



2017 ANNUAL REPORT

Content

1.	Vision and Mission	1
2.	Financial Highlights	2
3.	Messages and Reports from the Board and Sub-Committee	3
4.	Board of Directors	11

Business Operation

5.	General Information and Other important Information	17
6.	Policy and Business Overview	19
7.	Risk Factors	39

Management and Corporate Governance

8.	Shareholders' Information	46
9.	Dividend Policy	47
10.	Management Structure	48
11.	Corporate Governance Report	65
12.	Corporate Social Responsibility	88
13.	Internal Control and Risk Management	93
14.	Related-Party Transactions	96

Financial Position and Operating Results

15.	Report of the Board of Directors' Responsibilities for Financial Statement	101
16.	Analysis of Financial Position and Results of Operation	102
17.	Separate and Consolidated Financial Statements for the year 2017	117

Other Important Information

1.	Details about Directors, Executives, Persons with Controlling Interest and Company Secretary	161
2.	Details about Directors of the Company's subsidiaries	171
3.	Details about Head of Internal Audit	173



Vision

The Company, through the operations of Best Tech or the core company, aspires to be the leader in the steel fabrication business serving customers across different industries both domestically and internationally through efficient collaboration with customers in project management and punctual delivery of products that meet international quality standards. The Company also actively seeks opportunities to invest in projects that offer reasonable return and recurring income.

Mission

To achieve the vision, the Company sets its mission to be:

- 1) To create sustainable growth of core earnings for the group through the investment in the steel fabrication business to serve large-scale projects of customers in heavy industries such as mining, energy and infrastructure by:
 - 1.1) Continuously enhancing the quality of steel fabrication service to maximize customer satisfaction.
 - 1.2) Expanding its customer base to other industries and/or overseas projects.
 - 1.3) Upgrading the Company's systems and operations for enhanced efficiency.
- 2) To actively seeks opportunities to invest in projects that offer reasonable return and recurring income such as solar power plants and other renewable energy projects.



Financial Highlights

	2017	2016	2015
Consolidated Statement of Comprehensive Income (Million Baht)			
Total Revenue	1,452.68	1,897.07	1,949.10
Revenue from fabrication work	1,414.31	1,781.17	1,787.83
Costs of fabrication work	1,312.37	1,575.27	1,012.61
Gross Profit	101.94	205.90	775.22
Profit (Loss) before finance and income tax	3.43	139.56	682.58
Profit (Loss) for the year	(10.16)	107.53	674.80
Consolidated Statement of Financial Position (Million Baht)			
Total assets	1,900.36	2,022.58	1,389.80
Total liabilities	531.65	590.52	308.70
Total shareholders' equity	1,368.71	1,432.07	1,081.10
Financial Ratio			
Gross profit margin (%)	7.21	11.56	43.36
Operating profit margin (%)	0.24	7.84	38.18
Net profit margin (%)	(0.70)	5.67	34.62
Average collection period (days)	111.76	66.01	21.18
Average sale period (days)	75.43	56.03	94.82
Average payment period (days)	62.11	40.86	72.56
Average revenue receipt in advance (days)	25.08	13.00	26.62
Modified cash cycle* (days)	100.00	68.17	16.83
Interest coverage ratio (times)	131.71	(54.05)	591.64
Debt to equity ratio (times)	0.39	0.41	0.29
Dividend payout ratio (%)	n.a.	301.42	61.84
Book value per share (Baht)	1.81	2.12	1.80
Earnings per share (Baht)	(0.01)	0.16	1.12

* Modified cash cycle = Collection period + Sale period - Payment period - Revenue receipt in advance

Message from the Board of Directors



2017 marks the second year of the Company as a listed company on the Market of Alternative Investment or MAI. The Company implemented a number of changes consistent with relevant rules and regulations including with international standards applicable to our business with a view to achieving sustainable growth against a backdrop of challenges from domestic and international environment such as the volatile oil prices and currency exchange rates, intense market competition, and natural disasters that become more severe and slow down the domestic and global economy.

Business Performance : Amid the gloomy economic situation and sluggish investment and trading, the weak demand for steel fabrication works continued from 2016 into this year, particularly in relation to modularization works for heavy industries as a number of investment projects were slowed down or suspended. Striving to survive and overcome these challenges, we dedicated our focus to the market expansion to sustain our revenue level in parallel with the optimization of operational efficiency and the improvement of internal processes. We worked to strengthen our competitiveness through punctual delivery of quality works, effective cost control, and good standards of occupational safety in a bid to build a solid foundation for our future growth,

Business Expansion : In addition to the expansion of our steel fabrication business which is our core business, we explore the possibilities and opportunities to venture into other related business such as cleaning and severing decommissioned wellhead platforms (WHP) to utilize the removed components as raw materials for the steel manufacturing business. In July 2017, Best Tech and Engineering, which is our core company, was awarded JIS H-Grade certification, which is a Japanese industrial standard for the structures of large public buildings in Japan, from Japan Steel-Fabrication Appraisal Organization (JSAO) and this accreditation is a guarantee that our quality of works is of international standard and will pave way for our future projects in Japan.

Business Administration and Risk Management : We are committed to operating our business in accordance with the principle of good corporate governance for sustainable growth. This is evident in, among others, our Corporate Governance Policy and the charters of the Board and Board Committees were revised for greater alignment with the corporate governance principles and guidelines that have been established by relevant authorities and applicable to listed companies; the engagement of ANS Business Consultants Company Limited as our internal auditor; and the establishment of the risk management team which is under the supervision of the Risk Management Committee and in charge of supporting the Company's risk management and control efforts to ensure that the Company's internal control system and risk management system are efficient, adequate and appropriate for its business operations.

Business Directions for 2018 : We forecast that the global economy will show clearer signs of recovery and boost the growth of the export sector. Therefore, we will maintain our focus on penetrating new markets in Thailand and other countries to acquire new customers, particularly in Europe, Australia and Japan. Also, we plan to invest in plant expansion to increase our overall production efficiency and prepare for future growth.

Our foregoing endeavors have been made to inspire the confidence of our investors, shareholders and customers and to build a solid foundation for our robust and sustainable growth at an international level and achieve suitable returns for our shareholders and stakeholders based on the principle of corporate governance.



(Asso. Prof. Dr. Paiboon Sareewiwatthana)

Chairman of the Board of Directors

Audit Committee Report



The Audit Committee has been assigned by the Board to perform duties according to Audit Committee Charter and the notifications of the Stock Exchange of Thailand Re: Qualifications and Scope of Work of the Audit Committee. The Audit Committee is comprised of 3 independent directors and the chairman of the Audit Committee possesses knowledge and experience in finance and accounting. Therefore, the Audit Committee can perform its duties independently and effectively.

In 2017, the Audit Committee held six meetings which were attended by all of its members. This year, the Audit Committee visited the two workshops of Best Tech in Sattahip District and Muang Chachoengsao District to capture insights into the business, production process and operations and this effort bespoke the earnest dedication of the members of Audit Committee in fulfilling their duties. Highlights of the Audit Committee performance are as outlined below:

1. Review of Financial Reports

The Audit Committee, in cooperation with the auditors and the executives of the Accounting and Finance Division, reviewed the quarterly financial reports and audited the annual financial report to ensure that the financial reports of the Company and its subsidiaries are prepared, in all material respects, in accordance with the generally accepted accounting standards and present adequate and reliable information.

2. Review of Internal Control System and Internal Audit

The Audit Committee appointed ANS Business Consultants Company Limited as the Company's internal auditor. In 2017, the internal auditor audited and reviewed key work processes of the Company in accordance with the approved audit plan, assessed the adequacy of the internal control system of the Company and its subsidiaries, and prepared and presented the internal audit reports to the Audit Committee and the Board of Directors on a quarterly basis.

The Audit Committee regularly followed up on the improvement of the internal control system based on the review and audit reports. As part of its corrupt behavior assessment initiative, the Company has also established a whistleblowing program as a channel to receive complaints or information about corruption. However, no complaints or information about corruption were reported to the Company in 2017.

3. Screening and Nomination of Auditor and Audit Fee to the Board of Directors

The Audit Committee deliberated on the proposal of auditor and audit fee to be submitted to the Board of Directors for endorsement on proposing to the meeting of shareholders for approval. The consideration criteria are: 1) the auditor must be approved by the Office of Securities and Exchange Commission, 2) the auditor's qualifications must be in accordance with relevant laws, 3) the auditor must possess knowledge, capabilities and independence that meet applicable legal requirements, and 4) the annual audit fee should be commensurate with the scope of audit. The 2017 annual general meeting of shareholders approved: the appointment of Miss Manee Rattanabunnakit, CPA license no. 5313, or Mr. Termphong Opanaphan, CPA license no. 4501, or Mrs. Poonnard Paocharoen, CPA license no. 5238, from EY Office Limited as auditors of the Company and its subsidiaries; the 2017 annual audit fee of Baht 2,925,000 in total for the Company and its subsidiaries, divided into the Company's annual audit fee of Baht 800,000 and the subsidiaries' annual audit fee of Baht 2,125,000; and the 2017 non-audit fee of Baht 140,000 for a subsidiary.

4. Consideration of Reports on Related-Party Transactions or Transactions Involving Potential Conflicts of Interest

In 2017, the Audit Committee considered and rendered opinions on related-party transactions between the Company and its subsidiaries/parties having potential conflicts of interests and transactions involving potential conflicts of interest to ensure that these transactions were in the normal course of business, appropriate in terms of prices, reasonable, and mainly for the Group's benefits. The Company adheres to the Corporate Governance Policy and is confident that its practices are in accordance with conditions and criteria stipulated by regulators. Related-party transactions and transactions involving potential conflicts of interest are disclosed in the notes to the financial statements of the Company and its subsidiaries, the Annual Report, and the Annual Filing.

5. Supervision of Compliance with Rules, Regulations and Policies

The Audit Committee exercises oversight to ensure that the Company operates businesses in strict compliance with applicable policies, laws, rules and regulation. The Audit Committee also keeps abreast of regulatory changes, the developments in laws governing securities and exchange, the SET's rules and requirements and always applies them to the Company in a timely and proper manner.

Overall, the Audit Committee has performed its duties in full compliance with the charter of the Audit Committee approved by the Board of Directors, exercised oversight to ensure that the internal control system is efficient and effective by taking into account the Company's internal audit report prepared by ANS Business Consultants Company Limited, which is the Company's internal auditor, including the internal control recommendations given by the auditors of EY Office Limited. Vice President, Finance and Accounting Division, is the Secretary to the Audit Committee and directly liaises with the internal auditor and the external auditors.

The Audit Committee, based on information and reports mentioned above, is of the opinion that the internal control system and the risk management system of the Company and its subsidiaries are appropriate and adequate to safeguard the Group's assets. The Company demonstrates good corporate governance. Further, the Company's financial statements are in accordance with the generally accepted accounting standards and information disclosed in its financial reports is accurate, complete and adequate without any material weaknesses. The Company upholds the business ethics and demonstrates compliance with relevant rules, regulations and laws, including the criteria set by the Stock Exchange of Thailand and the Office of Securities and Exchange Commission.



(Mr. Sarawut Charuchinda)

Chairman of the Audit Committee

Nomination & Remuneration and Good Governance Committee Report



The Nomination & Remuneration and Good Governance Committee is entrusted by the Board with key responsibilities as set out in the Charter of the Nomination & Remuneration and Good Governance Committee. The Nomination & Remuneration and Good Governance Committee consists of four members and three of them, including the Chairman of the Nomination & Remuneration and Good Governance Committee, are independent directors.

In 2017, the Board of Directors resolved to establish a corporate governance committee as part of the Nomination and Remuneration Committee which thus was renamed the “Nomination & Remuneration and Good Governance Committee” and assigned to control and supervise compliance with the Company’s Corporate Governance Policy in addition to the roles and responsibilities relating to nomination and remuneration determination.

In 2017, the Nomination & Remuneration and Good Governance Committee held three meetings which were attended by all members of the Nomination & Remuneration and Good Governance Committee, representing the attendance rate of 100 percent. Highlights of the Nomination & Remuneration and Good Governance Committee’s performance are as outlined below:

1. Director nomination

The Nomination & Remuneration and Good Governance Committee nominates qualified director candidates to fill the seats vacated by directors who resign or retire by rotation. Considerations are based on nomination criteria such as qualifications and gender of the nominees, the relevance of their skills and expertise to the Company’s business, their commitment of time and dedication.

At its Meeting No. 1/2017, the Nomination & Remuneration and Good Governance Committee nominated Mr. Sestha Waiyawutpinyo, Vice President, Business Development Division, as director, executive director, and member of the Risk Management Committee of the Company to replace Mr. Rujanan Satawin who resigned as director on 5 December 2016. At the 2017 Annual General Meeting of Shareholders ("2017 AGM"), there were two directors retiring by rotation, namely Mr. Sakda Hanbuntrong and Mr. Suvit Manomaiyanon and the Nomination & Remuneration and Good Governance Committee proposed to the 2017 AGM the re-appointment of Mr. Sakda Hanbuntrong and Mr. Suvit Manomaiyanon as the Company's directors for another term in view that their qualifications, skills, knowledge and expertise were in line with the Company's strategy and they demonstrated strong dedication and time commitment for their duties. In 2016, Mr. Sakda Hanbuntrong and Mr. Suvit Manomaiyanon attended every Board/Committee meeting and shareholder meeting held.

2. Evaluation of the performance of the Chief Executive Officer

The Nomination & Remuneration and Good Governance Committee proposed the annual performance of the Chief Executive Officer to the Board of Directors for consideration to track and ensure that the performance was in line with the roles and responsibilities assigned by the Board as well as to steer the management team's efforts towards the annual goals and targets.

3. Determination of structure, amount, forms and criteria for all types of remunerations of the Chairman of the Board, directors, the Chief Executive Officer, and employees

The Nomination & Remuneration and Good Governance Committee proposed the director remunerations for 2017 and the 2016 bonus to the Board for consideration and proposal thereof to the meeting of shareholders for approval. The Nomination & Remuneration and Good Governance Committee's consideration criteria includes the appropriateness of the structure, amount, and form of remunerations in view of each director's performance and the director remuneration package of other listed companies that are comparable to the Company in terms of size and business type.

The Nomination & Remuneration and Good Governance Committee also proposed for the Board's approval the 2016 bonus and the 2017 remunerations of the Chief Executive Officer who is the top executive of the Company and also the top executive of Best Tech & Engineering Company Limited ("Best Tech"), the core company of BTW. The Chief Executive Officer of the Company proposed to receive remunerations only from the Company.

With an aim to drive employee motivation, the Nomination & Remuneration and Good Governance Committee developed an annual bonus payment framework which was subsequently proposed to the Board of Directors for approval and communicated to employees across the organization. The framework is based on performance and the Group's consolidated financial results and future business plans.

The Nomination & Remuneration and Good Governance Committee is committed to fulfilling its duties mandated by the Charter of the Nomination & Remuneration and Good Governance Committee, particularly in respect of the acquisition and retention of talents to develop a strong human resources foundation that will lead the Company towards the attainment of its goals.



(Mr. Sakda Hanbuntrong)

Chairman of the Nomination & Remuneration
and Good Governance Committee

Risk Management Committee Report



The Risk Management Committee is comprised of four members and chaired by an independent director. The Risk Management Committee is mandated to perform duties in accordance with the Charter of the Risk Management Committee prescribed by the Board of Directors. In 2016, the Risk Management Committee held three meetings which were attended by all members of the Risk Management Committee. Highlights of the Risk Management Committee's performance are as outlined below:

1. Appointment of Risk Management Team

At its Meeting No. 2/2017, the Risk Management Committee appointed a risk management team in compliance with the risk management guidelines which stipulate that the Company shall designate a risk management team or assign all functional units within the organization to directly implement and supervise risk management in order to ensure that the Company's risk management is systematic, effective, responsive and timely and can reduce risks that may have adverse impact on the Company's business.

2. Consideration of the 2018 Risk Management Plan and Acknowledgment of the Risk Management Performance Update

At its Meeting No. 3/2017, the Risk Management Committee considered the 2018 risk management plan, which is referred to as the risk management framework of the Group, and acknowledged the 2017 risk management performance update. In 2017, a comprehensive risk assessment was conducted for the Company and all entities within the Group, including Chachoengsao Workshop and Sattahip Workshops and Yards. In this regard, risk issues and risk management activities of all functional units were compiled and preliminary risk management plans were also prepared for all functional units.

The Company is cognizant that all risks, regardless of their causes and impact levels, entail detrimental effects on the Company's performance and operations. Therefore, the Company attaches significance to the comprehensive risk management to effectively manage, mitigate and eradicate risks for optimized benefits of the Company.

(Asso. Prof. Dr. Paiboon Sareewiwatthana)
Chairman of the Risk Management Committee

Executive Director Committee Report



The Executive Director Committee is a board committee established to support the Board of Directors' performance of duties in relation to the management and oversight of the Company's operations in accordance with the Company's strategies, policies, business and budget plans, and regulations. The duties and responsibilities of the Executive Director Committee are as set out in the Charter of the Executive Director Committee. The Executive Director Committee is comprised of three members and chaired by the Chief Executive Officer.

In 2017, the Executive Director Committee held three meetings. Highlights of the Executive Director Committee's performance are as outlined below:

1. Change of the director with the signing authority for the Company's withdrawal transactions with banks. This was made in response to the resignation of Mr. Rujanan Satawin, a director, executive director, and member of the Risk Management Committee of the Company, who was an authorized director with the aforesaid signing authority as well as in accordance with the resolution passed by the Board of Directors at its Meeting No. 1/2017 to appoint Mr. Sestha Waiyawutpinyo as director, executive director, and member of the Risk Management Committee with effect from 6 January 2017.
2. Quarterly review of the Company's performance and operations in relation to construction bidding and projects awarded. The Executive Director Committees approved the Company's advance payment guarantees, performance guarantees and foreign exchange forward contracts within the Executive Director Committee's approval authority for four projects in total.

On behalf of the Executive Director Committee, the management team and employees of the Group, we would like to thank our shareholders, business partners and all stakeholders for your continued support and trust in us. With our strong potentials, readiness for business expansion, and positive relationships with our business partners, you may rest assured that we will continue to effectively execute our strategy and lead the Group towards sustainable growth and optimized benefits for all stakeholders.



(Mr. Chotic Russamitinakornkul)

Chairman of the Executive Director Committee

Board of Directors 31 December 2017



Asso. Prof. Dr. Paiboon Sareewiwatthana
(Chairman of the Board)



Mrs. Siripond Satawin



Mr. Chotic Russamitinakornkul



Mr. Sarawut Charuchinda



Mr. Sakda Hanbuntrong



Mr. Suvit Manomaiyanon



Mr. Sestha Waiyawutpinyo

Executive Director Committee

31 December 2017



Mr. Chotic Russamitinakornkul
(Chairman of the Executive
Director Committee)



Mrs. Siripond Satawin



Mr. Sestha Waiyawutpinyo

Audit Committee

31 December 2017



Mr. Sarawut Charuchinda
(Chairman of the Audit
Committee)



Mr. Sakda Hanbuntrong



Mr. Suvit Manomaiyanon

Nomination & Remuneration and Good Governance Committee

31 December 2017



Mr. Sakda Hanbuntrong
(Chairman of the Nomination
& Remuneration and
Good Governance
Committee)



Mrs. Siripond
Satawin



Mr. Sarawut
Charuchinda



Mr. Suvit
Manomaiyanon

Risk Management Committee

31 December 2017



Asso. Prof. Dr. Paiboon
Sareewiwatthana
(Chairman of the Risk
Management Committee)



Mrs. Siripond
Satawin



Mr. Chotic
Russamitinakornkul



Mr. Sestha
Waiyawutpinyo

2560 | 2017



บริษัท บีที เวALTH อินดัสทรีส์ จำกัด (มหาชน) BT Wealth Industries Public Company Limited

General information and other important information

Company	BT Wealth Industries Public Company Limited
Address	593/3 Soi Ramkhamhaeng 39 (Thepleela 1), Ramkhamhaeng Rd., Kwang Wang Thonglang, Khet Wang Thonglang, Bangkok 10310 Telephone 66 2314 2151-2 Fax 66 2319 7301-2
Homepage	www.btwealthindustries.com
Company registration number	0107558000431
Nature of Business	Be a holding company, having Best Tech & Engineering Limited as the Core Company, which is engaged in the business of providing Steel Fabrication according to customers' requirements and specification.
Number and type of	Common Shares 756,000,000 shares (as of 31 December 2017)
Registered and paid-up shares	
Par value	0.50 Baht per share
Registrar	The Thailand Securities Depository Company Limited 93 Ratchadapisek Road, Kwang Dindaeng, Khet Dindaeng Bangkok 10400 Telephone 66 2009 9000 Fax 66 2009 9476
Auditor	Ms. Manee Rattanabunnakit with her CPA license no. 5313 or Mr. Termphong Opanaphan with his CPA license no. 4501 or Mrs. Poonnard Paocharoen with her CPA license no. 5238 EY Office Company Limited 33 rd Floor, Lake Rajada Office Complex 193/136-137 Rajadapisek Rd., Klongtoey, Bangkok 10110 Telephone 66 2264 9090 Fax 66 2264 0789-90 Website www.ey.com
Internal Auditor	Mr. Amornpong Nualwiwat ANS Business Consultants Co., Ltd. 100/72, 22nd Floor, Vongvanij Building B 100/2 Rama 9 Rd, Huaykwang, Bangkok 10320 Telephone 66 2645 0109 Fax 66 2645 0110 Website www.ans.co.th

Subsidiary Information as of 31 December 2017

Best Tech & Engineering Limited

Registered and paid-up shares	Common Shares 800,000 shares, fully paid up of Baht 100 par value
Nature of Business	Providing steel fabrication service
Head Office	593/3 Soi Ramkhamhaeng 39 (Thepleela 1), Ramkhamhaeng Rd., Kwang Wang Thonglang, Khet Wang Thonglang, Bangkok 10310 Telephone 66 2314 2151-2 Fax 66 2319 7301-2
Chacheongsao Office	10/4 Moo 10 Tumbon Bangkwan, Ampur Muang, Chacheongsao Telephone 66 38 090 793-95 Fax 66 38 090 796
Sattahip Office	2002/1 Moo 2 Tumbon Smaesarn, Ampur Sattahip, Chonburi Telephone 66 33 047 167

BT & Owl Solar 1 Limited

Registered and paid-up shares	Common Shares 500,000 shares, fully paid up of Baht 10 par value
Nature of Business	For bidding of solar power plant and/or renewable energy plant projects in the future
Address	593/3 Soi Ramkhamhaeng 39 (Thepleela 1), Ramkhamhaeng Rd., Kwang Wang Thonglang, Khet Wang Thonglang, Bangkok 10310 Telephone 66 2314 2151-2 Fax 66 2319 7301-2

Best Tech Industries Limited

Registered and paid-up shares	Common Shares 1,000,000 shares, 25% paid up of Baht 100 par value
Nature of Business	For expansion of the steel fabrication business
Address	593/3 Soi Ramkhamhaeng 39 (Thepleela 1), Ramkhamhaeng Rd., Kwang Wang Thonglang, Khet Wang Thonglang, Bangkok 10310 Telephone 66 2314 2151-2 Fax 66 2319 7301-2

Global Clean Energy Company Limited

Registered and paid-up shares	Common Shares 200,000 shares with Baht 100 par value, 40% paid up for 10,000 common shares and 25% paid up for 190,000 common shares
Nature of Business	For bidding of solar power plant and/or renewable energy plant projects in the future
Address	593/3 Soi Ramkhamhaeng 39 (Thepleela 1), Ramkhamhaeng Rd., Kwang Wang Thonglang, Khet Wang Thonglang, Bangkok 10310 Telephone 66 2314 2151-2 Fax 66 2319 7301-2

Policy and Business Overview

1. Background and Key Milestones of the Group

Month-Year	Milestone
September 1987	: Best Tech was established with the initial registered capital of Baht 2.00 million, to operate business as a trader of materials, equipment and piping system for various heavy industries such as the oil and gas industry and the power plant industry.
November 1991	: Great Power Engineering Ltd. ("Great Power") was established with the initial registered capital of Baht 2.00 million to manufacture piping system used in power plants.
January 1995	: Great Power's factory ("Chachoengsao Workshop") was established at Muang, Chachoengsao to manufacture piping system used in power plants.
March 2002	: Best Tech was engaged by 8 EPC contractors, namely 1) Sembcorp Engineers and Constructors, 2) Voltas, 3) Koh Brothers Group, 4) Keppel Engineering, 5) Yoli Engineering & Construction, 6) Envirocare, 7) Hong Hock Engineering, and 8) Suntrak Engineering, to provide the parts fabrication services for the Changi water reclamation plant project in Singapore. The parts fabrication works included the piping system and pipe bridging, coolant tanks, air receiver pressure vessels, hoppers, and passageway structures. The contract value of the project awarded to Best Tech was approximately SGD 23.1 million (Baht 577.0 million ¹).
February 2006	: Great Power was first awarded the BOI privileges under the investment promotion certificate no. 154(2)/2549 for the Chachoengsao Workshop to promote its investment in the manufacturing of steel rods, coupling and elbows.
March 2008	: Best Tech established a new factory ("Sattahip Workshops and Yards") in Sattahip Commercial Port, Sattahip, Chonburi, to support the expansion of its modularization business.
March 2008	: Best Tech was engaged by Aalborg Industries in the modularization works for Golar Winter Renovation project, which is the floating storage and regasification unit (FSRU) operating in Brazil. This was the first large-scale modularization project of Best Tech and the contract value of the project awarded to Best Tech was approximately EUR 1.3 million (Baht 53.4 million ¹).
May 2008	: Best Tech was engaged by Aalborg Industries in the modularization works for Peregrino project, which is the floating production storage and offloading (FPSO)

Month-Year	Milestone
	operating in Brazil. The contract value of the project awarded to Best Tech was approximately EUR 3.5 million (Baht 139.3 million ¹).
May 2011	: Great Power was granted the investment promotion certificate no. 1997(5)/2554 for Chachoengsao Workshop and Best Tech was granted the investment promotion certificate. 1996(5)/2554 for Sattahip Workshops and Yards. These two certificates' main objective is to promote their investment in businesses relating to machine, equipment, and parts fabrication and steel structure fabrication for construction or industrial projects (fabrication industry) or platform repair.
August 2011	: Best Tech was engaged by 4 EPC contractors, namely 1) RCR Resource, 2) Laing O'Rourke Australia Construction, 3) Terra Nova Technologies, and 4) Cimeco, in the modularization works for Solomon Iron Ore, which is the large iron mine located in Australia belonging to Fortescue Metals Group (FMG). Best Tech was entrusted with the modularization works of the entire project, i.e. ore processing facility, crushing hub, conveyors and train load-out system. The contract value of the project awarded to Best Tech was approximately USD 218.1 million (Baht 7,634.9 million ¹).
July 2011	: Best Tech acquired and merged with Great Power through the entire business transfer.
July 2012	: Superwin Assets Co., Ltd. ("Superwin") was established with the initial registered capital of Baht 5.00 million to engage in the leasing of steel fabrication machine and equipment.
March 2014	: Best Tech was engaged by Samsung C&T Corporation in modularization works for Roy Hills project, which is the large-scale iron mining project in Australia. The contract value of the project awarded to Best Tech was approximately USD 105.6 million (Baht 3,697.0 million ¹).
July - September 2014	: Superwin changed its name to BT Wealth Industries Co., Ltd. and changed its shareholding in groups by increasing the registered capital to Baht 300.0 million and increasing its shareholding in Best Tech to 99.50%.
January 2015	: BTW hold 90% of BT Owl to support bidding for solar power plant and/or renewable energy plant projects in the future.

Month-Year	Milestone
October 2015	: BTI was established to support future expansion of the steel fabrication business. BTW holds 100% of BTI shares.
October 2015	: The Extraordinary General Meeting of Shareholders No. 1/2015 of the Company approved the conversion of BTW from a limited company to a public limited company. The conversion was registered on 15 October 2015.
October 2015	BTW acquired 95.50% stake in Global Clean in support of the solar power plant and/or renewable energy plant business.
December 2015	: The Extraordinary General Meeting of Shareholders No. 2/2015 of the Company approved the increase of BTW's registered capital from Baht 300.00 million to Baht 378.00 million through the initial public offering of 312.00 million ordinary shares at the par value of Baht 0.25 per share and the listing of the Company's securities on the Market of Alternative Investment (mai).
December 2015	: BTW acquired shares of Global Clean from other shareholders. As a result, Global Clean becomes a wholly owned subsidiary of BTW.
March 2016	: The Extraordinary General Meeting of Shareholders No. 1/2016 of the Company approved the change of the par value of BTW shares to Baht 0.50 per share. Also, to be in line with the change of the par value, the EGM approved the change of the number of shares for the IPO to 156.00 million shares.
July 2016	: On 11 July 2016, BTW was listed as a new security on Market for Alternative Investment (mai)
August 2016	: The Company expanded its scope of business to cover the provision of service as a power plant engineering, procurement and construction (EPC) contractor for 2 projects of 5MW solar farm in Trad and Prachuap Kiri Khan.
August 2016	: BTI was granted the investment promotion certificate no. 59-0548-0-01-2-0 for the Chachoengsao Workshop and the Sattahip Workshops and Yards to promote investment in the manufacturing of structures used for construction or industrial projects, such as steel structures, vessels and piping spools, including material parts, such as grating.
July 2017	: Best Tech obtained a quality standard certificate from JIS – H Grade from Japan Steel-Fabrication Appraisal Organization (JSAO), a certified standard for the construction of steel structures for large buildings in Japan.

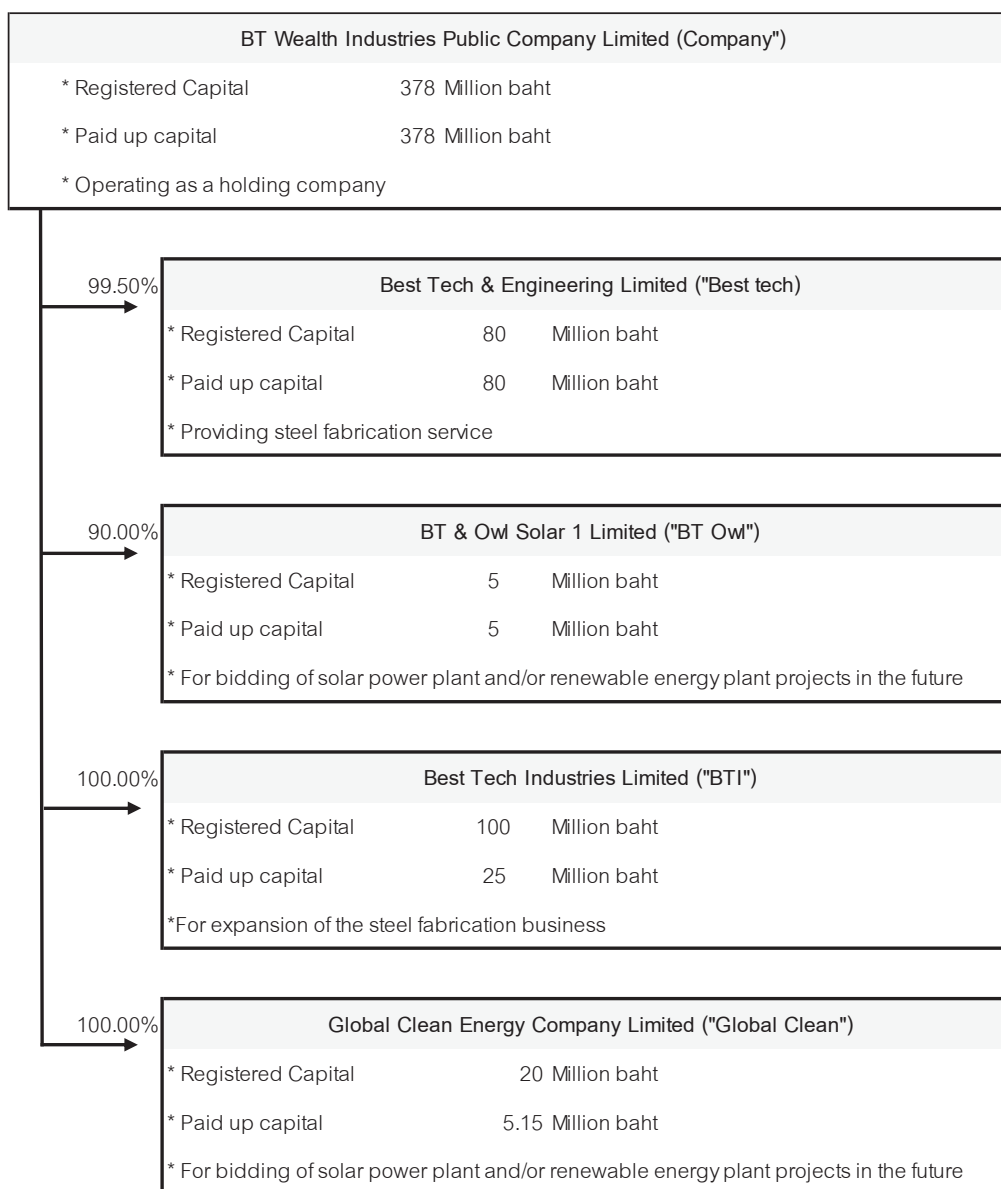
Remark: ¹ The currency conversion is based on the exchange rates of Baht 35/USD, Baht 40/EUR, Baht 25/AUD, and Baht 25/SGD.

2. Policy and business goals for the next 3-5 years.

The company is committed to providing good service to its trade counterpart as a business partner to get the maximum satisfaction that will create good returns to its shareholders and employees. Apart from existing projects' operation, the company has aimed to enter into new businesses that can share the Group's skills and resources to enhance revenue of the Group. The company has targeted revenue from new businesses at least 20% by the end of the year 2021, to ensure its continuous business sustainability.

3. Structure of the Group

BTW is a holding company and currently has 4 subsidiaries. Best Tech is the core operating company of the Group while the other 3 subsidiaries have not yet been in operation.



4. Nature of business

BT Wealth Industries Public Company Limited (“the Company” or “BTW”) is a holding company investing in 4 subsidiaries, namely 1) Best Tech & Engineering Limited, 2) BT and Owl Solar 1 Limited, 3) Best Tech Industries Limited, and 4) Global Clean Energy Company Limited, with Best Tech as the core company. Best Tech is engaged in steel fabrication business which its works are made according to customers’ requirements and specifications and assembled at the project sites for large-scale construction projects of local and foreign customers in heavy industries, such as mining industry, oil and gas industry, and energy industry. The company has the capabilities to offer a wide range of products and services that meet international standard, from parts fabrication works which require specialized expertise such as piping system fabrication, pressure vessels and storage tanks, structural steel fabrication, to modularization works which are big projects. Since 2016, the Company has expanded its work scope to cover the services as main power plant EPC contractor, focusing on renewable energy power plants such as biomass power plants, solar power plants and biogas power plants.

5. Revenue Structure

The revenue structure of the Company and its subsidiaries can be divided into 2 categories:

- 1) Revenue from fabrication work which can be divided into 3 groups according to the type of services provided:
 - 1.1 Modularization
 - 1.2 Parts Fabrication
 - 1.3 Power Plant EPC Contractor
- 2) Other revenue which includes revenue from sales, gains from foreign exchange rate and interest income. The revenue structure of the Company and its subsidiaries during 2015 – 2017 was as shown below:

Revenue	For the Year Ended 31 December					
	2015		2016		2017	
	MB	%	MB	%	MB	%
Revenue from Fabrication Work						
Modularization	1,086.59	55.75	-	-	182.15	12.54
Parts Fabrication	701.24	35.98	1,317.15	69.43	1,127.48	77.61
Power Plant EPC Contractor	-	-	464.02	24.46	104.68	7.21
Total Revenue from Fabrication Work	1,787.83	91.73	1,781.17	93.89	1,414.31	97.36
Other Revenue	161.27	8.27	115.90	6.11	38.37	2.64
Total Revenue	1,949.10	100.00	1,897.07	100.00	1,452.68	100.00

The revenue from the fabrication work which is the main income of the Company and its subsidiaries can be divided into: 1) Revenue from Domestic Customers, and 2) Revenue from Foreign Customers as shown below:

Revenue	For the Year Ended 31 December					
	2015		2016		2017	
	MB	%	MB	%	MB	%
Revenue from Domestic Customers	583.24	32.62	1,299.08	72.93	762.45	53.91
Revenue from Foreign Customers	1,204.59	67.38	482.09	27.07	651.86	46.09
Total Revenue from Fabrication Work	1,787.83	100.00	1,781.17	100.00	1,414.31	100.00

6. Type of Services

The Company's services are provided through Best Tech and can be divided into: 1) Steel Fabrication and 2) Power Plant EPC Contractor.

Regarding to the Steel Fabrication service, structural steel or steel plate of which qualities meet the customers' specifications and standards, is cut, formed, assembled and welded into parts or structure according to the drawing specified by the customers. The steel fabrication service can be categorized into 2 main groups: 1) Modularization, and 2) Parts Fabrication. The customers of the Company are mainly EPC contractors for large-scale engineering and construction projects and project owners operating in heavy industries such as the mining industry, the oil and gas industry and the power plant industry located in various investment countries within many continents such as Australia, Asia and South America. The Company also operates as a power plant EPC contractor and its services in this aspect include engineering, procurement and construction works for power plant projects. The types of service that Best Tech provides are as follows.

6.1 Modularization

Modularization is the production method used for large-scale project or production process of heavy industries such as the mining industry and the oil and gas industry. Modularization starts from preliminary designing, engineering, detailed drawing, project planning and fabrication of pre-engineered units. Subsequently, the pre-engineered parts are delivered to and assembled at the project site.

Best Tech mainly uses its Sattahip Workshops and Yards for modularization works given the strategic location of the site which is located adjacent to the Sattahip Commercial Port, a deep-sea port used by Best Tech in the delivery of large-sized modular units to its customers. The location gives Best Tech cost advantages over other steel fabricators that have to transport their products by road to the port first as well as the greater flexibility in terms of the sizes of modular units which are not limited by the road width.

Best Tech has proven track records of modularization service for projects in different industries, starting with the gas and oil industry and expanding into other heavy industries such as the mining industry. Most of these customers are large international companies such as Samsung C&T Corporation, Terra Nova Technologies, Laing O'Rourke, Aalborg Industries and Crushing Services International Pty Ltd.

6.2 Parts Fabrication

Parts fabrication is the process of fabricating raw materials, such as steel plate, structural steel and steel pipes, into parts according to engineering design. The fabrication processes vary with the types of parts. However, the processes involve cutting, bending, drilling and assembling the steel parts. Best Tech can provide the parts fabrication services both through its Chachoengsao Workshop and Sattahip Workshops and Yards. The types of parts fabrication are as follows:

1) Piping System Fabrication

Piping system fabrication process starts from preliminary designing to fabricate the parts according to the size and shape as designed. Subsequently, the parts will be assembled into piping system as part of the production process at the construction or at the factory site. The Company has the capabilities to do different types of piping system works such as pipe fabrication from steel plates, power plant cooling systems, piping system for buildings, wastewater treatment piping system and piping system for industrial factories. Best Tech is specialized in piping system for power plants as it is one of the leading providers in the country for piping works and has been entrusted by the Electricity Generating Authority of Thailand (“EGAT”) which has continuously engaged Best Tech as the provider of the piping system services for almost all of its power plant projects. Moreover, Best Tech has experiences in providing cooling system services for other private power plants. Examples of power plants using Best Tech’s services are Wang Noi Power Plant of EGAT in Phra Nakhon Si Ayutthaya Province, Kaeng Khoi 2 Power Plant of Gulf Electric Public Company Limited in Saraburi Province and Glow Power Plant Phase 5 of Glow Energy Public Company Limited in Rayong Province, Replacement of South Bangkok Power Plant Phase 1 of Electricity Generating Authority of Thailand (EGAT), and Taketoyo No.5 Coal-fired Thermal Power Plant in Japan. At present, Best Tech has expanded the customer base into the biomass power plants such as Mahachai Power Plant of Mahachai Green Power Co., Ltd. in Samut Sakhon. In addition, Best Tech also provides supporting services including painting, coating and wrapping as well as manufacturing of pipe support used as the base or structure to support the load of the piping system in power plants or industrial factories.

2) Pressure Vessels and Storage Tanks

Pressure vessels are liquid or gas storage equipment that are transported or transfused under high pressure such as gas or hot water storage tanks. Thus, the production process of pressure vessels requires specialized engineering expertise and customers generally require products that meet international

certification standards. Best Tech is awarded with various international accreditation certificates such as ASME U Stamp certificate from The American Society of Mechanical Engineers (ASME) for the manufacture and assembly of unfired pressure vessels and National Board R certificate from the National Board of Boiler and Pressure Vessel Inspectors (NBIC). Best Tech is also capable of producing non-pressured tanks or storage tanks, which are typically used to store liquid in the factories under normal conditions. Best Tech extends its scope of services into the modification and maintenance of the pressure vessels and storage tanks according to the customers' orders.

3) Structural Steel Fabrication

Best Tech provides structural steel fabrication services for customers in various heavy industries such as the mining industry and the energy industry. Structural steel fabrication processes involve cutting, bending, welding and assembling the steel parts into the structures of factory buildings or a section of the production system according to the customers' designs. The finished works include, for example, beams and columns, girders, walkways and gratings. In general, the structural steel fabrication works are less complicated and smaller than modularization works. The finished works of structural steel fabrication are usually supporting parts of a modularization and parts fabrication works.

6.3 Power Plant EPC Contractor

Best Tech also provides services as a power plant EPC contractor and its scope of works includes the engineering, procurement and construction of power plant projects of customers, focusing on renewable energy power plants. In delivering its services as a power plant EPC contractor, the Company is in charge of designing the engineering blueprints of the power generation system, working with the customers on procuring machinery and equipment from domestic and overseas suppliers, constructing the power plants, installing machinery and equipment, testing the electricity generation and distribution, and managing the power plant projects until they are commissioned and commercially operated. Examples of power plants using Best Tech's services are Solar Power Plant Trat Agricultural Cooperative, Trat Province, and Solar Power Plant Bang Saphan Noi Agricultural Cooperative, Prachuap Khiri Khan Province.

7. **Quality Assurance Standards and Certificates Awarded to the Company**

With its policy to achieve customer satisfaction through the qualified products and services and its commitment towards continuous development, the Company has upgraded its production processes to meet the international standards and the demands of its domestic and foreign customers. The Company has garnered a number of international quality assurance certificates from renowned accreditation organizations. Details about the quality assurance standards are outlined under the section of "Type of Business" of the 2017 Annual Filing (Form 56-1).

8. Investment Promotion Certificates

Best Tech was granted 3 SME investment promotion certificates from the Board of Investment for Small and Medium Enterprise. Best Tech's Sattahip Workshops and Yards and Chachoengsao Workshop each received an investment promotion certificate. In 2016, a subsidiary, namely BTI, was granted additional investment promotion certificate for its operations in Chachoengsao and Chon Buri areas. Details about the investment promotion certificates granted to the Company are outlined under the section of "Type of Business" of the 2017 Annual Filing (Form 56-1).

9. Market and Competition

9.1 Target Customers

Customers of the Company can be mainly divided into 2 groups: EPC contractors and project owners.

1) EPC Contractors

EPC contractors are the providers of engineering, procurement and construction services for projects. These customers are large companies with solid capital resources undertaking turn-key projects and directly bidding for the large-scale, heavy industry projects of the project owners around the world. When these EPC contractors win the project bidding, they usually divide the works into sub-projects and sub-contract the works to several sub-contractors depending on the field of expertise of each sub-contractor. In general, the projects that are contracted to the Company are heavy industry projects in foreign countries and the project scale is generally larger than the projects that the Company is directly contracted from the project owners. EPC contractors that the Company has worked for include, for example, Alstom Asia Pacific, Liang O' Raourke, Mitsubishi Heavy Industries, and Samsung Heavy Industries.

2) Project Owners

The Company undertakes fabrication works for customers being project owners and most of these customers are companies that carry out investment and business expansion projects including the construction of renewable energy plants, capacity increase projects and production efficiency improvement projects. Project owners that the Company has provided services for are, for example, Eastern Technical Engineering Pcl., Phu Bia Mining, and EGAT. These projects that usually smaller in size compared to those contracted with EPC contractors. This is due to the fact that, given the size of the projects, the project owners are capable of managing the projects by themselves without involving the EPC contractors.

In 2015, the Company and the subsidiary's revenue primarily concentrated in the mining industry while in 2016 and 2017 the concentration shifted to the power plant industry. Details of the revenue from customers in each industry are as shown below:

Industry	For the Year Ended 31 December					
	2015		2016		2017	
	MB	%	MB	%	MB	%
1. Mining	1,151.39	64.40	11.10	0.62	285.95	20.22
2. Power Plant	630.88	35.29	1,768.17	99.27	1,126.16	79.63
3. Other Industries ¹	5.56	0.31	1.90	0.11	2.20	0.15
Total	1,787.83	100.00	1,781.17	100.00	1,414.31	100.00

Remark:¹ Other industries are the Steel manufacturing, the dockyard industry, the oil and gas industry, etc.

Location-wise, 62% of the Company's customers in 2015 were in Australia and the concentration was in line with the Company's marketing policy which focused on the market in Australia as the country's rich in natural resources and buoyant growth in the heavy industry sector, particularly the mining industry. In 2016 and 2017, the Company was increasingly engaged in the power plant projects in Thailand which accounted for approximately 72.93% and 53.91% of the total revenue from fabrication work. The revenue structure broken down by the geographical location of customers is as outlined below:

Revenue Structure	For the Year Ended 31 December					
	2015		2016		2017	
	MB	%	MB	%	MB	%
1. Revenue from Foreign Customers						
1.1 Australia	1,117.14	62.49	-	-	182.14	12.88
1.2 Other Countries ¹	87.45	4.89	482.09	27.07	469.72	33.21
Total Revenue from Foreign Customers	1,204.59	67.38	482.09	27.07	651.86	46.09
2. Revenue from Domestic Customers	583.24	32.62	1,299.08	72.93	762.45	53.91
Total Revenue from Fabrication Work	1,787.83	100.00	1,781.17	100.00	1,414.31	100.00

Remark:¹ Foreign customers in other countries in 2017 was mainly Bahrain (Baht 302.34 million)

9.2 Distribution and Customer Acquisition Channels

The distribution and customer acquisition channels of Best Tech are classified according to the types of its customers, i.e. 1) Foreign customers, and 2) Domestic customers, as elaborated below:

1) Foreign Customers

Best Tech uses pro-active marketing through direct contact to reach foreign customers. The customers of the Company are both EPC contractors and project owners. The sales and marketing team of Best Tech closely monitors the information and market update from various sources to keep abreast of upcoming project bidding, including both new and expansion projects. Once the upcoming project for bidding is identified, the sales and marketing team together with the management of Best Tech will analyze the project feasibility and expected return to select the proper projects for its bidding proposal decisions.

With its good customer relationship management and the quality of its products and services that meet internationally standards, Best Tech has been directly contracted by its customers, both repeat customers and new customers that have been referred to Best Tech by Best Tech's existing customers. Examples of projects that Best Tech has been directly approached by foreign customers are Roy Hills Project, which is a large iron ore mining project, Modular Crush & Screen Project in Australia, and Ban Houayxai Gold Project, which is gold mining project in Laos.

2) Domestic Customers

For domestic distribution and customer acquisition, Best Tech adopts the direct customer contact approach and its strengths in the domestic market lay in, among others, its expertise in piping system fabrication. The Company has long been entrusted by EGAT and other private companies with their piping system works. To increase its business opportunities, the Company has worked with certain EPC contractors on the assessment of the feasibility and costs of projects to support the bidding proposals that the EPC contracts send to the project owners and such collaboration increases the likelihood of bidding success and, as a result, strengthens the Company's long-term competitiveness.

9.3 Competitive Strategy

In the modularization and part fabrication industry, quality of works and punctual delivery are deciding factors of customers. Generally, the key selection criteria used by project owners and EPC contractors are the reputation and track records of the service providers and, in most cases, outweigh the pricing. This is because most of their projects are large projects of high value and the delays or defects of the construction will tremendously derail the employers' projects. Therefore, Best Tech has treated the quality of works and the punctual delivery as its top priorities. To sustain its long-term competitiveness, Best Tech adopts the following competitive strategy and business policy:

1) Quality of Products and Services

Best Tech recognizes the importance of work quality and strongly believes that the reputation for trusted quality is a critical success factor for business sustainability. In an attempt to meet the customers' expectations on the quality of works, before initiating the production process, Best Tech discusses the target quality standards of each work with its customers to mutually agree on, among others, the sizes, welding quality and color quality. To achieve the highest standard of product and service quality, Best Tech integrates the quality assurance in its production processes and post-production processes and has achieved a number of international quality standards. Best Tech also offers post-delivery guarantees depending on the agreements of each project.

2) Punctual Delivery

Best Tech develops a project management plan which entails the time estimation of the process, end-to-end, from material procurement and delivery to the workshop, production, assembly, quality check, and delivery of works to customers. The time estimation is supporting information for bid proposals and production planning. With its seasoned experience in this field, Best Tech can make a precise estimation of the time required for the processes that can ultimately strengthen Best Tech's credibility in terms of its ability to punctually deliver works.

3) Advantages from Diverse Features of two Workshops

The steel fabrication operations of Best Tech are carried out at its two workshops, namely Sattahip Workshops and Yards and Chachoengsao Workshop. The two workshops features different advantages. Sattahip facility is large and adjacent to the Sattahip Commercial Port, and has the capabilities for both the modularization and parts fabrication works while Chachoengsao Workshop, which is smaller in size, manufactures small-to-mid-sized steel fabrication works and can use road transportation for delivery.

4) Engineering Design Consultancy Service

Best Tech enhances the value proposition of its services by offering engineering design consultancy for some of its customers' projects which involve modularization and parts fabrications. Through these dialogues, Best Tech gains correct understanding about the project and construction details and specifications, accurately assesses the production costs, efficiently plans the production processes, controls and inspect the quality of works, and minimize the risk of delivery delay and associated losses. These capabilities collectively contribute to the Company's success in being selected as a service provider and maintaining its competitiveness.

5) Product Diversity

Best Tech possesses expertise and extensive experience in steel fabrication and therefore can flexibly offer a wide range of metallurgical engineering services that meet customers' demands. Examples of works that Best Tech has delivered to its customers include modularization, piping system fabrication, pressure vessels and storage tanks, beam and column fabrication, girders, walkways and gratings and hoppers.

6) Customer Base Expansion

In 2011-2015 Best Tech's foreign customers concentrated in Australia. To build a foundation for long-term growth, Best Tech has adopted the proactive marketing approach to expand its 2017's customer bases to North America, South America and Asia continents with projects in 15 countries. With its extensive experience and good reputation for the quality of its works that meets international standards, Best Tech is widely recognized and trusted by its customers referring Best Tech to other project owners or EPC contractors.

As regards the domestic market, Best Tech's parts fabrication customer base in the power plant industry has significantly grown and Best Tech has been engaged to do piping system fabrication works, pressure vessels and storage tanks works and structural steel fabrication works. The customer base growth is in line with Best Tech's fields of expertise as Best Tech has a long-term proven track record as a parts fabricator for power plant projects.

9.4 Market Overview and Competition

Steel Fabrication Industry

At present, most of the Company's revenue is from Best Tech which is its core subsidiary. In 2015 – 2017 approximately 27-67% of the revenue from fabrication work of Best Tech was revenue from steel fabrication services provided to foreign customers. Therefore, the competition in which Best Tech is part of is not limited to only domestic market but also includes the global arena and its competitors are operators both in Thailand and other exporting countries. Its customers are from various countries and industries. The overview of the steel fabrication market, including the competition, and the demand are as summarized below:

1) Overview of Global Steel Fabrication Industry

Statistics from International Trade Centre, an organization under World Trade Organization ("WTO"), indicate that the import value of steel fabrication and steel structure works highly grew up from USD 97,897 million in 2012 to USD 105,643 million in 2014, and decrease to USD 94,168 million in 2016. These increase and decrease are in line with global economic conditions and commodity prices.

Global Top 10 Importers of Steel Fabrication and Steel Structure Works in 2012 – 2016*

(Unit : USD Million)

No.	Countries	2012	2013	2014	2015	2016
1	USA	8,195	7,213	8,004	8,918	9,267
2	Germany	7,878	8,087	8,501	7,553	7,580
3	France	4,589	4,601	4,591	3,833	3,902
4	Thailand	2,910	2,806	2,816	3,755	3,714
5	UK	3,048	3,471	3,682	3,356	3,326
6	Japan	3,209	2,923	3,248	3,205	3,248
7	South Korea	3,694	4,014	4,323	4,017	3,222
8	Mexico	2,934	2,986	3,027	3,082	2,955
9	China	2,848	3,011	3,767	3,186	2,919
10	Canada	2,867	2,889	2,747	2,447	2,170
Others		55,725	60,111	60,938	55,306	51,866
Total		97,897	102,111	105,643	98,659	94,168

2) Market Competition

Competition in international markets is a competition between international steel processing enterprises which most of the exports come from Asian countries. China is the world's largest exporter.

Asia's Top 10 Exporters of Steel Fabrication and Steel Structure Works in 2012 – 2016*

(Unit : USD Million)

No.	Countries	2012	2013	2014	2015	2016
1	China	17,411	18,163	19,038	19,843	17,513
2	South Korea	4,488	3,930	4,446	5,123	5,583
3	Turkey	2,324	2,395	2,536	2,211	2,067
4	Thailand	2,070	2,045	1,646	2,079	1,872
5	India	1,833	1,791	1,748	1,941	1,730
6	UAE	1,506	1,335	1,333	1,158	1,409
7	Malaysia	1,396	1,346	1,350	1,301	1,248
8	Taiwan	825	962	869	1,345	924
9	Japan	617	748	932	355	805
10	Singapore	297	311	407	437	758
Others - Asia		2,628	3,152	3,302	2,723	2,635
Total - Asia		35,396	36,178	37,607	38,515	36,544
Total - Global		97,562	104,168	106,192	98,345	95,132

* Source: Statistics from International Trade Centre, an organization under World Trade Organization (WTO), as of 25 December 2017.

* Remark: Import-Export value of steel fabrication and steel structure works are based on the harmonized codes, i.e. 7308 – steel structure, 7326 – steel fabrication, and 8403 - boiler.

Thai steel fabricators have strong competitive advantages from skilled labors, labor costs, and transportation distance. Currently, Best Tech is one of the major Thai steel fabricators and has production capacity of 2,500 – 4,000 tons per month.

3) Overview of Market Demand from Major Industries

Target customers of the steel fabrication business are customers in the mining industry, the petroleum industry, the natural gas industry, and the power plant industry. The overview of the market demand is as detailed below:

3.1) Overview of Mining Industry

The demand for industrial metals, such as iron, aluminum, and copper ore, correlates with the global economic growth. According to the Commodity Market Outlook published by World Bank Group (October 2017) forecasts that the global economic growth will be mainly driven by the emerging markets and China given their substantial needs for infrastructural developments which are not yet fulfilled and their continued investment in new projects.

Examples of mining businesses operated by Best Tech's customers are iron, gold, copper and coal mines. The overview of the mining industry is as outlined below:

Iron Ore Mining Industry

Iron ore is the most used natural resource in the world. Generally, iron ore is processed into iron which is a major raw material used in related industries being the major growth engine of the global economy such as the infrastructure construction industry (bridges and ports), the transportation industry (trains and ships), and the automobile industry.

According to the Commodity Markets Outlook of the World Bank Group (October 2017), prices of iron ore in 2017 continued to fall from 2015 and bottomed out in the first half in 2016 due to pressure from the global economic slowdown. However, overall iron ore prices have risen in the second half of 2016 to 2017 from the increasing demands of China and emerging markets which invested heavily in their infrastructure development projects. **In addition**, China had a policy to reduce its excess iron ore production, as a result, the overall iron ore prices rose.

Coal Mining Industry

Coal is an energy mineral used in the production of electricity. According to a publication of U.S. Energy Information Administration ("EIA"), a U.S. governmental agency responsible for energy information of the U.S.A., which is published on the EIA website, net power generation from coal was 8.1 billion megawatt-hour or 40% of the global power generation. EIA forecasts that net power generation from coal in 2040 will increase by 72% in 30 years, to 13.9 billion megawatt-hour or 36% of the global power generation.

According to the 2017 Commodity Markets Outlook of the World Bank Group (October 2017), reported that average coal prices have risen in 2017 compared to 2016. As a result of the reduction in production capacity from China in 2016 and higher demand for coal in China for electricity generation in the year 2017, average coal prices are expected to rise steadily from the year 2017 until the beginning of 2018. However, the demand for coal in the long run is likely to decline. This is mainly due to the expected slowdown economy in China resulting in declining growth of demand for coal in China in the future and trend of global electricity generation shifting from fossil fuel energy to renewable energy.

3.2) Overview of Oil and Natural Gas Industry

Oil and natural gas are major energy source for power generation. According to EIA's 2040 projections published on its website, oil products will be mainly used by the industrial and transportation sectors while the natural gas will be used by the electric power and industrial sectors. Oil and natural gas demand is as detailed below:

Oil Industry

The growth of the oil consumption by countries being members of the Organization for Economic and Co-operation and Development (“OECD”) has the downward trend due to the advancement of energy-efficient technologies for vehicles and the decline in the use of oil as source of energy for power generation. On the contrary, the oil consumption rates of non-OECD countries tend to rise due to the increasing number of personal vehicles and the growth of the industrial sector in these countries. Major oil-producing countries are members of the Organization of Petroleum Exporting Countries (OPEC) such as Saudi Arabia, Iraq, Iran, Kuwait, and Venezuela.

According to the 2017 Commodity Markets Outlook of the World Bank Group (October 2017), reported that the oil price increases from 2016 and tend to increase further in late 2017 to the **beginning of 2018** due to the reduction in oil production from OPEC and other major producers to maintain a balance between production and price. At the same time, demand for oil in the world market continues to increase due to economic growths in China and non-OECD countries.

Natural Gas Industry

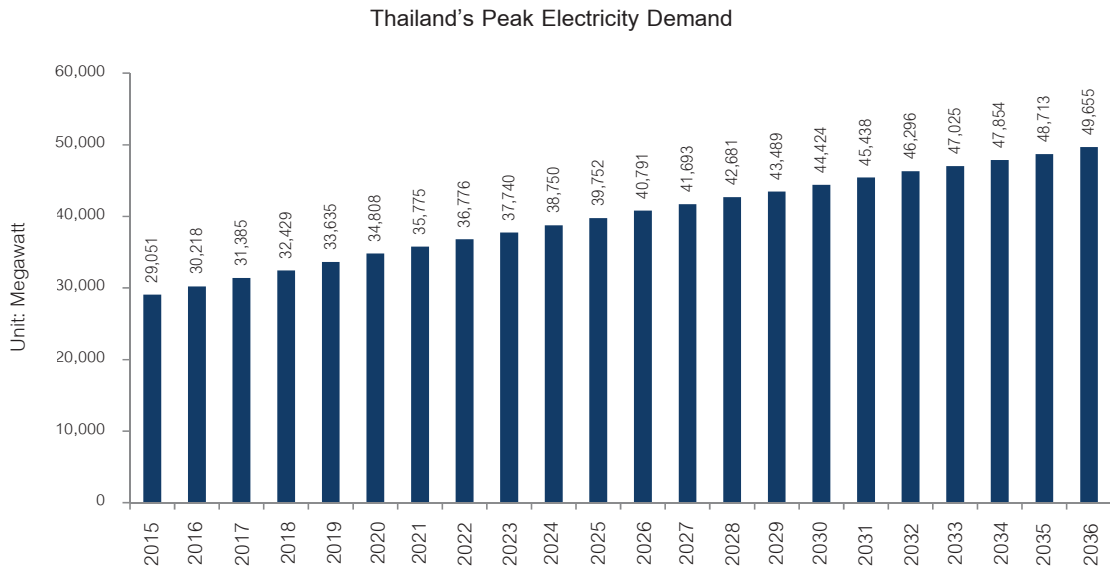
In the past, natural gas has been mainly used for household cooking. However, in recent years, natural gas has been increasingly used as a source of fuel for power generation as it is considered clean energy with less carbon emission than oil and coals. According to the publications of EIA published on its website, net power generation from natural gas in 2010 accounted for 22% of the global power generation and it is expected that the use of natural gas in the electrical energy sector will increase to 24% of the global power generation in 2040 due to the abundance of natural gas supply, less combustion pollution and cheaper costs as compared to oil. As a result, electrical power producers around the world tend to shift to natural gas and thus the natural gas production volume is expected to continuously increase in tandem with the growth of electricity consumption.

According to the 2017 Commodity Markets Outlook of the World Bank Group (October 2017). In the year 2017, natural gas prices have started to increase slightly from 2016, but in the long run are likely to stable. Due to the anticipated supply increase in the future by increasing the capacity of the main manufacturer, United States and Australia. At the same time, the demand for natural gas will also increase as a result of the global energy consumption, especially in China, from the use of natural gas for electricity and heat production.

3.3) Overview of Domestic Power Plant Industry

The electricity consumption of Thailand tends to continuously increase in line with the country’s economic growth. The electricity production output is also on the rise and the Electricity Generating Authority of Thailand (“EGAT”) is in charge of ensuring that the total generating capacity can accommodate the peak demand for Thailand’s power supply security.

The Power Development Plan for 2015 – 2036 (“PDP2015”) of the Energy Policy and Planning Office, the Ministry of Energy, as of 30 June 2015 provides a forecast of Thailand’s electricity demand in 2015 - 2036 and the plan to secure sufficient generating capacity in light of future demand. The forecast is based on Thailand’s annual GDP growth of 2008 – 2030 which is 3.94% on average. The Ministry of Energy aims to increase the generating capacity in proportion to the demand growth. The power plant business will grow continuously and reach the generating capacity of 49,655 megawatts in 2036.



Source: Energy Policy and Planning Office

Based on the peak demand forecast, the Energy Policy and Planning Office plans to increase Thailand's net power generating capacity to 70,335 megawatts in 2036 from the existing capacity of 37,612 megawatts as of the end of 2014. The aggregate output from new power plants will be 57,459 megawatts, offset by the output of 24,736 megawatts from decommissioned power plants.

According to the PDP2015, the added capacity from new power plants from the Electricity Generating Authority of Thailand (EGAT) and from independent power producers (“IPP”) in 2015 – 2025 is as shown below:

Producer	Project	Contract Capacity (Megawatt)	COD
EGAT ¹	Replacement of Mae Moh Power Plant units 4-7	655	2018
	Replacement of Bang Pakong Power Plant Units 1-2	1,300	2019
	Replacement of South Bangkok Power Plant Units 1-5	1,350	2019
	Replacement of Wangnoi Power Plant Blocks 1-2	1,470	2019
	Krabi Power Plant	800	2019
	Thepa Power Plant Unit 1	1,000	2021
	Replacement of South Bangkok Power Plant Blocks 1-2	1,470	2022

Producer	Project	Contract Capacity (Megawatt)	COD
IPPs	Gulf JP UT CC #1-2	1,600	2025
	Replacement of Khanom Power Plant CC #1	930	2016
	National Power Supply TH #1 – 4	540	2016 – 2017
	Gulf SRC CC #1	1,250	2021
	Gulf SRC CC # 2	1,250	2022
	Gulf PD CC #1	1,250	2023
	Gulf PD CC # 2	1,250	2024
Total Added Capacity		16,115	

¹ Update on Future Projects of EGAT as of December 31, 2017

Renewable Energy Power Plant Industry

In addition to the steel fabrication business which is the core business of the group, the Company has a subsidiaries that have been established to tap into business opportunities from the renewable power plant business. The overview of the renewable power plant industry is as outlined below:

Overview of Renewable Power Plant Industry

As the alternative energy has been increasingly important for Thailand's electricity system, the Alternative Energy Development Plan ("AEDP") has been included in the PDP2015, according to which net generation from renewable energy will be 20% of the country's total electricity demand in 2036. This represents a total of 19,634.4 MW of renewable energy in the following table below:

Installed Capacity in 2036 under the AECF

(Unit: Megawatt)

Year	Solar	Wind	Hydro	Waste	Biomass	Biogas	Energy Crop	Total
2014	1,298.5	224.5	3,048.4	65.7	2,541.8	311.5	-	7,490.4
2036	6,000.0	3,002.0	3,282.4	500.0	5,570.0	600.0	680.0	19,634.4

However, at the end of 2017, the Department of Alternative Energy Development and Efficiency (DEDE) has been drafting the revised Alternative Energy Development Plan 2015-2029 (AEDP 2015) for the Ministry of Energy. This plan has adjusted the proportion of share of electricity generated from renewable energy to increase from 20% of the original plan to 40%, resulting in alternative energy generation at the end of the plan year 2036 of 37,202 megawatts in total, increasing from 17,568 megawatts, focusing on solar power and energy from biomass.

10. Source of Supply

10.1 Production Facilities and Capacity

Best Tech provides steel fabrication services through its 2 facilities, which are the Sattahip Workshops and Yards and Chachoengsao Workshop. The details of both facilities as of 31 December 2017 can be summarized as follows:

Facilities	Location	Area (Sq.m.)	Capacity ¹ (Tons per Month)
Sattahip Workshops and Yards	Sattahip Naval Base, Sattahip, Chonburi Province	187,510	1,500 - 3,000
Chachoengsao Workshop	Bangkhwan, Muang, Chachoengsao Province	133,943	1,000

Remark: ¹ Production capacity varies according to the types and specifications of projects.

10.2 Production Factors and Procurement

Key production factors of Best Tech are raw materials and labor and can be as summarized as follows:

1) Raw Materials

Best Tech uses steel in different forms such as plate steels, structural steel, tube and joint steel as key raw material in its operation. Most of the steel products used are of high quality and durability, and can withstand operating conditions of heavy industry projects such as high pressure and extremely high or low temperature conditions. To control the standards and quality of steel, Best Tech procures steel products from reliable foreign and domestic suppliers. Currently, Best Tech procures 43% – 77% of raw materials domestically. Details are as shown in the table below:

Source of Raw Materials	For the Year Ended 31 December					
	2015		2016		2017	
	MB	%	MB	%	MB	%
Domestic Suppliers	440.06	76.96	891.32	69.77	320.51	57.87
Overseas Suppliers	131.76	23.04	386.11	30.23	233.32	42.13
Total	571.82	100.00	1,277.43	100.00	553.83	100.00

2) Labor

Steel fabrication works are labor-intensive. The complex and key production processes are handled by permanent employees who are skilled labors and specialized technicians while works that are less complicated are carried out by temporary staff. Best Tech has in place an efficient labor management mechanism and incorporate the labor planning as part of the production planning to address both the qualitative and quantitative needs. Therefore, the Company's production processes has never been crippled by the issue of labor shortage. Also, Best Tech partners with more than 10 recruitment agencies to diversify its sources of labor.

10.3 Environmental Impact

Best Tech integrates the pollution management and control into every part of its production process. For example, spray painting activities are carried out in enclosed areas and the work areas are covered with mesh sheet to prevent the possible dispersion of air pollutants. Best Tech also works with the Provincial Industrial Offices to organize activities for the local communities and keeps the local communities informed of its operating activities. In addition, Best Tech has been awarded the Environmental Management System Standard (ISO 14001:2004) and has never received any complaints or had any disputes or lawsuits concerning the environmental impact from its operations.

10.4 Backlogs

As of 31 December 2017, Best Tech's total backlogs amounted to approximately Baht 1,994.7 million and the unrecognized revenue from these backlogs was Baht 637.6 million. Details about the Company's backlogs and important backlogs are shown under the section of "Type of Business" of the 2017 Annual Filing (Form 56-1).

Risk Factors

1. Business Operation Risk

The Company's business operation risks are mainly resulted from those of Best Tech because of no operation in other subsidiaries. These risks include the following:

1.1 Risk of Revenue Fluctuation from Project-Based Operation

In 2017 Best Tech's revenue was mainly from its parts fabrication, modularization and power plant EPC which were awarded by customers via project biddings. The revenue depended on the number of projects awarded to Best Tech, project values and project progresses achieved for the operation period. Therefore, if the number of projects available for bidding in the market significantly drops or Best Tech is not continuously awarded with new projects, Best Tech's revenue stream will be interrupted. This results in fluctuation of Best Tech's business performance. In addition, Best Tech's revenue also depends on types of project as gross profit margins of each project type are different.

However, Best Tech is fully aware of this risk and therefore attaches importance to bid planning and proactively expands its customer base and seeks new business opportunities by keeping abreast of the industry news and developments. In order to sustain and enhance its competitiveness, Best Tech is highly committed to develop competencies by controlling production costs, improving productivity and delivering works on time. These efforts have led to Best Tech's success in continuously expanding its customer base in order to maintain its revenue growth momentum and appropriate profit margins in the long term.

1.2 Risk of Customer Concentration

In 2013, 2014 and 2015, proportions of revenue from services/products served for mining projects in Australia to total revenue from fabrication were 93.36%, 91.45% and 60.78%, respectively. This was resulted from growth in mining investment in Australia. Whereas, in 2016 and 2017 Best Tech's revenue generated from domestic power generation industry accounted for 71.71% and 46.70% of total revenue from fabrication, respectively. Such revenue concentrations may put Best Tech at risk if there are incidents that adversely affect status or growth of Australian mining industry or domestic power generation industry, for examples, changes in the economic conditions and applicable legal requirements or taxes, natural disasters or changes in government policy affecting Thailand's national power development plan (PDP). The incidents may slow down the industry or decrease the number of construction activities. In such circumstances, Best Tech's performance, operating results and revenue stream may be significantly dampened.

However, given Best Tech's boundless production flexibility supporting its custom-made business nature, Best Tech can provide works and services to diverse projects and industries which are not limited to only mining or power plant projects. In the future, if the heavy industries in other regions have stronger growth and more construction activities than the Australian mining industry or the domestic power plant industry,

Best Tech will diversify its customer base into such industries to avoid over-dependency on any particular industry. Best Tech has experiences in delivering manufacturing services to customers in various industries such as mining, energy, power plant and petrochemical industries and in different countries such as Thailand, Australia, Lao PDR, Singapore, Papua New Guinea, United States of America and Canada.

1.3 Risk of Dependency on Large Project

Modularization works which were the major source of revenue of Best Tech in 2013 - 2015 are large project with high project value. Each year, the largest project generally accounted for a very high proportion of Best Tech's total revenue. For example, the revenue from the Solomon Iron Ores and Roy Hills mine projects is characterized by high concentration of income. Such concentration in the revenue source exposes Best Tech to the risk of dependency on large projects. The dependency on large project is commonly seen in the steel fabrication business. Best Tech has always undertaken pre-project screening which encompasses the examination of customers' qualifications in terms of backgrounds, financial positions and credit worthiness. Most of Best Tech's customers, both EPC contractors and project owners, are global companies that have long experience in large-scale projects or mining and energy industries and possess strong financial position. Best Tech has never had any payment collection problems because all of its customers have fulfilled their payment obligations.

1.4 Foreign Exchange Risk

In 2015, Best Tech's revenue was mainly from overseas projects and contractual revenue in foreign currencies accounted for 70.65% of revenue from fabrication. As foreign currency revenue is concentrated in USD, the fluctuation of USD/THB rate has a material impact on Best Tech's operating results and operating profits.

Details of revenue from fabrication work recorded in financial statements and the amount of purchases in foreign currencies in 2015 - 2017, categorized by currency, are as shown below:

Revenue from fabrication

Currency	Jan – Dec 2015		Jan – Dec 2016		Jan – Dec 2017	
	Revenue (THB Equivalent)	%	Revenue (THB Equivalent)	%	Revenue (THB Equivalent)	%
USD	1,263.15	70.65	644.75	36.20	769.62	54.42
THB	524.68	29.35	1,136.42	63.80	622.53	44.02
EURO	-	-	-	-	22.16	1.56
Total	1,787.83	100.00	1,781.17	100.00	1,414.31	100.00

Amount of purchases

Currency	Jan – Dec 2015		Jan – Dec 2016		Jan – Dec 2017	
	Purchase Amount (THB Equivalent)	%	Purchase Amount (THB Equivalent)	%	Purchase Amount (THB Equivalent)	%
USD	115.72	13.58	353.94	27.71	243.85	22.74
THB	720.61	84.54	891.74	69.81	746.01	69.56
Others	16.04	1.88	31.74	2.48	82.65	7.70
Total	852.37	100.00	1,277.42	100.00	1,072.51	100.0

Based on the above tables, Best Tech's revenue in 2015 and 2017 were concentrated in USD while most of its purchase transactions were settled in THB. In addition, as the purchases in USD were significantly lower than the USD revenue, the natural hedge between accounts receivable and accounts payable in foreign currencies could not provide adequate cushion against the potential impact of foreign exchange fluctuation on operating profit

Best Tech is fully aware of the risk and mitigates the risk by ensuring that the contractual prices agreed with its customers can, to a certain extent, accommodate the currency rate changes. In addition, Best Tech has a proper policy to regularly execute forward transactions when appropriate to alleviate the potential impact of foreign exchange rate fluctuation on Best Tech's performance. However, in 2016 and 2017, the proportion of Best Tech's revenue in THB increased and, as a result, the group's exposure to foreign exchange risk decreased.

1.5 Risk of Cost Overrun

Best Tech's revenue is primarily project-based and the revenue of each project depends on the contractual price agreed with a customer. There are 2 potential causes of cost overrun: 1) Failure to control costs within the budget, and 2) Calculation or budgeting deviates from actual production cost.

1) Failure to Control Costs within the Budget

Major costs of Best Tech are labor cost and raw material costs.

1.1 Labor Cost

Labor cost is considered a major production cost. Most of the labor workers are daily workers and their wages are fixed according to the contracts made with each project's labor agents. Therefore, the risk that the labor cost per unit will exceed the budgeted amount is low. However, the labor cost may exceed the budget if the actual number of man-hour was higher than budgeted due to uncontrollable external factors or internal factors such as Best Tech's project management.

External factors that may cause the actual number of man-hour rate of Best Tech to be higher than budgeted are rain, late delivery of raw materials, etc. However, Best Tech has mitigated such risks by, for example, roofing over main work areas and providing safety-related training to its employees to reduce accidents.

In addition to labor management, Best Tech also attaches importance to the production site management as modularization works require a large work area while the space of the production site is limited. Best Tech selects work sites and organizes production activities by taking into account the suitability of each work site in light of the size of projects, the urgency and the physical conditions of each area with an aim to optimize production efficiency and prevent delays that may culminate in higher labor cost.

1.2 Raw Material Cost

Raw material cost is considered another major production cost and the main raw material is steel. There are 2 causes that will drive the steel costs to be higher than the budget: 1) the cost of steel per unit increases, and 2) the actual rate of steel usage is higher than the budget. Typically, Best Tech makes steel purchase agreements with suppliers according to the total demand of each project as soon as Best Tech has finished the comprehensive estimation of raw materials required for such project and the estimation is generally completed within 1-2 months after the service agreement with a customer has been made. Therefore, the risk of over-budget raw material cost caused by a hike of steel price per unit is relatively low.

However, the mismatch between the actual rate of steel usage and the budgeted rate may stem from erroneous steel resource utilization planning, or defective steel cutting and, or errors in the assembly process that cause deviations from the intended quality standards or designs and a need for more steel material to fix defects. Best Tech has in place an efficient system for controlling and monitoring steel usage by checking the actual steel usage against the production resource plan on a daily basis. This system enables Best Tech to quickly identify the gap and dynamically enhance the efficiency of its raw material usage. In addition, to avoid errors that will cause an unplanned need for additional raw materials, Best Tech adopts a stringent quality control system and assigns its quality control team to conduct a quality inspection, in which a customer's quality control team occasionally joins, on all important steps of production processes. This helps minimize defective works and the risk of over-budget usage of raw materials.

2) Calculation or budgeting deviates from actual production cost

Revenue under the service agreements made between Best Tech and its customers is based on the pricing that is derived through the cost-plus pricing method by adding the targeted profit margin to the budgeted costs which include labor cost, raw material cost and other expenses. Therefore, Best Tech's gross profit margin may fall below the target if the cost budgeting is erroneous and causes the budget to be below the actual production costs.

The cost budgeting for the project bidding price assessment begins with the analysis of detailed drawings received from customers to identify the types and quantity of raw materials needed and the man-hour requirements of each project. Then, updated price lists of raw materials will be solicited from suppliers, including the labor wage information from labor agents. The information will be consolidated to support the cost budgeting and the prices to be quoted to customers. After service agreements with

customers have been signed, shop drawings will be made and the cost budget will be reviewed for accuracy by comparing new information gained from the detailed analysis of drawings with the information on which the cost budgeting is originally based. If there are differences that have material impact on costs, Best Tech will inform customers and re-negotiate contractual prices to reduce the risk of budget underestimation.

1.6 Risk of Labor Shortage

Parts fabrication and modularization works are labor-intensive. Best Tech opts to hire temporary workers with short-term employment contracts according to the length of each project because Best Tech's manpower needs, in terms of headcount and skills, constantly shift according to the nature and progress of its projects.

As Best Tech's works are labor-intensive and most of its workers are temporary workers who will be newly recruited upon a new large-scale project is awarded to Best Tech. Typically, Best Tech has only 1-2 months for the worker recruitment process after a service agreement is signed, hence the risk of labor shortage as Best Tech may be unable to recruit adequate manpower required for completing the works within the deadline. As a consequence, Best Tech is exposed to the risk of delivery delay and the resultant late delivery penalty, and may have higher labor cost per unit due to overtime pays caused by the limited availability of labor force.

However, Best Tech has never experienced any material labor shortage issue because of the good labor planning. In addition, Best Tech recruits workers through several labor agents to avoid dependency on a single labor agent. Best Tech also attaches importance to positive relationship with labor agents, treats workers fairly and pays wages on time. As a result, Best Tech is on good terms with its labor agents and these labor agents quickly respond to Best Tech's labor force needs.

1.7 Risk of Price Fluctuation of Steel which is Major Raw Material

Steel is a major raw material of Best Tech and there are two types of steel the Best Tech uses, i.e. steel plate and structural steel. The prices of both steel products correlate with the prices of hot rolled coil in the global market because steel plate and structural steel are made from hot rolled coil. Steel cost is positively correlates with the global steel prices while the steel price per unit in service agreements made with customers is specified as a fixed rate. Therefore, increases in the global steel prices may lead to higher raw material costs which, as a consequence, may adversely affect the gross profit margin and performance of Best Tech.

Fully aware of the risk, Best Tech makes steel purchase agreements with suppliers according to the total demand of each project as soon as Best Tech has finished the comprehensive estimation of raw materials required for such project and the estimation is generally completed within 1-2 months after the service agreement with a customer has been made. This enables Best Tech to fix the steel price per unit and limit the period of its exposure to the steel price fluctuation to only an interval between the signing of service

agreements with customers and the placing of steel purchase orders with suppliers. After steel purchase orders have been made, the risk of steel price fluctuation will be entirely passed to the suppliers. Therefore, Best Tech's steel procurement policy as mentioned earlier can significantly reduce Best Tech's exposure to raw material cost increases from the steel price fluctuation.

1.8 Risk of Non-Renewal or Termination of Land Lease Agreement of Sattahip Workshops and Yards

At present, Best Tech has two plants, i.e. Chachoengsao Workshop and Sattahip Workshops and Yards. Chachoengsao Workshop is located on land of approximately 89,847 sq.m., owned by Best Tech and 44,096 sq.m. leased from other person with 3-year rental period (renewable options for 3 times for 3 years, 3 years and 1 year, respectively). The most of the area is used for parts fabrication works. Sattahip Workshops and Yards is located within Sattahip port's premises in Choburi which are leased from the Sattahip Commercial Port of the Royal Thai Navy. The leased area of Sattahip Workshops and Yards is approximately 187,510 sq.m.

The land lease agreement of Sattahip Workshops and Yards must be renewed on an annual basis and it is difficult to find a factory location which is in proximity of deep-sea ports which are limited in number, if the lease agreement of Best Tech for the premises within the Sattahip Commercial Port of the Royal Thai Navy is not renewed, either partially or entirely, or is prematurely terminated, the size of production yards will be diminished and Best Tech may experience difficulties in transporting large-sized works via road to the port. As a consequence, Best Tech may lose its modularization customers which are major source of Best Tech's revenue and may incur higher logistic costs from the road transport of works to farther ports. These factors can affect Best Tech's long-term competitiveness.

However, since 2008 when the lease agreement was originally made until today, Best Tech has never experienced any problems in renewing the lease agreement. In addition, Best Tech successfully negotiated for the continuously expanding of leased area to 187,510 sq.m. in 2017. Best Tech has always been a good tenant, strictly complied with the terms and conditions of the lease agreement, and continuously provided support for activities of the Sattahip Commercial Port of the Royal Thai Navy. The past records of the Sattahip Commercial Port of the Royal Thai Navy's lease agreements show that there are very few changes of tenants if the tenants duly comply with applicable terms and conditions and make punctual payment of lease fees. Therefore, Best Tech is confident that the lease agreement with the Sattahip Commercial Port of the Royal Thai Navy will be continuously renewed.

1.9 Risk of Expiry of Tax Benefits from Investment Promotion Certificates

Best Tech is entitled to privileges under the SME investment promotion program and one of these privileges is an 8-year exemption from corporate income tax on a net profit from businesses under the investment promotion program. The period of 8 years starts from the date the businesses earn revenue from

their operations and the investment certificates of the Chachoengsao and Sattahip Workshops and Yards, the Workshop will expire on 2 May 2019 and 3 April 2020, respectively. The expiry of such tax benefit thus may cause Best Tech's net profit to decrease.

To handle the risk associated with the expiry of the tax benefits, the group, by Best Tech Industries Company Limited ("BTI") has filed an investment promotion certificate application and is granted the investment promotion certificate no. 59-0548-0-01-2-0 for the Sattahip Workshops and Yards and the Chachoengsao Workshop to promote investment in the business of manufacturing of structures used for construction or industrial projects, such as steel structures, vessels and piping spools, including material parts, such as grating within the quota of approximately 20,000 tons per years. The corporate income tax on the net profit from the entitled business is exempted for 8 years.

2. Management Risk

Risk of Controlling Interest

As of 29 December 2017, the major shareholders, namely the Satawin family and the Russamitinakornkul family, owned 75.38% of the total issued and paid-up shares of the Company. In addition, the Satawin family and the Russamitinakornkul family, which are the major shareholders of the Company, serve as executives and directors with signing authority of the Company. Therefore, they have the controlling interest which gives them significant influence over the Company's management, including the control over the decisions of the meeting of shareholders that require the three-fourths majority votes according to the laws or the Company's Articles of Association such as decision on capital increase or decrease. Therefore, other shareholders who attend the meeting and have the right to vote may be unable to, even collectively, outvote the major shareholders.

Nonetheless, the Company's management structure is comprised of the Board and 4 Board Committees, namely the Executive Committee, the Audit Committee, the Risk Management Committee, and the Nomination & Remuneration and Good Governance Committee, and their scope of authority and duties is clearly defined to ensure that the Company's practices and operations are of good standards and auditable. The Audit Committee of the Company is comprised of 3 independent directors and has a significant role in maintaining the organization's checks and balances and screening matters to be proposed to the meeting of shareholders to a certain degree. The Company also engages an external firm to serve as an internal auditor to audit internal operations of the Company for greater transparency whereby the internal auditor directly reports to the Audit Committee. The Company also establishes rules and procedures governing related-party transactions with directors, major shareholders, persons with controlling interest and persons with potentials conflict of interest, according to which such persons shall not have the authority to approve these transactions, in order to mitigate risks.

Shareholders' Information

1. Number of Registered Capital and Paid-up Capital

As of December 31, 2017, the Company has the registered capital of Baht 378 million and the paid-up capital of Baht 378 million, divided to common shares of 756 million shares at par of Baht 0.50.

2. Shareholders

2.1 Major Shareholders as of December 29, 2017

As of December 29, 2017, the list of top 10 major shareholders as shown in the share register book is as follow:-

Major Shareholders	Number of Shares	Percentage of shares
1. Mrs. Siripond Satawin	230,400,000	30.48
2. Mr. Chotic Russamitinakornkul	168,900,000	22.34
3. Mr. Piyaphat Russamitinakornkul	40,000,000	5.29
4. Mr. Pavanan Satawin	39,000,000	5.16
5. Mr. Sarun Satawin	36,000,000	4.76
6. Mr. Rujanan Satawin	35,600,000	4.71
7. Mr. Thanomsak Russamitinakornkul	20,000,000	2.65
8. Miss Pimsiri Sareewiwatthana	12,000,000	1.59
9. Miss Pichsinee Sareewiwatthana	12,000,000	1.59
10. Mr. Todsapol Panichamnuisuk	5,899,800	0.78
Total	599,799,800	79.34

% Shares of minor shareholders (% Free float) = 24.53%

2.2 Best Tech & Engineering Ltd.'s Shareholders ("Best Tech")

As of December 31, 2017, Best Tech has the registered capital of Baht 80.00 million, divided to common shares of 800,000 shares at par of Baht 100. The shareholders' list is as follow;

Name	Number of Shares	Percentage of shares
1. BT Wealth Industries Public Company Limited	796,001	99.50
2. Miss Oussanee Russamitinakornkul ¹⁾	3,997	0.50
3. Mrs. Siripond Satawin	1	0.00
4. Mr. Chotic Russamitinakornkul	1	0.00
Total	800,000	100.00

¹⁾ Miss Oussanee Russamitinakornku is the elder sister of Mrs. Siripond Satawin and Mr. Chotic Russamitinakornkul

Dividend Policy

1. Dividend Policy of the Company

The Company has a policy to pay dividend at the rate of not less than 40% of its net profit based on the separate financial statements, after the deduction of legal reserve and other reserves (if any). In considering dividend payments, the Company takes into account cash flow, operating results, financial structure, investment plan, conditions and obligations that bind the Company, necessity and future needs, including the consistency of dividend payments.

The resolution of the Board on the dividend payments shall be proposed to the meeting of shareholders for approval. Exception applies to interim dividend payments to shareholders which can be approved by the Board given that the Company's net profit and cash flow are preliminary sufficient for the interim dividend payments. Such interim dividend payments shall be reported to shareholders at a subsequent meeting of shareholders.

In 2017, the Company's 2017 Annual General Meeting of Shareholders approved the interim dividend payment from the operational results from 1 January 2017 to 31 March 2017, at the rate of Baht 0.07 per share, or Baht 52.92 million in total, payable on 9 May 2017.

2. Dividend Policy of Best Tech

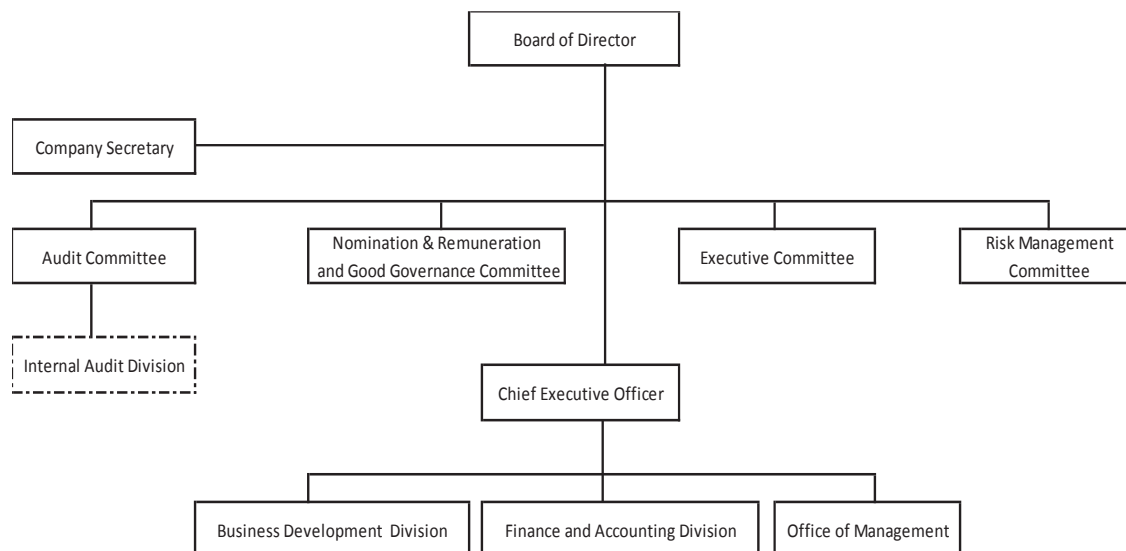
Best Tech has a policy to pay dividend at the rate of not less than 40% of its net profit based on the financial statements, after the deduction of legal reserve and other reserves (if any). The Board and/or shareholders of Best Tech will consider dividend payment based on the business conditions such as necessary investment plans, cash flow, operating results, financial structure, conditions and obligations that bind Best Tech, necessity, and future needs, to ensure the suitability of dividend payment.

3. Dividend Policy of Other Subsidiaries

The dividend policies of other subsidiaries shall be as decided by the board of director and/or shareholders of each in light of performance, financial positions, business conditions, necessary investment plans, cash flow, operating results, financial structure, conditions and obligations that bind the subsidiaries, necessity, and future needs.

Management Structure

Management Structure of the Company



1. Board of Directors

The Board of Directors (“the Board”) consists of independent director and executive director. The definitions of independent directors adopted by the Company is as specified in the Charter of the Board under the section of the qualifications of independent directors and in compliance with the Capital Market Supervisory Board Notification No. Tor.Jor. 39/2559 Re: Application for and approval of offer for sale of newly issued shares..

1) Must not hold shares in excess of 1% of the total number of voting shares of the Company, or the Company’s parent company, subsidiary company, associated company, major shareholder, or controlling person, whilst the number of shares held by any related person of such independent director must also be counted.

2) Is not and has not been a director participating in management role, or an employee, an officer, an advisor who receives regular salary, or a person having controlling power, of the Company or the Company’s parent company, subsidiary company, associated company, a subsidiary company in the same level, major shareholder, or controlling person, unless such an independent director has not possessed the characteristics referred to above for at least two years prior to the date on which such an independent director is appointed as independent director.

3) Is not a person having blood relationship or relationship through legal registration as a father, mother, spouse, sibling, and child, including as a spouse of a child of other directors, management person, major shareholder, controlling person, or the person being nominated to be a director, management person or a controlling person of the Company or the Company’s subsidiary company.

4) Does not have and has not had any business relationship with the Company or the Company's parent company, subsidiary company, associated company, major shareholder, or controlling person in the manner in which his/her independent discretion might be affected, and is not and has not been a significant shareholder or a controlling person of the person that has business relationship with the Company, or the Company's parent company, subsidiary company, associated company, major shareholder, or controlling person, unless such an independent director has not possessed the characteristics referred to above for at least two years prior to the date on which such an independent director is appointed as independent director.

5) Is not and has not been an auditor of the Company or the Company's parent company, subsidiary company, associated company, major shareholder, or controlling person, and is not a significant shareholder, a controlling person, or a partner of any auditing firm or office for which the auditor of the Company, or the Company's parent company, subsidiary company, associated company, major shareholder, or controlling person is working, unless such an independent director has not possessed the characteristics referred to above for at least two years prior to the date on which such an independent director is appointed as independent director.

6) Is not and has not been any professional service provider, including legal or financial advisor who obtains fee of more than Baht two million per year from the Company or the Company's parent company, subsidiary company, associated company, major shareholder, or controlling person, and not be a significant shareholder, or a controlling person, or a partner of any of such professional service provider, unless such an independent director has not possessed the characteristics referred to above for at least two years prior to the date on which such an independent director is appointed as independent director.

7) Is not a director appointed as a representative of a director of the Company, a representative of a major shareholder of the Company, or a representative of a shareholder of the Company who is a related person of a major shareholder of the Company.

8) Does not engage in any business the nature of which is the same as that of the Company or the Company's subsidiary company and which, in any material respect, is competitive with the business of the Company or the Company's subsidiary company, or not be a significant partner in a partnership, or a director participating in any management role, an employee, an officer, an advisor obtaining regular salary from, or a shareholder holding more than 1% (one percent) of the shares with voting rights of other company engaging in any business the nature of which is the same as that of the Company or the Company's subsidiary company and which, in any material respect, is competitive with the business of the Company or the Company's subsidiary company.

9) Does not have any other characteristics which may restrict such person from offering independent comment or opinion on the Company's operations.

(1) Structure of the Board

1. The Board shall be comprised of at least 5 directors.
2. At least one-third of the total directors must be independent directors and the total number of independent directors must not be less than 3.
3. The Board shall appoint a directors as the Chairman of the Board.
4. The Company Secretary shall serve as the Secretary to the Board, unless otherwise decided by the Board.

As of 31 December 2017, the Company had 7 directors comprised of 4 independent directors (accounting for 57% of the total directors) and 3 executive directors (accounting for 43% of the total directors). The qualifications of the Directors are as outlined in the section of Details about Directors, Executives, Persons with Controlling Interest and Company Secretary of this annual report. The list and position are as follows :

Name	Positions
1.Mr.Paiboon Sareewiwatthana	Chairman of Board of Directors / Chairman of Risk Management Committee / Independent Director
2.Mrs.Siripond Satawin	Authorized Director / Executive Director / Member of Risk Management Committee / Member of Nomination & Remuneration and Good Governance Committee
3.Mr.Chotic Russamitinakornkul	Authorized Director / Chairman of Executive Director / Member of Risk Management Committee / Chief Executive Officer
4.Mr. Sarawut Charuchinda	Chairman of Audit Committee / Member of Nomination & Remuneration and Good Governance Committee / Independent Director
5. Mr. Sakda Hanbuntrong	Chairman of Nomination & Remuneration and Good Governance Committee / Member of Audit Committee / Independent Director
6.Mr.Suvit Manomaiyanon	Member of Audit Committee / Member of Nomination & Remuneration and Good Governance Committee / Independent Director
7.Mr.Sestha Waiyawutpinyo ¹⁾	Authorized Director / Executive Director / Member of Risk Management Committee / Vice President, Business Development Division

Remark : 1) Mr. Sestha Waiyawutpinyo was appointed as the Authorized Director , Executive Director and Member of Risk Management Committee of the Company effective from 6 January 2017.

Mrs.Worawan Viriya , the Company Secretary, is the Secretary to the Board of Directors.

(2) Appointment and Office Term of Directors

1. The appointment of directors shall be approved by the meeting of shareholders or the Board.
2. An office term of each director is 3 years and directors who retire by rotation may be re-appointed. The tenure of independent directors is limited to a maximum of 9 consecutive years.

3. At each annual general meeting of shareholders, one-third of the total number of directors at that time shall retire. If the number of directors to retire cannot be divided into three equal parts, then the number of directors closest to one-third shall retire.

4. Directors to retire in the first year and the second year after the company registration shall be determined by way of drawing lots. For subsequent years, the directors who have been in office for the longest period shall retire.

5. Directors who wish to resign from the position shall tender their resignation letter to the Chairman of the Board at last 30 days in advance.

6. In case when there is a directorship vacancy due to reasons other than the retirement by rotation, the Board shall appoint a qualified person who does not possess any prohibited characteristics to fill the vacancy at a subsequent Board meeting and an office term of the new director shall equal the remaining office term of the director he/she replaces.

(3) Directors with Signing Authority

Authorized Director to act on behalf of the company, namely Mrs. Siripond Satawin Mr. Chotic Russamitinakornkul Mr.Sestha Waiyawutpinyo, two of the three directors jointly sign to legally bind the Company.

(4) Duties and Responsibilities of the Board

Roles of the Chairman of the Board of Directors

(Approved by the Board of Directors' Meeting No. 2/2561 on February 20, 2018)

1. To be a chairman of the Board of Directors' meeting and the shareholders' meeting of the Company. Has a role in conducting the meeting to be in line with the agenda, Company regulations and related laws.

2. Consider with the Chief Executive Officer to set agenda for the Board of Directors Meeting.

3. Regulate the use of policies and strategic management practices, including advise and support management business.

4. Support and promote the Board of Directors to act at full capabilities within the scope of authority, responsibility and good corporate governance.

5. Supervise the management of the Board of Directors and other committees to achieve the objectives set.

6. Allocate sufficient time and encourage all directors to exchange opinions freely with regard to considerations of all stakeholders.

7. Keep the minutes of the meeting to reflect the resolution of the meeting and what needs to be done.

8. Ensure transparency management and disclosure of information.

Authority and Duties of the Board of Directors

1. Perform duties with honesty and integrity in accordance with the laws, the Company's objectives and Articles of Association as well as the resolutions of the meeting of shareholders to protect the Company's interest.
2. Determine or change the names of directors who are vested with the authority to sign on behalf of the Company.
3. Approve the appointment of the Board Committees and determine the scope of their roles and duties as deemed appropriate and necessary for their mandate to support the Board's performance of duties.
4. Determine the Company's vision, policy, strategy and business directions, and undertake oversight to ensure that the management team's execution thereof is efficient and effective.
5. Determine the Company's business plan and annual budget, oversee the management team's administration and execution, consider the Company's quarterly performance and operating results against the plan and the budget, and assess the outlook for the remainder of the year.
6. Evaluate the performance of the Chairman of Executive Committee and Chief Executive Officer.
7. Designate the framework and policies governing salaries, salary increases, bonuses, compensations, pensions and rewards of the Company's employees.
8. Ensure that the management team has arranged for reliable accounting, financial reporting, and audit systems, and that appropriate and adequate risk management and internal control systems are in place.
9. Consider and approve the acquisition or disposal of assets, investments in new businesses, and any other acts pursuant to applicable laws, notifications, requirements and regulations.
10. Consider and/or provide opinion on related-party transactions and/or the execution of transactions (of which size does not trigger the requirement for the approval from the meeting of shareholders) of the Company and its subsidiaries in compliance with applicable laws, notifications, requirements and regulations.
11. Prevent conflicts of interest among the Company's stakeholders.
12. Oversee the Company's compliance with the code of conduct and the code of ethics, and review the Corporate Governance Policy of the Company.
13. Prepare the report of the Board's responsibilities for financial reporting which must be disclosed together with the auditor's report in the Company's annual report, covering important topics as elaborated in the Stock Exchange of Thailand's Code of Best Practices for Directors of Listed Companies.

14. Delegate to a director or directors, or other person(s), the authority to act on behalf of the Board. Nonetheless, such delegation of authority shall not empower the director(s) or person (s) so delegated to approve transactions of the Company or subsidiaries where director(s) or person (s) are considered to be related parties or have potential or actual conflicts of interests in respect to such transactions.

15. Consider and approve of the interim dividend payment to shareholders, and report such dividend payment to shareholders at a subsequent meeting of shareholders.

16. Ensure that the Company has the Company Secretary who is in charge of assisting the Board and the Company in complying with applicable laws and regulations.

Board of Directors appointed subcommittee to perform specific duties. As of 31 December 2017 the company has 4 Board Committees, namely the Audit Committee, the Nomination & Remuneration and Good Governance Committee, the Executive Committee and the Risk Management Committee.

1.1 Audit Committee

(1) Structure of the Audit Committee

1. The Audit Committee shall be comprised of at least 3 independent directors whereby a member of the Audit Committee shall serve as the Chairman of the Audit Committee.

2. Members of the Audit Committee must be persons whose qualifications fully meet the requirements set forth by the Capital Market Supervisory Board and the Stock Exchange of Thailand. At least a member of the Audit Committee must have knowledge, understanding or experience in accounting or finance, as well as updated knowledge about the causes of changes in financial reports.

3. The Audit Committee shall appoint an employee of the Company as the Secretary to the Audit Committee.

As of 31 December 2017, the Audit Committee was comprised of 3 independent directors.

Name	Position
1. Mr. Sarawut Charuchinda	Chairman of Audit Committee
2. Mr. Sakda Hanbuntrong	Member of Audit Committee
3. Mr. Suvit Manomaiyanon	Member of Audit Committee

Mr. Thanin Kamtornthip, Vice President, Finance and Accounting Division, is the Secretary to the Audit Committee.

Mr. Sarawut Charuchinda is a Chairman of the Audit Committee. Mr. Sarawut Charuchinda graduated in master's degree Business Administration (Finance) from the University of Mississippi, USA. and bachelor's degree in accounting. (2nd class honors) from Chulalongkorn University. He possesses suitable and sufficient knowledge and experience to review the reliability of the financial statements. He has served as an Audit

Committee member and executive of companies in different sectors such as banking and packaging. His qualifications are suitable and are not contradictory to the Company's Articles of Association, the notifications of the Capital Market Supervisory Board, the rules of the Stock Exchange of Thailand, the Public Limited Companies Act, the Securities and Exchange Act, and the Company's corporate governance practices.

(2) Appointment and Office Term of the Audit Committee

1. The Audit Committee and Chairman of Audit Committee shall be appointed by the Board.
2. The office term of the members of the Audit Committee shall be concurrent with their directorship and the members of the Audit Committee who retire by rotation may be re-appointed.
3. The members of the Audit Committee who wish to resign from the position shall tender their resignation letter to the Chairman of the Board at last 30 days in advance
4. If the number of the serving members of the Audit Committee falls below the established threshold, the Board shall appoint new members of the Audit Committee to fill the vacancy within 90 days.
5. In case when the entire Audit Committee vacates the office, the outgoing Audit Committee shall continue to serve for an interim period until the new Audit Committee is on duty.

(3) Duties and Responsibilities of the Audit Committee

1. Conduct reviews to ensure that the Company's financial reports are accurate and sufficiently disclosed.
2. Conduct reviews to ensure that the Company has appropriate and effective internal control system and internal audit systems, evaluate the independence of the internal audit function, and approve the appointment, transfer or dismissal of the Head of Internal Audit or any other unit in charge of the internal audit function as proposed by the management team.
3. Conduct reviews to ensure the Company's compliance with the laws governing securities and exchange, the rules of the Stock Exchange of Thailand, or laws that are applicable to the Company's businesses.
4. Screen, select and nominate persons who are independent to act as auditors of the Company, and propose the compensation of such persons.
5. Consider on related-party transactions or transactions with potential conflicts of interest in order to ensure that such transactions are in compliance with the laws and the rules of the Stock Exchange of Thailand, reasonable, and in the Company's best interest.
6. Have the authority to request the management team or employees of the Company to attend meeting and provide explanations or opinions where necessary.
7. Engage external advisors or professional experts in providing consultation, advices or opinions as the Audit Committee deems appropriate.

8. Prepare the Audit Committee's Report which is part of the Company's Annual Report. The Audit Committee's Report shall be signed by the Chairman of the Audit Committee and contain, at a minimum, the following:

- (1) Opinions on the accuracy, integrity, and reliability of the Company's financial reports.
 - (2) Opinions on the adequacy of the Company's internal control system.
 - (3) Opinions on the compliance with the laws governing securities and exchange, the rules of the Stock Exchange of Thailand, or laws that are applicable to the Company's businesses.
 - (4) Opinions on the suitability of the auditors.
 - (5) Opinions on transactions with potential conflicts of interest.
 - (6) Number of the meetings of the Audit Committee and the meeting attendance of each Audit Committee member.
 - (7) Opinions or observations of the Audit Committee as a result of the Audit Committee's performance of duties in accordance with the Charter of the Audit Committee.
 - (8) Other information that the Audit Committee, given the scope of duties and responsibilities assigned by the Board, views that the shareholders and investors should be made aware of.
9. Perform any other tasks as assigned by the Board and agreed to by the Audit Committee.

1.2 Nomination & Remuneration and Good Governance Committee

The Board of Directors Meeting No. 7/2017 held on 19 December 2017 passed a resolution to establish the Corporate Governance Committee to be included in the Nomination and Remuneration Committee. The name of such committee is changed to the Nomination & Remuneration and Good Governance Committee. The Board of Directors' Meeting No. 2/2018 held on February 20, 2018 resolved to approve the amendment of the charter of the Nomination & Remuneration and Good Governance Committee by adding the roles of the Good Governance of the Nomination & Remuneration and Good Governance Committee.

(1) Structure of the Nomination & Remuneration and Good Governance Committee

1. The Nomination & Remuneration and Good Governance Committee and the Chairman of the Nomination & Remuneration and Good Governance Committee shall be appointed by the Board.
2. The Nomination & Remuneration and Good Governance Committee shall be comprised of at least 3 directors and at least half of them should be independent directors.
3. The Chairman of the Nomination & Remuneration and Good Governance Committee should be an independent director.
4. Manager, Human Resource Division shall serve as the Secretary to the Nomination & Remuneration and Good Governance Committee.

As of 31 December 2017, the Nomination & Remuneration and Good Governance Committee was comprised of 4 directors.

Name	Position
1. Mr.Sakda Hanbuntrong	Chairman of Nomination & Remuneration and Good Governance Committee
2. Mr.Sarawut Charuchinda	Member of Nomination & Remuneration and Good Governance Committee
3. Mr.Suvit Manomaiyanon	Member of Nomination & Remuneration and Good Governance Committee
4. Mrs.Siripond Satawin	Member of Nomination & Remuneration and Good Governance Committee

Remark : 1st, 2nd and 3rd directors are independent directors of the Company.

(2) Duties and Responsibilities of Nomination & Remuneration and Good Governance Committee

Nomination

1. Set nomination procedures applicable to the positions of director and Chief Executive Officer to screen qualifications of candidates in terms of their knowledge, expertise and experiences against the Company's strategy and needs as well as their ability to devote their time to the Company.

2. Screen and nominate qualified candidates for key positions to the Board or the meeting of shareholders for approval of the appointments.

Remuneration

1. Recommend appropriate monetary and non-monetary remuneration structure, amount, forms, and payment criteria applicable to the Chairman of the Board, directors and the Chief Executive Officer; review the suitability of the current criteria against the industry benchmark and other listed companies with comparable market capitalization; and propose them to the Board and/or the meeting of shareholders for approval.

2. Consider performance evaluation criteria applicable to the Chief Executive Officer and propose the performance evaluation results which are based on such criteria to the Board for approval.

3. Review the suitability and conditions of the offer of shares, warrants or other securities to directors and employees as a compensation, and provide its opinion in case an allotment of securities to a director or an employee that exceeds the 5 percent of such allotment. Nonetheless, no member of the Nomination & Remuneration and Good Governance Committee shall be entitled to an allocation that is above 5 percent of the lot.

4. Perform any other tasks that are related to nomination and remuneration as assigned by the Board.

Good Governance

1. Review of Corporate Governance Policy, Business Ethics, including policies and guidelines for Corporate Social Responsibility and Environment to ensure compliance with good corporate governance principles and propose to the Board of Directors.
2. Present guidelines and/or policies related to corporate governance to the Board of Directors.
3. Advise the Board of Directors In matters relating to corporate governance.
4. Supervise the management to implement the corporate governance policy in practice.
5. Follow up on social and environmental responsibility and report to the Board of Directors.
6. Perform any other matters assigned by the Board of Directors.

1.3 Executive Committee

(1) Structure of the Executive Committee

1. The Executive Committee and the Chairman of the Executive Committee shall be appointed by the Board.
2. The Executive Committee shall be comprised of a number of members as the Board deems appropriate.
3. The Executive Committee shall appoint an employee of the Company to serve as the Secretary to the Executive Committee.

As of 31 December 2017, the Executive Committee was comprised of 3 directors.

Name	Positions
1. Mr.Chotic Russamitinakornkul	Chairman of Executive Director
2. Mrs.Siripond Satawin	Executive Director
3. Mr.Sestha Waiyawutpinyo ¹⁾	Executive Director

Remark : 1) Mr. Sestha Waiyawutpinyo was appointed as the Authorized Director , Executive Director and Member of Risk Management Committee of the Company effective from 6 January 2017.

(2) Duties and Responsibilities of the Executive Committee

1. To formulate plans, policies, directions, strategies and operational management structure of the Company by taking into account the economic conditions and the market competition and propose them to the Board for approval.
2. Determine the business plan, the budget plan, and the approval authority applicable to undertakings of the Company and propose them to the Board for approval.
3. Supervise the operations of the Company to ensure that they are in accordance with the policies, the strategies, the business plan, and the budget approved by the Board.

4. Consider the Company's execution of commercial agreements and agreements on the acquisition of assets or rights for the benefit of the Company's business operations.

5. Approve capital expenditures which are included in the annual expenses budget that has already been approved or approved in principle by the Board.

6. Approve borrowing and requesting credit facilities that are related to normal business operations of the Company, e.g. trading, investment or joint ventures with other parties, for the benefit of the Company's operation, including any other acts pertaining to such borrowing or requesting credit facilities.

7. Consider and approve communication, execution and registration which are made in the name of the Company with governmental agencies for the benefit of the Company's operations in accordance with its purpose.

8. Deliberate on the Company's operating results, profit/loss, and propose interim or annual dividend payments prior to proposal thereof to the Board.

9. Deliberate on and immediately report to the Board actual or suspected frauds, non-compliance or irregularities.

10. Have the authority to sub-delegate authority to a person or persons to perform acts under the supervision by the Executive Committee, or to delegate the authority within the scope and the time frame that the Executive Committee deems appropriate and Executive Committee may cancel, revoke or alternate or replace such delegate(s) and delegation as appropriate.

1.4 Risk Management Committee

(1) Structure of the Risk Management Committee

1. The Risk Management Committee and the Chairman of the Risk Management Committee shall be appointed by the Board

2. The Risk Management Committee shall be comprised of at least 2 directors and may include a number of executives in charge of key functions of the Company as the Board deems appropriate.

3. Members of the Risk Management Committee must be directors or employees of the Company.

4. The Risk Management Committee shall appoint an employee of the Company to serve as the Secretary to the Risk Management Committee.

As of 31 December 2017, the Risk Management Committee was comprised of 4 directors.

Name	Positions
1 .Mr.Paiboon Sareewiwatthana	Chairman of Risk Management Committee
2. Mrs.Siripond Satawin	Member of Risk Management Committee
3. Mr.Chotic Russamitinakornkul	Member of Risk Management Committee
4. Mr.Sestha Waiyawutpinyo ¹⁾	Member of Risk Management Committee

Remark : 1st directors is independent director of the Company.

1) Mr. Sestha Waiyawutpinyo was appointed as the Authorized Director , Executive Director and Member of Risk Management Committee of the Company effective from 6 January 2017.

(2) Duties and Responsibilities of the Risk Management Committee

1. Determine the Risk Management Policy and Framework of the Company, and provide recommendations about risk management to the Board and the management team.
2. Align strategies with the Risk Management Policy in order to evaluate, monitor and control the Company's overall risk at appropriate and acceptable levels.
3. Supervise, support and promote collaborative risk management within the Company and review the adequacy of the Risk Management Policy and system on an ongoing basis to efficiently manage risks.
4. Report to the Board meetings the updates on key risk issues, risk assessment, risk management, implications of risks for operations, as well as preventive and corrective measures. Incidents and issues that have material impact on the Company must be escalated to the Board without delay.
5. Have the authority to appoint risk management working team which shall report to the Risk Management Committee.
6. Perform any other tasks that are related to risk management as assigned by the Board.

2. Chief Executive Officer

Duties and responsibilities of the Chief Executive Officer are as follows:

1. Oversee, manage and operate the Company's day-to-day normal business operation for the benefit of the Company in accordance with established policies, vision, targets, annual business plans, business strategies, and annual budget approved by the meeting(s) of the Board and/or as assigned by the Executive Committee.
2. Supervise and govern the Company's finance, marketing, human resources management and other operations in accordance with the Company's policies and action plans that are approved by the Board.

3. Have the authority to employ, appoint, transfer, discharge, dismiss, and determine remuneration and compensation of employees at the levels below the Chief Executive Officer and the Chief Executive Officer may delegate such authority to other persons.

4. Determine pensions, rewards, salary increases, compensations and bonuses for employees at the levels below the Chief Executive Officer, subject to approval from the Executive Committee.

5. Enter into agreements and/or transactions related to normal business operations of the Company and the limit of each transaction according to the authority matrix approved by the Board .

6. Have the authority to delegate to any persons as the Chief Executive Officer deems appropriate to manage and operate on behalf of the Chief Executive Officer, where necessary and appropriate, in accordance with the laws and the Company's rules and regulations.

7. Issue directives, regulations, announcements, and internal memos to ensure that the Company's operations, in accordance with the Company's policies and for the benefit of the Company's operations in accordance with its purposes.

8. Perform any other duties as assigned by the Board and/or the Executive Committee and be vested with the authority to execute acts that are necessary for performing such duties.

For any transactions between the Chief Executive Officer or the persons delegated by the Chief Executive Officer or persons with potential conflicts of interest and the Company and/or subsidiaries and/or related companies, the Chief Executive Officer shall not have the authority to approve such transactions and such transactions shall be proposed to the meeting of the Executive Committee, and/or the Board and/or the meeting of shareholders (as applicable) for approval. Exceptions apply to transactions which are in the Company's ordinary course of business and on an arm's length basis that fall within the scope approved in principle by the Board.

3. Management team and employee

As of 31 December 2017, the Company's management team was comprised of 7 executives and 1 employee as listed below:

No.	Name	Position
1.	Mr. Chotic Russamitinakornkul	Chief Executive Officer
2.	Mrs. Siripond Satawin	Executive Director
3.	Mr. Sestha Waiyawutpinyo	Vice President, Business Development Division
4.	Mr. Thanin Kamthornthip	Vice President, Finance and Accounting Division
5.	Mrs. Chutima Katikawong	Vice President, Office of Management
6.	Mr. Piya Lalitwanichkul	Assistant Vice President, Finance and Accounting Division - Finance
7.	Mr. Puvadon Thongvong	Assistant Vice President (Acting), Finance and Accounting Division - Accounting
8.	Mrs. Worawan Viriya	Company Secretary

4. Company Secretary

The Board of Directors has appointed Mrs.Worawan Viriya as the Company Secretary effective from 23 February 2017. Company Secretary reports directly to the Board. The qualifications of the Company Secretary are as outlined in the section of Details about Directors, Executives, Persons with Controlling Interest and Company Secretary of this annual report.

5. Approval Authority Matrix

The Company has formulated the policy governing the approval authority for operations and transactions to ensure proper and prudent operations. Authorization to spend, to borrow, to contract, including investment is determined by level of top management and the board. By amending the authorization, the approval of the Board of Directors is required.

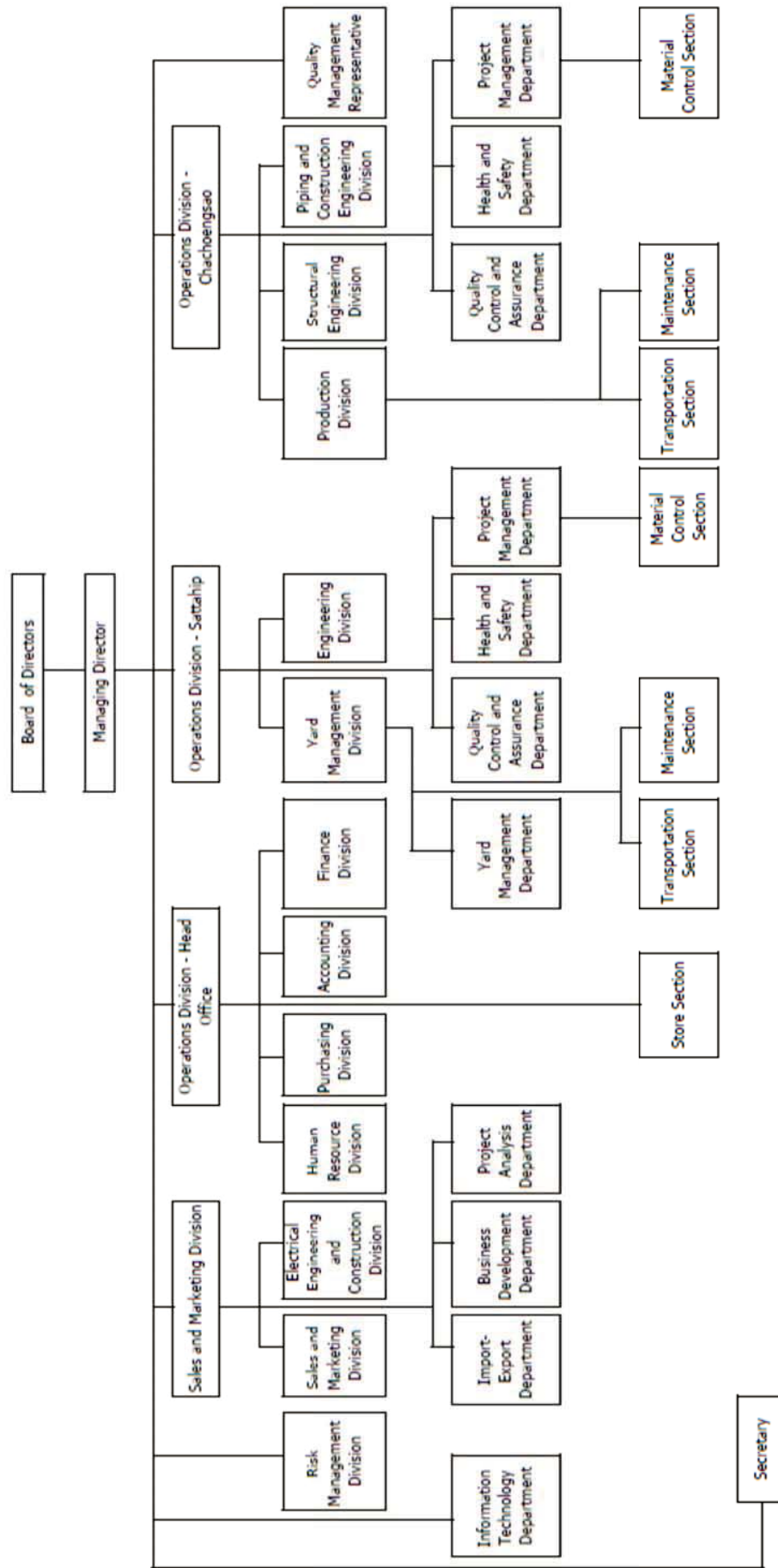
Authority to authorize credit lines for operations and transactions under the authority of the Board of Directors at 31 December 2017 as follows:

Activity	Limit	Approval Authority (MB)	
		EX-COM	Board
1. Expenses relating to normal business operations	Per time	Not above 500	Above 500
2. Debts binding upon the Company/Guarantee	Per transaction	Not above 100	Above 100
3. Land lease contracts for normal business operations	Per contract	Not above 50	Above 50
4. Acquisition of fixed assets such as land, buildings and equipment (vehicles, tools and machinery)	Per time	Not above 500	Above 500
5. Sale of assets	Per time	Not above 20	Above 20
6. Investment in new project	Per project	Not above 50	Above 50
7. Loans to subsidiaries	Per time	Not above 50	Above 50
8. Short-term loans between the Company and Best Tech	No tenor limit	Not above 500	Above 500
9. Investment of the Company and Best Tech (2 companies) in money market funds, government bonds and/or debt instruments of which risks do not exceed level 1. The investment cost in each fund shall not exceed Baht 50 million.	No tenor limit	Not above 500	Above 500

The above approval authority does not apply to related-party transactions or the acquisition or sale of the Company's assets which are specifically governed by the notifications of the Capital Market Supervisory Board and/or the Board of Governors of the Stock Exchange of Thailand.

Management Structure of Best Tech & Engineering Ltd.

Best Tech & Engineering Ltd. ("Best Tech") is a core company engaged in the processing of steel and steel products according to the requirements and specification of the customers. As of 1 January 2018, the management structure of Best Tech, was as follows:



1. Board of Directors of Best Tech

As of 31 December 2017, the Board of Best Tech was comprised of 3 directors. Details about their tenure and Board meeting attendance in 2017 are as outlined below:

No.	Name	Position	No.of attendance / No.of meetings
1.	Mrs. Siripond Satawin	Director	9/9
2.	Mr. Chotic Russamitinakornkul	Director, Managing Director, Acting Deputy Director of Sales and Marketing Division , Acting Deputy Director of Operations Division - Sattahip	9/9
3.	Mr.Sestha Waiyawutpinyo*	Director	7/7

Remark * Mr. Sestha Waiyawutpinyo was appointed as Director of the Company by the resolution of the AGM for the year 2017 on 27 March 2017.

Documents must be co-signed by two of three directors and stamped with the company seal to legally bind Best Tech.

2. Executives and Employees of Best Tech

As of 31 December 2017, Best Tech had 582 employees and 5 executives as follows:

No.	Name	Position
1.	Mr. Chotic Russamitinakornkul	Managing Director , Acting Deputy Director of Sales and Marketing Division, Acting Deputy Director, Operations Division - Sattahip
2.	Mr.Ravindra Rameshchandra Joshi	Deputy Director, Operations Division - Chachoengsao
3.	Mrs. Chutima Katikawong	Deputy Director, Operations Division – Head Office
4.	Miss Rattiporn Jarusmongkoljaroen	Finance Manager
5.	Mr. Puvadol Thongvong	Acting Accounting Manager

3. Approval Authority Matrix

Best Tech has established a corporate policy on credit approval for operations and transactions. It will be consistent and under the control of the Company. This policy is a mandate for the management and daily operations of Best Tech to the Board and Management to perform the task correctly and concisely. Authorization to spend, to borrow, to contract, including investment is determined by level of top management and the board. By amending the authorization, the approval of the Board of Directors is required.

Authority to authorize credit lines for operations and transactions under the authority of the Board of Director of Best Tech at 31 December 2017 as follows:

Activity	Limit	Approval Authority (MB) Board
Operations relating to bidding and job acceptance		
1. Bidding and service provision contracts (inclusive of the value of added/amended scope of works after the execution of service contracts)	Per project	Above 200
2. Expenses relating to normal business operations such as procurement of raw materials, supplies and labor	Per time	Not above 100
3. Advance payment and warranty bonds	Per transaction	Not above 100
4. Personnel recruitment for projects based on manpower framework approved by MD	Per person per month	Not above 0.5
General operations		
1. Expenses relating to normal business operations such as procurement of office supplies or accounting forms.	Per time	Not above 50
2. Contingent liabilities/ guarantees/ forward contracts for risk management	Per transaction	Not above 50
3. Space rental contracts (short-term lease not longer than 3 years) for normal business operations	Per year	Not above 20
4. Space lease contracts on space (long-term lease longer than 3 years) for normal business operations	Per contract	Not above 20
5. Acquisition of fixed assets such as land, buildings and equipment	Per time	Not above 50
6. Sale of assets	Per time	Not above 5
7. Other expenses such as consulting fees	Per time	Not above 20

The above approval authority does not apply to related-party transactions or the acquisition or sale of the Best Tech's assets which are specifically governed by the notifications of the Capital Market Supervisory Board and/or the Board of Governors of the Stock Exchange of Thailand.

Corporate Governance Report

The Board of BT Wealth Industries Public Company Limited (“the Company”) recognizes the importance of corporate governance and strongly believes that the adherence to the Corporate Governance Policy will lead to the Company’s sustainable growth, added-value for the shareholders, and the confidence of stakeholders, namely shareholders, employees, customers, business partners, business competitors, creditors, the society, communities and the environment, in the Company. Therefore, the Board is highly committed to ensuring proper and consistent compliance with the Corporate Governance Policy.

Corporate Governance Policy

The Board has established the Corporate Governance Policy that comprehensively addresses all aspects of the group’s businesses. The Corporate Governance Policy elaborates on the chief principles of corporate governance in relation to rights of shareholders, equitable treatment to shareholders, roles of stakeholders, disclosure and transparency, and responsibilities of the Board. The Company’s Corporate Governance Policy is publicly available on the Company’s website, www.btwealthindustries.com under the section of “Sustainability”.

Apart from establishing the Corporate Governance Policy, the Board conducts monitoring to ensure that the Policy is consistently complied with and regularly reviewed for its appropriateness and alignment with the criteria of the Corporate Governance Report of Thai Listed Companies and the corporate governance best practices recommended by relevant regulators for the ultimate goal of achieving the internationally-recognized corporate governance standards for the benefits and confidence of all stakeholders. The Board of Directors Meeting No. 7/2560 had reviewed and improved the Company’s conducts in compliance with the corporate governance principles and approved to carry out additional matters as appropriate. Also, the Board had considered and commented on matters the Company has not implemented or complied with the principles of good corporate governance, ie : The succession plan of the organization's top executives, determining the number of listed companies where each director will hold the position and determining the minimum meeting quorum policy.

Highlights of the Company’s corporate governance practices in 2017 are as follows:

1. Rights of Shareholders

The Company respects the rights of shareholders as the owners of the Company and encourages all shareholders, namely individuals, juristic persons and institutional investors, to attend the meetings of shareholders of the Company and exercise their rights based on the fundamental rights of shareholders. Examples of these rights include: the rights to buy, sell or transfer shares; to receive distributions of the Company’s profits; to have adequate to the Company’s information; to attend the meeting of shareholders, to

be informed of the Company's annual operating results; to cast vote at the meetings of shareholders on material matters that require the shareholders' approval in accordance with the laws; and to make inquiries or express opinions on matters that the Board presents to the meeting of shareholders for acknowledgment or for approval; and etc.

Meeting of Shareholders

The Company arranged the 2017 AGM by adhering to laws, regulations and good corporate governance standards applicable to listed companies, particularly in relation to the rights of shareholders and equitable treatment of shareholders. The Company's 2017 AGM was arranged within 120 days from the end of the Company's fiscal year, i.e. on 24 April 2017. The Company has been evaluated for the annual meeting of shareholders for the year 2017 under the "Quality of the Annual General Meeting of Shareholders" project held by the Thai Investors Association at 98 points.

Pre-Meeting

In preparation for the Annual General Meeting of Shareholders for the year 2017, the Company gave the minority shareholders the right to propose their agenda and nomination of candidates to be elected as directors to the Nomination & Remuneration and Good Governance Committee in advance in accordance with the rules set by the company and published on the company's website from 30 December 2016 to 31 January 2017. None of the shareholders proposed an agenda or nominated persons to be elected as Directors at the Annual General Meeting of Shareholders for the year 2017 within the time limit set by the Company.

After the Board had approved the 2017 AGM date, the company assigned Thailand Securities Depository Co., Ltd. (TSD), the registrar of the Company to deliver the notice of the meeting to the shareholders. The notice of the meeting which contained details about the meeting agenda, the facts, rationale and the Board's recommendations on each agenda item, the accompanying documents, proxy, the proxy appointment and registration procedures and supporting documents that must be presented on the meeting date, and the 2016 Annual Report, were submitted to the shareholders on 30 March 2017 which was 24 days in advance of the meeting date to allow the shareholders sufficient time to study the details of each agenda item to be voted at the meeting as well as encourage them to fully exercise their rights. The Company has also sent out the notice of the meeting and supporting documents in the English version to foreign shareholders.

In addition, the Company has also posted the notice of the meeting, supporting documents and the 2016 Annual Report on the company's website in advance of the meeting date or on 24 March 2017. The press announcement of the meeting to inform the shareholders was published in advance for 3 consecutive days before the meeting date or during 18-20 April 2017.

On Meeting Date

The Company had set the venue, date and time of the meeting, which was considered equally convenient for all shareholders and institutional investors. The meeting attendance registration service was available 2 hours before the meeting commencement and continued until the time before last agenda consideration. The Company designated its officers to assist and facilitate convenience to shareholders throughout the meeting. This included provision of free stamp duty to shareholders granted / proxied. There was also snack available for the attending shareholders.

At the 2017 AGM, the Chairman of the Board presided as the chairman of the meeting and all directors were presented at the meeting. This includes the chairmen of other subcommittees, the management team, the auditor, and the legal advisor who conducted the meeting.

Prior to the meeting commencement, The conductor of the Meeting informed the meeting about the number and percentage of shareholders attending the meeting in person and by proxy, rules used in the meeting, voting procedure, the right to vote according to each type of share and how to conduct voting in each agenda. A representative from one shareholder was requested to serve as a witness to examine the vote counts throughout the meeting. The Company counted the votes and reported the voting results of each agenda item to the meeting, and the Company Secretary completely recorded the minutes of the meeting and the voting results of each agenda item.

When information was provided on each agenda item, the chairman of the meeting offered the shareholders equal opportunities to express their opinions and recommendations by answering the right questions and giving the right time to discuss. For the election of directors the Company had arranged the shareholders to vote for each director individually. While this agenda was considered, the nominated directors had left the meeting room for the meeting to ask and comment fully.

It is the Company's policy to attach importance to and respect the rights of shareholders. There were no unplanned or impromptu changes to the meeting agenda or to important information at the meeting.

Post-Meeting

The Company has notified the resolution of the meeting via the SET's news system on 25 April 2017. The minutes of the 2017 AGM were correctly and completely prepared and submitted to the Stock Exchange of Thailand. It was published on the company's website within 14 days after the Meeting on May 8, 2017. The minutes contained information about the names of the directors present and absent at the meeting, the voting and vote announcement procedures that were explained the meeting before proceeding with items on the meeting agenda, the meeting's resolutions and the numbers of approval, disapproval abstention votes and bad cards of all agenda items that required voting and also questions and answers in the meeting. In addition, the Company submitted the meeting minutes relating to the approval of the financial statements, the profit allocation and the dividend payment, including the annual report and other documents to the Ministry of Commerce within 1 month from the meeting date.

2. Equitable Treatment to Shareholders

2.1 Informing before the shareholders' meeting

The Company informed the meeting schedule with agenda and attached document to the shareholders in advance of the meeting date. The details are in accordance with the report in "Article 1 Rights of Shareholders" above.

2.2 Protection of Minority Rights

In preparation for the Annual General Meeting of Shareholders, the Company provided the minority shareholders the right to propose their agenda and nomination of candidates to be elected as directors through the Nomination & Remuneration and Good Governance Committee in advance in accordance with the rules set by the company and published on the company's website. None of the shareholders proposed the agenda or nominated persons to be elected as Directors at the Annual General Meeting of Shareholders for the year 2017 within the time limit set by the Company.

2.3 Prevention of Misuse of Inside Information

The Board of Directors monitors and manages conflicts of interest that may arise between the Company and the Management, the Board or the shareholders. These conflicts also include prevention of inappropriate use of property, information and opportunities of the Company and inappropriate transactions with those who have a relationship with the company. The Group has prevented the use of inside information for equality recognition of information as follows:

1) The Company informed all directors and executives of the Company and the subsidiaries of their duties to report the holding of the Company's securities by themselves, their spouse and minor child(ren) to the SEC pursuant to Section 59 and the penal provisions under Section 275 of the Securities and Exchange Act B.E. 2535 as well as to report the acquisition or divestment of the Company's securities by themselves, their spouse and minor child(ren) to the SEC pursuant to Section 246 and the penal provisions pursuant to Section 298 of the Securities and Exchange Act B.E. 2535.

2) The directors and executives of the Company and the subsidiaries, including their spouse and minor child(ren) prepared and submitted the reports on their holding of the Company's securities including the changes thereto to the SEC within 3 business days from the date of such changes. Copies of such reports were delivered to the Company Secretary on the same day of the report submission to the SEC.

3) The Company and the subsidiaries restricted the non-public information access to only involved personnel on a need-to-know basis and ensured the security of non-public information. Information owners reinforced involved personnel to strictly comply with the policy.

4) The Company Secretary informed the directors, executives and employees privy to confidential information of the non-trading period as detailed below and prohibited them from passing inside information to external parties or unauthorized persons before the public disclosure of the information:

- Directors, executives and management of the Accounting and Finance Division, including their related parties, are prohibited from trading in the Company's securities during the period of 1 month before the release of quarterly and annual financial statements and within 24 hours from the release of such financial statements.

- If directors, executives and employees have access to non-public and material information that may affect the prices of the Company's securities, they shall refrain from trading in the Company's securities within 48 hours after the public release of such information.

Change in Holding of Ordinary Shares by Director and Executive

(shares)

	Name	Position	No. of shares (as of)		Changed
			30 Dec 2016	30 Dec 2017	
1	Mr. Paiboon Sareewiwatthana ¹⁾	Independent Director, Chairman of the Board, Chairman of the Risk Management Committee	-	-	-
	Spouse and Underage child		-	-	-
2	Mrs. Siripond Satawin	Director, Executive Director, Member of the Risk Management Committee, Member of the Nomination & Remuneration and Good Governance Committee	230,400,000	230,400,000	-
	Underage child		-	-	-
3	Mr. Chotic Russamitinakornkul ⁴⁾	Director, Chairman of the Executive Committee, Member of the Risk Management Committee, Chief Executive Officer	168,900,000	168,900,000	-
	Underage child		20,000,000	20,000,000	-
4	Mr. Sarawut Charuchinda ²⁾	Independent Director, Chairman of the Audit Committee, Member of the Nomination & Remuneration and Good Governance Committee	-	-	-
	Spouse		-	-	-
5	Mr. Sakda Hanbuntrong ¹⁾	Independent Director, Member of the Audit Committee, Chairman of the Nomination & Remuneration and Good Governance Committee	-	-	-
6	Mr. Suvit Manomaiyanon ¹⁾	Independent Director, Member of the Audit Committee, Member of the Nomination & Remuneration and Good Governance Committee	-	-	-
	Spouse and Underage child		-	-	-
7	Mr. Sestha Waiyawutpinyo ³⁾	Director, Executive Director, Member of the Risk Management Committee Vice President, Business Development Division	-	-	-
	Spouse and Underage child		-	-	-

	Name	Position	No. of shares (as of)		Changed
			30 Dec 2016	30 Dec 2017	
8	Mrs. Chutima Katikawong ⁴⁾	Vice President, Office of Management	-	-	-
	Underage child		-	-	-
9	Mr. Thanin Kamthornthip	Vice President, Finance and Accounting Division	320,000	450,000	130,000
	Spouse and Underage child		-	-	-
10	Mr. Piya Lalitwanichkul	Assistant Vice President, Finance and Accounting Division – Finance	-	-	-
	Underage child		-	-	-
11	Mr. Puvadon Thongvong ⁴⁾	Assistant Vice President (Acting), Finance and Accounting Division – Accounting	66,600	66,600	-
12	Mr. Ravindra Rameshchandra Joshi ⁵⁾	Deputy Director, Operations Division – Chachoengsao	106,600	106,600	-
	Spouse and Underage child		-	-	-
13	Miss Rattiporn Jarusmongkoljaroen ⁵⁾	Manager, Finance Division	66,600	-	(66,600)

1) Mr. Paiboon Sareewiwatthana, Mr. Sakda Hanbuntrong and Mr. Suvit Manomaiyanon were appointed as Directors of the Company by the resolution of the Extraordinary General Meeting of Shareholders No. 3/2014 on 13 August 2014

2) Mr. Sarawut Charuchinda was appointed as Director of the Company by the resolution of the Board Meeting No. 7/2016 on 23 September 2016, effective on 1 October 2016.

3) Mr. Sestha Waiyawutpinyo was appointed as Director by the resolution of the Board Meeting No. 1/2017 on 6 January 2017

4) Mr. Chotic Russamitnakornkul, Mrs. Chutima Katikawong and Mr. Puvadon Thongvong are executives of BT Wealth and Best Tech which is the core company.

5) Mr. Ravindra Rameshchandra Joshi and Miss Rattiporn Jarusmongkoljaroen are executives of Best Tech which is the core company.

2.4 Directors' Conflict-of-Interest

The Company has established a policy on Related-Party Transaction. The guidelines for directors and management of the Group are as follows.

1. To provide the Company with information to be used in the implementation of the related transaction, Directors and executives of the Company and its subsidiaries must prepare their own report of interests or related parties and notify the Company.

2. Avoid the connected transaction that may cause conflict of interest.

3. In case of necessity to make a connected transaction, all such transactions of the Company and its subsidiaries must be submitted to the Audit Committee for comment before submitting to the authorized person, Board of Directors or the shareholders meeting (as the case may be) to approve the transaction. Except for transactions that have trade agreements with generally commercial terms which approved in principle by the Board of Directors.

4. Follow the steps of the company when there are connected transactions and comply with the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand.

5. Set prices and terms of connected transactions as transactions with an arm's length basis, which is reasonable and maximizes benefit to the Company. In case of no such price, the Company and its subsidiaries will compare prices of products or services with external prices under the same or similar conditions.

6. Stakeholders with connected transaction cannot approve or vote on such matters.

7. In considering the connected transaction, the Company or its subsidiaries may appoint an independent appraiser to appraise and compare prices for significant connected transactions. This is to ensure that the connected transactions reasonable and for the best benefit of the Company.

In the past year, the Company Secretary arranged for all directors and executives to update reports on any conflicts of interest arising from themselves and their related parties and collected such reports to identify their connection in order that the group was made aware in advance of related-party transactions that might arise and could efficiently comply with the Related-Party Transaction Policy.

In 2017, all related-party transactions were normal business transactions and supporting normal business transactions. However, to promote transparency, the management presented all of these transactions to the Audit Committee to review the reasonableness of the pricing and the transactions and propose to the Board for information prior to disclosure thereof in the financial statements, the Annual Report and the Annual Filing. In considering the connected transaction agenda in the board meeting, Directors who are or may be involved in the transaction will not be in the meeting and not participate in the vote.

Direct and indirect conflict of interest in any agreements made by the Company: None.

3. Roles of Stakeholders

3.1 Stakeholder Treatment Policy and Practice

The Company respects the rights of all stakeholders of the Company and has a policy to ensure that all stakeholders such as its shareholders, employees, customers, business partners, business competitors, creditors, the society, the community and the environment are treated appropriately, equitably and fairly for the sustainability and long-term success of the Company. Details regarding the treatment of stakeholders which is part of the Corporate Governance Policy are as shown on Company's website: www.btwealthindustries.com in menu sustainability. A summary of the key actions taken by the Company in 2017 is as follows:

3.1.1 Shareholder

The Group is committed to operating its businesses in accordance with the principles of transparency, integrity and fairness for sustainable growth, including to effectively managing and controlling risks with an appropriate level, and safeguarding the Group's assets in order to achieve and sustain strong performance and offer satisfactory shareholder returns in an equitable and consistent manner.

In 2017, the Annual General Meeting of Shareholders for the year 2017 approved the payment of interim dividends from operating results from 1 January 2017 to 31 March 2017 at the rate of Baht 0.07 per share, or Baht 52.92 million in total, payable on May 9, 2017. This represented the dividend yield of 2.99% calculated from the closing market price on 29 December 2017.

3.1.2 Employee

The Group fully recognizes that employees are highly valuable and vital to the business operation. Therefore, the Group aligns its human resource management practices with its business strategies and goals by adopting a rigorous recruitment process to ensure that selected candidates possess the abilities and experiences that fit for the jobs, future growth and requirements of the Group. The Company care for employees to work happily progressive and quality of life. The policy, guidelines and procedures are implemented as follows.

1. Prepare a "Human Resource Management Policy" as a guideline for human resource operations. The Group has consistently maintained and supported its growing business.

2. Preparation of recruitment manual, work manual on position adjustment and transfer, annual evaluation manual, etc.

3. Preparation of the compensation criteria, bonus, welfare and other benefits to be in the right level based on individual performance, overall performance of the company , business strategy , future plans and economy in order to create morale in the work and announce the staff to know.

In 2017 the Nomination & Remuneration and Good Governance Committee has set up criteria for determining the remuneration and bonuses for employees in order to motivate the work based on the performance of the company, the performance of the individual, economic conditions, including in line with the objectives and goals of the organization and the interests of the business in the long run. Such criteria was approved by the Board and announced to employees.

In the year 2017, the Company and Best Tech paid all kinds of monetary compensation, such as salaries, bonus , provident fund to employees of Baht 219.15 million.

4. There are welfare committees to manage employee welfare. Health insurance , life insurance, provident fund, social security fund and uniform are provided for employees. the Company and Best Tech established provident funds in April 2016. The employer contribution rates were 3.00% and 5.00%, depending on the lengths of service of employees, and provident fund members were offered preferred investment options (100% debt instruments and mixed investment in debt instrument and equity instruments) determined by the provident fund committee.

5. Prepare operating manual and training plans to use as criteria and guidelines for determining the appropriateness of employees to develop their knowledge and ability in accordance with the duties to be performed. The Group encouraged senior management to be trained and developed to increase knowledge and experience to benefit the operation as needed and appropriate

In the year 2017, the Group arranged 14 training courses within the company, 456 employees trained and 21 outside training courses / seminars, 40 employees attended ie:

- * DAP 138/2017 and 141/2017
- * 3rd CFO Innovation Thailand Forum
- * New financial reporting standards relate to leases (IFRS 16)
- * Technical Analysis and Risk Management to add value to business sustainably
- * Coating Inspector (NACE CIP1)
- * Practical issues of risk management and internal control systems.
- * PCN Magnetic Particle Testing
- * Fundamentals for Corporate Secretaries 1/2017
- * Enhancing Good Corporate Governance based on CGR Score card
- * Laws and basic knowledge on energy conservation
- * Safety Committee Occupational Health and Safety
- * Enhanced energy management in accordance with international energy management standards ISO 50004 and ISO5006

6. To provide first training for new employees by adopting policies, ethics, policies, and especially security policies and practices as part of the new employee orientation course. The staff is knowledgeable and can be used in real work

7. Rotate employee duties to any departments to gain experience and increase the capacity of the work and practice leadership skills. The preparation of personnel to be able to rise to higher positions in the future.

In addition, the Group is committed to respecting the rights of employees in accordance with international human rights principles in accordance with applicable laws and regulations, occupational health, safety, life and property and the working environment of the employees. It has established Safety Committee and prepared "Safety, Occupational Health and Working Environment" to enhance the quality of life for all employees. The principles are as follows.

1. The Company will encourages employees at all levels to conduct dangerous search activities and to update continuously.

2. The Company will promote and support the work of eliminating and preventing all types of accidents that will harm the health, safety and working environment of employees and the company's assets.

3. The Company assigns supervisors of all levels to control the safety, health, hygiene and working environment of the employees, instruct and train them as an example to their subordinates. It also takes care of the use of equipment to protect the whole person and machine.

4. The Company requires all employees to comply with safety regulations and notifications. The Company will promote training and incentives for employees.

5. It is the responsibility of all employees to be responsible and cooperative in preventing accidents. The workplace must be clean and tidy.

6. The Company will keep track of the results and evaluate the compliance of such policies to achieve results in continuous practice.

- The number of the accident statistics in the work of the company

	2017		2016	
No.	21 Persons	320 man hours	27 Persons	1,288 man hours

- Labor Disputes : In 2017, the Company and its subsidiaries did not have any material labor disputes.

3.1.3 Customer

In an effort to develop customer satisfaction and confidence, the Group ensures that its services and products are punctually delivered and meet the customers' expectations including the quality standards adopted by the customers, several countries and the Group as well as offers post-delivery warranties. All of these factors are key to the Group's long-standing reputation and recognition from its customers.

The Group's earnest commitment to the development of its products to meet international quality standards and customers' needs are reflected in a series of U.S. certification and accreditations that the Group has achieved from 2006, namely:

- Quality Certification from the United States.

1) U stamp certificate from the American Society of Mechanical Engineers for the manufacture and assembly of unfired pressure vessels,

2) PP stamp certificate from the American Society of Mechanical Engineers for the manufacture and assembly of pressure piping,

3) S stamp certificate from the American Society of Mechanical Engineers for the manufacture and assembly of boilers,

4) R stamp certificate from the National Board for the repair and alteration of boiler and pressure vessels, and

5) U2 stamp certificate from the American Society of Mechanical Engineers for the manufacture of unfired pressure vessels.

- Quality Certification from Japan.

1) Mitsubishi Heavy Industries Certificate of Qualification which is a quality assurance for the manufacture of pipes and vessels.

2) A quality standard Certificate JIS – H Grade from Japan Steel-Fabrication Appraisal Organization (JSAO) which is the standard for construction of steel structures for large buildings in Japan.

The Group is confident that the international standardizations and accreditations and the regards for opinions, suggestions and complaints of customers and lessons learned from experiences will provide the Group with a solid foundation for the effective improvement of its work processes, service standards and product quality and ultimately the best benefits for the Group's customers.

3.1.4 Business Partner

The Group believes that business partners have key roles in its business success. The "Practical Guide to Selection and Evaluating Vendors" has been developed and adheres to the principles of fairness and equality to ensure that the Group and its business partners are fairly benefited. The Group complies with the terms of agreements made with its business partners as well as its Code of Ethics. Given its specific raw material requirements, the Group adopts a supplier screening process to ensure that all selected suppliers are able to supply the Group with raw materials that meet the Group's standards at fair prices and within agreed timeline.

3.1.5 Business Competitor

The Group competes in accordance with the laws and code of ethics to promote ethical competition. The Group refrains from defaming its competitors and does not use indecent means to obtain information or secrets of competitors. The Group is determined to conduct businesses with professionalism and integrity.

3.1.6 Creditor

To foster the creditors' trust, the Group strictly complies with the conditions and agreements made with the creditors, punctually fulfill its debt repayment obligations, and use loans for activities that meet the stated loan purposes, the Group refrains from the concealment of information or facts to the detriment of its creditors. In the prior year, the Group strictly complied with conditions and loan agreements and never missed debt repayments despite the turbulence in the financial markets.

3.1.7 Society, Community and Environment

Guided by the sustainable development principles, the Group contributes to the development of the community and the society by hiring the local residents with a view to creating a circular flow of income for the development of the communities and the society as well as regularly implementing CSR activities. To support various social activities in return for social benefits, social and environmental policies and practices are being developed.

With the integration of environmental concerns and the quality and environmental management systems into all of its work processes, the Company successfully minimizes environmental impact from its operations. The Company also promotes the environmental awareness among its employees, minimizes environmental impacts from the Company activities on the environment within the Company's premises and the communities, and reinforces strict and organization-wide compliance to the environmental laws across. The Company has been awarded the certificate of environmental management system (ISO 14001:2004). For more information, see "Corporate Social Responsibility" in this Annual Report.

3.2 Stakeholder Participation

One of the Company's business goals is to satisfy all stakeholders. Therefore, the Company has made available whistle blowing channels through which stakeholders can raise their complaints, recommendations and opinions to the Board or the Audit Committee of the Company to voice issues via following channels.

- 1) By e-mail to the Company Secretary (info@btw.co.th)
- 2) By letter to the Company's address with attention to the Board or Company Secretary
- 3) Through the Company's website at www.btwealthindustries.com – menu "Contact us"

The Company Secretary will then compile and propose to the Board or the Audit Committee. Investigations will be initiated to solve the issues (where applicable). The complainant can be confident that the company will keep the complainant's information confidential and will not disclose to unrelated people.

4. Disclosure and Transparency

4.1 Access to company information

The shareholders have access to the Company's information which is disclosed to the shareholders and the public equally, whether through the company's website (www.btwealthindustries.com), annual reports posted on the company's website and delivered to all shareholders, and the Annual Filing (56-1) published on the website of the SET. The disclosed information will be prepared carefully, completely, accurately and in a timely manner as well as in accordance with relevant laws. The news and information are made available in both Thai and English and regularly updated on the site.

4.2 The reporting of financial and non-financial information.

Board of Directors has assigned the Company to disclose financial and non-financial information in accuracy, completeness, reliability and timely disclosure of information to provide equal information to shareholders and stakeholders. Specifically, these include reports from various committees enclosed in the annual report or financial and accounting information that has reviewed, audited and certified by the auditor approved by the Office of the Securities and Exchange Commission together with monitoring and evaluation of financial status. The VP of Finance and Accounting Division has prepared report on liquidity and cash flow and summary report of foreign currency forward contracts to be presented to the Audit Committee and the Board of Directors for acknowledgment regularly. Investors and shareholders will receive MD & A along with financial statements submitted quarterly.

The Audit Committee considers the qualifications of the auditor taking into account the independence, suitability, responsibility, including having no relationship or equity or transactions that may cause conflict of interest to the company, the management, major shareholders or persons related to such person. The person is also an auditor approved by the Office of the Securities and Exchange Commission.

In 2017, the Audit Committee considered the auditor of the Company and its subsidiaries and the audit fee to be proposed to the Board for endorsement and the meeting of shareholders for approval. The designated auditor was Miss Manee Rattanabunnakit, CPA license no. 5313, or Mr. Termphong Opanaphan, CPA license no. 4501, or Mrs. Poonnard Paocharoen, CPA license no. 5238, from EY Office Limited.

4.3 Public Disclosure of Information

The Company discloses important corporate information to the public in order for investors and stakeholders, both shareholders and parties interested, to hold shares in the future, to make good investment decisions. Such disclosures are made through the media and information dissemination of the Stock Exchange of Thailand, Company Website, Annual Report and the Annual Filing (56-1) etc.

The Company assigns persons responsible for disclosing information to shareholders, investors and securities analysts and interested parties under the policy to provide accurate information, timely, equitable and transparent manner. The Chief Executive Office and Vice President, Finance and Accounting Division, are in charge of the disclosure of information to the public. There is also a channel where people can get information about the company by contact Investor Relations:

Mr. Piya Lalitwanichkul
 BT Wealth Industries Public Company Limited
 593/3 Soi Ramkhamhaeng 39 (Thep Leela 1)
 Ramkhamhaeng Road, Wangthonglang Bangkok 10310
 Telephone : 0-2314-2151-2 Ext. 302 Facsimile : 0-2319-7301-2
 E-mail : ir@btw.co.th

Investor relations activities organized in 2017 :

Activities	Times
Meetings with investors and analysts	2
Opportunity Day	2
Publish press releases	3
News Release via SET	26

5. Responsibilities of the Board

5.1 Board of Directors and Sub-committees

The Board is comprised of members possessing expertise in financial engineering, business administration, marketing, law, accounting, finance and other fields that are beneficial for the Company's business. The Board of Directors has set up sub-committees to scrutinize and study the management approach of the Company and its subsidiaries before proposed to the Board of Directors for further consideration. All directors are free to express their opinions on the operations of the Company and its subsidiaries to supervise the operation of the management effectively, accurately and transparently in accordance with the good corporate governance policy. The Company has 4 Sub-Committees, namely the Audit Committee, the Nomination & Remuneration and Good Governance Committee, the Risk Management Committee and the Executive Committee. Details about the Sub-Committees in relation to structure, authority, duty and responsibility are published under the section of "Management Structure" in this Annual Report. Details about the Board in relation to name, profile as well as experience of each director are listed in "Details about Directors and Executives" appended in this Annual Report.

5.2 Performance Evaluation of the Board of Directors

The Board of Directors' Meeting No. 2/2018 held on February 20, 2018 passed a resolution to approve the annual performance evaluation form of the Board of Directors. The performance evaluation of the Board was started to conduct for the year 2017. In summary, 2017 performance evaluation of the Board was scored at average 3.54 points out of 4 points full (score range of 0-4 points). The average score obtained for each evaluation criterion is as follows :

1. Structure and qualification of directors	averaged scored 3.57
2. Roles, duties and responsibilities of directors	averaged scored 3.49
3. Meeting of the Board	averaged scored 3.63
4. Performances of directors	averaged scored 3.55
5. Relationship with management	averaged scored 3.52
6. Self development of directors and management	averaged scored 3.48

In the past year, each director has provided the time and expertise to work with the company. It can be seen from the attendance of the Board meeting, provisions of advice and consultancy in the work, and visits to the two Best Tech plants in Sattahip and Chachoengsao to get understanding and knowledge business production and operation. This is a dedication and attention to the duties of directors as well. The overall evaluation of the performance of the Board based on various factors as defined in the corporate governance policy of the company is summarized as follows

1) Structure and qualifications of directors

The structure and qualifications of directors are set on in the charter of each committee. For more details, please see "Management Structure" in this Annual Report.

2) Roles and Responsibilities of the Board

The Board is mandated to perform their duties with honesty and integrity in accordance with the laws, the Company's objectives and Articles of Association, the resolutions of the meeting of shareholders, and the corporate governance principles to protect the Company's interest. The Company has set up Charters of various committees to serve as a guideline for overseeing the performance of duties to be complete and correct. More details on the Charter of the Sub-committee can be found under "Management Structure" in this Annual Report and under the section of "Sustainability" on the Company's website

In addition, the Board of Directors has set vision and mission of the Company. It is used as a goal and a direction for the company's business. The Company has also set up Company Ethics and Business Code of Conduct for all directors, executives and employees to adhere to as published on the Company's website.

2.1 Checks and Balances by Non-Executive Directors

The Company has a balance of power of directors. The Board of Directors of the Company consists of 7 directors, 3 executive directors (43%) and 4 independent directors (57%). Three of independent directors are the Audit Committee and represent the minority shareholders who will oversee the Company's operations to be accurate and transparent.

2.2 Segregation of Duties

The Company clearly segregates and designates duties and scope of powers and duties of each Sub-committee under its charter, (as per "Management Structure" in this Annual Report) to allow each Sub-committee to work transparently, to have sufficient check and balance of power and to review the company's operations. Important resolutions must still be approved by the Board of Directors or Shareholders' Meeting. The Company clearly separates the duties and positions of the Chairman of the Board and the Chief Executive Officer for enhanced effectiveness, governance and transparency as follows:

Chairman of the Board – The Chairman of the Board is an independent director and shall not serve as the Chief Executive Officer or be involved in the Company's routine management. This is in compliance with the principle of segregation of duties in policy formulation and oversight from those in operations management. The scope of authority and duties of the Chairman of the Board is shown in section "Management Structure – Duties and Responsibilities of the Board of Directors" in this Annual Report.

Chief Executive Officer – The Chief Executive Officer has the duties and responsibilities as defined in the Company's policy. The scope of authority and duties of the Chief Executive Officer is shown in section "Management Structure – Chief Executive Officer" in this Annual Report.

2.3 Directorship in Other Listed Company

The Company has not established a clear policy governing directorship in other companies held by the Company's directors. However, all directors are fully aware of the time commitment need and none of the Company directors holds directorship in more than 5 listed companies. The list of directors, position in the Company, history of education, experience and holding positions in other companies are described in "Details about Directors, Executives, Persons with Controlling Interest and Company Secretary" in the attachment to this Annual Report.

3) Board Meeting

The Charter of the Board requires that the Board holds at least 4 Board meetings annually. The Board meeting schedule is planned in advance for the entire year as follows:

- * Meetings after the end of every quarter for the Board of Directors to consider and approve quarterly and annual financial statements.
- * Meetings in December to consider and approve annual goals and strategic plans.
- * Conduct additional meetings as necessary, such as consideration of connected transactions, transaction approvals in the authority of the Board of Directors, reviewing goals and plans, etc.

The Chairman of the Board and the Chief Executive Officer jointly consider the items to be included in the Board meeting agendas on the basis of importance and necessity. Other directors may propose items to be included on the Board meeting agendas and the members of the Company's management team will attend the discussion of relevant agenda items to provide additional and supporting information.

In addition, the Board of Directors also convened a meeting of non-executive directors to exchange opinions without the management attendance. The first meeting was held on December 19, 2017.

At each Board meeting, the Chairman of the Board presides as the chairman of the meeting and allocates sufficient time for the management team to present their proposals and for the directors to comprehensively discuss relevant issues.

The Company Secretary submits the meeting invitation letter and meeting documents to directors at least 7 days in advance of each Board meeting in order that the directors have sufficient time to study the meeting agenda and meeting documents. Following each Board meeting, the Company Secretary prepares minutes of the meeting in writing and present the draft minutes to directors within 7 days for review prior to the adoption thereof at a subsequent Board meeting. The minutes and all supporting documents are properly retained and made available for examination by the Board and relevant regulators.

In 2017, details of Board meetings and directors' meeting attendance are as follows:

Details of Attendance Record in 2017

Unit: No. of Meeting

Name	Board of Directors	Audit Committee	Nomination & Remuneration and Good Governance Committee	Executive Committee	Risk Management Committee	AGM
1.Mr.Paiboon Sareewiwatthana	7/7				3/3	1/1
2. Mrs.Siripond Satawin	6/7		3/3	3/3	3/3	1/1
3. Mr.Chotic Russamitinakornkul	7/7			3/3	3/3	1/1
4. Mr.Sarawut Charuchinda	7/7	6/6	3/3			
5. Mr.Sakda Hanbuntrong	7/7	6/6	3/3			1/1
6. Mr.Suvit Manomaiyanon	7/7	6/6	3/3			1/1
7. Mr.Sestha Waiyawutpinyo ¹⁾	6/6			3/3	3/3	1/1

¹⁾ Mr. Sestha Waiyawutpinyo was appointed as Director by the resolution of the Board Meeting No. 1/2017 on 6 January 2017

4) Director's performance4.1 Nomination of Directors and Top Executive

The Board of Directors assigns the Nomination & Remuneration and Good Governance Committee to determine the criteria for nominating qualified candidates for the positions of director and Chief Executive Officer of the Company. The nomination is based on the suitability of candidates in terms of their qualifications, knowledges, experiences and expertise in light of the Company's strategy as well as their ability to devote their time to the Company. The nomination will then be proposed to the Board or the meeting of shareholders for approval. The Company has established the "Director and Top Executive Nomination Policy" and its provisions in respect to the Director Nomination Policy are as described below:

The Nomination & Remuneration and Good Governance Committee is in charge of nominating qualified candidates to the Board of Directors or the shareholders, as applicable. The nomination process is designed to give preference to persons with leadership, insightful vision, ethics, integrity, proven track record of transparency, and independent judgment. Desired qualifications are identified from the skills, experience and expertise that are necessary for and/or lacking in the Board of Directors based on the Company's policies and strategy, including the satisfaction of all qualification requirements applicable to the positions of director or independent directors as set forth by the Public Limited Company Act B.E. 2535 (and its amendments), the Securities and Exchange Act B.E. 2535 (and its amendments), and the relevant notifications of the Capital Market Supervisory Board and the Office of Securities and Exchange Commission.

Nomination of qualified candidates will be proposed to the Board of Directors and/or the meeting of shareholders, as applicable, for appointment.

1. Election of directors to replace directors retiring by rotation is subject to approval from the meeting of shareholders in accordance with the following:

- (1) Each shareholder has one vote per share.
- (2) Individual director voting shall apply. The number of nominees whom the shareholders vote for shall not exceed the number of director positions available for such election and shareholders cannot split their votes.
- (3) Nominees receiving the highest number of votes, in descending order, are considered elected as directors according to the number of vacancies available for such election. In case of vote tie that will result in the number of the elected directors to exceed the number of vacancies available, the chairman of the meeting shall cast a tie-breaking vote.

2. With regard to the election of directors to fill vacancies resulting from other causes than retirement by rotation, the Board of Directors may elect directors to fill the vacancies whereby a three-fourths majority of the total remaining directors is required. The term of a replacing director shall be equal to the remaining term of an outgoing director whom he/she replaces.

In addition, the Nomination & Remuneration and Good Governance Committee offers the minority shareholders the opportunities to nominate candidates for directorship to replace directors retiring by rotation at each annual general meeting of shareholders. The criteria, procedures and practices applicable to such nomination are established and publicly disclosed on the Company's website. Nomination & Remuneration and Good Governance Committee and the Board of Directors will consider and nominate qualified candidates to the Board of Directors or the meeting of shareholders for appointment.

In 2017, Mr. Sestha Waiyawutpinyo, Vice President, Business Development Division, was appointed as a new director of the Company to fill the seat vacated by the resignation of Mr. Rujanan Satawin. In this regard, the Company had considered the qualifications of Mr. Sestha Waiyawutpinyo and concluded that Mr. Sestha Waiyawutpinyo, who have been working for the Company for a long time, possesses a remarkable level of professional knowledge and experience specific to the Company's business and can make great contribution to the Company's business. In addition, the nomination of two directors retiring by rotation, namely Mr. Sakda Hanbuntrong and Mr. Suvit Manomaiyanon for re-appointment of as the Company's directors for another term was proposed to and approved by the 2017 annual general meeting of shareholders on grounds that they possess remarkable knowledge and abilities and demonstrate strong dedication, and thus are suitable to serve as the Company's directors.

With regard to the Top Executive Nomination Policy, the Company adopts an appropriate and transparent nomination process to ensure that the recruited executives possess the desired professionalism. The Nomination & Remuneration and Good Governance Committee screens and selects

candidates whose knowledge and abilities match the Company's requirements and propose the nomination of such candidates to the Board of Directors for appointment. The Director and Top Executive Nomination Policy also encompasses the succession planning for top level positions to prepare for the future. The Company has successor development plans for key positions of both the Company and its subsidiaries. The deputy director of each department and the Managing Director are in charge of overseeing the succession planning with support from the Human Resources Department. With an aim to achieve the leadership and business continuity, the Nomination & Remuneration and Good Governance Committee ensures that the succession plans for top level positions of the Company and its subsidiaries are in place and reviews the plans periodically as deemed appropriate.

4.2 Remuneration of Director and Executive

The Board assigns the Nomination & Remuneration and Good Governance Committee to deliberate on the structure, amount, forms and criteria for the payment of cash and non-cash remuneration in all forms applicable to the Chairman of the Board, directors and the Chief Executive Officer. The current criteria are reviewed against the remuneration packages adopted by other companies in the same industry as the Company and companies that are listed on the stock exchange and is comparable to the Company in terms of their market capitalization. The remuneration must be commensurate with the duties and responsibilities of each director. The Nomination & Remuneration and Good Governance Committee will recommend the remuneration of the directors and members of Board Committees to the Board for endorsement and proposal thereof to the shareholders for approval on an annual basis. The Annual General Meeting of Shareholders for the year 2017 which was held on 24 April 2017 approved the monthly retainer fee of directors as follows:

1) Cash Remuneration

➤ Remunerations of Directors

* Monthly retainer fee :

Position	Retainer Fee (Baht/Month)
Chairman of the Board	50,000
Chairman of the Audit Committee	45,000
Member of the Audit Committee	40,000
Director	40,000

Executives serving on the Board/Committee and Directors of Best Tech waived their rights to the retainer fee.

* Bonus - Annual bonus is based on the Company's performance and is determined after the annual appraisal process has been completed at the beginning of each year. The Nomination & Remuneration and Good Governance Committee proposes the budgetary framework for the bonus of directors to the Board for endorsement and subsequently to the meeting of shareholders for approval. In this regard, the executive directors waived their rights to the directors' bonus which was based on the 2016 performance.

Details of the directors' remunerations in 2017 were as follows:

Name	Positions	Remunerations 2017 (Baht/Year)		
		Retainer Fee	Bonus (Results for 2016)	Total
1. Mr. Paiboon Sareewiwatthana	Chairman of the Board, Chairman of the Risk Management Committee , Independent Director	600,000	500,000	1,100,000
2. Mrs. Siripond Satawin	Director, Executive Director, Member of the Risk Management Committee, Member of the Nomination & Remuneration and Good Governance Committee	Waived	Waived	-
3. Mr. Chotic Russamitinakornkul	Director, Chief Executive Officer, Chairman of the Executive Committee, Member of the Risk Management Committee	Waived	Waived	-
4. Mr. Rujanan Satawin ¹⁾	Director, Executive Director, Member of the Risk Management Committee	-	Waived	-
5. Mr. Sestha Waiyawutpinyo ²⁾	Director , Executive Director , Member of Risk Management Committee , Vice President, Business Development Division	Waived	-	-
6. Miss Amporn Ruangprasertkun ³⁾	Chairman of the Audit Committee, Member of the Nomination & Remuneration and Good Governance Committee, Independent Director	-	290,900	290,900
7. Mr. Sarawut Charuchinda ⁴⁾	Chairman of the Audit Committee, Member of Nomination & Remuneration and Good Governance Committee, Independent Director	540,000	109,100	649,100
8. Mr. Sakda Hanbuntrong	Member of the Audit Committee, Chairman of Nomination & Remuneration and Good Governance Committee, Independent Director	480,000	300,000	780,000
9. Mr. Suvit Manomaiyanon	Member of the Audit Committee, and Member of Nomination & Remuneration and Good Governance Committee , Independent Director	480,000	300,000	780,000

Remark : ¹⁾ Mr. Rujanan Satawin resigned as the Director, Executive Director, and Member of the Risk Management Committee, effective from 5 December 2016.

²⁾ Mr. Sestha Waiyawutpinyo was appointed as the Authorized Director , Executive Director and Member of Risk Management Committee of the Company effective from 6 January 2017.

³⁾ Miss Amporn Ruangprasertkun resigned as the Independent Director, Chairman of the Audit Committee, and Member of Nomination & Remuneration and Good Governance Committee, effective from 1 September 2016

- ⁴⁾ Mr. Sarawut Charuchinda was appointed as the Independent Director, Chairman of the Audit Committee, and Member of Nomination & Remuneration and Good Governance Committee, effective from 1 October 2016.

➤ Remunerations of Chief Executive Officer and Executives

The Board has the authority to approve the remuneration for 2017 and the bonus for the 2016 performance of the Chief Executive Officer based on the recommendation made by Nomination & Remuneration and Good Governance Committee. The remuneration and bonus are fair and based on the performance of the Chief Executive Officer achieved in 2016 and the performance targets assigned for 2017

The Chief Executive Officer of the Company also serves as the Managing Director of Best Tech, the Chief Executive Officer waives his right to receive remuneration for his service as the Managing Director of Best Tech.

For Executives, the remuneration will be the same, based on the Individual performance and the overall performance of the company. In 2017, the remunerations, such as salaries, bonuses and provident fund, paid by the Company for the Company's management totaling Baht 18.88 million and Best Tech's management totaled Baht 7.48 million.

2) Other Remunerations

In 2017, the directors and executives of BT Wealth and Best Tech received perquisites in accordance with the Company's regulations, such as directors and officers liability insurance, group health insurance and group life and accident insurance. The coverage of the group health insurance offered to directors has been extended to protect their spouse (age not over 65 years) and children (age not over 20 years) within the same coverage limit.

For Executives, other remunerations paid by the Company to executives were company cars (only for certain positions). The coverage limits of insurances offered to the directors and executives are as outlined below:

Detail	Coverage Limit (Baht/Year)
1. Directors and officers liability insurance (company-wide ¹⁾)	300,000,000
2. Life insurance (per person)	300,000
3. Group health insurance (per person)	
3.1 IPD per hospitalization	300,000
3.2 OPD per year	60,000
4. Group accident insurance (per person)	300,000

¹⁾ The coverage limits include the insurance coverage for directors and executives of the Company and Best Tech and Engineering Limited.

4.3 Supervision of Subsidiaries and Associated Companies

The Company operates as a holding company with 4 subsidiaries. The company has made "Investment Policy and Corporate Governance Policy for Subsidiaries and Associates" to be used as guidelines for supervising the Group companies to operate in the same way. This policy sets out important guidelines for the supervision of subsidiaries and associates. In such matters, sending representatives of the Company to be Directors and Executives in subsidiaries and associated companies. Submission of proxy in proportion to shareholding in each company. Submission of such representative must be considered and approved by the Board of Directors taking into account the suitability of each company, control of compliance with contract and laws, rules and regulations.

4.4 Performance Evaluation of Chief Executive Officer

The Board assigns the Nomination & Remuneration and Good Governance Committee to arrange for the performance evaluation of the Chief Executive Officer on an annual basis. The Nomination & Remuneration and Good Governance Committee is in charge of review the performance evaluation criteria applicable to the Chief Executive Officer and presenting the results of the performance evaluation which is based on such criteria to the Board for approval. The Nomination & Remuneration and Good Governance Committee also determines the bonus budget based on the prior years' operating results including the annual remuneration of the Chief Executive Officer.

The Chief Executive Officer of the Company also serves as the Managing Director of Best Tech, the Chief Executive Officer waives his right to receive remuneration for his service as the Managing Director of Best Tech.

5) Relationship with Management

There is no conflict between Board of Directors and Management. All parties cooperate to lead the business to grow well.

6) Director and Executive Development

The Company encourages its directors and senior executives to participate in training programs or activities that widen their knowledge relating to their duties as directors and members of Board Committees. Directors of the Company attended the Director Accreditation Program arranged by the Thai Institute of Directors ("IOD"). In addition, some directors also joined other programs such as the Director Certification Program and the Role of Chairman program as shown on Details about the Directors and Executives in this annual report.

When there is an important change in the rules of the regulatory or related agencies, the company has delivered documents including summaries or recommendations or as an agenda item in the

Board of Directors meeting, as appropriate for the Directors and Executives concerned to know. When new directors are appointed, company is doing the following:

1) Prepare documents for newly appointed directors whose content includes vision, strategy and business goals and key actions, the Charter of the Board, the Memorandum of Association, Company Regulations and company's latest annual report to be used as a guideline.

2) Organize new directors attended all Director Accreditation Program.

In the year 2017, the new director – Mr.Sestha Waiyawutpinyo , who was appointed on 6 January 2017, attended the course DAP Class 138/2017.

7) Performance Assessment and Compensation of the Chairman of Executive Director Committee

The Board of Directors has assigned the Nomination & Remuneration and Good Governance Committee to consider the structure, number of forms and criteria for remuneration which is money and not money to Chairman of the board , Board of Directors and Chief Executive Officer by propose to the Board of Directors for approval and propose to the shareholders for approval every year.

5.3 The Company Secretary

In compliance with the Principle of Good Corporate Governance of Listed Company and The Securities and Exchange Act, the Board of Directors has appointed Mrs. Worawan Viriya as the Company Secretary since 23 February 2017 with her duties and responsibilities as follows:

- 1) Preparing and storing the following documents
 - Registration of the Company's directors
 - The invitation letter and minutes of the Board of Directors Meetings, and the Company's Annual Report
 - The invitation letter and minutes of the Shareholders' Meetings
- 2) Storing of reports on conflicts of interest filed by directors or executives.
- 3) Executing additional duties as specified by Capital Market Commission.

Corporate Social Responsibility

1. Policy and Overview

The Company aspires to achieve sustainable growth and optimum benefits for the shareholders taking into consideration the impact on stakeholders. To accomplish such aspiration, the Board, at its Meeting No. 3/2015 on 13 May 2015, established policies on corporate social responsibility for example Corporate Social Responsibility Policy, Anti-corruption Policy and Quality and Environmental Policy, which have been communicated to employees of all companies in the group for acknowledgement and strict compliance as follows:

1.1 Corporate Social Responsibility Policy

The Company is committed to operate business in accordance with ethical standards and good corporate governance principles as well as taking responsibility for society and environment to foster the Company's sustainable development. In so doing, the Company upholds the principles as follows:

1. The Company will ensure fairness to all stakeholders.
2. The Company will stand against corruption and bribery.
3. The Company will treat stakeholders, communities and the society with respect for human values and human rights.
4. The Company will treat employees fairly and in compliance with the laws.
5. The Company will be responsible towards consumers through the quality control of its products and services in accordance with applicable standards.
6. The Company will incorporate environmental concerns into all work processes.
7. The Company will actively take part in developing the quality of life of the communities and the society according to the sustainable development framework.
8. The Company will constantly improve work processes to reduce the consumption of resources and minimize the environmental impact.

1.2 Anti-Corruption Policy

The Company is committed to doing business with integrity, transparency and fairness under the good corporate governance principles as well as embracing corporate social responsibility. The Company is determined to work against all forms of corruption and bribery either directly or indirectly, and therefore requires all employees to strictly adhere and conform to the following:

1. Employees shall not be involved in any form of corruption either directly or indirectly.
2. Employees shall proceed with caution in receiving or giving gifts and entertainment or any other benefits and ensure that it is for business purpose, involves reasonable value, and does not have any influence on decision making.

3. Efficient and proper internal control system and risk assessment must always be in place to prevent corruption. Corruption risk shall be reviewed and assessed at least once a year.
4. Financial statements must be prepared in a transparent and accurate manner and in accordance with the internationally accepted accounting standards.
5. Human resources management processes, from recruitment to employee care services, shall reflect the Company's determination to fight against corruption.
6. There shall be a whistleblowing channel for employees to report concerns, make suggestions, and file complaints about corruption whereby whistleblowers shall be fairly treated and protected.
7. The Company shall conform to the anti-corruption laws of all countries in which the company operates.
8. Employees breaching or violating this Anti-Corruption Policy either directly or indirectly shall be subject to disciplinary actions according to the company's regulations or legal punishment.

Employees shall ensure their understanding of and compliance with the Anti-Corruption Policy in all respects of their operating practices. Acts that may be in breach of this Policy shall be immediately reported to supervisors.

1.3 Quality and Environmental Policy

The Company and subsidiaries are committed to do quality business and provide services and products to meet the needs and satisfaction of our customers with regard to environmental protection in all operation processes. The Board of Directors' Meeting No. 2/2558 held on February 25, 2015 has set the quality and environmental policy to be used by the Group as a guideline for the business operations to achieve that purpose as follows:

1. The Company will apply systems of standard quality management and environmental management into the operation processes for development and improvement of the environmental management and development system.
2. The Company will produce quality products according to relevant standards and meeting customer requirements.
3. The Company will procure quality raw materials and select qualified vendors / subcontractors with on time delivering.
4. The Company will reduce waste in the production process and deliver timely goods.
5. The Company will take care of workplace to ensure no serious accident occur.

6. The Company will encourage and educate all staffs to be aware of the environmental protection.

7. The Company will prevent pollution from company's activities that could impact the environment and community and comply with environmental laws of all countries in which the Company operates.

In normal business operation, the Company also requires that all operation processes will take into account of environmental concerns. The systems of standard quality management and environmental management have been applied in the processes. As a result, the company has been able to improve its operation methods to reduce impact on the environment. The Company also encourages its employees to be aware of the importance of maintaining the environment, prevention of pollution from company activities that may have an adverse effect on the organization and community environment and strict compliance with the environmental law. The Company has been certified for environmental management standard (ISO 14001: 2004). Furthermore, the Company has set policies, regulations and manuals related to environmental management and resource usage, as follows:

1. The Company has established Quality policy and environmental policy. ISO 9001: 2008 quality management system and ISO 14001: 2004 environmental management system have been applied in the operation under the motto " Produce good quality products. Conserve the environment ".

2. The Company has made waste disposal procedure to control all kinds of waste management in factories that affect the environment to comply with the relevant laws and regulations.

3. The Company has prepared a manual on energy saving in the office to raise awareness about the use of valuable resources.

4. The Company has provided knowledge and training to new employees on the first day or within the first week of work on all necessary tasks, such as work rules and regulations, corporate policy, quality policy, environmental policy, etc.

In the past, Best Tech has never received any complaints or never had a dispute or legal proceeding about an environmental impact.

2. Activities for social and stakeholders' responsibilities.

The Company recognizes the importance of doing business with regard to the principles of conducting business under the Code of Conduct. The Company is committed to the corporate social responsibility and the importance of the stakeholders at all levels. In addition, The Company also recognizes the importance of returning benefits to the society. Therefore, the Company has participated in activities outside the normal

business operations of the company as parts of continuously supporting society, community and environment. In the year 2017, company participated in social, community and environmental activities as follows:



* Royal Kathin Ceremony at Wat Khao Sala Atuladhanajaro, Baan Sapan, Charus Subdistrict, Bua Chet District, Surin Province.

* First Kathin Ceremony at Wat Pa Doi Phu Kha, Sila Phet Subdistrict, Pua District, Nan Province.



* Repaired damaged public road on the way to Nangram beach inside Sattahip-Commercial Port to prevent accidents.



* Delivered learning supplies to the children of employees and donated money to support children's activities in collaboration with Sattahip Commercial Port, Wat Rat Satthathum School and Wat Thiangphimonmook School (Ruangwattanakhom) Chachoengsao.

* Provided lunch and donated cash and consumable to Teacher Boonchoo Home for Children with Special Needs to promote the employees' spirit of sacrifice and contribution to the society and public interests.



* Donated to the project "Strengthen 13,000 cancer survivors" with the Association of Listed Companies on the Market for Alternative



Internal Control and Risk Management

Internal Control System

The Board of Directors has appointed the Audit Committee to have duties and responsibilities as specified in the Charter of the Audit Committee. The list of directors, structure and other details is shown in "Management Structure" in this Annual Report.

1) Internal Control System of the Company

The Company is a holding company and has Best Tech as its core company operating the steel fabrication business which is a core business and the main source of revenue of the Company. Therefore, the assessment of the Company's internal control system encompasses the assessment of both Best Tech's internal control system and the Company's supervision of its subsidiaries' operations.

2) Opinions of the Board on the Company's Internal Control System

The Board, at its Meeting No. 2/2018 on 20 February 2018 with the presence of the 3 directors serving on the Audit Committee, deliberated on and assessed the suitability and adequacy of the Company's internal control system and risk management system by inquiring relevant information from the management team and relevant functional units and considering the Internal Control Adequacy Assessment Form which had already been considered by the Audit Committee. Based on the assessment of the Company's internal control system in 5 dimensions, i.e. control environment, risk assessment, control activities, information and communication, and monitoring activities, plus the Company's internal control of functional processes, audited by the internal auditor, the Board concluded that the Company's internal control and risk management system were adequate and appropriate and that the Company ensure that there was adequate personnel to effectively implement the systems. The Company also has in place the internal control system that is adequate for the Company's supervision of its subsidiaries' operations to prevent against the abusive or unauthorized use of assets of the Company or its subsidiaries by directors or executives as well as for controlling transactions with persons having potential conflicts of interest and related parties.

3. Head of Internal Audit and Head of Compliance

The Company has engaged ANS Business Consultants Company Limited ("ANS") as its internal auditor continued since 31 July 2014 and ANS has designated Mr. Amornpong Nualwiwat, director, as the head of internal auditor of the Company.

The Audit Committee is in charge of reviewing the independence of the internal audit unit and endorsing the appointment, transfer and dismissal of the Company's internal auditor or any unit being responsible for the Company's internal audit activities. The Audit Committee, at its Meeting No. 1/2016 on 24 February 2016, reviewed the qualifications of ANS and Mr. Amornpong Nualwiwat and concluded that they possessed independence and qualifications that suitable for the position as Mr. Amornpong Nualwiwat had more than 10 years of internal audit experiences and completed the Certified Professional Internal Audit of

Thailand Program. Qualifications of the Head of Internal Audit are as outlined in the section of Details about Head of Internal Audit in this Annual Report.

ANS audited Best Tech's internal control system from September – October 2014 at the head office, the Chachoensao office and the Sattahip office. The audit covered 9 work processes, i.e. 1) the sale/bidding process 2) the project management process 3) the product design and development process 4) the procurement/employment process 5) the inventory management process 6) the accounting and finance process 7) the information technology management process 8) the fixed asset, tool and equipment management process and 9) the human resources management process. ANS issued a report on internal control audit which presented audit findings and recommendations about each of the audited processes. These suggestions has been modified accordingly by management.

In the following years, ANS has prepared an annual audit plan and perform a system audit include follow-up improvements in the part of the system that has been reviewed and commented on continuously.

In 2017, ANS audited the sale/bidding process , follow up improvement of inventory management process, audited the processes of procurement process, the accounting and finance process, the inventory management process and the asset management and equipment process. ANS has issued an audit report and audit findings and provide suggestions on what should be improved in each process report to the Audit Committee and the Board of Directors. The said audit report included a summary of internal control and risk management issues that the Company and subsidiaries should work on in order to ensure that the internal control system and the risk management are efficient, adequate and appropriate. In this regard, the management team has undertaken improvement actions on most of the issues included in the recommendations.

In addition, no material issues about the internal control system and the risk management are identified by the Company's auditor.

4. Management of Conflicts of Interest

Business dealings generally involve multiple parties. To prevent transactions that may be in conflict with the best interest of the Company and its shareholders and to uphold the good corporate governance principles, the Board of Directors has established the policies governing the conflicts of interest of Company and its subsidiaries addressing different aspects of our transactions. These policies are disclosed on the Company's website under the section of "Code of Conduct". The policy is related to each other as follows

1) Policy in making connected transactions involving trade agreement done in similar manner a reasonable person would do to his counter-party in similar situation.

2) Policy in making new venture.

3) Policy in shareholding of companies that the Company and its subsidiaries have invested in.

4) Policy in lending to joint ventured company

5) Policy in preparation of written documents.

Risk Management System

The Company has its own Risk Management Committee which is chaired by an independent director and comprised of members being the Company's senior executives. This effectively contributes to the Risk Management Committee's insight into risks associated with the Company's business and its ability to make sound decisions and take a vigorous approach to risk management. The Risk Management Committee is responsible for screening and reviewing risks and make risk management recommendations to the Board of Directors.

The Company is fully aware that the rapid changes in the business environment, the economic and political volatility, the technological advancement, et cetera, will affect the Company's ability to achieve its goals. Therefore, the Company has developed the "Risk Management Policy" as described below to ensure that it has an adequate risk management mechanism to handle these changes:

1. Risk management is a key strategic aim of the Company and a part of its annual business plan development process.
2. Each functional unit has the duty to identify and manage its own risks.
3. Employees at all levels are responsible for risk management and are expected to be aware of risks associated with their operations.
4. Processes for managing material risks must be established and risks must be controlled within an acceptable level in support of the group's attainment of its business objectives.
5. Risk management performance must be regularly examined, monitored, assessed, and reported.

In 2017, a comprehensive risk assessment was conducted for the Company and all entities within the Group, including Chachoengsao Workshop and Sattahip Workshops and Yards. In this regard, risk issues and risk management activities of all functional units were compiled and the following actions were taken to address key risk issues.

1. Appointment of a risk management team in compliance with the risk management guidelines which stipulate that the Company shall designate a risk management team or assign all functional units within the organization to directly implement and supervise risk management in order to ensure that the Company's risk management is systematic, effective, responsive and timely and can reduce risks that may have adverse impact on the Company's business.
2. Formulation of the 2018 risk management plan and preliminary risk management plans for all functional units which are referred to as the risk management framework of the Group.
3. Establishment of procedures governing the execution of foreign exchange forward contracts to provide operating guidelines that comply with the Foreign Exchange Risk Management Policy

Related-Party Transactions

1. Related-Party Transactions of the Company and Subsidiaries with Persons Having Potential Conflicts of Interest

Related-party transactions of the Company and subsidiaries with entities/persons with potential conflicts of interest for the year ended 31 December 2017 are as summarized below:

1.1 Related-Party Transactions between the Company and Persons with Potential Conflicts of Interest

(1) Mrs. Siripond Satawin ("Mrs. Siripond")

Mrs. Siripond Satawin is a director, executive and shareholder of the Company. Her shareholding in the Company was equivalent to 30.48% of the Company's registered and paid-up capital (as of 29 December 2017).

Transaction	Transaction Size (MB)	Rationale and Reasonableness	Audit Committee's Opinion
Office Space Rental expenses	2.63	The Company rented space of 1,487 sq.m. of a commercial building for use as the Company's office, divided into office area of 493 sq.m. and common area of 994 sq.m. The rental office building is located at 593/3 Soi Ramkhamhaeng 39 (Thap Leela 1), Ramkhamhaeng Road, Wangthonglang, Bangkok, from Mrs. Siripond at the rental rate of Baht 128,420 per month (Baht 200/ sq.m./month for office area and Baht 30/sq.m./month for common area). The rental agreement has a term of 3 years, from 1 January 2015 – 31 December 2017. Later on 1 December 2016, the Company rented space of 455.25 sq.m. on the 4 th floor from Mrs. Siripond at the rental rate of Baht 91,050 per month (Baht 200/ sq.m./month for office area) for use as the Group's office. The rental agreement has a term of 1 year and 1 month, from 1 December 2016 -31 December 2017.	The office building rental transactions are necessary for the Group's ability to facilitate the convenience of customers in contacting the Group. After due consideration, the Audit Committee opined that the transactions were reasonable and the rental rates were lower than those of other buildings in the same area.

1.2 Related-Party Transactions between Best Tech and Engineering Company Limited (“Best Tech”) and Persons with Potential Conflicts of Interest

(1) Mrs. Siripond Satawin (“Mrs. Siripond”)

Mrs. Siripond Satawin is a director and executive of the Company and Best Tech. Her shareholding in the Company was equivalent to 30.48% of the Company's registered and paid-up capital (as of 29 December 2017).

Transaction	Transaction Size (MB)	Rationale and Reasonableness	Audit Committee's Opinion
Office Space Rental expenses	2.05	Best Tech rented space of 2,294 sq.m. of a commercial building for use as Best Tech's office and warehouse, divided into office area of 600 sq.m., common area of 994 sq.m., and warehouse of 700 sq.m. The rental building is located at 593/3 Soi Ramkhamhaeng 39 (Thep Leela 1), Ramkhamhaeng Road, Wangthonglang, Bangkok, from Mrs. Siripond at the rental rate of Baht 170,820 per month (Baht 200/sq.m./month for office area and Baht 30/sq.m./month for common area and warehouse). The rental agreement has a term of 3 years, from 1 January 2015 – 31 December 2017.	The office building rental transaction is necessary for Best Tech's ability to facilitate the convenience of customers in contacting the Company and for use as office and warehouse. After due consideration, the Audit Committee opined that the transaction was reasonable and the rental fee rates were lower than those of other buildings in the same area.

(2) Owl Energy Company Limited (“Owl Energy”)

The Company and Owl Energy are the major shareholders of BT & Owl Solar 1 Company Limited (“BT & Owl”). The shareholdings of the Company and Owl Energy in BT & Owl were 90.00% and 10.00% of the company’s registered and paid-up capital, respectively (as of 31 December 2017).

Transaction	Transaction Size (MB)	Rationale and Reasonableness	Audit Committee’s Opinion
Consulting fee	2.79	Best Tech engaged Owl Energy as a consultant of its power plant construction projects in Prachuap Khiri Khan and Nakhon Pathom. The fee rate is the same rate as Owl Energy charged to other customers in general.	The transaction is necessary because Best Tech has never served as an EPC contractor for any ground-mounted solar power plant construction and thus has to hire Owl Energy as its EPC consultant. The Audit Committee opined that the transaction was reasonable and beneficial for Best Tech.
Consulting fee payable	0.91		
	2.79		
	<u>(3.70)</u>		
	<u>0.00</u>		

2. Approval Procedures for Related-Party Transactions

Previously, the Company operated as a limited company and thus did not establish procedures governing related-party transactions or an audit committee to review and render opinions on related-party transactions. However, the Company has thereafter defined measures and procedures governing the approval of related-party transactions and transactions with persons having potential conflicts of interest, according to which such transactions shall be escalated to the Audit Committee for opinions of the appropriateness of such transactions in view of the Company's best interest. For related-party transactions that are beyond the Audit Committee's fields of expertise, the Company will solicit opinions of independent experts or the Company's auditor on such transactions to support the consideration or decision of the Audit Committee and/or the Board and/or the meeting of shareholders, as applicable.

Persons with potential conflicts of interest or related parties shall not have the right to vote on such transactions. Related-party transactions that have been executed are disclosed in the notes to the audited financial statements of the Company, the Annual Report and the Annual Filing (Form 56-1) of the Company.

3. Related-Party Transactions Policy and Outlook

3.1 Related-Party Transaction Policy

1) Directors and executives of the Company and subsidiaries must prepare reports on conflicts of interest of themselves and their related parties and submit such reports to the Company in order that the Company has information beneficial for its compliance with rules governing related-party transactions.

2) Related-party transactions that may give rise to conflicts of interest shall be avoided.

3) Where it is necessary to execute related-party transactions, all related-party transactions of the Company and subsidiaries must be escalated to the Audit Committee for opinion and subsequently to the Board or the meeting of shareholders (as applicable) for approval. Exception applies to related-party transactions which have normal commercial terms and are in accordance with the principles that have already been approved by the Board.

4) The Company's internal procedures governing related-party transactions and applicable rules prescribed by the Office of Securities and Exchange Commission and the Stock Exchange of Thailand shall be complied with.

5) The prices and conditions of related-party transactions shall be the same as those executed with third parties (arm's length basis) and must be fair, reasonable and in the Company's best interest. Where such benchmark is not available, the Company and subsidiaries shall refer to the prices of products and services of the same or similar terms and conditions of external parties.

6) Parties having conflicts of interest with related-party transactions shall not have the authority to approve or vote on such transactions.

7) The Company or subsidiaries may appoint an independent appraiser to evaluate and compare the prices of major related-party transactions to ensure that they are reasonable and in the Company's best interest.

3.2 Outlook of Related-Party Transactions with Persons having Potential Conflicts of Interest

Despite the Company's policy to avoid related-party transactions, the Company may have to continue to enter into related-party transactions with entities and/or persons having potential conflicts of interest in the future in the circumstances that related-party transactions are necessary and beneficial for the Company. The outlook of related-party transactions is as summarized below:

1) Short-term rental of assets, i.e. the rental of office building by the Company and Best Tech from a director, are likely to continue in the future.

2) Financial assistance:

2.1) Loans from directors and loan guarantees by directors - The Company anticipates that this transactions will not occur in the future as the Company does not have a policy to borrow from its directors nor to seek guarantees from directors for the future loans of the Company or subsidiaries.

2.2) Advance payment by related entities or persons – The Company anticipates that these transactions will occur in the future as and when necessary for the business.

For future related-party transactions, the Company shall comply with the laws governing securities and exchange, Articles of Association, notifications, orders or related rules, including the rules governing related-party transactions and the acquisition and disposal of major assets of the Company. Such transactions shall not give rise to conflicts of interest and shall be conducted in the best interest of the Company and all shareholders.

Report of the Board of Directors' Responsibility for Financial Reporting

The Board of Directors attaches importance to its oversight duties and responsibilities and is responsible for the separate and consolidated financial statements of the Company and its subsidiaries. These financial statements were prepared in accordance with generally accepted accounting standards and the rules of the Securities and Exchange Commission. In addition, the Company selected accounting policies deemed appropriate for the Company. In 2017, the Company changed its accounting method for investments in its subsidiaries shown on the separate financial statement from the cost method to the equity method. This accounting policy has been applied since 1 January 2017 onwards and is disclosed in the notes to the financial statements which are part of this Annual Report. These financial statements were audited by an auditor being a certified public accountant in accordance with the generally accepted accounting standards and the auditor issued unqualified opinions on the financial statements of the Company and its subsidiaries.

The Board of Directors has assigned the Audit Committee, which is entirely comprised of independent directors, to oversee the internal control system and the risk management system and review the financial statements of the Company and its subsidiaries to ensure that the financial reports for 2017 of the Company and its subsidiaries are correctly prepared and adequately disclosed. The Audit Committee's opinions with regard to these matters are stated in the Audit Committee Report.

The Board of Directors is of the view that the Company's overall internal control system and risk management system of the Company and its subsidiaries are appropriate and adequate to provide reasonable assurance that the financial reports for 2017 of the Company and its subsidiaries are in accordance with the financial reporting standards and the applicable laws.



(Asso. Prof. Dr. Paiboon Sareewiwatthana)

Chairman of the Board of Directors

Analysis of Financial Position and Results of Operation

1. Overview of past operations

Previously engaged in the trading and distribution of supplies and metal devices for different types of industries, the Group, operating through Best Tech, is currently providing services related to parts fabrication and modularization to domestic and international customers in large-scale heavy industries. Subsequently since 2016, the Group has expanded its business to cover services as power plant engineering, procurement & construction (EPC) contractor through initially providing EPC services for solar farm projects.

Furthermore, the Group has a plan to expand its business to solar power and other renewable energy plants under the operations of BT and Owl Solar 1 Company Limited (BT Owl) and Global Clean Energy Company Limited (Global Clean), the Company's subsidiaries.

2. Analysis of Results of Operation

2.1 Analysis of results of operation according to revenue structure

The Group's sources of total revenue can be divided into 3 main categories, i.e. revenue from fabrication work, gain on exchange rate, and other revenue, as shown below:

Revenue structure of the Group for 2015, 2016 and 2017

Total Revenue	For the Year Ended 31 December					
	2015		2016		2017	
	MB	%	MB	%	MB	%
Revenue from Fabrication Work	1,787.83	91.73	1,781.17	93.89	1,414.31	97.36
Gain on Exchange Rate	-	-	46.63	2.46	2.93	0.20
Other Revenue	161.27	8.27	69.27	3.65	35.44	2.44
Total Revenue	1,949.10	100.00	1,897.07	100.00	1,452.68	100.00

The Group's total revenue for 2015, 2016 and 2017 stood at Baht 1,949.10 million, Baht 1,897.07 million, and Baht 1,452.68 million respectively, with a 2.67% decrease YOY in 2016 and a 23.43% decrease YOY in 2017. The revenue decrease in 2017 was mainly caused by decreasing revenue from fabrication work amid economic slowdown, lower gain on exchange rate as compared to 2016 when the gain of Baht 29.38 million from the termination of forward contracts was recorded. Whereas, the revenue decrease in 2016 mainly resulted from a YOY decrease in other revenue because in 2015 there was an extraordinary income item from the reversal of an estimated liability of Baht 119.46 million.

The Group's revenue from fabrication work for 2016 was Baht 1,781.17 million, a slight decrease of 0.37% or Baht 6.66 million, as the Group, following the completion of the Roy Hills project in 2015, shifted its focus towards the penetration of the customers in the power plant industry. To this effect, the Group provided parts fabrication for more projects and started to provide power plant EPC contractor service for high value projects.

The Group's revenue from fabrication work for 2017 was Baht 1,414.31 million, a decrease of Baht 366.87 million or 20.60% YOY. This was because major projects which continued from 2016 were in their last phase and the backlogs were thus low. In addition, the aggregate value of new projects awarded to the Group in 2017 was lower than 2016.

2.1.1 Revenue from fabrication work

Revenue from fabrication work for 2015, 2016 and 2017 accounted for 91.73%, 93.89% and 97.36% of total revenue, respectively. Revenue from fabrication work consisted of revenue from 3 types of works, namely modularization, parts fabrication, and power plant EPC contractor as detailed below:

Revenue structure from fabrication work for 2015, 2016 and 2017

Revenue from Fabrication Work	For the Year ended 31 December					
	2015		2016		2017	
	MB	%	MB	%	MB	%
Modularization	1,086.59	60.78	-	-	182.15	12.88
Parts Fabrication	701.24	39.22	1,317.15	73.95	1,127.48	79.72
Power Plant EPC Contractor	-	-	464.02	26.05	104.68	7.40
Total	1,787.83	100.00	1,781.17	100.00	1,414.31	100.00

In 2015, the revenue from fabrication work concentrated primarily in modularization works, which accounted for 60.78% of revenue from fabrication work, while in 2016 and 2017 the Group's revenue from parts fabrication accounted for 73.95% and 79.72%, respectively, of the revenue from fabrication work. Revenue from the power plant EPC contractor service, which was the Group's new business, represented 26.05% and 7.40% of the revenue from fabrication work for 2016 and 2017, respectively.

1) Revenue from modularization

Revenue from modularization for 2015 was Baht 1,086.59 million. In 2016, the Group had no revenue from the said service after the end of the Roy Hills project, which was worth USD 105.63 million or Baht 3,424.35 million in total. In the last quarter of 2017, the modularization works for crushing plant structures and screens in Australia generated the revenue of Baht 182.15 million to the Group.

2) Revenue from parts fabrication

Revenue from parts fabrication for 2015 was Baht 701.24 million and sharply rose to Baht 1,317.15 million in 2016 and Baht 1,127.48 million in 2017. The growth was driven by higher volume of parts fabrication works from domestic and international customers in the power plant industry after the end of the modularization works under the Roy Hills project. These fabrication works included piping system fabrication, structural steel fabrication, and pressure vessels and storage tanks. Major projects with the realized revenue in 2016 and 2017 included the piping system fabrication for the Baan Pong Electricity Power Plant; the pressure vessels and storage tanks for the Mae Moh Power Plant; the structural steel fabrication for

the Gulf SPP3 Power Plant; and the structural steel fabrication for the power plants in Pakistan, the United States of America and Bahrain.

3) Revenue from power plant EPC contractor

The Group started providing services as a power plant EPC contractor in 2016 and was engaged in 2 solar farms, each with the capacity of 5 MW, of the Trat District Agricultural Cooperative in Trat Province and the Bang Sapan Noi Agricultural Cooperative in Prachuap Khiri Khan Province. The realized revenue in 2016 was Baht 464.02 million, accounting for 26.05% of revenue from fabrication work.

In 2017, the Group's revenue from power plant EPC contractor was Baht 104.68 million, representing 7.40% of revenue from fabrication work. The revenue was generated by the last phase of the solar farm construction projects, the biogas power plant construction project and the power station construction project.

2.1.2 Gain on exchange rate

Part of the main revenue of Best Tech during the past several years was from the steel fabrication service provided for international customers which involved the importation of certain raw materials from other countries. Therefore, main revenue and certain expenses were denominated in foreign currencies. Given the nature of these transactions, the Group incurred gains or losses from foreign exchange as of transaction dates compared with foreign exchange rates as of settlement dates or the last day of the accounting period according to changes in baht values. Nevertheless, the management team of the Group regularly monitored changes in exchange rates and entered into forward contracts to mitigate risks from volatile exchange rates that could impact the Group's operating results.

The gain (loss) on exchange rate for 2015, 2016 and 2017 was Baht (70.57) million, Baht 46.63 million, and Baht 2.93 million, respectively. In 2015, the Group suffered the loss on exchange rate of Baht (70.57) million mainly due to the sharp depreciation of THB against USD and a large volume of outstanding USD forward contracts. In 2016, the termination of forward contracts that did not incur any loss to the Company and the appreciation of the THB against USD (based on the reference rate of Baht 35.82/USD at the end of 2016) allowed the Group to record gains on sales of USD under its outstanding forward contracts which were recorded in liabilities from derivatives instrument based on the reference exchange of Baht 36.08/USD at the end of 2015. In 2017 despite the sharp appreciation of THB against USD to Baht 32.66/USD at the end of the year, the Group recorded small gains on exchange rate because the Group had unwound all the existing USD forward contracts in the first quarter and entered into new forward contracts in the fourth quarter.

At the end of 2015, 2016 and 2017, Best Tech recorded outstanding forward contracts for USD sale at USD 17.76 million, USD 5.04 million and USD 5.53 million, respectively.

2.1.3 Other revenue

In 2015, 2016 and 2017, other revenue of the Group totaled Baht 161.27 million, Baht 69.27 million, and Baht 35.44 million, respectively, representing YOY decreases of 57.05% in 2016 and 48.83% in 2017. This was because in 2015 the Group had other revenue from an extraordinary item, i.e. the reversal of provision regarding the job correction of the Roy Hills project, of Baht 119.46 million while in 2016 and 2017 the Group had other revenue such as revenue from rebates from steel raw material purchases, revenue from contract termination, gains on sales of assets, and rental income of devices and tools. Such other revenue were continuously generated from normal operations but were not of very high value.

2.2 Cost and gross profit margin analysis

Structure of revenue, cost, and gross profit margin from fabrication work for 2015, 2016 and 2017

Item	For the Year Ended 31 December					
	2015		2016		2017	
	MB	%	MB	%	MB	%
Revenue from Fabrication Work	1,787.83	100.00	1,781.17	100.00	1,414.31	100.00
Cost of Fabrication Work	1,012.61	56.64	1,575.27	88.44	1,312.37	92.79
Gross Profit	775.22	43.36	205.90	11.56	101.94	7.21

The Group, operating through Best Tech, recorded the cost of fabrication work for 2015, 2016 and 2017 of Baht 1,012.61 million, Baht 1,575.27 million, and Baht 1,312.37 million respectively, accounting for 56.64%, 88.44% and 92.79% of revenue from fabrication work, respectively.

The gross profit margin of the Group varies from period to period depending upon various factors. Key factors are as follows: 1) Different types of work in each period. Modularization yields a higher gross profit margin than parts fabrication due to its complexity and lower market competition. 2) Variation orders in each period. Variation orders offer a higher average gross profit margin than contract-based orders. This is because most variation orders incur labor costs for making adjustments according to customers' orders and are urgent; so the Group can charge customers at higher-than-usual fee rates. 3) Power plant EPC contractor service. This service offers a lower gross profit margin than steel fabrication because the main costs of power plant EPC contractor service are from the purchases of electricity production machinery and equipment with a relatively low gross profit margin.

In 2015 and 2016, the factors having greatest impact on the Group's gross profit margin were different types of work and variation orders in the respective periods. In 2015, the modularization-based projects were completed with high volumes of variation orders. Also, as modularization works yield a higher gross profit margin than other types of work, the Group's gross profit margin for 2015 was significantly higher than 2016. In 2017, though revenue from parts fabrication was 79.72% of revenue from fabrication works and

did not change much from the level of 73.95% reported in 2016, the Group's gross profit margin shrank because the decrease in fixed costs was out of sync with the decrease in revenue and the recognized revenue was from projects that yielded a low gross profit margin amid economic slowdown and intense market competition.

2.3 Administrative expenses

The Group's key administrative expenses include personnel expenses, office expenses, vehicle expenses, selling expenses, consultation and service fees, other fees and taxes, insurance expenses, and other expenses as summarized below:

Structure of administrative expenses for 2015, 2016 and 2017

Item	For the Year Ended 31 December					
	2015		2016		2017	
	MB	%	MB	%	MB	%
Personnel Expenses	85.52	46.65	91.77	50.36	63.86	46.66
Office and Vehicle Expenses	39.37	21.47	38.86	21.32	19.86	14.51
Selling Expenses and Consultation/Service Fees	31.89	17.39	29.50	16.19	15.17	11.08
Fees, Taxes and Other Expenses	26.56	14.49	22.11	12.13	37.99	27.76
Total Administrative Expenses	183.34	100.00	182.24	100.00	136.88	100.00

The Group's administrative expenses for 2015, 2016 and 2017 were Baht 183.34 million, Baht 182.24 million and Baht 136.88 million, respectively, representing YOY decreases of 0.60% in 2016 and 24.89% in 2017. The Group's personnel expenses in 2016 increased from 2015 due to employee compensation expenses, an increasing number of executives, and the improvement of employee welfare and benefits. However, the Group's administrative expenses in 2016 were stable compared to 2015 as a result of the Company's effective control and reduction of other administrative expense items.

In 2017, the Group's administrative expenses reduced by Baht 45.36 million from the previous year, primarily due to the decreases in personnel expenses, bonus expenses, employee compensation expenses, depreciation expenses, and consultation and service fees associated with the IPO.

2.4 Operating profit and net profit

Operating profit and net profit for 2015, 2016 and 2017

Item	For the Year Ended 31 December		
	2015	2016	2017
Operating Profit (Baht Million)	682.58	139.56	3.43
Net Profit (Loss) (Baht Million)	674.80	107.53	(10.16)
Operating Profit Margin (%)	35.02	7.36	0.24
Net Profit (Loss) Margin (%)	34.62	5.67	(0.70)

Operating profit for 2015, 2016 and 2017 was Baht 682.58 million, Baht 139.56 million and Baht 3.43 million, respectively, representing YOY decreases of 79.55% in 2016 and 97.54% in 2017.

In 2015, the Group's operating profit was exceptionally high on the back of the variation orders associated with the high value and high profit margin modularization works assigned to Best Tech under the Roy Hills project's last phase in the first 4 months of 2015. In 2016, the operating profit decreased mainly because the Group had no modularization works, causing the Group's operating profit to decline in tandem with the decreases in the Group's gross profit that varied with the types of work. The Group's operating profit margin for 2017 was at a low of 0.24% mainly because the decrease in fixed costs was out of sync with the decrease in revenue and the recognized revenue was from projects that yielded a low gross profit margin amid economic slowdown and intense market competition.

The net profit/(loss) of the Group varied with the Group's operating profit each year. The Group reported a net profit of Baht 674.80 million in 2015 and Baht 107.53 million in 2016, but a net loss of Baht (10.16) million in 2017.

In 2016, the net profit was almost the same as the operating profit due to a low interest expense as a result of no loan obligations. Also, the Group was exempted from corporate income tax according to the BOI promotion certificate issued for the Group's core business. Thus, the Group incurred low financial and tax expenses. In 2016, the Group experienced higher tax expenses since Best Tech's revenue was generated partly from factory building construction for the Company and power plant EPC contractor service; and revenue from such type of work was not exempted from corporate income tax according to the BOI promotion certificate. Consequently, the Group saw a huge difference between its operating profit and its net profit. In 2017, finance costs and income tax expenses from certain construction projects that were not entitled to the tax exemption privileges under the BOI promotion certificate, coupled with low operating profit, caused the Group to suffer net loss.

3. Financial Position Analysis

3.1 Assets

The Group's total assets as of 31 December 2015, 2016 and 2017 were Baht 1,389.80 million, Baht 2,022.58 million, and Baht 1,900.36 million, respectively. The Group's core assets at the end of 2015, 2016 and 2017 consisted of cash and short-term investment, accounts receivable, accrued revenue, and inventory. These items were current assets necessary for the projects of the Group. Changes in total assets were therefore caused by changes in current assets which were influenced by the types of projects and the operating activities which varied with the volume of works in each year. In 2016, the Group expanded its scope of operations to cover power plant EPC contractor service and the Group was a major contractor of these projects. This service covers design and engineering, machinery and equipment procurement, and power plant construction. As such, the Group needed higher working capital and this led to changes in the proportion of each current asset.

3.1.1 Cash and short-term investment

As of 31 December 2015, 2016 and 2017, the Group's cash and short-term investment totaled Baht 253.82 million, Baht 216.10 million and Baht 291.92 million, respectively. At the end of 2016, the Group's cash and short-term investment decreased from the end of 2015. In 2016, the Group received net proceeds from the sale of additional ordinary shares after deduction of direct expenses of approximately Baht 570.96 million; received cash from the issue of a short-term bill of exchange of Baht 100.00 million; paid a dividend during the year of Baht 324.12 million; invested Baht 145.74 million in its property, plant and equipment; and used the remaining funds as additional working capital. Thus, the Group's cash and short-term investment at the end of 2016 decreased.

As of 31 December 2017, the Group's cash and short-term investment increased from the previous years as the Group received Baht 217.25 million in net cash flow from operating activities during the year; invested Baht 66.61 million in property, plant and equipment; paid dividends of Baht 52.92 million during the year; and recorded the net loan repayment of Baht 12.95 million. As a result, the cash and short-term investment at the end of 2017 increased.

3.1.2 Accounts receivable and other receivable

As of 31 December 2015, 2016 and 2017, the Group's accounts receivable and other receivable totaled Baht 115.87 million, Baht 537.28 million and Baht 340.86 million respectively, with a 363.69% increase YOY in 2016 and a 36.56% decrease YOY in 2017. Most debtors were accounts receivable and other receivable, constituting approximately 80%-91%. Changes in accounts receivable at the end of each year were based upon types of work and quantities of projects being executed by the Group. Also, the amount of finished product that could be charged to the customer as compared with the advance from the customer for that particular project was considered. If at the end of the year, the project's work in progress of Best Tech was of high value and the amount charged to the customer based on the percentage of completion was higher than the advance from the customer, Best Tech would have a high level of accounts receivable.

The Group's accounts receivable and other receivable as of 31 December 2016 increased from the previous year mainly because of the increase in the accounts receivable with undue balances and past due balances up to 3 months from the projects related to power plant EPC contractor service which were in the last phase and from certain parts fabrication works that were also in the last phase. However, most past due balances were paid off in January 2017.

The Group's accounts receivable and other receivable as of 31 December 2017 decreased from the previous year due to the completion of 2 large-scale power plant EPC contractor projects in the first quarter of 2017. As a result, the outstanding amount of accounts receivable at the end of the year, which were mainly comprised of parts fabrication works under mid-size and small-size projects, decreased.

The Group's accounts receivable and other receivable could be divided based on types and aging of debts as follows:

Structure of accounts receivable and other receivable as of 31 December 2015, 2016 and 2017

Item	As of 31 December					
	2015		2016		2017	
	MB	%	MB	%	MB	%
Accounts Receivable						
Undue Balances	79.07	68.24	321.55	59.85	211.26	61.98
Past Due Balances:						
Up to 3 Months	12.78	11.03	159.36	29.66	44.82	13.15
3 – 6 Months	3.52	3.04	6.82	1.27	13.51	3.96
more than 6 Months	-	-	-		2.37	0.69
Total Accounts Receivable	95.37	82.30	487.73	90.78	271.96	79.78
Other Receivable						
Total Other Receivable	20.51	17.70	49.55	9.22	68.90	20.22
Total Accounts Receivable and Other Receivable	115.87	100.00	537.28	100.00	340.86	100.00

All of the Group's accounts receivable and other receivable were from unrelated parties. Most accounts receivable consisted of undue balances. The Group had a credit term policy of 30-120 days from the date of invoice. As for the policy for setting aside an allowance for doubtful debts, the Group will consider payment history, credit status, and aging analysis of debtors. Debt servicing ability (credit) of each customer was analyzed and evaluated on a regular basis. As of 31 December 2015, 2016 and 2017, no allowance for doubtful accounts was set aside because the Group, after due consideration, found no signs of payment defaults.

3.1.3 Unbilled receivables

As of 31 December 2015, 2016 and 2017, the Group's unbilled receivables totaled Baht 145.85 million, Baht 321.13 million and Baht 253.94 million, respectively, representing a YOY increase of 120.18% in 2016 and a YOY decrease of 20.92% in 2017.

Unbilled receivables refers to a transaction in which a value of work is recognized based on the percentage of completion method but is not yet charged to the customer as the due date as per the manufacturing service contract is not yet reached. Such transaction cannot yet be recorded as an account receivable and therefore must be recorded as unbilled receivables. A change in unbilled receivables each year is derived from the difference between the amount of revenue recognized based on the percentage of completion method and the amount of revenue charged to the customer according to the provision in the manufacturing service contract. If the amount of revenue recognized based on the percentage of completion method is higher than the amount of revenue charged to the customer, the difference will be recorded as unbilled receivables at the end of a given period.

The Group's unbilled receivables at the end of 2016 and 2017 increased significantly from the end of 2015 due to the nature of the payment conditions of the projects in progress during the end of 2016 through 2017. The Group saw ongoing growth of its parts fabrication works for domestic power plant projects. As for such projects, the Group is required to collect payments from its customers only when each step of operations is completed, for example, the purchase of raw materials and the handover of deliverables to customers. However, as for modularization projects, the Group is required to collect payments from its customers based on actual progress in view of engineering. In 2015, the volume of parts fabrication works was small following the completion of the Roy Hills project in the fourth month of the year. Therefore, the total unbilled receivables from parts fabrication projects in production and not yet delivered to customers at the end of 2015 was significantly lower than the level reported in 2016 and 2017.

3.1.4 Work in progress and inventory

As of 31 December 2015, 2016 and 2017, the Group had work in progress and inventory of Baht 254.50 million, Baht 235.87 million, and Baht 314.09 million respectively, representing a 7.32% decrease YOY in 2016 and a 24.90% increase YOY in 2017. All inventory items were within the operations of Best Tech and could be divided into: 1) Work in progress which refers to a part of work under manufacturing process which cannot yet be recognized as cost of manufacturing in the income statement because the criteria for revenue and cost recognition based on the percentage of completion method are not met yet. In this regard, such project cost is considered work in progress and a part of assets in the statement of financial position; and 2) Raw materials and supplies most of which are steel plates and structural steel acquired to fulfill customers' manufacturing orders.

Work in progress and inventory as of 31 December 2015, 2016 and 2017

Item	As of 31 December					
	2015		2016		2017	
	MB	%	MB	%	MB	%
Work in Progress	6.36	2.50	10.22	4.33	32.03	10.20
Raw Materials and Supplies	232.67	91.42	219.21	92.93	282.06	89.80
Goods in Transit	15.74	6.08	6.45	2.73	-	-
Total Work in Progress and Inventory	254.50	100.00	235.87	100.00	314.09	100.00

As of 31 December 2017, Best Tech's work in progress was Baht 32.03 million, most of which was related to modularization works for crushing plant structures and screens in Australia. The main items referred to raw materials under manufacturing process by sub-contractors. During the end of the year, Best Tech sent raw materials to sub-contractors according to their full production requirements while only some parts were finished and sent back by sub-contractors to Best Tech during the year. Thus, at the end of the year, raw materials under manufacturing process by sub-contractors were presented as work in progress of high value in the statement of financial position of the Group.

At the end of 2015, 2016 and 2017, the Group's raw materials and supplies totaled Baht 232.67 million, Baht 219.21 million and Baht 282.06 million, respectively. The levels of raw materials and supplies during these years were relatively stable because the Group adopted an inventory management system by ordering raw materials only to fulfill the production needs in each particular period. This was aimed at managing cash flows for raw materials purchase while also reducing the raw material storage. Thus, the level of raw materials was relatively stable although the sizes of projects operated by the Group varied.

3.1.5 Property, plant and equipment - net

As of 31 December 2015, 2016 and 2017, the Group's property, plant and equipment – net totaled Baht 530.71 million, Baht 625.91 million and Baht 613.68 million respectively, representing a 17.94% increase YOY in 2016 and a 1.95% decrease YOY in 2017. The property, plant and equipment – net could be divided into the following categories:

Property, plant and equipment – net as of 31 December 2015, 2016 and 2017

Item	As of 31 December					
	2015		2016		2017	
	MB	%	MB	%	MB	%
Land	55.55	10.47	55.55	8.88	55.55	9.05
Building	70.12	13.21	74.22	11.86	280.36	45.69
Machinery and Equipment	117.37	22.12	129.36	20.67	122.73	19.99
Office Equipment	19.93	3.75	17.51	2.80	13.35	2.18
Vehicles	30.26	5.70	21.18	3.38	13.20	2.15
Assets under Installation and Construction	237.48	44.75	328.10	52.42	128.49	20.94
Property, Plant and Equipment - net	530.71	100.00	625.91	100.00	613.68	100.00

The Group's property, plant and equipment (net) increased in the past few years mainly because of the increase in machinery and equipment, vehicles, and assets under installation and construction. The Group purchased machinery and equipment such as steel cutting machines, scaffolding, cranes, etc. in order to expand its production capacity and to accommodate business growth. The Group also purchased vehicles for goods transport between construction sites and for general purposes in place of rented vehicles. Thus, the net value of machinery and equipment and vehicles increased continuously. However, the Group's property, plant and equipment at the end of 2017 slightly decreased from the previous year because the factory construction and improvement were near completion and thus caused the value of additional investment in assets during the year to be less than the depreciation value. Therefore, the Group's property, plant and equipment – net decreased.

Furthermore, as of 31 December 2015, 2016 and 2017, the Group's assets under installation and construction totaled Baht 237.48 million, Baht 328.10 million, and Baht 128.49 million, respectively. Such items referred to a new factory building under construction at the Sattahip site aimed at increasing production efficiency of large-scale projects and ensuring continuity of operations despite rain. Therefore, the Group's assets under installation and construction increased significantly at the end of 2015 and 2016. The decrease of assets under installation and construction at the end of 2017 was attributable to the transfer of the large volume of these assets, after the construction completion, to the categories of land, building, and machinery and equipment during the year.

3.2 Capital structure

3.2.1 Total liabilities

The Group's total liabilities as of 31 December 2015, 2016 and 2017 were Baht 308.70 million, and Baht 590.52 million, and Baht 531.65 million, respectively, with a 91.29% increase YOY in 2016 and a 9.97% decrease in 2017. Most liabilities of the Group were current liabilities related to the operations such as short-term loans from financial institutions, accounts payable, unearned revenue from construction. Therefore, changes in total liabilities were in line with changes in total assets and the number of projects implemented each year. As of 31 December 2015, the Group's total liabilities were low because the Roy Hills project was completed and the Group's shift of focus more towards parts fabrication. As of 31 December 2016, the Group saw an increase in total liabilities from the end of 2015 because of the increases in bill of exchange creditors, accounts payable and other payable following its higher utilization of working capital for power plant EPC contractor projects implemented in 2016 for the solar farm construction projects which involved the purchases of high-value machinery and equipment. However, the Group's total liabilities at the end of 2017 declined on the back of the completion of the solar farm construction projects in the first quarter of 2017.

1) Bill of exchange creditors and short-term loans from financial institutions

As of 31 December 2016, the Group had bill of exchange creditors totaling Baht 100.00 million. The bills of exchange was issued to raise additional working capital for the Group and were repaid in February and March 2017. The short-term loan from a financial institution of Baht 87.05 million as of December 31, 2017 was a trust receipt facility extended to the Group by a bank to facilitate the purchase of raw materials used in the operations.

2) Accounts payable and other payable

As of 31 December 2015, 2016 and 2017, the Group's accounts payable and other payable totaled Baht 111.20 million, and Baht 246.40 million and Baht 235.56 million, respectively. The

Group's accounts payable mainly consisted of balances from purchases of raw materials and accrued expenses, including accrued bonuses and accrued electricity expenses of factories.

Accounts payable and other payable as of 31 December 2015, 2016 and 2017

Item	As of 31 December					
	2015		2016		2017	
	MB	%	MB	%	MB	%
Unrelated parties						
Accounts Payable and Payable for Purchase of Assets	80.90	72.75	219.29	88.99	203.05	86.20
Accrued Expenses and Other Payable	29.37	26.41	26.21	10.64	32.51	13.80
Related Parties						
Accrued Expenses and Other Payable	0.93	0.84	0.91	0.37	-	-
Total	111.20	100.00	246.40	100.00	235.56	100.00

As regards accounts payable and other payable as of 31 December 2015, the accounts payable amount was minimal because the Roy Hills project ended in early 2015 and the Group had only parts fabrication projects which were smaller in size and value by the end of year. For the period ended 31 December 2016, the Group had more parts fabrication projects and the power plant EPC contractor projects were still ongoing, though in their last phase, leading to the purchase of raw materials to support such projects. Since such purchase balances were not yet due, the accounts payable increased to a high level at the end of 2016. However, the accounts payable at the end of 2017 decreased as the solar farm construction projects were completed in the first quarter of 2017.

Generally, Best Tech has different credit terms from different creditors. For foreign steel raw material creditors, credit terms are within a range of 30-180 days for purchases under trust receipt facilities. For domestic steel raw material creditors, some creditors require that Best Tech make partial payments in advance for every purchase and pay the remaining balances when all steel raw materials have been received.

3) Construction revenue received in advance

As of 31 December 2015, 2016 and 2017, the Group's construction revenue received in advance was Baht 18.84 million, Baht 109.84 million and Baht 87.25 million, respectively. Construction revenue received in advance is cash received in advance from the customer according to the manufacturing service contract. Normally, the customer must pay funds in advance in installments from the contract date and according to the work progress as specified in the contract such as when ordering raw materials. The value of advance payments may vary based upon the conditions stipulated in the manufacturing service contract. Such advance payments will be recorded as part of liabilities in the

statement of financial position and gradually recognized as revenue in the income statement according to the percentage of completion and production progress.

As of 31 December 2015, the Group's construction revenue received in advance was very low following the completion of the Roy Hills project. As of 31 December 2016, the Group's construction revenue received in advance increased from the end of 2015 as a result of an increase in the project value at the end of 2016. The Group's construction revenue received in advance at the end of 2017 declined because the solar farm construction projects were completed in the first quarter of 2017.

3.2.2 Shareholders' equity

The Group's shareholders' equity as of 31 December 2015, 2016 and 2017

Item (Unit: MB)	As of 31 December		
	2015	2016	2017
Share capital			
Registered Capital	378.00	378.00	378.00
Issued and Paid-up Capital	300.00	378.00	378.00
Ordinary Share Premium	-	495.77	495.77
Retained Earnings – Appropriated	20.00	39.00	39.00
Retained Earnings – Unappropriated	598.50	357.24	294.32
Other Components of Shareholders' Equity	160.22	160.22	160.22
Shareholders' Equity of the Company	1,078.72	1,430.23	1,367.31
Equity Attributable to Non-controlling Interests of the Subsidiaries	2.38	1.84	1.40
Total Shareholders' Equity	1,081.10	1,432.07	1,368.71

The Group's shareholders' equity as of 31 December 2015, 2016 and 2017 was Baht 1,081.10 million, Baht 1,432.07 million and Baht 1,368.71 million, respectively, representing a 32.46% increase YOY in 2016 and a 4.42% decrease in 2017. As of 31 December 2016, the shareholders' equity increased from the end of 2015 because, in 2016, the Group sold its additional ordinary shares of Baht 78.00 million and received ordinary share premium of Baht 495.77 million while its retained earnings decreased as a result of its dividend payment of Baht 324.12 million during the year.

As of 31 December 2017, the shareholders' equity declined YOY as a result of a decrease in retained earnings following the interim dividend payment of Baht 52.92 million in 2017 and a net operating loss of Baht 10.16 million.

3.2.3 Cash flow

Item (Unit: MB)	For Year Ended 31 December		
	2015	2016	2017
Cash and Cash Equivalents – At the Beginning of the Period	622.02	206.34	115.47
Operating Activities			
- Operating Profits Before Changes in Operating Assets and Liabilities	669.59	134.96	112.85
- Changes in Operating Assets and Liabilities	(497.05)	(391.90)	104.40
Net Cash Flow from (Used in) Operating Activities	172.53	(256.93)	217.25
Net Cash Flow from (Used in) Investing Activities	273.20	(174.47)	33.76
Net Cash Flow from (Used in) Financing Activities	(861.41)	340.53	(74.56)
Cash And Cash Equivalents – At the End of the Period	206.34	115.47	291.92

Operating profits before changes in operating assets and liabilities for the years ended 31 December 2015, 2016 and 2017 increased by Baht 669.59 million, Baht 134.96 million and 112.85 million, respectively. Net cash flow from operating activities increased Baht 172.53 million in 2015, decreased Baht 256.93 million in 2016, and increased Baht 217.25 million in 2017. Changes in each period were in line with changes in operating assets and liabilities which mainly consisted of accounts receivable and other receivable, accounts payable and other payable, and unearned revenue from construction.

For 2016, the Group's net cash flow from operating activities decreased significantly from 2015 because the Group reported substantial operating profit from the Roy Hills project. In 2016, the Group registered lower profit and needed higher working capital for the power plant EPC contractor projects which required a high amount of working capital for the purchase and procurement of machinery and equipment necessary for project execution. As a result, the net cash flow from operating activities in 2016 decreased from 2015.

For 2017, the Group's net cash flow from operating activities was Baht 217.25 million due to its lower need for working capital following the completion of the power plant EPC contractor projects in March 2017.

Net cash flow from investing activities in 2015 and 2017 was Baht 273.20 million and Baht 33.76 million, respectively, while net cash flow used in investing activities in 2016 was Baht 174.47 million. Changes in net cash flow from investing activities of the Group in each period were caused by changes in short-term investment mainly in support of cash flow management and investment expenditures in buildings and equipment. Net cash flow used in investing activities in 2016 of Baht 174.47 million were mostly for the investment in assets under installation and construction of the new factory building at the Sattahip site as well as for the purchase of production equipment and tools.

As for financing activities in 2015, the net cash flow used in financing activities was Baht 861.41 million due to the dividend payment of Baht 419.32 million, consisting of the accrued dividend payment of Baht 217.52 million and the additional dividend payment of Baht 201.80 million during the period, as well as the repayment of the short-term loan of Baht 440.00 million to a bank. For 2016, the Group received net proceeds from the sale of additional ordinary shares after deduction of direct expenses of approximately Baht 570.96 million, and funds from the issuance of its bills of exchange amounting to Baht 100.00 million while paying dividend totaling Baht 325.32 million during the year. Thus, the Group's net cash flow from financing activities for 2016 amounted to Baht 340.53 million. In 2017, the net cash flow used in financing activities was Baht 74.56 million, resulting from the repayment of short-term bills of exchange of Baht 100.00 million, the borrowing from trust receipt facility of Baht 87.05 million, and the Group's dividend payment of Baht 53.19 million during the year.

After changes in net cash flow from operating activities, investing activities and financing activities, as of 31 December 2015, 2016 and 2017, the Group's cash and cash equivalents at the end of the period amounted to Baht 206.34 million, Baht 115.47 million and Baht 291.92 million, respectively.

Independent Auditor's Report

To the Shareholders of BT Wealth Industries Public Company Limited

Opinion

I have audited the accompanying consolidated financial statements of BT Wealth Industries Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2017, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of BT Wealth Industries Public Company Limited for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of BT Wealth Industries Public Company Limited and its subsidiaries and of BT Wealth Industries Public Company Limited as at 31 December 2017, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis for Opinion

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

Emphasis of matter

I draw attention to Note 3 and Note 4 to the financial statements, regarding the change in accounting policy as the result of the adoption of Thai Accounting Standard 27 (revised 2016) Separate Financial Statements. My opinion is not qualified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in my professional judgement, 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.

I have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report, including in relation to these matters. Accordingly, my audit included the performance of procedures designed to respond to my assessment of the risks of material misstatement of the financial statements. The results of my audit procedures, including the procedures performed to address the matters below, provide the basis for my audit opinion on the accompanying financial statements as a whole.

Key audit matter and how audit procedures respond are described below.

Revenue from fabrication work

The Company and its subsidiaries have disclosed their policies on recognition of revenue from fabrication work, estimated cost of fabrication work and allowance for loss on fabrication work projects in Note 5.1 to the financial statements. I identified revenue recognition, cost recognition and estimation of possible losses from fabrication work to be areas of significant matter in the audit. This is because the amount of revenues and costs that the subsidiary recognises from fabrication work contracts in each period form a significant portion of the Group's total revenues and total costs. In addition, the process of measurement, the determination of appropriate timing of recognition, and the estimation of possible losses are areas requiring management to exercise significant judgement to assess the percentage of completion, the probability of loss, and the measurement of possible loss. These will affect amount and timing of the recognition of revenue, costs and provisions for fabrication work.

I examined recognition of revenue from fabrication work, costs of fabrication work and allowance for loss on fabrication work projects by assessing and testing the internal controls relevant to the recognition of revenue from fabrication work, and the estimation and revisions of project costs, by making enquiries of responsible executives, gaining an understanding of the controls, and selecting representative samples to test the operation of the controls designed by the subsidiary. In addition, I reviewed the approach and the underlying assumptions that the subsidiary applied in estimating the percentage of completion and cost of fabrication work throughout the project. I evaluated the estimation of possible losses by the management through a compare of the estimated project costs with revenue. I also tested the calculation of percentage of completion and reviewed the rationale for the conclusion reached by management as a result of comparison of the percentage of completion as evaluated by the engineers of the subsidiary and actual cost incurred. On a sampling basis, I examined supporting documents for the recognition of revenue and costs of fabrication work incurred.

Other Information

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

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

In connection with my audit of the financial statements, my responsibility is to read the other information 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 of the Group, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance for correction of the misstatement.

Responsibilities of Management and Those Charged with Governance for the 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 Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgement 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 Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

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

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

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

I am responsible for the audit resulting in this independent auditor's report.



Manee Rattanabunnakit

Certified Public Accountant (Thailand) No. 5313

EY Office Limited

Bangkok: 20 February 2018

BT Wealth Industries Public Company Limited and its subsidiaries
Statement of financial position
As at 31 December 2017

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements		
		As at	As at	As at	As at	As at
		31 December 2017	31 December 2016	31 December 2017	31 December 2016 (Restated)	1 January 2016
Assets						
Current assets						
Cash and cash equivalents	8	291,920,604	115,467,532	96,840,875	22,300,391	22,102,047
Current investments	9	-	100,630,246	-	494,183	26,262,344
Trade and other receivables	10	340,864,988	537,282,618	60,132,264	49,616,932	27,611,282
Unbilled receivables	11	253,935,393	321,127,695	-	-	-
Short-term loan to subsidiary	7	-	-	180,000,000	365,000,000	-
Work in progress		32,033,751	10,223,111	-	-	-
Inventories	12	282,055,230	225,650,611	-	-	-
Other current assets		45,356,530	35,150,903	10,769,547	11,139,117	12,354,776
Total current assets		1,246,166,496	1,345,532,716	347,742,686	448,550,623	88,330,449
Non-current assets						
Restricted bank deposits	13	18,065,988	19,175,629	50,399	50,218	36,060
Investments in subsidiaries	14	-	-	541,706,376	626,660,005	739,352,285
Property, plant and equipment	15	613,675,779	625,907,944	521,715,285	505,297,784	372,990,214
Intangible assets		8,342,219	10,251,824	1,073,368	1,638,048	2,204,275
Deferred tax assets	22	3,403,376	8,076,738	1,950,635	1,808,047	1,177,753
Other non-current assets		10,703,660	13,636,658	3,156,307	6,504,967	4,196,634
Total non-current assets		654,191,022	677,048,793	1,069,652,370	1,141,959,069	1,119,957,221
Total assets		1,900,357,518	2,022,581,509	1,417,395,056	1,590,509,692	1,208,287,670

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



Director
 (Ms. Siripond Satawin)



Director
 (Mr. Chotic Russamitinakornkul)

BT Wealth Industries Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2017

(Unit: Baht)

		Consolidated financial statements		Separate financial statements		
		As at	As at	As at	As at	As at
	Note	31 December 2017	31 December 2016	31 December 2017	31 December 2016 (Restated)	1 January 2016
Liabilities and shareholders' equity						
Current liabilities						
Short-term loans from financial institution	16	87,051,229	100,000,000	-	100,000,000	-
Trade and other payables	17	235,560,313	246,403,871	11,504,554	16,305,167	122,876,386
Unbilled payables		56,208,672	43,651,503	-	-	-
Construction revenue received in advance	11	87,245,151	109,835,378	-	-	-
Current portion of liabilities under						
finance lease agreements	18	8,728,475	8,413,557	8,728,475	8,358,473	-
Liabilities from derivative instruments		12,820	25,676,614	-	-	-
Short-term provision		2,567,014	-	-	-	-
Other current liabilities		25,263,180	15,925,127	2,932,394	687,247	767,712
Total current liabilities		502,636,854	549,906,050	23,165,423	125,350,887	123,644,098
Non-current liabilities						
Liabilities under finance lease agreements						
- net of current portion	18	17,166,210	25,894,685	17,166,210	25,894,685	-
Provision for long-term employee benefits	19	11,845,769	14,707,078	9,753,177	9,040,237	5,888,763
Deferred tax liabilities	22	-	7,333	-	454	36,271
Total non-current liabilities		29,011,979	40,609,096	26,919,387	34,935,376	5,925,034
Total liabilities		531,648,833	590,515,146	50,084,810	160,286,263	129,569,132

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



.....Director
(Ms. Siripond Satawin)



.....Director
(Mr. Chotic Russamitnakornkul)

BT Wealth Industries Public Company Limited and its subsidiaries
Statement of financial position (continued)
As at 31 December 2017

(Unit: Baht)

		Consolidated financial statements		Separate financial statements		
		As at	As at	As at	As at	As at
	Note	31 December 2017	31 December 2016	31 December 2017	31 December 2016 (Restated)	1 January 2016
Shareholders' equity						
Share capital						
Registered						
756,000,000 ordinary shares of Baht 0.50 each						
(1 January 2016: 1,512,000,000 ordinary shares						
of Baht 0.25 each)		378,000,000	378,000,000	378,000,000	378,000,000	378,000,000
Issued and paid-up						
756,000,000 ordinary shares of Baht 0.50 each						
(1 January 2016: 1,200,000,000 ordinary shares						
of Baht 0.25 each)		378,000,000	378,000,000	378,000,000	378,000,000	300,000,000
Shares premium		495,768,000	495,768,000	495,768,000	495,768,000	-
Retained earnings						
Appropriated - statutory reserve	20	39,000,000	31,000,000	31,000,000	31,000,000	20,000,000
Unappropriated		294,322,844	365,236,027	462,542,246	525,455,429	758,718,538
Other components of shareholders' equity		160,219,402	160,219,402	-	-	-
Equity attributable to owners of the Company		1,367,310,246	1,430,223,429	1,367,310,246	1,430,223,429	1,078,718,538
Equity attributable to non-controlling interests						
of the subsidiaries		1,398,439	1,842,934	-	-	-
Total shareholders' equity		1,368,708,685	1,432,066,363	1,367,310,246	1,430,223,429	1,078,718,538
Total liabilities and shareholders' equity		1,900,357,518	2,022,581,509	1,417,395,056	1,590,509,692	1,208,287,670

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



Director
 (Ms. Siripond Satawin)




Director
 (Mr. Chotic Russamitnakornkul)

For the year ended 31 December 2017

	Consolidated financial statements		Separate financial statements	
<u>Note</u>	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
				(Restated)

Total comprehensive income for the year	(10,162,747)	102,521,616	(9,993,183)	101,856,891
------------------------------------------------	--------------	-------------	-------------	-------------

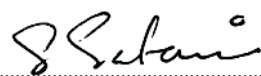
The accompanying notes are an integral part of the financial statements.


.....Director
(Mr. Choti Russamitinakornkul)

BT Wealth Industries Public Company Limited and its subsidiaries
Statement of comprehensive income (continued)
For the year ended 31 December 2017

		(Unit: Baht)			
		Consolidated financial statements		Separate financial statements	
	<u>Note</u>	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
					(Restated)
Profit (loss) attributable to:					
Equity holders of the Company		(9,993,183)	106,867,067	(9,993,183)	106,867,067
Non-controlling interests of the subsidiaries		(169,564)	664,725		
		<u>(10,162,747)</u>	<u>107,531,792</u>		
Total comprehensive income attributable to:					
Equity holders of the Company		(9,993,183)	101,856,891	(9,993,183)	101,856,891
Non-controlling interests of the subsidiaries		(169,564)	664,725		
		<u>(10,162,747)</u>	<u>102,521,616</u>		
Earnings per share					
Basic earnings (loss) per share	23				
Profit (loss) attributable to equity holders of the Company		<u>(0.013)</u>	<u>0.158</u>	<u>(0.013)</u>	<u>0.158</u>

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



.....Director
(Ms. Siripond Satawin)





.....Director
(Mr. Chotic Russamitinakornkul)

BT Wealth Industries Public Company Limited and its subsidiaries
Statement of changes in shareholders' equity
For the year ended 31 December 2017

	Consolidated financial statements							(Unit: Baht)
	Equity attributable to owners of the Company							
	Issued and paid-up share capital	Share premium	Retained earnings		Surplus on business combination under common control	Total equity attributable to owners of the Company		
			Appropriated - statutory reserve	Unappropriated				
Balance as at 1 January 2016	300,000,000	-	28,000,000	590,499,136	160,219,402	1,078,718,538	2,377,909	1,081,096,447
Profit for the year	-	-	-	106,867,067	-	106,867,067	664,725	107,531,792
Other comprehensive income for the year	-	-	-	(5,010,176)	-	(5,010,176)	-	(5,010,176)
Total comprehensive income for the year	-	-	-	101,856,891	-	101,856,891	664,725	102,521,616
Increase in share capital	78,000,000	495,768,000	-	-	-	573,768,000	-	573,768,000
Unappropriated retained earnings transferred to statutory reserve	-	-	11,000,000	(11,000,000)	-	-	-	-
Decrease in non-controlling interests of the subsidiary from dividend payment of the subsidiary	-	-	-	-	-	-	(1,199,700)	(1,199,700)
Dividend paid (Note 26)	-	-	-	(324,120,000)	-	(324,120,000)	-	(324,120,000)
Balance as at 31 December 2016	378,000,000	495,768,000	39,000,000	357,236,027	160,219,402	1,430,223,429	1,842,934	1,432,066,363
Balance as at 1 January 2017	378,000,000	495,768,000	39,000,000	357,236,027	160,219,402	1,430,223,429	1,842,934	1,432,066,363
Total comprehensive income for the year	-	-	-	(9,993,183)	-	(9,993,183)	(169,564)	(10,162,747)
Decrease in non-controlling interests of the subsidiary from dividend payment of the subsidiary	-	-	-	-	-	-	(274,931)	(274,931)
Dividend paid (Note 26)	-	-	-	(52,920,000)	-	(52,920,000)	-	(52,920,000)
Balance as at 31 December 2017	378,000,000	495,768,000	39,000,000	294,322,844	160,219,402	1,367,310,246	1,398,439	1,368,708,685

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


.....Director
(Ms. Siripond Satawin)



.....Director
(Mr. Chotic Russamitnakornkul)


BT Wealth Industries Public Company Limited and its subsidiaries
Statement of changes in shareholders' equity (continued)
For the year ended 31 December 2017

(Unit: Baht)

	Separate financial statements				
	Issued and paid-up share capital	Share premium	Retained earnings		Total shareholders' equity
			Appropriated - statutory reserve	Unappropriated	
Balance as at 1 January 2016 - as previously reported	300,000,000	-	20,000,000	133,616,178	453,616,178
Cumulative effect of change in accounting policy for investments in subsidiaries using the equity method (Note 4)	-	-	-	625,102,360	625,102,360
Balance as at 1 January 2016 - as restated	300,000,000	-	20,000,000	758,718,538	1,078,718,538
Profit for the year (Restated)	-	-	-	106,867,067	106,867,067
Other comprehensive income for the year (Restated)	-	-	-	(5,010,176)	(5,010,176)
Total comprehensive income for the year (Restated)	-	-	-	101,856,891	101,856,891
Increase in share capital	78,000,000	495,768,000	-	-	573,768,000
Unappropriated retained earnings transferred to statutory reserve	-	-	11,000,000	(11,000,000)	-
Dividend paid (Note 26)	-	-	-	(324,120,000)	(324,120,000)
Balance as at 31 December 2016	378,000,000	495,768,000	31,000,000	525,455,429	1,430,223,429
Balance as at 1 January 2017 - as previously reported	378,000,000	495,768,000	31,000,000	11,045,349	915,813,349
Cumulative effect of change in accounting policy for investments in subsidiaries using the equity method (Note 4)	-	-	-	514,410,080	514,410,080
Balance as at 1 January 2017 - as restated	378,000,000	495,768,000	31,000,000	525,455,429	1,430,223,429
Total comprehensive income for the year	-	-	-	(9,993,183)	(9,993,183)
Dividend paid (Note 26)	-	-	-	(52,920,000)	(52,920,000)
Balance as at 31 December 2017	378,000,000	495,768,000	31,000,000	462,542,246	1,367,310,246

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


Director
 (Ms. Siripond Satawin)


Director
 (Mr. Chotic Russamitinakornkul)

BT Wealth Industries Public Company Limited and its subsidiaries

Cash flow statement

For the year ended 31 December 2017

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016 (Restated)
Cash flows from operating activities				
Profit (loss) before tax	(5,423,320)	126,132,180	(10,136,225)	109,638,701
Adjustments to reconcile profit (loss) before tax to net cash provided by (paid from) operating activities:				
Depreciation and amortisation	83,004,860	80,800,442	49,430,242	38,999,864
Write-off unbilled receivables	24,866,956	-	-	-
Gain on sales of investments in trading securities	(218,475)	(646,358)	(4,877)	(529,570)
Unrealised gain on valuation of trading securities	-	(36,665)	-	(2,269)
Reduction of inventory to net realisable value	5,108,088	-	-	-
Gain on sales of equipment	(146,667)	(9,069,105)	(99,998)	-
Share of (profit) loss from investments in subsidiaries	-	-	30,228,560	(128,599,212)
Provision for long-term employee benefits	2,908,031	1,601,964	712,940	2,745
Write-off withholding tax deducted at source	278,525	-	278,525	-
Gain on reversal of liabilities from derivative instruments	-	(29,380,161)	-	-
Unrealised gain on exchanges	(1,258,175)	(38,407,061)	-	-
Short-term provision	2,567,014	-	-	-
Interest income	(489,230)	(669,251)	(10,994,612)	(4,082,395)
Interest expenses	1,649,543	4,638,154	671,961	3,636,984
Profit from operating activities before changes in operating assets and liabilities	112,847,150	134,964,139	60,086,516	19,064,848
Decrease (increase) in operating assets				
Trade and other receivables and unbilled receivables	239,036,442	(597,856,542)	(14,429,975)	(18,084,049)
Work in progress	(21,810,640)	(3,859,094)	-	-
Inventories	(61,512,707)	22,488,534	-	-
Other current assets	(3,513,153)	862,900	1,527,699	3,902,284
Other non-current assets	2,932,998	460,978	3,348,660	(2,308,333)
Increase (decrease) in operating liabilities				
Trade and other payables	(9,903,613)	132,606,709	(4,800,613)	(109,456,873)
Unbilled payables	12,557,169	25,900,373	-	-
Construction revenue received in advance	(22,590,227)	90,999,256	-	-
Cash paid for short-term provision	-	(39,839,580)	-	-
Cash paid for liabilities from derivative instruments	(25,663,794)	-	-	-
Cash paid for long-term employee benefits	(5,769,340)	(2,697,940)	-	-
Other current liabilities	9,295,399	356,590	2,245,147	(80,465)
Cash flows from (used in) operating activities	225,905,684	(235,613,677)	47,977,434	(106,962,588)
Cash paid for interest expenses	(1,649,543)	(4,754,711)	(671,961)	(3,636,984)
Cash paid for income tax	(9,435,161)	(16,563,845)	(3,870,071)	(2,686,625)
Cash receipt from withholding tax refundable	2,433,417	-	2,433,417	-
Net cash flows from (used in) operating activities	217,254,397	(256,932,233)	45,868,819	(113,286,197)

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



.....Director
(Ms. Siripond Satawin)



.....Director
(Mr. Chotic Russamitinakornkul)

BT Wealth Industries Public Company Limited and its subsidiaries
Cash flow statement (continued)
For the year ended 31 December 2017

	Consolidated financial statements		Separate financial statements	
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
				(Restated)
Cash flows from investing activities				
Decrease (increase) in restricted bank deposits	1,109,641	(233,475)	(181)	(14,158)
Acquisition of investments in trading securities	(90,000,000)	(669,000,000)	-	(430,000,000)
Cash received from sales of investments in trading securities	190,848,721	616,540,000	499,060	456,300,000
Decrease (increase) in short-term loan to subsidiary	-	-	185,000,000	(365,000,000)
Acquisition of building and equipment and payment of payables for purchase of assets	(66,610,161)	(145,742,181)	(65,283,065)	(144,919,086)
Acquisition of intangible assets	(2,296,920)	(1,500,190)	-	-
Proceeds from sales of equipment	190,658	24,670,868	100,000	15,539,173
Interest income	513,995	797,072	14,909,255	160,794
Dividend received	-	-	54,725,069	238,800,300
Net cash flows from (used in) investing activities	33,755,934	(174,467,906)	189,950,138	(229,132,977)
Cash flows from financing activities				
Increase (decrease) in short-term loan from financial institution	(12,948,771)	100,000,000	(100,000,000)	100,000,000
Cash received from short-term loan from subsidiary	-	-	-	96,000,000
Repayment of short-term loan from subsidiary	-	-	-	(96,000,000)
Repayment of liabilities under finance lease agreements	(8,413,557)	(5,110,253)	(8,358,473)	(4,222,482)
Proceeds from increase in share capital	-	585,000,000	-	585,000,000
Cash paid for direct costs related to share offering	-	(14,040,000)	-	(14,040,000)
Dividend paid	(52,920,000)	(324,120,000)	(52,920,000)	(324,120,000)
Dividend paid to non-controlling interests of the subsidiary	(274,931)	(1,199,700)	-	-
Net cash flows from (used in) financing activities	(74,557,259)	340,530,047	(161,278,473)	342,617,518
Net increase (decrease) in cash and cash equivalents	176,453,072	(90,870,092)	74,540,484	198,344
Cash and cash equivalents at beginning of the year	115,467,532	206,337,624	22,300,391	22,102,047
Cash and cash equivalents at end of the year	291,920,604	115,467,532	96,840,875	22,300,391
	-	-	-	-
Supplemental cash flow information				
Non-cash transactions				
Increase in payables for purchase of assets	-	2,885,654	-	2,885,654
Assets acquired under finance lease agreements	-	38,475,640	-	38,475,640

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



.....Director
(Ms. Siripond Satawin)



.....Director
(Mr. Chotic Russamitnakornkul)

BT Wealth Industries Public Company Limited and its subsidiaries**Notes to consolidated financial statements****For the year ended 31 December 2017****1. General information**

BT Wealth Industries Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. The Company is principally engaged in the rental of assets and its registered address is at 593/3 Soi Ramkhamhaeng 39 (Thep Leela 1), Ramkhamhaeng Road, Wangthonglang, Bangkok.

2. Basis of preparation

- 2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development dated 11 October 2016, issued under the Accounting Act B.E. 2543.

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 the Thai language financial statements.

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

2.2 Basis of consolidation

- a) The consolidated financial statements include the financial statements of BT Wealth Industries Public Company Limited (“the Company”) and the following subsidiary companies (“the subsidiaries”).

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			<u>2017</u>	<u>2016</u>
			(%)	(%)
Best Tech & Engineering Limited	Steel fabrication work	Thailand	99.5	99.5
BT & OWL Solar 1 Limited	Generation and supply of electricity	Thailand	90.0	90.0
Best Tech Industries Limited	Steel fabrication work	Thailand	100.0	100.0
Global Clean Energy Limited	Generation and supply of electricity	Thailand	100.0	100.0

- b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.
- c) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
- d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
- e) Material balances and transactions between the Company and its subsidiaries have been eliminated from the consolidated financial statements.
- f) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.

3. New financial reporting standards

(a) Financial reporting standards that became effective in the current year

During the year, the Company and its subsidiaries have adopted the revised financial reporting standards and interpretations (revised 2016) and new accounting treatment guidance which are effective for fiscal years beginning on or after 1 January 2017. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards revision of wording and terminology, and provision of interpretations and accounting guidance to users of standards. The adoption of these financial reporting standards does not have any significant impact on the Company and its subsidiaries' financial statements except for the following new accounting standard.

TAS 27 (revised 2016) Separate Financial Statements

This revised standard stipulates an additional option to account for investments in subsidiaries, joint ventures and associates in separate financial statements under the equity method, as described in TAS 28 (revised 2016) Investments in Associates and Joint Ventures. However, the entity is to apply the same accounting treatment for each category of investment. If an entity elects to account for such investments using the equity method in the separate financial statements, it has to adjust the transaction retrospectively.

The Company has decided to change its accounting policy for investments in subsidiaries in separate financial statements from cost method to equity method since 1 January 2017. The Company adjusted the transaction retrospectively. The cumulative effect of the change is described in Note 4.

(b) Financial reporting standards that will become effective in the future

During the current year, the Federation of Accounting Professions issued a number of revised financial reporting standards and interpretations (revised 2017) which are effective for fiscal years beginning on or after 1 January 2018. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes and clarifications directed towards disclosures in the notes to financial statements.

The management of the Company and its subsidiaries believe that the revised financial reporting standards will not have any significant impact on the financial statements when they are initially applied.

4. Cumulative effects of changes in accounting policies due to the adoption of new financial reporting standards

As described in Note 3 to the financial statements, during the current year, the Company has changed its accounting policy related to investments in subsidiaries in separate financial statements from cost method to equity method and elected to restate the prior period's financial statements to reflect the effect of the change. The cumulative effect of the change in accounting policy is presented as a separate item in the statement of changes in shareholders' equity.

The amounts of the adjustments affecting the statement of financial position and the statement of comprehensive income are summarised below.

(Unit: Million Baht)

	Separate financial statements		
	31 December 2017	31 December 2016	1 January 2016
Statements of financial position			
Increase in investments in subsidiaries	430	514	625
Increase in unappropriated retained earnings	430	514	625

(Unit: Million Baht)

	Separate financial statements	
	For the years ended 31 December	
	<u>2017</u>	<u>2016</u>
Statement of comprehensive income		
Profit or loss:		
Decrease in dividend income	(55)	(239)
Decrease in administrative expenses	-	2
Share of profit (loss) from investments in subsidiaries	(30)	129
Increase (decrease) in net income	(85)	108
Statement of comprehensive income		
Actuarial loss - net of income tax	-	(2)
Earnings per share (Baht):		
Increase (decrease) in basic earnings per share	(0.11)	0.16

5. Significant accounting policies

5.1 Revenue recognition

a) Revenues

Revenues from fabrication work under long-term contracts

Revenues from fabrication work under long-term contracts are recognised on a percentage of completion basis, based on the assessment of the subsidiaries' engineers. Recognised revenues, that are not yet due per the contracts have been presented under the caption of "Unbilled receivables" in the statements of financial position.

Sales of goods

Sales of goods are recognised when the significant risks and rewards of ownership of the goods have passed to the buyer. Sales are the invoiced value, excluding value added tax, of goods supplied after deducting discounts and allowances.

Rental income

Rental income is recognised on an accrual basis over the period of contracts.

Interest income

Interest income is recognised on an accrual basis based on the effective interest rate.

b) Expenses*Costs of fabrication work*

Costs of fabrication work are recognised in accordance with the percentage of work completed based on the project budget costs. Provision for anticipated losses on construction projects is made in the accounts in full when the possibility of loss is ascertained. Differences between the recorded costs on the percentage of work completed based on the project budget cost and the actual costs are presented as current assets or current liabilities in the statements of financial position.

Other expenses

Other expenses are recognised on an accrual basis.

5.2 Cash and cash equivalents

Cash and cash equivalents consist of cash in hand and at banks, and all highly liquid investments with an original maturity of three months or less and not subject to withdrawal restrictions.

5.3 Trade accounts receivable

Trade accounts receivable are stated at the net realisable value. Allowance for doubtful accounts is provided for the estimated losses that may be incurred in collection of receivables. The allowance is generally based on collection experience and analysis of debt aging.

5.4 Inventories

Raw materials, spare parts and factory supplies are valued at the lower of cost (under the weighted average method) and net realisable value and are charged to production costs whenever consumed.

5.5 Investments

- a) Investments in securities held for trading are stated at fair value. Changes in the fair value of these securities are recorded in profit or loss.
- b) Investments in subsidiaries are accounted for in the separate financial statements using the equity method.

The fair value of unit trusts is determined from their net asset value.

The weighted average method is used for computation of cost of investments.

On disposal of an investment, the difference between net disposal proceeds and the carrying amount of the investment is recognised in profit or loss.

5.6 Property, plant and equipment/Depreciation

Land is stated at cost. Buildings and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any).

Depreciation of plant and equipment is calculated by reference to their costs, on the straight-line basis over the following estimated useful lives:

Buildings and construction	-	10, 20 years
Machinery, tools and construction equipment	-	5, 10 years
Furniture, fixtures and office equipment	-	5 years
Motor vehicles	-	5 years

Depreciation is included in determining income.

No depreciation is provided on land and assets under installation and construction.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in profit or loss when the asset is derecognised.

5.7 Intangible assets

Intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses (if any).

Intangible assets with finite lives are amortised on a systematic basis over the economic useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method of such intangible assets are reviewed at least at each financial year end. The amortisation expense is charged to profit or loss.

The intangible assets with finite useful lives are computer software with useful lives of 5 years.

5.8 Related party transactions

Related parties comprise individuals or enterprises that control, or are controlled by, the Company and its subsidiaries, whether directly or indirectly, or which are under common control with the Company and its subsidiaries.

They also include associated companies, and individuals or enterprises which directly or indirectly own a voting interest in the Company and its subsidiaries that gives them significant influence over the Company and its subsidiaries, key management personnel, directors, and officers with authority in the planning and direction of the Company's and its subsidiaries' operations.

5.9 Long-term leases

Leases of property, plant or equipment which transfer substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lower of the fair value of the leased assets and the present value of the minimum lease payments. The outstanding rental obligations, net of finance charges, are included in long-term payables, while the interest element is charged to profit or loss over the lease period. The asset acquired under finance leases are depreciated over their useful life.

Leases of property, plant and equipment which do not transfer substantially all the risks and rewards of ownership are classified as operating leases. Operating lease payments are recognised as an expense in profit or loss on a straight line basis over the lease term.

5.10 Foreign currencies

The consolidated and separate financial statements are presented in Baht, which is also the Company's functional currency.

Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of reporting period.

Gains and losses on exchange are included in determining income.

5.11 Impairment of assets

At the end of each reporting period, the Company and its subsidiaries perform impairment reviews in respect of the property, plant and equipment and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount.

An impairment loss is recognised in profit or loss.

5.12 Employee benefits

Short-term employee benefits

Salaries, wages, bonuses and contributions to the social security fund are recognised as expenses when incurred.

Post-employment benefits

Defined benefit plans

The Company and its subsidiaries have obligations in respect of the severance payments it must make to employees upon retirement under labor law. The Company and its subsidiaries treat these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from defined benefit plans are recognised immediately in other comprehensive income.

5.13 Provisions

Provisions are recognised when the Company and its subsidiaries have present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

5.14 Income tax

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

Current tax

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

Deferred tax

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

The Company and its subsidiaries recognise deferred tax liabilities for all taxable temporary differences while they recognise deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilised.

At each reporting date, the Company and its subsidiaries review and reduce the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

The Company and its subsidiaries record deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

5.15 Derivatives

Forward exchange contracts

Forward exchange contracts are presented in the financial statements at fair value. Unrecognised gains and losses from the translation are recognised in profit or loss.

5.16 Fair value measurement

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

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

Level 1 - Use of quoted market prices in an active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

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

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

6. Significant accounting judgements and estimates

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

Fair value of financial instruments

In determining the fair value of financial instruments recognised in the statement of financial position that are not actively traded and for which quoted market prices are not readily available, the management exercise judgement, using a variety of valuation techniques and models. The input to these models is taken from observable markets, and includes consideration of credit risk, liquidity, correlation and longer-term volatility of financial instruments. Change in assumptions about these factors could affect the fair value recognised in the statement of financial position and disclosures of fair value hierarchy.

Percentage of completion

The subsidiary recognises construction income by reference to the stage of completion of the construction contract activity, when the outcome of a construction contract can be estimated reliably. The stage of completion is measured by reference to survey of works and estimates performed by project engineer. The management is required to make judgement and estimates based on past experience and information obtained from the project engineer.

Estimated construction project costs

The subsidiary estimates costs of construction projects based on details of the construction work, taking into account the volume and value of construction materials to be used in the project, design cost, labor cost, subcontracting costs and other related costs to be incurred to completion of service, taking into account the direction of the movement in these costs. Estimates are reviewed regularly or whenever actual costs differ significantly from the figures used in the original estimates.

Provision for losses on construction projects

Management applied judgement in estimating the loss they expect to be realised on each construction project, based on estimates of anticipated costs that take into account the progress of the project and actual costs incurred to date, together with fluctuations in costs of construction materials, labour and the current situation.

7. Related party transactions

During the years, the Company and its subsidiaries had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Company, its subsidiaries and related parties.

(Unit: Million Baht)					
	Consolidated		Separate		
	financial statements		financial statements		Pricing policy
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>	
<u>Transactions with subsidiaries</u>					
(eliminated from the consolidated financial statements)					
Revenue from rental assets	-	-	86.2	64.4	Mutual agreement
Management income	-	-	12.0	2.4	Contract price
Purchase fixed assets	-	-	16.6	81.3	Mutual agreement
Interest income	-	-	10.9	3.9	3.95% and 4.50% per annum
Interest expense	-	-	-	0.2	3.95% per annum
<u>Transactions with related party</u>					
Consulting fee	2.8	6.0	-	-	Contract price
<u>Transactions with management and directors</u>					
Office space rental expenses	4.7	3.6	2.6	1.6	Contract price

The balances of the accounts between the Company and those related parties are as follows:

(Unit: Thousand Baht)				
	Consolidated financial statements		Separate financial statements	
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
<u>Trade and other receivables - related party (Note 10)</u>				
Trade receivables - subsidiary	-	-	27,664	7,214
Other receivables - subsidiary	-	-	88	9,566
Total trade and other receivables - related party	-	-	27,752	16,780
<u>Other payables - related parties (Note 17)</u>				
Subsidiary	-	-	3,014	1,050
Related company	-	910	-	-
Total other payables - related parties	-	910	3,014	1,050

Short-term loan to subsidiary

As at 31 December 2017, the balance of short-term loan between the Company and its subsidiary and the movement is as follows:

(Unit: Thousand Baht)

	Separate financial statements			
	Balance as at			Balance as at
	1 January	Increase during	Decrease during	31 December
	2017	the year	the year	2017
Short-term loan to				
Best Tech & Engineering Limited	365,000	-	(185,000)	180,000

Directors and management's benefits

During the years ended 31 December 2017 and 2016, the Company and its subsidiaries had employee benefit expenses payable to their directors and management as below.

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2017	2016	2017	2016
Short-term employee benefits	36,367	49,787	18,883	30,992
Post-employment benefits	841	19	563	3
Total	37,208	49,806	19,446	30,995

8. Cash and cash equivalents

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2017	2016	2017	2016
Cash	184	355	1	5
Bank deposits	291,737	115,113	96,840	22,295
Total	291,921	115,468	96,841	22,300

As at 31 December 2017, bank deposits in saving accounts carried interests between 0.04% and 1.50% per annum (2016: between 0.04% and 0.40% per annum).

9. Current investments

The outstanding balance of current investments is as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
Investments in trading securities - Fair value				
Mutual fund - Debt instruments	-	100,630	-	494
Total	-	100,630	-	494

10. Trade and other receivables

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
<u>Trade receivables - related party</u>				
Aged on the basis of due dates				
Not yet due	-	-	6,161	7,214
Past due				
Up to 3 months	-	-	21,220	-
3 - 6 months	-	-	-	-
Over 6 months	-	-	283	-
Total trade receivables - related party	-	-	27,664	7,214
<u>Trade receivables - unrelated parties</u>				
Aged on the basis of due dates				
Not yet due	211,261	321,549	-	-
Past due				
Up to 3 months	44,822	159,360	-	-
3 - 6 months	13,514	6,824	-	-
Over 6 months	2,370	-	-	-
Total trade receivables - unrelated parties	271,967	487,733	-	-
Total trade receivables	271,967	487,733	27,664	7,214
<u>Other receivables</u>				
Other receivables and advances - related party	-	-	88	9,566
Other receivables and advances - unrelated parties	33,828	16,720	13	154
Revenue department receivable	35,070	32,830	32,367	32,683
Total other receivables	68,898	49,550	32,468	42,403
Trade and other receivables	340,865	537,283	60,132	49,617

11. Unbilled receivables/ Construction revenue received in advance

(Unit: Thousand Baht)

	Consolidated financial statements	
	<u>2017</u>	<u>2016</u>
Unbilled receivables		
Project value as per contract	3,416,569	1,932,432
Accumulated amount recognised as revenue on percentage of completion basis	3,067,096	1,633,833
Less: Value of total billed	(2,813,161)	(1,312,705)
Unbilled receivables	253,935	321,128
Construction revenue received in advance		
Project value as per contract	527,748	1,327,665
Value of total billed	326,911	791,515
Less: Accumulated amount recognised as revenue on percentage of completion basis	(239,666)	(681,680)
Construction revenue received in advance	87,245	109,835

12. Inventories

(Unit: Thousand Baht)

	Consolidated financial statements					
	Cost		Reduce cost to net realisable value		Inventories-net	
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
Raw materials	281,003	213,306	(5,108)	-	275,895	213,306
Spare parts and factory supplies	6,160	5,900	-	-	6,160	5,900
Goods in transit	-	6,445	-	-	-	6,445
Total	287,163	225,651	(5,108)	-	282,055	225,651

During the current year, the subsidiary reduced cost of inventories by Baht 5.1 million (2016: None) to reflect the net realisable value. This was included in cost of fabrication work.

13. Restricted bank deposits

These represent fixed deposits of the Company and its subsidiary which pledged with banks to secure credit facilities and guarantees granted by banks.

14. Investments in subsidiaries

14.1 Details of investments in subsidiaries as presented in separate financial statements are as follows:

(Unit: Thousand Baht)

Company's name	Paid-up capital		Shareholding percentage		Cost			Carrying amounts based on equity method		
	As at	As at	As at	As at	As at	As at	As at	As at	As at	As at
	31 December	31 December	31 December	31 December	31 December	31 December	1 January	31 December	31 December	1 January
	2017	2016	2017	2016	2017	2016	2016	2017	2016	2016
			(%)	(%)						(Restated)
Best Tech & Engineering Ltd.	80,000	80,000	99.5	99.5	79,600	79,600	79,600	511,689	596,068	708,366
BT & OWL Solar 1 Ltd.	5,000	5,000	90.0	90.0	4,500	4,500	4,500	2,022	2,191	2,374
Best Tech Industries Ltd.	25,000	25,000	100.0	100.0	25,000	25,000	25,000	24,356	24,600	24,626
Global Clean Energy Ltd.	5,150	5,150	100.0	100.0	5,150	5,150	5,150	3,639	3,801	3,986
Total					114,250	114,250	114,250	541,706	626,660	739,352

14.2 Share of comprehensive income and dividend received

The Company recognised its share of comprehensive income from investments in subsidiaries in the separate financial statements and dividend received are as follows.

(Unit: Thousand Baht)

Company's name	Share of profit/loss from investments in subsidiaries during the year		Share of other comprehensive income from investments in subsidiaries during the year		Dividend received during the year	
	2017	2016	2017	2016	2017	2016
		(Restated)		(Restated)		
Best Tech & Engineering Limited	(29,654)	128,992	-	(2,491)	54,275	238,800
BT & OWL Solar 1 Limited	(169)	(183)	-	-	-	-
Best Tech Industries Limited	(244)	(26)	-	-	-	-
Global Clean Energy Limited	(162)	(184)	-	-	-	-
Total	(30,229)	128,599	-	(2,491)	54,275	238,800

15. Property, plant and equipment

(Unit: Thousand Baht)

Consolidated financial statements							
	Land	Buildings and construction	Machinery and equipment	Furniture, fixtures and office equipment	Motor vehicles	Assets under installation and construction	Total
Cost:							
1 January 2016	55,549	198,639	301,623	46,810	53,648	237,476	893,745
Additions	-	-	46,834	5,662	-	134,608	187,104
Disposals/write off	-	-	(19,196)	(160)	(1,208)	-	(20,564)
Transfer in (out)	-	18,146	25,836	-	-	(43,982)	-
31 December 2016	55,549	216,785	355,097	52,312	52,440	328,102	1,060,285
Additions	-	450	4,429	1,930	841	58,960	66,610
Disposals/write off	-	-	(696)	-	(32)	(39)	(767)
Transfer in (out)	-	228,247	30,291	-	-	(258,538)	-
31 December 2017	55,549	445,482	389,121	54,242	53,249	128,485	1,126,128
Accumulated depreciation:							
1 January 2016	-	128,519	184,250	26,885	23,383	-	363,037
Depreciation for the year	-	14,051	45,086	8,077	9,088	-	76,302
Depreciation on disposals/write off	-	-	(3,596)	(158)	(1,208)	-	(4,962)
31 December 2016	-	142,570	225,740	34,804	31,263	-	434,377
Depreciation for the year	-	22,548	41,343	6,089	8,818	-	78,798
Depreciation on disposals/write off	-	-	(691)	-	(32)	-	(723)
31 December 2017	-	165,118	266,392	40,893	40,049	-	512,452
Net book value:							
31 December 2016	55,549	74,215	129,357	17,508	21,177	328,102	625,908
31 December 2017	55,549	280,364	122,729	13,349	13,200	128,485	613,676
Depreciation for the year							
2016 (Baht 58 million included in cost of fabrication work, and the balance in administrative expenses)							76,302
2017 (Baht 72 million included in cost of fabrication work, and the balance in administrative expenses)							78,798

(Unit: Thousand Baht)

	Separate financial statements					Total
	Buildings and construction	Machinery and equipment	Furniture, fixtures and office equipment	Motor vehicles	Assets under installation and construction	
Cost:						
1 January 2016	17,134	156,646	7,475	5,980	255,666	442,901
Additions	-	43,382	1,594	-	141,304	186,280
Disposals/write off	-	(18,608)	-	-	-	(18,608)
Transfer in (out)	18,284	25,836	-	-	(44,120)	-
31 December 2016	35,418	207,256	9,069	5,980	352,850	610,573
Additions	1,572	4,699	85	-	58,927	65,283
Disposals/write off	-	(657)	-	-	-	(657)
Transfer in (out)	277,729	30,291	-	-	(308,020)	-
31 December 2017	314,719	241,589	9,154	5,980	103,757	675,199
Accumulated depreciation:						
1 January 2016	187	68,895	632	197	-	69,911
Depreciation for the year	1,908	33,640	1,686	1,199	-	38,433
Depreciation on disposals/write off	-	(3,069)	-	-	-	(3,069)
31 December 2016	2,095	99,466	2,318	1,396	-	105,275
Depreciation for the year	12,372	33,474	1,824	1,196	-	48,866
Depreciation on disposals/write off	-	(657)	-	-	-	(657)
31 December 2017	14,467	132,283	4,142	2,592	-	153,484
Net book value:						
31 December 2016	33,323	107,790	6,751	4,584	352,850	505,298
31 December 2017	300,252	109,306	5,012	3,388	103,757	521,715
Depreciation for the year						
2016 (Baht 34 million included in service cost, and the balance in administrative expenses)						38,433
2017 (Baht 45 million included in service cost, and the balance in administrative expenses)						48,866

As at 31 December 2017, the Company and its subsidiary had machinery and vehicles with net book values of Baht 28 million (2016: Baht 37 million) (Separate financial statements: Baht 28 million, 2016: 34 million) which were acquired under finance lease agreements.

As at 31 December 2017, certain items of plant and equipment were fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to approximately Baht 347 million (2016: Baht 141 million) (Separate financial statements: Baht 64 million, 2016: none).

The subsidiary has mortgaged its land and structures thereon with total net book value as at 31 December 2017 of Baht 61 million (2016: Baht 97 million) as collateral against credit facilities granted by bank.

16. Short-term loans from financial institution

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
Trust receipt payable	87,051	-	-	-
Short-term loan from bank	-	100,000	-	100,000
Total	87,051	100,000	-	100,000

Short-term loans from financial institutions are bearing interest at market rate and secured by the pledge of the subsidiary's fixed account deposit, the mortgage of the subsidiary's land and structures thereon, and guaranteed by the Company.

17. Trade and other payables

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
Trade payables - unrelated parties	198,674	210,367	-	-
Payables for purchase of assets				
- unrelated parties	4,373	8,920	4,373	8,920
Payable for purchase of assets				
- related parties	-	-	3,014	1,050
Other payables - unrelated parties	3,426	1,742	542	1,732
Accrued expenses - unrelated parties	29,087	24,465	3,576	4,603
Accrued expenses - related parties	-	910	-	-
Total trade and other payables	235,560	246,404	11,505	16,305

18. Liabilities under finance lease agreements

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
Liabilities under finance lease agreements	27,640	37,346	27,640	37,291
Less: Deferred interest expenses	(1,746)	(3,037)	(1,746)	(3,037)
Total	25,894	34,309	25,894	34,254
Less: Portion due within one year	(8,728)	(8,414)	(8,728)	(8,359)
Liabilities under finance lease agreements - net of current portion	17,166	25,895	17,166	25,895

The Company and its subsidiary have entered into the finance lease agreements with leasing companies for rental of machinery, motor vehicles and equipment for use in its operation, whereby it is committed to pay rental on a monthly basis. The terms of the agreements are generally between 3 and 5 years.

Future minimum lease payments required under the finance lease agreements were as follows:

(Unit: Thousand Baht)

	Consolidated financial statements					
	As at 31 December 2017			As at 31 December 2016		
	Less than			Less than		
	1 year	1-5 years	Total	1 year	1-5 years	Total
Future minimum lease payments	9,649	17,991	27,640	9,705	27,641	37,346
Deferred interest expenses	(921)	(825)	(1,746)	(1,291)	(1,746)	(3,037)
Present value of future minimum lease payments	8,728	17,166	25,894	8,414	25,895	34,309

(Unit: Thousand Baht)

	Separate financial statements					
	As at 31 December 2017			As at 31 December 2016		
	Less than			Less than		
	1 year	1-5 years	Total	1 year	1-5 years	Total
Future minimum lease payments	9,649	17,991	27,640	9,650	27,641	37,291
Deferred interest expenses	(921)	(825)	(1,746)	(1,291)	(1,746)	(3,037)
Present value of future minimum lease payments	8,728	17,166	25,894	8,359	25,895	34,254

19. Provision for long-term employee benefits

Provision for long-term employee benefits, which represents compensation payable to employees after they retire, was as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
Provision for long-term employee benefits				
at beginning of year	14,707	9,540	9,040	5,889
Included in profit or loss:				
Current service cost	2,533	1,354	488	3
Interest cost	375	248	225	-
Included in other comprehensive income:				
Actuarial loss arising from				
Experience adjustments	-	6,226	-	3,115
Financial assumptions changes	-	37	-	33
Benefits paid during the year	(5,769)	(2,698)	-	-
Provision for long-term employee benefits				
at end of year	11,846	14,707	9,753	9,040

Line items in the statement of comprehensive income under which long-term employee benefit expenses are recognised are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
				(Restated)
Profit or loss:				
Cost of fabrication work	1,465	1,110	-	-
Administrative expenses	1,443	492	713	3
	<u>2,908</u>	<u>1,602</u>	<u>713</u>	<u>3</u>
Other comprehensive income:				
Actuarial loss				
The Company	-	3,148	-	3,148
A subsidiary	-	3,115	-	3,115
	<u>-</u>	<u>6,263</u>	<u>-</u>	<u>6,263</u>

The Company and its subsidiaries expect to pay Baht 0.3 million of long-term employee benefits during the next year (Separate financial statements: None) (2016: Baht 0.4 million, Separate financial statements: None).

As at 31 December 2017, the weighted average duration of the long-term employee benefit liabilities is 7 years (Separate financial statements: 7 years) (2016: 7 years, Separate financial statements: 7 years).

Significant actuarial assumptions are summarised below:

	Consolidated financial statements		Separate financial statements	
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
	(% per annum)	(% per annum)	(% per annum)	(% per annum)
Discount rate	2.60	2.60	2.60	2.60
Salary increase rate	3.00 - 7.00	3.00 - 7.00	3.00 - 7.00	3.00 - 7.00
Turnover rate	0 - 68	0 - 68	0 - 68	0 - 68

The effects of sensitivity analysis for significant assumptions on the present value of the long-term employee benefit obligation as at 31 December 2017 and 2016 are summarised below:

(Unit: Thousand Baht)

As at 31 December 2017					
		Consolidated financial statements		Separate financial statements	
	% per annum	Increase	Decrease	Increase	Decrease
Discount rate	1.0	(797)	871	(254)	267
Salary increase rate	1.0	1,030	(956)	357	(344)
Turnover rate	20.0	(1,304)	1,806	(81)	206

(Unit: Thousand Baht)

As at 31 December 2016					
		Consolidated financial statements		Separate financial statements	
	% per annum	Increase	Decrease	Increase	Decrease
Discount rate	1.0	(769)	842	(315)	332
Salary increase rate	1.0	828	(771)	328	(316)
Turnover rate	20.0	(1,207)	1,406	(155)	172

20. Statutory reserve

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

21. Expenses by nature

Significant expenses classified by nature are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
Salaries, wages and other employee benefits	249,377	276,319	24,401	31,660
Depreciation and amortisation	83,005	80,800	49,430	39,000
Construction materials and subcontractors	926,852	1,249,412	-	-
Changes in inventories of raw materials, supplies and work in progress	(89,768)	(18,629)	-	-

22. Income tax

Income tax expenses for the years ended 31 December 2017 and 2016 are made up as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
Current income tax:				
Current income tax charge	72	4,704	-	2,808
Deferred tax:				
Relating to origination and reversal of temporary differences	4,667	13,896	(143)	(36)
Income tax expenses (benefits) reported in the statement of comprehensive income	<u>4,739</u>	<u>18,600</u>	<u>(143)</u>	<u>2,772</u>

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2017 and 2016 are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
				(Restated)
Deferred tax on actuarial loss				
The Company	-	(630)	-	(630)
A subsidiary	-	(622)	-	(622)
	<u>-</u>	<u>(1,252)</u>	<u>-</u>	<u>(1,252)</u>

The reconciliation between accounting profit and income tax expenses is shown below.

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u> (Restated)
Accounting profit (loss) before tax	(5,423)	126,132	(10,136)	109,639
Applicable tax rate	20%	20%	20%	20%
Accounting profit (loss) before tax multiplied by income tax rate	(1,085)	25,226	(2,027)	21,928
Deferred tax assets which have not been recognised during the year	70	7,715	-	7,232
Previously unrecognised deferred tax assets on unused tax loss	(3,437)	-	(3,642)	-
Reversal of deferred tax assets from liabilities from derivative instruments	-	6,121	-	-
Share of (profit) loss from investments in subsidiaries	-	-	6,046	(25,720)
Effects of elimination entries on the consolidated financial statements	117	1,066	-	-
Effects of:				
Promotional privileges	8,636	(21,159)	-	-
Non-deductible expenses	1,305	445	347	199
Additional expense deductions allowed	(867)	(867)	(867)	(867)
Others	-	53	-	-
Total	<u>9,074</u>	<u>(21,528)</u>	<u>(520)</u>	<u>(668)</u>
Income tax expenses (benefits) reported in the statement of comprehensive income	<u>4,739</u>	<u>18,600</u>	<u>(143)</u>	<u>2,772</u>

The components of deferred tax assets and deferred tax liabilities are as follows:

	(Unit: Thousand Baht)			
	Statements of financial position			
	Consolidated financial statements		Separate financial statements	
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
Deferred tax assets				
Allowance for diminution in value of inventories	1,022	-	-	-
Provision for long-term employee benefits	2,369	2,942	1,951	1,808
Liabilities from derivative	-	5,135	-	-
Other	12	-	-	-
Total	<u>3,403</u>	<u>8,077</u>	<u>1,951</u>	<u>1,808</u>
Deferred tax liabilities				
Unrealised gain from revaluation of trading investments	-	7	-	-
Total	<u>-</u>	<u>7</u>	<u>-</u>	<u>-</u>

As at 31 December 2017, the Company and its subsidiaries have unused tax losses totaling Baht 26.2 million (2016: Baht 28.5 million) (Separate financial statements: Baht 6.7 million, 2016: Baht 24.9 million), on which deferred tax assets have not been recognised as the Company and its subsidiaries believes future taxable profits may not be sufficient to allow utilisation of the temporary differences and unused tax losses.

The unused tax losses of the Company and the subsidiaries amounting to Baht 26.2 million will expire by 2022.

23. Earnings per share

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

The following table sets forth the computation of basic earnings (loss) per share:

	Consolidated financial statements		Separate financial statements	
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
				(Restated)
Profit (loss) for the year (Thousand Baht)	(9,993)	106,867	(9,993)	106,687
Weighted average number of ordinary shares (Thousand shares)	756,000	675,869	756,000	675,869
Profit (loss) attributable to equity holders of the Company (Baht per share)	(0.013)	0.158	(0.013)	0.158

24. Segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance. The chief operating decision maker has been identified as executive committee.

The Company and its subsidiaries are operating in two segments as follows:

- Fabrication work for construction and industrial purpose segment
- Generation and supply of electricity segment

The subsidiaries have not commenced their operations in the generation and supply of electricity segment. As a result, the fabrication work for construction and industrial purpose segment is the only major reportable operating segment and its operations are carried on only in 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 exclusively to the aforementioned reportable operating segment and geographical area.

Geographic information

The Company and its subsidiaries operate in Thailand only. As a result, all of the revenues and assets as reflected in these financial statements pertain exclusively to this geographical reportable segment.

Major customers

For the year 2017, the subsidiary has revenue from one major customer in amount of Baht 305 million (2016: three major customers of Baht 683 million), arising from fabrication work for construction and industrial purpose.

25. Provident fund

The Company, its subsidiary and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Both employees, the Company and its subsidiary contribute to the fund monthly at rates of 3% and 5% of basic salary. The fund, which is managed by TISCO Asset Management Company Limited, will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2017 amounting to approximately Baht 3 million (2016: Baht 3 million) were recognised as expenses (Separate financial statements: Baht 1 million, 2016: Baht 1 million).

26. Dividend paid

Dividends	Approved by	Total dividends (Thousand Baht)	Dividend per share (Baht)	Number of shares (Thousand shares)
Final dividends for 2015	Annual General Meeting of the shareholders on 11 March 2016	120,000	0.10	1,200,000
Interim dividends for 2016	Board of Directors' meeting on 10 August 2016	204,120	0.27	756,000
		<u>324,120</u>		
Dividends from the earnings of the operations as from 1 January 2017 to 31 March 2017	Annual General Meeting of the shareholders on 24 April 2017	52,920	0.07	756,000
		<u>52,920</u>		

27. Commitments and contingent liabilities

27.1 Capital commitments

- a) As at 31 December 2017, the Company and its subsidiaries had capital commitments of Baht 3 million (2016: Baht 12 million) (Separate financial statements: Baht 3 million, 2016: Baht 12 million) relating to the renovation of office building and acquisition of machinery and equipment.
- b) As at 31 December 2017, the Company had capital commitment amounting to Baht 90 million (2016: Baht 90 million) in respect of the uncalled portion of investment in the subsidiaries.

27.2 Operating lease commitments

The Company and its subsidiaries have entered into several lease agreements in respect of the lease of land, office building space, machinery, motor vehicles and equipment. The terms of the agreements are generally between 1 and 10 years. Operating lease agreements are non-cancellable.

Future minimum lease payments required under these non-cancellable operating leases contracts were as follows.

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
Payable:				
In up to 1 year	12	14	3	3
In over 1 and up to 5 years	7	1	7	-
Over 5 years	7	-	7	-

27.3 Bank guarantees

- a) As at 31 December 2017, the Company has guaranteed bank credit facilities of its subsidiary amounting to Baht 1,436 million (2016: Baht 2,063 million).
- b) As at 31 December 2017, there were outstanding bank guarantees of USD 5 million and Baht 234 million (2016: USD 4 million and Baht 133 million) issued by banks on behalf of the subsidiary to guarantee purchase of goods, electricity use, among others.
- c) As at 31 December 2017, the subsidiary has outstanding letters of credit of USD 2 million and Baht 21 million (2016: USD 4 million and Baht 21 million).

28. Fair value hierarchy

As at 31 December 2017 and 2016, the Company and its subsidiaries had the assets and liabilities that were measured at fair value using different levels of inputs as follows:

(Unit: Thousand Baht)

Consolidated financial statements								
As at 31 December 2017				As at 31 December 2016				
Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	
Financial assets measured at fair value								
Held for trade investments								
Mutual fund - Debt instruments	-	-	-	-	100,630	-	100,630	
Foreign currency forward contracts	-	1,878	-	1,878	-	-	-	
Financial liabilities measured at fair value								
Foreign currency forward contracts	-	13	-	13	-	25,677	-	25,677

(Unit: Thousand Baht)

Separate financial statements								
As at 31 December 2017				As at 31 December 2016				
Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	
Financial assets measured at fair value								
Held for trade investments								
Mutual fund - Debt instruments	-	-	-	-	494	-	494	

29. Financial instruments

29.1 Financial risk management

The Company's and its subsidiaries' financial instruments, as defined under Thai Accounting Standard No.107 "Financial Instruments: Disclosure and Presentations", principally comprise cash and cash equivalents, trade accounts receivable and investments. The financial risks associated with these financial instruments and how they are managed is described below.

Credit risk

The Company and its subsidiaries are exposed to credit risk primarily with respect to trade and other receivables. The Company and its subsidiaries manage the risk by adopting appropriate credit control policies and procedures and therefore do not expect to incur material financial losses. In addition, the Company and its subsidiaries do not have high concentrations of credit risk since they have a large customer base. The maximum exposure to credit risk is limited to the carrying amounts of accounts receivables and other receivables as stated in the statement of financial position.

Interest rate risk

The Company's and its subsidiaries' exposure to interest rate risk relates primarily to their cash at banks, short-term loans and short-term borrowings. Most of the Company's and its subsidiaries' financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

Significant financial assets and liabilities classified by type of interest rate are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date or the repricing date if this occurs before the maturity date.

(Unit: Million Baht)

As at 31 December 2017						
Consolidated financial statements						
Fixed interest rates		Floating interest rate	Non- interest bearing	Total	Effective interest rate (% per annum)	
Within 1 year	1-5 years					
<u>Financial assets</u>						
Cash and cash equivalents	-	-	292	-	292	0.04 - 1.50
Trade and other receivables	-	-	-	341	341	-
Restricted bank deposits	18	-	-	-	18	0.85 - 1.35
	18	-	292	341	651	
<u>Financial liabilities</u>						
Short-term loans from financial institution	87	-	-	-	87	2.38 - 2.95
Trade and other payables	-	-	-	236	236	-
Liabilities under finance lease agreements	9	17	-	-	26	4.10 - 5.03
	96	17	-	236	349	

(Unit: Million Baht)

As at 31 December 2016						
Consolidated financial statements						
Fixed interest rates		Floating interest rate	Non- interest bearing	Total	Effective interest rate (% per annum)	
Within 1 year	1-5 years					
<u>Financial assets</u>						
Cash and cash equivalents	-	-	115	-	115	0.04 - 0.40
Current investments	-	-	-	101	101	-
Trade and other receivables	-	-	-	537	537	-
Restricted bank deposits	19	-	-	-	19	0.85 - 1.35
	19	-	115	638	772	
<u>Financial liabilities</u>						
Short-term loans from financial institution	100	-	-	-	100	3.95
Trade and other payables	-	-	-	246	246	-
Liabilities under finance lease agreements	8	26	-	-	34	4.10 - 5.03
	108	26	-	246	380	

(Unit: Million Baht)

As at 31 December 2017						
Separate financial statements						
Fixed interest rates						
	Within 1 year	1-5 years	Floating interest rate	Non- interest bearing	Total	Effective interest rate (% per annum)
Financial assets						
Cash and cash equivalents	-	-	97	-	97	0.37 - 0.75
Trade and other receivables	-	-	-	60	60	-
Short-term loan to subsidiary	180	-	-	-	180	3.95
	180	-	97	60	337	
Financial liabilities						
Trade and other payables	-	-	-	12	12	-
Liabilities under finance lease agreements	9	17	-	-	26	4.10 - 5.03
	9	17	-	12	38	

(Unit: Million Baht)

As at 31 December 2016						
Separate financial statements						
Fixed interest rates						
	Within 1 year	1-5 years	Floating interest rate	Non- interest bearing	Total	Effective interest rate (% per annum)
Financial assets						
Cash and cash equivalents	-	-	22	-	22	0.37
Trade and other receivables	-	-	-	50	50	-
Short-term loan to subsidiary	365	-	-	-	365	3.95, 4.50
	365	-	22	50	437	
Financial liabilities						
Short-term loans from financial institution	100	-	-	-	100	3.95
Trade and other payables	-	-	-	16	16	-
Liabilities under finance lease agreements	8	26	-	-	34	4.10 - 5.03
	108	26	-	16	150	

Foreign currency risk

The subsidiaries' exposure to foreign currency risk arises mainly from trading transactions that are denominated in foreign currencies. The subsidiaries seek to reduce this risk by entering into forward exchange contracts when it considers appropriate. Generally, the forward contracts mature within one year.

The balances of financial assets and liabilities denominated in foreign currency is summarised below.

Foreign currency	Financial assets		Financial liabilities		Average exchange rate	
	as at 31 December		as at 31 December		as at 31 December	
	2017	2016	2017	2016	2017	2016
	(Million)	(Million)	(Million)	(Million)	(Baht per 1 foreign currency unit)	
USD	2	4	-	1	32.6407	35.7843
CNY	-	-	9	-	5.0009	5.1367

Foreign exchange contracts outstanding are summarised below.

As at 31 December 2017			
Foreign currency	Sold amount	Contractual exchange rate	Contractual maturity date
	(Million)	(Baht per 1 foreign currency unit)	
USD	6	32.4400 - 33.1600	October and December 2018

As at 31 December 2016			
Foreign currency	Sold amount	Contractual exchange rate	Contractual maturity date
	(Million)	(Baht per 1 foreign currency unit)	
USD	5	30.7494 - 31.3550	May 2017

29.2 Fair values of financial instruments

Since the majority of the Company's and its subsidiaries' financial instruments are short-term in nature or carrying interest at rates close to the market interest rates, their fair value is not expected to be materially different from the amounts presented in the statement of financial position.

30. Capital management

The primary objective of the Company's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value. As at 31 December 2017, the Group's debt-to-equity ratio was 0.39:1 (2016: 0.41:1) and the Company's was 0.04:1 (2016: 0.18:1).

31. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 20 February 2018.



.....Director
(Ms. Siripond Satawin)



.....Director
(Mr. Chotic Russamitinakornkul)

Details about Directors, Executives, Persons with Controlling Interest and Company Secretary

1. Details about Directors , Executives, Persons with Controlling Interest and Company Secretary of BT Wealth Industries Public Company Limited. As of 31 December 2017

Name / Date appointed	Age (Years)	Education / Training	Shareholding in the Company (%)	Family relationship between directors and executives	Experiences	
					Duration	Position / Company
Asso.Prof.Dr.Pailboon Sareewiwatthana / 13 August 2014	63	<ul style="list-style-type: none"> Ph.D. Business Administration, University of Mississippi, U.S.A. Master in Business Administration with Honors, National Institute of Development Administration (NIDA) Bachelor of Engineering, Chulalongkorn University Director Certification Program (DCP) in 2011, Thai Institute of Directors Association (IOD) The Role of Chairman (RCM) in 2014, Thai Institute of Directors Association (IOD) 	-	-	2014-Present	Chairman of Board of Directors / Chairman of Risk Management Committee / Independent Director
					August 2016 - Present	BT Wealth Industries Public Company Limited
					2013-Present	Chairman of Board of Directors/ Chic Republic Company Limited
					2012-Present	Chairman of Board of Directors / Thai Packaging Industry Public Company Limited
					2012-Present	Chairman of Board of Directors / UAC Global Public Company Limited
					2012-Present	Chairman of Board of Directors / Union Auction Public Company Limited
					2005-Present	Arbitrator / Securities and Exchange Commission, Thailand
					1993-Present	Director / B & P Services Company Limited
					1988-Present	Director / B R C S Company Limited
					1984-Present	Associate Professor Level 9/ National Institute of Development Administration (NIDA)
Mrs. Siripond Satawin / 23 July 2012	59	<ul style="list-style-type: none"> Vocational Certificate, Convent of the Holy Infant Jesus School Director Accreditation Program (DAP) in 2014, Thai Institute of Directors Association (IOD) 	30.48	Elder sister of Mr.Chotic Russamitnakornkul	2012-Present	Authorized Director / Executive Director / Member of Risk Management Committee / Member of Nomination & Remuneration and Good Governance Committee /
					1987-Present	BT Wealth Industries Public Company Limited
					2014-Present	Authorized Director / Best Tech & Engineering Limited
					2014-2016	Director / BT & Owl Solar 1 Limited Director / BT & Owl Solar 2 Limited

Name / Date appointed	Age (Years)	Education / Training	Shareholding in the Company (%)	Family relationship between directors and executives	Experiences	
					Duration	Position / Company
Mr.Chotic Russamitnakomkul / 23 July 2012	56	<ul style="list-style-type: none"> Bachelor of Engineering, Chulalongkorn University Director Accreditation Program (DAP) in 2014, Thai Institute of Directors Association (IOD) 	24.99	Younger brother of Mrs. Siripond Satawin	2012-Present	Authorized Director / Chairman of Executive Director / Member of Risk Management Committee / Chief Executive Officer / BT Wealth Industries Public Company Limited
					1987-Present	Authorized Director / Managing Director / Deputy Director, Sales and Marketing Division (Acting)/ Best Tech & Engineering Limited
					2015-Present	Director / BT Metal Limited
					2015-Present	Director / Best Tech Industries Limited
					2015-Present	Director / Global Industrial Asset Limited
					2015-Present	Director / Global Clean Energy Company Limited
					2015-Present	Director / BT & Owl Solar 1 Limited

Name / Date appointed	Age (Years)	Education / Training	Shareholding in the Company (%)	Family relationship between directors and executives	Experiences	
					Duration	Position / Company
Mr. Sarawut Charuchinda/ 1 October 2016	59	<ul style="list-style-type: none"> Master of Business Administration in Finance, University of Mississippi, USA. Bachelor of Accountancy with Second-Class Honors, Chulalongkorn University Directors Certificate Program (DCP) in 2000, Thai Institute of Directors Association (IOD) Advanced Audit Committee Program (AACP) in 2015, Thai Institute of Directors Association (IOD) 	-	-	2016-Present	Chairman of Audit Committee / Member of Nomination & Remuneration and Good Governance Committee / Independent Director /
					2016-Present	BT Wealth Industries Public Company Limited
					2013-Present	Chairman of Audit Committee / Chic Republic Company Limited
					2012-Present	Chairman of Audit Committee / Thai Packaging Industry Public Company Limited
					May 2017 - Present	Member of Audit Committee / Union Auction Public Company Limited
Mr. Suvit Manomaiyanon / 13 August 2014	63	<ul style="list-style-type: none"> Bachelor of Business Administration, Sukhothai Thammathirat University Director Accreditation Program (DAP) in 2008, Thai Institute of Directors Association (IOD) Finance for Non-Finance Director (FN) in 2007, Thai Institute of Directors Association (IOD) Understanding the Fundamental of Financial Statements (UFS) in 2007, Thai Institute of Directors Association (IOD) 	-	-	2012 - April 2017	First Executive Vice President, Advisor to Chief Executive Officer / Kiatnakin Bank Public Company Limited
					2005-2012	First Executive Vice President, Head of Commercial Lending Group / Kiatnakin Bank Public Company Limited
						Head of Special Asset Management Group / Kiatnakin Bank Public Company Limited
					2014-Present	Member of Audit Committee / Member of Nomination & Remuneration and Good Governance Committee/ Independent Director /
					2011	BT Wealth Industries Public Company Limited
						Director / Senior Vice President & General Manager of Sales & Investor Relation Division/ Toyo-Thai Corporation Public Company Limited

Name / Date appointed	Age (Years)	Education / Training	Shareholding in the Company (%)	Family relationship between directors and executives	Experiences	
					Duration	Position / Company
Mr. Sakda Hanbuntrong / 13 August 2014	63	<ul style="list-style-type: none"> Master of Arts (Business Law), Chulalongkorn University Bachelor of Laws, Chulalongkorn University Director Accreditation Program (DAP) in 2014, Thai Institute of Directors Association (IOD) 	-	-	2014-Present 2013-Present	Chairman of Nomination & Remuneration and Good Governance Committee / Member of Audit Committee / Independent Director / BT Wealth Industries Public Company Limited Director / Mode Thai Company Limited
Mr. Sestha Waiyawutpinyo / 6 January 2017	53	<ul style="list-style-type: none"> Bachelor of Science (Chemistry), Srinakharinwirot University Director Accreditation Program (DAP) in 2017, Thai Institute of Directors Association (IOD) 			2017-Present 2017-Present 2015-Present 2015-Present 1989-2015	Authorized Director / Executive Director / Member of Risk Management Committee / BT Wealth Industries Public Company Limited Authorized Director / Best Tech & Engineering Limited Vice President, Business Development Division / BT Wealth Industries Public Company Limited Director / Global Clean Energy Company Limited Manager, Sales Division / Best Tech & Engineering Limited
Mr. Thanin Kamthornthip / 2 November 2015	48	<ul style="list-style-type: none"> Master of Business Administration in Finance, DePaul University, Chicago, Illinois, U.S.A. Bachelor of Mechanical Engineering, Chulalongkorn University Director Accreditation Program (DAP) in 2017, Thai Institute of Directors Association (IOD) 	0.06	-	2015-Present 2014-2015 2008-2013	Vice President, Finance and Accounting Division / BT Wealth Industries Public Company Limited Vice President, Finance & Wealth Management Office / Magnolia Quality Development Corporation Company Limited Vice President, Finance Department / Golden Land Property Development Public Company Limited

Name / Date appointed	Age (Years)	Education / Training	Shareholding in the Company (%)	Family relationship between directors and executives	Experiences	
					Duration	Position / Company
Mrs. Chutima Katikawong / 1 May 2015	56	<ul style="list-style-type: none"> Bachelor of Political Science, Ramkhamhaeng University Director Accreditation Program (DAP) in 2017, Thai Institute of Directors Association (IOD) 	-	-	2015-Present	Vice President, Office of Management / BT Wealth Industries Public Company Limited
					1991-Present	Deputy Director, Operations Division –Head Office / Best Tech & Engineering Limited
					2015-Present	Director / Best Tech Industries Limited
					2016-Present	Assistant Vice President, Finance and Accounting Division - Finance / BT Wealth Industries Public Company Limited
Mr. Piya Laitwanichkul / 16 May 2016	38	<ul style="list-style-type: none"> Master of Business Administration in Finance, Thammasat University Bachelor of Engineering in Electrical Engineering, Thammasat University 	-	-	2015-2016	Finance Manager / Capital Engineering Network Public Company Limited
					2013-2014	M&A Investment Division Manager / Masterad Public Limited Company
					2011-2013	Senior Financial Analyst / Lear Corporation Southeast Asia Company Limited
					2015-Present	Assistant Vice President, Finance and Accounting Division - Accounting (Acting)/ BT Wealth Industries Public Company Limited
Mr. Puwadol Thongvong / 2 November 2015	31	Bachelor of Business Administration (Accounting), Rajamangala University of Technology Thanyaburi	0.008	-	2012-Present	Manager, Accounting Division (Acting) / Best Tech & Engineering Limited

Name / Date appointed	Age (Years)	Education / Training	Shareholding in the Company (%)	Family relationship between directors and executives	Experiences	
					Duration	Position / Company
Mrs. Worawan Viriya / 23 February 2017	51	<ul style="list-style-type: none"> Master of Business Administration in Finance, Ramkhamhaeng University Bachelor of Science (Statistic) , Chiangmai University Company Secretary Program (CSP) 1st year 2017, Thai Listed Companies Association 	-	-	2017-Present	Company Secretary / BT Wealth Industries Public Company Limited
					2002-2016	Vice President , Data Center / Countrygroup Securities Public Company Limited
					2002	Budgeting Manager / Stock Exchange of Thailand
					2000-2002	Budgeting Manager / National Fertilizer Public Company Limited
					1994-1999	Senior Analyst / Thana Nakorn Finance & Securities Public Company Limited
					1988-1994	Unit Head , Bank Planing unit / Thaidanu Bank Public Company Limited

2. Details about Directors , Executives , Persons with Controlling Interest and Company Secretary of Best Tech & Engineering Company Limited As of 30 December 2017

Name / Date appointed	Age (Year)	Education / Training	Shareholding in the Company (%)	Family relationship between directors and executives	Experiences	
					Duration	Position / Company
Mrs. Siripond Satawin / January 1988 (Authorized Director)	59	<ul style="list-style-type: none"> • Vocational Certificate, Convent of the Holy Infant Jesus School • Director Accreditation Program (DAP) in 2014, Thai Institute of Directors Association (IOD) 	0.00 (1 share)	Elder sister of Mr.Chotic Russamitinakornkul	2012-Present	Authorized Director / Executive Director / Member of Risk Management Committee / Member of Nomination & Remuneration and Good Governance Committee / BT Wealth Industries Public Company Limited
					1987-Present	Authorized Director / Best Tech & Engineering Limited
					2014-Present	Director / BT & Owl Solar 1 Limited
					2014-2016	Director / BT & Owl Solar 2 Limited
Mr.Chotic Russamitinakornkul / January 1988 (Authorized Director)	56	<ul style="list-style-type: none"> • Bachelor of Engineering, Chulalongkorn University • Director Accreditation Program (DAP) in 2014, Thai Institute of Directors Association (IOD) 	0.00 (1 share)	Younger brother of Mrs. Siripond Satawin	2012-Present	Authorized Director / Chairman of Executive Director / Member of Risk Management Committee / Chief Executive Officer / BT Wealth Industries Public Company Limited
					1987-Present	Authorized Director / Managing Director / Deputy Director, Sales and Marketing Division (Acting)/ Best Tech & Engineering Limited
					2015-Present	Director / BT Metal Limited
					2015-Present	Director / Best Tech Industries Limited
					2015-Present	Director / Global Industrial Asset Limited
					2015-Present	Director / Global Clean Energy Company Limited
					2015-Present	Director / BT & Owl Solar 1 Limited

Name / Date appointed	Age (Years)	Education / Training	Shareholding in the Company(%)	Family relationship between directors and executives	Experience	
					Duration	Position / Company
Mr.Sestha Waiyawutpinyo / 27 March 2017 (Authorized Director)	53	<ul style="list-style-type: none"> Bachelor of Science (Chemistry), Srinakharinwirot University Director Accreditation Program (DAP) in 2017, Thai Institute of Directors Association (IOD) 	-	-	2017-Present	Authorized Director , Executive Director , Member of Risk Management Committee / BT Wealth Industries Public Company Limited
Mrs. Chutima Katikawong / 1 April 1989	56	<ul style="list-style-type: none"> Bachelor of Political Science, Ramkhamhaeng University Director Accreditation Program (DAP) in 2017, Thai Institute of Directors Association (IOD) 	-	-	2017-Present 1991-Present 2015-Present	Authorized Director / Best Tech & Engineering Limited Vice President, Business Development Division / BT Wealth Industries Public Company Limited Director / Global Clean Energy Company Limited Manager, Sales Division / Best Tech & Engineering Limited
Mr.Ravindra Rameshchandra Joshi / 6 January 2015	53	<ul style="list-style-type: none"> Bachelor of Science (Chemistry), India Institute of Technology Madras 	-	-	2015-Present 2002-2014	Vice President , Office of Management / BT Wealth Industries Public Company Limited Deputy Director, Operations Division –Head Office / Best Tech & Engineering Limited Director / Best Tech Industries Limited
Mr. Puvadol Thongvong / 5 June 2012	31	<ul style="list-style-type: none"> Bachelor of Business Administration (Accounting), Rajamangala University of Technology Thanyaburi 	-	-	2015-Present 2012-Present	Deputy Director, Operations Division – Chachoengsao / Best Tech & Engineering Limited Vice Chairman / Eurotech Company Limited Assistant Vice President, Finance and Accounting Division-Accounting (Acting)/ BT Wealth Industries Public Company Limited Manager, Accounting Division (Acting) / Best Tech & Engineering Limited
Miss Rattiporn Jarusmongkoljaroen / 15 April 1988	54	<ul style="list-style-type: none"> Diploma, Silom Commercial School 	-	-	1988-Present	Manager, Finance Division / Best Tech & Engineering Limited

3. Holding position of Directors, Executives, Persons with Controlling Interest and Company Secretary of Company, Subsidiaries and Related companies as of 31 December 2017

Company Management & Controlling Authority	Asso.Prof.Dr.Paiboon Sareewiwathana	Mrs.Siripond Satawin	Mr.Chotic Russamitnakornkul	Mr. Sarawut Charuchinda	Mr.Sakda Hanbuntrong	Mr.Suwit Manomaiyanon	Mr.Sesha Waiyawutpinyo	Mrs.Chulima Katikawong	Mr.Thanin Kamthornthip	Mr.Piya Lalitwanichkul	Mr.Puvadol Thongvong	Mrs.Worawan Viriya
BT Wealth Industries PCL.	X	/, ///	/, ///, V	/, //	/, //	/, //	/, ///, V	V	V	V	V	Z
Subsidiaries												
1. Best Tech & Engineering Ltd.		/	/, V				/	V			V	
2. BT & Owl Solar 1 Ltd.		/	/					/				
3. Best Tech Industries Ltd.			/									
4. Global Clean Energy Co.,Ltd.			/				/					
Related companies												
* Listed Company												
1. UAC Global PCL.	X											
2. Union Auction PCL.	X			//								
3. Kiatnakin Bank PCL.				V								
* Other Company												
1. Thai Packaging Industry PCL.	X			//								
2. B & P Services Co.,Ltd.	/											
3. B R C S Co.,Ltd.	/		/									
4. BT Metal Ltd.			/									
5. Global Industrial Asset Ltd.			/									
6. Mode Thai Co.,Ltd.					/							
7. Chic Republic Co.,Ltd.	X			//								

Remark: X = Chairman / = Director // = Member of Audit Committee /// = Executive Director V = Management Z = Company Secretary

Details about Directors of the Company's subsidiaries

Details about Directors of subsidiaries

Company	Directors	Mrs.Siripond Satawin	Mr.Chotic Russamitinakornkul	Mr.Sestha Waiyawutpinyo	Mrs.Chutima Katikawong
Best Tech & Engineering Limited		/	X, /	/	
BT & Owl Solar 1 Limited		/	/		
Best Tech Industries Limited			/		/
Global Clean Energy Company Limited			/	/	

Remark : / = Director X = Managing Director

Details about Head of Internal Audit

Details about Head of Internal Audit

Name / Position	Education / Diploma	Experiences	
		Duration	Position / Company
ANS Business Consultants Co., Ltd. Mr. Amornpong Nualwivat / Director Head of Internal Audit	<ul style="list-style-type: none"> • MBA Thammasat University • BBA (Accountancy) Thammasat University • Member of the Association of Internal Auditors of Thailand • Certified Professional Internal Auditor of Thailand 	2005-Present	Director / ANS Business Consultants Co., Ltd.
		1997-2004	Senior Manager / KPMG Advisory (Thailand) Ltd.
		1990-1996	MIS Manager and Acting Manager, Office of Managing Director / Thairung Union Cars Public Company Limited
		1984-1990	Accountant / System and Procedure Department Electricity Generating Authority of Thailand
		1982-1984	Accountant / Siam Commercial Bank Public Company Limited



BT WEALTH INDUSTRIES PUBLIC COMPANY LIMITED

593/3 Soi Ramkhamhaeng 39 (Thep Leela 1)

Ramkhamhaeng Road, Wangthonglang

Bangkok 10310 Thailand

Tel +662 314 2150-52

Fax +662 319 7301-02

www.btwealthindustries.com