



More than half of Porcelain Insulators uses in power transmission and distribution grids are our products. A progressive porcelain manufacturing plant with production flow and state-of-the-art raw materials preparation, pug mills and kilns with ISO-9001 Quality Assurance Program allows for the manufacture and marketing of high quality insulators products. Along with product innovation and improvements to make AI an industry leader in the design and production of high quality porcelain insulators.



## AI at a glace

## **Insulators Business**



### Asian Insulators Public Company Limited

Asian Insulators Public Company Limited is progressive porcelain manufacturing plant with production flow and state-of-the-art raw materials preparation, pug mills and kilns with ISO-9001 Quality Assurance Program. This allows for the manufacture and marketing of high quality insulator products. Along with product innovation and improvements to make AI an industry leader in the design and production of high quality porcelain insulators.

## **Engineering Business**



### AI Engineering Services Company Limited

Provides the services for design, supply and installation of high voltage substation, distribution and transmission line system, along with project management with discipline engineers. AI Engineering Services is a market leader providing industrial maintenance, construction and engineering services to the water, power, and communications industries with over 10 years successfully delivered major infrastructure solutions. AI Engineering Services values safety, teamwork, honest and open communication, outstanding customer service and integrity. These fundamental beliefs are applied at all levels throughout the organization.

### **Alternative Energy and Vegetable Oil Business**



### AI Energy Public Company Limited

One of the largest refineries crude palm oil to biodiesel (B100) as an alternative energy source. A refinery plant with the continuous process nd friendly to environment. Biodiesel can be used as a substitution for diesel oil as it is commonly use in trucks, and ships for transportation. The

benefit of biodiesel is reduced dependence on foreign oil sustainability, it is non-toxic and biodegradable, promotes economic development, produces lower emissions, and extended engine life. Another refinery plant, with 800 tons capacity per day for refinning crude palm oil to vegetable oil for both domestic and export with "Pamola" brand.



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# Financial Highlights (Consolidated Financial Statement)

Financial Statements	2015	2014	2013
Statement of Income (Million Baht)			
• Net Sales	4,361.27	5,550.66	5,019.91
• Total Revenues	4,381.89	5,579.42	5,043.06
Gross Profit	354.01	596.99	708.15
• Profit before Interest and Income Tax Expenses	154.39	405.48	519.74
Net Profit	144.49	324.92	264.17
Balance Sheets (Million Baht)			
• Total Assets	3,632.72	3,742.90	4,265.12
• Total Liabilities	561.59	794.02	591.19
• Total Shareholders' Equity	3,071.13	2,948.88	3,673.93
Financial Ratio			
Gross Profit Margin	8.12	10.76	14.11
Net Profit Margin	3.30	5.82	5.24
• Return on Equity	4.70	11.02	7.19
Return on Assets	3.98	8.68	6.19
Operating Result Per Share			
Net Profit per Share	0.06	0.58	0.52
Book Value per Share	1.10	5.90	7.35



# **Company and Business Profile**

Company's name	Asian Insulators Public Company Limited
Year of establishment	1981
Stock code	AI
Registration No.	0107547000265
Type of business	Manufacturer and distribution of Porcelain Insulators
Head Office Address	254 Seri Thai Road, Kannayaow, Bangkok 10230
Tel.	0-2517-1451 0-2517-1026 0-2517-9447-8 และ 0-2517-8597-9
Fax.	0-2517-1465, 0-2540-0993
e-mail	asian@asianinsulators.com
Website	http://www.asianinsulators.com
Registered capital	700,000,000 Baht
Paid – up capital	699,999,021 Baht
Comprise of	700,000,000 ordinary shares, Baht 0.25 per value
Factory address	99 Moo 2, Asia Road km. 70-71, Thambon Baan Morh, Amphure
	Prom Buri, Sing Buri 16120
Tel.	0-3659-9753-5 , 0-3659-9757
Fax.	0-3659-9756
Year of being listed in SET	2004
Contacts	Investor Relations Tel. 66-25171451
	e-mail: ir@asianinsulators.com
Auditors	1. Mr. Vichai Ruchtanont Certified Public Accountant No.4054
	2. Mr. Atipong Atpongsalul Certified Public Accountant No.3500
	3. Mr.Sathen Vongsnan Certified Public Accountant No.3495
	4. Miss Kultida Pasurakul Certified Public Accountant No.5946
	5. Mr.Yuttapong Chuamuangpan Certified Public Accountant No.9445
	from ANS Audit Co.,Ltd. 100/72, 22 <sup>nd</sup> Floor, 100/2 Vongvanij Building
	B, Rama 9 Rd., Huaykwang, Bangkok 10310Thailand. Tel : 0-2645-
	0109 Fax : 0-2645-0110



Asian Insulators Public Company Limited (AI) founded on 12 May 1981 with a commitment to manufacture and distribute of high quality porcelain insulators products for electricity distribution and transmission lines.

### **Subsidiaries**

AI Engineering Services Company Limited (AIES) founded on 17 September 1992. The main business is an engineering contractor for construction of high voltage substations and high voltage transmission lines, with a stakeholder of 99.84% with the registered capital of 200 million Baht.

AI Energy Public Company Limited (AIE) was found in October 2006. The main business is alternative energy manufacturer and vegetable oil refinery, with a 59.59.00 % stakeholder with registered capital of 1,130 million Baht.

### Joint Venture Company

PPC Asian Insulators Company Limited (PPCAI) was established on 23 February 2004 with the registered capital of 263 million Baht. PPCAI is a Joint Venture Company between Asian Insulators Public Company Limited (AI) and PPC Insulators Holding GmbH (PPC), Austria with 25.10% and 74.90% stake respectively. PPC Insulators Holding GmbH (PPC), Austria invested into this Joint Venture Company via Porzellanfabrik Frauenthal Insulators GmbH (PFI), its subsidiary company.

Asian Insulators Public Company Limited and PPC Insulators Holding GmbH (PPC), Austria had signed the Joint Venture agreement on January 30<sup>th</sup>, 2004 with the common goal to manufacturer and distribute of porcelain Insulators to PPC Insulators Holding GmbH (PPC). The agreement has specified the distribution right for the company to act as representative to sell and distribute porcelain insulators to Thailand, Laos, Myanmar, Cambodia and Vietnam.

The Joint Venture Company shall manufacture the Porcelain Insulators according to ANSI and IEC standard for export only. The production technology will be supported by both companies



## Message from Chairman



Asian Insulators Public Company Limited and its subsidiaries have derived 4,381.89 million Baht in Total revenues in year 2015, 21.46 % decrease from the previous year, Earning Before Interest and Income tax expenses (EBIT) equal to 154.39 million Baht, a 3.52 % of the total revenue, 144.49 million Baht in net profit, a 3.30 % of the total revenues. The earnings per share was 0.06 Baht.

Porcelain Insulators business derived revenue 820.26 million Baht, Increased by million Baht 696.97, a 17.69 % increase from last year., as the demand increased for Porcelain Insulators for year 2015.

The Engineering business, or the subsidiary with the revenue of 28.90 million Baht, as the early stage of the construction contract.

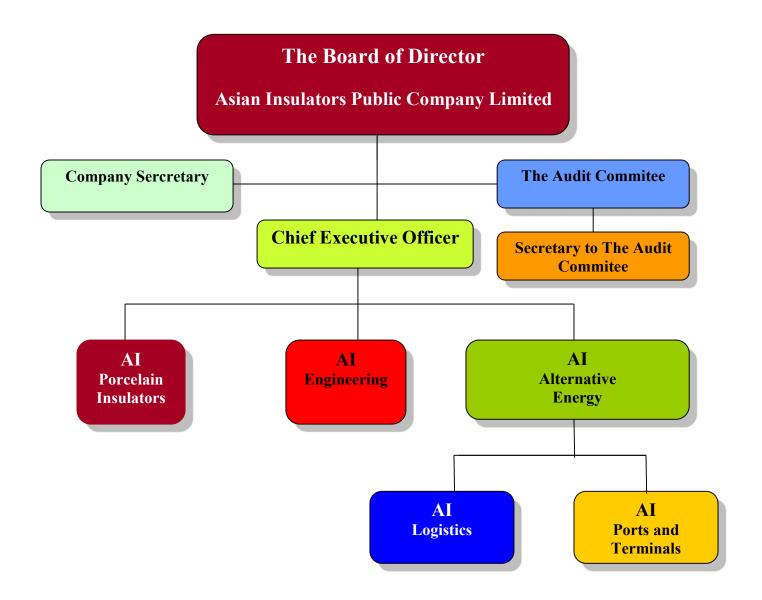
The Alternative energy and Vegetable Oil business derived revenue from sale of biodiesel and its by-products of 3,512.10 million Baht, a 22.92 % decreased from year 2014.

Asian Insulators Public Company Limited Group managed under the corporate governance with a firm commitment to ethical transaction with the improvement of life and environment. On behalf of the Company, we sincerely thank the shareholders, customers, business partners, financial institutions, and employees for entrusting the Company with these responsibilities and for supporting the Company through the year.

Narong Thareratanavibool Chairman



## **Business Structure**





## **Board of Directors**

Roles and Responsibility of the Board of Directors.

The Board of Directors holds responsibilities for all the Company's shareholders. Each director represents all shareholders and takes part in supervisory and regulatory functions in the Company's operations, independent and impartial manner, for the benefits of all shareholders and other stakeholders. The Board has roles and responsibilities stated in the Board of Directors' Charter, which are:

- Board of Directors has the role and responsibilities to the shareholders for the company business and manage as per company objective for maximum benefit to the shareholders with ethical and mutual Benefit.
- Board of Directors shall appoint and authorize Chief Executive Officer to execute the company business plan
- It is a duty of directors to attend every board meeting, except with reasonable excuses.
- The Board of Directors meeting should have regularly every 3 months and scheduled in advance. The Chairman is acting on the behalf chair person in the meeting, prepare the agenda, and make sure that all the reverent information has been received by Directors members within a propitiate time.
- The Chairman of the board should promote prudent consideration and allocate appropriate time for the management to present adequate issues and enough for the directors to broadly discuss important matters with care.
- In the matter of consider any agenda, the Directors has the right to seek out, or request more information, or need advisory from the expert, all the expense shall be bored by the Company.
- The resolution from the meeting shall be recorded; any disagreement in the meeting shall be recorded on the minutes of meeting as well.
- The Board of Directors shall appoint a Company Secretary to support and prepare the agenda, invitation letter, filing and advice to the Board of Directors for any laws, regulation that may concern.
- The Board of Directors should provide a report indicating its responsibilities to prepare financial statements, and be exhibited alongside the auditor's report in the company's annual report.
- The role and responsibilities of Board of Directors are as follow:
  - 1. Approve for strategic planning, execute and company's budget.
  - 2. Approve the operating results each quarter compare to the plan and future tend.
  - 3. Approve the investment, buy or accusation or Joint Venture Agreement for those within the Stock Exchange of Thailand's regulation.
  - 4. Approve on company behalf of any that concern with debts, business strategy, financial, and goodwill.
  - 5. Approve and sign contract agreement on the company behalf of unusual business and important normal business operation.
  - 6. Approve any connected transaction between companies, subsidiary, joint venture, and related person for those which not require the approval from shareholders.
  - 7. Approve any business transaction that has the impact to debt to equity ration more than 1:1



- 8. Approve interim dividend payment.
- 9. Approve any change in accounting method and financial
- 10. Appoint the Company Secretary
- 11. Approve an authorization for Chairman, Chief Executive Officer, or any Directors for any duty. The authorization shall be enforce until further notice.
- 12. Approve the Corporate Governance Policy.
- 13. Authorize to approve on the company behalf for execute any matter as per the laws, company objective, and resolution from the Annual General Meeting.
- 14. Authorize to execute any matters to conform the laws, company's objective, regulation and resolution from the Annual General Meeting of the shareholders.

### **Board of Director Remuneration**

The Company has established a set of well-defined and transparent remuneration policy for Directors. Executive Directors are responsible for reviewing and consideration appropriateness of each director, and the Company financial status, to ensure that remuneration is comparable to other companies. A member of a committee who is also a member of other committees shall receive additional remuneration according to their increased responsibilities.

The Company has already received approval on its remuneration policies from Annual General Meeting of shareholders No. 1/2558, dated April 21, 2015 for the total and not more than 3,500,000 Baht.

Name	2015	2015	2014	2014	2013	2013
	Meeting	Director's	Meeting	Director's	Meeting	Director's
	Allowance	Remunerati	Allowance	Remunerati	Allowance	Remuneratio
	(Baht)	on (Baht)	(Baht)	on (Baht)	(Baht)	n (Baht)
Mr. Narong Thareratanavibool	126,500	303,600	177,100	303,600	202,400	303,600
Mr. Thanit Thareratanavibool	110,000	264,000	154,000	264,000	176,000	264,000
Mr. Kovit Thareratanavibool	110,000	264,000	132,000	264,000	176,000	264,000
Mr. Noppol Thareratanavibool	110,000	264,000	88,000	198,000	-	-
Police General Wichean	202,400	303,600	214,500	268,400	-	-
Potephosree						
Mr. Boonlert Khawcharoenporn	154,000	264,000	242,000	264,000	220,000	264,000
Dr. Veeraphat Phetcharakupt	154,000	264,000	110,000	176,000	-	-
Total	966,900	1,972,200	1,117,600	1,738,000	1,320,000	1,663,200



### **Board of Directors Meetings**

Board of Directors meetings are planned for the entile year for at least one meeting in every four months. The Chairman of the Board issues a meeting along with the meeting agenda and relevant supplementary documents to each Director within prorate time ahead of the meeting.

At each meeting, Directors are openly and freely expresses their opinions and ask for the related document from management. Also the right to seek the advice from consultant or advisors with the cost charge to company account. The Chairman of the Board conclude and take the minutes of each are properly documented and, after approval from the Board is given, are filed for auditing purpose and reference by directors and related persons. In the even of director disagree with the resolution, the minute of meeting shall be documented and recorded in the minute of meeting. Board of directors has appointed a secretary to the Board of director who in charge of record the minute of meeting, agenda, invitation to the meeting, filing, and record.

Self-Assessment of the Board - The Board instituted a review of its individual self-assessment that to help directors review their performance together with issue and obstacles identified during the year. In year 2015, all directors had conducted the self-assessment of the Board for one time.

	Year 2015		Year 2014		Year 2013	
Name	Board of Directors Meeting	Audit Committee Meeting	Board of Directors Meeting	Audit Committee Meeting	Board of Directors Meeting	Audit Committee Meeting
Mr. Narong Thareratanavibool	5/5		6 / 6		8 / 8	
Mr. Thanit Thareratanavibool	5/5		6/6		8 / 8	
Mr. Kovit Thareratanavibool	5/5		5/6		8 / 8	
Mr. Noppol Thareratanavibool	5/5		4 / 6			
Police General Wichean Potephosree	5/5	3/3	5/6	3/4		
Dr.Veeraphat Phetcharakupt	5/5	3 / 3	3 / 6	2/4		
Mr. Boonlert Khawcharoenporn	5/5	3/3	6 / 6	4/4	7 / 8	3 / 4

### **Board of Directors and Audit Committee Meeting Attendance**



Subsidiaries and Related Company					
NameAsian Insulators PCL2.12.22.32					2.4
Mr. Narong Thareratanavibool	Chairman	X	//	//	
Mr. Thanit Thareratanavibool	Chief Executive Officer	//	//	//	
Mr. Kovit Thareratanavibool	Director	//	//		//
Mr. Noppol Thareratanavibool	Director	//		//	
Police General Wichean Potephosree	Director	/			
Mr. Boonlert Khawcharoenporn	Director	/			
Dr.Veeraphat Phetcharakupt	Director	/			

## Details of Directorship of Asian Insulators and Executives in Subsidiaries, and Related Companies

### Comments

- 1. **x** = chairman : / = Director : // = Executive Director
- 2. Companies
  - 2.1 Asian Insulators Public Company Limited
  - 2.2 AI Engineering Services Company Limited
  - 2.3 AI Energy Public Company Limited
  - 2.4 PPC Asian Insulators Company Limited



## **Audit Committee**

Each quarter the Audit Committee reviews the Company's financial reports in conjunction with accounting department and the office of the auditor general, and presents finding to the Board. The Board is accountable for the Companies Group's consolidated financial statements, as well as other financial information (such as report on the Board's responsibility to financial report) presented in the annual report. The financial statements are prepared under generally accepted accounting principles, examined, and certified by the office of the auditor general. Essential information, including financial and non-financial information, is completely and consistently disclosed.

As December 31, 2015. Audit Committee comprised of three persons as follow:-

No.	Name	Position
1.	Police General Wichean Potephosree	Chairman of Audit Committee
2.	Mr. Boonlert Khawcharoenporn	Audit Committee
3.	Dr.Veeraphat Phetcharakupt	Audit Committee

And appointed Mrs. Mattika Chansuwan as a Secretary to Audit Committee.

### The Charter of the Audit Committee

### 1. Qualifications of the Audit Committee

The Audit Committee can freely express their opinions on responsibilities delegated by the Board of Directors, without influence from any individual or group. The qualifications of the Audit Committee are as follows:

- 1.1 Direct or indirect freedom from financial and managerial influences of the company, joint venture or main stockholders.
- 1.2 No direct or indirect connection to the financial or administrative functions of the company, joint venture or major stockholders for at least one year prior to joining the committee. Unless the Board of Directors deems that the relationship does not bias the function and opinions of the Audit Committee.
- 1.3 Not connected to nor relatives of any member of the Board of Directors, administrators or major stockholders.
- 1.4 Not appointed to protect the interests of anyone on the Board of Directors or major stockholders in the organization.

### 2. Composition of the Audit Committee

The state of the Audit Committee is as follows:

2.1 The Audit Committee must consist of members of the Board of Directors and meet the qualifications required by the Stock Exchange of Thailand.



- 2.2 Audit Committee members must be appointed by the Board of Directors.
- 2.3 The Audit Committee shall be composed of at least 3 persons, at least one of whom must have a good knowledge of, and experience in, accounting and finance.
- 2.4 One member of the Audit Committee will be selected and appointed by the Board of directors to be the Chair person.
- 2.5 The manager of the Internal Audit Office will be the secretary of the Audit Committee.

#### 3. Authority

The Audit Committee is responsible for ensuring that the company is run in a clear and honest way. In addition, the committee has to inspect the performances of the Chief Executive Officer and administrators so as to make sure that the policies of the Board of Directors have been followed completely, in correctly and in the best interests of the stockholders. This includes the following:

- 3.1 Ensuring that the company has correct financial reports in keeping with general accounting standards, with sufficient details and transparency.
- 3.2 Ensuring that the company has appropriate and effective internal control and auditing.
- **3.3** Ensuring that the company follows the laws on the Stock Exchange market, the regulations of the Stock Exchange market and the laws related to the company's business.
- 3.4 Selecting and appointing the company's accounting auditor, and setting his/her stipend.
- 3.5 Considering which items of the company's information should be revealed in situations where such a revelation might benefit a competitor and presenting the information correctly and completely.
- **3.6** Ensuring that the company has an appropriate and effective risk management system in place.
- **3.7** Examining and reviewing internal auditing plans and the performance of the internal auditing office in coordination with the accounting auditor.
- **3.8** Preparing reports on the results of the company audits to be included in the company's annual report, endorsed by the chair of the Audit Committee.
- 3.9 Reporting the auditing results of the company's performance to the Board of Directors at least 4 times a year.
- 3.10 In performing auditing work under its jurisdiction, the Audit Committee is empowered to invite any administrators and personnel concerned with the issue under consideration to join meetings or to provide necessary documents.
- 3.11 Having the authority to engage consultants or outside people for advice when necessary.
- 3.12 Performing any other jobs delegated by the Board of Directors with the consent of the Audit Committee.



### 4. Audit Committee's term

The Audit committee shall serve for a term of at least 3 years. At the end of a 3-year term, an Audit Committee member can be re-appointed. In addition, A member of the Audit Committee may be removed by any of the following:

- 4.1 Death.
- 4.2 Resignation.
- 4.3 Lack of qualifications required by this Charter or by the regulations of the Stock Exchange of Thailand.
- 4.4 End of term of appointment as a member of the Board of Directors.

Any member of the Audit Committee who wishes to resign from his/her position can submit a letter of resignation to the Chairman of the Board. Then, the Board of Directors will approve the resignation.

At the end of the 3 years term, members of the Audit Committee must continue in their positions to perform auditing jobs until a new Audit Committee has been appointed.

If any position on the Audit Committee become vacant for other reasons, before the end of the term, the Board of Directors shall appoint a qualified person to fill the vacant position within 90 days. This person will be appointed for the remaining period of the person he replaces.

5. Meetings

The meetings of the Audit Committee are characterized as follows:

- 5.1 Meetings to consider budget and other matters shall be held not less than 4 times a year and shall be held not less than 7 days before the meeting of the Board of Directors. The chairman can call additional meetings to discuss urgent matters as required.
- 5.2 Any members of the Audit Committee who stand to gain or lose in any matters before the committee has no right to vote in such matters.
- 5.3 When a vote is taken at a meeting, a majority wins the vote. If the votes are equal, the Chairman will cast the deciding vote. However, any dissenting opinions shall be presented to the Board of Directors.
- 5.4 The Chairman of the Audit Committee shall report the results of each meeting at the subsequent meeting of the Board of Directors.



## **Board of Directors**



 Narong Thareratanavibool

 Position
 Chairman

 Education
 - Master in Business Administration Executive Program

 Kasetsart University
 - National Defense College

Siminar	Chief Financial Office Certification Program			
	Director Accreditation Program, Thai Institute of Director Association			
	Chairman 2000, Thai Institute of Directors Association			
	Director Certification Program, Thai Institute of Directors Association			
	Capital Market Academy Leader Promgram No.15			
Previous Exprerience	1983 – 2003 Managing Director – Asian Insulators Company Limited			
	2006 - 2008 Director – PPC Asian Insulators Company Limited			
Other Current Position	Since 2538 Director – AI Engineering Services Company limited			
	Since 2006 Director – AI Energy Company limited			
	Since 2006 Director – AI Logistics Company Limited			
	Since 2007 Director – AI Ports and Terminals Company limited			



## Thanit Thareratanavibool

	Posit Educ	<ul> <li>ion Chief Executive Officer</li> <li>ation - Bachelor of Science in Mechanical Engineering Northeastern University, Boston Massachusette, U.S.A.</li> <li>Master Degree in Business Administration Kasetsart University , Thailand.</li> </ul>
Seminar	Director Certi	editation Program, Thai Institute of Director Association fication Program, Thai Institute of Directors Association at Academy Leader Promgram No.17
Previous Exprerience	1998 – 2003	Deputy managing Director - Asian Insulators Company Limited
Other Current Position	2006 - 2008 Since 1995	Director – PPC Asian Insulators Company Limited Managing Director – AI Engineering Services Company Limited
	Since 2006	Director - AI Energy Company Limited
	Since 2006	Director - AI Logistics Company Limited
	Since 2007	Director - AI Ports and Terminals Company Limited





## Kovit Thareratanavibool

Position	Executive Director
Education	- Master in International Business
	University of Dallas, Taxas, U.S.A.

Siminar	Director Accreditation Program, Thai Institute of Director Association
	Director Certification Program, Thai Institute of Directors Association
	Finance for Non-Finance Director, Thai Institute of Director
	Association
	Chief Finance Officer 2000, Thai Institute of Director Association
Previous Exprerience	1998 – 2001 General Manager – Crown Ceramic Company Limited
Other Current Position	Since 1995 Director – AI Engineering Services Company Limited Since 2006 Managing Director – PPC Asian Insulators Company
	Limited
	Since 2006 Director – AI Energy Company Limited
	Since 2006 Director – AI Logistics Company Limited
	Since 2007 Director – AI Ports and Terminals Company Limited





 Noppol
 Thareratanavibool

 Position
 Executive Director

 Education
 - B.Sc. Finance - University of Essex, UK

 - MBA - SASIN Graduate Institute of Business Administration

 of Chulalongkorn University

Siminar	Director Certification Program, Thai Institute of Directors Association
Other Current Position	Since 2011 Director – AI Logistics Company Limited Since 2010 Director – AI Ports and Terminals Company Limited





# Police General Wichean Potephosree

Position	- Chairman of Audit Committee
	- Director
Education	- Master in Business Administration
	Executive Program Kasetsart University
	- National Defense College

Siminar	Chief Financial Office Certification Program Director Certification Program, Thai Institute of Directors Association Audit Committee Program, Thai Institute of Directors Association ExecutiveFinancial ManagementCertificate Program Advanced Audit Committee Program (AACP) 17/2014
Previous Exprerience	<ul> <li>Commissioner General of Royal Thai Police</li> <li>Committee of Boonyachinda Foundation for Police and Family</li> <li>Committee of Asian Insulators Public Company Limited</li> <li>Dependent Committee of Group Company of Pacific-pipes</li> <li>System Pvt Ltd</li> <li>Dependent and Audit Committee Wanachai Group Company (PLC)</li> </ul>
Other Current Position	<ul> <li>Dependent and Audit Committee Wanachai Group Company (PLC)</li> <li>Dependent Committee of Group Company of Pacific-pipes System Pvt Ltd</li> <li>Committee of Boonyachinda Foundation for Police and Family</li> <li>Committee of Human Resources Administration, the National Communications Commission</li> <li>Sub-committee of National Police Policy concerning Monitoring and Following up National Police Policy</li> </ul>





## Mr.Boonlert Khawcharoenporn

Position	- Audit Commitee	
	- Director	
Education	- Bachelor of Electrical Engineering	
	Chulalongkorn University	

Director Accreditation Program, Thai Institute of Director Association Director Certification Program, Thai Institute of Directors Association

1966 - 2003 Deputy Governer Provincial Electricity Authority of Thailand

Other Current Position

Previous Exprerience

Since 2007 Chairman of Corporate Governance. Nomination Audit Committee. Lighting and Equipment Public Company Limimted





## Dr. Veeraphat Phetcharakupt

Position - Audit Committee

- Director

Education - Bachelor of Business Administration-Banking and Finance, Chulalongkorn University, 2001

- Master of Science in Finance, University of Essex.
- Doctor of Philosophy in Finance, University of Essex.
- Chartered Financial Analyst (CFA Level III)

Siminar	Director Accreditation Program, Thai Institute of Director Association

Previous Exprerience

2008 - 2011	Bank of Ayudhya Pcl. Investment Banking Department
2011 - 2013	MFC Asset Management Public Company Limited
2013 - 2015	MFC Advisory Co., Ltd. Acting President

2015 - Present Country Group Holdings Public Company Limited,

Executive Vice President



No.	Name	Position	31 Dec 15	31 Dec 14	Increase /
					Decrease
1.	Mr. Narong	Chairman	596,228,892	106,469,445	489,759,447
	Thareratanavibool				
2.	Mr. Thanit	Chief Executive Officer	192,816,064	34,431,440	158,384,624
	Thareratanavibool				
3.	Mr. Kovit	Executive Director	58,800,000	10,500,000	48,300,000
	Thareratanavibool				
4.	Mr. Noppol	Executive Director	257,797,176	40,535,205	217,261,971
	Thareratanavibool				

## Change in Asian Insulators Shares held by The Management in 2014 – 2015

Note: 1. The common shares held include those of spouse and minor children

2. Year 2015, the company had increased the Registra Capital for 500 million Baht to 700 million Baht, and splited the par value to 0.25 Baht.



## **Management Compensation**

The remuneration of the management is paid according to the policies and criteria set by Chief Executive Officer. It is tied directly to the performance of the Company and each individual performance. It also competitive with the same industry compensation.

	Year	2015	Year	2014	Year	2013
	Number	Amount	Number	Amount	Number	Amount
Remuneration	24	28,667,161	23	27,625,358	29	30,135,941
Bonus	23	4,479,519	21	4,104,479	23	4,678,446
Total		33,146,680		31,729,837		34,814,387

**Remuneration of the Management** 



## **Corporate Governance**

## **Corporate Governance Policy**

The Board set up a Corporate Governance Committee, comprise of Management, Audit Committees, Independent Directors to investigate critical matters under the corporate governance principles to create maximum benefit for shareholders, taking into account the overall stakeholders' concerns and interests, business ethics, and transparency. The committee has at least half with non-executive directors, and one-third of the committee is fully independent and has no relationship with executive members. The Chief Executive Officer has been appointed as one of the committee member.

## 1. Rights of Shareholders

The Company recognizes that investors will put trust and confidence in its business only if they can be assured that the Company has an equitable policy and maintains shareholders' fundamental rights and equitability under the law, as well as business management that is suitable, efficient, effective, and accepted by investors and stockholders as one with good corporate governance.

As a rule, the Company schedules an Annual General shareholders' meeting (AGM) within four months of the annual closing date of its accounting books. For urgent matters relating to shareholders' interest or requiring shareholders' approval under any rules, conditions, or applicable laws, it will call an extraordinary shareholders' meeting.

• Shareholders' Meeting

The Board acknowledges the right of shareholders to receive equal treatment and voice their opinions at meetings. The Company has invite minor shareholders to propose items for the AGM ahead of time to promote fair and equitable treatment of all shareholders, which is part of good corporate governance practice. The Company also arranged for delivery of the notice of the general meeting of shareholders, containing the completed agenda in compliance with regulatory statutes, the Stock Exchange of Thailand's requirements and the Company's Articles of Association, together with proxy forms and a complete set of meeting documentation and other details to shareholders not less than 14 days prior to the meeting date. This also provides sufficient time for shareholders who cannot attend the meeting to delegate their authority to other individuals or the Independent Directors to exercise their voting right. In addition, to give shareholders enough preparation time, at least three days ahead of the meeting the invitation must be announced through one Thai and one English newspaper for at least three consecutive days. In the meeting held in2015, meeting invitation was made available on the Company's website at least 14 days ahead of meeting. The Company ensures that each shareholder can reasonably assured of meeting security measures and given two hour of available registration time.

At each meeting, the Company exercise equitable of all shareholders. After explaining the Company rules on voting and vote counting for individual agenda item, the chairman of the meeting must address each



opinion, question, or recommendation of shareholders, giving adequate time for debate on each agenda item. The chairman ensure that the meeting proceeds according to the order of the agenda and does not add an item without notify shareholders in advance. For the selection of Directors, individual votes are required, and the Company executives will answer all questions clearly and precisely.

On the meeting date, the Company arranged for staff to facilitate registration of shareholders and/or their proxies using a barcode registration system, and handing out printed ballots to each shareholder for voting on each meeting agenda item. The previous General Meeting of Shareholders, the Chairman of the Board acted as the Chairman of the meeting, which was also attended by the Chairman of Audit Committee, Chief Executive Officer; together there were 7 directors in attendance. The minutes of the meeting must be completely and accurately recorded with a written summary of voting results on each matter.

After the meeting, the Company submitted the report of the shareholders' meeting, which contained meeting minutes, voting records, and every question raised by shareholders, to SET within 14 days. Meeting information can be accessed through the Company website (www.asianinsulators.com)

#### **Annual General Meeting of Shareholders**

#### Before the Meeting

The Company had announced that AI had given opportunity to our shareholders to propose Shareholders Meeting Agenda in the coming Annual General Meeting of Shareholders on via website of Stock Exchange of Thailand and Company's website. The Company had appointed Independent Directors to take care of minority shareholders rights from being limited and to hear from them for their suggestions and inquiries. The said issues for the coming Annual General Meeting of Shareholders can be proposed from through e-mail address of Independent Directors at ind\_dir@asianinsulators.com, or by registered mail to the Chairman, Board of Directors, Chief Executive Officer, or Secretary to the Board at the address: Asian Insulators Public Company Limited No. 254 Seri Thai Road, Kannayaow, Bangkok 10230.

Independent Directors will consider the shareholders' proposals and further pass to the Board of Directors for their consensus for final decision.

If The Boards argues that any issues are significant or beneficial to AI or the shareholders, the Board will put the said issues in the meeting agenda remarked as "Agenda from shareholders" in notice to shareholders or clarify them at the Shareholders' Meeting. If the proposals have not passed the consensus, then the reasons shall be given to the shareholder who proposed the agenda.

There were no proposals which raise by the shareholders via e-mail, and register mail.

The meeting date was announced on the website of Stock Exchange of Thailand. The Company also arranged for delivery of the notice of the general meeting of shareholders, containing the completed agenda in compliance with regulatory statutes, the Stock Exchange of Thailand's requirements and the Company's Articles of Association, together with proxy forms and a complete set of meeting documentation and other details to shareholders not less than 14 days prior to the meeting date. In addition, the Company also placed the meeting notice in Thai and English daily newspaper for at least 3 consecutive days prior to the meeting date. Should shareholders wish to appoint proxies to attend the meeting and vote on their behalf, they may do so



under the procedure or delegate Independence Directors as their proxies. In additional, to promote corporate governance, the Company has provided the opportunity for shareholders to propose matters of importance to the Company in advance, which will be considered as agenda items for the 2015 General Meeting of Shareholder on the Company website.

#### On the Meeting Date

Registration begins two hours ahead of time. The Company arranged for staff to facilitate registration of shareholders and/or their proxies using a barcode registration system, and handed out printed ballots to each shareholder for voting on each meeting agenda item. The previous General Meeting of Shareholders, the Chairman of the Board acted as the Chairman of the meeting, explaining voting and vote-counting procedures, balloting, and clearly disclosing voting results on each agenda item, and allowing shareholders to ask questions or express their view. The Chairman also ensures that Directors or the Manager net replied to questions with clarity, total of 7 Directors attended the AGM – namely the Chairman of the Board, two Executive Directors, and three Audit Committee Members, and Management.

- 1. Mr. Narong Thareratanavibool Chairman
- 2. Mr. Thanit Thareratanavibool Executive Director
- 3. Mr. Kovit Thareratanavibool Executive Director
- 4. Mr. Noppol Thareratanavibool Executive Director
- 5. Police General Wichean Potephosree Chairman Audit Committee
- 6. Mr. Bunlerd Korcharoenporn Audit Committee
- 7. Dr. Veeraphat Phetcharakupt Audit Committee

Consideration of items and voting were conducted in order of the announced agenda. This included consideration of the appointment of individual directors and their remuneration, together with consideration of appointment of external auditors and the audit fees to be approved by the meeting. The Chairman of the meeting provided the opportunity for shareholders to inquire about various matters and express their opinions, which were answered and supplemented with additional information. Voting and vote-counting procedures were conducted in a transparent matter. Comprehensive minutes of the meeting were recorded, along with details of the voting on each agenda item.

#### After the Meeting

After the meeting, the Company submitted the report of the shareholders' meeting, which contained meeting minutes, voting records, and every question raised by shareholders, to SET within specified time. Meeting information can be accessed through the Company website (www.asianinsulators.com)



## 2. Role of Stakeholders

The Company has a clear policy for the Role of Stakeholders. Regardless suppliers, customers, shareholders, investors, independent auditors, government sectors, community, labor, competitors to proceed the right as per the given laws and with the company Code of Conduct. The Role of stakeholders in 0was as follow:-

- Shareholders In Annual General Meeting dated shareholders attended the AGM. There was no additional agenda raise before the meeting as the Company had given opportunity to our shareholders to propose Shareholders Meeting Agenda via website of Stock Exchange of Thailand and Company's website. The shareholder had exercised their right by voting all agendas that required voting for approval. At the meeting, shareholders are allowed to express their opinion freely, and give suggestion. There were additional questions that shareholders had asked the Management and Directors in the AGM. All the questions had been provided with sufficient details information as given to the shareholders.
- Suppliers The Company builds good relationships for mutual benefit and strictly observe contractual agreement made with all suppliers including quality products and on-time delivery.
- Employee The Company consider its employees a key success factor and supports their professional development, and attends to the quality of the workplace. The Company provides such as proper compensation, lunch, provident fund, health and life insurance, uniforms, transportation, social security, first aid and nursery to all employees.
- Customers The Company is committed to satisfying its customers and the public through its products and services, as well as providing confidence in its quality at suitable prices.3, the Company had surveyed the customer satisfaction and received the score0 in quality, services, and prices which shows a good rating from customers. No complain receive from customers.
- Competitors The Company observes the framework of fair competition and refrains from harming the reputation of business competitors through false accusations. In, The Company had followed the Company's Code of Conduct principle. Not a single dispute arose with any competitors during the year.
- Creditors The Company realizes that by keeping good relations with the creditors, they can gain trust and confidence, and shall carry out together with practices under its obligation. To create synergy among the Group, the Company proposed that its directors or executives should be appointed as directors of the Board of subsidiary companies to ensure alignment of policies and business plans and maximize value of all stakeholders.



### 3. Disclosure and Transparency

Business decisions made by Management and employees must be only for the Company's best interest. They must avoid financial or other relationships with external parties that would result in financial losses for the Company or a conflict in loyalty or interest, and must not compromise the efficiency of business operation. The Management and employee must not be involved in such decisions, including the approval of such transactions, under the disclosed information relating to a possible conflict of interest with the Company. The Company is require to review Executive, Management and shareholders should resolve any conflict of interest with care and honesty, reason, and independence within the code of conduct. And to provide the reasonable information for mutual benefit of the Company.

All the Company Directors and Management, including their spouses and children under legal age, must report any changes in their Company share ownership to SEC under section 59 of the Securities and Exchange Act B.E. 2535 (1992) within three days from the date of sale, purchase, disposal, or receipt of such shares.

## 4. Business Ethics

The Company has provided a section concerning business ethics for directors, management officer and employees in the Company's Code of Conduct Manual. The aforesaid section was proposed to the Company's directors for acknowledgement and made available on the Company's internal communication media so as to inform the management officers and employees and so that the management officers and employees can refer to it while performing their work. A training to alert the Company's employees and a follow-up on the compliance with the business ethics are regularly held.

The training course was conducted for management officers and employees. Two assessments and the follow-up on the compliance with the Code of Conduct were made. No incidents of non-compliance was found.

## 5. Controlling, System and Internal Audit

The Board of Directors have placed particular emphasis on an efficient internal control system and promotion of an appropriate business culture recognizing risk control as important to the Company's overall operation activities. The Audit Committee has the duty and responsibility of reviewing the effectiveness and adequacy of all risk management processes and internal control systems by discussing and evaluating operation results with internal auditors. These discussions include the internal auditors' scope of work, role and responsibilities, audit plans, and audit conclusions regarding the adequacy and effectiveness of the internal control system. Major recommendations or material deficiencies must be reported to the Board of Directors in timely manner for effective action. In additional, external auditor from the Company's financial auditor must evaluate and review internal control and audit system on yearly basis as well.3, the external auditor from the Company's financial auditor has evaluated and reviewed internal control and audit system one time. The Audit Committee had conducted the auditing for Controlling and system of the Company in for one time as well.



## 6. Responsibilities of the Board

Board of Directors has the role and responsibilities to the shareholders for the company business and manage as per company objective for maximum benefit to the shareholders with ethical and mutual benefit. The Board of Directors had a meeting regularly every 3 months and scheduled in advance. The Board of Directors comprise of 7 members. Three members are Executive Directors and other three members are Independent Directors. The Board has appointed Mrs. Mattika Chunsuwan as a secretary to the Board who in charge of record the minute of meeting, agenda, invitation to the meeting, filing, and record, there were four meetings of the Board.

The Audit Committee considered and appointed Police General Wichean Potephosree as the Chairman of the Audit Committee since he has the knowledge in accounting and financial matters.

Self-Assessment of the Board - The Board instituted a review of its individual self-assessment to help Directors review their performance together with issue and obstacles identified during the year.

One self-Assessment of the Board was conducted in 2015.

### 7. Investor Relations

The Company realizes the value of accurate, complete, and transparent disclosure of information. The Company has established the Investors Relations Department as the company's representative to communicate with investors, analysts, and shareholders. The object of this policy is to ensure that disclosure of the Company's financial and general information to shareholder, investors and general public will be accurate, complete and timely, equally accessible to all, and in accordance with relate laws and regulations. The company's information is disseminated via various channels:

- i. The Stock Exchange of Thailand
- ii. The Annual Report
- iii. The Company's Financial Report
- iv. Notification of the Board of Directors' resolutions and other matters
- v. The Office of the Securities and Exchange Commission
- vi. Newspaper
- vii. Television Station
- viii. The Company's website (http://www.asianinsulators.com)
- ix. Company Visits / One on One Meeting
- x. Non-deal Road show
- xi. Opportunity day / Analyst Meetings



The Company has appointed Mr. Thanit Thareratanavibool in charge of Company Secretary. To communicate and release operating results and Company information to investors, shareholders, and related parties. Investors and interested parties can also make inquiries through telephone number 0-2517-1451, or e-mail: ir@asianinsulators.com

Any release of operating results and Company information to investors, shareholders, and related parties which company has informed SET can be found at http://www.asianinsulators.com has released information to investors, shareholders, and related parties through SET a total of 19 times.

AI regularly presents information to analysts, investors via road shows, company visit, conference calls and conference. activities took place:

Type of Meeting	No. of Events	No. of Companies	No. of Persons
One – on – One Meeting	1	2	-
Conference Calls	2	-	-
Group Analyst Meeting	-	-	-
Road show	-	-	-
Opportunity Day	-	-	-

## Major Shareholders of Asian Insulators Public Company Limited

	Shareholders	No. of ordinary shares	% of total shares
1.	Mr. Narong Thareratanavibool	596,228,892	21.29
2.	Mr. Thanit Thareratanavibool	192,816,064	6.88
3.	Mr. Kovit Thareratanavibool	58,800,000	2.10
4.	Mr. Noppol Thareratanavibool	257,797,176	9.20
5.	Mrs. Sopha Thareratanavibool	113,173,116	4.04
6.	Mrs. Jarunee Worakitjanuwat	95,200,532	3.40
7.	Mr. Sirikul Thareratanavibool	50,973,080	1.82
8.	Mr. Anurag Thareratanavibool	50,400,000	1.80
9.	Mrs. Pakapan Sawedkomolnun	43,609,524	1.55
10.	Others	1,336,301,630	47.74
	Total	2,799,999,084	100.00

At the closing registration on December 30, 2015

Remark: The up to date of major shareholders will be posted on the Company's website before the Annual General

Meeting



## **Dividend Policy**

### • The Company's Dividend Policy

Company and subsidiary have the policy to pay the dividend to the shareholder each operation year, and not less than 40% of the net profit after tax and legal reserved. The dividend pay out is depend on the investment of the new project in the future. The Board of Directors' decision to payout the dividend is subject to approval of shareholder at the General Annual Meeting, except the interim dividend payout. The Board of Directors has authorized to approve the interim dividend payout, and inform the shareholders at the next shareholder meeting.

### • The Dividend Policies of Subsidiaries

The Company has not fixed a dividend payment ratio for our subsidiaries. Their dividend payments shall depend on the operating results of each company.

Dividend payments of subsidiaries to the Company must be made accordance with each company's regulation on dividend payment that must be approved by a resolution of their general meeting of shareholders. Interim dividend payments are allowed. In paying dividends subsidiary companies shall record some profit. If there is an operating loss, dividend payments are barred until such losses are recovered. In additional, at least one-twentieth (1/20) of all profits must be set aside as provisioning reserves until provisioning reserves reach one-tenth (1/10) of companies' total capital.



### **Risk Management and Risk Factors**

With the Company policy to lower the Company's business risk and subsidiaries into reasonable level.

### 1. Business Risk

#### **Porcelain Insulators Business**

As the market leader, The Company manufactures and distributes Porcelain Insulators which are used in distribution and transmission of electricity. The major clients are Utilities / State Enterprise such as the Provincial Electricity Authority (PEA) and the Metropolitan Electricity Authority (MEA). If there is any change in demand for Porcelain Insulators, it will be reflected in the revenue and profit of the Company.

Regardless the above, Utilities / State Enterprises have the policy and projects to expand the distribution and transmission line network as per National Development Plan. The expansion of the distribution and transmission lines networks shall be in line with the development and expansion of economic and Gross Domestic Products (GDP) of the country, and has indication of continuing growth and demand. Also the Utilities / State Enterprises have a clear policy in the procurement and require the quality products as per international standards such as American National Standard Institution (ANSI), International Electrotechnical Commission (IEC), Australian Standard (AS) 11 8 2 Thailand Institution of Standard (TIS). The Company's products have been certified with Quality Management to ISO 9001:2000, and only company in Thailand that has all Porcelain Insulators products required by utilities for Thailand's distribution and transmission lines networks. With a strong business reputation and over 30 years of experience, our products have been accepted by utilities in quality and reliability. There is a chance to have a new comer to porcelain Insulators business in Thailand, but the production technology of Porcelain Insulators has a great barrier to the new comer. Since it require a high production technology compare to normal ceramic products such as sanitary ware and tableware. porcelain insulators have a high international standard, and only one quality. No degradable quality products. Any Porcelain Insulators products which do not conform to the standard shall be rejected and destroyed. Regarding to the Utilities / State Enterprises have a policy as per resolution from the Government to procure only the products that local made and conform to Thailand's Standardization and ISO 9001. These have reduced the Company's business risk of competition from foreign entrants.

The procurement from Utilities / State Enterprises is proceeding with the E-auction procurement. These procurement systems expose the Company to the risk of a price war which could reduce the Company's market share. But the Company has the advantage over other manufacturers that the Company has all the product required by the Utilities and some of the porcelain insulators products require high technology in production process. The Company has our own research and development center for the new products and new production technologies which can reduce the production defect and production cost. The Company has registered for product patent of the products that have been research and develop by the Company. These make the Company more competitive than the others.

The Company is the only manufacturer who has a complete range of products that require by clients. Some of the products that have been researched and developed by us or our innovation have register for patent. Also the improvement of the production process has greatly reduced the amount of defect in the production lines to the level that less than the industry average. This makes the company more completive. The company also has the policy not to



compete in labor intensive products or simple production technology such as the low voltage insulators. These has reduced the competitive into acceptable level

In the case of Joint Venture between foreign company and local company to establish the new production facilities in Thailand is more complicated, due to the transfer technology know-how. The Company has reduced the business risk for Thailand market by established PPC Asian Insulators Company Limited with PPC Insulators Group as a partner who has experience in insulators production and marketing more than 100 years in this business. The Joint Venture Company manufacturing porcelain insulators for Europe and North America with the Company holds the 25.10% stake. This has reduced a great deal of risk for any new comer from oversea manufacturing. The Company has insurance covering all the assets, and the business interruption insurance as well.

### **Engineering Business**

Engineering business for specialize in design, supply and construction of high voltage substation and transmission line is to expose to the business risk, since most of them are turnkey projects which belong to the Utilities / State Enterprise. The Company business has to realize on their expansion power projects network. The Utilities / State Enterprise have the policy to expand the distribution and transmission line network as per the National Development Plan. The expansion of the distribution and transmission line networks shall be in line with the development and expansion of economic and Gross Domestic Products (GDP) of the country, and has indication of continued growth and demand. Also the Utilities / State Enterprises have the clear policy in the procurement and hiring of good quality contractors which have the qualified past record performance in the same engineering fields.

The Company has the qualification to perform the engineering work according to the requirement of the Utilities / State Enterprise, the company has also given services to private companies which required the engineering services in design, supply and construction of substation and transmission line for their factories and facilities. This has reduced the great deal of the risk in having only one client. All the projects that the Company is involved in shall be insured by damage insurance for all risks.

### **Alternative Energy and Vegetable Oil Business**

Alternative energy business is specialized in refining the crude palm oil to biodiesel and is expose to the business risk in supply the biodiesel to the major oil companies only at the cost plus. The biodiesel business mostly depends on demand from the end users via the supply from major oil companies, and subsidies from the government sector in the promotion of alternative energies such as biodiesel. Regarding to the government policy to add 1.5 % - 5% of Biodiesel into diesel fuel. These would bring up the large demand for biodiesel, but it would be a risk to the Company if the oil refineries make their own refinery for biodiesel themselves.

The Company has invested in research and development in refinery the crude palm oil process. One of the great things from the research and development was the success in improving the refinery process of biodiesel from batch process into continuous process. This has reduced a great deal of the refinery costs in the methanol recovery process. By products from the process can also generate extra revenue for the company.

The Company has made the modification and improvement for the second refinery plant to refine the crude palm oil for vegetable oil with "Pamola" brand for domestic and export market. The vegetable oil markets are very



competitive and the price of local crude palm oil is in line with the world market or commodity goods. It would be a risk to the Company if the price of crude palm oil plunge that could cause the inventory loss.

The Company has all the insurance covering all the assets, and the business interruption insurance as well.

### 2. Raw Materials Risk

### **Porcelain Insulators Business**

The Company is exposed to the raw materials risk. Raw materials that use in the porcelain insulators production are 80% from local source and 20% from abroad. The main raw material is plastic clay which is available locally, but it needs to be selected carefully. The long term contract in price and quantity with supplier are used after the Company has tested raw materials. Most of raw materials that available local have reserved that can be used for over 30 years. The Company also seeks out for the raw materials from abroad as well. The Company's reputation and long relationship with local and oversea suppliers has lasted over 30 years, there are very slim chance and risk that suppliers will not supply the raw materials to the Company. The price of liquid petroleum gas (LPG) which uses for firing the products also depend on the global prices, but the Company is able to pass on the cost to clients in the future contracts in the case of high increase in price of LPG.

### **Alternative Energy and Vegetable Oil Business**

The Company is exposed to raw material risk. Raw material that use for the refining of biodiesel and vegetable oil is crude palm oil which is a commodity product. The prices and quantity are move up and down are seasonal. Import the crude palm oil from oversea is not economical, since the import duty is more than a 140% tariff.

The Company has overcome the raw material risk by improving and modifying the biodiesel production process to use palm stearine (one of the by products from cooking oil refinery) as well. Also importing palm stearine from abroad to Thailand is allowed without any import duty or minimal import duty. Also the large existing tank farms which could stock up the raw materials to be used for periodically and the ocean vessel fleet from AI Logistics Company Limited that can transport the import raw materials from oversea if needed.

#### 3. Employee Turn over Risk

The Company recognizes the important of the human resource. The training center of each company has established the training and development of the staffs' skill to suit the Company and subsidiary Company's employee needed in office and production lines. The Company's welfare are very attractive such as provident fund, health and life insurance, uniforms, transportation, lunch, social security, first aid and nursery are provided as the Company's welfare which make the turnover rate in the acceptable level.

#### 4. Foreign Exchange Rate Risk

The Company and subsidiaries have the policy to minimize the risk from fluctuation in exchange currency, regarding the procurement of raw materials which are from local and oversea by the Company or subsidiaries. The foreign suppliers paid in foreign currency such as United States Dollar and Euro and Japanese Yen. The Forward Foreign Exchange is used to minimize the fluctuation in exchange currency. The Foreign Currency Deposit is use to manage the revenue in foreign currency for the Company and subsidiaries.



## **Connected Transaction**

The Company has the connected transaction between subsidiaries and the joint venture company limited. The Company has directors as a shareholder and connected person, which the mention connected transaction has described in the appendix of this balance sheet by the auditors. Also the audit committee had appropriate commented. The connected transactions are ordinary business of the Company with appropriate reasons, conditions. There is no transfer pricing, or benefit transfer between the Company and/or subsidiaries companies, or joint venture Company, or companies that have associated directors, or related persons involved. Connected Transaction in the companies

<b>Connected Transaction</b>	Relationship
1. Related persons	Major shareholder and / or Executive Directors of the
	Company.
2. Subsidiary	
AI Engineering Services Company Limited	A subsidiary company that has the same Directors and
	Executive Directors, which are:-
	• Mr. Narong Thareratanavibool
	• Mr. Thanit Thareratanavibool
	<ul> <li>Mr. Kovit Thareratanavibool</li> </ul>
AI Ports and Terminals Company limited	A subsidiary company that has the same Directors and
	Executive Directors, which are:-
	• Mr. Narong Thareratanavibool
	• Mr. Thanit Thareratanavibool
	• Mr. Kovit Thareratanavibool
	• Mr. Noppol Thareratanavibool
AI Logistics Company Limited	A subsidiary company that has the same Directors and
	Executive Directors, which are:-
	• Mr. Narong Thareratanavibool
	• Mr. Thanit Thareratanavibool
	• Mr. Kovit Thareratanavibool
	• Mr. Noppol Thareratanavibool
AI Energy Public Company Limited	A subsidiary company that has the same Directors and
	Executive Directors, which are:-
	• Mr. Narong Thareratanavibool
	• Mr. Thanit Thareratanavibool
	• Mr. Noppol Thareratanavibool
PPC Asian Insulators Company Limited	A subsidiary company that has the same Directors,
	which is:-
	• Mr. Kovit Thareratanavibool



# **Connected Transaction :**

Sales or services and expenses rendered to related paties for the years ended December 31,

			Unit: Baht
Transaction	Year 2015	Year 2014	Year 2013
Revenue from selling goods and raw materials			
AI Engineering Services Company Limited		10,227,752	5,550,000
AI Energy PublicCompany Limited		-	7,400,000
AI Ports and Terminals Company Limited	17,423,000	2,960,000	26,159,000
AI logistics Company Limited	12,250,000		
PPC Asian Insulators Company Limited	3,792,580	4,272,114	3,700,599
Revenue from selling Ready Mixed Clay			
PPC Asian Insulators Company Limited	149,695,676	151,783,102	149,104,440
Dividend income			
AI Engineering Services Company Limited	9,983,929	21,964,643	-
Other Revenue – Office rent			
AI Engineering Services Company limited	456,000	456,000	456,000
AI logistics Company Limited	100,800	100,800	100,800
PPC Asian Insulators Company Limited	516,000	1,238,400	1,238,400
Other Revenue - Services			
AI Engineering Services Company limited	768,870	782,515	741,315
AI logistics Company Limited	505,626	473,842	462,342
AI Energy Public Company Limited	1,134,323	1,159,955	1,118,305
AI Ports and Terminals Company Limited	532,729	559,990	604,553
PPC Asian Insulators Company Limited	1,027,706	1,443,570	1,366,036
Purchase of goods			
Samart Palm Co.,Ltd.	27,366,310	17,436,582	22,424,335
Samart Palm Oil Co.,Ltd.	28,665,777	19,745,072	19,509,163
Samarpalm Industries Co.Ltd.	41,518,704	4,670,505	-
Purchase of scrap clay			
PPC Asian Insulators Company Limited	60,168,198	75,755,211	78,456,109
Purchase of consumed supply			
AI Energy Public Company Limited	39,650	45,065	42,916
PPC Asian Insulators Company Limited	61,506	91,550	47,199

The Company has a contract to sell the ready mixed clay and buy the scrap of ready mixed clay (for manufacturing Porcelain Insulators) with PPC Asian Insulators Company Limited.



Unit. Baht

Balances of receivable, payable and accrued income from sales, purchase and service rendered to related parties

			Unit: Baht
Transaction	Year 2015	Year 2014	Year 2013
Trade accounts receivable			
PPC Asian Insulators Company Limited	16,817,285	35,042,877	35,922,648
AI Engineering Services Company Limited	-	-	1,979,500
AI Ports and Terminals Company Limited	-	-	-
Accrued income			
AI Engineering Services Company Limited	17,193	12,258	11,876
AI Logistics Company Limited	2,797	2,661	2,389
AI Energy Public Company Limited	-	-	105,238
AI Ports and Terminals Company Limited	-	-	1,445
PPC Asian Insulators Company Limited	44,115	546,593	8,233,071
Trade accounts payable			
PPC Asian Insulators Company Limited	10,902,744	20,527,585	24,654,036
Samart Palm Company Limited	-	-	359,150
Samart Palm Oil Company Limited	-	-	390,775
Samartpalm Industries Company Limited		1,681,350	-
Related parties payable			
AI Engineering Services Company Limited		-	-
AI Energy Public Company Limited	13,900	47,300	23,920

# Justification and Rationale for Connected Transaction

The Company's Audit Committee reviewed all of the connected transactions and viewed that all transactions were justified and reasonably conducted to provide utmost benefits for the Company and subsidiaries.

# Measure or Procedure for Approval Transactions

In the past year, the Company has assigned the Audit Committee to review all connected transactions performed between the Company or subsidiaries and related companies. After the review, the Audit Committee was of the view that all connected transactions were conducted as a part of and accordance with the normal course of business, and the Company had made payment as remuneration for the transaction based on the fair market value.

As for any future connected transactions which may be performed between the Company or subsidiaries and any conflicting parties, the Company has assigned the Audit Committee to consider and



approve such transactions. In this regards, the payment as remuneration for the transactions shall be based on fair market value.

### Policy or Protect of Connected transactions.

The Company's Board of Directors shall comply with all rules and regulations concerning connected transactions and shall not approve any transactions which may cause the Board of Directors or any conflicting party to have interest or conflict of interest of any manner with the Company. Such transactions shall be disclosed to the Board of Directors of Asian Insulators Public Company Limited for their consideration. In this regards, the Board of Directors of Asian Insulators Public Company Limited shall comply with the regulations, notifications, instructions or stipulations of the Stock Exchange of Thailand, including stipulation concerning a disclosure of connected transaction, and acquisition or disposition of significant assets of the Company or subsidiaries.

In the future, if a connected transaction between the Company or subsidiaries and a conflicting or interested party arises, Asian Insulators Public Company Limited will assign the Audit Committee to provide opinion on values, remunerations, including justification and rationale for such transaction. Asian Insulators Public Company Limited has always disclosed connected transactions in the Notes to Financial Statement audited by Auditor of Certified Public Accountant.

# **Management Discussion and Analysis**

As the market leader in Porcelain Insulators business and a complete the whole ranges of porcelain insulators that use in distributions and transmissions electricity network in Thailand. The company is committing to quality of the products, continuous improving the production process, reducing the cost, human resources development, and research and development of the new products. These commitments are applicable thought out the company and subsidiaries.

### **Revenue Structure**

Business	Company	Year 2015	%	Year 2014	%	Year 2013	%
Porcelain Insulators	AI	820,262	18.81	696,965	12.56	794,494	16.80
Engineering	AIES	28,907	0.66	297,271	5.36	45,824	0.91
Vegetable oil and Alternative Energy	AIE	3,512,097	80.53	4,556,425	82.08	4,179,593	82.29
Total		4,361,266	100.00	5,556,045	100.00	5,044,959	100.00

### **Unit : Thousand Baht**



# **Operating Results**

The Net Profit for year 2015 was 177.86 million Baht; while in year 2014 net profit was 288.19 million Baht. The net profit was decreased 110.33 million Baht from year 2015; or decreased 38.28 %. The main reasons were as follows:

# **Insulators Business**

• Asian Insulators Public Company Limited ( "AI" ) realized 820.26 million Baht for revenue from selling Porcelain Insulators and Raw materials in year 2015 which compared to revenue of year 2014 was 696.97 million Baht; increased by 17.69% or 123.29 million Baht. The main reasons were the increase in demands of Porcelain Insulators from both utilities and private sectors in expansion electricity network and services through out of the country and expansion of the real sector of industrial estates. While the cost of goods sold was 477.92 million Baht in year 2015; compared to cost of goods sold was 440.77 million Baht in year 2014, increased by 8.43% or 37.15 million Baht. The gross profit margin was 342.34 million Baht.

# **Engineering Business**

• AI Engineering Services Company Limited ( "AIES" a subsidiary company ) realized 28.90 million Baht for revenue from the Construction in year 2015 which compared to revenue of year 2014 was 297.27 million Baht; decreased 268.37 million Baht or 90.28% while the cost of construction was 26.48 million Baht in year 2015; compared to cost of construction in year 2014 was 222.10 million Baht; decreased by 195.62 million Baht, or 88.08%. The construction projects are at the beginning stage. The gross profit margin was 2.42 million Baht.

# **Alternative Energy and Vegetable Oil Business**

• AI Energy Company limited ( "AIE" a subsidiary company ) realized the revenue for 3,512.10 million Baht from selling Biodiesel (B100), vegetable oil and it's by products in year 2015 which compared to revenue from selling Biodiesel (B100), vegetable oil and it's by products in year 2014 was 4,556.42 million Baht; decreased 1,044.32 million Baht or 22.92%. While the cost of goods sold was 3,502.85 million Baht in year 2015; compared to cost of goods sold in year 2014 was 4,290.80 million Baht; decreased 787.95 million Baht or 18.36%. Due to the fluctuation of the raw materials of crude palm oil which caused the stock loss. The gross profit margin was 9.25 million Baht.

# **Expenses and Income Tax**

• Selling & administration expenses was 207.54 million Baht, decreased 2.64% or 5.63 million Baht in year 2015 compared to year 2014 which was 213.17 million Baht. The increasing was come from selling expenses of subsidiaries.



		Unit : million Baht			
Description	2015	2014	2013		
Sales	4,267.00	5,083.56	4,834.59		
Revenues from production contract	45.81	133.54	93.83		
Construction contract	28.91	297.27	45.83		
Vessel operating income	19.55	35.29	45.66		
Port Service	0.00	1.00	-		
Total Revenues	4,361.27	5,550.66	5,019.91		
Cost of sales	3,921.00	4,605.80	4,191.86		
Cost of production contract	37.00	78.13	46.74		
Cost of construction contract	26.48	222.10	34.30		
Cost of vessel operating	22.59	47.14	38.86		
Cost of port service	0.00	0.50	-		
Total Cost of sales	4,007.25	4,953.67	4,311.76		
Gross profit	354.02	596.99	708.15		
Other income	20.62	28.76	23.15		
Share of profit (loss) from investments in	-12.70	-7.10	-6.09		
associate					
Selling and administrative expenses	-207.54	-213.17	-205.48		
Finance costs	-13.65	-27.82	-63.45		
Income tax expenses	3.75	-52.74	-192.12		
Net Profit	144.50	324.92	264.16		
Profit (Loss) Attributable to					
Equity holders of the parent	177.86	288.19	259.68		
Minority interest	-33.36	36.73	4.48		

# Statement of Income for the year (consolidated)



# Financial Status ( Consolidated financial statement )

# Assets

• Total assets as December 31, 2015 was 3,632.72 million Baht which was decreased by 110.18 million Baht or 2.94% compared to December 31, 2014 which was 3,742.90 million Baht from the decreasing of Cash and cash equivalents 49.75 million Baht, Inventories 78.82 million Baht.

# Liabilities

• Total liabilities as December 2015 was 561.59 million Baht which was decreased by 232.43 million Baht or 29.27% compared to December 31, 2014 which was 794.02 million Baht from increasing of Advance received from construction and deferred construction revenue 27.64 million Baht And decreasing of Bank overdrafts and short-term loans from financial institutions 42.88 million Baht, Trade and other payables 94.41 million Baht. And Long-term loans from financial institutions 76.88 million Baht.

# Shareholders' Equity

• Total Shareholders' Equity as December 2015 was 3,071.13 million Baht which was increased by 122.25 million Baht or 4.15% compared to December 31, 2014

# **Liquidity Ratio**

- Liquidity ratio for the year ended 2015 was 3.06 time which increased by 0.63 time compared to the liquidity ratio at the year ended 2014, which was 2.43 time.
- Debt to equity ratio was 0.18 times which was decreased by 0.09 time compared to the year ended 2014 which was 0.27 time. Mainly came from increasing of Loans from financial institutions.

# **Remuneration for Auditor**

The consolidated balance sheets of Asian Insulators Public Company Limited and its subsidiaries as at December 31, 2015 the related consolidated statements of income, changes in shareholders' equity and cash flows for the years then ended, and the separate financial statements of Asian Insulators Public Company Limited for the same periods were audited by

- Mr. Vichai Ruchtanont Certified Public Accountant No.4054
- Mr. Atipong Atpongsalul Certified Public Accountant No.3500
- Mr. Sathen Vongsnan Certified Public Accountant No.3495
- Miss Kultida Pasurakul Certified Public Accountant No.5946
- Mr.Yuttapong Chuamuangpan Certified Public Accountant No.9445

from ANS Audit Co.,Ltd. for AI in the year 2015 was not over 1,450,000 Baht. And Audit fee for subsidiaries are as following.

- AI Engineering Services Company Limited 480,000 Baht
- AI Logistics Company Limited 330,000 Baht
- AI Energy Public Company Limited 1,610,000 Baht
- AI Ports and Terminals Company Limited 470,000 Baht



# **Report of the Audit Committee**

The Audit Committees consists solely of three independent directors, namely:-

- Police General Wichean Potephosree
- Mr. Bunlerd Korcharoenporn
   Audit Committee
- Dr. Veeraphat Phetcharakupt Audit Committee
  - Mrs. Mattika Chansuwan Secretary to Audit Committees

The Audit Committee has performed its oversight duties set forth in the Audit Committee Charter in line with the regulatory requirements of the Stock Exchange of Thailand, namely : review of financial statements to ensure that they are accurate and adequate; review of internal control to have an adequate system that can achieve its objectives efficiently. The Committee also investigated the compliance with laws, rules and regulations and reviewed of external auditor and its fee.

**Chairman of Audit Committees** 

In year 2015, the Audit Committee had 3 meetings. Each meeting had invited the external auditor to attend the meeting as well. After the meeting, the Audit Committee had reported and expressed their opinion to the Board of Directors. The key activities of Audit Committee in year 2015 are summarized as follows:

- 1. The Audit Committee held quarter's meeting with the external auditor and chief of Financial Officer to review the company's accounting system to ensure that the company observed the accounting standard and the adequate and timely information disclosure.
- 2. At quarterly intervals, the company's financial statement and the report from external auditor were reviewed for appropriate and sufficient direction over the financial statements preparation process and that the company's financial statement are deemed to be reliable, having been prepared in accordance with generally accepted accounting standards before propose to the Board of Directors for approval.
- 3. The internal control system was reviewed to ensure that the company has an adequate internal control system for its business, and achieves the objectives efficiently.
- 4. The Audit Committee has evaluated the performance of ANS Audit Co.,Ltd.
  - Mr. Vichai Ruchtanont Certified Public Accountant No.4054
  - Mr. Atipong Atpongsalul Certified Public Accountant No.3500
  - Mr. Sathen Vongsnan Certified Public Accountant No.3495
  - Miss Kultida Pasurakul Certified Public Accountant No.5946
  - Mr.Yuttapong Chuamuangpan Certified Public Accountant No.9445

over the past year and has recommended to the Board of Directors for submission for approval by the shareholders at the Annual General Meeting, the re-appointment as external auditors.

ND.a.O DE

(Police General Wichean Potephosree)

**Chairman of Audit Committee** 



#### **Auditor's Report**

#### To the Shareholders and the Board of Directors of Asian Insulators Public Company Limited

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

#### Management's Responsibility for the Financial Statements

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

#### Auditor's Responsibility

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

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

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my qualified audit opinion on the consolidated and separate statements of financial position, the separate statement of profit or loss and other comprehensive income, statement of changes in shareholders' equity and statement of cash flows, and for disclaimer of opinion on the consolidated statement of profit or loss and other comprehensive income, statement of changes in shareholders' equity and statement of cash flows.

# Basis for Disclaimer of Opinion on the Consolidated Statement of Profit or Loss and Other Comprehensive Income, Statement of Changes in Shareholders' Equity and Statement of Cash Flows

 I did not observe the physical inventory taking as at December 31, 2014 of AI Energy Public Company Limited which is the subsidiary of Asian Insulators Public Company Limited. I am unable to satisfy myself by mean of other audit procedures on the quantity and valuation of the inventory balances of the subsidiary as at December 31, 2014 of Baht



434.10 million shown in the consolidated statements of financial position. As a result, I am unable to conclude whether there could be any necessary adjustments on the reporting profit in the consolidated statements of profit or loss and other comprehensive income, consolidated statement of changes in shareholders' equity and consolidated statement of cash flows.

2. The predecessor auditor of Asian Insulators Public Company Limited and its subsidiaries disclaimed an opinion on the Company's consolidated financial statements ended December 31, 2014 (Before restated) of Asian Insulators Public Company Limited and its subsidiaries whose report dated March 24, 2015 due to AI Energy Public Company Limited, its subsidiary, had no effective of internal control regarding to cost of sales and inventories including misappropriation of assets utilization. As a result, information and evidence about the production transaction is not reasonable and the controlling process of taking raw materials and goods in and out of the factory is not proper. This evidence has impact on cost of sales and inventories including other related accounts.

As discussed in Note to Financial Statements No. 33.5, the subsidiary received a letter from the Enforcement Department, Office of the Securities and Exchange Commission of Thailand (the SEC), dated January 20, 2016, requesting for the facts about the subsidiary predecessor auditor's disclaimer of opinion in the subsidiary's financial statements for the year 2014. The subsidiary's former management provided a clarification of the facts to the SEC.

On June 20, 2017, the SEC has filed a criminal complaint against two former directors and executives of the subsidiary in case of the preparation of incorrect financial statements for the year 2014 (Before restated), as the predecessor auditor had expressed the disclaimer of opinion, with the Department of Special Investigation (DSI) for further legal proceedings.

Consequently, the subsidiary's current management had investigated and prepared the new documentation to support the accounting transactions related to above matter No.2 in order to reflect the financial statements to be accordance with the financial reporting standards and had adjusted the consolidated financial statements for the years ended December 31, 2015 and 2014 as shown in Note to Financial Statements No. 38.

I have audited the evidences supporting the accounting transactions prepared by the subsidiary's current management. However certain supporting evidences are newly prepared. As a result, I am unable to obtain the sufficient appropriate evidence to conclude that the newly prepared supporting evidence represent the evidences supporting the accounting transactions which have been arrived from the normal internal control environment.

Due to the impact of the above matters No. 1 and No.2, I was unable to conclude whether the outstanding balances on the consolidated financial statements for the year 2014 have been correctly brought forward to the current year or have been appropriately restated. There might be adjustments which may significantly effected the consolidated financial statements for the year 2015, or effected on the comparability of the current year's figures and the corresponding figures. Accordingly, I am unable to express an opinion on the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in shareholders' equity, and consolidated statement of cash flow.



# Disclaimer of Opinion on the Consolidated Statement of Profit or Loss and Other Comprehensive Income, Consolidated Statement of Changes in Shareholders' Equity and Consolidated Statement of Cash Flows

Because of the significance of the matters described in the Basis of Disclaimer of Opinion on the Consolidated Statement of Profit or Loss and Other Comprehensive Incomes, Consolidated Statement of Changes in Shareholders' Equity and Consolidated Statement of Cash Flows paragraph, I have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, I do not express an opinion on the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in shareholders' equity, consolidated statement of cash flow for the year ended December 31, 2015 of Asian Insulators Public Company Limited and its subsidiaries.

#### Basis for Qualified Opinion on the Consolidated Statement of Financial Position

As discussed in Basis for Disclaimer of Opinion on the Consolidated Statement of Profit or Loss and Other Comprehensive Income, Consolidated Statement of Changes in Shareholders' Equity and Consolidated Statement of Cash Flows paragraph, I was unable to conclude whether any adjustment were necessary to be made to the Company's consolidated statement of financial position of the year 2015, and whether these might be the possible effect of this matter on the comparability of the current year's figures and the corresponding figures. My opinion is qualified on the consolidated statement of position.

As discussed in the Note to financial statements No.12, the financial statements for the year ended December 31, 2015 of PPC Asian Insulator Company Limited, an associated company, is based on the management's information which had not been audited by an auditor. The Company's consolidated financial statements for the year ended December 31, 2015, included an investment in equity method amounted to Baht 4.59 million, and attribute loss from associated for the year ended December 31, 2015 amounted to Baht 12.70 million. I have not been able to obtain sufficient appropriate audit evidence regarding investments and loss from associated company in the consolidated financial statements. Accordingly, I was unable to conclude if there might be any adjustments were necessary to be made to these accounts.

#### Qualified Opinion on the Consolidated Statement of Financial Position

In my opinion, except for the possible effect of the matter described in Basis for Qualified Opinion on the Consolidated Statement of Financial Position paragraph, the consolidated statement of financial position referred to above present fairly, in all material respects, the consolidated statement of financial position as at December 31, 2015 of Asian Insulator Public Company Limited and its subsidiaries, in accordance with Thai Financial Reporting Standards.

#### Basis for Qualified Opinion on the Separate Financial Statement

As discussed in the Note to financial statements No.12, the financial statements for the year ended December 31, 2015 of PPC Asian Insulator Company Limited, an associated company, is based on the management's information which had not been audited by an auditor. The Company's separate financial statements for the year ended December 31, 2015, included an investment in cost method amounted to Baht 5.40 million. I have not been able to obtain sufficient appropriate audit



evidence about investments and its impairment in the separate financial statement. Accordingly, I was unable to conclude if there might be any adjustments were necessary to be made to these accounts.

### **Qualified Opinion on the Separate Financial Statement**

In my opinion, except for the possible effect of the matter described in Basis for Qualified Opinion to the Separate Financial Statements paragraph, the separate financial statements referred to above present fairly, in all material respects, the separate statement of financial position as at December 31, 2015 and the separate financial performance and cash flows for the year then ended of Asian Insulator Public Company Limited, in accordance with Thai Financial Reporting Standards.

#### **Emphasis of Matter**

 I have ever reported on the audit of the consolidated financial statements for the year ended December 31, 2015 dated March 29, 2016 by disclosing that the production yield of AI Energy Public Company Limited, its subsidiary, during the period of January to June 2015 was significantly lower than normal production yields. I received clarification letters of such events from the subsidiary's Audit Committee, Managing Director, Factory Manager, Accounting and Finance Manager, Quality Control Manager, and Logistics Supervisor on March 28, 2016 which I had not been able to obtain the sufficient evidence to support the appropriateness of such clarification.

As discussed in Note to Financial Statements No.33.6, the subsidiary engaged the National Metal and Materials Technology Center of National Science and Technology Development Agency to verify the result on the subsidiary's biodiesel production process to assess the appropriateness of such low production yield and found out that the loosed quantity of oil from the tank washing process are in line with production yield reported by the subsidiary. The loosed quantity of oil from the process resulting in an unusual low production yield may be caused by the imperfect separation of layers. I have tested computation and verified the evidences supporting the related production information and found they are in line with the subsidiary management's clarification.

2. As discussed in the Note to financial statements No. 38, the Company had prepared the consolidated financial statements for the years ended December 31, 2015 (Before restated) and 2014 (Before restated) and published the financial statements on March 29, 2016 and March 24, 2015 respectively. In 2016, the Company disclosed an accounting error in respect of the non-controlling interest. The Company therefore restated the consolidated financial statements for the years ended December 31, 2015 and 2014.

#### **Other Matter**

The consolidated and separate financial statements for the year ended December 31, 2014 (Before restated), of Asian Insulator Public Company Limited and its subsidiaries were audited by other auditor, whose report dated on March 24, 2015, contained a disclaimer of opinion on those consolidated financial statements regarding the inability to obtain the sufficient appropriate audit evidences on the inventory balances and expressed a qualified opinion on the separate financial statements



regarding the financial statement of an associated company is based on the management's information which had not been audited by an auditor.

Vichai Ruchitanont

Certified Public Accountant

Registration Number 4054

ANS Audit Co., Ltd

Bangkok, April 26, 2018

# STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2015

		Unit : Baht						
		Consolidated fina	ancial statements	Separate finance	tial statements			
		2015	2014	2015	2014			
	Notes	(RESTATED)	(RESTATED)					
ASSETS								
Current assets								
Cash and cash equivalents	5	154,714,222	204,456,053	29,358,236	12,433,105			
Current investments	6	419,179,862	259,340,524	216,342,649	39,608,531			
Trade and other receivables - net	4, 7, 38	545,627,792	636,762,370	220,808,798	137,285,786			
Unbilled receivables	8, 38	19,667,969	17,718,276	-	-			
Inventories - net	9, 38	464,814,914	543,630,018	86,119,954	108,897,222			
Oil supplies	10	1,986,547	2,368,196	-	-			
Non-current assets held for sale - net	11		2,540,000	-	-			
Total current assets		1,605,991,306	1,666,815,437	552,629,637	298,224,644			
Non-current assets								
Investments in associated company - net	12	4,589,145	17,290,878	5,400,000	26,400,000			
Investments in subsidiaries	13	-	-	862,555,182	862,555,182			
Pledged deposits at financial institution	14	3,555,800	2,000,000	-	-			
Property, plant, vessel and equipment - net	15, 38	1,982,448,949	2,030,764,902	593,948,313	652,787,291			
Intangible assets - net	16	4,013,424	5,041,183	3,907,108	4,896,137			
Deferred tax assets	26	18,080,860	3,928,073	6,284,878	3,512,259			
Other non-current assets	38	14,042,935	17,055,411	311,892	311,892			
Total non-current assets		2,026,731,113	2,076,080,447	1,472,407,373	1,550,462,761			
Total assets		3,632,722,419	3,742,895,884	2,025,037,010	1,848,687,405			

.....Director

(Narong Thareratanavibool)

.....Director

# STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2015

	Unit : Baht						
		Consolidated fina	ancial statements	Separate financial statement			
		2015	2014	2015	2014		
	Notes	(RESTATED)	(RESTATED)				
LIABILITIES AND SHAREHOLDERS' EQUITY							
Current liabilities							
Bank overdrafts and short-term loans from financial institutions	17	324,034,630	366,918,380	-	50,000,000		
Trade and other payables	4, 18, 38	163,456,677	257,864,246	54,514,669	48,523,929		
Current portion of long-term loan from financial institutions	19	-	22,080,000	-	-		
Advance received and deferred construction revenue	8	28,258,977	617,446	-	-		
Income tax payable	38	9,276,433	38,850,928	5,511,648	2,272,041		
Total current liabilities		525,026,717	686,331,000	60,026,317	100,795,970		
Non-current liabilities							
Long-term loan from financial institutions - net	19	-	76,880,000	-	-		
Non-current provisions for employee benefits	20	36,564,209	30,809,593	20,710,451	17,685,656		
Total non-current liabilities		36,564,209	107,689,593	20,710,451	17,685,656		
Total liabilities		561,590,926	794,020,593	80,736,768	118,481,626		

.....Director

.....Director

(Narong Thareratanavibool)

# STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2015

Consolidated Financial statementsSeparate financial statements2015201420152014Note(RESTATED)(RESTATED)2015Shareholders' equity21			Unit : Baht						
Notes(RESTATED)(RESTATED)Shareholders' equity21Authorized share capital21Common shares 2,800,000,000 shares at Baht 0.25 each700,000,000(2014 : Common shares 500,000,000 shares at Baht 1 each700,000,000Jssued and fully paid-up share capital700,000,000Common shares 2,799,996,084 shares at Baht 0.25 earch500,000,000(2014 : Common shares 500,000,000 shares at Baht 1 each699,999,021Soudon shares 2,799,996,084 shares at Baht 1 each902,769,092Premiums on share capital902,769,092Premiums on share capital902,769,092Premiums on share capital902,769,092Appropriated24Legal reserve25,38Other components of shareholders' equity25,38Other components of shareholders' equity360,580,334Gain on disposal of investment in subsidiaries861,442,927Reintel carrings (edificits)861,442,927Appropriated2,359,323,748Querter on busines combination under common control(3,258,930)Gain on disposal of investment in subsidiaries861,442,927Reintel der on up in the subsidiaries861,442,927Abareholders' equity of the Company2,359,323,748Querter on the stareholders' equity1,730,205,779Non-controlling interests13,38Total shareholders' equity1,944,300,24Total shareholders' equity1,944,300,24Non-controlling interests1,30,8Total shareholders' equity1,730,205,779<			Consolidated fina	incial statements	Separate financ	ial statements			
Shareholders' equity         21           Authorized share capital         21           Common shares 2,800,000,000 shares at Baht 0.25 each         700,000,000         500,000,000         700,000,000         500,000,000           Issued and fully paid-up share capital         700,000,000         500,000,000         699,999,021         500,000,000         699,999,021         500,000,000           Premiums on shares 500,000,000 shares at Baht 1 each)         699,999,021         500,000,000         699,999,021         500,000,000           Premiums on share capital         902,769,092         902,769,092         902,769,092         902,769,092         902,769,092           Retained earnings (deficits)         4         500,000,000         61,815,719         50,000,000           Unappropriated         24         (524,115,415)         (467,936,479)         279,716,410         277,436,687           Other components of shareholders' equity         360,580,334         360,580,334         -         -           Gain on disposal of investment in subsidiaries         861,442,927         861,442,927         -         -           Total shareholders' equity         13,38         711,898,745         745,278,347         -         -           Total shareholders' equity         3,071,131,493         2,948,875,291 <t< th=""><th></th><th></th><th>2015</th><th>2014</th><th>2015</th><th>2014</th></t<>			2015	2014	2015	2014			
Authorized share aqital       21         Common shares 2,800,000,000 shares at Baht 0.25 each       700,000,000       500,000,000       500,000,000         Issued and fully paid-up share capital       700,000,000       500,000,000       500,000,000       500,000,000         Issued and fully paid-up share capital       699,999,021       500,000,000       699,999,021       500,000,000         Premiums on shares 500,000,000 shares at Baht 1 each       699,999,021       500,000,000       699,999,021       500,000,000         Premiums on share capital       902,769,092       902,769,092       902,769,092       902,769,092       902,769,092         Retained earnings (deficits)       4       (524,115,415)       (467,936,479)       250,000,000         Appropriated       24       (524,115,415)       (467,936,479)       279,716,410       277,436,687         Other components of shareholders' equity       360,580,334       360,580,334       -       -         Difference on business combination under common control       (3,258,930)       (3,258,930)       -       -         Gain on disposal of investment in subsidiaries       861,442,927       861,442,927       -       -         Total shareholders' equity of the Company       13,38       711,898,745       745,278,347       -       -		Notes	(RESTATED)	(RESTATED)					
Common shares 2,800,000,000 shares at Baht 0.25 each       700,000,000       500,000,000       500,000,000         (2014 : Common shares 500,000,000 shares at Baht 1 each)       700,000,000       500,000,000       500,000,000         Issued and fully paid-up share capital       699,999,021       500,000,000       699,999,021       500,000,000         Premiums on shares 500,000,000 shares at Baht 1 each)       699,999,021       500,000,000       699,999,021       500,000,000         Premiums on share capital       902,769,092       902,769,092       902,769,092       902,769,092         Retained earnings (deficits)       Appropriated       25,38       61,815,719       50,000,000       61,815,719       50,000,000         Unappropriated       24       (524,115,415)       (467,936,479)       279,716,410       277,436,687         Other components of shareholders' equity       360,580,334       360,580,334       -       -         Difference on business combination under common control       (3,258,930)       (3,258,930)       -       -         Gain on disposal of investment in subsidiaries       861,442,927       861,442,927       -       -         Total shareholders' equity of the Company       13,38       711,898,745       745,278,347       -       -         Non-controlling interests <td< td=""><td>Shareholders' equity</td><td></td><td></td><td></td><td></td><td></td></td<>	Shareholders' equity								
(2014 : Common shares 500,000,000 shares at Baht 1 each)       700,000,000       500,000,000       700,000,000         Issued and fully paid-up share capital       699,999,021       500,000,000       699,999,021       500,000,000         (2014 : Common shares 500,000,000 shares at Baht 0.25 earch       902,769,092       902,769,092       902,769,092       902,769,092         Premiums on share capital       902,769,092       902,769,092       902,769,092       902,769,092       902,769,092         Retained earnings (deficits)       4       4       50,000,000       61,815,719       50,000,000         Appropriated       24       (524,115,415)       (467,936,479)       279,716,410       277,436,687         Other components of shareholders' equity       360,580,334       360,580,334       -       -         Gain on disposal of investment in subsidiaries       861,442,927       861,442,927       -       -         Total shareholders' equity of the Company       2,359,232,748       2,203,596,944       1,944,300,242       1,730,205,779         Non-controlling interests       13, 38       711,898,745       745,278,347       -       -         Total shareholders' equity       3,071,131,493       2,948,875,291       1,944,300,242       1,730,205,779	Authorized share capital	21							
Issued and fully paid-up share capital       Issued and fully paid-up share capital       500,000,000       699,999,021       500,000,000       61,815,719       50,000,000       61,815,719       50,000,000       61,815,719       50,000,000       61,815,719       50,000,000       61,815,719       50,000,000       61,815,719       50,000,000       61,815,719       50,000,000       61,815,719       50,000,000       61,815,719       50,000,000       61,815,719       50,000,000       61,815,719       50,000,000       61,815,719       50,000,000       61,815,719       50,000,000       61,815,719       50,000,000       61,815,719       50,000,000       61,815,719	Common shares 2,800,000,000 shares at Baht 0.25 each								
Common shares 2,799,996,084 shares at Baht 0.25 earch       699,999,021       500,000,000       699,999,021       500,000,000         (2014 : Common shares 500,000,000 shares at Baht 1 each)       699,999,021       500,000,000       699,999,021       500,000,000         Premiums on share capital       902,769,092       902,769,092       902,769,092       902,769,092       902,769,092         Retained earnings (deficits)       Appropriated       2       52,38       61,815,719       50,000,000       61,815,719       50,000,000         Unappropriated       24       (524,115,415)       (467,936,479)       279,716,410       277,436,687         Other components of shareholders' equity       360,580,334       360,580,334       -       -         Gain on disposal of investment in subsidiaries       861,442,927       861,442,927       -       -         Total shareholders' equity of the Company       2,359,232,748       2,203,596,944       1,944,300,242       1,730,205,779         Non-controlling interests       13, 38       711,898,745       745,278,347       -       -         Total shareholders' equity       3,071,131,493       2,948,875,291       1,944,300,242       1,730,205,779	(2014 : Common shares 500,000,000 shares at Baht 1 each)		700,000,000	500,000,000	700,000,000	500,000,000			
(2014 : Common shares 500,000,000 shares at Baht 1 each)699,999,021500,000,000699,999,021500,000,000Premiums on share capital902,769,092902,769,092902,769,092902,769,092Retained earnings (deficits)AppropriatedLegal reserve25,3861,815,71950,000,00061,815,71950,000,000Unappropriated24(524,115,415)(467,936,479)279,716,410277,436,687Other components of shareholders' equity(3,258,930)Difference on business combination under common control(3,258,930)(3,258,930)Capital surplus from share premium of subsidiary360,580,334360,580,334Gain on disposal of investment in subsidiaries861,442,927861,442,927Total shareholders' equity1,338711,898,745745,278,347Non-controlling interests13, 38711,898,745745,278,347Total shareholders' equity3,071,131,4932,948,875,2911,944,300,2421,730,205,779	Issued and fully paid-up share capital								
Premiums on share capital       902,769,092       902,769,092       902,769,092       902,769,092         Retained earnings (deficits)         Appropriated         Legal reserve       25,38       61,815,719       50,000,000       61,815,719       50,000,000         Unappropriated       24       (524,115,415)       (467,936,479)       279,716,410       277,436,687         Other components of shareholders' equity       101       (3,258,930)       -       -         Capital surplus from share premium of subsidiary       360,580,334       360,580,334       -       -         Gain on disposal of investment in subsidiaries       861,442,927       861,442,927       -       -         Total shareholders' equity       13, 38       711,898,745       745,278,347       -       -         Total shareholders' equity       3,071,131,493       2,948,875,291       1,944,300,242       1,730,205,779	Common shares 2,799,996,084 shares at Baht 0.25 earch								
Retained earnings (deficits)         Appropriated         Legal reserve       25, 38       61,815,719       50,000,000       61,815,719       50,000,000         Unappropriated       24       (524,115,415)       (467,936,479)       279,716,410       277,436,687         Other components of shareholders' equity       0       1,258,930)       (3,258,930)       -       -         Capital surplus from share premium of subsidiary       360,580,334       360,580,334       -       -         Gain on disposal of investment in subsidiaries       861,442,927       861,442,927       -       -         Total shareholders' equity       13,38       711,898,745       745,278,347       -       -         Total shareholders' equity       3,071,131,493       2,948,875,291       1,944,300,242       1,730,205,779	(2014 : Common shares 500,000,000 shares at Baht 1 each)		699,999,021	500,000,000	699,999,021	500,000,000			
Appropriated       25, 38       61,815,719       50,000,000       61,815,719       50,000,000         Unappropriated       24       (524,115,415)       (467,936,479)       279,716,410       277,436,687         Other components of shareholders' equity       (3,258,930)       (3,258,930)       -       -         Difference on business combination under common control       (3,258,930)       (3,258,930)       -       -         Capital surplus from share premium of subsidiary       360,580,334       360,580,334       -       -         Gain on disposal of investment in subsidiaries       861,442,927       861,442,927       -       -         Total shareholders' equity of the Company       13,38       711,898,745       745,278,347       -       -         Total shareholders' equity       1,730,205,779       3,071,131,493       2,948,875,291       1,944,300,242       1,730,205,779	Premiums on share capital		902,769,092	902,769,092	902,769,092	902,769,092			
Legal reserve25, 3861,815,71950,000,00061,815,71950,000,000Unappropriated24(524,115,415)(467,936,479)279,716,410277,436,687Other components of shareholders' equity0(3,258,930)(3,258,930)Difference on business combination under common control(3,258,930)(3,258,930)Capital surplus from share premium of subsidiary360,580,334360,580,334Gain on disposal of investment in subsidiaries861,442,927861,442,927Total shareholders' equity of the Company2,359,232,7482,203,596,9441,944,300,2421,730,205,779Non-controlling interests13, 38711,898,745745,278,347Total shareholders' equity3,071,131,4932,948,875,2911,944,300,2421,730,205,779	Retained earnings (deficits)								
Unappropriated       24       (524,115,415)       (467,936,479)       279,716,410       277,436,687         Other components of shareholders' equity       0       (3,258,930)       (3,258,930)       -       -         Capital surplus from share premium of subsidiary       360,580,334       360,580,334       -       -         Gain on disposal of investment in subsidiaries       861,442,927       861,442,927       -       -         Total shareholders' equity       13,38       711,898,745       745,278,347       -       -         Total shareholders' equity       3,071,131,493       2,948,875,291       1,944,300,242       1,730,205,779	Appropriated								
Other components of shareholders' equity         Difference on business combination under common control       (3,258,930)       (3,258,930)       -       -         Capital surplus from share premium of subsidiary       360,580,334       360,580,334       -       -         Gain on disposal of investment in subsidiaries       861,442,927       861,442,927       -       -         Total shareholders' equity of the Company       2,359,232,748       2,203,596,944       1,944,300,242       1,730,205,779         Non-controlling interests       13, 38       711,898,745       745,278,347       -       -         Total shareholders' equity       3,071,131,493       2,948,875,291       1,944,300,242       1,730,205,779	Legal reserve	25, 38	61,815,719	50,000,000	61,815,719	50,000,000			
Difference on business combination under common control       (3,258,930)       (3,258,930)       -       -         Capital surplus from share premium of subsidiary       360,580,334       360,580,334       -       -         Gain on disposal of investment in subsidiaries       861,442,927       861,442,927       -       -         Total shareholders' equity of the Company       2,359,232,748       2,203,596,944       1,944,300,242       1,730,205,779         Non-controlling interests       13, 38       711,898,745       745,278,347       -       -         Total shareholders' equity       3,071,131,493       2,948,875,291       1,944,300,242       1,730,205,779	Unappropriated	24	(524,115,415)	(467,936,479)	279,716,410	277,436,687			
Capital surplus from share premium of subsidiary       360,580,334       360,580,334       -       -         Gain on disposal of investment in subsidiaries       861,442,927       861,442,927       -       -         Total shareholders' equity of the Company       2,359,232,748       2,203,596,944       1,944,300,242       1,730,205,779         Non-controlling interests       13, 38       711,898,745       745,278,347       -       -         Total shareholders' equity       3,071,131,493       2,948,875,291       1,944,300,242       1,730,205,779	Other components of shareholders' equity								
Gain on disposal of investment in subsidiaries       861,442,927       861,442,927       -       -         Total shareholders' equity of the Company       2,359,232,748       2,203,596,944       1,944,300,242       1,730,205,779         Non-controlling interests       13, 38       711,898,745       745,278,347       -       -         Total shareholders' equity       3,071,131,493       2,948,875,291       1,944,300,242       1,730,205,779	Difference on business combination under common control		(3,258,930)	(3,258,930)	-	-			
Total shareholders' equity of the Company       2,359,232,748       2,203,596,944       1,944,300,242       1,730,205,779         Non-controlling interests       13, 38       711,898,745       745,278,347       -       -         Total shareholders' equity       3,071,131,493       2,948,875,291       1,944,300,242       1,730,205,779	Capital surplus from share premium of subsidiary		360,580,334	360,580,334	-	-			
Non-controlling interests         13, 38         711,898,745         745,278,347         -         -           Total shareholders' equity         3,071,131,493         2,948,875,291         1,944,300,242         1,730,205,779	Gain on disposal of investment in subsidiaries		861,442,927	861,442,927	-	-			
Total shareholders' equity         3,071,131,493         2,948,875,291         1,944,300,242         1,730,205,779	Total shareholders' equity of the Company		2,359,232,748	2,203,596,944	1,944,300,242	1,730,205,779			
	Non-controlling interests	13, 38	711,898,745	745,278,347	-	-			
Total liabilities and shareholders' equity         3,632,722,419         3,742,895,884         2,025,037,010         1,848,687,405	Total shareholders' equity		3,071,131,493	2,948,875,291	1,944,300,242	1,730,205,779			
	Total liabilities and shareholders' equity		3,632,722,419	3,742,895,884	2,025,037,010	1,848,687,405			

.....Director

(Narong Thareratanavibool)

.....Director

#### STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED DECEMBER 31, 2015

		Unit : Baht					
		Consolidated finar	ncial statements	Separate financial statements			
		2015	2014	2015	2014		
	Notes	(RESTATED)	(RESTATED)				
	3, 4, 28, 30, 32, 38						
Revenues							
Revenue from sales of goods		4,267,000,441	5,083,557,551	812,778,070	694,312,430		
Revenue from production contract		45,810,022	133,541,324	-	-		
Revenue from construction contract		28,906,788	297,270,666	-	-		
Revenue from vessel operating		19,549,187	35,291,157	-	-		
Revenue from port service		-	1,000,000	-	-		
Other incomes		20,619,137	28,760,500	7,308,304	11,981,912		
Dividend income	13		-	9,983,929	21,964,643		
Total revenues		4,381,885,575	5,579,421,198	830,070,303	728,258,985		
Expenses							
Cost of sales		(3,921,176,555)	(4,605,799,958)	(477,923,968)	(441,747,034)		
Cost of production contract		(37,003,291)	(78,126,200)	-	-		
Cost of construction contract		(26,484,248)	(222,103,860)	-	-		
Cost of vessel operating		(22,589,099)	(47,143,226)	-	-		
Cost of port service		-	(496,687)	-	-		
Selling expenses		(48,446,462)	(62,040,327)	(5,228,127)	(5,976,763)		
Administrative expenses		(159,094,248)	(151,130,550)	(82,032,656)	(64,070,218)		
Finance costs		(13,650,099)	(27,818,098)	(1,899,518)	(3,726,217)		
Loss on impairment of investment in associate	12	-	-	(21,000,000)	-		
Share of loss from investment in associates	12	(12,701,732)	(7,101,936)		-		
Total expenses		(4,241,145,734)	(5,201,760,842)	(588,084,269)	(515,520,232)		
Profit before tax revenues (expenses)		140,739,841	377,660,356	241,986,034	212,738,753		
Tax revenues (expenses)	27	3,752,343	(52,740,149)	(5,671,660)	(4,658,733)		
Profit for the years		144,492,184	324,920,207	236,314,374	208,080,020		
Other comprehensive income			-	-	-		
Total comprehensive income for the years		144,492,184	324,920,207	236,314,374	208,080,020		
Profit (loss) attributable to :							
Equity holders of the Company		177,855,715	288,192,192	236,314,374	208,080,020		
Non-controlling interests		(33,363,531)	36,728,015		-		
		144,492,184	324,920,207	236,314,374	208,080,020		
Total comprehensive income (loss) attributable to :							
Equity holders of the Company		177,855,715	288,192,192	236,314,374	208,080,020		
Non-controlling interests		(33,363,531)	36,728,015		-		
		144,492,184	324,920,207	236,314,374	208,080,020		
Earnings per share	23						
Basic earnings per share of the Company		0.06	0.10	0.08	0.07		
Weighted average number of ordinary shares (share)		2,799,996,084	2,799,996,084	2,799,996,084	2,799,996,084		

.....Director

(Narong Thareratanavibool)

.....Director

#### STATEMENTS OF CHANGES IN SHAREHOLDER'S EQUITY

#### FOR THE YEAR ENDED DECEMBER 31, 2015

			Unit : Baht									
			Consolidated financial statements									
					Equity	v attributable to equity holders of	the Company					
				Retained earni	ngs (Deficits)	Ot	her components of share	eholders' equity				
						Difference on business	Capital surplus from	Gain on disposal of	Total other	Total		Total
		Issued and paid-up	Premiums on	Appropriated		combination under common	share premium of	investment in	components of	Equity holders	Non-controlling	Shareholders'
	Notes	share capital	share capital	to legal reserve	Unappropriated	control	subsidiary	subsidiaries	shareholders' equity	of the Company	interests	Equity
Balance as at January 1, 2015 - (Before restated)		500,000,000	902,769,092	50,000,000	(640,054,469)	(3,258,930)	360,580,334	861,442,927	1,218,764,331	2,031,478,954	923,607,087	2,955,086,041
Cumulative effects of corrections of errors	38		-	-	172,117,990	-	-	-		172,117,990	(178,328,740)	(6,210,750)
Balance as at January 1, 2015 - (Restated)		500,000,000	902,769,092	50,000,000	(467,936,479)	(3,258,930)	360,580,334	861,442,927	1,218,764,331	2,203,596,944	745,278,347	2,948,875,291
Changes in shareholders' equity for the year:												
Increase ordinary shares	21	199,999,021	-	-	-	-	-	-	-	199,999,021	-	199,999,021
Legal reserve	25	-	-	11,815,719	(11,815,719)	-	-	-	-	-	-	-
Dividend paid	24	-	-	-	(222,218,932)	-	-	-	-	(222,218,932)	(16,071)	(222,235,003)
Total comprehensive income (loss) for the year (Restated)	38		-	-	177,855,715	-	-	-	-	177,855,715	(33,363,531)	144,492,184
Balance as at December 31, 2015		699,999,021	902,769,092	61,815,719	(524,115,415)	(3,258,930)	360,580,334	861,442,927	1,218,764,331	2,359,232,748	711,898,745	3,071,131,493
Balance as at January 1, 2014		500,000,000	902,769,092 ‡	50,000,000	293,810,159	(3,258,930)	360,580,334	861,442,927	1,218,764,331	2,965,343,582	708,585,689	3,673,929,271
Changes in shareholders' equity for the year:												
Dividend paid	24	-	-	-	(1,049,938,830)	-	-	-	-	(1,049,938,830)	(35,357)	(1,049,974,187)
Total comprehensive income for the year (Restated)	38		-	-	288,192,192	-				288,192,192	36,728,015	324,920,207
Balance as at December 31, 2014		500,000,000	902,769,092	50,000,000	(467,936,479)	(3,258,930)	360,580,334	861,442,927	1,218,764,331	2,203,596,944	745,278,347	2,948,875,291

.....Director

.....Director

(Narong Thareratanavibool)

### STATEMENTS OF CHANGES IN SHAREHOLDER'S EQUITY

#### FOR THE YEAR ENDED DECEMBER 31, 2015

			Unit : Baht							
				Separate financi	ial statements					
			_	Retained e	earnings		Total			
		Issued and paid-up	Premiums on	Appropriated		Other components of	Shareholders'			
	Notes	share capital	share capital	to legal reserve	Unappropriated	shareholders' equity	Equity			
Balance as at January 1, 2015		500,000,000	902,769,092	50,000,000	277,436,687	-	1,730,205,779			
Changes in shareholders' equity for the year:										
Increase ordinary shares	21	199,999,021	-	-	-	-	199,999,021			
Legal reserve	25	-	-	11,815,719	(11,815,719)	-	-			
Dividend paid	24	-	-	-	(222,218,932)	-	(222,218,932)			
Total comprehensive income for the year		-	-	-	236,314,374	-	236,314,374			
Balance as at December 31, 2015		699,999,021	902,769,092	61,815,719	279,716,410	-	1,944,300,242			
Balance as at January 1, 2014		500,000,000	902,769,092 <sup>±</sup>	50,000,000	1,119,295,497	-	2,572,064,589			
Changes in shareholders' equity for the year:	24				(1,049,938,830)		(1.040.028.820)			
Dividend paid	24	-	-	-		-	(1,049,938,830)			
Total comprehensive income for the year					208,080,020		208,080,020			
Balance as at December 31, 2014		500,000,000	902,769,092 ±	50,000,000	277,436,687	-	1,730,205,779			

.....Director

.....Director

(Narong Thareratanavibool)

# STATEMENTS OF CASH FLOWS

### FOR THE YEAR ENDED DECEMBER 31, 2015

	Unit : Baht					
	Consolidated fina	ncial statements	Separate financial	statements		
	2015	2014	2015	2014		
	(RESTATED)	(RESTATED)				
Cash Flows from Operating Activities						
Profit before income tax expenses	140,739,841	377,660,356	241,986,034	212,738,753		
Adjustments to reconcile profit to cash provided by (used in)						
operating activities:						
Depreciation	149,691,649	139,546,526	67,067,699	67,842,073		
Amortization of computer softwares	1,998,615	1,934,575	1,954,978	1,893,251		
Amortization of other non-current assets	-	733,681	-	-		
(Gain) Loss on equipment disposal	154,921	(124,128)	(43,085)	(162,561)		
Loss on unused equipment	-	524,810	-	-		
Unrealized gain on investments in Open-end Fund	(2,701,742)	(3,056,471)	(305,717)	(124,360)		
Reverse on doubtful debts	-	(431,851)	-	-		
Bad debts	-	18,518	-	-		
Loss on impairment of assets	5,990,192	-	5,990,192	-		
Loss on diminution of inventories	4,723,745	120,260	4,723,745	-		
Loss on diminution of non-current assets classified as held for sale	-	1,934,990	-	-		
Loss on impairment of investment in associate	-	-	21,000,000	-		
Share of loss from investment in associate	12,701,732	7,101,936	-	-		
Dividend income	-	-	(9,983,929)	(21,964,643)		
Unrealized (gain) loss on exchange rates	(495,576)	133,347	(523,740)	14,552		
Long-term employee benefit expenses	5,754,616	4,941,619	3,024,795	2,726,236		
Interest income	(739,926)	(2,388,574)	(158,815)	(1,640,855)		
Interest expenses	11,630,564	24,404,595	889,480	2,636,075		
Amortization of withholding tax	435,684	80,992		-		
Gain from operating activities before changes						
in operating assets and liabilities	329,884,315	553,135,181	335,621,637	263,958,521		
Changes in operating assets - (increase) decrease						
Trade and other receivables	91,120,528	(252,692,638)	(83,523,011)	(40,928,845)		
Unbilled receivables	(1,417,492)	(15,419,547)	-	-		
Inventories	74,473,010	(35,959,292)	18,053,523	27,951,221		
Oil supplies	-	2,452,957	-	-		

.....Director

(Narong Thareratanavibool)

.....Director

# STATEMENTS OF CASH FLOWS

### FOR THE YEAR ENDED DECEMBER 31, 2015

	Unit : Baht						
	Consolidated fina	ncial statements	Separate financia	l statements			
	2015	2014	2015	2014			
	(RESTATED)	(RESTATED)					
Non-current assets classified as held for sale	2,540,000	(2,440,000)	-	-			
Other non-current assets	2,071,650	(8,747,400)	-	-			
Changes in operating liabilities - increase (decrease)							
Trade and other payables	(97,356,280)	99,726,717	3,988,130	(23,412,227)			
Advance received and deferred construction revenue	27,687,826	(15,811,667)	-	-			
Cash provided by operating activities	429,003,557	324,244,311	274,140,279	227,568,670			
Payment for employee benefit obligations	-	(10,917,030)	-	(10,061,570)			
Refund of income tax	-	3,106,833	-	-			
Income tax paid	(39,974,940)	(163,577,245)	(5,204,672)	(155,273,224)			
Net cash provided by operating activities	389,028,617	152,856,869	268,935,607	62,233,876			
Cash Flows from Investing Activities							
Interest received	739,926	2,394,134	158,815	1,640,855			
Increase in fixed deposits with obligation	(1,555,800)	-	-	-			
Short-term investments	(157,137,597)	875,234,644	(176,428,402)	880,217,874			
Dividend income from investments in subsidiary	-	-	9,983,929	21,964,643			
Purchase of property, plant, vessel and equipment	(105,524,826)	(174,033,408)	(12,850,389)	(17,777,577)			
Proceeds from disposal of equipment	119,515	168,126	78,935	201,246			
Payment for purchases of intangible assets	-	(81,192)	-	-			
Payment assets payable	-	(2,676,301)	-	(511,407)			
Payment deposit on assets		(6,798,123)	-	(1,107,521)			
Net cash provided by (used in) investing activities	(263,358,782)	694,207,880	(179,057,112)	884,628,113			

.....Director

(Narong Thareratanavibool)

.....Director

# STATEMENTS OF CASH FLOWS

### FOR THE YEAR ENDED DECEMBER 31, 2015

	Unit : Baht				
	Consolidated fina	ncial statements	Separate financi	al statements	
	2015	2014	2015	2014	
	(RESTATED)	(RESTATED)			
Cash Flows from Financing Activities					
Increase (decrease) in bank overdrafts and short-term loans					
from financial institutions	(42,883,751)	223,300,570	(50,000,000)	-	
Interest paid	(11,331,931)	(24,102,879)	(733,453)	(2,474,021)	
Increase in long-term loans from financial institutions	-	110,000,000	-	-	
Payment for long-term loans from financial institutions	(98,960,000)	(99,669,589)	-	-	
Dividend payment	(22,219,912)	(1,049,938,830)	(22,219,911)	(1,049,938,830)	
Subsidiary's dividend paid to non-controlling interests	(16,072)	(35,357)	-	-	
Net cash used in financing activities	(175,411,666)	(840,446,085)	(72,953,364)	(1,052,412,851)	
Net increase (decrease) in cash and cash equivalents	(49,741,831)	6,618,664	16,925,131	(105,550,862)	
Cash and cash equivalents at beginning of the years	204,456,053	197,837,389	12,433,105	117,983,967	
Cash and cash equivalents at end of the years	154,714,222	204,456,053	29,358,236	12,433,105	
Supplemental disclosures of cash flows information					
Non-cash transactions consisted of:					
Assets payable for plant and equipment	3,086,355	13,629,680	2,370,322	3,001,151	
Tranferred deposit to plant and equipment	-	20,695,920	-	150,000	
Tranferred machinery to non-current assets classified as held for sale	-	2,034,990	-	-	
Increase share capital to accommodate the stock dividend	199,999,021	-	199,999,021	-	
Effect of adjusted actuarial losses from employee benefit plan					
- Increase in deferred tax assets	-	-	-	216,064	
- Increase in provision for long-term employee benefits	-	-	-	(1,080,319)	
- Decrease in retained earnings	-	-	-	864,255	

.....Director

# .....Director

(Narong Thareratanavibool)

# ASIAN INSULATORS PUBLIC COMPANY LIMITED AND SUBSIDIARIES NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2015

### 1. GENERAL INFORMATION

Asian Insulators Public Company Limited ("the Company") was registered as a Thai limited-company under the Civil and Commercial Code on May 12, 1981, and was registered as a public company limited with the Ministry of Commerce on March 19, 2004. The Company was listed on the Stock Exchange of Thailand on September 9, 2004.

The Company's main businesses are as producing and selling porcelain insulators and electrical equipment.

The Company's registered office is located at No. 254 Seri Thai Road, Khan naa yaao Sub-District, Khan na yao. District Bangkok and The Factory located at No. 99 Moo 2, Asia Highway Road, Km. 70 -71 Tambol Banmor, Amphur Promburi, Singburi Province.

#### 2. BASIS FOR OF PRESENTATION FINANCIAL STATEMENTS

The accompanying financial statements are prepared in accordance with Thai Financial Reporting Standards ("TFRS") including related interpretations and guidelines promulgated by the Federation of Accounting Professions ("FAP") and applicable rules and regulations of the Securities and Exchange Commission.

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

The financial statements are prepared on the historical cost basis, except as disclosed in respective accounting policies.

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

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

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

......Director

(Thanit Thareratanavibool)

..... Director

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### Basis for preparation of the consolidated financial statements

a) The consolidated financial statements included the financial statements of the Company and its subsidiaries ("the Group") and its equity in associate by shareholding in subsidiaries and associate as follows:

		Country of	Percentage	e of holding
Name	Nature of business	incorporation	December 31, 2015	December 31, 2014
Subsidiaries directly held	by the Company			
AI Engineering Services	Undertake construction and install electrical	Thailand	99.84	99.84
Company Limited	transmission power sub-station			
	and trading electrical equipment			
AI Energy Public Company	Producing and distributing biodiesel,	Thailand	59.59	59.59
Limited	vegetable oil and other fuel oil			
Subsidiaries held by AI Er	nergy Public Company Limited			
AI Logistics	Local and overseas logistics	Thailand	100.00	100.00
Company Limited	for passenger, merchandise,			
	parcel and other materials			
AI Ports and Terminals	(1) Servicing portProducing	Thailand	100.00	100.00
Company Limited	(2) Distributing ice			
	(3) Trading electrical equipment,			
	vegetable oil and other fuel oil			
Associate				
PPC Asian Insulators	Producing and distributing	Thailand	25.10	25.10
Company Limited	electronics insulators			

- b) The Company is deemed to have control over an investee or subsidiaries if the Company has rights, or is exposed, to variable returns from its involvement with the investee, and the Company has the ability to direct the activities that affect the amount of its returns.
- c) Subsidiaries are fully consolidated as from 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) Significant 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.
- g) Investments in associate are stated by equity method in the consolidated financial statement.

The separate financial statements, which presented investments in subsidiaries and associate under the cost method, have been prepared solely for the benefit of the public.

### New financial reporting standards

Below is a summary of financial reporting standards that became effective in the current accounting year and those that will become effective in the future.

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

The Company and its subsidiaries have adopted the revised (revised 2014) and new financial reporting standards issued by the Federation of Accounting Professions which become effective for fiscal years beginning on or after 1 January 2015. 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 financial statements of the Company and its subsidiaries. However, some of these standards involve changes to key principles, which are summarized below:

### TAS 19 (revised 2014) Employee Benefits

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

At present, the Company and its subsidiaries immediately recognize actuarial gains and losses in other comprehensive income. The assessment of the management of the Company and its subsidiaries is that when the revised standard is applied in 2015, there will be no impact on provision for long-term employee benefit liabilities and brought forward retained earnings in the financial statements.

# **TFRS 10 Consolidated Financial Statements**

TFRS 10 prescribes requirements for the preparation of consolidated financial statements and replaces the part dealing with consolidated financial statements as included in TAS 27 Consolidated and Separate Financial Statements. This standard changes the principles used in considering whether control exists. Under this standard, an investor is deemed to have control over an investee 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, even if it holds less than half of the shares or voting rights. This important change requires the management to exercise a lot of judgement when reviewing whether the Company and its subsidiaries have control over the investees and determine which entities have to be included for preparation of the consolidated financial statements.

The management of the Company and its subsidiaries believes that the standards will not have any significant impact on the Company and its subsidiaries' financial statements.

......Director

(Thanit Thareratanavibool)

..... Director

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(Narong Thareratanavibool)

### **TFRS 12 Disclosure of Interests in Other Entities**

This standard stipulates disclosures relating to an entity's interests in subsidiaries, joint arrangements and associates, including structured entities. This standard therefore has no financial impact to the financial statements of the Company and its subsidiaries.

#### **TFRS 13 Fair Value Measurement**

This standard provides guidance on how to measure fair value and stipulates disclosures related to fair value measurements. Entities are to apply the guidance under this standard if they are required by other accounting standards to measure their assets or liabilities at fair value. The effect of the change from the adoption of this standard is to be recognized prospectively.

Based on the preliminary analysis, the management of the Company and its subsidiaries believes that this standard will not have any significant impact on the Company and its subsidiaries' financial statements.

#### b) Financial reporting standard that will become effective in the future

During the current year, the Federation of Accounting Professions issued a number of the revised (revised 2015) and new financial reporting standards and accounting treatment guidance which is 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. The management of the Company and its subsidiaries believe that the revised and new financial reporting standards and accounting treatment guidance will not have any significant impact on the financial statements when they are initially applied.

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### 3.1 Revenues and expenses recognition

The Company and subsidiaries recognize revenues from sales and services when the significant risks and rewards of ownership of the goods have passed to the buyer, and services are already rendered to customers.

Subsidiary recognizes revenues from construction contract under percentage of completion method. Current portion of additional income and other contracts with working period within one year are recognized in proportion to the completed construction and being billed for collection.

Subsidiary recognizes revenues from vessel operating on the proportion of time travelled compared with the total time to be taken of that trip.

Subsidiary recognizes revenues from loading of goods, revenue from warehousing and other services when those services are already rendered.

The Company and subsidiaries recognize other revenues and expenses on an accrual basis.

### 3.2 Cash and cash equivalents

Cash and cash equivalents are cash on hand and fixed deposit at the financial institutions due not more than 3 months from the date of acquisition with no obligation.

.....Director

..... Director

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# 3.3 Short-term investments

Investments in Open-end Fund are considered as trading securities, stated at fair value. Cost of trading securities disposed during the year is calculated by the weighted average method.

### 3.4 Allowance for doubtful accounts

Subsidiaries set up allowance for doubtful accounts from the estimated loss which may be incurred where collection is doubtful.

### 3.5 Unbilled receivables / Deferred construction revenue

Unbilled receivables consist of the cost of materials and labour, cost of sub-contract, other services and expenses including both net profit or loss computed net from the amount collected from customers.

The contracts which have construction value more than amount billed to customers will be presented under current assets. For those contracts which have the amount billed more than the construction value will be presented as "Deferred construction revenue" under current liabilities.

### 3.6 Inventories

Finished goods and raw materials are stated at cost or net realizable value, whichever is the lower. Cost is determined by the weighted average method.

Goods in process are stated at average cost of raw materials plus wages and manufacturing expenses.

# 3.7 Construction contracts in progress

Construction contracts in progress consist of the cost of materials and labour, cost of sub-contract, other services and expenses of project.

# 3.8 Oil supplies

Oil supplies stated at cost are calculated by the weighted average method.

# 3.9 Non-current assets classified as held for sale

Saleable assets are stated at book value or net fair value, whichever is the lower. The Company set up the provision for diminution in saleable assets by estimating from the realizable sale value.

# 3.10 Investments

Investments in associate mean that company in which the group company has shareholding and significant influence over the group company. That is, the parent company has power to participate in determining the financial and operating policies of the enterprise but not up to the level of governing such policies. Investments in associate are stated by equity method for the consolidation and by cost method after provision for diminution in investment for the separate financial statements.

..... Director

(Thanit

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Investments in subsidiaries mean those companies in which the parent company in the group companies, directly or indirectly, has power more than one half of the total voting rights or power to govern the financial and operating policies of subsidiaries. Investments in subsidiaries are stated by cost method for the separate financial statements.

Cost of investments in subsidiaries disposed during the year is calculated by the weighted average method.

### 3.11 Property, plant, vessel and equipment

Property, plant, vessel and equipment are stated at cost. Depreciation for land improvement, plant, vessel and equipment is calculated by the straight-line method based on the estimated useful life of following assets:

Particulars	Useful Life (Years)			
ranculais	Consolidated	Separate Financial Statements		
No depreciation is provided on land and assets				
under construction and installation				
Land improvement	5 - 10	5		
Building and structures	5 - 40	20		
Building improvement	10	10		
Utility systems	5 - 20	5		
Machinery and accessories	5 - 20	5 - 10		
Vessel and improvement	3 - 10	-		
Tools and instruments	5	5		
Office furniture and equipment	5	5		
Motor vehicles	5 - 20	5		

### 3.12 Borrowing cost

The Company and subsidiaries recorded the interest on loan for machinery construction as part of machinery under installation until they are ready for utilization according to its objective.

### 3.13 Intangible assets

Intangible assets are computer system development expenses and deferred computer softwares to be amortized by the straight-line method within 5 - 10 years.

# 3.14 Income Taxes

### Deferred tax assets/liabilities

Deferred tax assets/liabilities are recognized for temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes as at the statements of financial position date. They will be realised in future period when the income is realised, or the expenses provided for are actually incurred and considered deductible for income tax purposes.

Deferred tax assets are recognized for deductible temporary differences or addtible tax are deferred tax liabilities if it is highly probable that the Company will generate sufficient taxable profits from its future operations to utilise these assets.

..... Director

At each statement of financial position date, the Company reviews and reduces the carrying amount of deferred tax assets/liabilities to the extent that it is no longer probable that sufficient taxable profit be available to allow all or part of the deferred tax asset or deferred tax liabilities to be utilised.

#### **Income tax expenses**

Income tax expenses from profit/loss for the year consist of current income tax and deferred tax. Income tax expenses recognized in income statement unless part of transaction recorded in shareholders' equity recorded directly to equity.

### 3.15 Employee benefits

#### Short-term employee benefits

The Company and subsidiaries recognized salaries, wages, bonuses and contributions to the social security fund as expenses when incurred.

#### Long-term employee benefits

#### Defined contribution plan

The Company and subsidiaries provide a provident fund, which is a defined contribution plan, the assets of which are held in a separate trust fund and managed by the external fund manager. The provident fund is contributed by payments from employees and the Company and subsidiaries. Contributions to the provident fund are recorded to expense in the statements of comprehensive income in the incurred period.

#### Defined benefit plan

The provision for employee retirement benefits is recognized as an expense of operations over the employee's service period. It is calculated by estimating the amount of future benefit earned by employees in return for service provided to the Company and subsidiaries in the current and future periods, with such benefit being discounted to determine the present value. The reference point for setting the discount rate is the yield rate of government bonds as at the reporting date. The calculation is performed by a qualified actuary using the Projected Unit Credit Method.

When the actuarial assumptions are changed, the Company recognized actuarial gains or losses in the other comprehensive income for the period in which they arise.

#### 3.16 Basic earnings per share

Basic earnings per share are computed by dividing the net profit for the year by the weighted average number of issued common shares during the year as dilution of par value taking place since January 1, 2014.

#### 3.17 Foreign currency transactions

Foreign currency transactions are recorded in Baht at the rate ruling on the date of transactions. Outstanding foreign currency assets and liabilities at the end of the years are converted to Baht at the rate of exchange in effect on that date. Except the agreed rates of forward exchange contracts with the bank, will be recorded at fair value. Gains or losses on exchange rate are credited or charged to operations during the years.

(Thanit Thareratanavibool)

### 3.18 Significant accounting judgements and estimates

#### Allowance for doubtful accounts

In determining an allowance for doubtful accounts, the management needs to make judgement and estimates based upon, among other things, past collection history, aging profile of outstanding debts and the prevailing economic condition.

#### Allowance for diminution in inventory value

In determining an allowance for diminution in inventory value, the management needs to make judgement in estimating loss from slow moving and deteriorated inventories including the effect from declining in net realisable value of inventories.

#### Impairment of investments

Management assesses the impairment of investments in subsidiaries company by considering the operating result and the future business plan of the subsidiaries. Such consideration is based on management's judgement.

#### Allowances for impairment of assets

The Company and subsidiaries consider asset as impaired when there is an indication that an asset may be impaired. If any such indication exists when there has been a significant decline in the fair value, the Company and subsidiaries make an estimate of the asset recoverable amount. The determination of recoverable amount is requires judgment. An impairment loss is recognized as an expense in the statement of comprehensive income.

#### Property, plant and equipment

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

In addition, the management is required to review property, plant and equipment for impairment on a periodical basis and record impairment losses in the period when it is determined that their recoverable amount is lower than the carrying amount. This requires judgements regarding forecast of future revenues and expenses relating to the assets subject to the review.

#### Leases

In determining whether a lease is to be classified as an operating lease or finance lease, the management is required to use judgement regarding whether significant risk and rewards of ownership of the leased asset has been transferred, taking into consideration terms and conditions of the arrangement

#### Post-employment benefits under defined benefit plans

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

.....Director

# Provisions

Provisions are recognized when the Company has a 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.

#### Deferred tax assets

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

.....Director

# 4. RELATED PARTIES TRANSACTIONS

Related parties are those parties linked to the Group and the Company as shareholders or by common shareholders or directors. Transactions with related parties are conducted at prices based on market value or, where no market value exists, at contractually agreed prices. Sale of hybrid clay and repurchase of scrap clay with PPC Asian Insulators Company Limited are conducted at agreed prices on the basis determined by both parties.

Details of the related parties are as follows;

Name	Nature of business	Nature of relationships
Subsidiaries directly held by the Company		
AI Engineering Services Company Limited	Undertake construction	99.84 % holding of interest
	and install electrical	
	transmission power sub-station	
	and trading electrical equipment	
AI Energy Public Company Limited	Producing and distributing	59.59 % holding of interest
	biodiesel, vegetable oil	
	and other fuel oil	
Subsidiaries held by AI Energy Public Comp	pany Limited	
AI Logistics Company Limited	Local and overseas logistics	100.00 % holding of interest
	for passenger, merchandise,	
	parcel and other materials	
AI Ports and Terminals Company Limited	(1) Servicing portProducing	100.00 % holding of interest
	(2) Distributing ice	
	(3) trading electrical equipment vegetable	
	oil and other fuel oil	
Associate		
PPC Asian Insulators Company Limited	Producing and distributing electronics	25.10 % holding of interest
	insulators	
Related companies		
Samart Palm Company Limited	Crude Palm Oil	Director is relative of the directors of the Company
Samart Palmoil Company Limited	Crude Palm Oil	Director is relative of the directors of the Company
Samart Palm Industry Company Limited	Factory of palm oil extraction plant	Director is relative of the directors of the Company

.....Director

Significant transactions between the Company and related parties for the years ended December 31, 2015 and 2014 were as follows:

	Unit: Baht				
	Consolidated financial statements		Separate financial	statements	
	2015	2014	2015	2014	
Sales of products and raw materials					
PPC Asian Insulators Co., Ltd.	3,792,580	4,292,441	3,792,580	4,272,114	
AI Engineering Services Co., Ltd.	-	-	-	10,227,752	
AI Logistics Co., Ltd.	-	-	12,250,000	-	
AI Ports and Terminals Co., Ltd.	-	-	17,423,000	2,960,000	
Sales of hybrid clay					
PPC Asian Insulators Co., Ltd.	149,695,676	207,557,000	149,695,676	207,557,000	
Dividend income					
AI Engineering Services Co., Ltd.	-	-	9,983,929	21,964,643	
Other income - rental and services					
PPC Asian Insulators Co., Ltd.	1,543,706	2,681,970	1,543,706	2,681,970	
AI Engineering Services Co., Ltd.	-	-	1,224,870	1,238,515	
AI Energy Public Co., Ltd.	-	-	1,134,323	1,198,954	
AI Logistics Co., Ltd.	-	-	606,426	574,642	
AI Ports and Terminals Co., Ltd.	-	-	532,729	559,990	
Purchases goods					
Samart Palm Co., Ltd.	27,366,310	17,436,582	-	-	
Samart Palmoil Co., Ltd.	28,665,777	19,745,072	-	-	
Samart Palm Industry Co., Ltd.	41,518,704	4,670,505	-	-	
Purchases of scrap clay					
PPC Asian Insulators Co., Ltd.	60,168,198	131,529,109	60,168,198	131,529,109	
Purchase of goods and consumed supply					
PPC Asian Insulators Co., Ltd.	61,506	91,550	61,506	91,550	
AI Energy Public Co., Ltd.	-	-	39,650	45,065	

.....Director

# Directors and management's remuneration

Directors and management's remuneration for the years ended December 31, 2015 and 2014 consisted of:

	Unit: Baht				
	Consolidated fina	ncial statements	Separate financial statements		
	2015	2014	2015	2014	
Short - term employee benefits	54,222,597	47,755,977	27,712,159	26,691,734	
Long-term post-employment benefits	1,285,657	1,081,365	575,605	553,240	
Total directors and management's remuneration	55,508,254	48,837,342	28,287,764	27,244,974	

The Company had significant balances with related parties as at December 31, 2015 and 2014, as follows:

	Unit: Baht				
	Consolidated finance	ial statements	Separate financial	statements	
	2015	2014	2015	2014	
Trade accounts receivable					
PPC Asian Insulators Co., Ltd.	16,820,855	35,042,877	16,817,285	35,042,877	
Other receivables					
PPC Asian Insulators Co., Ltd.	44,115	546,593	44,115	546,593	
AI Engineering Services Co., Ltd.	-	-	17,193	12,258	
AI Logistics Co., Ltd.	-	-	2,797	2,661	
Related companies	-	23,855,074	-	-	
Trade Accounts payable					
PPC Asian Insulators Co., Ltd.	10,926,316	20,527,585	10,902,744	20,527,585	
Samart Palm Industry Co., Ltd.	-	1,681,350	-	-	
Other payables					
AI Energy Public Co., Ltd.	-	-	13,900	47,300	

.....Director

# 5. CASH AND CASH EQUIVALENTS

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

	Unit: Baht				
	Consolidated financial statements		Separate financial statemen		
	2015	2014	2015	2014	
Cash on hand	614,836	605,152	105,000	105,000	
Deposit at bank - saving	152,783,855	200,702,895	29,106,283	11,786,485	
- current	412,903	596,682	146,953	541,620	
Fixed deposits due within 3 months	902,628	2,551,324	-	-	
Total cash and cash equivalents	154,714,222	204,456,053	29,358,236	12,433,105	

# 6. SHORT - TERM INVESTMENTS

Short - term investments as at December 31, 2015 and 2014 were as follows:

	Unit : Baht					
	Consolidated fina	ncial statements	Saparate financi	ial statements		
	2015	2014	2015	2014		
Investment in Open - end Fund -						
Debt securities	416,122,364	256,195,492	215,912,573	39,484,171		
Add Allowance for adjustment	2,826,057	3,056,471	430,076	124,360		
Investment in Open - end Fund -	_					
Fair value	418,948,421	259,251,963	216,342,649	39,608,531		
Fixed deposits	231,440	88,561	-	-		
Total short - term investments	419,179,862	259,340,524	216,342,649	39,608,531		

Investments in the Open-end Fund are trading securities. The unrealized profits from the difference between fair value and cost are shown as allowance for adjustment investment in the Open-end Fund. Profits from investments in the Open-end Fund during the year were presented in the statement of comprehensive income.

# 7. TRADE AND OTHER RECEIVABLES - NET

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

	Unit: Baht			
	Consolidated finan	ncial statements	Separate finance	ial statements
	2015	2014	2015	2014
Trade receivables				
Trade receivable - related companies	16,820,855	35,042,877	16,817,285	35,042,877
Trade receivable - state enterprises	190,093,419	110,567,860	187,549,541	88,707,046
Trade receivables - other companies	291,330,656	453,291,978	11,493,598	10,558,700
Post date cheques	9,805,626	7,348,300	-	-
Total trade receivables	508,050,556	606,251,015	215,860,424	134,308,623
Less Allowance for doutful accounts	(1,248,111)	(3,334,211)	-	-
Total trade receivables - net	506,802,445	602,916,804	215,860,424	134,308,623
Other receivables				
Other receivables - related parties	-	23,855,074	-	-
Other receivables	2,759,761	530,537	64,105	530,537
Prepaid expense	3,662,623	6,556,616	1,738,839	1,771,449
Deposit for inventories	2,905,666	511,407	2,905,666	511,407
Revenue Department receivable	2,515,709	931,167	239,765	163,770
Advance payment to subcontractors	25,551,438	76,680	-	-
Others	1,736,500	1,690,435	-	-
Total other receivables	39,131,697	34,151,916	4,948,375	2,977,163
Less Allowance for doutful accounts	(306,350)	(306,350)	-	-
Total other receivables - net	38,825,347	33,845,566	4,948,375	2,977,163
Total trade and other receivables - net	545,627,792	636,762,370	220,808,798	137,285,786

As at December 31, 2015 and 2014, aging analysis for trade accounts receivable consisted of:

	Unit: Baht			
	Consolidated finan	ncial statements	Separate financ	ial statements
	2015	2014	2015	2014
Related companies				
Current	16,820,855	14,929,854	16,817,285	14,929,854
Overdue				
Within 3 months	-	20,113,023	-	20,113,023
Total	16,820,855	35,042,877	16,817,285	35,042,877
State enterprises				
Current	183,318,835	109,820,760	183,318,835	87,959,946
Overdue				
Within 3 months	3,187,513	747,100	3,187,513	747,100
Over 3 months to 12 months	3,587,071	-	1,043,193	-
Total	190,093,419	110,567,860	187,549,541	88,707,046
Other companies				
Current	284,772,500	410,451,466	7,930,990	10,439,994
Overdue				
Within 3 months	2,727,240	46,854,601	3,562,608	118,706
Over 3 months to 6 months	12,388,431	-	-	-
Over 12 months	1,248,111	3,334,211	-	-
Total	301,136,282	460,640,278	11,493,598	10,558,700
Less Allowance for doutful accounts	(1,248,111)	(3,334,211)	-	-
Total trade receivables - net	506,802,445	602,916,804	215,860,424	134,308,623

.....Director

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## 8. UNBILLED RECEIVABLES / ADVANCE RECEIVED AND DEFERRED CONSTRUCTION REVENUE

Unbilled receivables/advance received and deferred construction revenue as at December 31, 2015 and 2014 consisted of:

	Unit: Baht			
	Consolidated finance	cial statements		
	2558	2557		
Unbilled receivables				
Contract value	222,966,200	180,397,850		
Recognition of income by the percentage of completion	186,245,435	177,725,147		
Less Value of billing construction	(166,577,466)	(160,006,871)		
Total	19,667,969	17,718,276		
Advance received and deferred construction revenue				
Contract value	437,892,850	136,445,720		
Value of billing construction	48,645,477	128,547,999		
Less Recognition of income by the percentage of completion	(20,386,500)	(127,930,553)		
Total	28,258,977	617,446		

.....Director

## 9. INVENTORIES - NET

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

	Unit: Baht							
	Consolidated fina	ncial statements	Separate financ	cial statements				
	2015	2014	2015	2014				
Raw materials	292,335,254	349,285,227	62,341,740	72,555,204				
Work in process	98,936,816	99,498,149	22,439,062	24,359,579				
Finished goods	62,799,614	75,030,562	1,127,337	5,623,415				
Supplies	11,645,214	14,657,034	1,113,799	1,079,718				
Goods in transit	3,821,761	5,279,306	3,821,761	5,279,306				
Total	469,538,659	543,750,278	90,843,699	108,897,222				
Less Provision for diminution in inventories	(4,723,745)	(120,260)	(4,723,745)	-				
Total inventories - net	464,814,914	543,630,018	86,119,954	108,897,222				

## **10. OIL SUPPLIES**

Oil supplies as at December 31, 2015 and 2014 consisted of:

	Unit: Baht			
	Consolidated financial statements			
	2015 2014			
Bunker oil	1,362,916	1,725,114		
Lubricants	623,631	643,082		
Total oil supplies	1,986,547 2,368,19			

## 11. NON-CURRENT ASSETS HELD FOR SALE - NET

Non-current assets held for sale as at December 31, 2015 and 2014 consisted of:

	Unit: Baht								
	Consolidated financial statements/Separate financial statements								
	2014	Increase	Decrease	2015					
Non-current assets held for sale	4,474,990	-	(4,474,990)	-					
Less Allowance for diminution in value	(1,934,990)	-	1,934,990	-					
Non-current assets held for sale - net	2,540,000	-	(2,540,000)	-					

(Narong Thareratanavibool)

#### 12. INVESTMENTS IN ASSOCIATED COMPANY - NET

Investments in associated company - net as December 31, 2015 and 2014, and dividend income from the investment during the years ended December 31, 2015 and 2014, consisted of:

						Unit : Baht					
						Consoli	Consolidated Separate				
		Percentage of Unit : Baht		financial st	atements	financial statements					
		investment (%)		Issued share capital		Equity n	nethod	Cost m	nethod	Divid	lend
Company	Industries	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014
PPC Asian Insulators	Producing and distributing										
Company Limited	electronics insulators	25.10	25.10	263,000,000	263,000,000	4,589,145	17,290,878	66,000,000	66,000,000	-	-
Less Provision for diminution											
in investment						-	-	(60,600,000)	(39,600,000)	-	-
Total invesments in associate - net						4,589,145	17,290,878	5,400,000	26,400,000	-	

The consolidated and separate financial statements for the years ended December 31, 2015 and 2014 of Asian Insulators Public Company Limited and its subsidiaries, and of Asian Insulators Public Company Limited respectively, included an investment in the associated company based on financial statements of the associated company which had not been audited by an auditor. The carrying value of the investment in the consolidated financial statements as at December 31, 2015 and 2014 amounted to Baht 4.59 million and amounted to Baht 17.29 million, respectively, representing 0.13% and 0.46% of total assets in the consolidated financial statements.

The equity of net loss of the associated company in the consolidated financial statements for the years ended December 31, 2015 and 2014 amounted to Baht 12.70 million and Baht 7.10 million respectively, representing 8.79% and 2.19% of consolidated net profit, respectively.

The carrying value of the investment in the separate financial statements as at December 31, 2015 and 2014, amounted to Baht 5.4 million and Baht 26.4 million respectively, representing 0.27% and 1.43%, respectively, of total assets in the separate financial statements.

.....Director

.....Director

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(Narong Thareratanavibool)

The following is summarized financial information relating to an entity's interest in an associate company were as follows:

	Unit: Baht	t
	PPC Asian Insulators Co	mpany Limited
	2015	2014
Current assets	113,546,194	113,462,277
Non-current assets	137,368,769	178,070,276
Current liabilities	(229,066,010)	(219,908,599)
Non-current liabilities	(3,561,861)	(2,722,269)
Net assets	18,287,092	68,901,685
Revenues	356,051,279	338,930,334
Loss for the years	(26,554,731)	(22,480,518)

Reconcile the carrying value of the equity of the associated in the consolidated financial statement were as follows:

	Unit: Ba	ht			
	PPC Asian Insulators C	Company Limited			
	2015 2				
Net assets of associate company	18,287,092	68,901,685			
Ownership interest (%)	25.10	25.10			
Carrying amount of interest in an associate company	4,589,145	17,290,878			

.....Director

## 13. INVESTMENTS IN SUBSIDIARY COMPANIES

Investments in subsidiary companies as at December 31, 2015 and 2014, and dividend income from the investment during the years ended December 31, 2015 and 2014, consisted of:

						Unit: I	Baht		
		Percenta	age of			Separate financ	ial statements		
		investme	nt (%)	Issued sha	Issued share capital Cost method-ne		nod-net	et Dividend	
Company	Industries	2015	2014	2015	2014	2015	2014	2015	2014
Subsidiaries directly held b	by the Company								
AI Engineering Services	Undertake construction and								
Company Limited	install electrical transmission	99.84	99.84	200,000,000	200,000,000	197,000,025	197,000,025	9,983,929	21,964,643
	power sub-station and trading								
	electrical equipment								
AI Energy Public Company	Producing and distributing								
Limited	biodiesel, vegetable oil	59.59	59.59	1,130,000,000	1,130,000,000	665,555,157	665,555,157	-	-
	and other fuel oil								
Subsidiaries held by AI En	ergy Public Company Limited								
AI Logistics Company	Local and overseas logistics	100.00	100.00	209,000,000	209,000,000	-	-	-	-
Limited	for passenger, merchandise,								
	parcel and other materials								
AI Ports and Terminals	(1) Servicing portProducing	100.00	100.00	460,000,000	460,000,000	-	-	-	-
Company Limited	(2) Distributing ice								
	(3) trading electrical equipment								
	vegetable oil and other fuel oil								
Total invesments in subsidiar	ies				-	862,555,182	862,555,182	9,983,929	21,964,643

......Director

.....Director

The subsidiaries have significant non-controlling interests as follows;

			Unit : Baht			
			December 3	1, 2015		
			Comprehensive income			
		Ownership interests	attributable to	Accumulated		
		held by NCI	Non-controlling	Non-controlling		
Name of subsidiary	Type of business	(percentage)	interest	interest		
Subsidiaries directly held by the Company						
AI Engineering Services Company Limited	Undertake construction	0.16	(12,224)	368,791		
	and install electrical transmission power					
	Sub-station and trading electrical equipment					
AI Energy Public Company Limited	Producing and distributing biodiesel,	40.41	(33,351,307)	711,529,954		
	vegetable oil and other fuel oil					
Total			(33,363,531)	711,898,745		

......Director

The following is summarized financial information of subsidiaries before inter-company elimination.

			Unit: Baht		
	AI Engineering Services Company Limited	AI Energy Public Company Limited	AI Logistics Company Limited	AI Ports and Terminals Company Limited	Total
As at December 31, 2015					
Current assets	260,750,007	792,649,501	16,259,020	8,921,207	1,078,579,735
Non-current assets	2,577,188	1,415,112,588	45,043,850	449,978,536	1,912,712,162
Current liabilities	(32,460,257)	(432,577,983)	(3,148,566)	(77,424,342)	(545,611,148)
Non-current liabilities	(1,398,731)	(14,455,027)	(1,187,459)	(2,009,795)	(19,051,012)
Net assets	229,468,207	1,760,729,079	56,966,845	379,465,606	2,426,629,737
Net assets attributable to					
Non-controlling interests	368,791	711,529,954	-	-	711,898,745
For the year ended December 31, 2015	28 006 780	2 464 970 624	56 700 494	90,679,584	2 641 170 491
Revenues	28,906,789	3,464,870,624	56,722,484	90,679,584	3,641,179,481
Net loss for the year Attributable to	(12.224)	(22.251.207)			(22.2(2.521)
Non-controlling interests	(12,224)	(33,351,307)	-	-	(33,363,531)
Total other comprehensive income (loss) attributable to non-controlling interests		_	_		
Total comprehensive loss for the year					
attributable to non-controlling interests	(12,224)	(33,351,307)			(33,363,531)
Dividends paid to					
Non-controlling interests	16,072		-		16,072
Net cash provided by (used in)					
Operating activities	(4,001,175)	67,695,214	39,462,870	13,208,673	63,694,039
Investing activities	19,433,685	(92,104,370)	(1,058,378)	(583,769)	(72,670,685)
Financing activities	(10,000,000)	(51,817,256)	(44,960,000)	(1,942,456)	(61,817,256)
Cash increase (decrease) - net	5,432,510	(76,226,412)	(6,555,508)	10,682,448	(70,793,902)

## 14. PLEDGED DEPOSITS AT FINANCIAL INSTIUTON

The subsidiary has pledged fixed deposit at bank as collateral for the issuance of bank guarantee.

......Director (Narong Thareratanavibool)

...... Director (Thanit Thareratanavibool)

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## 15. PROPERTY, PLANT, VESSEL AND EQUIPMENT - NET

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

	Unit: Baht										
	Consolidated financial statements										
	Machinery, Fixed assets under										
		Land	Building and		equipment and	Vessel and	Office furniture		construction and		
	Land	improvement	improvement	Utility system	instrument	improvement	and equipment	Vehicles	installation	Total	
At cost											
As at December 31, 2014	357,156,090	17,769,620	936,506,923	54,991,424	1,313,561,003	179,321,539	33,868,169	90,127,829	47,750,693	3,031,053,290	
Purchases during year	-	-	1,392,240	318,971	17,345,995	-	1,527,411	85,000	86,970,707	107,640,324	
Transfers in/Tranfer out during year	-	18,401,804	20,138,341	1,962,780	84,896,927	-	-	-	(125,399,852)	-	
Disposal /written off during year	-	-	-	-	(2,289,274)	-	(1,999,108)	-	-	(4,288,382)	
As at December 31, 2015	357,156,090	36,171,424	958,037,504	57,273,175	1,413,514,651	179,321,539	33,396,472	90,212,829	9,321,548	3,134,405,232	
Accumulated Depreciation											
As at December 31, 2014	-	15,325,105	257,975,008	27,473,777	518,967,885	118,001,733	28,226,068	34,318,812	-	1,000,288,388	
Depreciation for the year	-	1,519,581	33,426,384	3,762,614	87,821,331	17,556,495	1,957,132	3,648,112	-	149,691,649	
Depreciation - disposals for the year	-	-	-	-	(2,014,990)	-	(1,998,956)	-	-	(4,013,946)	
As at December 31, 2015	-	16,844,686	291,401,392	31,236,391	604,774,226	135,558,228	28,184,244	37,966,924	-	1,145,966,091	
Allowances for impairment											
As at December 31, 2014	-	-	-	-	-	-	-	-	-	-	
Increase during the year	-	-	-	-	(5,990,192)	-	-	-	-	(5,990,192)	
As at December 31, 2015	-	-	-	-	(5,990,192)	-	-	-	-	(5,990,192)	
Book value											
As at December 31, 2014	357,156,090	2,444,515	678,531,915	27,517,647	794,593,118	61,319,806	5,642,101	55,809,017	47,750,693	2,030,764,902	
As at December 31, 2015	357,156,090	19,326,738	666,636,112	26,036,784	802,750,233	43,763,311	5,212,228	52,245,905	9,321,548	1,982,448,949	

......Director

......Director

				Unit: Baht					
Separate financial statements									
				Machinery,			Fixed assets under		
	Land	Building and		equipment and	Office furniture		construction and		
Land	improvement	improvement	Utility system	instrument	and equipment	Vehicles	installation	Total	
61,576,168	14,822,060	414,070,767	19,515,718	646,613,846	22,602,912	11,879,797	5,233,650	1,196,314,918	
-	-	10,000	318,972	5,438,523	1,308,133	-	7,179,135	14,254,762	
-	-	51,045	366,045	7,739,817	-	-	(8,156,907)	-	
-				(1,592,787)	(1,703,942)	-	-	(3,296,729)	
61,576,168	14,822,060	414,131,812	20,200,735	658,199,399	22,207,104	11,879,797	4,255,878	1,207,272,952	
-	14,818,123	144,577,110	17,359,633	336,796,193	20,361,096	9,615,472	-	543,527,627	
-	3,200	18,258,657	1,224,392	46,250,208	988,865	342,375	-	67,067,699	
-	-	-	-	(1,557,035)	(1,703,844)	-	-	(3,260,879)	
-	14,821,323	162,835,767	18,584,025	381,489,366	19,646,118	9,957,847	-	607,334,447	
-	-	-	-	-	-	-	-	-	
-	-	-	-	(5,990,192)	-	-	-	(5,990,192)	
-	-	-	-	(5,990,192)	-	-	-	(5,990,192)	
61,576,168	3,937	269,493,657	2,156,085	309,817,653	2,241,816	2,264,325	5,233,650	652,787,291	
61,576,168	737	251,296,045	1,616,709	276,710,033	2,560,986	1,921,950	4,255,878	593,948,313	
	61,576,168 - - - 61,576,168 - - - - - - - - - - - - - - - - - - -	Land         improvement           61,576,168         14,822,060           -         -           -         -           -         -           -         -           61,576,168         14,822,060           -         -           61,576,168         14,822,060           -         -           61,576,168         14,822,060           -         -           -         14,818,123           -         -           -         -           -         14,821,323           -         -           -         -           -         -           -         -           -         -           -         -           -         -           -         -           -         -           -         -           -         -           -         -           -         -           -         -           -         -           -         -           -         -           -         -	Land         improvement         improvement           61,576,168         14,822,060         414,070,767           -         -         10,000           -         -         51,045           -         -         51,045           -         -         -           61,576,168         14,822,060         414,131,812           -         -         -           61,576,168         14,822,060         414,131,812           -         14,818,123         144,577,110           -         3,200         18,258,657           -         -         -           -         14,821,323         162,835,767           -         -         -           -         -         -           -         -         -           -         -         -           -         -         -           -         -         -           -         -         -           -         -         -           -         -         -           -         -         -           -         -         -           -         -	Land         Building and improvement         Utility system           61,576,168         14,822,060         414,070,767         19,515,718           -         -         10,000         318,972           -         -         51,045         366,045           -         -         -         -           61,576,168         14,822,060         414,131,812         20,200,735           -         -         -         -         -           61,576,168         14,822,060         414,131,812         20,200,735           -         -         -         -         -           -         14,818,123         144,577,110         17,359,633           -         3,200         18,258,657         1,224,392           -         -         -         -           -         -         -         -           -         -         -         -           -         -         -         -         -           -         -         -         -         -           -         -         -         -         -         -           -         -         -         -         -         <	Separate financial st Machinery,           Land         Building and         equipment and           Land         improvement         Utility system         instrument           61,576,168         14,822,060         414,070,767         19,515,718         646,613,846           -         -         10,000         318,972         5,438,523           -         -         51,045         366,045         7,739,817           -         -         -         (1,592,787)           61,576,168         14,822,060         414,131,812         20,200,735         658,199,399           -         -         -         -         (1,592,787)           61,576,168         14,822,060         414,131,812         20,200,735         658,199,399           -         14,818,123         144,577,110         17,359,633         336,796,193           -         3,200         18,258,657         1,224,392         46,250,208           -         -         -         -         -           -         -         -         -         -           -         -         -         -         -         -           -         -         -         - <td< td=""><td>Separate financial statements           Land         Building and         equipment and         Office furniture           Land         improvement         Utility system         instrument         and equipment           61,576,168         14,822,060         414,070,767         19,515,718         646,613,846         22,602,912           -         -         10,000         318,972         5,438,523         1,308,133           -         -         51,045         366,045         7,739,817         -           -         -         -         -         (1,592,787)         (1,703,942)           61,576,168         14,822,060         414,131,812         20,200,735         658,199,399         22,207,104           -         -         -         -         -         (1,703,942)           61,576,168         14,818,123         144,577,110         17,359,633         336,796,193         20,361,096           -         -         -         -         -         (1,557,035)         (1,703,844)           -         -         -         -         -         -         -           -         -         -         -         -         -         -           &lt;</td><td>Separate financial statements           Land         Building and         equipment and         Office furniture           Land         improvement         improvement         Utility system         instrument         and equipment         Vehicles           61,576,168         14,822,060         414,070,767         19,515,718         646,613,846         22,602,912         11,879,797           -         -         10,000         318,972         5,438,523         1,308,133         -           -         -         51,045         366,045         7,739,817         -         -           -         -         -         (1,592,787)         (1,703,942)         -           -         -         -         (1,592,787)         (1,703,942)         -           -         -         -         (1,592,787)         (1,703,942)         -           -         -         -         (1,592,787)         (1,703,942)         -           -         -         -         (1,592,787)         (1,703,942)         -           -         -         -         (1,557,035)         (1,703,844)         -           -         -         -         -         -         -</td><td>Separate financial statements           Land         Building and improvement         Machinery, uitbility system         Machinery, instrument         Fixed assets under construction and and equipment and office firmiture         Fixed assets under construction and instrument           61,576,168         14,822,060         414,070,767         19,515,718         646,613,846         22,602,912         11,879,797         5,233,650           -         -         10,000         318,972         5,438,523         1,308,133         -         7,179,135           -         -         10,000         318,972         5,438,523         1,308,133         -         7,179,135           -         -         51,045         366,045         7,739,817         -          (8,156,907)           -         -         -         (1,592,787)         (1,703,942)         -         -           -         -         -         (1,592,787)         (1,703,942)         -         -           -         14,818,123         144,577,110         17,359,633         336,796,193         20,361,096         9,615,472         -           -         -         -         -         -         -         -         -         -         -</td></td<>	Separate financial statements           Land         Building and         equipment and         Office furniture           Land         improvement         Utility system         instrument         and equipment           61,576,168         14,822,060         414,070,767         19,515,718         646,613,846         22,602,912           -         -         10,000         318,972         5,438,523         1,308,133           -         -         51,045         366,045         7,739,817         -           -         -         -         -         (1,592,787)         (1,703,942)           61,576,168         14,822,060         414,131,812         20,200,735         658,199,399         22,207,104           -         -         -         -         -         (1,703,942)           61,576,168         14,818,123         144,577,110         17,359,633         336,796,193         20,361,096           -         -         -         -         -         (1,557,035)         (1,703,844)           -         -         -         -         -         -         -           -         -         -         -         -         -         -           <	Separate financial statements           Land         Building and         equipment and         Office furniture           Land         improvement         improvement         Utility system         instrument         and equipment         Vehicles           61,576,168         14,822,060         414,070,767         19,515,718         646,613,846         22,602,912         11,879,797           -         -         10,000         318,972         5,438,523         1,308,133         -           -         -         51,045         366,045         7,739,817         -         -           -         -         -         (1,592,787)         (1,703,942)         -           -         -         -         (1,592,787)         (1,703,942)         -           -         -         -         (1,592,787)         (1,703,942)         -           -         -         -         (1,592,787)         (1,703,942)         -           -         -         -         (1,592,787)         (1,703,942)         -           -         -         -         (1,557,035)         (1,703,844)         -           -         -         -         -         -         -	Separate financial statements           Land         Building and improvement         Machinery, uitbility system         Machinery, instrument         Fixed assets under construction and and equipment and office firmiture         Fixed assets under construction and instrument           61,576,168         14,822,060         414,070,767         19,515,718         646,613,846         22,602,912         11,879,797         5,233,650           -         -         10,000         318,972         5,438,523         1,308,133         -         7,179,135           -         -         10,000         318,972         5,438,523         1,308,133         -         7,179,135           -         -         51,045         366,045         7,739,817         -          (8,156,907)           -         -         -         (1,592,787)         (1,703,942)         -         -           -         -         -         (1,592,787)         (1,703,942)         -         -           -         14,818,123         144,577,110         17,359,633         336,796,193         20,361,096         9,615,472         -           -         -         -         -         -         -         -         -         -         -	

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	Unit: Baht					
	Consolidated finan	cial statements	Separate financial statements			
	2015	2014	2015	2014		
Cost of sale and service	130,824,535	118,507,442	52,622,730	51,626,420		
Selling and administrative expenses	18,867,114	21,039,084	14,444,969	16,215,653		
	149,691,649	139,546,526	67,067,699	67,842,073		

AI Ports and Terminals Company Limited had mortgaged all land, existing and future buildings and structures thereon as collateral for credit facilities obtained from a financial institution with their net book value as at December 31, 2015 and 2014, of Baht 417.25 million and Baht 426.44 million, respectively. (Note 17)

The gross carrying amounts of equipment were fully depreciated but these items are still in active use by the Group as at December 31, 2015 and 2014, in the consolidated financial statement totaling approximately Baht 278.83 million and Baht 260.75 million respectively, and in the separate financial statements totaling approximately Baht 254.12 million and Baht 245.78 million, respectively.

.....Director

## 16. INTANGIBLE ASSETS - NET

Intangible assets as at December 31, 2015 and 2014 consisted of:

	Unit	Unit : Baht			
	Computer	Software			
	Consolidated	Separate			
	financial statements	financial statements			
At cost					
As at December 31, 2014	24,513,514	23,811,611			
Purchases during year	970,857	965,950			
Disposal during year	(4,211,095)	(4,211,095)			
As at December 31, 2015	21,273,276	20,566,466			
Accumulated amortisation					
As at December 31, 2014	19,472,331	18,915,474			
Amortization for the year	1,998,615	1,954,978			
Disposals for the year	(4,211,094)	(4,211,094)			
As at December 31, 2015	17,259,852	16,659,358			
Net booked value					
As at December 31, 2014	5,041,183	4,896,137			
As at December 31, 2015	4,013,424	3,907,108			
Amortization in the statements of profit or loss					
Year 2014	1,934,575	1,893,251			
Year 2015	1,998,615	1,954,978			

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

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

	Unit : Baht					
	Consolidated fina	ncial statements	Separate financial stateme			
	2015	2014	2015	2014		
Bank overdraft	34,630	1,918,380	-	-		
Short - term loans from financial institution	324,000,000	365,000,000	-	50,000,000		
Total bank overdraft and short - term						
loans from financial institution	324,034,630	366,918,380	-	50,000,000		

During the first quarter of year 2015, the subsidiary has drawn down the promissory note to repayment all long-term loan (Note 19).

These loans are secured by mortgage land with structure and port of a subsidiary (Note 15). Under the terms of loan contract, the subsidiary cannot pledge its assets as collateral for other loan.

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# 18. TRADE AND OTHER PAYABLES

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

	Unit: Baht					
	Consolidated fina	ncial statements	Separate financial statements			
	2015	2014	2015	2014		
Trade payables						
Trade payables - related companies	10,926,316	20,553,663	10,902,744	20,527,585		
Trade payables - others	94,902,138	98,036,162	27,185,212	12,153,592		
Total trade payables	105,828,454	118,589,825	38,087,956	32,681,177		
Other payables						
Payables for purchase of assets	3,086,355	16,436,994	2,370,322	5,066,394		
Other payables	3,797,648	7,405,034	13,900	47,300		
Advances received for goods	5,977,522	18,661,521	1,268,290	1,157,003		
Electricity payable	5,656,714	5,271,403	1,452,834	1,136,871		
Accrued expenses	1,195,067	4,809,483	4,723,470	2,938,953		
Retention	9,991,691	6,759,028	-	-		
Revenue Department payables	26,379,861	78,942,938	6,056,847	5,148,389		
Others	1,543,365	988,021	541,050	347,842		
Total other payables	57,628,223	139,274,422	16,426,713	15,842,752		
Total trade and other payables	163,456,677	257,864,246	54,514,669	48,523,929		

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## 19. LONG - TERM LOANS FROM FINANCIAL INSTITUTIONS - NET

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

		Unit: Baht			
			Consolidated financial statements		
Credit line	Repaymant conditions	2015	2014		
Baht 110 million	- The principal will be repaid by monthly under condition and				
started on June 30, 2014	amount as specified in the agreement with the first installment				
by AI Ports and Terminals	in July 2014 and will be finished within June 2019.				
Company Limited	- Monthly payment of interest rate at MLR-1 per annum.	-	98,960,000		
Long-term loans		-	98,960,000		
Less Current portion		-	(22,080,000)		
Long-term loans from financia	l institution - net	-	76,880,000		

During the first quarter of year 2015, the subsidiary has drawn down the promissory note to repayment all long-term loan prior to maturity in amount of Baht 97.12 million (Note 17).

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## 20. EMPLOYEE BENEFIT OBLIGATIONS

Movement of the present value of employee benefits obligation expenses in the statement of comprehensive income for the year ended December 31, 2015 and 2014 as follows:

	Unit : Baht					
	Post-employment benefit plan					
	Consolidated financial statements Separate financial statements					
	2015	2014	2015	2014		
Defined benefit obligations at beginning as at January 1,	30,809,593	36,785,004	17,685,656	25,020,990		
Employee benefit expenses in the statements of						
comprehensive income :						
Current service cost	4,011,939	4,066,924	2,443,767	2,228,209		
Cost of interest	1,742,677	874,695	581,028	498,027		
Benefit paid during the year		(10,917,030)	-	(10,061,570)		
Defined benefit obligations as at December 31,	36,564,209	30,809,593	20,710,451	17,685,656		

The principle assumptions used in determining the employee benefit liabilities are shown as follows:

Particulars	Consolidated financial statements	Separate financial statements
Discount rate	3.18-3.39% per annum	3.29 % per annum
Future salary increase rate	5.00 % per annum	5.00 % per annum
Average staff turnover rate	5.00 % per annum	5.00 % per annum

## 21. SHARE CAPITAL

- 21.1 The 2015 Annual General Meeting of Shareholders held on April 21, 2015 of the Company, passed the resolutions as follows:
  - 1. Approved to amendment in par value of ordinary shares from 1 Baht per share to 0.25 Baht per share. After the changing of par value, the Company has the ordinary shares of 2,000 million shares.
  - 2. Approved to increase in registered share capital of the Company from Baht 500 million (2,000 million shares at Baht 0.25 par value) to be Baht 700 million (2,800 million shares at Baht 0.25 par value). The Company registered its increased share capital to accommodate the stock dividend with the Ministry of Commerce on April 29, 2015.
- 21.2 The 2015 Annual General Meeting of Shareholders held on April 21, 2015 of AI Energy Public Company Limited, passed the resolutions as follows:
  - 1. Approved to amendment in par value of ordinary shares from 1 Baht per share to 0.25 Baht per share. After the changing of par value, the subsidiary has the ordinary shares of 4,520 million shares.

......Director (Narong Thareratanavibool)

Approved to increase in registered share capital of AI Energy Public Company Limited from Baht 1,130 million (4,520 million shares at Baht 0.25 par value) to be Baht 1,356 million (5,424 million shares at Baht 0.25 par value). AI Energy Public Company Limited registered its increased share capital for allocate to support the warrant No. 1. (AIE-W1) with the Ministry of Commerce on July 6, 2015 as described in Note 22.

## 22. WARRANTS

#### Warrants AIE-W1

On April 21, 2015, the 2015 Annual General Meeting of AI Energy Public Company Limited's shareholders passed a resolution to issue and allocate of stock warrant for rights to purchase ordinary shares of (AIE-W1) for the existing shareholders, not exceeding 904 million units (allocate 1 purchase ordinary share: 1 stock warrant unit). Details of the issue are as follows:

Туре	:	In named certificate form and transferable
Price per unit of warrant	:	Baht 0.00
Exercise ratio	:	1 warrant to 5 ordinary shares
Exercise price	:	Baht 0.25 per share
Exercise date	:	The first exercise date is December 30, 2016 and the last exercise date is
		May 7, 2018
Issuance date of warrants	:	May 8, 2015
Maturity of warrants	:	3 years from the issuance date.

#### 23. BASIC EARNINGS PER SHARE

Basic earnings per share for the years ended December 31, 2015 and 2014 were calculated as follows:

	Consolidated financial statements     2015   2014		Separate financial statements	
			2015	2014
For the year				
Net profit attributable				
to shareholders of the parent (Baht)	177,855,715	288,192,192	236,314,374	208,080,020
Number of ordinary share outstanding				
at beginning for the year	2,000,000,000	2,000,000,000	2,000,000,000	2,000,000,000
Effect of issuance stock dividend	799,996,084	799,996,084	799,996,084	799,996,084
Weighted average number of ordinary shares				
outstanding during the years (Basic)	2,799,996,084	2,799,996,084	2,799,996,084	2,799,996,084
Basic earnings per share (Baht)	0.06	0.10	0.08	0.07

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## 24. DIVIDEND PAYMENT

The 2015 Annual General Meeting of Shareholders of the Company held on April 21, 2015, passed a resolution to pay dividend to the shareholders at Baht 0.11111 per share, comprise of stock dividend to shareholders considered from the payout ratio of 5 existing ordinary shares for 2 shares dividend which shall not exceed than 800 million shares at a par value of Baht 0.25 per share or shall be equivalent at Baht 0.10 per share and cash dividends to shareholders at Baht 0.01111 per share amounting Baht 22.22 million. The dividend was paid on May 20, 2015.

The 2015 Annual General Meeting of Shareholders of AI Engineering Services Company Limited held on April 30, 2015, passed a resolution to pay dividends from the operation for six-month periods ended from July 1 - December 31, 2014 to the shareholders of 20 million shares at Baht 0.50 per share, amount Baht 10 million. The dividend was paid on July 7, 2015.

The Board of Directors' Meeting No. 5/2014 held on August 18, 2014, passed a resolution to pay interim dividend from the BOI business to the shareholders of 500 million shares at Baht 0.10 per share, amount Baht 50 million. The interim dividend was paid on September 15, 2014.

The 2014 Annual General Meeting of Shareholders of the Company held on March 26, 2014, passed a resolution to pay dividend for the year 2013 from the BOI business operating result and special dividend to the shareholders of 500 million shares at Baht 2.00 per share, amount Baht 1 billion. The interim dividend was paid on March 17, 2014.

The Board of Directors' Meeting No. 4/2014 held on August 21, 2014, of AI Engineering Services Company Limited, passed a resolution to pay interim dividend from the operation for six-month periods ended from January 1 to June 30, 2014 to the shareholders of 20 million shares at Baht 1.00 per share, amount Baht 20 million. The dividend was paid on August 26, 2014.

The Board of Directors' Meeting No.1/2014 held on March 5, 2014 of AI Engineering Services Company Limited, passed a resolution to pay dividends from the operation for the year 2013 to the shareholders of 20 million shares at Baht 0.10 per share, amount Baht 2 million. The 2014 Annual General Shareholders' Meeting held on April 30, 2014, passed a resolution to pay such dividends. The dividend was paid to the shareholders on March 20, 2014.

#### 25. LEGAL RESERVE

Under the provisions of the Thai Public Company Limited Act B.E. 2535, the Company is required to appropriate at least 5% of its annual net income after deduction of the deficit brought forward (if any) as legal reserve until the reserve equal to 10% of authorized share capital. The reserve is not available for dividend distribution.

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## 26. DEFERRED TAX

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

	Unit: Baht					
	Consolidated finance	cial statements	Separate financial statements			
	2015 2014 2015					
Deferred tax assets	20,881,409	6,799,544	6,284,878	3,537,131		
Deferred tax liabilities	(2,800,549)	(2,871,471)	-	(24,872)		
Deferred tax assets - net	18,080,860	3,928,073	6,284,878	3,512,259		

Movements in deferred tax assets and deferred tax liabilities during the years were as follows:

	Unit: Baht						
	Consolidated financial statements			Separate financial statements			
	As at January 1,	Profit	As at Dec 31,	As at January 1,	Profit	As at Dec 31,	
	2015	(Loss)	2015	2015	(Loss)	2015	
Deferred tax assets							
Allowance for doubtful trade							
accounts receivable	728,112	(417,220)	310,892	-	-	-	
Provision for diminution in inventories	24,052	936,953	961,005	-	944,749	944,749	
Impairment loss on fixed asset	-	1,198,039	1,198,039	-	1,198,039	1,198,039	
Allowance for diminution in non-current							
assets held for sale	386,998	(386,998)	-	-	-	-	
Provision for long-term employee benefits	5,660,382	1,013,009	6,673,391	3,537,131	604,959	4,142,090	
Tax loss carries forward	-	11,738,082	11,738,082	-	-		
Total	6,799,544	14,081,865	20,881,409	3,537,131	2,747,747	6,284,878	
Deferred tax liability							
Unrealized gain on investments in							
Open-end Fund	(611,294)	611,294	-	(24,872)	24,872	-	
Depreciation	(2,260,177)	(540,372)	(2,800,549)	-	-		
Total	(2,871,471)	70,922	(2,800,549)	(24,872)	24,872	-	
Deferred tax assets - net	3,928,073	14,152,787	18,080,860	3,512,259	2,772,619	6,284,878	

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	Unit: Baht								
	Consolida	ted financial sta	tements	Separate financial statements					
	As at January 1,	Profit	As at Dec 31	As at January 1,	Profit	As at Dec 31			
	2014	(Loss)	2014	2014	(Loss)	2014			
Deferred tax assets									
Allowance for doubtful trade									
accounts receivable	814,482	(86,370)	728,112	-	-	-			
Provision for diminution in inventories	-	24,052	24,052	-	-	-			
Allowance for diminution in non-current									
assets held for sale	-	386,998	386,998	-	-	-			
Provision for long-term employee benefits	6,532,901	(872,519)	5,660,382	4,788,134	(1,251,003)	3,537,131			
Tax loss carried forward	1,915,951	(1,915,951)	-	-	-	-			
Temporary differences in the									
retained earnings									
Provision for long-term employee benefits	404,960	(404,960)	-	216,064	(216,064)				
Total	9,668,294	(2,868,750)	6,799,544	5,004,198	(1,467,067)	3,537,131			
Deferred tax liability									
Unrealized gain on investments in									
Open-end Fund	(295,991)	(315,303)	(611,294)	(36,979)	12,107	(24,872)			
Depreciation	-	(2,260,177)	(2,260,177)	-	-	-			
Total	(295,991)	(2,575,480)	(2,871,471)	(36,979)	12,107	(24,872)			
Deferred tax assets - net	9,372,303	(5,444,230)	3,928,073	4,967,219	(1,454,960)	3,512,259			

.....Director

## 27. INCOME TAX EXPENSE

Income tax expense for the year ended December 31, 2015 and 2014 consisted of:

	Unit: Baht								
	Consolidated fina	ncial statements	Separate financial statement						
	2015	2014	2015	2014					
Current tax expense									
Current years	(10,400,444)	(47,295,919)	(8,444,279)	(3,203,773)					
Deferred tax expense									
Movement in temporary differences	14,152,787	(5,444,230)	2,772,619	(1,454,960)					
Total	3,752,343	(52,740,149)	(5,671,660)	(4,658,733)					

Reconciliation of effective tax rate

	Consolidated financial statements						
	2	2015	2	2014			
	Tax rate		Tax rate				
	(%)	Unit : Baht	(%)	Unit : Baht			
Profit before income tax		140,739,841		377,660,356			
Income tax using the corporate tax rate	20%	(28,147,968)	20%	(75,532,071)			
Exemption from income tax on profit revived from BOI		46,191,090		33,672,139			
Non-taxable income		27,574		68,821			
Double expenses by the Revenue Code		1,950,505		1,811,101			
Non-deductible expenses		(5,364,551)		(7,226,247)			
Tax loss carried forward		1,065,569		-			
Unused current tax loss		(9,429,530)		(4,113,505)			
Income tax in share of loss in associate		(2,540,346)		(1,420,387)			
Tax income (expense)	3%	3,752,343	-14%	(52,740,149)			

.....Director

	Separate financial statements						
	2	2015	2	2014			
	Tax rate		Tax rate				
	(%)	Unit : Baht	(%)	Unit : Baht			
Profit before income tax		241,986,034		212,738,753			
Income tax using the corporate tax rate	20%	(48,397,207)	20%	(42,547,750)			
Exemption from income tax on profit revived from BOI		46,050,845		33,672,139			
Non-taxable income		1,996,786		4,461,750			
Non-deductible expenses		(5,322,084)	-	(244,872)			
Tax expense	2%	(5,671,660)	2%	(4,658,733)			

\* The subsidiaries have tax losses in 2015 and 2014 of Baht 47.15 million and Baht 20.57 million, respectively. Due to the uncertainty of the utilization, the Management, therefore, will not account for the deferred tax on these unutilized tax losses carried forward in consolidated financial statements.

#### **Income tax reduction**

Royal Decree No. 530 B.E. 2554 dated December 14, 2011 grants a reduction in the corporate income tax rate from 30% to 20% on net profit for the accounting periods beginning on January 1, 2013 to December 31, 2014. According to the Royal Decree No. 577 B.E. 2557 dated November 10, 2014, the corporate income tax rate will be continue at 20% on net profit for the accounting periods beginning on January 1, 2015 to December 31, 2015.

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## 28. EXPENSES BY NATURE

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

	Unit: Baht							
	Consolidated finar	ncial statements	Separate financia	al statements				
	2015	2014	2015	2014				
(Increase) decrease in change of								
finished goods and work in progress	12,792,291	(53,898,743)	6,416,595	24,440,576				
Raw materials and consumables used	3,530,770,904	4,246,519,131	242,037,348	371,666,135				
Construction materials and subcontractors	22,084,359	219,181,213	-	-				
Vessel operating expenses	6,213,150	23,178,566	-	-				
Purchase of goods for sale	53,836,007	141,880,284	52,756,865	10,355,929				
Employee benefit expenses	193,887,233	159,855,491	86,996,027	77,860,261				
Depreciation and amortization expenses	151,685,357	142,214,782	69,036,430	69,735,324				
Finance costs	13,863,900	24,404,595	1,899,518	2,636,075				
Loss on diminution of inventories	4,723,745	120,260	4,723,745	-				
Allowance for diminution in investments								
in associated company	-	-	21,000,000	-				
Loss on impairment of assets	5,990,192	-	5,990,192	-				

## 29. FOREIGN CURRENCY TRANSACTIONS

As at December 31, 2015 and 2014 the Company and subsidiaries have outstanding assets and liabilities denominated in foreign currencies which are not covered by any hedging as follows:

Unit: Thousand

	Consolidated financial statements				Separate financial statements				
Destination	20	15	20	014	20	15	20	2014	
Particulars	Foreign	Converted	Foreign	Converted	Foreign	Converted	Foreign	Converted	
	Currency	to Baht	Currencies	to Baht	Currency	to Baht	Currencies	to Baht	
Assets								   	
USD	11.78	423.39	361.01	12,186.65	11.65	418.66	2.27	74.62	
Total		423.39		12,186.65		418.66		74.62	
Liabilities									
USD	193.00	6,996.98	170.73	5,653.42	193.00	6,996.98	170.48	5,645.14	
EUR	24.90	991.00	-	-	24.90	991.00	-	-	
Total		8,406.65		5,653.42		8,406.65	     	5,645.14	

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#### **30. PROMOTIONAL PRIVILEGES**

By virtue of the Investment Promotion Act, B.E. 2520 (1977), the Company and three subsidiaries were granted promotional certificates as follows:

Companies	1. Promotional certificates Nos.	2. Effective dates	3. To promote investment in business of	4. Expiry dates according to items 5.1 and 5.2
Asian Insulators Plc.	1025/2541	January 24, 2001	Producing porcelain insulators	January 23, 2009
	1115(2)/2548	February 28, 2005	Producing finished hybrid clay	February 27, 2013
	1116(2)/2549	January 30, 2009	Producing porcelain insulators	January 29, 2017
	1478(2)/2553	June 12, 2012	Producing porcelain insulators	June 11, 2020
AI Energy Public	1922(1)/2553	October 1, 2013	Producing biodiesel	September 30, 2021
Co., Ltd.	2777(1)/2556	February 3, 2015	Producing biodiesel	February 2, 2023
AI Logistics Co., Ltd.	2029(2)/2549	June 27, 2006	Ship transportation	June 26, 2014
	1434(2)/2550	June 11, 2007	Ship transportation	June 10, 2015
AI Ports and	1373(2)/2552	July 1, 2009	Ports and terminals service	(*) July 30, 2017
Terminals Co., Ltd.	1374(2)/2552	August 7, 2009	Ports and terminals service	(*) August 5, 2017

5. Important privileges which are granted :

5.1 Exemption from corporate income tax on net profit of promotion operation for 8 years. Whereby the promotional certificates No. 1115(2)/2548, 1116(2)/2549, 1478(2)/2553, 2029(2)/2549, 1434(2)/2550, 1373(2)/2552 and 1374(2)/2552 have limited amount for corporate income tax exemption at maximum of Baht 11.01 million, Baht 75.18 million, Baht 495.91 million, Baht 66.26 million, Baht 107.00 million, Baht 303.49 million and Baht 200.00 million respectively.

5.2 Exemption from income tax on dividend from promoted business which was exempted from corporate income tax as5.1 throughout the promotional period of all promotional certificates.

5.3 Allowance for reduction the corporate income tax from promotional net profit at 50% of normal rate since the exemption is expired as 5.1 for 5 years especially for promotional certificate No. 1025/2541, 1922(1)/2553 and 2777(1)/2556.

5.4 Allowance for double deduction of annual expenses of public utilities (electricity, water supply and transportation) commencing from the generating revenues date for 10 years of promotional certificate No. 1025/2541, 1922(1)/2553 and 2777(1)/2556.

5.5 Allowance to deduct the annual loss incurred during the income tax exemption period as 5.1 from the net profit since the expiry dates within 5 years, by which can be deducted from net profit of any year or several years of all promotional certificates.

(\*) AI Ports and Terminals Company Limited received a letter from the Board of Investment, dated April 3, 2015, to change the rights and benefits period from 8 years to 7 years due to the company's quality system had been certified but did not cover the operation for cargo vessels as promoted.

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(Narong Thareratanavibool)

As a promoted industry, the Company and subsidiaries must strictly comply with certain terms and conditions stipulated in the promotional certificate.

In 2015 and 2014 the Company and subsidiaries have sales, vessel operating, port and terminal service revenues from local and overseas which are granted the promotional certificates as follows:

	Unit : Baht									
-	Cons	olidated financial statements	3	Separate financial statements						
	Promoted	Non-promoted		Promoted	Non-promoted					
	Activities	Activities	Total	Activities	Activities	Total				
For the year ended December 31, 2015										
Revenue from sales	2,943,936,828	1,323,063,613	4,267,000,441	592,842,096	219,935,974	812,778,070				
Revenues from production contract	-	45,810,022	45,810,022	-	-	-				
Revenue from construction contract	-	28,906,788	28,906,788	-	-	-				
Vessel operating income	8,213,352	11,335,835	19,549,187	-	-	-				
Other incomes	-	20,619,137	20,619,137	-	7,308,304	7,308,304				
Dividend income	-	-	-	-	9,983,929	9,983,929				
Total	2,952,150,180	1,429,735,395	4,381,885,575	592,842,096	237,228,207	830,070,303				
For the year ended December 31, 2014										
Revenue from sales	525,632,975	4,557,924,576	5,083,557,551	525,632,975	168,679,455	694,312,430				
Revenues from production contract	-	133,541,324	133,541,324	-	-	-				
Revenue from construction contract	-	297,270,666	297,270,666	-	-	-				
Vessel operating income	35,291,157	-	35,291,157	-	-	-				
Revenue from port service	1,000,000	-	1,000,000	-	-	-				
Other incomes	-	28,760,500	28,760,500	-	11,981,912	11,981,912				
Dividend income	-	-	-	-	21,964,643	21,964,643				
Total	561,924,132	5,017,497,066	5,579,421,198	525,632,975	202,626,010	728,258,985				

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## 31. PROVIDENT FUND

The Company and subsidiaries have set up a provident fund for the employees under the Provident Fund Act, B.E. 2530 (1987), in order to be their welfare as well as security whenever resignation or retirement as defined by the Company's regulation, with partly contribute by its employees and another part by the Company at the rate 3 - 7 % on their salaries. The Company has also appointed Finansa Asset Management Company Limited to manage such fund.

The Company and subsidiaries' contributions for the employees provident fund and recorded as expenses in the statements of comprehensive income for the years ended December 31, 2015 and 2014 are as follows :

	Unit : Baht								
	Consolidated finance	tial statements	Separate financial statements						
	2015	2014	2015	2014					
Asian Insulators Public Company Limited	1,802,227	1,688,820	1,802,227	1,688,820					
AI Engineering Services Company Limited	232,254	228,192	-	-					
AI Energy Public Company Limited	1,358,325	1,091,357	-	-					
AI Logistics Company Limited	23,976	9,282	-	-					
Total	3,416,782	3,017,651	1,802,227	1,688,820					

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## **32. SEGMENTED INFORMATION**

The segmented information is as follows:

			(Unit: Thousand Baht)							
				Consolidated financial statements						
					For the year ended	December 31, 2015				
				G	roup of AI Energy P	ublic Company Limite	ed			
	Sale of porcelain insulators and component	Construction undertaking	Sale of biodiesel and vegetable oil and by product	Contract of refind crude palm oil	Sale of ice cube	Vassel operating	Port services	Total		
Revenues from sales and services	820,262	28,907	3,418,200	45,810	28,538	19,549	-	4,361,266		
Cost of sales and services	(477,923)	(26,484)	(3,418,996)	(37,003)	(24,257)	(22,589)	-	(4,007,252)		
Gross profit (loss) by segment	342,339	2,423	(796)	8,807	4,281	(3,040)	-	354,014		
Non-allocation expenses								(207,541)		
Profit from operation							_	146,473		
Other income								20,619		
Finance costs								(13,650)		
Share of loss from investments in associate								(12,702)		
Income tax expenses								3,752		
Profit for the year							_	144,492		
Equity holders of the parent							_	177,856		
Non-controlling interests								(33,364)		
Property, plant, vessel and equipment - net	593,948	44	893	,481	21,135	45,024	428,817	1,982,449		

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			(Unit: Thousand Baht)								
				Consolidated financial statements							
					For the year ended	December 31, 2014					
				G	roup of AI Energy Pu	ıblic Company Limite	d				
	Sale of porcelain insulators and component	Construction undertaking	Sale of biodiesel and vegetable oil and by product	Contract of refind crude palm oil	Sale of ice cube	Vassel operating	Port services	Total			
Revenues from sales and services	696,965	297,271	4,355,144	133,541	31,449	35,291	1,000	5,550,661			
Cost of sales and services	(440,769)	(222,104)	(4,139,729)	(78,126)	(25,302)	(47,143)	(497)	(4,953,670)			
Gross profit (loss) by segment	256,196	75,167	215,415	55,415	6,147	(11,852)	503	596,991			
Non-allocation expenses							_	(213,172)			
Profit from operation								383,819			
Other income								28,761			
Finance costs								(27,818)			
Share of loss from investments in associate								(7,102)			
Income tax expenses							_	(52,740)			
Profit for the year							-	324,920			
Equity holders of the parent							_	288,192			
Non-controlling interests								36,728			
Property, plant, vessel and equipment - net	652,787	65	850	,804	21,585	62,415	443,109	2,030,765			

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## 33. COMMITMENT AND CONTINGENT LIABILITIES

33.1 As at December 31, 2015 and 2014, the Company and subsidiaries have commitment and contingent liabilities as follows:

Unit: Million Baht

Dentionland	Consolidated fin	ancial statements	Separate financial statements		
Particulars	2015	2014	2015	2014	
Letters of guarantee issued by commercial	253.34	309.24	101.42	76.09	
bank	255.54	309.24	101.43	76.98	

33.2 As at December 31, 2015 and 2014, the Company and subsidiaries have capital expenditure commitment as follows:

Unit: Million Baht

Derticulars	Consolidated fin	ancial statements	Separate financial statements		
Particulars	2015	2014	2015	2014	
The purchase of machinery and equipment	9.36	8.17	0.75	3.19	

- 33.3 As at December 31, 2015 and 2014, the subsidiary has outstanding commitments with major subcontractors and the purchase of construction equipment for construction work amount of Baht 352.51 million and Baht 1.27 million, respectively.
- 33.4 As at December 31, 2015 and 2014, the Company is the guarantor for the repayment of loans from financial institutions for AI Engineering Services Company Limited amount of Baht 545 million.
- 33.5 The subsidiary received a letter from the Enforcement Department, Office of the Securities and Exchange Commission of Thailand (the SEC), dated January 20, 2016, requesting for the facts about the subsidiary predecessor auditor's disclaimer of opinion in the subsidiary's financial statements for the year 2014. The former management provided a clarification of the facts to the SEC.

On June 20, 2017, the SEC has filed a criminal complaint against two former directors and executives of the subsidiary in case of the preparation of incorrect financial statements for the year 2014 (Before restated), as the subsidiary predecessor auditor had expressed the disclaimer of opinion, with the Department of Special Investigation (DSI) for further legal proceedings.

Consequently, the subsidiary's current management had investigated and prepared the new documentations to support the accounting transactions related to above matter of auditor disclaimed an opinion on the subsidiary's financial statements in order to reflect the financial statements to be accordance with the financial reporting standards and had adjusted the consolidated financial statements for the year ended December 31, 2014 as shown in Note to Financial Statements No. 38.

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33.6 AI Energy Public Company Limited, its subsidiary, had the production yield during the period of January to June 2015 was significantly lower than normal production yields. The subsidiary engaged the National Metal and Materials Technology Center of the National Science and Technology Development Agency to verify the result on the subsidiary's biodiesel production process to assess the appropriateness of such low production yield and found out that the loosed quantity of oil from the tank washing process are in line with production yield reported by the subsidiary. The loosed quantity of oil from the process resulting in an unusual low production yield may be caused by the imperfect separation of layers.

#### 34 DISCLOSURE OF FINANCIAL INSTRUMENTS

The Company and subsidiaries have information relating to financial instruments both in and off statements of financial position as follows:

34.1 Risk from breach of contracts

Due to the contracting party does not follow the requirement in the contract which caused damage to the Company and subsidiaries.

The credit risk with respect to the concentration of trade accounts receivable consists of

- Revenue of the Company and its subsidiaries resulting from sale, production contract, construction contract and vessel operation to few major customers but very high proportion.
- Revenue of the Company and subsidiaries resulting from sale and services to the small business customers has no concentration of credit risk, because they have a large number of customers.

For the financial assets shown in the statement of financial position, the book value of such assets is net from various provisions to be estimated fair value. Such provisions are assumed to be the highest value of risk incurred from breach of contracts.

34.2 Risk relating to interest rate of financial assets and liabilities

Risk from the fluctuation in interest rate may have negative effect to the Company and subsidiaries for the current and the following years. The Company expects that it can manage the contingent risk, due to the Company has set a plan and follow up the situation closely.

34.3 Risk from currency exchange rate

The Company and subsidiaries have risk from the fluctuation of foreign exchange rates, due to some debtors and creditors arisen from the trading in foreign currencies. The Company and subsidiaries will provide the forward exchange contract, in case of Baht currency is highly fluctuated and it is appropriate for the situation.

34.4 Fair value of financial instruments

The following methods and assumptions are used to estimate the fair value of the financial instruments.

- Financial assets shown at book value which are equal to the estimated fair value.
- Financial liabilities shown at book value which are equal to the estimated fair value. Loans carrying interest rates close to the market rate.

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(Narong Thareratanavibool)

#### **35. LITIGATION**

AI Energy Public Company Limited (subsidiary) was sued by the Official Receiver of Phamola Company Limited for transferring back the trademark "Phamola" to the debtor's assets and pays the compensation amount of Baht 3.75 million with an interest rate of 7.5% per annum. On June 8, 2016, the Supreme Court has ordered to dismiss the case.

## 36. EVENTS AFTER THE REPORTING PERIOD

- 36.1 The Board of Directors' Meeting No. 1/2016 held on March 29, 2016, passed a resolution to pay dividend for the year 2015 of 0.09 Baht per share for a total amount of Baht 252 million from the separate financial statements' retained earnings after deduction of legal reserves and exempt from income tax, according to the BOI Certificate No. 1478 (2)/2553.
- 36.2 The Company and the subsidiary had prepared and published the consolidated and separate financial statements for the year 2017 and 2016 which had been audited by the auditor according to the auditor's reports dated February 27, 2018 and February 28, 2017 respectively. The contents of the events after the reporting period, therefore, have been included in such financial statements.

#### **37. CAPITAL MANAGEMENT**

The management of the Group has the capital management policy to maintain a strong capital base by emphasis on planning and determining the operating strategies resulting in good business's performance and sustained good cash flows management. In addition, the Group considers investing in projects which have good rate of return, appropriate working capital management, maintain a strong financial position and appropriate investment structure as to maintain sustained future operations of the business and to maintain shareholders, investors, creditors and others interest's confidence.

#### 38. CORRECTION OF ACCOUNTING ERROR AND RECLASSIFICATION OF ACCOUNTING TRANSACTIONS

The Company's financial statement for the years ended December 31, 2015 and 2014 has been prepared and issued on March 29, 2016 and March 24, 2015, respectively. In 2016, the Company disclosed an accounting error in respect of the non-controlling interest. During the year 2017, The subsidiary's current management had investigated and prepared the new documentations to support the accounting transactions related to the matter of auditor disclaimed an opinion on the subsidiary's financial statements in order to reflect the financial statements to be accordance with the financial reporting standards and had adjusted the financial statements, therefore, the Company restated the consolidated financial statements for the year ended December 31, 2015 and 2014.

The Company has reclassified some accounting transactions in the financial statement for the year ended December 31, 2014 to conform to the current period presentation, of which no impact net income or shareholders' equity.

These effects to the financial statements for the years ended December 31, 2015 and 2014 are as follows:

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(Narong Thareratanavibool)

	Unit: Baht										
	Consolidated financial statements										
	Before	After adjustment									
	adjustment and			and before							
	reclassifications	adjustmen	reclassifications	reclassifications							
Statements of financial position as at December 31, 2015											
Current assets											
Unbilled receivables	1,417,492	-	18,250,477	19,667,969							
Non-Current assets											
Retention	18,250,477	-	(18,250,477)	-							
Current liabilities											
Income tax payable	(6,351,243)	(2,925,190)	-	(9,276,433)							
Shareholders'equity											
Non-controlling interests	(888,899,755)	177,001,010		(711,898,745)							
Deficits decrease	698,191,235	(174,075,820)	-	524,115,415							
	_										

## Statements of profit or loss and other comprehensive income

#### For the year ended December 31, 2015 Expenses In crease in cost of sales (3,921,005,412) (9,869,423) 9,698,280 (3,921,176,555) Increase in cost of production contract (27,305,011) -(9,698,280) (37,003,291) Profit for the year decrease 154,361,607 (9,869,423) \_ 144,492,184

					Unit : Baht				
	Consolidated financial statements					Separate financial statement			
	Before adjusted			After adjusted		After adjusted			
	and before new	The first	The second	and before new		and after new	Before		After
	reclassification	adjusted	adjusted	reclassification	Reclassification	reclassification	reclassification	Reclassification	reclassification
Statement of financial position as at December 3	1, 2014								
Current assets									
Trade and other receivables - net	569,434,824	82,473,490	-	651,908,314	(15,145,944)	636,762,370	136,610,609	675,177	137,285,786
Unbilled receivables	46,294	-	-	46,294	17,671,982	17,718,276	-	-	-
Inventories - net	580,705,079	(47,532,583)	9,869,422	543,041,918	588,100	543,630,018	108,897,222	-	108,897,222
Construction contracts in progress	588,100	-	-	588,100	(588,100)	-	-	-	-
Advance payment to subcontractors	76,680	-	-	76,680	(76,680)	-	-	-	-
Other current assets	2,449,358	-	-	2,449,358	(2,449,358)	-	163,770	(163,770)	-
Non-current assets									
Property, plan, vessel and equipment - net	2,031,313,012	(548,110)	-	2,030,764,902	-	2,030,764,902	652,787,291	-	652,787,291
Other non-current assets	17,055,411	-	-	17,055,411	-	17,055,411	823,299	(511,407)	311,892
Current liabilities									
Trade and other payables	(175,800,667)	(45,903,297)	-	(221,703,964)	(36,160,282)	(257,864,246)	(43,219,513)	(5,304,416)	(48,523,929)
Accrued interest	(489,142)	-	-	(489,142)	489,142	-	(156,027)	156,027	-
Retention payables	(650,315)	-	-	(650,315)	650,315	-	-	-	-
Income tax payable	(34,281,256)	(1,644,483)	(2,925,189)	(38,850,928)	-	(38,850,928)	(2,272,041)	-	(2,272,041)
Other current liabilities	(35,020,825)	-	-	(35,020,825)	35,020,825	-	(5,148,389)	5,148,389	-
Shareholders' equity									
Non-controlling interests	(923,607,087)	-	178,328,740	(745,278,347)	-	(745,278,347)	-	-	-
(Retained earnings) deficits increase (decrease)	640,054,469	13,154,983	(185,272,973)	467,936,479	-	467,936,479	(277,436,687)	-	(277,436,687)

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	Unit: Baht								
	Consolidated financial statements					Separate financial statements			
	Before			After adjustment		After			
	adjustment and	The first	The second	and before		adjustment and	Before		After
	reclassifications	adjustment	adjustment	reclassifications	Reclassifications	reclassifications	reclassifications	reclassifications	reclassifications
Statement of Comprehensive Income									
For the year ended December 31, 2014									
Revenue from sales of goods	5,083,181,178	55,745,130	405,140	5,139,331,448	(55,773,897)	5,083,557,551	750,086,327	(55,773,897)	694,312,430
Revenue from production contract	54,469,397	84,861,342	(5,789,415)	133,541,324	-	133,541,324	-	-	-
Other incomes	28,760,500	-	-	28,760,500	-	28,760,500	33,946,555	(21,964,643)	11,981,912
Dividend income	-	-	-	-	-	-	-	21,964,643	21,964,643
Cost of sales	(4,577,093,415)	(96,252,893)	18,545,412	(4,654,800,896)	49,000,938	(4,605,799,958)	(490,747,972)	49,000,938	(441,747,034)
Cost of production contract	(37,155,419)	(43,538,050)	2,567,269	(78,126,200)	-	(78,126,200)	-	-	-
Administrative expenses	(134,215,097)	(8,892,713)	(9,292,299)	(152,400,109)	1,269,559	(151,130,550)	(67,769,777)	3,699,559	(64,070,218)
Management's remuneration	(5,503,400)	-	-	(5,503,400)	5,503,400	-	(3,073,400)	3,073,400	-
Income tax expenses	(48,170,477)	(1,483,537)	(3,086,136)	(52,740,150)	-	(52,740,150)	(4,658,733)	-	(4,658,733)
Profit for the year decrease	331,130,957	(9,560,721)	3,349,971	324,920,207	-	324,920,207	208,080,020	-	208,080,020

## **39. FINANCIAL STATEMENTS APPROVAL**

These financial statements have been approved by the Company's Board of Directors on April 26, 2018.

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(Narong Thareratanavibool)