# Karmarts Public Company Limited and its subsidiaries Notes to interim financial statements For the three-month period ended 31 March 2016

## 1. Corporate information

Karmarts Public Company Limited ("the Company") is a public company incorporated and domiciled in Thailand. The Company is principally engaged in the manufacture and distribution of consumer products, and the provision of warehouse rental and warehouse services. The Company's registered address is 81-81/1, Soi Phetchakasem 54 sub 3, Phetchakasem Road, Bangduan, Phasicharoen, Bangkok.

#### 2. Basis of preparation

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

These interim financial statements have been prepared in accordance with Accounting Standard 34 (revised 2014) "Interim Financial Reporting" with the Company choosing to present condensed interim financial statements. However, the Company has presented the statements of financial position, income statements, comprehensive income, changes in shareholders' equity, and cash flows in the same format as that used for the annual financial statements.

These interim financial statements are intended to provide information additional to that included in the latest annual financial statements. Accordingly, they focus on new activities, events and circumstances so as not to duplicate information previously reported. This interim financial information should therefore be read in conjunction with the latest annual financial statements.

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

#### 2.2 Basis of consolidation

These consolidated interim financial statements are prepared by applying the same basis as that applied for the preparation of the consolidated financial statements for the year ended 31 December 2015. However, there has been significant change in the composition of the group of company during the current period since, on 20 January 2016, the Company paid for an investment in Karmarts Vietnam Company Limited, registered and established in Vietnam, in a total of USD 98,000 or approximately Baht 3.56 million. As a result, the Company holds 49% of the issued and paid-up shares at USD 200,000 in this company. The Company has recorded the investments in this company as investments in joint venture since the investment date.

## 2.3 New financial reporting standards

During the period, the Company and its subsidiaries have adopted the revised and new financial reporting standards and accounting treatment guidance issued by the Federation of Accounting Professions which become effective for fiscal years beginning on or after 1 January 2016. 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's financial statements.

## 2.4 Significant accounting policies

The interim financial statements are prepared using the same accounting policies and methods of computation as were used for the financial statements for the year ended 31 December 2015.

#### 3. Trade and other receivables

|                                       |            |              | (Unit: Thousand Baht)         |          |  |
|---------------------------------------|------------|--------------|-------------------------------|----------|--|
|                                       | Consolidat | ed financial | Separate financial statements |          |  |
|                                       | stater     | ments        |                               |          |  |
|                                       | 31 31      |              | 31                            | 31       |  |
|                                       | March      | December     | March                         | December |  |
|                                       | 2016       | 2015         | 2016                          | 2015     |  |
| Trade receivables - related parties   |            |              |                               |          |  |
| Aged on the basis of due dates        |            |              |                               |          |  |
| Not yet due                           | 2,030      | 3,203        | 2,030                         | 3,597    |  |
| Past due                              |            |              |                               |          |  |
| 1 - 3 months                          | 2,138      | 483          | 2,140                         | 521      |  |
| 4 - 6 months                          | -          | 382          | 40                            | 50       |  |
| 7 - 12 months                         | -          | 8            | 72                            | 22       |  |
| Over 12 months                        | -          | 14           | 6,174                         | 6,188    |  |
| Total                                 | 4,168      | 4,090        | 10,456                        | 10,378   |  |
| Less: Allowance for doubtful accounts | -          | -            | (6,288)                       | (6,288)  |  |
| Net                                   | 4,168      | 4,090        | 4,168                         | 4,090    |  |
|                                       |            |              |                               |          |  |

(Unit: Thousand Baht)

|   |            |                        | (Onit: Thousand Dant) |                               |  |  |
|---|------------|------------------------|-----------------------|-------------------------------|--|--|
|   | Consolidat | Consolidated financial |                       | Separate financial statements |  |  |
|   | stater     | ments                  |                       |                               |  |  |
|   | 31         | 31                     | 31                    | 31                            |  |  |
|   | March      | December               | March                 | December                      |  |  |
|   | 2016       | 2015                   | 2016                  | 2015                          |  |  |
| Trade receivables - unrelated parties   |            |                        |                       |                               |  |  |
| Aged on the basis of due dates          |            |                        |                       |                               |  |  |
| Post dated cheques                      | 2,236      | 2,469                  | 2,236                 | 2,469                         |  |  |
| Not yet due                             | 122,700    | 108,339                | 122,700               | 108,339                       |  |  |
| Past due                                |            |                        |                       |                               |  |  |
| 1 - 3 months                            | 97,324     | 77,635                 | 97,324                | 77,635                        |  |  |
| 4 - 6 months                            | 3,354      | 1,739                  | 3,354                 | 1,739                         |  |  |
| 7 - 12 months                           | 2,158      | 2,026                  | 2,158                 | 2,026                         |  |  |
| Over 12 months                          | 3,956      | 3,913                  | 3,956                 | 3,913                         |  |  |
| Returned cheques                        | 2,176      | 1,442                  | 2,176                 | 1,442                         |  |  |
| Total                                   | 233,904    | 197,563                | 233,904               | 197,563                       |  |  |
| Less: Allowance for doubtful accounts   | (3,386)    | (3,237)                | (3,386)               | (3,237)                       |  |  |
| Net                                     | 230,518    | 194,326                | 230,518               | 194,326                       |  |  |
| Other receivables                       |            |                        |                       |                               |  |  |
| Advances to related persons and parties | 15,489     | 22,121                 | 25,308                | 31,748                        |  |  |
| Other receivables                       | 9,848      | 10,295                 | 9,832                 | 10,271                        |  |  |
| Total                                   | 25,337     | 32,416                 | 35,140                | 42,019                        |  |  |
| Less: Allowance for doubtful accounts   | (8,169)    | (8,169)                | (17,979)              | (17,785)                      |  |  |
| Net                                     | 17,168     | 24,247                 | 17,161                | 24,234                        |  |  |
| Total trade and other receivables - net | 251,854    | 222,663                | 251,847               | 222,650                       |  |  |
|   |            |                        |                       |                               |  |  |

On 22 December 2014, the Company entered into an agreement to sell all of the inventories, that are related to the project to upgrade the 470MHz Mobile Telephone Network to CDMA2000 1X to a non-related party at a price of Baht 28.1 million (including VAT). This agreement requires the buyer to make payment to the Company in monthly installments, within 10 years. As at 31 March 2016, the Company had such account receivable balance of Baht 23.3 million (31 December 2015: Baht 24.0 million), with the portion due in over 12 months amounting to Baht 20.7 million (31 December 2015: Baht 21.3 million) and the balance was classified as other non-current assets in statements of financial position.

#### 4. Related party transactions

During the periods, the Company and its subsidiaries had significant business transactions with related parties, which have been concluded on commercial terms and bases agreed upon in the ordinary course of business between the Company and those companies.

| Name of related parties       | Relationship with the Company     |
|-------------------------------|-----------------------------------|
| My Bus Co., Ltd.              | Subsidiary                        |
| J KOS Laboratories Co., Ltd.  | Subsidiary                        |
| The Iconic Property Co., Ltd. | Associate                         |
| Karmarts Vietnam Co., Ltd.    | Joint venture                     |
| Karmarts Malaysia Sdn. Bhd.*  | Related company                   |
| June Laboratories Co., Ltd.   | Common shareholder/ director with |
|                               | the subsidiary                    |

The relationship between the Company and the related parties is summarised below.

\* The Company has planned to invest in that company as discussed in Note 8.

Such significant transactions are summarised below.

|                                 | Consolidated        |          | Separate                |           |                         |
|---------------------------------|---------------------|----------|-------------------------|-----------|-------------------------|
| _                               | financial st        | atements | financial st            | tatements | _                       |
|                                 | For the three-month |          | For the thr             | ee-month  |                         |
|                                 | periods             | ended    | periods                 | ended     |                         |
|                                 | 31 March            |          | 31 M                    | arch      | Transfer Pricing Policy |
|                                 | <u>2016</u>         | 2015     | <u>2016</u> <u>2015</u> |           |                         |
| Transactions with subsidiaries  |                     |          |                         |           |                         |
| (Eliminated from consolidated   | financial statem    | nents)   |                         |           |                         |
| Interest income                 | -                   | -        | 193                     | 194       | 1.50 percent per annum  |
| Purchases of goods              | -                   | -        | 22                      | -         | Near market price       |
| Management fee income           | -                   | -        | 270                     | -         | Contract price          |
| Rental income                   | -                   | -        | 247                     | -         | Contract price          |
| Transactions with associate an  | nd joint venture    |          |                         |           |                         |
| Interest income                 | 42                  | -        | 42                      | -         | 1.50 percent per annum  |
| Transactions with related perso | ons and compa       | inies    |                         |           |                         |
| Sales of goods                  | 5,083               | 47       | 5,083                   | 47        | Near market price       |
| Purchases of goods              | 820                 | 690      | 820                     | 690       | Near market price       |
| Interest income                 | -                   | 3        | -                       | 3         | 1.50 percent per annum  |
| Interest expenses               | -                   | 187      | -                       | 187       | 9 percent per annum     |

The outstanding balances of the related transactions as at 31 March 2016 and 31 December 2015 have been shown in the statements of financial position as follows:

| (Unit: | Thousand | Baht) |
|--------|----------|-------|
|--------|----------|-------|

|   | Consolidate    | ed financial         | Separate financial |          |  |
|---|----------------|----------------------|--------------------|----------|--|
|   | stater         | ments                | stater             | nents    |  |
|   | 31             | 31                   | 31                 | 31       |  |
|   | March          | December             | March              | December |  |
|   | 2016           | 2015                 | 2016               | 2015     |  |
| Trade and other receivables - related per | sons and par   | <u>ties</u> (Note 3) |                    |          |  |
| Joint venture                             | 2,427          | -                    | 2,427              | -        |  |
| Associate                                 | 64             | 22                   | 64                 | 22       |  |
| Subsidiary                                | -              | -                    | 16,109             | 15,915   |  |
| Related companies                         | 4,168          | 6,523                | 4,168              | 6,523    |  |
| Director                                  | 12,997         | 19,666               | 12,997             | 19,666   |  |
| Total                                     | 19,656         | 26,211               | 35,765             | 42,126   |  |
| Less: Allowance for doubtful accounts -   |                |                      |                    |          |  |
| subsidiary                                |                | -                    | (16,109)           | (15,915) |  |
| Net                                       | 19,656         | 26,211               | 19,656             | 26,211   |  |
| Short-term loans to related parties       |                |                      |                    |          |  |
| Associate                                 | 52,931         | 2,656                | 52,931             | 2,656    |  |
| Subsidiary                                | -              | -                    | 51,662             | 51,662   |  |
| Total                                     | 52,931         | 2,656                | 104,593            | 54,318   |  |
| Less: Allowance for doubtful accounts -   |                |                      |                    |          |  |
| subsidiary                                |                | -                    | (45,099)           | (43,845) |  |
| Net                                       | 52,931         | 2,656                | 59,494             | 10,473   |  |
| Trade and other payables - related perso  | ons and partie | <u>s</u> (Note 15)   |                    |          |  |
| Trade payables - related party            | 517            | 42                   | 517                | 42       |  |
| Accrued management benefits               | 300            | 1,000                | 300                | 1,000    |  |
| Total                                     | 817            | 1,042                | 817                | 1,042    |  |
|   |                |                      |                    |          |  |

During the current period, the balances of loans to related parties and the movements are as follows:

(Unit: Thousand Baht)

|                                  |                     | Consolidated financial statements |                   |              |          |  |  |
|----------------------------------|---------------------|-----------------------------------|-------------------|--------------|----------|--|--|
|                                  |                     |                                   |                   | Increase in  |          |  |  |
|                                  |                     |                                   |                   | allowance    |          |  |  |
|                                  | 1 January           |                                   |                   | for doubtful | 31 March |  |  |
|                                  | 2016                | Increase                          | Decrease          | accounts     | 2016     |  |  |
| Short-term loans to related part | <b>Y</b>            |                                   |                   |              |          |  |  |
| Associate                        |                     |                                   |                   |              |          |  |  |
| The Iconic Property Co.,Ltd.     | 2,656               | 50,275                            | -                 | -            | 52,931   |  |  |
|                                  | (Unit: Thousand Bah |                                   |                   |              |          |  |  |
|                                  |                     | Separa                            | te financial stat | ements       |          |  |  |
|                                  |                     |                                   |                   | Increase in  |          |  |  |
|                                  |                     |                                   |                   | allowance    |          |  |  |
|                                  | 1 January           |                                   |                   | for doubtful | 31 March |  |  |
|                                  | 2016                | Increase                          | Decrease          | accounts     | 2016     |  |  |
| Short-term loans to related part | ties                |                                   |                   |              |          |  |  |
| Associate                        |                     |                                   |                   |              |          |  |  |
| The Iconic Property Co.,Ltd.     | 2,656               | 50,275                            | -                 | -            | 52,931   |  |  |
| Subsidiary                       |                     |                                   |                   |              |          |  |  |
| My Bus Co.,Ltd.                  | 7,817               | -                                 | -                 | (1,254)      | 6,563    |  |  |
| Total                            | 10,473              | 50,275                            | -                 | (1,254)      | 59,494   |  |  |

As at 31 March 2016 and 31 December 2015, short-term loans to such associate and subsidiary mature at call and carry interest at a rate of 1.5 percent per annum.

## **Directors and management benefits**

During the three-month periods ended 31 March 2016 and 2015, the Company and its subsidiaries had employee benefit expenses of their directors and management as below.

|                              | (Unit: Million Baht)    |   |  |  |
|------------------------------|-------------------------|---|--|--|
|                              | Consolidated / Separate |   |  |  |
|                              | financial statements    |   |  |  |
|                              | <u>2016</u> <u>2018</u> |   |  |  |
| Short-term employee benefits | 5                       | 5 |  |  |
| Post-employment benefits     | 2                       | 2 |  |  |
| Total                        | 7                       | 7 |  |  |

## 5. Inventories

Movements in the allowance for reducing cost of inventories to net realisable value during the three-month period ended 31 March 2016 are summarised below.

|  | (Unit: Thousand Baht)   |
|--|-------------------------|
|  | Consolidated / Separate |
|  | financial statements    |
| Balance as at 1 January 2016               | 15,130                  |
| Increase in allowance for reducing cost of |                         |
| inventories to net realisable value        | 2,719                   |
| Balance as at 31 March 2016                | 17,849                  |

#### 6. Current Investments

(Unit: Thousand Baht)

|   | Conso    | Consolidated / Separate financial statements |                  |            |  |  |
|---|----------|--|------------------|------------|--|--|
|   | 31 Marcl | n 2016                                       | 31 December 2015 |            |  |  |
|   | Cost     | Fair value                                   | Cost             | Fair value |  |  |
| Trading securities - ordinary shares    | 10,648   | 11,310                                       | 27,884           | 26,500     |  |  |
| Unrealised gain (loss) from revaluation |          |  |                  |            |  |  |
| of investments                          | 800      |  | (1,246)          |            |  |  |
| Allowance for impairment on current     |          |  |                  |            |  |  |
| investments                             | (138)    | -  | (138)            |            |  |  |
| Investments in trading securities - net | 11,310   |  | 26,500           |            |  |  |
| Bank deposit                            | -        | -  | 50,000           |            |  |  |
| Total current investments - net         | 11,310   | =  | 76,500           |            |  |  |

As at 31 December 2015, the Company had an eight-month special savings deposit amounting to Baht 50 million which carried interests at the rate of 1 - 6.5 percent per annum (31 March 2016: Nil).

During the three-month period ended 31 March 2016, the Company sold trading securities with book value totaling Baht 48.14 million (2015: Nil) and recognised gain (after tax) on sale amounting to Baht 1.32 million (2015: Nil) in profit or loss.

## 7. Other current assets

Allowance for impairment on other current assets amounted to Baht 2.55 million as of 31 March 2016 and 31 December 2015.

## 8. Investments in joint venture

Investments in joint venture represent investments in entity which is jointly controlled by the Company and other party. Details of these investments are as follows:

(Unit: Thousand Baht)

|                                     |   |                          |             | nts           |       |          |           |                           |
|-------------------------------------|---|--------------------------|-------------|---------------|-------|----------|-----------|---------------------------|
| Joint venture's<br>name             | Nature of business                      | Country of incorporation | Shareholdir | ng percentage | C     | Cost     |           | mounts based<br>ty method |
|                                     |   |                          | 31          | 31            | 31    | 31       | 31        | 31                        |
|                                     |   |                          | March       | December      | March | December | March     | December                  |
|                                     |   |                          | 2016        | 2015          | 2016  | 2015     | 2016      | 2015                      |
|                                     |   |                          | %           | %             |       |          |           |                           |
| Karmarts Vietnam<br>Company Limited | Distribution of<br>cosmetic<br>products | Vietnam                  | 49          | -             | 3,563 | -        | 3,129     | -                         |
|                                     |   |                          |             |               |       |          | (Unit: TI | housand Baht)             |

Separate financial statements Country of Shareholding percentage Nature of business incorporation Joint venture's name Cost 31 March 31 December 31 March 31 December 2016 2015 2016 2015 % % Karmarts Vietnam Distribution of Company Limited cosmetic products Vietnam 49 3,563

On 20 January 2016, the Company paid for an investment in Karmarts Vietnam Company Limited, registered and established in Vietnam, in a total of USD 98,000 or approximately Baht 3.56 million. As a result, the Company holds 49% of the issued and paid-up shares at USD 200,000 in this company. The Company has recorded the investments in this company as investments in joint venture since the investment date.

Investments in this joint venture were determined on the basis of financial information provided by this company's management. This was unaudited by its external auditor due to time constraints.

On 23 February 2015, the Company engaged in the Memorandum of Understanding to establish Karmarts Malaysia Sdn. Bhd., the new joint venture in Malaysia which the Company will hold 51,000 ordinary shares (or 51% of the total 100,000 issued and paid-up shares) at MYR 10 per share, or a total of MYR 510,000 or approximately Baht 4.9 million. The said joint venture has been in the process of registration.

As at 31 March 2016, the Company had commitments amounting to USD 98,000 in respect of the unpaid shares in Karmarts Vietnam Company Limited (31 December 2015: Nil).

## 9. Investments in associate

Company Limited

development

(Unit: Thousand Baht)

|                     |             |               |               | Con        | solidated fir | nancial statem  | ents       |                |
|---------------------|-------------|---------------|---------------|------------|---------------|-----------------|------------|----------------|
|                     | Nature of   | Country of    |               |            |               |                 | Carrying   | amounts based  |
| Company's name      | business    | incorporation | Shareholding  | percentage | C             | Cost            | on eq      | uity method    |
|                     |             |               | 31            | 31         | 31            | 31              | 31         | 31             |
|                     |             |               | March         | December   | March         | December        | March      | December       |
|                     |             |               | 2016          | 2015       | 2016          | 2015            | 2016       | 2015           |
|                     |             |               | %             | %          |               |                 |            |                |
| The Iconic Property | Properties  |               |               |            |               |                 |            |                |
| Company Limited     | development | Thailand      | 33.33         | 33.33      | 71,030        | 71,030          | 70,597     | 70,668         |
|                     |             |               |               |            |               |                 | (Unit:     | Thousand Baht) |
|                     |             |               |               |            | Sepa          | arate financial | statements |                |
|                     |             |               | Country of    |            |               |                 |            |                |
| Company's name      | e Natur     | e of business | incorporation | Shareho    | lding percer  | ntage           | C          | ost            |
|                     |             |               |               | 31 March   | 31 De         | ecember         | 31 March   | 31 December    |
|                     |             |               |               | 2016       | 2             | 015             | 2016       | 2015           |
|                     |             |               |               | %          |               | %               |            |                |
| The Iconic Property | Propert     | ies           |               |            |               |                 |            |                |

During the current period, the said associate established its three subsidiaries which are The Iconic Property Charan Sanit Wong13 Co., Ltd., The Iconic Property Phetkasem Co., Ltd., and Bangwaek Condominium Co., Ltd.. The subsidiaries have a registered share capital of Baht 1 million each and are engaged in property development business.

Thailand

33.33

33 33

71,030

9

71,030

### 10. Investments in subsidiaries

|                              | Paid-up           | Shareholding | Separate financial statements |                  |  |
|------------------------------|-------------------|--------------|-------------------------------|------------------|--|
| Company's name               | share capital     | percentage   | Cost method                   |                  |  |
|                              | Million Baht      | Percent      | 31 March 2016                 | 31 December 2015 |  |
| My Bus Company Limited       | 9.20              | 95.16        | 9,173                         | 9,173            |  |
| J KOS Laboratories           |                   |              |                               |                  |  |
| Company Limited              | 3.25              | 70.00        | 2,500                         | 2,500            |  |
| Total                        |                   |              | 11,673                        | 11,673           |  |
| Less: Allowance for impairme | ent               |              |                               |                  |  |
| on investments - My Bu       | is Company Limite | d            | (9,173)                       | (9,173)          |  |
| Net                          |                   |              | 2,500                         | 2,500            |  |

(Unit: Thousand Baht)

As at 31 March 2016 and 31 December 2015, the Company had commitments amounting to approximately Baht 55 million and Baht 4.5 million in respect of the unpaid shares in My Bus Company Limited and J KOS Laboratories Company Limited, respectively.

### 11. Investment properties

Movements of the investment properties during the three-month period ended 31 March 2016 were as summarised below.

|   | (Unit: Thousand Baht)   |
|---|-------------------------|
|   | Consolidated / Separate |
|   | financial statements    |
| 1 January 2016                                      | 115,000                 |
| Increase/(decrease) in fair value during the period | -                       |
| 31 March 2016                                       | 115,000                 |

During the year 2015, the Company transferred some of the land and buildings which had been used for in the provision of warehouse rental services to be used as its own factory and as warehousing space, as discussed in Note 12.

The majority of investment properties were placed as collateral for short-term and long-term credit facilities granted by commercial banks.

#### 12. Property, plant and equipment

|   |                      | (Unit: Thousand Baht) |
|---|----------------------|-----------------------|
|   | Consolidated         | Separate              |
|   | financial statements | financial statements  |
| <u>Cost</u>                             |                      |                       |
| 1 January 2016                          | 377,756              | 309,718               |
| Acquisitions                            | 6,963                | 6,963                 |
| Transfer to inventories                 | (121)                | (121)                 |
| Transfer to intangible assets           | (1,825)              | (1,825)               |
| Disposals / write-off                   | (1,545)              | (1,545)               |
| 31 March 2016                           | 381,228              | 313,190               |
| Accumulated depreciation                |                      |                       |
| 1 January 2016                          | 132,039              | 88,005                |
| Depreciation during the period          | 6,403                | 5,831                 |
| Depreciation of disposals / write-off / |                      |                       |
| transfer-out                            | (2,739)              | (2,739)               |
| 31 March 2016                           | 135,703              | 91,097                |
| Allowance for impairment                |                      |                       |
| 1 January 2016                          | 16,627               | -                     |
| Impairment during the period            | -                    | -                     |
| 31 March 2016                           | 16,627               | -                     |
| <u>Net book value</u>                   |                      |                       |
| 1 January 2016                          | 229,090              | 221,713               |
| 31 March 2016                           | 228,898              | 222,093               |

The Company arranged for independent professional valuers to appraise the value of the land at the end of year 2015. The land was revalued using the market approach. The Company recorded the resulting increase in asset value, totaling of approximately Baht 42.7 million, in "Surplus on revaluation of assets" in the statement of changes in shareholders' equity for the year 2015.

Had the land been carried in the financial statements based on historical cost, its net book value as of 31 March 2016 would have been Baht 56.6 million (31 December 2015: Baht 53.3 million).

As at 31 March 2016, the Company had vehicles under finance lease agreements with net book value amounting to Baht 8.4 million (31 December 2015: Baht 9.4 million).

(Unit: Thousand Baht)

As at 31 March 2016, certain items of buildings and equipment are fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation and allowance for impairment of those assets amounted to approximately Baht 44.7 million (The Company only: Baht 44.6 million) (31 December 2015: Baht 42.3 million, the Company only: Baht 42.2 million).

During the year 2015, the Company transferred some of the land and buildings which had been used for the provision of warehouse rental service and previously recorded as investment properties to be used as its own factory and as warehousing space, because the purpose of using these assets changed, as discussed in Note 11.

The Company has placed a majority of its land with structures thereon as collateral for short-term and long-term credit facilities granted by commercial banks.

#### 13. Intangible assets

Movements of the intangible assets during the three-month period ended 31 March 2016 were summarised below.

|                                     | Consolidated         | Separate             |
|-------------------------------------|----------------------|----------------------|
|                                     | financial statements | financial statements |
| Net book value as at 1 January 2016 | 9,466                | 8,059                |
| Acquisitions                        | 6,058                | 6,058                |
| Transfer from equipment - net book  |                      |                      |
| value                               | 360                  | 360                  |
| Write off - net book value          | (11)                 | (11)                 |
| Amortisation during the period      | (1,740)              | (1,317)              |
| Net book value as at 31 March 2016  | 14,133               | 13,149               |

#### 14. Bank overdrafts and short-term loans from banks

Bank overdrafts and short-term loans from banks are secured by the mortgage of the Company's land with structures thereon and investment properties. Short-term loans from banks are guaranteed by a certain director of the Company.

#### 15. Trade and other payables

|                                      |           |                        | (Unit: Thousand Bal |             |  |  |
|--------------------------------------|-----------|------------------------|---------------------|-------------|--|--|
|                                      | Consolida | Consolidated financial |                     | e financial |  |  |
|                                      | state     | ements                 | statements          |             |  |  |
|                                      | 31 March  | 31 December            | 31 March            | 31 December |  |  |
|                                      | 2016      | 2015                   | 2016                | 2015        |  |  |
| Trade payables - related parties     | 517       | 42                     | 517                 | 42          |  |  |
| Trade payables - unrelated parties   | 10,159    | 8,413                  | 10,138              | 8,409       |  |  |
| Other payables - unrelated parties   | 28,573    | 8,237                  | 28,470              | 6,167       |  |  |
| Accrued expenses - unrelated parties | 41,545    | 39,871                 | 39,581              | 39,820      |  |  |
| Accrued management benefits          | 300       | 1,000                  | 300                 | 1,000       |  |  |
| Total trade and other payables       | 81,094    | 57,563                 | 79,006              | 55,438      |  |  |

## 16. Statutory reserve

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

### 17. Income tax

Interim corporate income tax was calculated on profit before income tax for the period, using the estimated effective tax rate for the year.

Income tax expenses for the three-month periods ended 31 March 2016 and 2015 are made up as follows:

|   | (Unit: Thousand Bah     |         |  |
|---|-------------------------|---------|--|
|   | Consolidated / Separate |         |  |
|   | financial statements    |         |  |
|   | 2016 2015               |         |  |
| Current income tax:   |                         |         |  |
| Interim corporate income tax                                | 18,468                  | 16,394  |  |
| Deferred tax:   |                         |         |  |
| Temporary differences relating to deferred tax and reversal | 1,597                   | (1,664) |  |
| Income tax expenses reported in the income statement        | 20,065                  | 14,730  |  |

#### 18. Earnings per share

Basic earnings per share is calculated by dividing profit for the period attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the period.

#### 19. Foreign currency risk

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The Company is exposed to foreign currency risk arising mainly from purchases of finished goods and equipment that are denominated in foreign currencies.

The significant balances of financial assets and liabilities denominated in foreign currencies are summarised below.

| Foreign   |                  |             |                       |             |                       |              |  |
|-----------|------------------|-------------|-----------------------|-------------|-----------------------|--------------|--|
| currency  | Financial assets |             | Financial liabilities |             | Average exchange rate |              |  |
|           | 31 March         | 31 December | 31 March              | 31 December | 31 March              | 31 December  |  |
|           | 2016             | 2015        | 2016                  | 2015        | 2016                  | 2015         |  |
|           | (Million)        | (Million)   | (Million)             | (Million)   | (Baht p               | er 1 foreign |  |
|           |                  |             |                       |             | curre                 | ency unit)   |  |
| US dollar | -                | -           | 4.4                   | 3.8         | 35.4074               | 36.2538      |  |

### 20. Fair value of financial instruments

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

#### Fair value hierarchy

In applying the above-mentioned valuation techniques, the Company and its subsidiaries endeavor to use relevant observable inputs as much as possible. TFRS 13 *Fair Value Measurement* establishes a fair value hierarchy categorising such inputs into three levels as follows:

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

As at 31 March 2016 and 31 December 2015, the Company and its subsidiaries had the following assets that were measured at fair value using different levels of inputs as follows:

|   | (Unit: Thousand Baht)                        |        |  |  |
|---|--|--------|--|--|
|   | Consolidated / Separate Financial Statements |        |  |  |
|   | Level 1                                      |        |  |  |
|   | 31 March 2016 31 Decem                       |        |  |  |
| Financial assets measured at fair value |  |        |  |  |
| Investments in trading securities       | 11,310                                       | 26,500 |  |  |

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

## 21. Commitments and contingent liabilities

## 21.1 Operating lease and service agreements commitments

The Company and its subsidiaries have entered into several lease agreements in respect of the lease of land, building space, vehicle and service agreements. The terms of the non-cancellable agreements are generally between 1 and 3 years.

Future minimum payments required under these non-cancellable operating lease and service agreements were as follows:

|                 |                      | (Unit: Million Baht) |
|-----------------|----------------------|----------------------|
|                 | <u>31 March 2016</u> | 31 December 2015     |
| Payable within: |                      |                      |
| 1 year          | 12.6                 | 5.4                  |
| 2 to 3 years    | 1.2                  | 1.2                  |

## 21.2 Commitments in respect of purchases of finished goods and capital expenses

As at 31 March 2016, the Company had commitment in respect of purchases of finished goods, equipment and computer programs of approximately USD 0.2 million (31 December 2015: Baht 5.9 million and USD 0.2 million).

## 21.3 Guarantees

As at 31 March 2016 and 31 December 2015, there were outstanding bank guarantees of Baht 0.5 million issued by the banks on behalf of the Company and its subsidiaries in respect of certain performance bonds as required in the normal course of business.

As at 31 March 2016 and 31 December 2015, the Company had a guarantee commitment in respect of a bank guarantee provided on behalf of StarCom Co., Ltd. amounting to Baht 10 million.

## 22. Segment information

The Company and its subsidiaries are organised into business units based on its products and services. During the current period, the Company and its subsidiaries have changed the organisation of their reportable segments by cancellation of manufacture and distribution of NGV cars and gas tank business segment.

The following tables present revenue and profit information regarding the Company and its subsidiaries' operating segments for the periods of three months ended 31 March 2016 and 2015, respectively.

Manufacture and Warehouse rental distribution of and Consolidated consumer products Bus service warehouse service Total reportable Adjustments and financial eliminations statements segment operator segment segment segments For the three months ended 31 March 2016 Sales and service income 323,811 802 3,914 328,527 328,527 Revenue from external customers -Inter-segment revenue --323,811 802 3,914 328,527 328,527 Total revenue -**Operating results** 78,286 (1,460) 3,780 80,606 1,544 82,150 Segment profit (loss) 9,477 Other income Loss on sale of assets (89) Share of loss from investments in joint venture and associate (470) Finance cost (2,850) Profit before income tax expenses 88,218 (20,065) Income tax expenses Net profit for the period 68,153

|   | Manufacture and   |                  | Warehouse rental  |                  |                 |              |
|---|-------------------|------------------|-------------------|------------------|-----------------|--------------|
|   | distribution of   |                  | and               |                  |                 | Consolidated |
|   | consumer products | Bus service      | warehouse service | Total reportable | Adjustments and | financial    |
|   | segment           | operator segment | segment           | segments         | eliminations    | statements   |
| For the three months ended 31 March 2015    |                   |                  |                   |                  |                 |              |
| Sales and service income                    |                   |                  |                   |                  |                 |              |
| Revenue from external customers             | 290,657           | 6                | 4,975             | 295,638          | -               | 295,638      |
| Inter-segment revenue                       | -                 | -                | -                 | -                | -               | -            |
| Total revenue                               | 290,657           | 6                | 4,975             | 295,638          | -               | 295,638      |
| Operating results                           |                   |                  |                   |                  |                 |              |
| Segment profit (loss)                       | 47,940            | (6,333)          | 4,486             | 46,093           | 9,401           | 55,494       |
| Other income                                |                   |                  |                   |                  |                 | 4,393        |
| Loss on sale of assets                      |                   |                  |                   |                  |                 | (964)        |
| Share of loss from investments in associate |                   |                  |                   |                  |                 | (78)         |
| Finance cost                                |                   |                  |                   |                  |                 | (3,015)      |
| Profit before income tax expenses           |                   |                  |                   |                  |                 | 55,830       |
| Income tax expenses                         |                   |                  |                   |                  |                 | (14,730)     |
| Net profit for the period                   |                   |                  |                   |                  |                 | 41,100       |

The following table presents segment assets of the Company and its subsidiaries' operating segments as at 31 March 2016 and 31 December 2015:

|                        | Manufacture and   |                  | Warehouse rental  |                  |                 |              |
|------------------------|-------------------|------------------|-------------------|------------------|-----------------|--------------|
|                        | distribution of   |                  | and               |                  |                 | Consolidated |
|                        | consumer products | Bus service      | warehouse service | Total reportable | Adjustments and | financial    |
|                        | segment           | operator segment | segment           | segments         | eliminations    | statements   |
| Segment assets         |                   |                  |                   |                  |                 |              |
| As at 31 March 2016    | 1,015,642         | 8,597            | 115,000           | 1,139,239        | (9,287)         | 1,129,952    |
| As at 31 December 2015 | 887,095           | 9,920            | 115,000           | 1,012,015        | (10,832)        | 1,001,183    |

## 23. Event after the reporting period

On 26 April 2016, the Annual General Meeting of Shareholders passed a resolution to approve a year-end dividend payment of Baht 0.07 per share in respect of the operating result of 2015, or a total of Baht 46.2 million. The dividend payment is scheduled for 25 May 2016 and represents a total dividend payment of Baht 0.25 per share, inclusive of the interim dividend of Baht 0.18 per share.

On 13 May 2016, the Company's Board of Directors Meeting passed a resolution to approve the payment of an interim dividend of Baht 0.07 per share, from the operating results of the first quarter of 2016, or a total of Baht 46.2 million. The dividend payment will be made on 10 June 2016.

On 13 May 2016, the Company's Board of Directors Meeting passed a resolution to approve the disposal of its investment in 8,564,511 shares of My Bus Co., Ltd. (a subsidiary), representing a 95.16% shareholding, to a third party. As a result of the transaction, My Bus Co., Ltd. will no longer be a subsidiary of the Company from the disposal date of the investment.

## 24. Approval of interim financial statements

These interim financial statements were authorised for issue by the Audit Committee and the Company's Board of Directors on 13 May 2016.