>, 2010, the Company has registered an increasing of the authorized share capital from Baht 80 million to Baht 160 million.
  - June 2010, there were 100 stores in all major shopping malls and department stores throughout Thailand.
- 2011**
- On December 31<sup>st</sup>, 2011, total stores were 143 stores in all major shopping malls and department stores throughout Thailand.
  - In Q4/2011, flood disaster in Thailand affected most of our stores and 13 stores had to close down but Total Revenue was still growth 1%.
  - At the end of 2011, YoY Total Revenue Growth was 13% and Net Profit Growth was 14.49%.
- 2012**
- On May 10<sup>th</sup>, 2012, the Company has reduced its registered share from Baht 160,000,000.00 to Baht 159,786,650.00 and the paid-up registered share capital was Baht 159,786,650.00, remaining from the appropriation to support stock dividend payment.
  - On May 11<sup>th</sup>, 2012, the Company has increased its registered share to support stock dividend payment from Baht 159,786,650.00 to Baht 179,759,982.00 and the paid-up registered share capital was Baht 159,786,650.00.
  - On May 15<sup>th</sup>, 2012, the Company has made an allotment of 39,946,664 new ordinary shares with the par value of Baht 0.50 per share divided into registered share Baht 179,759,982.00 and the paid-up registered share capital Baht 179,756,452.00.
  - On October 1<sup>st</sup>, 2012, headquarters has moved to 188 Suwinthawong Road, Minburi, Minburi, Bangkok 10510.
  - On December 31<sup>st</sup>, 2012, total stores were 149 stores in all major shopping malls and department stores throughout Thailand.
- 2013** On January 3<sup>rd</sup>, 2013 the company established the new subsidiary called BGT Technology. BGT Corporation Public Company Limited effectively own 59.60% of the equity in the BGT Technology Company Limited. The nature of business is to distribute electronic devices and other related accessories such as mobile case, ipad case and etc. to Hypermarket.
- 2014** In 2014 the Company operated depends on the global economic condition and the slow recovery of domestic economic. The decline in consumer confidence due to uncertainty about the economic and political situations which establishing new government affect to the retail trade at the beginning of year, including unexpected financial performance of the Company, however the Company could recover and increase the profit at the last quarter. In 2014, total stores were 151 stores in all major shopping malls and department stores throughout Thailand.
- 2015**
- On March 27<sup>th</sup>, 2015, the Company had sold part of its investment in BGT Technology Co., Ltd. Thus, the Company has held paid-up capital of BGT Technology Co., Ltd. at 24.60% and has changed the status from its subsidiary to its associate. In September 2015, BGT Technology Co., Ltd has increased its registered capital more Baht 10 million. Therefore, the Company has increased the investment in its associate at Baht 2.27 million, which resulted in total investment at Baht 4.73 million and total shareholding proportion at 23.65%.
  - At the end of 2015, separate financial statements showed that the Company increased its total revenues by 6.38%, gross profit margin by 48.38% and net profit by 208.24%. As of December 31<sup>st</sup>, 2015, there were totally 148 stores throughout Thailand.
- 2016** As of December 31<sup>st</sup>, 2016, the Company's revenue increased by 11.79, gross profit rose at 49.42% and net profit was higher to 194.46%. There were 37 stores in Bangkok and 129 stores in upcountry, which were totally 166 stores throughout Thailand.

For years, the Company has constantly developed products align with customers' and consumers' needs and expanded its distribution channels in front-end stores and E-commerce store in order to access more consumers and enlarge its customer base via [www.bgt4u.com](http://www.bgt4u.com).

In June 2016, the company has added the new category for customers' and consumers' direct access to sports ware. This includes fitness or workout ware for men and ladies and related accessories. By the rights of Body Glove trademark, the Company has been able to expand its retail operation in 6 Asian countries: Thailand, Vietnam, Myanmar, Laos, Cambodia and Philippines.

## FINANCIAL HIGHLIGHTS

STATEMENT OF FINANCIAL POSITION	(Btm)	Separate Financial Statements		
		2014	2015	2016
TOTAL ASSETS		644.11	659.46	713.93
TOTAL LIABILITIES		234.69	234.17	244.92
TOTAL SHAREHOLDERS' EQUITY		409.42	425.29	469.01

STATEMENT OF COMPREHENSIVE INCOME	(Btm)	Separate Financial Statements		
		2014	2015	2016
Revenues from sales		709.46	746.86	843.97
Total Revenues		711.91	757.37	846.69
Cost of sales		370.57	385.53	426.89
Selling expenses		259.25	244.21	254.92
Administrative expenses		89.39	102.04	107.82
Finance costs		8.45	6.34	5.10
Total Expenses		727.66	738.13	794.73
Profit (loss) before income tax expenses		(15.75)	19.24	51.96
Income tax (revenue) expenses		(2.79)	5.21	10.65
Profit for the year		(12.96)	14.03	41.31
Earnings(Loss) per share		(0.04)	0.04	0.11
Book value per share		1.14	1.18	1.30

FINANCIAL RATIOS	Separate Financial Statements		
	2014	2015	2016
Revenue growth (%)	(16.78%)	6.38%	11.79%
Net Profit growth (%)	(164.57%)	208.24%	194.46%
EBIT growth (%)	(119.53%)	450.50%	123.04%
Gross profit margin (%)	47.77%	48.38%	49.42%
Net profit margin (%)	(1.82%)	1.85%	4.88%
DE ratio (time)	0.57 time	0.55 time	0.52 time
ROA (%)	(1.93%)	2.15%	6.02%
ROE (%)	(3.10%)	3.36%	9.24%

### Remark :

These financial statements are the separated financial statements. Because in the year 2015 and the year 2016 the Company prepared its financial statements in which the equity method and consolidated financial statements in the year 2014.

The size and value of the subsidiary are not significant to the financial statements. So do not be compared.

## PROFILES OF BOARD OF DIRECTORS AND EXECUTIVES

No.	Name Position	Age (Yrs.)	Highest Educational	Ratio and No. of shares	Relationship	5 Years' Working Experience		
						Period	Position	Company
1	Dr. Nopdol Tumwattana* (Chairman of the Board)	65	- Ph.D. Program in Educational Administration, Siam University	- 13.08 % or 47,187,800 shares as of Jan.1, 2016 - 13.10 % or 47,337,800 shares as of Dec. 31, 2016 _____ Held by spouse or minor children -none-	Mrs. Mullika Tumwattana's brother and Miss Dolnapa Tumwattana's father	June 2007 - present  1991 - present  1988 - present  May 2015 - present	Chairman of the Board  Managing Director  Chairman  Director	BGT Corporation Public Company Limited  Gold Master Public Company Limited  TSI International Company Limited  DB Group Company Limited
2.	Mr. Goh Kok Cheng (Dickson)* (President / Chief Executive Officer)	49	- Chung Ling High School (A Level)	- 13.11 % or 47,227,200 shares as of Jan.1, 2016 - 13.13 % or 47,427,200 shares as of Dec. 31, 2016 _____ Held by spouse or minor children -none-	Mr. Goh Kok Beng's brother	June 2007 - present  2002 - present  2002 - present  2013 - present	President / Chief Executive Office  Director  Director  Director	BGT Corporation Public Company Limited  Yen Club Asia Sdn Bhd  Yen Group Holding Corporation Sdn Bhd  BGT Technology Company Limited
3.	Mr. Goh Kok Beng* (Director)	55	- Chung Ling High School (A Level)	- 13.11 % or 47,297,450 share as of Jan.1, 2016 - 13.09 % or 47,297,450 shares as of Dec. 31, 2016 _____ Held by spouse or minor children -none-	Mr. Goh Kok Cheng, (Dickson)'s brother	June 2007 - present  2002 - present  2002 - present  1999 - present  1995 - present  1995 - present	Director  Director  Director  Director  Director  Director	BGT Corporation Public Company Limited  Yen Group Holding Corporation Sdn Bhd  Yen Club Asia Sdn Bhd  Yen Group Properties (M) Sdn Bhd  Yen Shoes (M) Sdn Bhd  Irama Pilihan Sdn Bhd

## PROFILES OF BOARD OF DIRECTORS AND EXECUTIVES

No.	Name Position	Age (Yrs.)	Highest Educational	Ratio and No. of shares	Relationship	5 Years' Working Experience		
						Period	Position	Company
4.	Mrs. Mullika Tumwattana* (Director)	63	- M.A. Education, California Polytechnic University, Pomona, USA	As of Jan.1, 2016 -none- As of Dec. 31, 2016 -none- Held by spouse or minor children -none-	Dr. Nopdol Tumwattana's sister and Miss Dolhapa Tumwattana's aunt	June 2007 - present  2005 - present	Director  Director	BGT Corporation Public Company Limited  Mallika Interfood Company Limited
5.	Assoc. Prof. Dr. Nantarika Chansue (Director)	55	- Ph.D. Marine Science (Immunotoxicology), College of William and Mary, U.S.A. - Ph.D. Program in Educational Administration, Siam University	- 0.95 % or 3,429,999 shares as of Jan.1, 2016 - 0.95% or 3,429,999 shares as of Dec. 31, 2016 Held by spouse or minor children -none-	-	2007 - present  2012 - present  2011 - present  2001 - present  2000 - present  1994 - present  1989 - present	Director  Assistant Dean for Public Relations  Head of Department  Director  Director  Director  Assistant Professional (O9)	BGT Corporation Public Company Limited  Veterinary Medicine, Chulalongkorn University  Ornamental Aquatic animals and Aquatic animals for Conservation research unit (OAAAC)  The Education Alliance Co., Ltd.  Education First Co., Ltd.  Veterinary Medical Aquatic Animal Research Center (VMARC), Chulalongkorn University  Veterinary Medicine, Faculty of Veterinary Medicine, Chulalongkorn University

## PROFILES OF BOARD OF DIRECTORS AND EXECUTIVES

No.	Name Position	Age (Yrs.)	Highest Educational	Ratio and No. of shares	Relationship	5 Years' Working Experience		
						Period	Position	Company
6.	Pol.Gen. Sereepisuth Temeeyaves (Director, Independent Director and Chairman of Audit Committee)	68	- B.S. Public Administration (Royal Police Cadet Academy, Thailand)	As of Jan.1, 2016 -none- As of Dec.31, 2016 -none- Held by spouse or minor children -none-	-	June 2007 - present  2007 - 2008	Director, Independent Director and Chairman of Audit Committee  National Police Chief	BGT Corporation Public Company Limited  Royal Thai Police
7.	Professor Emeritus Dr. Surapone Virulrak (Director, Independent Director and Audit Committee)	73	- Ph. D. (Drama and Theatre), University of Hawaii, U.S.A.	As of Jan.1, 2016 -none- As of Dec.31, 2016 -none- Held by spouse or minor children -None-	-	June 2007 - present  1995 - present	Director, Independent Director and Audit Committee  Director	BGT Corporation Public Company Limited  Gold Master Public Company Limited
8.	Mr. Panu Kongtan (Director, Independent Director and Audit Committee)	52	- Master of Business Administration, Prince of Songkhla University	As of Jan.1, 2016 -none- As of Dec.31, 2016 -none- Held by spouse or minor children -none-	-	February 2009 - present  July 16, 2013 - present  May 2012 - July 15, 2013  August 2011 - April 2012	Director, Independent Director and Audit Committee  Executive Vice President Investment Banking  Senior Vice President Investment Banking  Executive Vice President of Corporate Finance	BGT Corporation Public Company Limited  Country Group Securities Public Company Limited  Thai Strategic Capital Co., Ltd.  Finansia Syrus Securities Public Company Limited

## PROFILES OF BOARD OF DIRECTORS AND EXECUTIVES

No.	Name Position	Age (Yrs.)	Highest Educational	Ratio and No. of shares	Relationship	5 Years' Working Experience		
						Period	Position	Company
9.	Miss Dolhapa Tumwattana (Chief Marketing Officer)	35	- Master of Science in Marketing Program (MIM), Thammasat University	- 21.55 % or 77,726,750 shares as of Jan.1,2016  - 21.56 % or 77,876,750 shares as of Dec. 31, 2016	Dr. Nopdol Tumwattana's daughter and Mrs. Mullika Tumwattana's niece	February 2009 - present  May 2015 - present	Chief Marketing Officer  Director	BGT Corporation Public Company Limited  DB Group Company Limited
10.	Miss Warishta Thapanasakunvong (Chief Financial Officer)	53	- B.S. Business Administration, Management, Ramkhamhaeng University	As of Jan.1,2016 -none-  As of Dec. 31, 2016 -none-	-	June 2007 - present	Chief Financial Officer	BGT Corporation Public Company Limited
11.	Mr. Chai Ratanamahawongse (Senior Finance Manager)	49	- B.S. Business Administration, Finance and Banking, Assumption University	As of Jan.1,2016 0.02% or 90,000 shares  As of Dec. 31, 2016 -none-	-	June 2007 - present	Senior Finance Manager	BGT Corporation Public Company Limited

## PROFILES OF BOARD OF DIRECTORS AND EXECUTIVES

No.	Name Position	Age (Yrs.)	Highest Educational	Ratio and No. of shares	Relationship	5 Years' Working Experience		
						Period	Position	Company
12.	Miss Methira Thongsuwan (Senior Account Manager)	48	- B.S. Business Administration, Department of Accounting, Ramkhamhaeng University	As of Jan.1, 2016 0.02% or 90,000 shares  As of Dec. 31, 2016 -none-	-	June 2007 - present	Senior Account Manager	BGT Corporation Public Company Limited
13.	Mrs. Natthamon Buala (Chief Business Officer)	45	- Master of Business Administration, SME Management, Ramkhamhaeng University	As of Jan.1,2016 0.04% or 149,700 shares  As of Dec. 31, 2016 -none-	-	February 2009 - present	Chief Business Officer	BGT Corporation Public Company Limited

Remark

\* The Director number 1, 2, 3 and 4 are authorized directors

## MAJOR SHAREHOLDERS

List of the top 10 shareholders as shown in the Share Registration Book as of December 31<sup>st</sup>, 2016

		Shares	Ratio (%)
1.	Ms. Dolnapa Tumwattana	77,876,750	21.56
2.	Mr. Goh Kok Cheng (Dickson)	47,427,200	13.13
3.	Dr. Nopdol Tumwattana	47,337,800	13.10
4.	Mr. Goh Kok Beng	47,297,450	13.09
5.	Mr. Surin Banyoungpongler	14,591,900	4.04
6.	Mr. Anurak Boonsaweng	8,130,000	2.25
7.	Mr. Shaen Poondee	5,391,100	1.49
8.	Mr. Kiat Srijomkwan	5,366,800	1.49
9.	Mr. Wichien Srimunnimit	5,270,000	1.46
10.	Ms. Somjit Tharaamornrat	4,752,600	1.32
<b>Total Shares</b>		<b>263,441,600</b>	<b>72.93</b>

The groups of major shareholders responsible for setting company policies is from Tumwattana's Family being Dr. Nopdol Tumwattana as Directors, in addition to members Malaysian Investors being Mr. Goh Kok Cheng (Dickson) and Mr. Goh Kok Beng.

# OVERVIEW OF NATURE OF THE BUSINESS

## Vision:

To become a leader in a retail business of Ready-to-Wear apparel and related accessories under the Body Glove brand from USA in a concept of California lifestyle, which developed to carry on an intention of the twin brothers, Bob and Bill Meistrell, the legend of waterman with the plan to expand its businesses into other regions in the ASEAN.

## Mission:

1. To focus in the retail business of Ready-to-Wear apparel and accessories with the rights to manufacture and distribute, to differentiate itself with a unique brand character in a concept of Original California Lifestyle.
2. To capture the target group's demand with quality products at affordable prices.
3. To improve our client experience by providing exceptional customer service with trained staff.
4. To continue involvement in Corporate Social Responsibility programs.
5. To generate the most profit for our stakeholders.

## Business operation's goal

The company set the development plan and change pattern of the clothes including to accessories that involving under licenced "Bodyglove" brand be various, for examples the sport clothes which harmonize of lifestyle and customer's preference under idea of Surf & Easy Lifestyles and has channel to distribute to online commercial such as BodyGlove Thailand on facebook, [www.bgt4u.com](http://www.bgt4u.com) and other's distribution channel such as Lazada, Instagram etc.

## The business implementation strategy

### 1. The strategy of products

The company realizes the variety of customers' groups, therefore, we has designed the products having various compatibilities and are modern in order to meet the needs of customers. With regard to this, we try to create the brand awareness to make it more well-known. Especially, we are emphasizing on current customer base and new customer base by doing the marketing in many advertising media such as radio, magazine and participating in several activities.

### 2. The strategy of distribution channels

The company has distribution channels available in department stores and Modern Trade in both Bangkok and we have expanded to every regional part in order to serve the needs of customers. Currently, at the end of year 2016, the company has 37 shops in Bangkok and 129 shops in other provinces. We have expanded the customer base to cover online media customers. Customers are able to order the goods at [www.bgt4u.com](http://www.bgt4u.com) and also follow the promotions via Facebook, Instagram from which we get the good response from our customers.

### 3. The strategy to build the management's effectiveness

The company's management emphasizes on a systematic and effective management in every department. We place an importance on sorting, product's quality control and every process of work. We have a marketing plan and selling plan by implementing the promotions to draw our customers. We have a working monitoring via information technology and working control in order to make it effective. In addition, we have salesperson training and workshop to develop their working potential.

BGT Corporation Public Company Limited has been in a retail business of ready-to-wear apparels and related accessories under the trademark of Body Glove with Hand Device as its logo. The distribution has passed through both own stores and department stores since 1988 and expanded to all over regions of Thailand. In 2016, one of the Company's strategic focuses is to continuously develop store expansion by adding more flagship stores and counters in the department stores. The Company differentiates itself with uniqueness in store designs and consistently redecorates existing flagship stores to be as up-to-date as newly opened stores. Additionally, the Company places high emphasis on the selection of new store location, which is in prime areas and serve well with market demands.

As of December 31st, 2016, the products have been distributed and sold through 85 Body Glove flagship stores located in prime business locations and through 81 counters in the leading department stores in Thailand and open the shop in social network for selling products through online in [www.bgt4u.com](http://www.bgt4u.com) and Lazada. Moreover, the Company also has its head office and one warehouse, located at the address 188, Suwinthawong Road, Minburi, Minburi, Bangkok, where is convenient for distributing products to various stores and overseeing the inventory.

## **Nature of the Business**

### **Product Characteristics of Body Glove**

The Company's products are divided into 3 categories as follows:

#### **1. Ready-to-wear Apparels under Body Glove Trademark**

The Company is a distributor of ready-to-wear apparels which designed for men and women, ages above 15 years. The product varieties are in the range of choices, captivating designs and colors, also are featured with high absorbency, soft and durable fabric to make it easy to wear and take care of its long lasting colors.

##### **The ready-to-wear apparels are classified into 4 types as follows:**

(1) Active Collection : Ready-to-wear apparels which designs are taken an emphasis on season climates which has specific identity of the California lifestyle and used of innovative and unique designs of Body Glove trademark to be imprinted on the products. Some of the products are T-shirt, V-neck T-shirt, sheer T-shirt, seamless T-shirt, collared T-shirt, 3-quarter shorts, 4-quarter shorts, casual shorts, nylon shorts, cargo shorts and other modern and trendy style fashion products, etc. The product prices range from Baht 890-2,890 and gears to target youngsters and working professionals as main customers.

(2) Pima Tee Collection : Ready-to-wear apparels that based its design on specific design identity, and easy to wear in all occasions. the products don't have Body Glove trademark. Some of the products are Polo shirt, shirt, long sleeves shirt, collared shirt, etc. The product prices range from Baht 690-1,990 and gears to target youngster and working professionals as main customers.

(3) Body Glove Activate Collection: is an apparel men and ladies, which suitably wearing to exercise and comfort to wear, the clothes has the air flow on texture, high elastic for wearing which made of high quality polyester spandex. The BODY GLOVE activate collection is consisted of sport bra, vest, polo tees, shirts and legging. The product prices range from Baht 890-1,190 and gears to target loving exercise and people who take care themselves.

(4) Sport Casual collection : is an sport casual apparel which comfort to wear. the sport casual collection is consist of T-shirt, V-neck, Jacket, 4-quarter short. The product price range from Baht 790-1990 and gear to target sport liking customer and loving health.

#### **2. Accessories under Body Glove Trademark**

The products in this category have become a valuable component in the product mix. They are offered in wide ranges of selection with different types and designs, for example, shoulder bag, backpack, traveling bag, wallet, pencil case, cap, socks, men's underwear, etc. The product prices range from Baht 189-2,290 and gears to target youngsters and working professionals as main customers.

#### **3. BG PRO (Professional Water Sport Gears)**

The products in this category is another component of the product mix in which it can help create a committed brand image for Body Glove as a professional water sport brand of the California lifestyle. The product prices range from Baht 890-18,590 and are included of wetsuits, rash guards, snorkeling gears, PFD's (vest and life jackets), body boards, and soft surfboards. This product category has a very focused group of customers, such as divers, surfers, recreational sport lovers, and kids.

## **Market Conditions and Competitiveness**

### **Industry Outlook**

Thai Garment Manufacturers Association had experienced a rapid growth rate that spread over the ready-to-wear apparel industry for men, women and children. For the market section of ready-to-wear apparels in the country is highly competitive among the local ready-to-wear entrepreneurs, the importers of ready-to-wear apparels under international license trademark and the importers of low-cost ready-to-wear from China, Vietnam and India. However, there is no collective data from any trustworthy source that verify total market value branded ready-to-wear apparels in the country. During the past years, the market sector of ready-to-wear apparels in the country was steadily growing. Because each corporation has implemented a full marketing strategy to build brand awareness and popularity and to expand the number of distribution channel for through stand alone Flagship Stores and counters in the department stores. The tendency of an apparel industry tends to expand at close proximity as to the rate of economic growth expansion. However, the industry

will highly remain at a competitive level for local entrepreneurs and ready-to-wear importers. Therefore, a strong emphasis must be taken on developing quality and up-to-date designs to match customer's preferences, as well as building brand awareness and implementing strategies to gain loyalty from consumers.

### **Market Conditions and Competition Policy**

#### **1) Competitive Strategy**

##### **- Product Quality**

The Company's products have unique California lifestyle identity, thus the Company places a high emphasis on the selection of designs for Surf Lifestyle & health products to match customer everyday lifestyle and their demands in the market. The Company values in the importance of product quality and uses only the high quality cotton fabrics to ensure high absorbency rate, softness, durability, comfortableness to wear, ease in cleaning; the products are with ranges of designs and colors to fulfill the needs of the target customers whilst keeping modern and trendy styles to match customer's everyday life.

##### **- Flagship Stores Environments**

The importance of Flagship Store environments was given to the Visual Merchandise Display ("VM Display"), which is consisted of products displays, Display showing decorations, POP signage displays, store arrangements and decoration equipments. Each Flagship Store will be arranged in a standard uniformity to enhance brand recognition to target customers, be giving the emphasis on modernity and unique identity of Body Glove. As for the product presentation, there are 2 types of displays as follows:

1. Arrangement by color scheme such as cool, hot, pastel, bright, gray and displayed in terms of shade, i.e., light to dark, dark to light, light in the center, or dark in the center, etc.
2. Arrangement by category according to the size of the store such as small-sized store, medium-sized store or large-sized store.

VM Display is considered an effective way of product presentation due to

- (1) the format is clean, simple and clear that is easy to remember and select the merchandise;
- (2) the display of merchandise has clear dimension and easy to highlight the prominent product by using the light and color coordination;
- (3) able to present new collections continuously and
- (4) able to display the product by Product Theme or Store Theme to emphasize the sales volume and brand image.

##### **- Service Area**

The Company emphasizes on the value added service by serving the customers with highly trained staff to assure the customer excellent service. The staff will be able to respond to the requirement of the customer's preference and can give useful advice about the products. The staff will be trained to invite the customers to try on the clothing and take care of the customers as deem appropriate in order to increase the customer satisfaction. Moreover, the Company had installed the internet web camera at various Flagship Stores and linked to the head office. As a result, the head office could follow-up on the services provided by the staff at each store location on a real-time basis.

##### **- Pricing Policy**

The pricing policy for the Company's products is based on cost, type of product, model and gross profit margin as preliminary set wherein each store there is only One Price Policy which may be varied on store promotion at different intervals to match the requirement of each target group of customers at each location. In addition, the Company's policy is to offer a reasonable and competitive price to the customer. With this, the Company had launched a super value program by offering a Combo set or selling in pairs by applying to simple clothing that are comfortable to wear, able to mix and match with other products easily. The program is a super value as the products are sold in pairs but can be sold separately as well, for example, Polo shirt, T-shirt, Mini Polo shirt, etc. The price range for this product category is from Baht 590-890, and the target customers are school and college students and young working professionals.

When compared the selling price of the Company to local brand distributors, it can be concluded that our company status is at the competitive edge, especially the "Combo" set products of the same price point as of those local brand due to the Body Glove Trademark is more universally accepted.

### - Market Support and Public Relations

The Company has continued its market support through various advertising campaigns via mass media such as Television, radio, newspaper, magazines, leaflets, billboard at various locations, through event marketing and social network as Facebook in order to build brand awareness under Body Glove Trademark. Additionally, the Company had introduced its product through the company's website [www.bodyglove.co.th](http://www.bodyglove.co.th) to promote new products and news update to the customers. The Company also organized special activities, such as, launching seasonal and special holiday promotion, highlighting promotional area to attract the customer's interest, offering the customer to buy special premium with regular purchased items. Offering Gift Voucher during holiday season, PR on various promotions via different media, building strong relationship with other suppliers, i.e., joined with department stores in renting the area for product distribution and participated in the joint promotion, joined with the government and private entrepreneur for social contribution activities, etc.

## 2) Nature of Customers and Target Groups of Customer

The Company separates its target customers into 2 major groups as follows:

- (1) School and college students, men and women, ages 15-25 years
- (2) Young working professionals and adults, men and women, ages 25 years and over.

The Company placed high emphasis on the continuity of product development to be in line with the requirement of these two groups of target customers.

During the previous 3 years, the Company had not sold to any one particular customer in excess of 30% of total sales revenues due to the nature of retails business operated by the Company.

## 3) Sales and Distribution Channels

The Company has distributed proportion through channel by flagship stores and counters in department stores.

### 1. Distributes channel through flagship stores or counters in department store

Ditribution channel	2014	2015	2016
Through Flagship Stores	68%	69%	73%
Through Counters in Department Stores	32%	31%	27%
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

### 2. Distributes to local of service area

Service Area	2014	2015	2016
Bangkok and Vicinity Area	25%	24%	24%
Provincial Area	75%	76%	76%
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

## REVENUE STRUCTURE

Revenue structure of the Company is classified by product lines during 2014 - 2016:

Items	Separate Financial Statements					
	2014		2015		2016	
	MB	%	MB	%	MB	%
1. Sales revenue						
1.1 Apparel sales	644.28	90.50	685.89	90.56	781.76	92.33
1.2 Related products sales	65.18	9.16	60.97	8.05	62.20	7.35
<b>Total sales revenue</b>	<b>709.46</b>	<b>99.66</b>	<b>746.86</b>	<b>98.61</b>	<b>843.96</b>	<b>99.68</b>
2. Gain on exchange rate	0.08	0.01	0.00	0.00	1.08	0.13
3. Dividend	0.00	0.00	2.58	0.34	0.14	0.01
4. Other incomes	2.37	0.33	7.93	1.05	1.50	0.18
<b>Total revenues</b>	<b>711.91</b>	<b>100.00</b>	<b>757.37</b>	<b>100.00</b>	<b>846.68</b>	<b>100.00</b>

### Additional Explanation:

- All sales revenue from the Company is from domestic sales.
- Related products included backpacks, shoulder bags, traveling bags, wallets, pencilcase, caps, socks, scarf and men's underwear.

Revenue structure of the Company is classified by regions during 2014 - 2016:

Items	Operated by	Separate Financial Statements					
		2014		2015		2016	
		MB	%	MB	%	MB	%
1. Sales revenue							
1.1 Sales revenue from Bangkok and vicinity areas	Company	179.81	25.34	182.43	24.43	200.30	23.73
1.2 Sales revenue from provincial areas	Company	529.65	74.66	564.43	75.57	643.67	76.27
<b>Total sales revenue</b>	<b>Company</b>	<b>709.46</b>	<b>100.00</b>	<b>746.86</b>	<b>100.00</b>	<b>843.96</b>	<b>100.00</b>

### Additional Explanation:

- Sales revenue from Bangkok and vicinity areas during 2016 is earned from 18 shops and 19 department store counters.
- Sales revenue from provincial areas during 2016 is earned from 67 shops and 62 department store counters.

# DESCRIPTION AND ANALYSIS OF FINANCIAL STATUS AND OPERATION RESULT

## 1. Summary of Financial Statements

Statements of Financial Position, Statements of Comprehensive Income and Statements of Cash Flows for the past three years for fiscal year ended December 31<sup>st</sup>, 2014, 2015 and 2016 are shown in the tables hereunder

**BGT Corporation Public Company Limited**  
**The Statements of Financial Position**  
**As at December 31st, 2014, 2015 and 2016**

(Unit : Baht Thousand)

	Separate Financial Statements					
	2014		2015		2016	
	Amount	%	Amount	%	Amount	%
<b>Current Assets</b>						
Cash and cash equivalents	24,856	3.86	26,941	4.09	10,311	1.44
Temporary investments	463	0.07	5,778	0.88	16	0.00
Trade receivables - related party	400	0.06	6	0.00	4	0.00
- other parties	45,419	7.05	41,081	6.23	33,559	4.70
Other receivables Prepaid expenses	1,635	0.25	1,398	0.21	1,990	0.28
Inventories	229,114	35.57	260,257	39.46	340,527	47.70
Other current assets						
- Vat of consignment	8,554	1.33	12,371	1.88	10,313	1.44
- Deposit of goods	2,258	0.35	7,257	1.10	9,827	1.38
- other	3,006	0.47	511	0.07	1,702	0.24
<b>Total Current Assets</b>	<b>315,705</b>	<b>49.01</b>	<b>355,600</b>	<b>53.92</b>	<b>408,249</b>	<b>57.18</b>
<b>Non-Current Assets</b>						
Investment in associated	0	0.00	4,730	0.72	4,730	0.66
Investment in subsidiary	5,960	0.93	0	0.00	0	0.00
Property, plant and equipment	210,686	32.71	190,400	28.87	194,083	27.19
Intangible assets	5,302	0.82	4,908	0.74	5,138	0.72
Other non-current assets						
- Leasehold rights - shop area	49,847	7.74	43,409	6.58	36,971	5.18
- Rental deposits	42,985	6.67	37,245	5.65	42,675	5.98
Deferred tax assets	13,624	2.12	23,171	3.52	22,086	3.09
<b>Total Non-Current Assets</b>	<b>328,404</b>	<b>50.99</b>	<b>303,863</b>	<b>46.08</b>	<b>305,683</b>	<b>42.82</b>
<b>TOTAL ASSETS</b>	<b>644,109</b>	<b>100.00</b>	<b>659,463</b>	<b>100.00</b>	<b>713,932</b>	<b>100.00</b>

### Remark :

These financial statements are the separated financial statements. Because in the year 2015 and the year 2016 the Company prepared its financial statements in which the equity method and consolidated financial statements in the year 2014.

The size and value of the subsidiary are not significant to the financial statements. So do not be compared.

**BGT Corporation Public Company Limited**  
**The Statements of Financial Position**  
**As at December 31st, 2014, 2015 and 2016**

(Unit : Baht Thousand)

	Separate Financial Statements					
	2014		2015		2016	
	Amount	%	Amount	%	Amount	%
<u>Current Liabilities</u>						
Bank overdraft and short-term loans from financial institutions	3,113	0.48	0	0.00	22,087	3.09
Trade payables - related party	832	0.13	194	0.03	1,789	0.25
- other parties	78,638	12.21	76,828	11.65	79,179	11.09
Other payables - Accrued expenses	16,777	2.60	23,883	3.62	32,802	4.59
- Accrued payables-fixed assets	1,216	0.19	806	0.12	4,040	0.57
- Others	237	0.04	260	0.04	249	0.03
Current portion of finance lease obligations	1,263	0.20	2,537	0.38	2,405	0.34
Current portion of long term liabilities	25,258	3.92	19,633	2.98	19,840	2.78
Current income tax payable	2,798	0.44	10,948	1.66	9,894	1.39
Other current liabilities	995	0.15	5,008	0.76	1,257	0.18
<b>Total Current Liabilities</b>	<b>131,127</b>	<b>20.36</b>	<b>140,097</b>	<b>21.24</b>	<b>173,542</b>	<b>24.31</b>
<u>Non-Current Liabilities</u>						
Finance lease obligations	712	0.11	8,874	1.35	6,459	0.90
Long-term borrowings	84,753	13.16	65,109	9.87	45,261	6.34
Employee benefits obligations	8,088	1.26	9,364	1.42	8,756	1.23
Other non-current liabilities	10,007	1.55	10,727	1.63	10,905	1.53
<b>Total Non-Current Liabilities</b>	<b>103,560</b>	<b>16.08</b>	<b>94,074</b>	<b>14.27</b>	<b>71,381</b>	<b>10.00</b>
<b>TOTAL LIABILITIES</b>	<b>234,687</b>	<b>36.44</b>	<b>234,171</b>	<b>35.51</b>	<b>244,923</b>	<b>34.31</b>
<u>Shareholders' Equity</u>						
Share capital - Issued and paid-up share capital	179,756	27.91	180,342	27.35	180,642	25.30
Premium on share capital	69,680	10.82	70,937	10.76	71,581	10.03
Retained earnings - Appropriated Legal reserve	16,318	2.53	17,019	2.58	19,084	2.67
- Unappropriated	143,668	22.30	156,994	23.80	197,702	27.69
<b>Total shareholders' equity of the parent</b>	<b>409,422</b>	<b>63.56</b>	<b>425,292</b>	<b>64.49</b>	<b>469,009</b>	<b>65.69</b>
<b>Total liabilities and shareholders' equity</b>	<b>644,109</b>	<b>100.00</b>	<b>659,463</b>	<b>100.00</b>	<b>713,932</b>	<b>100.00</b>

**Remark :**

These financial statements are the separated financial statements. Because in the year 2015 and the year 2016 the Company prepared its financial statements in which the equity method and consolidated financial statements in the year 2014.

The size and value of the subsidiary are not significant to the financial statements. So do not be compared.

**BGT Corporation Public Company Limited**  
**Statements of Comprehensive Income**  
**For The Year Ended December 31st, 2014, 2015 and 2016**

(Unit : Baht Thousand)

	Separate Financial Statements					
	2014		2015		2016	
	Amount	%	Amount	%	Amount	%
<u>Revenues</u>						
Revenues from sales	709,462	99.66	746,861	98.61	843,965	99.68
Other income						
- Gain on exchange rate	85	0.01	0	0.00	1,080	0.13
- Dividend	0	0.00	2,583	0.34	142	0.01
- Others	2,366	0.33	7,922	1.05	1,502	0.18
Total Revenues	711,913	100.00	757,366	100.00	846,689	100.00
<u>Expenses</u>						
Cost of sales	370,574	52.05	385,534	50.90	426,892	50.42
Selling expenses	259,248	36.42	244,214	32.25	254,918	30.11
Administrative expenses	89,390	12.56	102,036	13.47	107,820	12.73
Finance costs	8,449	1.18	6,342	0.84	5,101	0.60
Total Expenses	727,661	102.21	738,126	97.46	794,731	93.86
Profit (loss) before income tax expenses	(15,748)	(2.21)	19,240	2.54	51,958	6.14
Income tax (revenue) expenses	(2,788)	(0.39)	5,212	0.69	10,650	1.26
Profit (loss) For The year	(12,960)	(1.82)	14,028	1.85	41,308	4.88
Par Value (Baht)	0.50		0.50		0.50	
Earnings per share (Baht)	(0.04)		0.04		0.11	

**Remark :**

These financial statements are the separated financial statements. Because in the year 2015 and the year 2016 the Company prepared its financial statements in which the equity method and consolidated financial statements in the year 2014.

The size and value of the subsidiary are not significant to the financial statements. So do not be compared.

**BGT Corporation Public Company Limited**  
**The Statement of Cash Flows**  
**For The Year Ended December 31st, 2014, 2015 and 2016**

(Unit : Baht Thousand)

	2014	2015	2016
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Profit (loss) for the year	(12,960)	14,028	41,308
Adjustment to reconcile profit (loss) for the year to net cash provided by (used in) from operating activities			
Unrealized loss (gain) on change in value of the temporary investment	(7)	(68)	0
Realized loss (gain) on change in value of the temporary investment	(382)	(247)	(137)
Provision for the decline in value of obsolete inventories	1,112	(315)	1,151
Loss (gain) on sales of subsidiary	0	(5,880)	0
Loss (gain) on sales of equipment	0	4,498	(27)
Loss from disused of asset/loss from disposal	4,328	3,451	1,275
Loss on written off intangible assets	0	0	16
Depreciation and amortization	44,167	36,907	34,115
Unrealized loss (gain) on exchange rate	0	148	178
Employee benefits expenses	1,132	1,276	1,224
Cost of decommissioning and restoration	0	398	580
Shared-based payment reserves	0	671	344
Loss from write - off rental deposits	0	173	0
Dividends received	0	(2,583)	(142)
Interest income	(105)	(85)	(60)
Interest expenses	8,449	6,342	5,101
Current tax expenses	2,798	14,759	9,932
Income tax (revenue) expenses	(5,586)	(9,547)	718
(Increase) decrease in operating assets			
Trade receivables - related party	(275)	393	2
Trade receivables-other parties	4,515	4,338	7,522
Other receivables-prepaid expenses	481	238	(592)
Inventories	12,616	(30,828)	(79,136)
Other current assets	(5,680)	(6,373)	(1,703)
Other non - current assets - rental deposits	1,033	5,567	(5,430)
Increase (decrease) in operating liabilities			
Trade payables-related party	276	(638)	1,595

**BGT Corporation Public Company Limited**  
**The Statement of Cash Flows**  
**For The Year Ended December 31st, 2014, 2015 and 2016**

(Unit : Baht Thousand)

	2014	2015	2016
Trade payables-other parties	6,931	(1,958)	(113)
Other payable-accrued expenses	(2,889)	7,165	8,946
Other payable-fixed assets	(725)	(410)	3,234
Other payables-other	(64)	24	(11)
Other current liability	(9)	4,013	(3,751)
Cash paid for cost of decommissioning and restoration	0	(571)	(677)
Other non-current liabilities - employee deposits	(670)	835	(215)
Cash paid for income tax	(2,168)	(6,558)	(10,987)
<b>Net cash provided by (used in) operating activities</b>	<b>56,317</b>	<b>39,163</b>	<b>14,260</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Dividends received	0	2,583	142
Interest received	105	85	60
Payment for acquisition in temporary investment	(28,000)	(36,000)	(15,000)
Proceeds from sales of temporary investment	28,000	31,000	20,900
Cash paid for increase of capital in subsidiary /associated company	0	(2,270)	0
Proceeds from sales of subsidiary in investment	0	9,380	0
Cash paid for purchase of property, plant and equipment	(11,026)	(6,713)	(31,813)
Cash received from sales of property, plant and equipment	0	3,900	27
Cash paid for intangible assets	(435)	0	(679)
<b>Net cash provided by (used in) investing activities</b>	<b>(11,356)</b>	<b>1,965</b>	<b>(26,363)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Cash paid for interest expenses	(8,537)	(6,294)	(5,027)
Bank overdraft and short-term loans from financial institutions increase	3,113	(3,113)	22,087
Cash received from converting warrents	0	1,171	600
Finance lease obligations (decrease)	(4,567)	(5,538)	(2,546)
Long-term borrowings (decrease)	(41,273)	(25,270)	(19,641)
Dividend paid	(4,311)	0	0
<b>Net cash provided by (used in) financial activities</b>	<b>(55,575)</b>	<b>(39,044)</b>	<b>(4,527)</b>
INCREASE (DECREASE) IN CASH AND EQUIVALENTS- NET	(10,614)	2,084	(16,630)
CASH AND CASH EQUIVALENTS, AT THE BEGINNING OF THE YEAR	35,470	24,856	26,940
<b>CASH AND CASH EQUIVALENT, AT THE END OF THE YEAR</b>	<b>24,856</b>	<b>26,940</b>	<b>10,310</b>

**Remark :**

These financial statements are the seperated financial statements. Because in the year 2015 and the year 2016 the Company prepared its financial statements in which the equity method and consolidated financial statements in the year 2014.

The size and value of the subsidiary are not significant to the financial statements. So do not be compared.

**BGT Corporation Public Company Limited**  
**Ratio Analysis**  
**As of December 31st, 2014, 2015 and 2016**

(Unit : Baht Thousand)

	2014	2015	2016
<b><u>LIQUIDITY RATIO</u></b>			
Liquidity ratio (times)	2.41	2.54	2.35
Quick ratio (times)	0.54	0.53	0.25
Trade receivables turnover ratio (times)	5.11	5.68	7.13
Average collection period (days)	71	64	51
Inventory turnover (times)	1.58	1.59	1.43
Average selling period (days)	231	230	255
Trade payables turnover (times)	4.88	4.93	5.40
Average payment period (days)	75	74	68
Cash Cycle (days)	227	220	238
<b><u>PROFITABILITY RATIO</u></b>			
Gross profit margin (%)	47.77%	48.38%	49.42%
Operating profit margin (%)	(1.03%)	3.38%	6.74%
Net profit margin (%)	(1.82%)	1.85%	4.88%
ROE (%)	(3.10%)	3.36%	9.24%
<b><u>EFFICIENCY RATIO</u></b>			
ROA (%)	(1.93%)	2.15%	6.02%
Total Assets turnover (times)	1.06	1.15	1.23
<b><u>FINANCIAL POLICY RATIO</u></b>			
DE ratio (times)	0.57	0.55	0.52
Time interest Earned (times)	(0.86)	4.03	11.19
<b><u>SHARE PROFILE</u></b>			
Par value (Baht)	0.50	0.50	0.50
Book value per share (Baht)	1.14	1.18	1.30
Basic earnings per share (Baht)	(0.04)	0.04	0.11

**Remark :**

These financial statements are the separated financial statements. Because in the year 2015 and the year 2016 the Company prepared its financial statements in which the equity method and consolidated financial statements in the year 2014.

The size and value of the subsidiary are not significant to the financial statements. So do not be compared.

## **2. Management Clarification and Analysis on Financial Status and Operating Results**

The Company's operation results for the past three years(Y2014-2016)as presented in the Separate financial statements were relatively growing due to the increasing of sales growth in total revenues. The Company's net profit before interest and income tax expenses for the fiscal year ending December 31<sup>st</sup>,2016 was Baht 57.06 million.The finance cost was Baht 5.10 million and income tax expense was Baht 10.65 million ; thus, profit for the year was Baht 41.31 million, increased Baht 27.28 million or 194.46 % when compared to the previous year.

### Revenue

In Y2016, the sales revenues was Baht 843.96 million, increasing 13.00% when compared to Y2015 sales revenues of Baht 746.86 million due to the Company offer a diverse product even more and has more promotion of goods especially in weekends. The growth in sale revenues was due to continuously opened flagship stores and counters in department stores Basically, the total sales revenues were generated from 77 flagship stores and 71 counters in department stores in Y2015 to 85 stores and 81 counters at the end of Y2016.

In Y2016 the Company's revenues from flagship stores were accounted for 72.62% revenues from counters in the department stores were accounted for 27.38% of total sales revenues.

The Company believes that continuity of marketing activities and well-selection of products as to be correspondent to the demand of the target customers contribute to our success. Therefore, the Company has consistently developed and introduced newly designed ready-to-wear apparels to match the customers' needs while following the trend of unique California Lifestyle to cultivate the customers' admiration of “ Body Glove “ brand.

### Cost of Goods Sold

In Y2016, the cost of goods sold was Baht 426.89 million, increasing 10.73% when compared to Y2015 of Baht 385.53 million. The gross profit margins for Y2015 and Y2016 was equivalent to 48.38% and 49.42% respectively, due to the management reduced the costs more efficiency.

### Selling & Administrative Expenses

In Y2016, the selling and administrative expenses was Baht 362.74 million, when compared to Y2015 of Baht 346.25 million, increased from the previous year 4.76% as a result of the changes in advertisement fee and the employee's expenses.

### Finance cost

In Y2016, the finance cost was Baht 5.10 million, or 0.60% of total revenues when compared to Y2015 of Baht 6.34 million, or 0.84 % of total revenues. In Y2016, the interest payment decreased from the previous year 19.57%.

Net profit margin for Y2015 and Y2016 was equivalent to 1.85% and 4.88% respectively.

As of the consolidated financial statements of Y2016, total revenues was Baht 846.55 million, increased Baht 97.72 million or equivalent to 13.05% when compared to Y2015. The Company has profit for the year attributable to shareholder's equity of parent company equivalent to Baht 39.60 million, increasing Baht 32.51 million or equivalent to 459.01% when compared to Y2015.

## FINANCIAL STATUS

(as presented in the Separated financial statements)

### Assets

As of the end of 2015 and 2016, the Company has total assets of Baht 659.46 million and Baht 713.93 million, respectively. The Company business nature is to operate a retailing business to distribute ready-to-wear clothing and related products through various shops in Bangkok and major provinces in all regions of the country. Thus, the assets are mainly comprised of:

- (1) Inventories are such as finished goods and raw material. As of the end of 2015 and 2016 net inventories were total of Baht 260.26 million and Baht 340.53 million, respectively.
- (2) Property, plant and equipment such as land, building and building improvement, decorative, office supplies and vehicles. As of the end of 2015 and 2016 net property, plant and equipment were total of Baht 190.40 million and Baht 194.08 million, respectively.
- (3) Net leasehold rights - shop area as of the end of 2015 and 2016 were total of Baht 37.25 million and Baht 42.67 million, respectively.

The current assets as of the end of 2015 and 2016 were Baht 355.60 million and Baht 408.25 million, respectively. The current assets mainly composed of inventories, trade receivable-other parties and cash and cash equivalents.

### Asset quality

The Company has trade receivables-other parties were Baht 41.08 million and Baht 33.56 million as of the end of 2015 and 2016, respectively.

### Details of receivable-other parties as of the end of 2014, 2015 and 2016

(Unit: Baht)

Trade receivables	Separate Financial Statements		
	As of Dec 31 <sup>st</sup> , 2014	As of Dec 31 <sup>st</sup> , 2015	As of Dec 31 <sup>st</sup> , 2016
Not overdue	44,175,730.46	39,988,328.98	33,020,816.60
Overdue			
Less than 3 months	1,243,261.68	1,092,729.10	537,789.26
3 to 6 months	-	-	-
6 to 12 months	-	-	-
Over 12 months	-	-	-
<b>Total Trade Receivables</b>	<b>45,418,991.64</b>	<b>41,081,058.08</b>	<b>33,558,605.86</b>

On the average the Company provides credit term for customers approximately 30- 60 days. During 2015 and 2016, the Company has average collection period of 64 days and 51 days, respectively. The Company has its own policy to collect debt according to the given credit term. Presently the trade receivables decrease which mainly from the Company has less promotion of goods with Department stores. The Company's trade receivables were Baht 41.08 million and Baht 33.56 million, respectively.

The Company has net inventories as at the end of 2015 and 2016 of Baht 260.26 million and Baht 340.53 million, respectively.

### Details of Inventories as of the end of 2014, 2015 and 2016 were as follow:

(Unit: Baht)

Inventories - Net	Separate Financial Statements		
	As of Dec 31 <sup>st</sup> , 2014	As of Dec 31 <sup>st</sup> , 2015	As of Dec 31 <sup>st</sup> , 2016
Finished goods	225,398,148.17	256,799,648.28	340,393,002.67
<u>Less</u> Provision for obsolete inventories	(3,539,112.27)	(3,223,852.38)	(4,375,138.42)
Finished goods - Net	221,859,035.90	253,575,795.90	336,017,864.25
Raw materials and supplies	1,479,044.42	1,701,613.71	2,223,623.63
Goods in transit	5,776,067.87	4,979,736.34	2,285,756.91
<b>Inventories - Net</b>	<b>229,114,148.19</b>	<b>260,257,145.95</b>	<b>340,527,244.79</b>

During 2015 and 2016, the Company has average inventory turnover period of 230 days and 255 days, respectively. The Company implements various marketing plans to match specific product lines or designs such as sales promotion campaign or special prices in special time period, etc. Presently inventories increase in relation to the Company offer a diverse product even more.

#### Trademark

The Company records Baht 17.36 million for trademark, and has accounting policy for trademark by stating at cost net of accumulated amortization, with amortization period over 10 years in straight - line method, starting from July 2007. As of December 31<sup>st</sup>, 2016, net trademark was Baht 4.24 million which decreased of Baht 13.13 million from accumulated amortization.

#### Liquidity

Changes in cash flow during each accounting period are as follow;

In 2015, the Company reported profit for the year in an amount of Baht 14.03 million but net cash flows from operating activities of Baht 39.16 million of cash inflow, mainly due to

- Increasing on depreciation and amortization expenses of Baht 36.91 million,
- Decreasing on gain on sales of subsidiary of Baht 5.88 million,
- Increasing on net payment of income tax of Baht 5.21 million,
- Increasing on decreased in trade receivables-other parties of Baht 4.34 million,
- Decreasing on increased in inventories of Baht 30.83 million and
- Increasing on decreased in rental deposits of Baht 5.57 million.

For net cash flows from investing activities in 2015 were Baht 1.97 million of cash inflow, due to the Company has purchased net property, plant, and equipment in amount of Baht 2.81 million, decreasing on net payment in temporary investment of Baht 5.00 million and increasing from sales of subsidiary in investment of Baht 9.38 million. The net cash flows were spent in financing activities during 2015 for Baht 39.04 million of cash outflow, the Company has paid interest of Baht 6.29 million and repaid a principal long-term borrowings from financial institutions in amount of Baht 25.27 million.

In 2016, the Company reported profit for the year in an amount of Baht 41.31 million but net cash flows from operating activities of Baht 14.26 million of cash inflow, mainly due to

- Increasing on depreciation and amortization expenses of Baht 34.12 million,
- Increasing on interest payment of Baht 5.10 million,
- Increasing on net payment of income tax of Baht 10.65 million,
- Increasing on decreased in trade receivables-other parties of Baht 7.52 million,
- Decreasing on increased in inventories of Baht 79.14 million
- Decreasing on increased in rental deposits of Baht 5.43 million and
- Increasing on increased in accrued expenses of Baht 8.95 million.

For net cash flows from investing activities in 2016 were Baht 26.36 million of cash outflow, due to the Company has purchased net property, plant, and equipment in amount of Baht 31.79 million, increasing on net selling in temporary investment of Baht 5.90 million The net cash flows were spent in financing activities during 2016 for Baht 4.53 million of cash outflow, the Company has paid interest of Baht 5.03 million, increasing on bank overdraft and short-term loans from financial institutions of Baht 22.09 and repaid a principal long-term borrowings from financial institutions in amount of Baht 19.64 million.

Liquidity ratios of 2015 and 2016 were 2.54 times and 2.35 times, respectively.

Quick ratios of 2015 and 2016 were 0.53 times and 0.25 times, respectively. The Company has more invested in products purchasing whereas the cash inflows from sale of goods as cash from the shops.

Cash cycles in 2015 and 2016 of the Company were 220 days and 238 days, respectively, are mainly due to;

- (1) In 2015 and 2016, average collection periods were 64 days and 51 days due to its own policy to collect debt according to the given credit term (60 day).
- (2) In 2015 and 2016, average selling periods were 230 days and 255 days. The inventory continuous increased during the end period of Y2016.
- (3) In 2015 and 2016, average payments in equally period have shortened from 74 days to 68 days, which is consistent with the Company's payment credit term of 90 days.

#### Sources of fund

Shareholders' equity of the Company as of the end of 2015 and 2016 were at Baht 425.29 million and Baht 469.01 million, respectively due to the Company's financial performance in 2016 increase. Moreover, the funds are partly from profitable operation, and financial institutions also from capital increase during late of 2007. For debt to shareholders' equity ratio as of the end of 2015 and 2016 were 0.55 times and 0.52 times, respectively.

The Company has following obligations as at the end of December 31<sup>st</sup>, 2016:

- (1) The long-term lease agreements on shop area and services for the period of 1 - 28 years with expiration date ranging from 2016 to 2024.
- (2) Accommodation lease agreement with a related party for 3 years, commencing in January 2015.

The future minimum rental payment and services under the above operating leases are as follow:

(Unit: Million Baht)

Lease Agreement	Period of Time		
	Not later than one year	Later than one year but not later than five years	Later than five years
Shop area and services	71.21	78.25	2.65
Accommodation	1.44	-	-

The said sources of fund shall come from working capital and/or loan and/or capital increased, depending on monetary and capital market conditions.

#### Liabilities

Total liabilities of the Company as at the end of 2015 and 2016 were Baht 234.17 million and Baht 244.92 million, respectively. Total liabilities were increased by using on short-term loan from financial institutions and some long-term borrowings have been fulfilled. Liabilities were mainly comprised of trade payables and other long-term borrowings with following details:

- (1) Trade payables-other parties as of the end of 2015 and 2016 were Baht 76.83 million and Baht 79.18 million, respectively. And the average payment in equally period of 74 days and 68 days, respectively.
- (2) Other long-term borrowings (including current portion which payment due within one year) as of the end of 2015 and 2016 were Baht 84.74 million and Baht 65.10 million, respectively.

During the past, the Company has strictly complied with the loan conditions and pay principal and repayments according to the repayment schedule.

#### Factors that may affect business operation or future financial status

The Company operates retailing business to distribute the ready-to-wear clothing and related products under trademark of "Body Glove". The performance depends on clothing preference and lifestyle of the Company's target group of customers and their purchasing power. Therefore, the Company must select the products to be consistent with the needs of prospective target group.

The Company must implement appropriate marketing strategies in term of products, pricing, distribution channels and promotion. Moreover, the Company must control cost of sales, selling - related expenses and utilize technology to ensure efficient inventories control and distribution process.

# RISK FACTORS

The Company's risk factors are classified as follows:

## 1. Risk from Business Operations

### 1.1 Risk from breach of contract on significant terms

The Master Licensing Agreement for the exclusive right in Body Glove Trademark entered by and between the Company and IP Global Investments America, Inc. ("IPG"), the contract party, have set forth the significant terms as follows:

(1) The Company must pay a royalty fee which consisted of the initial fee and quarterly royalty fee based on the confirmed sales. The Company has paid an initial upfront fee as specified in the agreement and paid completely at the end of the first quarter of 2012. The Company is confident it has the sufficient cash flow to pay since the Company's sale revenues grow continuously.

(2) Responsible for Brand Regional Marketing Contribution at the rate as agreed upon mutual determination between the Company and IPG as stated in the Agreement. Presently, such contribution for the said Brand Regional Marketing had been waived for the Company.

(3) The expansion into authorized territories: Vietnam, Burma, Laos, Cambodia and the Philippines, or any other country, within the first 3 years starting from July 1st, 2007, should the Company fail to enter such country to sell Body Glove products within the terms and conditions as set forth in the Agreement, the Company may receive a written notice to remove a particular country from the authorized list.

However, should the Company expand the business into the authorized territory within 6 months after received the written notice from IPG, it deems as the Company could fulfil its task according to the condition as set forth in the Agreement.

Moreover, in the event of the Company has ceased sales or operations or failed to submit the sales reports for 6 months consecutively to the newly expanded country in the authorized territory; then, IPG has written notice, the Company must resume to operate the business in such country within 6 months. If the Company fails to do so, the said country will be terminated from the authorized list.

Presently, the abovementioned period condition for expansion into authorized territories has been thoroughly acknowledged and agreed by IPG and the Company has never received a written notice in the past years.

### 1.2 Risk from Change of Target Customers and their Preference on Ready-to-wear Apparel

The Company operates a retail business of ready-to-wear apparel and accessories under the Body Glove trademark where these ready-to-wear apparel and accessories are considered as fashionable items that tend to change with popularity and demand subject to personal preference and individual lifestyle of the target customers. If the Company cannot promptly provide the products to match the target customer's preference, this may cause an effect on the Body Glove trademark: to be unapproved by consumers and out of their consideration set, resulting in negative impact on sales revenue, operating results, as well as financial status of the Company.

Nevertheless, the Company has been operating its business under the concept of Surf Fashion and Easy Lifestyle, while also continuously researching and studying on lifestyle and patterns of the target customers and changes of ready-to-wear trends and consumer popularity towards related products. The findings from such researches and studies have played a major role in product design and development, that is; correspondent to trends and requirements of the target customers at different period of time. The target groups of customers are divided into 2 major groups, for example: school and college students, both men and women, age 12-25 years; and young working professionals to adults, both men and women, age 25 years old and over. With this, the Company continues to alter its products in every 4-6 months period, in terms of patterns, colors, designs to be in line with the changes of consumer's preference. Additionally, the Company always ensures its products to be made of high quality fabrics and materials that provide comfort and ease in caring; it is the Company's policy to deliver only the finest quality goods with the best service to the customers. As a result, the Company has earned its reputation and continuous support from our target customer up to now.

### 1.3 Risk from Renewal Contract of Flagship Store

The major income proportion from the Company's sales mostly 73% derived from the sales through Flagship Stores. As these aforementioned stores are under lease agreement of 1-28 years term with contract ending date from year 2016-2024 onward, the Company may risk a chance of non-renewal lease agreement or risk from rental rate and service fee increase in proportion

However, all lease agreements authorized the Company the full right option to extend the term of the lease at the expiration period of the agreement where such clause relating to the rental adjustment are clearly stated. Throughout the past years, the Company had strictly followed the terms and conditions as set in the said agreements and never once an agreement were terminated by the lessor. In addition, the Flagship Stores located in the department stores help drawing the consumer's attention to use the service from the department stores are offering which in turn benefiting both the department store business and the Company. Therefore, we believe that we will receive a continued support in extending the lease agreement from the lessor in the future.

## **2. Risk from Procurement and Product Accessibility**

### **Risk from Dependency on Suppliers**

The Company's main operation is retail business of ready-to-wear apparel and accessories under the Body Glove trademark where the Company has no policy to manufacture its own clothing or accessories by oneself. However, it is the Company's policy that all the clothings and accessories are purchased through the reputable suppliers under the Company's direction on product design pattern. Additionally, each supplier must get an approval from the exclusive master licensee prior to the said arrangement. In the event of the Company is unable to place product orders through quality suppliers, this may result in the shortage of different products and may have an effect on the quality of the Company's products as a whole. If this happens, it will have negative impact on the Company's reputation and Body Glove trademark as well as the sales volume.

However, the Company has a policy to order products from various reputable and worthy suppliers, both domestic and oversea. Furthermore, the Company has a policy to build up strong relationship and commitment with each supplier on a continual basis and has never faced any problem about the suppliers in the past years.

## **3. Risk from Management Administration**

### **Risk in Control by Two Major Shareholder Groups with Total Shares Held Over 50%**

The Company has the Tumwattana family which consisted of Miss Dolnapa Tumwattana and Dr. Nopdol Tumwattana, and Malaysian Investors which consisted of Mr. Goh Kok Cheng, (Dickson) and Mr. Goh Kok Beng as two major shareholder groups. If the shareholders of these two groups added up the vote at the Meeting, they can take control over the resolution of the Shareholder's Meeting in almost all area including the appointment of directors or other decisions which require majority vote by shareholders with exception on the law or Company's regulations that require 3 out of 4 votes from the Shareholder's Meeting. Hence, other shareholders may not be able to control the collective voting rights for inspection and control power balance with a majority shareholder.

Nevertheless, the two groups of shareholders can control power balance over the management administration between them. In consideration of the Company's operation structure which consisted of Board of Directors and Audit Committee, it clearly specifies the structure of management administration providing qualified individuals with scope of responsibilities and authorization levels of the Board of Directors and Audit Committee that clearly identified and transparent. As for the procedure on any connected transactions with the Board of Directors, major shareholders, the control power authority or any party which may be potentially causing the conflicts of interest, such individual will not be allow to authorize the respective transactions. It will be reported to the Audit Committee for control power balance to ensure transparency and confident of the shareholders whilst controlling power balance of the Company's management administration.

### **Risk from associated company business operation**

The Company holds 23.65% of shares in the BGT Technology Company Limited ,so the status has changed to the associate.

The company get the payment in term " dividend money" however , if the associate loss the incomes or profits , The Company will recorded the allowance for losses on impairment of investments in the statement of comprehensive income of the Company.

The company has taken measures to prevent investments risk by choose the audit committee in associates company to prove or control the business operation.

## CONNECTED TRANSACTIONS

### 1. Connected Transactions

As of December 31st, 2015 to December 31st, 2016, the Company has Connected Transactions with person who may have conflict as follows:

PARTY WITH POTENTIAL CONFLICT	RELATIONSHIP	CONNECTING TRANSACTIONS	AMOUNT (Million Baht)		COMMENTS OF AUDIT COMMITTEE
			DEC 31, 2015	DEC 31, 2016	
1. Dr. Nopdol Tumwattana	Dr. Nopdol Tumwattana is a Chairman of the Board and holds 13.10% of shares as of December 31 <sup>st</sup> , 2016	<p>Dr. Nopdol Tumwattana holds the shares in Gold Master Company Limited about 11.82 % of total shares. As of October 15, 2015, the company sold two cars to Gold Master Company Limited which brought the cars about 1,800,000 baht per one car ( this price includes value added tax )</p> <p>The transaction occurred between the parties as follow;</p> <p>- Selling the properties</p>	3.60	-	The cost of car is over than the ordinary price when it compared with the cost of used car which the car was evaluated prices about 1,700,000 baht per one car

As of December 31st, 2015 to December 31st, 2016, the Company has Connected Transactions with person who may have conflict as follows:

PARTY WITH POTENTIAL CONFLICT	RELATIONSHIP	CONNECTING TRANSACTIONS	AMOUNT (Million Baht)		COMMENTS OF AUDIT COMMITTEE
			DEC 31, 2015	DEC 31, 2016	
2. Mr. Goh Kok Cheng , (Dickson)	Mr. Goh Kok Cheng , (Dickson) is a President / Chief Executive Officer and holds 13.13% of shares as of December 31 <sup>st</sup> , 2016	<p>Mr.Goh Kok Cheng , (Dickson) holds 49% of total shares of Great Management Company Limited, the owner of accommodation in “The Star Estate at Pattanakarn” Project.</p> <p>BGT Corporation Pcl. has signed on accommodation lease agreement with the Company for BGT Executive’s residence, the details are following;</p> <p>Total area of 84.60 square wah, 3-storey residence.</p> <p>The initial term of an agreement shall be for a period of three (3) years, commencing from January 1st, 2012 to December 31st, 2014. The rental rate is in an amount of 120,000 baht per month.</p> <p>As of January 1 , 2015 the company has extended a contract for renting accommodation for 3 years during January 1, 2015 until December 31, 2017. The rent of accommodation is amount of 120,000 baht per month</p> <p>The transaction occurred between the parties as follows;</p> <ul style="list-style-type: none"> <li>- Rental Fee</li> <li>- Accrued Rental Fee</li> </ul>	1.44 -	1.44 -	The rental fee of this transaction is below the market rate when compared to the other renting residence in the same area which is around Baht 130,000 / month

As of December 31st, 2015 to December 31st, 2016, the Company has Connected Transactions with person who may have conflict as follows:

PARTY WITH POTENTIAL CONFLICT	RELATIONSHIP	CONNECTING TRANSACTIONS	AMOUNT (Million Baht)		COMMENTS OF AUDIT COMMITTEE
			DEC 31, 2015	DEC 31, 2016	
3. Mrs. Natthamon Bualar	Mrs. Natthamon Bualar is a Chief Business Officer of the Company not hold any shares of the Company.	Mr. Pisol Bualar (husband) holds 30% of total shares of MeeSilmeesub Company Limited. The transaction occurred between the parties as follows; - Printing - Accrued Trade Payable	0.51 0.07	0.65 -	The price of printing is lower than the market price, when compare to the other traders.

As of December 31st, 2015 to December 31st, 2016, the Company has Connected Transactions with person who may have conflict as follows:

PARTY WITH POTENTIAL CONFLICT	RELATIONSHIP	CONNECTING TRANSACTIONS	AMOUNT (Million Baht)		COMMENTS OF AUDIT COMMITTEE
			DEC 31, 2015	DEC 31, 2016	
4. BGT Technology Company Limited	BGT Corporation Public Company Limited established the new associates called BGT Technology Co., Ltd. and holds 23.65 % of shares in the BGT Technology Co., Ltd. as of December 31 <sup>st</sup> , 2016.	<p>BGT Technology Co., Ltd., new subsidiary was established on January 3rd, 2013 with registered capital of 5 million baht, suited at the same place of BGT Corporation Pcl.</p> <p>On march 27, 2015. The company was sold the investment of BGT technology Co, Ltd amount of 35% of all investment pays so the right of control was over. From this situation has changed the status from subsidiary to association company.</p> <p>As September 2015, BGT technology Co, Ltd has increased registered capital of 10 million baht to 20 million baht totally of registered capital and on September 8, 2015 , the company has increased investment in BGT technology of 2.27 million baht to 4.73 million baht then the company holds the shares about 23.65% of all investment</p> <p>Other income ;</p> <ul style="list-style-type: none"> <li>- The Company has products transported to associate with other income such as renting fee , Office expenses etc.</li> <li>- Trade account receivable</li> </ul>	0.17	0.47	The audit committees have considered that the mentioned transaction was reasonable, since it's agreed price policy.
			0.01	-	

As of December 31st, 2015 to December 31st, 2016, the Company has Connected Transactions with person who may have conflict as follows:

PARTY WITH POTENTIAL CONFLICT	RELATIONSHIP	CONNECTING TRANSACTIONS	AMOUNT (Million Baht)		COMMENTS OF AUDIT COMMITTEE
			DEC 31, 2015	DEC 31, 2016	
5. BGT Technology Company Limited	BGT Corporation Public Company Limited established the new associates called BGT Technology Co., Ltd. and holds 23.65 % of shares in the BGT Technology Co., Ltd. as of December 31 <sup>st</sup> , 2016	<p>BGT Technology Co., Ltd., new subsidiary was established on January 3rd, 2013 with registered capital of 5 million baht, suited at the same place of BGT Corporation Pcl.</p> <p>On march 27,2015. The company was sold the investment of BGT technology Co.Ltd amount of 35% of all investment pays so the right of control was over. From this situation has changed the status from subsidiary to association company.</p> <p>As September 2015, BGT technology Co.Ltd has increased registered capital of 10 million baht to 20 million baht totally of registered capital and on September 8, 2015 , the company has increased investment in BGT technology of 2.27 million baht to 4.73 million baht then the company holds the shares about 23.65% of all investment</p> <p>The transaction occurred between the parties as follows :</p> <ul style="list-style-type: none"> <li>- Company purchased electronic devices and accessories from BGT Technology</li> <li>- Trade receivable</li> </ul> <p>Other income between the parties as follows ;</p> <ul style="list-style-type: none"> <li>- The dividend money from BGT Technology Co, Ltd</li> </ul>	0.12	2.54	<p>The purchase prices which the Company has received from BGT Technology are normal deal, same rate as when the BGT Technology distributed to others customers. In subject to Company purchased the productsfrom other distributors, prices are in the same rate as when purchased from BGT Technology as well.</p> <p>For credit term policy, the Company has received 30 days from BGT Technology as other coustomers usually receives.</p> <p>Since it is reguraly dealing for purchase price and credit term, same rate as when Company purchases from other distributors. Audit committees have been considered that it's reasonably transaction.</p> <p>At the end of year ( December 31 , 2015) The company get the dividend money from the ending's business of BGT Technology Co, Ltd in term shares rates is amount 2,583,000 baht which one stock was value 105 baht.</p> <p>And the end of year ( December 31 , 2016) The company get the dividend money from the ending's business of BGT Technology Co, Ltd in term shares rates is amount 141,900 baht which one stock was value 3 baht.</p>

## **2. Necessity and Reasonableness of Transactions**

The Connected Transactions are based on the necessity and reasonableness of the ordinary course of business for the best interests of the Company operation and carry a fair price.

## **3. Procedures for the Approval of Connected Transactions**

In the case of Connected Transactions, such consideration must be approved by the Board of Directors and the Shareholder's Meeting, whichever case may be. The Board of Directors or the authorized persons from the Board of Directors are not allowed to participate in the decision on any transaction that a stake-holder or party with potential conflict having common interests or may have conflict of interest in any way with the Company or its subsidiaries. Moreover, the Company must comply with all legal orders concerning securities and the Stock Exchange. In the event the Company has registered securities in the Stock Exchange of Thailand, the Company shall comply with all regulations, announcements, orders or procedures of the Stock Exchange of Thailand in addition to the procedures on disclosure of information on the Connected Transactions and the acquisition or disposal of assets.

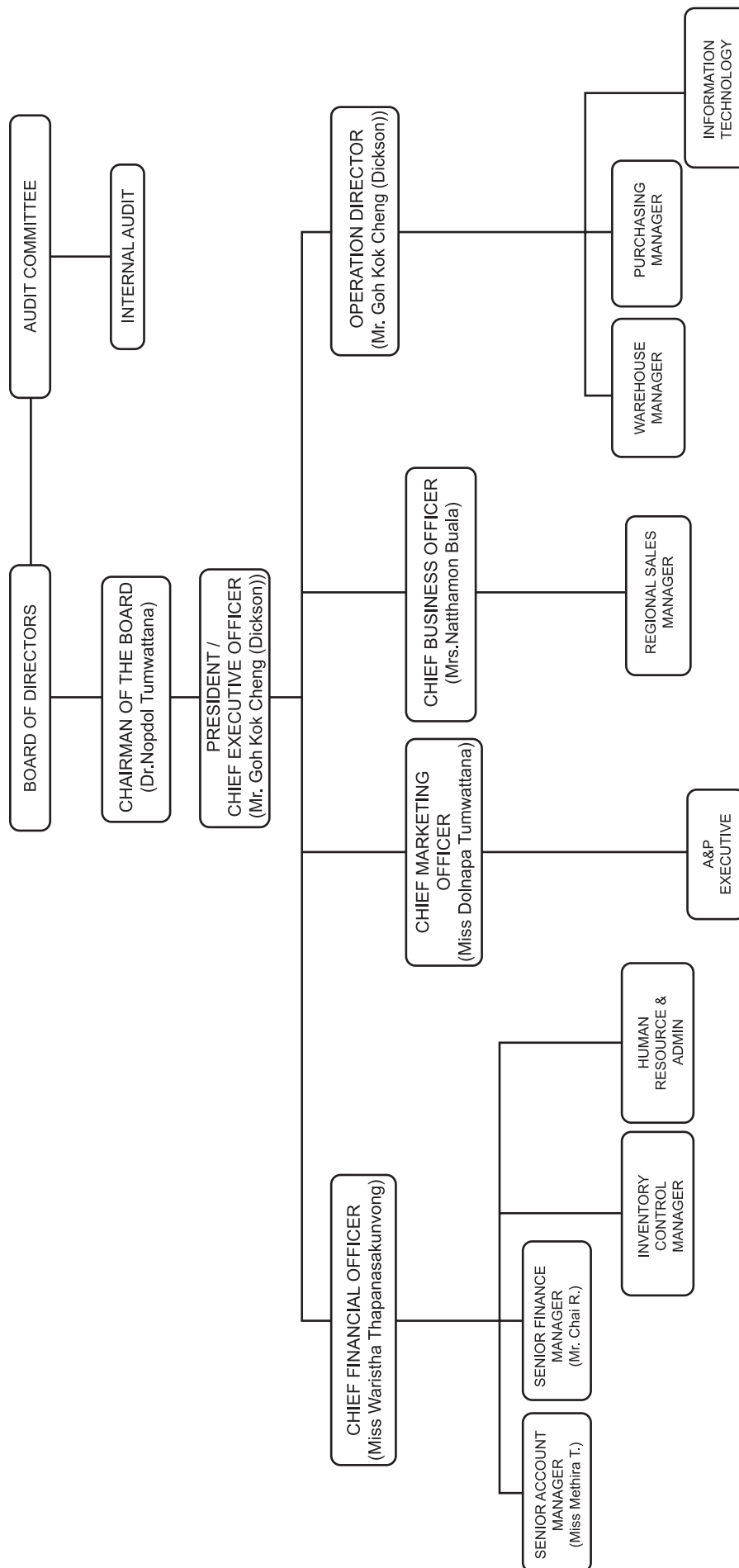
## **4. Policy on Connected Transactions in the Future**

The Company has a policy that the future connected transactions may occur under the Board of Directors's consideration based on the necessity and reasonableness of the ordinary course of business and have prices comparable to prevailing market rates for the best interests of the Company. However, the Company may allow the Audit Committee or the Company's Auditor or Independent Advisor to review and comment on the prices and the reasonableness of any future transaction. Whereas the Company shall comply with all legal and regulatory orders as stipulated by related departments on Connected Transactions, i.e. the Securities and Exchange Commission, the Stock Exchange of Thailand.

# MANAGEMENT

## 1. Management Structure

Organization Chart of BGT Corporation Public Company Limited



As of December 31<sup>st</sup>, 2016, the management structure of the Company has comprised of the sets of Committees, namely, the Board of Directors, Independent Directors and the Audit Committee as follows:

**(a) The Board of Directors is comprised of 8 Directors as follows:**

1.	Dr. Nopdol Tumwattana	Chairman of the Board
2.	Mr. Goh Kok Cheng (Dickson)	President / Chief Executive Officer
3.	Mr. Goh Kok Beng	Director
4.	Mrs. Mullika Tumwattana	Director
5.	Assoc. Prof. Dr. Nantarika Chansue	Director
6.	Pol.Gen. Sereepisuth Temeeyaves	Director, Independent Director and Chairman of Audit Committee
7.	Professor Emeritus Dr. Surapone Virulrak	Director, Independent Director and Audit Committee Member
8.	Mr. Panu Kongtan	Director, Independent Director and Audit Committee Member

With Miss Waristha Thapanasakunvong served as Secretary to the Board of Directors

**Authorized Persons**

The names and numbers of authorized persons to sign on behalf of the Company are Dr.Nopdol Tumwattana or Mrs. Mullika Tumwattana, either one Director, to co-sign with Mr.Goh Kok Cheng (Dickson) or Mr.Goh Kok Beng, either one Director, total two persons and accompanied with a stamp of the Company's Seal.

**Scope of Duties and Responsibilities of Board of Directors**

The Board of Directors shall perform their duties and responsibility to carry out the Company's business in compliance with the laws, the objectives, the Articles of Association of the Company, and the resolutions of Shareholder's Meetings in good faith, with due diligence and care in the best interests of the Company. The importance scopes of responsibilities are as follows:

- (1) Conduct an Annual Shareholders Meeting within 4 months as from the last day of the Company's fiscal year period.
- (2) Conduct a Board of Directors meeting at least once every 3 months.
- (3) Responsible and verify the Company's financial statements with the Auditor at the end of fiscal year period and propose to the Shareholders Meeting for consideration and approval.
- (4) The Board of Directors may appoint one or more Directors or other person to carry out any act on behalf of the Board and under the monitoring of the Board, or may appoint such person an authority in a specified period, which the Board deem appropriate. The Board of Directors may abrogate, revoke change or adjust the appointed authority as deem appropriate.

With respect to the foregoing approval, a person or persons delegated shall not be able to approve any transaction in which he or any person may have conflict of interest or beneficiary's conflict with the Company or its subsidiaries (if any), unless such approval is executed on general commercial terms in accordance with the policy and criteria approved by the Board of Directors except.

- (5) Define vision, mission, strategy, operating plan as well as budgetary plan of the Company including control and monitor administrative functions, and the Board of Directors operation in accordance to the Company's policy, with exception of the following which require consent from the Shareholders Meeting: capital increase; capital splitting; sales or transfer the Company operation, either whole or partial to other person; acquisition or transfer other company operation for the Company; or amend the Articles of Association or regulation, etc.

In addition, the Board of Directors should control and monitor the Company's operation to be in compliance with the law regarding the Securities and Stock Exchange policy and regulation such as making a transaction with respect to connected transactions or buying and selling significant assets in accordance to the SET policy and relating business transaction law.

(6) Review the administrative structure, appointment of the President and other Committee Member as may deem appropriate.

(7) Monitor the operation performance to assure that it is in accordance to the plan and budgetary continuously.

(8) The Director shall not perform or involve in any similar business and/or compete with the Company; become a partner in an ordinary partnership with unlimited liability; or assume a Director position in a private entrepreneur or other company with similar business and/or compete with the Company either for personal interest or others, except to acquire a consent from the Shareholders Meeting prior to the appointment.

(9) The Director must inform the Company without hesitation if there is any direct or indirect interest involving any contract conducted by the Company; or holds shares or bonds of the Company or its subsidiaries at an increasing or decreasing number.

(10) The company's Board of Directors has set the policy to the Director of another listed company Chief Executive Officer (CEO) of the company no more than 2.

(11) The Board of Directors of the company directors has policy allowed person to be Director in other listed companies no more than 5 companies but does not define as Director in a company that is not registered.

(12) In case of any member of the Company required to be directors of other companies more than 5 places shall inform of the reason and to perform such duties in the Annual Information Form (56-1) and annual reports (Form. 56-2).

#### **(b) Authorization from the Board of Directors**

The Board must scope the duties and responsibilities of Chairman of the Board and President/ Chief Executive Officer as well as administrative authority for any ordinary operation. The important responsibility and authority are summarized as follows:

##### **Scope of Duties and Responsibilities of Chairman of the Board**

(1) Monitor and follow-up on the Company's operating results with the management.

(2) Review annual budgetary plan as submitted by the management prior to submission to the Board of Directors for review and approval.

(3) Monitor and follow-up on the Company's operation as assigned by the Board of Directors.

(4) Authorize to appoint, transfer, revoke or terminate the employment of the Executive level staff.

(5) Approve and/or delegate authorities to approve acquisition of fixed assets other than ordinary business transaction within the credit limit of Baht 10 million per transaction.

(6) Approve and/or delegate authorities to approve other ordinary transactions within the credit limit of Baht 10 million per transaction for the benefit of business liquidity.

(7) Approve and/or delegate authorities to approve other ordinary transaction in business operation within the credit limit of Baht 100,000 per transaction.

(8) Perform duties in good faith and utmost care for the benefits of the Company.

(9) Approve on the performance of principle of trading agreement, generally for transaction processing between the company and any subsidiary firm, which may have connected transactions with Committees, Executive administrators or any person who may concern in the future. Those transactions with the same commercial terms as those an ordinary person would agree with any unrelated counterparty under the similar circumstances, on the basis of commercial negotiation, and without any dependent interest can be resulted from the status of the Director, executive or related person. Also, any transaction of greater than Baht 5 million should be reported to the Board of Director's meeting quarterly.

However, the authority of Chairman of the Board excludes an approval in any transaction, personal or person which may perceive as potentially causing conflict of interest or benefit with the Company or its subsidiary (if any) unless such approvals are deemed as ordinary course of business in accordance to the Company's policy and criteria as have been approved by the Board of Directors.

##### **Scope of Duties and Responsibilities of President and Chief Executive Officer**

(1) Execute and carry out ordinary course of business relating to the general operation of the Company.

(2) Perform duties as assigned by the Board of Directors or the Executive Chairman.

(3) Authorize to appoint, transfer, revoke, terminate, set and increase salary, allocate reward, compensation and bonus to all employee of the Company below management level, including appoint a representative of the employer as Provident Fund Committee of the Company.

(4) Approve and/or delegate authorities to approve acquisition of fixed assets other than ordinary business transaction within the credit limit of Baht 10 million per transaction.

(5) Approve and/or delegate authorities to approve other ordinary transactions within the credit limit of Baht 10 million per transaction for the benefit of business liquidity.

(6) Approve and/or delegate authorities to approve other ordinary transaction in business operation within the credit limit of Baht 100,000 per transaction.

(7) Authorize to issue instructions, regulations, announcement, and memos to ensure the business operations are in compliance with the Company's policy and its best interest, with exception of matters regarding employee benefits.

(8) Authorize to act and represent the Company on related business activities that are of best interest to the Company.

(9) Perform other duties as assigned by the Board of Directors from time to time.

(10) Perform duties in good faith and utmost care for the benefits of the Company.

(11) Approve on the performance of principle of trading agreement, generally for transaction processing between the company and any subsidiary firm, which may have connected transactions with Committees, Executive administrators or any person who may concern in the future. Those transactions with the same commercial terms as those an ordinary person would agree with any unrelated counterparty under the similar circumstances, on the basis of commercial negotiation, and without any dependent interest can be resulted from the status of the Director, executive or related person. Also, any transaction of greater than Baht 5 million should be reported to the Board of Director's meeting quarterly.

However, the authority of President and Chief Executive Officer excludes an approval in any transaction, personal or person which may perceive as potentially causing conflict of interest or benefit with the Company or its subsidiary (if any) unless such approvals are deemed as ordinary course of business in accordance to the Company's policy and criteria as have been approved by the Board of Directors.

**(c) The Audit Committee is comprised with 3 members as follows:**

- |   |                             |
|---|-----------------------------|
| 1. Pol.Gen. Sereepisuth Temeeyaves          | Chairman of Audit Committee |
| 2. Professor Emeritus Dr. Surapone Virulrak | Audit Committee Member      |
| 3. Mr. Panu Kongtan                         | Audit Committee Member      |

The Audit Committee number 3, Mr. Panu Kongtan has adequately expertise and experience to review creditability of financial reports.

Term of Officer for Audit Committee is 3 years.

With Miss Thitima Joralee served as the Secretary to the Audit Committee.

**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 suitable 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 or any other unit in charge of an Internal Audit;

(3) To review the Company's compliance with the law 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 Audit Committee's Chairman 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 interest,  
 (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.

(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 perform any other act as assigned by the Company's Board of Directors, with the approval of the Audit Committee.

(8) In its performance of duties, if it is found or suspected that there is a transaction or any of the following acts which may materially affect the Company's financial condition and operating results, the Audit Committee shall report it to the Board of Directors for rectification within the period or time that the Audit Committee thinks fit:

- (1) transaction which causes a conflict of interest;
- (2) any fraud, irregularity, or material defect in an internal control system; or
- (3) an infringement of the Law on Securities and Exchange, the Exchange's Regulations or any law relating to the Company's business.

If the Company's Board of Directors or Management fails to make a rectification within the period of time under the first paragraph, any Audit Committee member may report on the transaction or act under the first paragraph to the Office of the Securities and Exchange Commission or the Exchange.

**(d) The Independent Directors Committee is comprised with 3 members as follows:**

- |   |                      |
|---|----------------------|
| 1. Pol.Gen. Sereepisuth Temeeyaves          | Independent Director |
| 2. Professor Emeritus Dr. Surapone Virulrak | Independent Director |
| 3. Mr.Panu Kongtan                          | Independent Director |

**(e) The Executives Members are consisted of 7 persons as follows:**

- |                                   |                                     |
|-----------------------------------|-------------------------------------|
| 1. Dr. Nopdol Tumwattana          | Chairman of the Board               |
| 2. Mr. Goh Kok Cheng (Dickson)    | President / Chief Executive Officer |
| 3. Miss Waristha Thapanasakunvong | Chief Financial Officer             |
| 4. Miss Dolnapa Tumwattana        | Chief Marketing Officer             |
| 5. Mrs. Natthamon Buala           | Chief Business Officer              |
| 6. Mr. Chai Ratanamahawongse      | Senior Finance Manager              |
| 7. Miss Methira Thongsuwan        | Senior Account Manager              |

**(f) Company Secretary**

Company Secretary is a key person to help the Company perform according to laws and related regulations. The Company Secretary is responsible not only for collecting the information of the meetings but also oversee the meetings of the Board and shareholders' meetings to be orderly and correct. Also, the Company Secretary must be a representative of the Company to contact with any compliance officers. Thus, the Company Secretary must be skillful and be responsible for any duty in the authority. The Board of Directors has appointed Miss Waristha Thapanasakunvong as a Company Secretary and scoped the duties and responsibilities as follows:

**Scope of Duties and Responsibilities of the Company Secretary**

- (1) Meeting of the Board of Directors.
  - Set the meeting agendas with the Executive Committee.
  - Prepare the meeting agendas and documentations to be delivered with notice of Director meeting.
  - Conduct the meetings as smoothly and legitimately.
  - Participate in the meetings and prepare minutes of the meeting.
  - Certify copy of the minutes of the Board of Directors meeting to various organizations.
  - Record and file the minutes of the meeting

- (2) Meeting of the Particular Committees
  - Set the meeting agendas with the Chairman of the Particular Committees.
  - Prepare meeting agendas and documentation to be delivered with notice of Particular Committee meeting.
  - Conduct the meetings as smoothly and legitimately.
  - Participate in the meetings and prepare minutes of the meeting.
  - Certify the minutes of the Particular Committee meeting.
  - Record and file the minutes of meeting.
- (3) Meeting of Shareholders
  - Prepare a meeting of shareholders as to be compliantly with the law.
  - Prepare and send notice of shareholder meetings and the company's annual report to shareholders and compliance officers.
  - Coordinate with shareholders to bring various proposals to management and executives for reviewing.
  - Prepare shareholders' meeting agenda for the Chairman of the meeting.
  - Participate in the shareholders' meetings and maintain in the meeting as smooth legitimacy.
  - Prepare and keep records on the minutes of shareholders meeting for delivering to any compliance officers, shareholders and be responsible for posting the meeting minutes on the website.
- (4) Preparation of the registration and file the company documents.
  - Prepare and collect the Directors' registration forms as well as Annual Reports of the Company.
  - Track and collect reports on interest filed by a Director or an Executive.
  - File records of various policies and regulations of the Company which are to be approved, completed, and verified by the Board of Directors, such as the original rules, etc.
- (5) Tasks of SET, SEC, Office of the National Anti-Corruption Commission (NACC)
  - To ensure that the listed company, Directors and Executives are in compliance with the regulations of SET, SEC and NACC.
  - Act as a coordinator for various matters with SET, SEC and NACC.
  - Notify to SET and SEC in regards to Directors and Executives of the listed company.
- (6) Duties and Responsibilities of the Board of Directors and other Particular Committee.
  - Consult and give advice for a new establishment of Company's Director.
  - Give advice and report to the Directors on responsibilities in terms of legitimacy and regulations according to SET and SEC as part of the Director of the Company's duty.
  - File the records of the Board of Directors.
  - Consult and give advice to the Directors of the Company and be responsible for communications between the Directors.
  - Prepare any necessary information to the Board for recruiting the company's Directors and Particular Committee and remuneration.
  - Act as a coordinator between the Board and other Executives.
  - Prepare and collect the performance assessment of the Board of Directors and Particular Committee.
- (7) Duties and Responsibilities to the Shareholders.
  - Coordinate with a good relationship to the shareholders.
  - Answer questions and consider the proposals from shareholders.
  - Report to the Board and Executives as in regards to the shareholders' requirements.
  - Act as a mediator between shareholders, the Board and Executives.
  - Notify the shareholders on any matters, such as the minutes of shareholders' meeting.
- (8) Compliance of Rules and regulations
  - To ensure that the Company is in compliance with the rules and regulations, such as to process Information Disclosure Report (Form 56-1).

(9) Corporate Governance

- Support and provide information of Corporate Governance, and carry forward the Board to follow as well as to monitor the compliant requirements of these principles.
- Provide information and give advice to the Directors and Executives for making various reports which to be complied with laws or regulations. As given, the information must be disclosed to the public for transparency such as to acknowledge of obligations as regards to the stocks holding reports and any reports of stock holding.
- To ensure that the operation of the Company is in compliance with the Article of Association of the Company and SET.

(10) Registration of Directors

- Coordinate any registration of Directors as based on Directors or the regulations.

## **2. Selection of Directors and Executives**

### **(a) Selection of Directors**

The Company has not appointed a Nomination Committee. In the selection of candidates, the Directors shall be elected in accordance with the following rules and procedures:

(1) The Board of Directors shall consist of at least 5 members being elected at the meeting of shareholders based on majority votes in accordance with the following criteria and methods:

(1.1) each shareholder shall have a number of votes equal to the number of shares held;

(1.2) each shareholder may exercise all the votes he or she has under (1.1) to elect one or several persons as Director or Directors, but may not allot his or votes to any person.

(1.3) after the vote, the candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as Directors in that order, until all of the Director positions are filled. Where there is an equality of votes cast for candidates in descending order causing the number of Directors to be exceeded, the Chairman of the meeting shall cast one extra vote.

(2) At every annual ordinary meeting of shareholders, one-third of the Directors shall vacate in proportion where the Committee members who were in the post for the longest period shall be retired. If the number of Directors is not a multiple of three, the number of Directors closest to one-third shall vacate.

### **(b) Selection of Independent Directors and Audit Committee**

The Independent Directors and Audit Committee shall be elected in accordance with the following criteria:

(1) Holding no more than 1% of the Company's paid up capital, or that of an affiliated company, a related company or an associate company, including the shares holding by related persons.

(2) Not involve in the day to day management of the Company, an affiliated company, a related company, an associate company; and not an employee, staff or an advisor receiving a regular salary from the Company, an affiliated company, a related company, an associate company, or major shareholders of the Company.

(3) Administrative operation of the Company, an affiliated company, a related company, an associate company, or major shareholders of the Company; and have no benefit or conflict of interest with reference to the aforementioned for 2 years during an accounting year prior to the appointment as Independent Directors or Audit Committee unless approved by the Board of Directors after careful consideration that such benefit or conflict of interest shall have no influence to the performance and ability to give opinion in an independent manner.

(4) No relationship or being related to the Executives or major shareholders of the Company.

(5) Not be appointed as a representative or to safeguard the interests of the Company's Directors, major shareholders or shareholders who are related to the Company's major shareholders.

(6) Must be capable of his or her performing duties, giving his or her opinions or reporting the results of work performance according to the duties delegated by the Board, free and clear of the control of management or major shareholders of the Company including related persons or close relatives of the said persons

(7) Not an Audit Committee of other corporates in the same industry

(8) At least 1 person of Audit Committee must have adequate expertise and experience to review creditability of financial reports.

**(c) Number of Directors who are major shareholders**

Number of Directors who are major shareholders is consisted to 3 Directors as follows:

Director who is major shareholder from the Tumwattana Family is Dr. Nopdol Tumwattana

Director who are major shareholders from Malaysian Investors are Mr. Goh Kok Cheng, (Dickson) and Mr. Goh Kok Beng.

**3. Executive Remuneration**

**(a) Monetary Compensation**

Directors' remuneration

Name	Year 2016	
	Attendance Fee (Baht)	Director Pension (Baht)
1. Dr. Nopdol Tumwattana	100,000.-	-
2. Mr. Goh Kok Cheng, (Dickson)	80,000.-	-
3. Mr. Goh Kok Beng	20,000.-	-
4. Mrs. Mullika Tumwattana	60,000.-	-
5. Assoc. Prof. Dr. Nantarika Chansue	60,000.-	-
6. Pol.Gen. Sereepisuth Temeeyaves	180,000.-	-
7. Professor Emeritus Dr. Surapone Virulrak	160,000.-	-
8. Mr.Panu Kongtan	160,000.-	-
<b>Total</b>	<b>820,000.-</b>	-

Executive remuneration whose names are listed as Executive Members

Remuneration	Year 2016	
	No. of Executive (Person)	Total Remuneration (Baht)
Salary / Allowance	7	12,981,294.-
Bonus / Commission	7	15,553,159.-
Provident Fund	7	381,056.-
Insurance Policy	2	1,018,054.-
Entertainment	2	423,043.-
Employee Benefits after Termination	7	785,862.-
Other	7	274,926.-
<b>Total</b>		<b>31,417,394.-</b>

**(b) Other Monetary Compensation**

The Company and its employee had established a Provident Fund in which the Company's contribution equivalent 2 - 3% of monthly salary. The Company started to pay the said contribution for the executives and employees as from June, 2007 onward.

# **CORPORATE GOVERNANCE**

The Company recognizes the importance of carry out the responsibilities of business operation, in nurturing a good corporate governance practice. Therefore, the Company strives to operate its business in compliance with the guidelines of the Stock Exchange of Thailand's (SET) Code of Best Practice for Directors of Listed Companies.

In addition, the Company resolved to adopt the Principle of Good Corporate Governance following the guidelines of the SET to ensure the highest benefits to the Company and to strengthen the transparency and efficiency of the management that could strengthen the confidence of the shareholders, investors and all related parties concerned as follows:

## **Section 1 Right of the Shareholder**

(1) The Company shall place utmost importance on the rights of every shareholder. On each Shareholder's meeting, the Company shall send a written notice calling the meeting with relevant information to the shareholders not less than 7 days prior to the date of the meeting. Moreover, in the event the Securities & Exchange Commission or the Stock Exchange of Thailand requiring that the Company should send a written notice calling the meeting to the shareholders more than 7 days in advance, the Company shall promptly comply with such regulation, i.e., a written notice calling the meeting to consider connected transactions or acquisitions and dispositions of assets; or a written notice calling the meeting to consider Employee Stock Option Program, etc., the Company shall send such written notice calling the meeting of shareholders not less than 14 days prior to the date of the meeting. On the day of shareholders' meeting, the Company shall provide equal opportunity for every shareholder to audit the Company's performance and express opinion and comment freely and the Company shall prepare minutes of all shareholders' meetings that are accurate and complete in order to be examined by the shareholders.

### **(2) Shareholders' Meeting**

At the Shareholders' Meeting, the Chairman of the Meeting provides equal opportunity for every shareholder to examine the Company's operation, to ask questions or comment on any suggestions.

The Company recognizes the importance of the shareholders' meeting; thus, it is the Company's policy to prepare and provide sufficient and adequate information to the shareholders providing equitable treatment to express their opinions and raise any questions at the shareholders' meeting. The following procedures relating to preparation of the shareholders' meeting are adopted by the Company, namely:

(a) Receive Notice of the Meeting: The Company shall prepare a written notice calling the meeting that indicate the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with sufficient detail to the shareholders not less than 14 days prior to the date of the meeting. The notice calling for the meeting shall also be posted in the Company's website.

(b) Conduct the Meeting: At the Shareholders' Meeting, the Chairman of the Meeting shall explain the voting procedure and vote count prior to the commencement of the meeting, and provide opportunity for the shareholders to ask questions, express opinions and suggestions on various agendas in which significant topics in questions and suggestions will be recorded in the minutes of the meeting. In addition, the Company shall arrange to have representatives from the Board of Directors, the Management, the Audit Committee, the Auditor and Legal Advisor to attend the Shareholders' Meeting for questions clarification.

(c) Minutes of the Shareholders' Meeting: The Company shall disclose the Minutes of the Shareholders/ Meeting via the Company's website and shall propose to the shareholders to consider confirmation of the Minutes at the next meeting. The Company shall maintain the Minutes of Shareholders' Meeting and keep them at a safe place for related party to examine.

## **Section 2 Right and Equitable Treatment**

(1) For shareholders who are unable to attend the meeting, the Company provides a proxy form to allow the shareholders to appoint an Independent Director or Audit Committee as a proxy to vote on behalf of the shareholders.

### **(2) Control and Usage of Insider's Information**

The Company place importance on the effective controlling system and the Internal Audit for both the Executives and operation level staff. Therefore, clear job descriptions and lines of authority and reporting and responsibilities for each unit are defined in writing to support the control and monitoring the use of company's assets for the benefits of the Company.

There are segregation of positions for operation staff, management staff and performance appraisal staff to balance off the power and cross-examination as appropriate. In addition, there is an internal control system for Sales in which the Company has set up reporting system for submission to respective Executive for approval. With this, the Company has hired the Company's Internal Audit to review the internal control system, with the scope of responsibilities consisted of 4 systems as follows:

- (2.1) Sales and Collection System
- (2.2) Procurement and Payment System
- (2.3) Inventory Control and Warehouse System
- (2.4) Human Resources Management System

The Company's Internal Audit officer shall submit the report of performance appraisal on Internal Audit activities to the Audit Committee. Additionally, the Company's Internal Audit officer shall review any significant connected transactions as assigned by the Audit Committee for submission to the Audit Committee. The Secretary of Audit Committee shall act as a coordinator between an Internal Auditor and the Company's Executive.

The Board of Directors highly recognizes the importance of Risk Management. Therefore, the Company has set up a risk assessment for the operation and has set a preventive measurement and mitigation, including the risk that will have an impact on the Company's business operation as specified in the risk factors.

### **Section 3 Role to Stakeholders**

#### **(1) Rights of Stakeholders**

The Committee assigns the highest priority to the rights of all stakeholders as follows:

- (a) Employees: The Company treats all employees as equal, fair with reasonable compensation whilst continues to hold training and development on skilled knowledge and foreign language.
- (b) Business Partners and Creditors: The Company strictly observes and adheres to all its obligations to partners and creditors on a fair basis in compliance with the commercial conditions and/or joint agreement for mutual benefits of both parties.
- (c) Customers: The Company is honest and sincere to the customers and continues to provide quality products whilst gathering feedback and comments from the customer.
- (d) Competitors: The Company abides by rules and ethics of fair competition, and will not destroy its competitors through unethical strategies.
- (e) Shareholders: The Company continues to develop the organization toward continuous growth for higher sales revenues and increase of net profit which shall benefit the shareholders in terms of reasonable return on investment based on the present business situation.
- (f) Society and Community: The Company continues to play an active role in the community environment and society, including takes part in social activities for the benefit of the community.

### **Section 4 Disclosure of Information and Transparency**

#### **(1) Corporate Governance Policy**

The Board of Directors adopted the principal good governance policy as it recognizes the significant roles in nurturing the practice which facilitating continuous growth and stability. The Board is determined and intended to follow the principal by setting policy and direction for the Company's operation to place importance on the internal control system and the internal audit; to monitor the administrative management in carry out the operation effectively for the long-term benefit of the shareholders under the governing laws and business ethics including the disclosure of information and transparency and appropriate risk management.

#### **(2) Business Ethics**

The Company has clear regulations on Code of Ethics or Statement concerning the duty of the Board of Directors, the Executives and all employees of the Company, as guidelines in performing one's duties with honesty, integrity and moral principles. The Company shall sincerely monitor and follow-up to encourage the best practice on Code of Ethics or Statement among the employees as well as the disciplinary action otherwise. "Code of Conduct" was publicly disclosed on the Company's website ([www.bodyglove.co.th](http://www.bodyglove.co.th)).

### (3) Investor Relation

The Board of Directors understands the importance of disclosed the Company's information regarding finance and non-finance information in terms of transparency and accuracy. Thus, the Company has appointed Miss Waristha Thapanasakunvong to be responsible for the disclosure of the Company's important information, including creating a good relationship and communicate to investors, shareholders and other analysts. General investors can contact the Company for more information at Telephone: 02-540-2888 Ext. 818 or [www.bodyglove.co.th](http://www.bodyglove.co.th)

## **Section 5 Responsibilities of Board of Directors**

(1) The Board of Directors specifies the policy and participate in the consideration and approve to determines the vision, missions, strategies, business plan and budget of the Company, as well as having good corporate governance so that the executives perform the work under the policy as specified effectively and efficiency whilst increase more valued added at the height of the economy for the business and the highest stability for the shareholders.

### (2) Balance of Power for Non-Executive Directors

There are 8 persons on the Board of Directors, namely

- 2 Directors from the Executives
- 3 Directors not from the Executives
- 3 Directors as Independent Directors

Therefore, the Company has 3 Directors as Independent Directors who represent 37.5 % of the whole Board of Directors.

Moreover, the numbers of Director from major shareholders are consisted of 3 Directors, or 37.5 % of the whole Board of Directors, namely (1) Directors from major shareholders of Tumwattana's Family is Dr. Nopdol Tumwattana and (2) Directors from major shareholders of Malaysian Investors are Mr. Goh Kok Cheng (Dickson) and Mr. Goh Kok Beng. The Directors from these two major shareholders groups can balance off the power of the administrative operation among themselves.

### (3) Aggregation or Segregation of Positions

The Chairman of the Board is not the same person as the President as to clearly define and separate role of duties in directing the Company's policies and management.

### (4) Conflict of Interest

In order to prevent conflict of interest transaction, it is the Board of Director's authorization to specify that an authorized person shall not approve any transaction of his own or a person who may have conflict of interest or benefit unless such transaction is of ordinary business transaction of the Company under general commercial terms. In addition, the Company shall comply with the Security and Exchange of Thailand's notification governing the connected transaction of the registered company, or on the acquisition or disposition of assets of the registered company, whichever case may be. Furthermore, the Company shall set policy and procedure that no members of the Executives or related parties can use non-disclosure information of the Company for personal benefit.

- The Company has potential conflict of interest transactions : None
- The Company shall require that the Executives report changes of the securities hold to the Securities Exchange Commission, Section 59, of the Securities and Exchange Act, B.E. 2535 within three working days. In addition, the Directors, Executives or employees who receive the internal information are prohibited to disclose internal information to outside individual or non-related person, and the said Directors, Executives or employees must not buy or sell shares of the Company for a period of one month before the release of the Company's financial statements to the public.

The Company's policies on transactions that may have potential conflict of interest or connected transactions are as follows:

- to set a price and term following the same procedure as may entered with other individual.
- to strictly follow the procedures of the Stock Exchange of Thailand.
- to disclose information on connected transactions in the Company's Financial Statements, Annual Report and Information Disclosure Report (Form 56-1) for inspection by the shareholders.

(5) Remuneration for the Board of Directors and Executives.

Remuneration for the Board: The Company has defined a clear and transparent remuneration policy, which is determined to be an equitable manner with the industry standards as approximately as the size of the operation base and must be approved by the Shareholders' Meeting.

Remuneration for the Executives: Remuneration for the Executives is in compliance with the principle and policy as set by the Board of Directors which related to the Company's performance and individual performance of the Executives. The Company has no Remuneration Committee at present.

(6) Board of Directors Meeting

The Board of Directors shall hold a meeting at least once every 3 months and hold additional meetings as deem necessary. The Company Secretary served a written notice, the agenda, and any documents to the Directors not less than 7 days prior to the date of meeting to ensure sufficient time for the Directors to study and review the agenda before attending the meeting. The Company shall maintain the minutes of meetings and keep the said documents receiving the confirmation from the Board of Directors for future examine by the Board or related party.

In 2016 the Board of Directors held meetings as follows:

BOARD OF DIRECTORS	Year 2016	
	No. of Attendance / No. of Meeting	
	Board of Directors Meeting	Audit Committee Meeting
1. Dr. Nopdol Tumwattana	4/4	
2. Mr. Goh Kok Cheng (Dickson)	4/4	
3. Mr. Goh Kok Beng	1/4	
4. Mrs. Mullika Tumwattana	3/4	
5. Assoc. Prof. Dr. Nantarika Chansue	3/4	
6. Pol.Gen. Sereepisuth Temeeyaves	4/4	4/4
7. Professor Emeritus Dr. Surapone Virulrak	4/4	4/4
8. Mr. Panu Kongtan	4/4	4/4

(7) Sub-Committee

The Company appointed the Audit Committee to monitor and review the Company's operation with clear scope of duties and responsibilities of Audit Committee (details as shown in Item 1 (c)).

The Company has no Remuneration Sub-Committee. However, the Company has taken appropriate procedure in consideration for the remuneration, and determined in a manner equitable with industry standards of approximately the size operation, and is performance-based.

(8) Board of Directors's Report

The Board of Directors is responsible for the financial statements of the Company and the financial information as shown in the Annual Report. The financial statements shall comply with the generally accepted accounting standards in Thailand, which considered appropriate for the Company. In addition, the Board of Directors is accountable for reviewing the accuracy of the Company's financial statements and ensures there is adequate disclosure in notes to financial statements.

Moreover, the Company has stipulated the Audit Committee to scrutinize and review the financial statements as well as to disclose the financial statements of the Company.

### **Internal Information Usage**

The Company has a concise policy and procedure on the control and usage of internal information, especially the information on the Company's financial status that must be audited / reviewed by the Certified Public Accountant and receive approval from the Audit Committee Meeting every time before propose to the Board of Directors and the Stock Exchange of Thailand or general public.

The Company has come up with the rules to prevent the usage of internal data for personal benefits for the Board of Directors, Executives and employees as follows:

(1) To prohibit the Board of Directors, Executives as well as their spouses and children under legal age the use of internal information for the purpose of acquisition, disposition, transfer or take over the securities of the Company before such information is disclosed to the general public, especially within 30 days before the disclosure of the Company's financial statements to the public. Moreover, following the release of such information, the aforementioned individuals are prohibited to acquire or dispose of the securities of the Company until the public acknowledge the information receipt for appropriate time (7 days from the disclosure date)

(2) To acknowledge the Board of Directors and Executives as well as their spouses and children under legal age to be aware of their duties that they have the duties to submit reports on the securities holding of the Company in accordance to the Securities and Exchange Commission Notification No. Sor. Jor. 14/2540, Re: Preparation and Disclosure of Reports on Securities Holding of Directors, Executives and Auditor of the Company.

In case of any violation of the aforementioned regulations, the Company shall proceed with a disciplinary action as may deem appropriate, i.e., verbal warning with written confirmation, deduction of salary, suspend, or termination of employment, etc.

### **Employees**

**(a) Total number of employees as of December 31<sup>st</sup>, 2016 was 571 persons**

**(b) Total remuneration and type of compensation provided to the employees (excluded Directors and Executives)**

<b>Types of Remuneration</b>	<b>Y2016 (Baht)</b>
Salary / Allowance	82,775,989.-
Bonus / Commission	19,324,689.-
Employees benefits expenses	30,012,579.-
<b>Total</b>	<b>132,113,257.-</b>

### **(c) Policy on Human Resources Development**

As the Company's operation is distribution of ready-to-wear apparels and accessories under Body Glove Trademark which place high emphasis on the continuation of product development and quality service to promote sales. The Company, therefore, recognizes the importance of Human Resources Development to ensure the highest benefits for the Company and for the customer's satisfaction on impressive service rendered. With these objectives, we strive to strengthen the effectiveness in various areas, such as, (1) the administrative management of Flagship Store and product presentation; (2) the complete quality service rendered by skillful staff who understand the products and brand trademark; (3) increment sales volumes and profits; and (4) building strong and binding relationship among co-workers and working effectively as teamwork.

The Company's Human Resources Department is in charge of the training, both in-house and public. For in-house training, the speaker is represented by the Company member and/or special guest speaker from outside. For public training, the Company will send the employees to attend courses by considering the position, duty and responsibility for selection of suitable courses and contents as well as the Training Institution for the benefit of the employee and the Company as a whole.

### **Internal Control**

The Company recognizes the importance of an internal control system with sufficiency to protect or minimize probable risks. Whereas the Board of Directors has established an Internal Audit Department by hiring an inside company, to review the operation systems in accordance to the annual audit plan as approved by the Audit Committee. It is the Company's objectives to ensure and evaluate the efficiency and sufficiency of the Company Internal Control System; to ensure that all resources are utilized to full benefits whilst control on other company's operations are in line with the law governing and the government regulations, and important financial transactions of the Company are conducted efficiently and accurately. Therefore, in order for the Internal Audit Department to be independent and to be able to assess and perform its checks and balances task, the Board of Directors has stipulated that the Internal Audit Department report directly to the Audit Committee.

As for the Risk Management, the Company views the importance of the risk management procedure by consider the present risk factors and expected risk together and thus analyze probable impact or possibility that such risk will take affect in order to set a preventive measurement and manage such risk. After careful consideration, the Company has prepared a report on Risk Management and constantly follow-up on the results. For major Risk Factors of the Company, details are summarized in a separate topic under Risk Factors.

The Board of Directors and the Audit Committee had evaluated the Internal Control System in accordant to the Appraisal of the Sufficiency of Internal Control and concluded that the Company had sufficient Internal Control System and appropriate for the business operation. In addition, there was no significant faults relating to the Internal Control System and that the system can protect the Company's assets from unjustified or wrongly usage by the Executives. The Audit Committee Board had expressed that the Company develop the 15 Principles of Good Corporate Governance as set by the Stock Exchange of Thailand to the full extent.

### **Dividend Policy**

The Company has a policy of making annual dividend payment to its shareholders at a rate of no less than 40% of the Company's net profit after deduction of income tax; however, are subject to change to a lower rate than aforementioned depending on the Company's investment plan on business operation.

## Corporate Social Responsibility

BGT Corporation Public Company Limited conducts its business based on the corporate culture which focuses on **“Business Development Along With Social Development and Environmental Preservation”**. We encourage our employees to be diligent, honest, patient and good people for the benefits of themselves and others. Our employees have received adequate training regularly to ensure that our customers receive the best service possible providing fairness and equity. As part of our business operations, we employ Corporate Social Responsibility on organizational commitment when doing our business to lead a successful and sustainable business practices by adopted the CSR-in-Process policies as follows:

- **Good Corporate Governance**

The Company recognizes the importance of good corporate governance in practice. The Board of Directors is committed to do business in compliance with the Code of Best Practice for Directors of Listed Companies and the Principles of Good Corporate Governance of the Stock Exchange of Thailand whilst operated in accordance to the law and related regulations. The Board realizes the importance of equal and fair treatment to all shareholders; thus, announces its shareholders rights to propose the agenda and to nominate persons to be considered as the Directors for the Annual General Meeting. At the Shareholders Meeting, all shareholders are given a chance to equally exercise their rights to examine the company’s business operations as well as to raise any questions, express their opinions or suggestions to the Board of Directors. In addition, the Company has placed the announcement in the newspaper for information of the shareholders on the agenda, date, time and venue for the Annual General Meeting as well as providing an Annual Report by sending to all shareholders prior to the Annual General Meeting every year in which all shareholders can examine the validity of the Company’s administration and management accordingly.

- **Fairness in Business Management**

To achieve fairness in business management, the company has established guidelines to care for all stakeholders in the “Code of Conduct and Business Ethics for Management and Employee Handbook”, which was approved by the Board of Directors. Our company is committed to operating the business based on corporate social responsibility for all stakeholders including shareholders, employees, customers, suppliers, business partners, other communities and the environment and will not be in favor of other benefits that may be derived from the incorrect sanctioned as we place great importance in complying with measures to prevent corruption and bribery in accordance with applicable laws. Moreover, we also recognize the stakeholders’ rights and possess no action that may violate those rights including any action that can be considered in violation of the stakeholders’ rights should be prohibited. The Board of Directors has prepared Code of Conduct and Business Ethics as the Board recognizes the substantial benefits in compliance with the Principles of Corporate Governance and believed that the business is responsible for adhering to fairness and sustainable benefits of all stakeholders, including the society and the nation in the long run.

- **Human Rights and Treatment of Employees**

The Company has a corporate culture that supports and respects all employees and their inherently entitled human rights. We provide fair and equal treatment to all employees as we consider human resources as the key element of the business in creating value and increase productivity. It is our commitment to provide safe, healthy, and comfortable workplace environments to suit all employees as we recognize the importance of the staff’s health; thus, we have provided the exercise room and allocate time for exercise for the benefits of all employee’s health. In addition, we also provide annual leave, appropriate over-time and provident fund for employees. The Company also provides personnel training and development to all employees in order to increase professional work quality. We continuously look to improve and facilitate workplace change and innovation by encouraging employees to proactively provide solutions and ideas. Moreover, the Company has focused on training our employees to enhance our services to satisfy the needs and expectations of all our customers. Our employees are highly trained to deliver quality products and offer the opportunity for customers to try more products with proper service to win the customer’s satisfaction toward the decision-making process.

- **Responsibility to Customers**

The Company aims to develop products and services that are environmentally and people-friendly product. Our company recognizes the importance of the responsibility to customers, especially in terms of “ready-to-wear” clothing providing the diversity of product designs, sizes, models, colors, quality fabrics that are highly absorbent, soft, durable, comfortable, easy care and resistant to fading. We seeks to launch a new trendy product that promote and support a better quality of life for the consumers with our new exercise outfits to encourage the consumers to exercise for good health. Moreover, we strive to improve the quality of service by providing training to our employees on necessary product knowledge and quality service. We also emphasize to our employees the importance of giving the correct and adequate product information to the consumers by taking into account the satisfaction and interests of the consumers including the honesty and integrity in the workplace; being honest with the customers, the company and oneself is valued in every communication and transaction. We are also committed to protecting the privacy and confidentiality of all sensitive information about our customers whereas customer information is not disseminated in any way to outside parties for the benefit of the Company.

- **Participation in Social and Community Development**

The Company holds our principles of integrity in social and community development in order to develop and promote a strong economic, social and cultural promotion. We encourage the utilization of business processes to improve the quality of life under our willingness and available resources to lead to self-sufficiency and improving social quality; as a result to increase and strengthen the economy and society as a whole.

In 2016, we continued our commitment to participate in the activities of social and environmental development or CSR together with many local communities as follows:

1. To donate fund to Phramongkutklao Hospital Foundation Under Her Royal Highness Patronage in Celebrating the 13<sup>th</sup> year of Thunhoon Daily Newspaper Event for the Project of Chalermprakiet Building for Her Majesty Queen Sirikit.
2. To provide shirts for educational and social activity benefits to support a Business Plan Competition in the Asia Venture Challenge 2016 hosted by Thammasat University.
3. To donate fund for the 3<sup>rd</sup> Year “Mekkala Rising Star” Award on Wednesday, March 30, 2016.
4. To provide polo shirts to the Institute of Forensic Medicine Foundation, Police Hospital, to support the Program Development of Enhancing Virtue and Ethics of Police Officers and Forensic Medicine Staff, Police Hospital according to His Majesty’s Initiative during March 25-26, 2016.
5. To donate rice and other items to local community and underprivileged people at the Donation Festival of Phothi Phawana Songkhro Foundation, Bangkhen on August 4, 2016.
6. To provide polo shirts for Tree Planting Project 2016 in Honor of Her Majesty Queen Sirikit, organized by The Psychological Security Association of Thailand.
7. To participate in The Lions Club of Bangkok (Host) Under the Royal Patronage of His Majesty the King Charity Golf Tournament 2016.
8. To provide polo shirts for “SIAM U ALUMNI FAMILY RALLY 2016” Competition, organized by Siam University Alumni Association on September 24-25, 2016.
9. To make merit by participating in the Siam University/Red Cross lottery to support The Thai Red Cross Society.

- **Environmental Preservation**

The Company recognizes the importance of environmental resources; thus, encouraging the organization and its employees to worthily use the resources such as electricity and water by creating and instilling awareness on an energy conservation campaign and encouraging all employees to set air conditioning temperatures at 25 degrees Celsius and 27-28 degrees Celsius during lunch break; turn-off air conditioning 15-20 minutes before getting off work; turn off air conditioning and lights in the office and restrooms during lunch hour from 12:00 to 13:00 hours; turn off lights when not in use including setting computer sleep mode to save energy and reducing the organization cost in addition to save paper campaign by encouraging the use of both sides of paper and recycled paper to maximize the benefits and to achieve its objectives efficiently and effectively.

We will continue our commitment to improve the core business whilst innovate new business processes and models to foster continuous improvement in environmental preservation and improvement of the community. Simultaneously, we will continue our initiatives and partnerships to the social and environmental benefits to the public coupled with the aims to achieve the higher quality and sustainable growth.

## **REPORT OF THE BOARD OF DIRECTORS' RESPONSIBILITIES TO FINANCIAL REPORT**

The Board of Directors of BGT Corporation Plc. is responsible for the financial statements and consolidated financial statements of the Company and associate, including the financial information that appears on the annual report 2016. The said financial statements for the year ended December 31, 2016 are prepared according to the generally accepted accounting standard with appropriate accounting policies and usual practices adopted, with utmost care and best projection where essential information is sufficiently disclosed in the notes attached thereto for the benefit of shareholders and investors. The mentioned financial statements have been audited and expressed an opinion in accordance with generally accepted auditing standards.

The Board of Directors has established and maintained an appropriate and efficient internal control system in order to provide a reasonable assurance that accounting records are accurate, complete and adequate for protection of assets of the Company, prevention of frauds and materially irregular transactions.

In this regard, the Board of Directors has appointed an Audit Committee, whose members are independent directors, to review the quality of the financial reporting, internal control system, connected transactions and report the review result to the Board.

The Board of Directors are of the opinion that the overall internal control system of the Company is satisfactorily effective and can provide reasonable assurance of the reliability of the separate financial statements of the Company and the consolidated financial statements of the Company and its associate for the year ended 31 December 2016 and compliance with the generally accepted accounting standard, the laws and regulations applicable thereto.



(Dr. Nopdol Tumwattana)  
Chairman of the Board



(Mr. Goh Kok Cheng)  
CEO

BGT CORPORATION PUBLIC COMPANY LIMITED

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***REPORT AND FINANCIAL STATEMENTS***

FOR THE YEAR ENDED DECEMBER 31, 2016

# **INDEPENDENT AUDITOR'S REPORT**

To The Shareholders and Board of Directors of  
BGT Corporation Public Company Limited

## **Opinion**

I have audited the financial statements of BGT Corporation Public Company Limited, which comprise the statement of financial position in which the equity method is applied as at December 31, 2016, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and I have audited the separate financial statements of BGT Corporation Public Company Limited, which comprise the statement of financial position as at December 31, 2016, and the statement of comprehensive income, statement of changes in shareholders' equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the accompanying financial statements present fairly, in all material respects, the financial position in which the equity method is applied of BGT Corporation Public Company Limited as at December 31, 2016, and its financial performance and its cash flows for the year then ended and the separate statement of financial position of BGT Corporation Public Company Limited as at December 31, 2016, and its financial performance and its cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

## **Basis for Opinion**

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

## **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in my audit of the financial statements of the current period. These matters were addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

## **Value of inventory**

The inventory of the Company is retail business of ready-to-wear apparels and related product accessories such as suitcase, wallet, cap, sport product and water recreation, etc. These products are the fashion group products that are continuously changing according to fashion trends and may be outdated. As at December 31, 2016, the inventory balance is Baht 340.39 according to Note 10 in the notes to the financial statements. The management must exercise the judgment in determining the presentation at cost or net realizable value, whichever is lower, and determining appropriate allowance for declining in value of inventory for slow-moving or obsolete product in each group and the estimates are subject to judgment that may affect the value of inventory.

In addition, the inventory is scattered throughout the regions of Thailand. Thus, my observation of the inventory counting is limited in quantities compared to all shops and branches available while the Company has significant inventory value on the financial statements. As a result, the consideration of the internal control system reliability and evaluation of the inventory count report during the year whether it is sufficient to prevent the loss and existence of the inventory is important to the volume of inventory. I have stated that the existence of the volume and value of inventory pose a significant risk that requires special attention in the audit.

### **Risk response by auditor**

The audit approach of the value stated at cost or net realizable value of the inventory includes consideration of the reasonableness of the approach used by the management to calculate cost or net realizable value, whichever is lower, and the allowance for declining in value of inventory, the checking of accuracy, completeness and approval of the record of net realizable value, adjustment of the selling price. The allowance for the declining in value of inventory that occurred follows the defined policy without any omission or discrimination for the eligible product and has truly considered all shops and department stores and checked the actual selling price after the end of year.

Regarding the audit approach on the amount of inventory, I have audited the internal control and tested the computer software system of inventory that is scattered throughout the regions of Thailand. I have considered the internal control of the internal inventory count, planning, setting the count of the shops and department stores, checking the result of the inventory count report, finding the cause of the difference from counting and approval from the management in the adjustment of the difference of the value of inventory. I have participated in the inventory count observation at the end of the year at the warehouse of the head office, the Company's shops, and consigned branches at department stores. In addition, I have audited and monitored the cause of unusual transactions in the inventory report such as overspend product, find the cause of the effect on the value of inventory, and verify the adjustment transaction of the inventory value of the consigned group at department store back to the Company's product.

### **Related transactions with consignment business**

The Company has related transactions with consignment business such as revenues account, cost, deferred tax assets and deferred tax liabilities and corporate income tax and income tax under the accounting principles.

The Company has consignment sale with department stores at the percentage of 26.21% of the revenues from sales. The accounting policy will recognize the revenue and costs when the department stores have sold and delivered to the final consumer. But under the tax basis, the Company has to recognize revenue and cost when delivering the products to the department store. Therefore, the revenue and costs recognition under the accounting and tax principles is materially different. Such transaction has caused the Company to adjust the values of revenues from sales and cost of sales that have been recognized by the tax principles to follow the accounting principles and record the value of inventory under the Company's ownership back correctly. In addition, such transaction affects the deferred tax assets and deferred tax liabilities and the calculation of corporate income tax and income tax by the accounting principles of the Company that has complexity and significant value. I have identified the related accounts to consignment business such as recognition of revenue, cost, income tax, deferred assets and deferred tax liabilities, are significant risks that require special attention in the audit. The Company has disclosed the accounting policy related to the recognition of revenue, cost, and income tax in Note 3.1, 3.16, 15 and 27 in the notes to the financial statements.

## **Risk response by auditor**

Regarding my audit approach on such matter, I have audited the internal control system, tested computer system program, compared the reporting data that are related to revenues and costs occurred from the internal system and received information from external such as department stores. I have also audited the sales differences between the Company and the department stores, delivery and return of consignment, verified the money received from consignment, completeness of cut-off check, adjustment of revenues from sales account, consignment business cost both by the accounting and tax principles, verified the accuracy of the values of deferred tax assets and deferred tax liabilities of consignment goods and the calculation of corporate income tax and income tax under the accounting principles.

## **Other Information**

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

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

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

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

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

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

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

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

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

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and

appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

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

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

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

*Wannisa Ngambuathong*

(Miss Wannisa Ngambuathong)

Certified Public Accountant

Registration No. 6838

Dharmniti Auditing Company Limited

Bangkok, Thailand

February 27, 2017

**THE STATEMENT OF FINANCIAL POSITION**

AS AT DECEMBER 31, 2016

ASSETS

		In Baht			
		Financial statements in which the equity method is applied		Separate Financial Statements	
				As at December	As at December
		Note	31, 2016	31, 2015	As at December 31, 2016
Current assets					
Cash and cash equivalents	6	10,310,827.14	26,940,785.57	10,310,827.14	26,940,785.57
Temporary investments	7	16,436.55	5,778,471.64	16,436.55	5,778,471.64
Trade receivables - related party	5, 8	4,139.58	6,441.10	4,139.58	6,441.10
- other parties	9	33,558,605.86	41,081,058.08	33,558,605.86	41,081,058.08
Other receivables					
Prepaid expenses		1,989,960.36	1,397,734.59	1,989,960.36	1,397,734.59
Inventories	10	340,527,244.79	260,257,145.95	340,527,244.79	260,257,145.95
Other current assets					
Vat of consignment		10,313,460.88	12,371,073.85	10,313,460.88	12,371,073.85
Deposit of goods		9,826,618.60	7,256,463.55	9,826,618.60	7,256,463.55
Other		1,702,059.44	511,133.77	1,702,059.44	511,133.77
Total current assets		408,249,353.20	355,600,308.10	408,249,353.20	355,600,308.10
Non-current assets					
Investment in associated	11	6,146,562.66	7,856,938.83	4,730,000.00	4,730,000.00
Property, plant and equipment	12, 16, 18	194,082,868.13	190,400,476.08	194,082,868.13	190,400,476.08
Intangible assets	13	5,138,018.91	4,908,142.25	5,138,018.91	4,908,142.25
Other non - current assets					
Leasehold rights - shop area	14, 16, 18	36,970,646.61	43,408,659.81	36,970,646.61	43,408,659.81
Rental deposits		42,674,990.80	37,245,237.83	42,674,990.80	37,245,237.83
Deferred tax assets	15	22,086,408.41	23,170,475.42	22,086,408.41	23,170,475.42
Total non - current assets		307,099,495.52	306,989,930.22	305,682,932.86	303,862,991.39
Total assets		715,348,848.72	662,590,238.32	713,932,286.06	659,463,299.49

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

**THE STATEMENT OF FINANCIAL POSITION (CONT.)**

AS AT DECEMBER 31, 2016

LIABILITIES AND SHAREHOLDERS' EQUITY

		In Baht			
		Financial statements in which the equity method is applied		Separate Financial Statements	
				As at December	As at December
		Note	31, 2016	31, 2015	As at December 31, 2016
Current liabilities					
Bank overdrafts and short-term loans from					
financial institutions	16	22,087,215.48	-	22,087,215.48	-
Trade payables - related party	5	1,788,676.88	193,820.00	1,788,676.88	193,820.00
- other parties		79,178,604.74	76,827,771.25	79,178,604.74	76,827,771.25
Other payables					
Accrued expenses		32,802,439.85	23,883,386.33	32,802,439.85	3,883,386.33
Accrued payables - fixed assets		4,040,300.31	806,149.56	4,040,300.31	806,149.56
Others		249,033.38	260,341.38	249,033.38	260,341.38
Current portion of finance lease obligations	17	2,404,955.48	2,536,626.83	2,404,955.48	2,536,626.83
Current portion of - long - term liabilities	18	19,840,309.22	19,632,580.29	19,840,309.22	19,632,580.29
Income tax payable		9,893,589.92	10,948,285.22	9,893,589.92	10,948,285.22
Other current liabilities		1,256,850.79	5,008,021.33	1,256,850.79	5,008,021.33
Total current liabilities		173,541,976.05	140,096,982.19	173,541,976.05	140,096,982.19
Non - current liabilities					
Finance lease obligations	17	6,459,045.03	8,873,511.02	6,459,045.03	8,873,511.02
Long - term borrowing	18	45,260,856.10	65,109,411.68	45,260,856.10	65,109,411.68
Employee benefits obligations	19	8,756,038.00	9,363,482.00	8,756,038.00	9,363,482.00
Other non - current liabilities		10,904,833.73	10,727,462.94	10,904,833.73	10,727,462.94
Total non - current liabilities		71,380,772.86	94,073,867.64	71,380,772.86	94,073,867.64
Total liabilities		244,922,748.91	234,170,849.83	244,922,748.91	234,170,849.83

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

**THE STATEMENT OF FINANCIAL POSITION (CONT.)**

AS AT DECEMBER 31, 2016

LIABILITIES AND SHAREHOLDERS' EQUITY (CONT.)

		In Baht			
		Financial statements in which the equity method is applied		Separate Financial Statements	
				As at December	As at December
		Note	31, 2016	31, 2015	As at December 31, 2016
Shareholders' equity					
Share capital	20				
Authorized share capital					
513,318,064 ordinary shares of Baht 0.50 each		<u>256,659,032.00</u>	<u>256,659,032.00</u>	<u>256,659,032.00</u>	<u>256,659,032.00</u>
Issued and paid - up share capital					
361,283,804 ordinary shares of Baht 0.50 each		180,641,902.00		180,641,902.00	
360,683,804 ordinary shares of Baht 0.50 each			180,341,902.00		180,341,902.00
Premium on share capital		71,580,706.97	70,936,726.97	71,580,706.97	70,936,726.97
Retained earnings					
Appropriated Legal reserve	22	19,084,527.96	17,019,138.23	19,084,527.96	17,019,138.23
Unappropriated		<u>199,118,962.88</u>	<u>160,121,621.29</u>	<u>197,702,400.22</u>	<u>156,994,682.46</u>
Total shareholders' equity		<u>470,426,099.81</u>	<u>428,419,388.49</u>	<u>469,009,537.15</u>	<u>425,292,449.66</u>
Total liabilities and shareholders' equity		715,348,848.72	662,590,238.32	713,932,286.06	659,463,299.49

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

**THE STATEMENT OF COMPREHENSIVE INCOME**

FOR THE YEAR ENDED DECEMBER 31, 2016

	Note	In Baht			
		Financial statements in which the equity method is applied	Consolidated Financial Statements	Separate Financial Statements	
		2016	2015	2016	2015
Revenues	5				
Revenues from sales		843,964,613.16	746,860,894.17	843,964,613.16	746,860,894.17
Other income					
Gain on exchange rate		1,080,206.54	-	1,080,206.54	-
Dividend		-	-	141,900.00	2,583,000.00
Other		1,501,921.99	1,968,103.75	1,501,921.99	7,922,600.66
Total Revenues		846,546,741.69	748,828,997.92	846,688,641.69	757,366,494.83
Expenses	5				
Cost of sales		426,891,622.88	385,888,767.99	426,891,622.88	385,534,015.74
Selling expenses		254,918,011.96	244,213,527.26	254,918,011.96	244,213,527.26
Administrative expenses		107,820,525.58	103,034,832.50	107,820,525.58	102,036,431.41
Finance costs		5,100,758.46	6,341,969.31	5,100,758.46	6,341,969.31
Total expenses		794,730,918.88	739,479,097.06	794,730,918.88	738,125,943.72
Share of profit (loss) from investments in an associated company		(1,568,476.17)	878,595.61	-	-
Profit before income tax expenses		50,247,346.64	10,228,496.47	51,957,722.81	19,240,551.11
Income tax (revenue) expenses	27	10,649,928.12	5,212,273.54	10,649,928.12	5,212,273.54
Profit for the year from going business		39,597,418.52	5,016,222.93	41,307,794.69	14,028,277.57
Profit from discontinued operations	11	-	3,174,654.71	-	-
Profit for the year		39,597,418.52	8,190,877.64	41,307,794.69	14,028,277.57
Other comprehensive income :					
Items that will not be reclassified to profit or loss					
Actuarial gains from post-employee benefit, net of income tax		1,465,312.80	-	1,465,312.80	-
Items that will be reclassified to profit or loss		-	-	-	-
Other comprehensive income for the year, net of income tax		1,465,312.80	-	1,465,312.80	-
Total comprehensive income for the year		41,062,731.32	8,190,877.64	42,773,107.49	14,028,277.57

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

**THE STATEMENT OF COMPREHENSIVE INCOME (CONT.)**

FOR THE YEAR ENDED DECEMBER 31, 2016

		In Baht			
		Financial statements in which the equity method is applied	Consolidated Financial Statements	Separate Financial Statements	
		Note	2016	2015	2016
Profit (loss) attributable to :					
Shareholder's equity of parent company		39,597,418.52	3,908,855.00	41,307,794.69	14,028,277.57
Discontinued operations		-	3,174,654.71	-	-
Non-controlling interests		-	1,107,367.93	-	-
		<u>39,597,418.52</u>	<u>8,190,877.64</u>	<u>41,307,794.69</u>	<u>14,028,277.57</u>
Total comprehensive income attributable to :					
Shareholder's equity of parent company		41,062,731.32	7,083,509.71	42,773,107.49	14,028,277.57
Non-controlling interests		-	1,107,367.93	-	-
		<u>41,062,731.32</u>	<u>8,190,877.64</u>	<u>42,773,107.49</u>	<u>14,028,277.57</u>
Earnings per share	24				
Basic earnings per share (Baht per share)		<u>0.11</u>	<u>0.02</u>	<u>0.11</u>	<u>0.04</u>
Dilute earnings per share (Baht per share)		<u>0.11</u>	<u>0.02</u>	<u>0.11</u>	<u>0.04</u>

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

## THE STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

FOR THE YEAR ENDED DECEMBER 31, 2016

	In Baht				
	Financial statements in which the equity method is applied				
	Share capital issued and paid up	Premium on share capital	Retained earnings	Total shareholder's equity	
Note			Appropriated- Legal reserve	Unappropriated	
Balance as at January 1, 2016	180,341,902.00	70,936,726.97	17,019,138.23	160,121,621.29	428,419,388.49
Total comprehensive income for the year					
Comprehensive income for the year	-	-	-	39,597,418.52	39,597,418.52
Other comprehensive income	-	-	-	1,465,312.80	1,465,312.80
Increase in share capital from					
warrant conversion	300,000.00	643,980.00	-	-	943,980.00
Legal reserve	-	-	2,065,389.73	(2,065,389.73)	-
Balance as at December 31, 2016	180,641,902.00	71,580,706.97	19,084,527.96	199,118,962.88	470,426,099.81

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

**THE STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY**

FOR THE YEAR ENDED DECEMBER 31, 2016

Note	In Baht						
	Consolidated Financial Statements						
	Shareholder's equity of the parent company						
	Share capital issued and paid up	Premium on share capital	Retained earnings		Total shareholder's equity of the parent company	Non-controlling interests	Total shareholders' equity
			Appropriated- Legal reserve	Unappropriated			
Balance as at January 1, 2015	179,756,452.00	69,680,000.00	16,317,724.35	153,739,525.46	419,493,701.81	10,868,421.66	430,362,123.47
Comprehensive income for the year	-	-	-	7,083,509.71	7,083,509.71	1,107,367.93	8,190,877.64
Increase in share capital from warrant conversion	585,450.00	1,256,726.97	-	-	1,842,176.97	-	1,842,176.97
Legal reserve	-	-	701,413.88	(701,413.88)	-	-	-
Reconciliation to equity method	-	-	-	-	-	(11,975,789.59)	(11,975,789.59)
Balance as at December 31, 2015	180,341,902.00	70,936,726.97	17,019,138.23	160,121,621.29	428,419,388.49	-	428,419,388.49

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

**THE STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (CONT.)**

FOR THE YEAR ENDED DECEMBER 31, 2016

In Baht						
Separate Financial Statements						
	Note	Share capital issued and paid-up	Premium on share capital	Retained earnings		Total
				Appropriated - legal reserve	Unappropriated	
Balance as at January 1, 2015		179,756,452.00	69,680,000.00	16,317,724.35	143,667,818.77	409,421,995.12
Comprehensive income for the year		-	-	-	14,028,277.57	14,028,277.57
Increase in share capital from warrant conversion		585,450.00	1,256,726.97	-	-	1,842,176.97
Legal reserve	22	-	-	701,413.88	(701,413.88)	-
Balance as at December 31, 2015		180,341,902.00	70,936,726.97	17,019,138.23	156,994,682.46	425,292,449.66
Total comprehensive income for the year						
Comprehensive income for the year		-	-	-	41,307,794.69	41,307,794.69
Other comprehensive income		-	-	-	1,465,312.80	1,465,312.80
Increase in share capital from warrant conversion		300,000.00	643,980.00	-	-	943,980.00
Legal reserve	22	-	-	2,065,389.73	(2,065,389.73)	-
Balance as at December 31, 2016		180,641,902.00	71,580,706.97	19,084,527.96	197,702,400.22	469,009,537.15

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

BGT CORPORATION PUBLIC COMPANY LIMITED

## THE STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2016

	In Baht			
	Financial statements in which the equity method is applied	Consolidated Financial Statements	Separate Financial Statements	
	2016	2015	2016	2015
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Profit for the year	39,597,418.52	5,016,222.93	41,307,794.69	14,028,277.57
Adjustment to reconcile profit for the year				
to net cash provided by (used in) from operating activities				
Unrealized loss (gain) on change in value of the temporary				
investment	(204.06)	(67,880.69)	(204.06)	(67,880.69)
Realized loss (gain) on change in value of the temporary				
investment	(137,760.85)	(247,420.14)	(137,760.85)	(247,420.14)
Allowance for the decline in value of obsolete inventories				
increase (reversal)	1,151,286.04	(315,259.89)	1,151,286.04	(315,259.89)
Share of (profit) loss from investment in an associated company	1,568,476.17	(878,595.61)	-	-
Loss (gain) on sales of subsidiary	-	998,401.09	-	(5,880,000.00)
Loss (gain) on sales of equipment	(26,711.46)	4,497,699.27	(26,711.46)	4,497,699.27
Loss from disused of asset/loss from disposal	1,275,089.15	3,450,699.31	1,275,089.15	3,450,699.31
Loss on written off intangible assets	16,318.98	-	16,318.98	-
Depreciation and amortization	34,115,347.79	37,038,699.46	34,115,347.79	36,906,823.80
Unrealized loss (gain) on exchange rate	178,424.19	147,835.00	178,424.19	147,835.00
Employee benefits expenses	1,224,197.00	1,303,564.00	1,224,197.00	1,275,544.00
Cost of decommissioning and restoration	580,271.63	398,183.77	580,271.63	398,183.77
Shared-based payment reserves	343,980.00	671,276.97	343,980.00	671,276.97
Loss from write-off rental deposits	-	173,000.00	-	173,000.00
Dividends received	-	-	(141,900.00)	(2,583,000.00)
Interest income	(60,475.19)	(85,335.56)	(60,475.19)	(85,335.56)
Interest expenses	5,100,758.46	6,354,018.30	5,100,758.46	6,341,969.34
Current tax expenses	9,932,189.31	14,759,020.13	9,932,189.31	14,759,020.13
Income tax (revenue) expenses	717,738.81	(9,546,746.59)	717,738.81	(9,546,746.59)
Profit from discontinued operations	-	3,174,654.71	-	-
Profit from operating before changes				
in operating assets and liabilities	95,576,344.49	66,842,036.46	95,576,344.49	63,924,686.29
(Increase) decrease in operating assets				
Trade receivables-related party	2,301.52	124,097.74	2,301.52	393,493.29
Trade receivables-other parties	7,522,452.22	11,375,282.46	7,522,452.22	4,337,933.56
Other receivables-prepaid expenses	(592,225.77)	237,571.06	(592,225.77)	237,571.11
Inventories	(79,135,627.97)	(31,830,075.29)	(79,135,627.97)	(30,827,737.87)
Other current assets	(1,703,467.73)	(7,020,439.09)	(1,703,467.73)	(6,372,645.59)
Other non - current assets - rental deposits	(5,429,752.97)	5,567,239.12	(5,429,752.97)	5,567,239.12

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

**THE STATEMENT OF CASH FLOWS (CONT.)**

FOR THE YEAR ENDED DECEMBER 31, 2016

	In Baht			
	Financial statements in which the equity method is applied	Consolidated Financial Statements	Separate Financial Statements	
	2016	2015	2016	2015
Increase (decrease) in operating liabilities				
Trade payables- related party	1,594,856.88	(5,830.00)	1,594,856.88	(638,173.00)
Trade payables- other parties	(113,347.61)	2,578,184.07	(113,347.61)	(1,957,801.19)
Other payable-accrued expenses	8,945,977.30	7,547,485.30	8,945,977.30	7,165,374.62
Other payable-fixed assets	3,234,150.75	(409,925.20)	3,234,150.75	(409,925.20)
Other payables-other	(11,308.00)	23,683.00	(11,308.00)	23,683.00
Other current liability	(3,751,170.54)	4,111,427.89	(3,751,170.54)	4,012,753.08
Cash paid for cost of decommissioning and restoration	(677,500.00)	(571,394.19)	(677,500.00)	(571,394.19)
Other non-current liabilities - employee deposits	(214,886.96)	836,779.86	(214,886.96)	835,779.86
Cash paid for income tax	(10,986,884.63)	(5,807,524.38)	(10,986,884.63)	(6,557,642.57)
Net cash provided by (used in) operating activities	14,259,910.98	53,598,598.81	14,259,910.98	39,163,194.32
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Dividends received	141,900.00	2,583,000.00	141,900.00	2,583,000.00
Interest received	60,475.19	85,335.56	60,475.19	85,335.56
Payment for acquisition in temporary investment	(15,000,000.00)	(36,000,000.00)	(15,000,000.00)	(36,000,000.00)
Proceeds from sales of temporary investment	20,900,000.00	31,000,000.00	20,900,000.00	31,000,000.00
Cash paid for increase of capital in associated company	-	(2,270,000.00)	-	(2,270,000.00)
Proceeds from sales of subsidiary in investment	-	9,380,000.00	-	9,380,000.00
Cash paid for purchase of property, plant and equipment	(31,812,564.52)	(6,807,392.46)	(31,812,564.52)	(6,712,992.46)
Cash received from sales of property, plant and equipment	26,819.63	3,900,183.11	26,819.63	3,900,183.11
Cash paid for intangible assets	(679,550.00)	-	(679,550.00)	-
Transfer cash and cash equivalents of subsidiary as associated transfer	-	(26,219,051.83)	-	-
Net cash provided by (used in) investing activities	(26,362,919.70)	(24,347,925.62)	(26,362,919.70)	1,965,526.21
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Cash paid for interest expenses	(5,027,201.20)	(6,306,324.26)	(5,027,201.20)	(6,294,275.30)
Bank overdraft and short-term loans from financial institutions increase (decrease)	22,087,215.48	(3,112,644.58)	22,087,215.48	(3,112,644.58)
Cash received from converting warrents	600,000.00	1,170,900.00	600,000.00	1,170,900.00
Finance lease obligatons (decrease)	(2,546,137.34)	(5,651,138.86)	(2,546,137.34)	(5,538,582.82)
Long - term borrowings (decrease)	(19,640,826.65)	(25,269,573.33)	(19,640,826.65)	(25,269,573.33)
Net cash provided by (used in) financial activities	(4,526,949.71)	(39,168,781.03)	(4,526,949.71)	(39,044,176.03)

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

**THE STATEMENT OF CASH FLOWS (CONT.)**

FOR THE YEAR ENDED DECEMBER 31, 2016

	In Baht			
	Financial statements in which the equity method is applied	Consolidated Financial Statements	Separate Financial Statements	
	2016	2015	2016	2015
INCREASE (DECREASE) IN CASH AND EQUIVALENTS - NET	(16,629,958.43)	(9,918,107.84)	(16,629,958.43)	2,084,544.50
CASH AND CASH EQUIVALENTS, AT THE BEGINNING OF THE YEAR	26,940,785.57	36,858,893.41	26,940,785.57	24,856,241.07
CASH AND CASH EQUIVALENTS, AT THE END OF THE YEAR	<u>10,310,827.14</u>	<u>26,940,785.57</u>	<u>10,310,827.14</u>	<u>26,940,785.57</u>
SUPPLEMENT DISCLOSURES OF CASH FLOWS INFORMATION				
Increase in finance lease obligation from purchase of vehicles	-	14,974,000.00	-	14,974,000.00
Cost of decommissioning restoration	619,663.73	201,830.36	619,663.73	201,830.36

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

# NOTES TO FINANCIAL STATEMENTS

## BGT CORPORATION PUBLIC COMPANY LIMITED NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2016

### 1. GENERAL INFORMATION

#### (a) General matter

The Company was incorporated as a limited company under the Thai Civil and Commercial Code on March 31, 1988, and changed its status to a public limited company under the Public Limited Company Act on June 29, 2007. The Company's shares had been approved to be listed on the Market for Alternative Investment (MAI) on December 11, 2007.

The address of its registered office is at 188 Suwinthawong Road, Minburi, Bangkok.

#### (b) Nature of the Company's business

The Company operates in Thailand and its principal business activity is retail of ready-to-wear apparels and related accessories under the trademark of Body Glove.

### 2. BASIS FOR PREPARATION AND PRESENTATION OF THE FINANCIAL STATEMENT

#### 2.1 Basis for preparation of the consolidated financial statements

The consolidated financial statements include the financial statements of BGT Corporation Public Company Limited ("the Company") and BGT Technology Company Limited ("the subsidiary") and from March 27, 2015 the status of such company changed from the subsidiary to the associate.

On March 27, 2015, the Company sold its investments in BGT Technology Company Limited by 35%. As a result, as at March 31, 2015, the Company held 24.6% of paid-up share capital in BGT Technology Company Limited and was no longer controlled over such company. Therefore, the status of such company changed from the subsidiary to the associate. and the Company prepared the consolidated financial statements of BGT Corporation Public Company Limited and its subsidiary for the period from January 1, 2015 to March 27, 2015, after such date the Company prepared the financial statements by applying the equity method.

In the third quarter, the Company had operation to increase the investment in BGT Technology Co., Ltd. on September 8, 2015 as the associates had increased its registered capital from Baht 10 million to Baht 20 million. The amount of capital increase was Baht 2.27 million (22,700 shares at the per value of Baht 100 per share). The Company had fully paid-up 47,300 shares after the capital increase which was 23.65%.

#### 2.2 Basis for preparation of the financial statements

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

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

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

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

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

## Conceptual Framework for Financial Reporting (revised 2015)

TAS 1 (revised 2015)	Presentation of Financial Statements
TAS 2 (revised 2015)	Inventories
TAS 7 (revised 2015)	Statement of Cash Flows
TAS 8 (revised 2015)	Accounting Policies, Changes in Accounting Estimates and Errors
TAS 10 (revised 2015)	Events After the Reporting Period
TAS 11 (revised 2015)	Construction Contracts
TAS 12 (revised 2015)	Income Taxes
TAS 16 (revised 2015)	Property, Plant and Equipment
TAS 17 (revised 2015)	Leases
TAS 18 (revised 2015)	Revenue
TAS 19 (revised 2015)	Employee Benefits
TAS 20 (revised 2015)	Accounting for Government Grants and Disclosure of Government Assistance
TAS 21 (revised 2015)	The Effects of Changes in Foreign Exchange Rates
TAS 23 (revised 2015)	Borrowing Costs
TAS 24 (revised 2015)	Related Party Disclosures
TAS 26 (revised 2015)	Accounting and Reporting by Retirement Benefit Plans
TAS 27 (revised 2015)	Separate Financial Statements
TAS 28 (revised 2015)	Investments in Associates and Joint Ventures
TAS 29 (revised 2015)	Financial Reporting in Hyperinflationary Economies
TAS 33 (revised 2015)	Earnings Per Share
TAS 34 (revised 2015)	Interim Financial Reporting
TAS 36 (revised 2015)	Impairment of Assets
TAS 37 (revised 2015)	Provisions, Contingent Liabilities and Contingent Assets
TAS 38 (revised 2015)	Intangible assets
TAS 40 (revised 2015)	Investment Property
TAS 41	Agriculture
TFRS 2 (revised 2015)	Share-Based Payment
TFRS 3 (revised 2015)	Business Combinations
TFRS 4 (revised 2015)	Insurance Contracts
TFRS 5 (revised 2015)	Non-current Assets Held for Sale and Discontinued Operations
TFRS 6 (revised 2015)	Exploration for and Evaluation of Mineral Resources
TFRS 8 (revised 2015)	Operating Segments
TFRS 10 (revised 2015)	Consolidated Financial Statements
TFRS 11 (revised 2015)	Joint Arrangements
TFRS 12 (revised 2015)	Disclosure of Interests in Other Entities
TFRS 13 (revised 2015)	Fair Value Measurement
TSIC 10 (revised 2015)	Government Assistance - No Specific Relation to Operating Activities
TSIC 15 (revised 2015)	Operating Leases - Incentives
TSIC 25 (revised 2015)	Income Taxes - Changes in the Tax Status of an Entity or its Shareholders
TSIC 27 (revised 2015)	Evaluating the Substance of Transactions Involving the Legal Form of a Lease
TSIC 29 (revised 2015)	Service Concession Arrangements: Disclosure
TSIC 31 (revised 2015)	Revenue-Barter Transactions Involving Advertising Services
TSIC 32 (revised 2015)	Intangible Assets - Web Site Costs
TFRIC 1 (revised 2015)	Changes in Existing Decommissioning, Restoration and Similar Liabilities
TFRIC 4 (revised 2015)	Determining whether an Arrangement contains a Lease
TFRIC 5 (revised 2015)	Right to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
TFRIC 7 (revised 2015)	Applying the Restatement Approach under TAS 29 (revised 2015) Financial Reporting in Hyperinflationary Economics
TFRIC 10 (revised 2015)	Interim Financial Reporting and Impairment

TFRIC 12 (revised 2015)	Service Concession Arrangements
TFRIC 13 (revised 2015)	Customer Loyalty Programmes
TFRIC 14 (revised 2015)	TAS 19 (revised 2015)-The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction
TFRIC 15 (revised 2015)	Agreements for the Construction of Real Estate
TFRIC 17 (revised 2015)	Distributions of Non - cash Assets to Owners
TFRIC 18 (revised 2015)	Transfers of Assets from Customers
TFRIC 20 (revised 2015)	Stripping Costs in the Production Phase of a Surface Mine
TFRIC 21	Levies

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

### 3. **SIGNIFICANT ACCOUNTING POLICIES**

#### 3.1 Revenue and expense recognition

##### Revenues from sales

Revenues from sales are recognized when the significant risks and rewards of ownership of the goods have been passed to the buyer. Revenues from sales are presented by the value of goods which are delivered after deducting trade discounts in accordance with prices shown on the invoice exclusive of VAT.

##### Interest income

Interest income is recognized as income on the accrual basis based on the effective rate method.

##### Dividends

Dividends are recognized as income when having the rights to receive the dividends.

##### Other income and other expenses

Other income and other expenses are recognized on an accrual basis.

#### 3.2 Cash and cash equivalents

Cash and cash equivalents consist of cash in hand, cash at bank, and highly liquid short-term investment with an original maturity of three months or less and not subject to withdrawal restrictions.

#### 3.3 Trade accounts receivable and allowance for doubtful accounts

Trade accounts receivable are stated at the net realizable value. The Company record allowance for doubtful accounts is provided for the estimated losses that may be incurred in the collection of receivables. This allowance is generally based on individual collection experience and analysis of debtor aging.

#### 3.4 Inventories

Inventories are valued at the lower of cost (weighted average method) or net realizable value. Allowance for the decline in value of inventories is provided for slow-moving and obsolete stocks.

The cost of purchase comprises both the purchase price and costs directly attributable to the acquisition of the inventory, such as import duties, transportation charges and other direct costs incurred in acquiring the inventories less all trade discounts, allowances or rebates.

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

#### 3.5 Investments

##### Current Investment

Investments in securities held for trading are stated at fair value. Changes in the fair value of these securities are recorded as gains or losses in the statements of comprehensive income and recorded as gains or losses in the statement of comprehensive income when those securities are sold.

The fair value of unit trusts is calculated from the net asset value of the fund.

### Investments in associates

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

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

### 3.6 Property, plant equipment and depreciation

Land is stated at cost. Plant and equipment are stated at cost less accumulated depreciation and allowance on impairment (if any).

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

Depreciation of plant and equipment is calculated by cost less residual value on the straight-line basis over the following estimated useful lives:

	Year
Building and building improvement	20
Furniture, fixture and office equipment	5
Vehicles	5

The Company has reviewed the residual value and useful life of the assets every year.

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

Depreciation is included in determining income.

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

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

### 3.7 Intangible assets

Intangible assets that are acquired by the Company with finite useful lives are stated at cost less accumulated amortization and allowance on impairment (if any).

Intangible assets are amortized in the statement of comprehensive income on a straight-line basis over their estimated useful lives from the date that they are available for use. The estimated useful lives are as follows:

	Year
Trademark	27
Computer software	5

### 3.8 Long-term leases - leasehold right

Leasehold right is stated at cost after deducted accumulated amortization. Amortization is calculated by the straight-line method in accordance with the rental contract term of 6-29 years.

### 3.9 Borrowing costs

Borrowing costs directly attributed to the acquisition or construction of an asset that necessarily takes long time to put in ready to use or available for sale state are capitalized as part of the cost of the respective asset until that asset condition is ready for its intended use. All other borrowing costs are expensed in the period they are incurred. Borrowing costs consist of interest and other costs arising from such borrowing.

### 3.10 Related party transactions

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

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

### 3.11 Operating lease

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

### 3.12 Financial leases

The Company record assets under finance leases as assets and liabilities at the amounts equal to the fair value of the leased assets at the inception of the lease or the present value of the minimum lease payments, whichever is lower. In calculating the present value of the minimum lease payments, the discount factor used is the interest rate implicit in the lease agreements. The interest charge is recorded to the different periods over the entire lease term based on the remaining balance of payable under financial lease agreement in each period.

### 3.13 Foreign currencies

Transactions in foreign currencies are translated into Baht at the rates ruling on the transaction dates. Monetary assets and liabilities denominated in foreign currency outstanding at the statement of financial position date are translated into Baht at the rates ruling on the statement of financial position date.

Exchange gains and losses are included in determining earnings.

### 3.14 Impairment of assets

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

### 3.15 Employee benefits

#### Short-term employment benefits

The Company recognize salary, wage, bonus and contributions to social security fund and provident fund as expenses when incurred.

#### Post-employment benefits (Defined contribution plans)

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

#### Post-employment benefits (Defined benefit plans)

The Company has obligations in respect of the severance payments that it must pay to the employees upon retirement under the labor law and other employee benefit plans. The Company treats these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is calculated based on the actuarial principles by a qualified independent actuary using the projected unit credit method. Such estimates are made based on various assumptions, including discount rate, future salary increase rate, staff turnover rate, mortality rate, and inflation rate.

Actuarial gains and losses for post-employment benefits of the employees are recognized immediately in other comprehensive income.

### 3.16 Income tax expenses (income)

#### Income tax

Income tax comprises current income tax and deferred tax.

#### Current tax

The Company records income tax expense, if any, based on the amount currently payable under the Revenue Code at the income tax rates (year 2016 and 2015 : 20%) of net profit before income tax, after adding back certain expenses which are non-deductible for income tax computation purposes, and less certain transactions which are exemption or allowable from income tax. And less certain transactions which are exemption or allowable from income tax.

#### Deferred tax

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

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

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

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

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

Thus, the Company offsets deferred tax asset and deferred tax liabilities for presentation in the statement of financial position, rather than presenting them separately.

### 3.17 Earnings per share

Basic earnings per share is calculated by dividing profit for the year by the weighted average number of ordinary shares which are issued during the year and held by outside party.

Diluted earnings per share is computed by dividing profit (loss) for the year by the aggregate amount of the weighted average number of ordinary shares issued during the year and the weighted average number of ordinary shares which the Company may have to issue for conversion of warrants to ordinary shares.

### 3.18 Share-based payment

The Company share-based compensation plans, under which the Company receives services from employees as consideration for equity instruments (options) of the Company. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted:

1. Including any market performance conditions;
2. Excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
3. Excluding the impact of any non-vesting conditions (for example, the requirement for employees to save).

Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each reporting period, the entity revises its estimates of the number of options that are expected to vest based on the non-marketing vesting conditions. It recognised the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

The grant by the Company of options over its equity instruments to the employees undertakings in the Company is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period.

#### **4. SIGNIFICANT ACCOUNTING JUDGEMENT AND ESTIMATES**

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

##### Allowance for declining in value of inventory

The determination of allowance for declining in the value of inventory, requires management to make judgements and estimates of the loss expected to occur. The allowance for decline in net realizable value is estimated based on the selling price expected in the ordinary course of business less selling expense. The provision for obsolete slow-moving and deteriorated inventory, is estimated based on the approximate useful life of each type of inventory. The allowance for diminution in value of inventory as determined is compared with the original balance in the books of account and the increase or decrease in the allowance for diminution in value of inventory will be recognized as cost of sales and service in profit or loss.

##### Leases

In determining whether a lease is to be classified as an operating lease or finance lease, the management is required to use judgement in evaluating the conditions and details of the agreement whether significant risk and rewards of ownership of the leased asset has been transferred.

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

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

##### Deferred tax assets

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

#### Post-employment benefits (Defined benefit plans)

The obligation under the defined benefit plan is estimated based on actuarial principles. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

#### Cost of share-based payment transactions

The estimating the cost of share-based payment transactions it requires the determination of the fair value of the options granted under the transactions which involves appropriate assumptions, including but not limited to the expected life of the share options, share price volatility and dividend yield.

### **5. RELATED PARTY TRANSACTIONS**

During the year, the Company had significant business transactions with related persons and related companies (related by ways of common shareholders and/or common directors). These transactions follow the trade terms and rules agreed between the Company and those companies in the normal course of business.

Details of the relationship between the Company and its related parties and companies are as follows:

#### 5.1 Associate

- BGT Technology Co., Ltd.

#### 5.2 Related companies through common directors and/or related through the key management personnel

- Great Management Co., Ltd.
- Meesil Meesup Co., Ltd.
- Goldmaster Plc.

The Company have the significant outstanding balances with related parties were present in The statement of financial position as at December 31, 2016 and 2015 as follows:

In Million Baht			
Financial statements in which the equity method is applied		Separate Financial Statements	
As at December 31, 2016	As at December 31, 2015	As at December 31, 2016	As at December 31, 2015

#### **The outstanding balances at the statement of financial position**

##### **Trade payable - related party**

###### Associate :

Trade payable	1.79	0.19	1.79	0.19
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##### **Accrued expenses**

###### Related party :

- Meesil Meesup Co., Ltd.	-	0.07	-	0.07
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Significant transactions with related companies for the years ended December 31, 2016 and 2015 are as follows:

In Million Baht					
	Financial statements in which the equity method is applied	Consolidated Financial Statements	Separate Financial Statements		
	For the year ended December 31,	For the year ended December 31,	For the year ended December 31,		Pricing policy
	2016	2015	2016	2015	
<b>Transactions with associate:</b>					
Purchase of goods (return)	2.54	0.21	2.54	0.12	At cost plus margin
Dividends received	-	-	0.14	2.58	As announced
Other income	0.47	-	0.47	0.17	At the price agreed upon by both parties
<b>Transaction with related companies:</b>					
Sales of vehicles					
- Goldmaster Plc.	-	3.60	-	3.60	Close to market price
Expenses					
- Meesil Meesup Co., Ltd.	0.65	0.51	0.65	0.51	Not different from unrelated parties
- Great management Co., Ltd.	1.44	1.44	1.44	1.44	At the rate specified in the agreements

#### Management benefit expenses

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

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

In Million Baht				
	Financial statements in which the equity method is applied	Consolidated Financial Statements	Separate Financial Statements	
	For the year ended December 31,	For the year ended December 31,	For the year ended December 31,	
	2016	2015	2016	2015
<b>Management</b>				
Management benefit expenses				
Short-term employee benefits	31.56	25.06	31.56	25.06
Post-employment benefits	0.79	0.48	0.79	0.48
Total	32.35	25.54	32.35	25.54

## 6. CASH AND CASH EQUIVALENTS

This account consisted of :

	In Baht	
	Financial statements in which the equity method is applied/ Separate Financial Statements	
	As at December 31, 2016	As at December 31, 2015
Cash on hand	5,724,155.10	6,357,893.50
Cash at bank - current accounts	4,227,419.18	13,711,354.44
Cash at bank - savings accounts	8,228.86	6,524,206.54
Fixed deposit - 3 months (Pledged deposits : Note 31.2)	351,024.00	347,331.09
Total	10,310,827.14	26,940,785.57

Savings accounts carry interest at the floating rates which are set by the bank.

## 7. TEMPORARY INVESTMENTS

This account consisted of :

	In Baht	
	Financial statements in which the equity method is applied/ Separate Financial Statements	
	As at December 31, 2016	As at December 31, 2015
Temporary investment:		
Trading securities - investment units (At cost)	16,232.49	5,710,590.95
Add: Unrealized gain on change in value of securities	204.06	67,880.69
Total temporary investments	16,436.55	5,778,471.64

## 8. TRADE RECEIVABLE - RELATED PARTY

As at December 31, 2016 and 2015, the Company has the outstanding balance of trade receivable - related party aging is as follows:

	In Baht	
	Financial statements in which the equity method is applied/ Separate Financial Statements	
	As at December 31, 2016	As at December 31, 2015
Not overdue	4,139.58	6,441.10
Overdue		
Less than 3 months	-	-
Total	4,139.58	6,441.10

## 9. TRADE RECEIVABLES - OTHER PARTIES

As at December 31, 2016 and 2015, the Company has the outstanding balance of trade receivables - other parties aging are as follows:

	In Baht	
	Financial statements in which the equity method is applied/ Separate Financial Statements	
	As at December 31, 2016	As at December 31, 2015
Not overdue	33,020,816.60	39,988,328.98
Overdue		
Less than 3 months	537,789.26	1,092,729.10
3 months to 6 months	-	-
6 months to 12 months	-	-
Over 12 months	-	-
Total	33,558,605.86	41,081,058.08

## 10. INVENTORIES

This account consisted of :

	In Baht	
	Financial statements in which the equity method is applied/ Separate Financial Statements	
	As at December 31, 2016	As at December 31, 2015
Finished goods	340,393,002.67	256,799,648.28
<u>Less</u> Allowance for the decline in value of obsolete inventories	(4,375,138.42)	(3,223,852.38)
Finished goods	336,017,864.25	253,575,795.90
Raw materials and supplies	2,223,623.63	1,701,613.71
Goods In transit	2,285,756.91	4,979,736.34
Total	340,527,244.79	260,257,145.95

The change in the allowance for the decline in value of obsolete inventories for the year ended December 31, 2016 is as follows :

	In Baht
	Financial statements in which the equity method is applied / Separate Financial Statements
Balance as at December 31, 2015	3,223,852.38
Increasing (Decreasing) during the year	1,151,286.04
Balance as at December 31, 2016	4,375,138.42

## 11. INVESTMENT IN ASSOCIATE

As at December 31, 2016 and 2015, investment in associate the details is as follows:

Company name	In Baht		Percentage of shareholding		In Baht			
	Paid-up capital				Financial statements in which the equity method is applied		Separate Financial Statements	
					Equity method		Cost method	
	As at December 31, 2016	As at December 31, 2015	As at December 31, 2016	As at December 31, 2015	As at December 31, 2016	As at December 31, 2015	As at December 31, 2016	As at December 31, 2015
BGT Technology Co., Ltd.	20,000,000.00	20,000,000.00	23.65	23.65	6,146,562.66	7,856,938.83	4,730,000.00	4,730,000.00

Company name	Nature of business	Details of the relationship	In Baht	
			Dividend	
			Separate Financial Statements	
			As at December 31, 2016	As at December 31, 2015
BGT Technology Co., Ltd.	To distribute electronic device accessories and other devices.	Associate	141,900.00	2,583,000.00

Share of profit (loss) of associates for the years ended December 31, 2016 and 2015 is as follows:

	In Baht	
	Financial statements in which the equity method is applied	Consolidated Financial Statements
	2016	2015
BGT Technology Co., Ltd.		
Share of profit (loss) of associates	(1,568,476.17)	878,595.61

Summarized financial information in respect of BGT Technology Co., Ltd. of the material associate:

	In Baht	
	2016	2015
Current assets	27,012,509.58	37,904,054.16
Non-current assets	2,065,410.89	2,859,009.17
Current liabilities	1,974,490.75	6,082,128.41
Non - current liabilities	1,130,365.44	1,475,836.06
Revenues	40,784,207.80	87,604,240.62
Profit (loss) for the year	(6,632,034.58)	6,355,970.57
Other comprehensive income (loss) for the year	-	-
Comprehensive income (loss) for the year	(6,632,034.58)	6,355,970.57

Reconciliation of the above summarized financial information to the carrying amount of the interest in BGT Technology Co., Ltd. recognized in the financial statements in which the equity method is applied;

	In Baht	
	Financial statements in which the equity method is applied	
	2016	2015
Net assets of the associate	25,973,064.28	33,205,098.86
Proportion of the interest in associate (%)	23.65	23.65
Net asset value (Proportion of the interest)	6,142,629.70	7,853,005.88
Other adjustments - profit in inventories end of the year	(67.04)	3,932.95
Carrying amount of the interest in associate.	6,142,562.66	7,856,938.83

According to the Board of Directors' of associates Meeting no. 1/2015 dated August 14, 2015, it had a resolution to approve the annual dividend payment for the year 2014 at Baht 105 per shares. The Company had received the dividend payment amounting to Baht 2.58 million.

According to the Board of Directors' of associates Meeting no. 1/2016 date March 29, 2016, it has a resolution to approve the dividend annual payment for the year 2015 at Baht 3 per share. The Company had received the dividend payment amounting to Baht 0.14 million.

At the Board of Directors Meeting No. 1/2015 held on February 27, 2015, it was approved to sell investment in the subsidiary BGT Technology Co., Ltd. 35,000 shares or 35% of the registered capital to the other person on or before March 31, 2015. The criteria of the sale price is using the book value as at December 31, 2014 of BGT Technology Co., Ltd., which is equal to Baht 268.74 per share, sale value Baht 9.38 million. The Company received the payment and the shares were transferred to the buyer on March 27, 2015. The subsidiary (BGT Technology Co., Ltd.) has changed its status from investment in subsidiary to investment in associate. Previously, the Company held 59,600 shares representing 59.6%, and after the sale it was reduced to 24,600 shares representing 24.6%.

In first quarter of year 2015, the Company has gain on sale of investment in subsidiary amounting to Baht 5.88 million which is shown in the statement of comprehensive income company only (at cost) which shown in "Other Income" and has suffered loss from sale of investment in subsidiary amounting to Bath 1 million which is shown in the statement of comprehensive income (equity method) which shown in "Administrative expenses" for the year ended December 31, 2015.

In the third quarter, the Company had operation to increase the investment in BGT Technology Co., Ltd. on September 8, 2015 as the associates had increased its registered capital from Baht 10 million to Baht 20 million. The amount of capital increase was Baht 2.27 million (22,700 shares at the per value of Baht 100 per share). The Company had fully paid-up 47,300 shares after the capital increase which was 23.65%.

Details of the results of operation of the subsidiary (discontinued operation) are as follows:

	In Baht	
	Consolidated Financial Statement	
	For the year ended December 31, 2016	For the period from January 1, 2015 to March 27, 2015
Revenues	-	32,780,381.89
Expense	-	28,855,608.99
	-	3,924,772.90
Income tax expenses	-	750,118.19
Profit from discontinued operation	-	3,174,654.71

## 12. PROPERTY, PLANT AND EQUIPMENT

This account consisted of :

	In Baht				
	Financial statements in which the equity method is applied/ Separate Financial Statements				
	Land	Building and building improvement	Furniture, fixture and office equipment	Vehicles	Total
<u>At cost</u>					
Balance as at January 1, 2016	46,871,955.00	104,259,552.17	181,822,367.51	22,230,663.55	355,184,538.23
Acquisitions	-	634,149.71	27,598,078.54	4,200,000.00	32,432,228.25
Disposals and write-off	-	(307,217.24)	(12,029,738.28)	-	(12,336,955.52)
Transfer in (out)	-	-	-	-	-
Balance as at December 31, 2016	<u>46,871,955.00</u>	<u>104,586,484.64</u>	<u>197,390,707.77</u>	<u>26,430,663.55</u>	<u>375,279,810.96</u>
<u>Accumulated depreciation</u>					
Balance as at January 1, 2016	-	(15,951,634.79)	(144,688,918.26)	(4,143,509.10)	164,784,062.15
Depreciation for the year	-	(5,443,359.00)	(18,997,895.61)	(2,802,725.62)	(27,243,980.23)
Accumulated depreciation on disposals and write-off	-	76,558.59	10,754,540.96	-	10,831,099.55
Transfer in (out)	-	-	-	-	-
Balance as at December 31, 2016	<u>-</u>	<u>(21,318,435.20)</u>	<u>(152,932,272.91)</u>	<u>(6,946,234.72)</u>	<u>181,196,942.83)</u>
<u>Net book Value</u>					
Balance as at December 31, 2016	<u>46,871,955.00</u>	<u>83,268,049.44</u>	<u>44,458,434.86</u>	<u>19,484,428.83</u>	<u>194,082,868.13</u>
Balance as at December 31, 2015	<u>46,871,955.00</u>	<u>88,307,917.38</u>	<u>37,133,449.25</u>	<u>18,087,154.45</u>	<u>190,400,476.08</u>
	In Baht				
	Financial statements in which the equity method is applied				
	Land	Building and building improvement	Furniture, fixture and office equipment	Vehicles	Total
<u>At cost</u>					
Balance as at January 1, 2015	46,871,955.00	104,227,866.33	199,208,618.32	28,355,416.99	378,663,856.64
Acquisitions	-	241,680.00	6,565,712.46	14,974,000.00	21,781,392.46
Reconciliation to equity method	-	-	(462,715.67)	(2,456,858.11)	(2,919,573.78)
Disposals and write-off	-	(209,994.16)	(23,489,247.60)	18,641,895.33)	(42,341,137.09)
Transfer in (out)	-	-	-	-	-
Balance as at December 31, 2015	<u>46,871,955.00</u>	<u>104,259,552.17</u>	<u>181,822,367.51</u>	<u>22,230,663.55</u>	<u>355,184,538.23</u>
<u>Accumulated depreciation</u>					
Balance as at January 1, 2015	-	(10,542,812.98)	(141,637,779.51)	13,379,448.40)	(165,560,040.89)
Depreciation for the year	-	(5,570,130.27)	(23,199,882.43)	(1,433,814.19)	(30,203,826.89)
Reconciliation to equity method	-	-	151,176.77	384,759.16	535,935.93
Accumulated depreciation on disposals and write-off	-	161,308.46	19,997,566.91	10,284,994.33	30,443,869.70
Transfer in (out)	-	-	-	-	-
Balance as at December 31, 2015	<u>-</u>	<u>(15,951,634.79)</u>	<u>(144,688,918.26)</u>	<u>(4,143,509.10)</u>	<u>(164,784,062.15)</u>
<u>Net book Value</u>					
Balance as at December 31, 2015	<u>46,871,955.00</u>	<u>88,307,917.38</u>	<u>37,133,449.25</u>	<u>18,087,154.45</u>	<u>190,400,476.08</u>
Balance as at December 31, 2014	<u>46,871,955.00</u>	<u>93,685,053.35</u>	<u>57,570,838.81</u>	<u>14,975,968.59</u>	<u>213,103,815.75</u>

In Baht					
Separate Financial Statements					
	Land	Building and building improvement	Furniture, fixture and office equipment	Vehicles	Total
<u>At cost</u>					
Balance as at January 1, 2015	46,871,955.00	104,227,866.33	198,840,302.65	25,898,558.88	375,838,682.86
Acquisitions	-	241,680.00	6,471,312.46	14,974,000.00	21,686,992.46
Disposals and write-off	-	(209,994.16)	(23,489,247.60)	18,641,895.33	(42,341,137.09)
Transfer in (out)	-	-	-	-	-
Balance as at December 31, 2015	46,871,955.00	104,259,552.17	181,822,367.51	22,230,663.55	355,184,538.23
<u>Accumulated depreciation</u>					
Balance as at January 1, 2015	-	(10,542,812.98)	(141,509,202.84)	13,100,677.54	(165,152,693.36)
Depreciation for the year	-	(5,570,130.27)	(23,177,282.33)	(1,327,825.89)	(30,075,238.49)
Accumulated depreciation on disposals and write-off	-	161,308.46	19,997,566.91	10,284,994.33	30,443,869.70
Transfer in (out)	-	-	-	-	-
Balance as at December 31, 2015	-	(15,951,634.79)	(144,688,918.26)	(4,143,509.10)	(164,784,062.15)
<u>Net book Value</u>					
Balance as at December 31, 2015	46,871,955.00	88,307,917.38	37,133,449.25	18,087,154.45	190,400,476.08
Balance as at December 31, 2014	46,871,955.00	93,685,053.35	57,331,099.81	12,797,881.34	210,685,989.50

As at December 31, 2016 and 2015, the Company have the gross carrying amount of any fully depreciated property, plant and equipment that is still in use of Baht 96.63 million and Baht 90.58 million, respectively.

Land and building are mortgaged to secure credit facilities of several financial institutions as discussed in Note 16 and 18.

In Baht				
	Financial statements in which the equity method is applied	Consolidated Financial Statements	Separate Financial Statements	
	2016	2015	2016	2015
Depreciation for the year	27,243,980.23	30,203,826.89	27,243,980.23	30,075,238.49
Loss from disused of asset / loss from disposal	1,275,089.15	3,450,699.31	1,275,089.15	3,450,699.31

As at December 31, 2016 and 2015, the Company has the assets under finance lease agreements in the original cost and its accumulated depreciation as follows :

In Baht				
	Financial statements in which the equity method is applied		Separate Financial Statements	
	As at December 31, 2016	As at December 31, 2015	As at December 31, 2016	As at December 31, 2015
Cost of finance lease assets	17,248,018.69	17,781,626.17	17,248,018.69	17,781,626.17
<u>Less</u> Accumulated depreciation	(3,810,350.28)	(1,485,581.68)	(3,810,350.28)	(1,485,581.68)
Net book value	13,437,668.41	16,296,044.49	13,437,668.41	16,296,044.49

### 13. INTANGIBLE ASSETS

This account consisted of :

	In Baht		
	Financial statements in which the equity method is applied/ Separate Financial Statements		
	Trademark	Computer Software	Total
<u>At cost</u>			
Balance as at January 1, 2016	17,363,700.00	6,286,056.77	23,649,756.77
Acquisitions	-	679,550.00	679,550.00
Amortization	-	(133,000.00)	(133,000.00)
Transfer in (out)	-	-	-
Balance as at December 31, 2016	17,363,700.00	6,832,606.77	24,196,306.77
<u>Accumulated amortization</u>			
Balance as at January 1, 2016	(12,887,121.15)	(5,854,493.37)	(18,741,614.52)
Amortization for the year	(238,750.92)	(194,603.44)	(433,354.36)
Amortization for write-off	-	116,681.02	116,681.02
Transfer in (out)	-	-	-
Balance as at December 31, 2016	(13,125,872.07)	(5,932,415.79)	(19,058,287.86)
<u>Net book value</u>			
Balance as at December 31, 2016	4,237,827.93	900,190.98	5,138,018.91
Balance as at December 31, 2015	4,476,578.85	431,563.40	4,908,142.25

	In Baht		
	Financial statements in which the equity method is applied		
	Trademark	Computer Software	Total
<u>At cost</u>			
Balance as at January 1, 2015	17,363,700.00	6,326,056.77	23,689,756.77
Acquisitions	-	-	-
Reconciliation to equity method	-	(40,000.00)	(40,000.00)
Amortization	-	-	-
Transfer in (out)	-	-	-
Balance as at December 31, 2015	17,363,700.00	6,286,056.77	23,649,756.77
<u>Accumulated amortization</u>			
Balance as at January 1, 2015	(12,648,370.23)	(5,723,021.32)	(18,371,391.55)
Amortization for the year	(238,750.92)	(158,108.42)	(396,859.34)
Reconciliation to equity method	-	26,636.37	26,636.37
Transfer in (out)	-	-	-
Balance as at December 31, 2015	(12,887,121.15)	(5,854,493.37)	(18,741,614.52)
<u>Net book value</u>			
Balance as at December 31, 2015	4,476,578.85	431,563.40	4,908,142.25
Balance as at December 31, 2014	4,715,329.77	603,035.45	5,318,365.22

	In Baht		
	Separate Financial Statement		
	Trademark	Computer Software	Total
<b>At cost</b>			
Balance as at January 1, 2015	17,363,700.00	6,286,056.77	23,649,756.77
Acquisition during the year	-	-	-
Disposals and write-off during the year	-	-	-
Transfer in (out)	-	-	-
Balance as at December 31, 2015	17,363,700.00	6,286,056.77	23,649,756.77
<b>Accumulated amortization</b>			
Balance as at January 1, 2015	(12,648,370.23)	(5,699,672.21)	(18,348,042.44)
Amortization for the year	(238,750.92)	(154,821.16)	(393,572.08)
Transfer in (out)	-	-	-
Balance as at December 31, 2015	(12,887,121.15)	(5,854,493.37)	(18,741,614.52)
<b>Net book value</b>			
Balance as at December 31, 2015	4,476,578.85	431,563.40	4,908,142.25
Balance as at December 31, 2014	4,715,329.77	586,384.56	5,301,714.33

	In Baht			
	Financial statements in which the equity method is applied	Consolidated Financial Statements	Separate Financial Statements	
	2016	2015	2016	2015
Amortization for the year	433,354.36	396,859.34	433,354.36	393,572.08
Loss from disposal of asset	16,318.98	-	16,318.98	-

#### 14. LEASEHOLD RIGHTS - SHOP AREA

This account consisted of :-

	In Baht
	Financial statements in which the equity method is applied / Separate Financial Statements
<b>At cost</b>	
Balance as at December 31, 2015	93,346,179.85
Increase	-
Transfer in (out)	-
Decrease	-
Balance as at December 31, 2016	93,346,179.85
<b>Accumulated depreciation</b>	
Balance as at December 31, 2015	(49,937,520.04)
Increase	(6,438,013.20)
Decrease	-
Balance as at December 31, 2016	(56,375,533.24)
<b>Net book value</b>	
Balance as at December 31, 2016	36,970,646.61
Balance as at December 31, 2015	43,408,659.81

Leasehold rights - shop area are mortgaged to secure credit facilities of several financial institutions, as discussed in Note 16 and 18.

## 15. DEFERRED TAX ASSETS AND DEFERRED TAX LIABILITIES

Changes in deferred tax assets and deferred tax liabilities for the year ended December 31, 2016 are summarized as follows:

	In Baht		
	Financial statements in which the equity method is applied / Separate		
	Financial Statements		
	Balance as at Dec. 31, 15	Revenue (expenses) during the year In profit or loss	Balance as at Dec. 31, 16
Deferred tax assets:			
Allowance for the decline in value of obsolete inventories	644,770.47	230,257.21	875,027.68
Estimated consignment receivables	35,345,925.31	(5,878,894.20)	29,467,031.11
Employee benefits obligation	1,872,696.40	244,839.40	1,751,207.60
Shared-based payment	134,255.39	(134,255.39)	-
Total	37,997,647.57	(5,538,052.98)	32,093,266.39
Deferred tax liabilities:			
Returning consigned inventories	14,827,172.15	(4,820,314.17)	10,006,857.98
Total	14,827,172.15	(4,820,314.17)	10,006,857.98
	23,170,475.42		22,086,408.41

The components of deferred tax assets and liabilities and after offsetting are included in the statement of financial position as follows:

	In Baht			
	Financial statements in which the equity method is applied		Separate Financial Statements	
	As at December 31, 2016	As at December 31, 2015	As at December 31, 2016	As at December 31, 2015
Deferred tax assets	32,093,266.39	37,997,647.57	32,093,266.39	37,997,647.57
Deferred tax liabilities	(10,006,857.98)	(14,827,172.15)	(10,006,857.98)	(14,827,172.15)
Net	22,086,408.41	23,170,475.42	22,086,408.41	23,170,475.42

## 16. BANK OVERDRAFTS AND SHORT-TERM LOANS FROM FINANCIAL INSTITUTIONS

	In Baht	
	Financial statements in which the equity method is applied/Separate Financial Statements	
	As at December 31, 2016	As at December 31, 2015
Bank Overdrafts	22,087,215.48	-
	22,087,215.48	-

As at December 31, 2016 and 2015, the Company has bank overdraft from several local commercial banks with a total credit line of Baht 65 million, carrying interest MOR per annum. This loan is guaranteed by land with construction and some leasehold right the company.

As at December 31, 2016 and 2015, the Company has short-term loan from several local commercial banks with a total credit line of Baht 80 million, carrying interest at the Market rate and the loans are guaranteed by land with construction and some leasehold right the company.

## 17. LIABILITIES UNDER FINANCIAL LEASE AGREEMENTS

As at December 31, 2016 and 2015, the Company have liabilities under financial lease agreement as leasing of vehicles. The payment details are as follows :-

	Financial statements in which the equity method is applied/ Separate Financial Statements (In Baht)					
	As at December 31, 2016			As at December 31, 2015		
	Principal	Interest	Payments	Principal	Interest	Payments
Within one year	2,404,955.48	357,767.11	2,762,722.59	2,536,626.83	496,766.80	3,033,393.63
After one year but within five years	6,459,045.03	410,521.97	6,869,567.00	8,873,511.02	758,778.57	9,632,289.59
Total	8,864,000.51	768,289.08	9,632,289.59	11,410,137.85	1,255,545.37	12,665,683.22

Under the terms of the lease agreement referred to above, the Company shall have the right to purchase the assets upon the expiry of the lease agreement and the Company shall have to comply with certain conditions and restrictions as specified in the lease agreement.

Liabilities under financial lease agreement for the portion due within one year were shown under “current liabilities” in the statements of financial position.

## 18. LONG - TERM BORROWINGS

As at December 31, 2016 and 2015 the Company has long - term borrowings are as follows :

	In Baht	
	Financial statements in which the equity method is applied / Separate Financial Statements	
	As at December 31, 2016	As at December 31, 2015
Loans from local banks	65,101,165.32	84,741,991.97
<u>Less</u> Current portion	(19,840,309.22)	(19,632,580.29)
Net	45,260,856.10	65,109,411.68

As at December 31, 2016 and 2015, the Company has long-term borrowing are as follows:

	In Baht	
	Financial statements in which the equity method is applied / Separate Financial Statements	
	As at December 31, 2016	As at December 31, 2015
Long term borrowings, at the beginning of the year	84,741,991.97	110,011,565.30
<u>Add</u> Additional loan during the year	-	-
<u>Less</u> Repayment during of the year	(19,640,826.65)	(25,269,573.33)
Long-term borrowings, at the end of the year	65,101,165.32	84,741,991.97

The above borrowings are guaranteed by mortgage of land, building and leasehold rights - shop area.

As at December 31, 2016, the Company has 3 credit lines of long-term borrowing with 2 local financial institutions. Each credit line has the details as follows:

Credit Line	Credit Line (Million Baht)	(Million Baht) As at 31 Dec. 16	Interest Rate per annum	Monthly installment (Million Baht)	Payment term
1	23.20	6.02	MLR	0.24	Year 2011 to 2019
2	20.00	3.42	MLR-0.25%	0.22	Year 2010 to 2018
3	120.00	55.66	MLR-1.00% the first 2 years and MLR-0.5%	1.15	Year 2012 to 2021
	163.20	65.10		1.61	

As at December 31, 2015, the Company has 3 credit lines of long-term borrowing with 2 local financial institutions. Each credit line has the details as follows:

Credit Line	Credit Line (Million Baht)	(Million Baht) As at 31 Dec.15	Interest Rate per annum	Monthly installment (Million Baht)	Payment term
1	23.20	8.92	MLR	0.24	Year 2011 to 2019
2	20.00	6.36	MLR-0.25%	0.22	Year 2010 to 2018
3	120.00	69.46	MLR-1.00%	1.15	Year 2012 to 2021
			the first 2 years and MLR-0.5%		
	<u>163.20</u>	<u>84.74</u>		<u>1.61</u>	

Under the long-term borrowing agreements, the Company shall have to comply with certain conditions and restrictions as specified in the agreement.

## 19. EMPLOYEE BENEFIT OBLIGATIONS

19.1 Employee benefit obligations for the year ended December 31, 2016 are shown as follows:-

### The statements of financial position

	In Baht			
	Financial statements in which the equity method is applied		Separate Financial Statements	
	As at December 31, 2016	As at December 31, 2015	As at December 31, 2016	As at December 31, 2015
Defined benefit obligations, at the beginning of the year	9,363,482.00	8,087,938.00	9,363,482.00	8,087,938.00
Current Service costs and interest	1,224,197.00	1,303,564.00	1,224,197.00	1,275,544.00
Employee benefit obligations paid	-	-	-	-
Reconciliation to equity method	-	(28,020.00)	-	-
Actuarial gains from post-employee benefit	(1,831,641.00)	-	(1,831,641.00)	-
Defined benefit obligations, at the end of the year	<u>8,756,038.00</u>	<u>9,363,482.00</u>	<u>8,756,038.00</u>	<u>9,363,482.00</u>

### Expense recognized in the statements of comprehensive income

For the year ended December 31, 2016 and 2015

	In Baht			
	Financial statements in which the equity method is applied	Consolidated Financial Statements	Separate Financial Statements	
	2016	2015	2016	2015
<b>The statement of comprehensive income</b>				
<b>Recognized in profit or loss</b>				
Current service costs				
Selling expenses	206,389.00	501,060.00	206,389.00	477,630.00
Administrative expenses	801,704.00	506,523.00	801,704.00	502,830.00
Interest on obligation	216,104.00	295,981.00	216,104.00	295,084.00
Total	<u>1,224,197.00</u>	<u>1,303,564.00</u>	<u>1,224,197.00</u>	<u>1,275,544.00</u>
<b>Recognized in other comprehensive income</b>				
Actuarial gains from post-employee benefit	(1,831,641.00)	-	(1,831,641.00)	-
Total	<u>(1,831,641.00)</u>	<u>-</u>	<u>(1,831,641.00)</u>	<u>-</u>

- 19.2 Gain and loss from the estimate based on actuarial principles recognized in the statement of comprehensive income for the year ended December 31, 2016 and 2015 arise from

Recognize in other of comprehensive income

	In Million Baht			
	Financial statements in which the equity method is applied	Consolidated Financial Statements	Separate Financial Statements	
	2016	2015	2016	2015
Improvement from experience	(1.25)	-	(1.25)	-
Population assumption	(1.09)	-	(1.09)	-
Financial assumption	0.51	-	0.51	-
Total	(1.83)	-	(1.83)	-

- 19.3 Principal actuarial assumptions at the reporting date

For the years ended December 31, 2016 and 2015

	Percentage	
	Financial statements in which the equity method is applied	Consolidated Financial Statements
	2016	2015
Discount rate	2.87	3.09, 3.65
Salary increase rate	4	4
Employee turnover rate	0 - 40.00	0 - 37.00
Mortality rate	From Thai Mortality Ordinary Tables of 2008	From Thai Mortality Ordinary Tables of 2008

	Percentage	
	Separate Financial Statements	
	2016	2015
Discount rate	2.87	3.65
Salary increase rate	4	4
Employee turnover rate	0 - 40.00	0 - 37.00
Mortality rate	From Thai Mortality Ordinary Tables of 2008	From Thai Mortality Ordinary Tables of 2008

- 19.4 Sensitivity analysis

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

	(Unit : Million Baht )	
	Financial statements in which the equity method is applied/ Separate Financial Statements	
	1% increase	1% decrease
Discount Rate	(0.64)	0.73
Salary increase rate	0.81	(0.72)
Turnover rate	(0.69)	0.16

## 20. SHARE CAPITAL

At the shareholders' meeting on April 29, 2015, the resolution are as follows :

- 20.1 It was approved to reduce the registered capital by eliminating the shares that are not offered for sale Baht 3,530 divided into ordinary shares 7,060 shares at par value Baht 0.50 from the previous authorized capital Baht 179,759,982 into new authorized capital of Baht 179,756,452 divided into 359,512,904 ordinary shares at par value Baht 0.50.
- 20.2 It was approved to increase the registered capital of the company for Baht 76,902,580 divided into 153,805,160 ordinary shares at par value Baht 0.50 per share from the previous authorized capital Baht 179,756,452 to new registered capital Baht 256,659,032 divided into 513,318,064 ordinary shares at par value Baht 0.50.
- 20.3 It was approved to allocate capital share increase 153,805,160 shares at par value Baht 0.50 per share to support the capital increase general mandate as follows:
  1. Allocate ordinary shares increase 143,805,160 shares at the par value Baht 0.50 per share to support the general mandate as follows :
    - (a) Allocate ordinary shares increase not over 107,853,870 shares at the par value Baht 0.50 per share to offer to the existing shareholders by the stake of shareholding.
    - (b) Allocate ordinary share increase not over 35,951,290 shares at the par value Baht 0.50 per share to support the private placement.
  2. Allocate ordinary shares increase 10,000,000 shares at the par value Baht 0.50 per share to support the exercise of ESOP warrants (including employees who hold director position) in accordance with the ESOP scheme.

The Company has registered with the Department of Business Development, Ministry of Commerce on May 11-12, 2015.

The unpaid registered ordinary shares that were reserved for the exercise of warrants to purchase ordinary shares are mentioned in Note 21 to the financial statements.

### Reconciliation in the number of ordinary shares

	shares	
	As at December 31, 2016	As at December 31, 2015
<u>Registered ordinary shares</u>		
Number of ordinary shares at the beginning of the year	513,318,064	359,519,964
Decrease in the number of ordinary shares due to capital decrease	-	(7,060)
Increase in the number of ordinary shares due to capital increase	-	143,805,160
Increase in the number of ordinary shares due to reserve for exercise of warrants	-	10,000,000
Number of ordinary shares at the end of the year	<u>513,318,064</u>	<u>513,318,064</u>
<u>Issued and paid-up share capital</u>		
Number of ordinary shares at the beginning of the year	360,683,804	359,512,904
Increase in the number of ordinary shares due to capital increase	-	-
Increase in the number of ordinary shares due to reserve for exercise of warrants	600,000	1,170,900
Number of ordinary shares at the end of the year	<u>361,283,804</u>	<u>360,683,804</u>

## 21. **WARRANTS**

On April 29, 2015 the annual general shareholders meeting 2015 has approved the issuance BGT-ESOP W1 of 10,000,000 units to the management and/or staff with the details as follows:

Type	Non-transferable warrants for the purchase of ordinary shares in the Company (BGT-ESOP W1) with name of bearer. A transfer of the BGT-ESOP W1 is permitted upon employees' decease or transfer from arrangers to employees.
Offering amount	Up to 10,000,000 units of warrants.
Offering price	Baht 0 per unit.
Total value of offering	Baht 0.
Term	Up to three (3) year from the issuing date of BGT-ESOP W1.
Number of reserved shares	10,000,000 ordinary shares, representing 2.78 percent of the total issued shares of the Company of 359,512,904 shares.
Exercise ratio	One (1) unit of BGT-ESOP W1: One (1) ordinary share (the exercise ratio may be subsequently changed according to the conditions for adjustment).
Exercise price	Baht 1 per share (the exercise price may be subsequently changed according to the conditions for adjustment).
Offering period	The Warrants will be issued within one year from the date on which the shareholders' meeting approves issuance of BGT-ESOP W1.
Allocation method	To allocate BGT-ESOP W1 to employees of the Company and arranger.
Exercise Period	<p>After the issuing date of BGT-ESOP W1, each warrant holder may exercise BGT-ESOP W1 on the last business day of July throughout the term of BGT-ESOP W1(Exercise Date), subject to the following conditions :</p> <ul style="list-style-type: none"> <li>• Up to 30 percent of all BGT-ESOP W1 allocated are exercisable on the Exercise Date after the issuing date, but not later than 12 months from the date on which BGT-ESOP W1 are issued (First Exercise Date).</li> <li>• Up to 30 percent of all BGT-ESOP W1 allocated are exercisable on the Exercise Date following the First Exercise Date (2nd Exercise Date).</li> <li>• After 24 months from the issuing date of BGT-ESOP W1, the remainder of BGT-ESOP W1 are exercisable on the Exercise Date following the 2nd Exercise Date without restrictions until the expiration of BGT-ESOP W1.</li> <li>• The last Exercise Date shall fall on the date falling 3 years from the issuing date of BGT-ESOP W1. If the last Exercise Date falls on non-business day, such last Exercise Date shall move to the last business day preceding the last Exercise Date.</li> <li>• BGT-ESOP W1 which are not exercised in any Exercise Period can be carried forward to the next Exercise Period until the end of the term of BGT-ESOP W1. All unexercised BGT-ESOP W1 shall be deemed to have been cancelled and cease to be effective.</li> </ul>

Movements of the Company's warrants during the year are as follows :-

Warrant	Units			
	Number of warrants outstanding as at December 31, 2015	Number of warrants exercised during the year	Number of warrants expired during the year	Number of warrants outstanding as at December 31, 2016
BGT-ESOP W1	8,829,100	600,000	-	8,229,100

## 22. **APPROPRIATED - LEGAL RESERVE**

In accordance with the provisions of the Public Limited Company Act, the Company has to set aside a minimum of 5% of its net profit of each year after deduction of deficit (if any) until the reserve reaches 10% of authorized capital. The reserve is not available for dividend distribution.

## 23. SHARED-BASED PAYMENT

### Details of fair value measurement

The fair value of the BGT-ESOP W1 warrants is measured by the Black Scholes model with average fair value at grant date at Baht 0.5733 per warrant.

The inputs used in the measurement of the fair values of BGT-ESOP W1 warrants were as follows :

Share price at grant date (Baht)	1.51
Exercise price (Baht)	1.00
Expected volatility (%)	26.41
(expected volatility is estimated by past 3 years record of at average share price volatility)	
Expected dividends (%)	1.09
Risk-free interest rate (%)	1.84
Termination rate (%)	3 - 10

The issuance of warrants (BGT-ESOP W1) was recognized as benefits expense to the directors and employees in the statement of comprehensive income for the year ended December 31, 2016 and 2015 at the amount of Baht 0.34 and Baht 0.67 million, respectively.

## 24. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing profit for the year by the weighted average number of ordinary shares which are issued during the year and held by outside party.

Diluted earnings per share is computed by dividing profit (loss) for the year by the aggregate amount of the weighted average number of ordinary shares issued during the year and the weighted average number of ordinary shares which the Company may have to issue for conversion of warrants to ordinary shares.

For the year ended December 31, 2016 and 2015 consisted of:

	Financial statements in which the equity method is applied	Consolidated Financial Statements	Separate Financial Statements	
	2016	2015	2016	2015
Net profit for the year				
Net profit for the year (Baht)	39,597,418.52	7,083,509.71	41,307,794.69	14,028,277.57
Weighted average number of ordinary shares (shares)	360,934,624	360,006,928	360,934,624	360,006,928
Weighted average number of ordinary shares under warrants (shares)	8,229,100	8,829,100	8,229,100	8,829,100
Weighted average number of ordinary shares assumed to be issued at fair value (shares)	(6,379,148)	(7,296,777)	(6,379,148)	(7,296,777)
Weighted average number of ordinary shares plus effect of assumed conversion (shares)	362,784,576	361,539,251	362,784,576	361,539,251
Basic earnings per share (Baht per share)				
Net profit for the year	0.11	0.02	0.11	0.04
Diluted earnings per share (Baht per share)				
Net profit for the year	0.11	0.02	0.11	0.04

## 25. OPERATING SEGMENT

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources and assess its performance to the company's operating segment.

The one main operating segment of the Company is retail business of ready-to-wear apparels and related accessories under the trademark of Body Glove. And the single geographical area of their operations is Thailand. Segment performance is measured based on operating profit or loss, on a basis consistent with that used to measure operating profit or loss in the financial statements. As a result, all of the revenues, operating profits and assets as reflected in these financial statements pertain to the aforementioned reportable operating segment and geographical area.

## 26. EXPENSES BY NATURE

Significant expenses by nature for the years ended December 31, 2016 and 2015 are as follows:

	In Baht			
	Financial statements in which the equity method is applied	Consolidated Financial Statements	Separate Financial Statements	
	2016	2015	2016	2015
Changes in inventories of finished goods	(83,593,354.39)	(30,162,756.01)	(83,593,354.39)	(31,401,500.11)
Purchase of finished goods	478,757,021.88	409,226,181.69	478,757,021.88	389,418,121.65
Raw material used	555,971.44	883,824.07	555,971.44	883,824.07
Royalty fee	30,620,298.71	27,535,766.77	30,620,298.71	27,535,766.77
Employee benefits expenses	132,113,256.98	127,257,156.70	132,113,256.98	126,330,993.67
Depreciation and amortization expenses	34,115,347.91	37,038,699.46	34,115,347.91	36,906,823.80
Rental and service expenses	100,913,320.73	98,360,705.31	100,913,320.73	98,360,705.31

## 27. INCOME TAX (REVENUE) EXPENSES

### 27.1 Major components of tax expense (income) expenses

For the years ended December 31, 2016 and 2015 consisted of:

	In Baht			
	Financial statements in which the equity method is applied	Consolidated Financial Statements	Separate Financial Statements	
	2016	2015	2016	2015
Income tax (revenue) expenses shown in profit or loss :				
Current tax expense :				
Income tax (revenue) expenses for the year	9,932,189.31	14,759,020.13	9,932,189.31	14,759,020.13
Deferred tax (revenue) expenses :				
Changes in temporary differences relating to the original recognition and reversal	717,738.81	(9,546,746.59)	717,738.81	(9,546,746.59)
Total	10,649,928.12	5,212,273.54	10,649,928.12	5,212,273.54
Income tax relating to component of other Comprehensive income :				
Gain estimation over actuarial principle	366,328.20	-	366,328.20	-
Total	366,328.20	-	366,328.20	-

27.2 A numerical reconciliation between tax expense (income) and the product of accounting profit multiplied by the applicable tax rate

For the years ended December 31, 2016 and 2015 which are summarized as follows:

	In Baht			
	Financial statements in which the equity method is applied	Consolidated Financial Statements	Separate Financial Statements	
	2016	2015	2016	2015
Accounting profit for the year	50,247,346.64	10,228,496.47	51,957,722.81	19,240,551.11
The applicable tax rate (%)	20%	20%	20%	20%
Tax expense (income) at the applicable tax rate	10,049,469.33	2,045,699.29	10,391,544.56	3,848,110.22
Reconciliation items:				
Tax effect of expenses that are not deductible in determining tax profit:				
- Expenses not allowed as expenses in determining taxable profit	600,458.79	3,166,574.25	286,763.56	1,880,763.32
Tax effect of income or profit that are not required in determining taxable profit:				
- Exemption of non-taxable dividend income	-	-	(28,380.00)	(516,600.00)
Total reconciliation items	600,458.79	3,166,574.25	258,383.56	1,364,163.32
Total tax expense (income)	10,649,928.12	5,212,273.54	10,649,928.12	5,212,273.54

27.3 A numerical reconciliation between the average effective tax rate and the applicable tax rate

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

	Financial statements in which the equity method is applied		Consolidated Financial Statements	
	2016		2015	
	Tax amount In (Baht)	Tax rate (%)	Tax amount In (Baht)	Tax rate (%)
Accounting profit before tax expense for the year	50,247,346.64		10,228,496.47	
Tax expense (income) at the applicable tax rate	10,049,469.33	20.00	2,045,699.29	20.00
Reconciliation items	600,458.79	1.20	3,166,574.25	30.96
Tax expense (income) at the average effective tax rate	10,649,928.12	21.20	5,212,273.54	50.96

	Separate Financial Statements			
	2016		2015	
	Tax amount In (Baht)	Tax rate (%)	Tax amount In (Baht)	Tax rate (%)
Accounting profit before tax expense for the year	51,957,722.81		19,240,551.11	
Tax expense (income) at the applicable tax rate	10,391,544.56	20.00	3,848,110.22	20.00
Reconciliation items	258,383.56	0.50	1,364,163.32	7.09
Tax expense (income) at the average effective tax rate	10,649,928.12	20.50	5,212,273.54	27.09

## **28. OPERATION, TRADEMARK LICENSE AND SUB-LICENSE AGREEMENTS**

On May 3, 2007, the Company entered into an agreement with a foreign company to operate its local product retail and distribution business as specified in the agreement with the permission of the license and sub-license in using the trademark "BODY GLOVE" and the hand device. The said agreement has term of 99 years by automatic renewal for 9 successive time at 10 years per time with a final term of 9 years. The said agreement shall be effective commencing July 1, 2007. Under the agreement, the Company has to pay the following fees :

- 1) Royalty fee at the specified rate with the minimum fee as specified in the agreement;
- 2) Advertising contribution at the rate specified in the agreement;
- 3) Initial upfront fee as specified in the agreement (pay within 120 days following the signing date of the addendum);
- 4) Upfront fee as specified in the agreement (pay in quarterly installments commencing April 2009 to January 2012)

However, on September 12, 2007, the Company had been informed by the above foreign company that currently the Company does not require to set up the advertising fund as specified in the agreement until it receives a given notice 90 days in advance from the said foreign company.

## **29. PROVIDENT FUND**

On June 15, 2007, the Company has joined an employee provident fund scheme with a local fund. The employee shall contribute at the rate of 2% - 3% of the gross salary and the Company contributes at the same rate.

The Company's contributions to the fund for the years ended December 31, 2016 and 2015 amounted to Baht 1.04 million and Baht 1.09 million, respectively.

## **30. OPERATING LEASE AGREEMENTS**

As at December 31, 2016, the Company had commitments under various operating lease agreements as follows:

- Lease agreements on shop areas and services for the period of 1 - 28 years with the expiration date ranging from 2016 - 2024.
- Accommodation lease agreement with a related party for a period of 3 years commencing January 2015.

Future rental and service payments under the above operating leases are as follows :

Lease agreements	Period (Baht Million)		
	Not later than one year	Over one year but not over 5 years	Over five years
Shop area and services	71.21	78.25	2.65
Accommodation	1.44	-	-

Rental and service expenses for the years ended December 31, 2016 and 2015 were Baht 100.91 million and Baht 98.36 million, respectively.

## **31. COMMITMENTS AND CONTINGENT LIABILITIES**

31.1 As at December 31, 2016, the Company had commitments and contingent liabilities as follows :

- Commitment under the advertising agreements totaling Baht 1.55 million (excluded VAT).

31.2 As at December 31, 2016, the Company had contingent liabilities to a bank for the letters of guarantee amounting to Baht 0.31 million, which are guaranteed by fixed deposit - 3 months (see note 6).

## 32. FINANCIAL INSTRUMENTS

### 32.1 Accounting policies

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

### 32.2 Financial risk management for financial instruments

The Company manages its financial risk exposure on financial assets and financial liabilities in the normal business by its internal management and control system, and the Company does not hold or issue any derivative financial instruments.

### 32.3 Credit risk

The Company is exposed to credit risk primarily relating to trade accounts receivable and other accounts receivable. The management of the Company manages this risk by establishing appropriate credit control policies and procedures. Therefore, it does not expect to incur material losses from debt collection more than the amount already provided in the allowance for doubtful accounts.

### 32.4 Interest rate risk

The Company is exposed to interest rate risk that relates primarily to deposit at financial institution bank overdrafts, financial lease agreement, long-term borrowing to related companies and loans from financial institutions. Since most of the Company's financial assets and financial liabilities carry floating interest rates or have fixed interest rates, which are close to the market rates, the interest rate risk is low.

As at December 2016 and 2015, the significant financial assets and financial liabilities classified by types of interest rates were as follows:

	Financial statements in which the equity method is applied/ Separate Financial Statements (In Baht)			
	As at December 31, 2016			
	Floating interest rate	Fixed interest rate	Interest - free	Total
<b><u>Financial assets</u></b>				
Cash at bank - savings accounts	8,228.86	-	-	8,228.86
- current accounts	-	-	4,227,419.18	4,227,419.18
- fixed deposit	351,024.00	-	-	351,024.00
Temporary investments	16,436.55	-	-	16,436.55
<b><u>Financial liabilities</u></b>				
Bank overdrafts	22,087,215.48	-	-	22,087,215.48
Liabilities under financial lease agreements	-	8,864,000.51	-	8,864,000.51
Long - term borrowings	65,101,165.32	-	-	65,101,165.32

	Financial statements in which the equity method is applied/ Separate Financial Statements (In Baht)			
	As at December 31, 2015			
	Floating interest rate	Fixed interest rate	Interest - free	Total
<b><u>Financial assets</u></b>				
Cash at bank - savings accounts	6,524,206.54	-	-	6,524,206.54
- current accounts	-	-	13,711,354.44	13,711,354.44
- fixed deposit	347,331.09	-	-	347,331.09
Temporary investments	5,778,471.64	-	-	5,778,471.64
<b><u>Financial liabilities</u></b>				
Liabilities under financial lease agreements	-	11,410,137.85	-	11,410,137.85
Long - term borrowings	84,741,991.97	-	-	84,741,991.97

### 32.5 Foreign currency risk

The Company's exposure to foreign currency risk arises mainly from transactions in foreign currencies and foreign currency assets and liabilities, which it has not entered into hedging contracts.

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

	Million USD	
	Financial statements in which the equity method is applied/Separate Financial Statements	
	2016	2015
The value of foreign currency liabilities	0.41	0.47

### 32.6 Liquidity risk

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

### 32.7 Fair value

The fair values of significant financial assets and financial liabilities do not differ from their carrying values.

## 33. FAIR VALUE OF FINANCIAL INSTRUMENT

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

#### Fair value hierarchy

Level 1 - Use of quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Use of inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (e.g. prices) or indirectly (e.g. derived from prices).

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

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

	Financial statements in which the equity method is applied/ Separate Financial Statements (In Baht)			
	Level 1	Level 2	Level 3	Total
<b>Assets measured at fair value</b>				
Current investments				
- Unit trust	-	16,436.55	-	16,436.55
Total	-	16,436.55	-	16,436.55

#### Valuation techniques on fair value and inputs for Level 2 valuations

(a) The fair value of investments in non-listed investment units on the Stock Exchange of Thailand, is calculated by using the net assets value per unit as announced by the fund managers.

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

## 34. EVENTS AFTER THE REPORTING PERIOD

According to a meeting of the Board of Directors No. 1/2017 of the Company held on February 27, 2017, it had approved a resolution to propose a dividend payment of Baht 0.012 per share totaling Baht 4.34 million for the year 2016.

The Company will propose the resolution of the above meeting of the Board of Directors for adoption by the Annual General Meeting of the shareholders.

### 35. **THE REVISED ACCOUNTING STANDARDS ARE NOT YET EFFECTIVE IN THE CURRENT YEAR**

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

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

TAS 1 (revised 2016)	Presentation of Financial Statements
TAS 2 (revised 2016)	Inventories
TAS 7 (revised 2016)	Statement of Cash Flows
TAS 8 (revised 2016)	Accounting Policies, Changes in Accounting Estimates and Errors
TAS 10 (revised 2016)	Events After the Reporting Period
TAS 11 (revised 2016)	Construction Contracts
TAS 12 (revised 2016)	Income Taxes
TAS 16 (revised 2016)	Property, Plant and Equipment
TAS 17 (revised 2016)	Leases
TAS 18 (revised 2016)	Revenue
TAS 19 (revised 2016)	Employee Benefits
TAS 20 (revised 2016)	Accounting for Government Grants and Disclosure of Government Assistance
TAS 21 (revised 2016)	The Effects of Changes in Foreign Exchange Rates
TAS 23 (revised 2016)	Borrowing Costs
TAS 24 (revised 2016)	Related Party Disclosures
TAS 26 (revised 2016)	Accounting and Reporting by Retirement Benefit Plans
TAS 27 (revised 2016)	Separate Financial Statements
TAS 28 (revised 2016)	Investments in Associates and Joint Ventures
TAS 29 (revised 2016)	Financial Reporting in Hyperinflationary Economies
TAS 33 (revised 2016)	Earnings Per Share
TAS 34 (revised 2016)	Interim Financial Reporting
TAS 36 (revised 2016)	Impairment of Assets
TAS 37 (revised 2016)	Provisions, Contingent Liabilities and Contingent Assets
TAS 38 (revised 2016)	Intangible assets
TAS 40 (revised 2016)	Investment Property
TAS 41 (revised 2016)	Agriculture
TAS 104 (revised 2016)	Accounting for Trouble Debt Restructuring
TAS 105 (revised 2016)	Accounting for Investments in Debt and Equity Securities
TAS 107 (revised 2016)	Financial Instruments Disclosure and Presentation
TFRS 2 (revised 2016)	Share-Based Payment
TFRS 3 (revised 2016)	Business Combinations
TFRS 4 (revised 2016)	Insurance Contracts
TFRS 5 (revised 2016)	Non-current Assets Held for Sale and Discontinued Operations
TFRS 6 (revised 2016)	Exploration for and Evaluation of Mineral Resource
TFRS 8 (revised 2016)	Operating Segments
TFRS 10 (revised 2016)	Consolidated Financial Statements

TFRS 11 (revised 2016)	Joint Arrangements
TFRS 12 (revised 2016)	Disclosure of Interests in Other Entities
TFRS 13 (revised 2016)	Fair Value Measurement
TSIC 10 (revised 2016)	Government Assistance - No Specific Relation to Operating Activities
TSIC 15 (revised 2016)	Operating Leases - Incentives
TSIC 25 (revised 2016)	Income Taxes - Changes in the Tax Status of an Entity or its Shareholders
TSIC 27 (revised 2016)	Evaluating the Substance of Transactions Involving the Legal Form of a Lease
TSIC 29 (revised 2016)	Service Concession Arrangements: Disclosure
TSIC 31 (revised 2016)	Revenue-Barter Transactions Involving Advertising Services
TSIC 32 (revised 2016)	Intangible Assets - Web Site Costs
TFRIC 1 (revised 2016)	Changes in Existing Decommissioning, Restoration and Similar Liabilities
TFRIC 4 (revised 2016)	Determining whether an Arrangement contains a Lease
TFRIC 5 (revised 2016)	Right to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
TFRIC 7 (revised 2016)	Applying the Restatement Approach under TAS 29 (revised 2016) Financial Reporting in Hyperinflationary Economics
TFRIC 10 (revised 2016)	Interim Financial Reporting and Impairment
TFRIC 12 (revised 2016)	Service Concession Arrangements
TFRIC 13 (revised 2016)	Customer Loyalty Programmes
TFRIC 14 (revised 2016)	TAS 19 (revised 2016)-The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction
TFRIC 15 (revised 2016)	Agreements for the Construction of Real Estate
TFRIC 17 (revised 2016)	Distributions of Non - cash Assets to Owners
TFRIC 18 (revised 2016)	Transfers of Assets from Customers
TFRIC 20 (revised 2016)	Stripping Costs in the Production Phase of a Surface Mine
TFRIC 21 (revised 2016)	Levies

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

### **36. AUTHORIZATION FOR ISSUE OF FINANCIAL STATEMENTS**

These financial statement have been approved by Company's Board of Director on February 27, 2017.

## ***REMUNERATION OF THE AUDITOR***

During the fiscal year ending December 31<sup>st</sup>, 2016, the Company paid the remuneration to Company's Auditor, in the amount of Baht 1,086,234.- which consisted of audit fee of Baht 955,000.00 and other related expenses such as traveling and miscellaneous expenses of Baht 131,234.- In addition to the said remuneration, the Company had no other obligation to pay to the Auditor, the Audit Firm of the Certified Public Accountant and individual or business relating to the Auditor or the Audit Firm of the Auditor.

## COMPANY PROFILE

<b>Name</b>	: BGT Corporation Public Company Limited
<b>Type of Business</b>	: The main business lines in readymade clothing and accessories for retail industry, i.e., backpacks, shoulder bag, traveling bag, wallet, pencil case, cap, socks, etc., under the trademark of “Body Glove” and distinctively recognized “Hand Device” black on yellow background.
<b>Head Office Address</b>	: No. 188 Suwinthawong Road, Minburi, Minburi, Bangkok 10510.
<b>Registration No.</b>	: 0107550000106
<b>Homepage</b>	: <a href="http://www.bodyglove.co.th">www.bodyglove.co.th</a>
<b>Telephone</b>	: 66 (0) 2540-2888
<b>Fax:</b>	: 66 (0) 2540-1953
<b>Capital as of December 31<sup>st</sup>, 2016</b>	
<b>Authorized Capital</b>	: Baht 256,659,032.00 (Share Capital 513,318,064 shares, par value Baht 0.50)
<b>Paid up Capital</b>	: Baht 180,641,902.00 (Share Capital 361,283,804 shares, par value Baht 0.50)

### References

#### (a) Registrar

Thailand Securities Depository Company Limited  
93 Ratchadapisek Road, Dindaeng, Bangkok 10400  
Telephone: 66 (0) 2009-9000 Fax: 66 (0) 2009-9991

#### (b) Auditors

Ms. Wannisa Ngambuatong Certified Public Accountant No. 6838 or  
Ms. Sulalit Ardsawang Certified Public Accountant No. 7517 or  
Mr. Pojana Asawasontichai Certified Public Accountant No. 4891  
Dharmniti Auditing Co., Ltd.  
178 Dharmniti Building, 6<sup>th</sup> - 7<sup>th</sup> Floor, Soi Permsap (Prachachuen 20)  
Prachachuen Road, Bangsue, Bangkok 10800  
Tel: (662) 555-0600 Fax: (662) 555-0664, (662) 555-0665  
E-mail: [center@daa.co.th](mailto:center@daa.co.th) <http://www.daa.co.th>

### Remark:

Investors are able to learn more information from the Company’s annual registration statement (Form 56-1) at [www.sec.or.th](http://www.sec.or.th) or the Company’s website: [www.bodyglove.co.th](http://www.bodyglove.co.th).