**AUDITOR’S REPORT**

**To the Shareholders of Thai Capital Corporation Public Company Limited**

**Opinion**

I have audited the accompanying consolidated and separate financial statements of Thai Capital Corporation Public Company Limited and its subsidiaries (“the Group”) and of Thai Capital Corporation Public Company Limited (“the Company”), respectively, which comprise the consolidated and separate statement of financial position as at December 31, 2018, the consolidated and separate statement of income, the consolidated and separate statement of comprehensive income, changes in shareholders’ equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the accompanying consolidated and separate financial statements present fairly, in all material respects, the consolidated and separate financial position of Thai Capital Corporation Public Company Limited and its subsidiaries and of Thai Capital Corporation Public Company Limited as at December 31, 2018, and their consolidated and separate financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

**Basis for Opinion**

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

**Key Audit Matters**

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

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| ***The key audit matter*** | ***Audit procedures*** |
| ***Investment in wholesale food market project*** |  |
| The Company has invested in new business by set up a company named Chai Market Co., Ltd. (“subsidiary”), which operates the wholesale food market in Nakhon Pathom Province, under the project named Nakhon Chai Si Market.  The subsidiary has entered into the purchase agreement on land including constructions with related company for the purpose of improvement in the amount of Baht 600 million basing on the appraisal value of an independent appraiser.  At the present, the development of the project has been delayed due to the subsidiary is in the process of financing from the financial institutions and the mentioned project is also still under the improvement affecting the delay of the project. As at December 31, 2018, the land with constructions valued of Baht 626.51 million as described in notes 13 and 26.  I has identified the investment of the project to be the key audit matters as its new business, the delay of development of the project and its high value is significant to the overall financial statements.  The assessments of net realizable value are complex and the use of significant assumptions, including the consideration of fair value of assets determined by the independent appraiser according to the professional standards of the Valuers Association of Thailand had the uncertainty of variables and estimetions. | Other than making the inquiries, the audit procedures of the investment in wholesale food market project and the allowance for impairment of asset included test the calculation model of net realizable value as per appraisal report as follows:   * assessing and testing the appropriateness of the variables and estimations comprising the market price of other assets      * assessing and testing the appropriateness of the variables and estimations comprising the replacement cost, depreciation from physical deterioration, function obsolescence and economic obsolescence, useful life and physical factors;   testing the calculation for the impairment on land with constructions;    evaluating the appraiser’s competence and capabilities with the conditions of the engagement of the Group in order to consider the matters that affect to the appraiser’s objectivity regarding their considerations or scope of works. |
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**Other Information**

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

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

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

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

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

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

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

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

**Auditor’s Responsibilities for the Audit of the Consolidated and Separate Financial Statements**

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

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

* Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
* Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group’s internal control.
* Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
* Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group’s ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor’s report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor’s report. However, future events or conditions may cause the Group to cease to continue as a going concern.
* Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
* Obtain sufficient appropriate audit evidence regarding the financial information of the Group and business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the Group audit. I remain solely responsible for my audit opinion.

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

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

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

Kraisit Silapamongkonkul

Certified Public Accountant

Registration No.9429

Siam Truth Audit Company Limited

Bangkok, February 28, 2019

**THAI CAPITAL CORPORATION PUBLIC COMPANY LIMITED**

**FINANCIAL STATEMENTS AND AUDITOR’S REPORT**

**FOR THE YEAR ENDED DECEMBER 31, 2018**