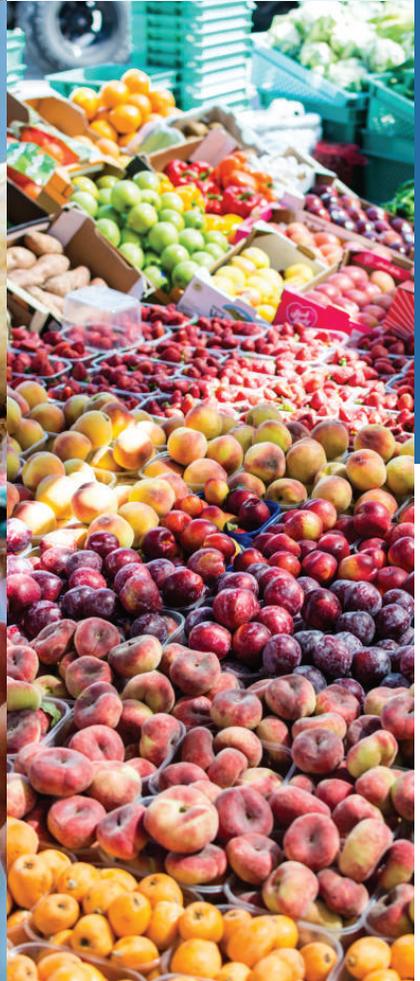


# ANNUAL REPORT 2018



**THAI  
CAPITAL  
CORPORATION**

## **Vision:**

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- **Strive for the country's top five companies in Coal Trading business.**
- **Continuously seek new business opportunities which shall bring forth long-term and sustainable growth.**

## **Strategies:**

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- **Maintaining excellent relationships with existing customers.**
- **Penetrating new market.**
- **Continually improving internal controls.**
- **Setting out strategic investment plan and policy for opportunities to expand its business.**

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"The Investors can find more information of the Company via [www.set.or.th](http://www.set.or.th) or  
[www.thaicapital.co.th](http://www.thaicapital.co.th)"

## General Information

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Company Name	:	<b>Thai Capital Corporation Public Company Limited</b>
Registered No.	:	0107537001226
Type of Business	:	Holding Company which is operating mainly in the investment operation and owning other companies shares
Address of Head Office	:	87/2 CRC Tower 45th Floor, All Season Place, Wireless Road, Lumpini, Phatumwan, Bangkok, 10330
Telephone	:	0-2685-3600
Fax	:	0-2685-3607
Website	:	<a href="http://www.thaicapital.co.th/">http://www.thaicapital.co.th/</a>
E-mail Address	:	info@thaicapital.co.th

### Registered Capital and Paid-up Capital as at December 31, 2018:

Registered Capital	954,354,720.50	Baht
Divided into Ordinary Shares	1,908,709,441	Shares
Par Value	0.50	Baht
Paid-up Capital	639,708,177.50	Baht
Divided into Ordinary Shares	1,279,416,355	Shares
Par Value	0.50	Baht

### Information of legal entities that the Company holds more than 10 percent of their shares sold

1) Company Name	:	<b>Theco Sales Company Limited</b>
Registered No.	:	0105536114441
Type of Business	:	Sales of spare parts of air conditioner, cooler and heater for all types of vehicle, home, building, including other types of heater and cooler. According to the resolution of the Board of Directors' Meeting of TCC No. 7/2008, approval was granted in cancellation of the air conditioning related business of TCC, Consequently, TCS the subsidiary of TCC who operated the air conditioning business together with TCC, was also to cease its operation and, hence, business
Address of Head Office	:	87/2 CRC Tower 45th Floor, All Season Place, Wireless Road, Lumpini, Phatumwan, Bangkok, 10330
Telephone	:	0-2685-3600
Fax	:	0-2685-3607
Holding (%)	:	100%

2) Company Name : **Thai Capital Corporation Company Limited (Guangzhou)**  
Registered No. : 440101400110719  
Type of Business : Consultant about Coal  
Address of Head Office : Room 1907-1908, No 167 Linhe West Road, Tianhe District, Guangzhou, China, 510610  
Holding (%) : 100%

3) Company Name : **P.T. Thai Capital Indo Mining Company Limited**  
Registered No. : 09.03.1.46.81919  
Type of Business : Sale of solid fuel, liquid fuel, gas and relevance products  
Address of Head Office : 49th Floor, Equity Tower, JL JEND Sudirman KAV 52-53, SCBD, 12190, Jakarta, Indonesia  
Holding (%) : 99.83%

4) Company Name : **TCC Energy Company Limited**  
Registered No. : 0105559052662  
Type of Business : Import and Distribute Coal and Steel  
Address of Head Office : 87/2 CRC Tower, All Season Place 45th Floor, Unit 2, Wireless Road, Lumpini, Patumwan, Bangkok, 10330  
Telephone : 0-2685-3600  
Fax : 0-2685-3607  
Holding (%) : 100%

5) Company Name : **TCC Asset Management Company Limited**  
Registered No. : 0105559052654  
Type of Business : Asset Management  
Address of Head Office : 87/2 CRC Tower, All Season Place 45th Floor, Unit 2, Wireless Road, Lumpini, Patumwan, Bangkok, 10330  
Telephone : 0-2685-3600  
Fax : 0-2685-3607  
Holding (%) : 100%

6) Company Name : **NYC – Thai BD Company Limited**  
Registered No. : 0105555043308  
Type of Business : Import and Distribute Ice cream under the trademark “Emack and Bolio’s”  
Address of Head Office : 600/95 Sathupradit Road, Bangpongpan, Yannawa, Bangkok 10120  
Telephone : 0-2294-0081  
Fax : 0-2293-0092  
Holding (%) : 100%

7) Company Name : **Chai Market Company Limited**  
Registered No. : 0105560062340  
Type of Business : Wholesale Market  
Address of Head Office : 87/2 CRC Tower, All Season Place 45th Floor, Unit 2,  
Wireless Road, Lumpini, Patumwan, Bangkok, 10330  
Telephone : 0-2685-3600  
Fax : 0-2685-3607  
Holding (%) : 100%

**Reference Persons**

Securities Registrar : **Thailand Securities Depository Company Limited**  
The Stock Exchange of Thailand Building No. 93  
Ratchadaphisek Road, Dindaeng, Bangkok 10400  
Telephone : 0-2009-9000  
Fax. : 0-2009-9991

Auditor : **Siam Truth Audit Company Limited**  
Preecha Complex Building A, 8th F, 338,  
Rachadapisek Road, Soi 20, Samsennok, Huaykwang,  
Bangkok, 10310  
Telephone : 0-2275-9599, 097-445-4459

## Message from the Chairman

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

In 2018, the Company had better operating result than that of prior year, with sales revenue of Baht 1.3 billion and net profit of Baht 4.08 million, compared to net loss of Baht 60.42 million in 2017. The key reasons were the Company's ability to maintain its existing customers and acquire a number of new groups of customers, and that the Company generated a number of expenditures related to the feasibility study and the establishment for agricultural wholesale market which is the new business of the Company.

With respect to the Company business strategy in 2019, the Company will continue focusing on the development of its resources, effective management of machinery, transportation, as well as human resources, and will still emphasize on building its market shares and profit maximization in each business unit. At the same time, the Company will also consider its opportunity to collaborate with potential business partners or invest in new businesses which are suitable for the Company with the aim of maximizing shareholders' benefit.

The Company strongly believes that in 2019, the Company will continue to grow and lastly, on behalf of the Board of Directors of Thai Capital Corporation Public Company Limited, I hereby thank all concerned parties, the supporting shareholders, customers, business partners, financial institutions, public and private organizations, as well as the employees and management of the Company who have devoted themselves on the Company operation. We hope that we would all these honors, trust, and support will still remain with the Company far and beyond into the future.

Yours sincerely,



(Mr. Munsin Chaivikrai)  
Chairman

## Financial Highlights

	Unit	2018	2017	2016
<b>Results of Operations</b>				
Revenue from Sales	Million Baht	1,327.66	1,293.93	1,072.28
Total Revenue	Million Baht	1,336.15	1,303.42	1,090.89
Margin	Million Baht	137.58	121.70	153.03
Profit (Loss) for the year	Million Baht	4.08	(60.42)	8.42
Comprehensive Income for the year	Million Baht	3.06	(62.35)	9.57
<b>Financial Status</b>				
Current Assets	Million Baht	246.07	404.87	692.99
Total Assets	Million Baht	978.14	1,141.36	916.21
Total Liabilities	Million Baht	177.33	343.61	56.11
Shareholders' Equity	Million Baht	800.81	797.75	860.10
<b>Ratio Analysis</b>				
Current Ratio	Times	1.42	1.19	12.85
Debt to Equity Ratio	Times	0.22	0.43	0.06
Gross Profit (Loss) Margin Ratio	Percentage	10.36	9.41	14.27
Net Profit (Loss) Margin Ratio	Percentage	0.31	(4.67)	0.79
Return On Equity : ROE	Percentage	0.51	(7.29)	0.93
Return On Asset : ROA	Percentage	0.38	(5.87)	0.87

## Policy and Business Overview

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Thai Capital Corporation Public Company Limited (“the Company”) (formerly known as "Thai Heat Exchange Public Company Limited") has established a limited company under the name Thai Heat Exchange company Limited in 1972. The objective of the Company was to manufacture and distribute automotive air conditioning parts as a substitution for imported products. The Company continued to operate and invested in joint ventures with other parties doing related businesses both domestically and abroad. It was listed on the Stock Exchange of Thailand in 1991. In 2007, the Company had its name changed to "**Thai Capital Corporation Public Company Limited**", the securities symbol is “TCC” and begin to operate coal business to core business and canceled operate in other business.

In the year 2016 the Company restructured itself to become a holding company with objective to invest in other business where performance to growth has, can make the good benefit for the add value in the future for the long term. In the present the company invests in 4 core business: energy (Coal), food and beverage (ice cream), asset management business and wholesale market business.

### Major Changes and Developments

The summary of major changes and developments in the past 3 years are as follow;

#### Year 2016

- The Board of Director Meeting No. 2/2016 held on February 19, 2016 resolved to establish subsidiary companies as following TCC Energy Co., Ltd. (“TCCE”) and TCC Asset Management Co., Ltd. (“TCCAM”) with the registered capital of Baht 300 Million and Baht 25 Million respectively, the Company will hold 100% of the shares.
- The Annual General Shareholders Meeting for the year 2016 held on March 30, 2016 resolved to the important subject as below;
  - Allocated the profit from 2015 performance for legal reserve in the amount of Baht 1,009,437.94 and to approved dividend payment from the year 2015 performance and retained earnings at Baht 0.08 per share totaling Baht 102,351,900.24.
  - Approved the number of directors from 8 persons to 9 persons and appointed Mr. Kamphol Patana-anukul as a new director.
  - Approved the decrease of capital from Baht 881,486,633.50 to Baht 880,758,554.50 by decrease of registered capital of un-subscription shares what reserved for the exercise of right warrants TCC-W1 at 1,456,158 shares, ordinary shares with a par value of Baht 0.50.
  - Approved the increase of registered capital from Baht 880,758,554.50 to Baht 905,146,410.50 by issuing the new ordinary shares 48,775,712 shares for reserved the right adjustment of convertible warrants TCC-W3 and TCC-W4 ordinary shares with a par value of Baht 0.50.

- Approved the new ordinary shares from the increase of the Company's capital not over 7,470,310 shares and 41,305,402 shares with a par value of Baht 0.50 to reserve for the right adjustment of TCC-W3 and TCC-W4 respectively.
- The Board of Director Meeting No. 5/2016 held on May 24, 2016 resolved to purchase shares of NYC – Thai BD Co., Ltd. (“NYC”) which is import and distribute ice cream under the trademark “Emack and Bolio’s” and resolved to increase the registered capital from Baht 4 Million to Baht 20 Million with a par value of Baht 10.
- Notification about restructured the business operation to holding company and has TCC Energy Co., Ltd. is a core company.

#### **Year 2017**

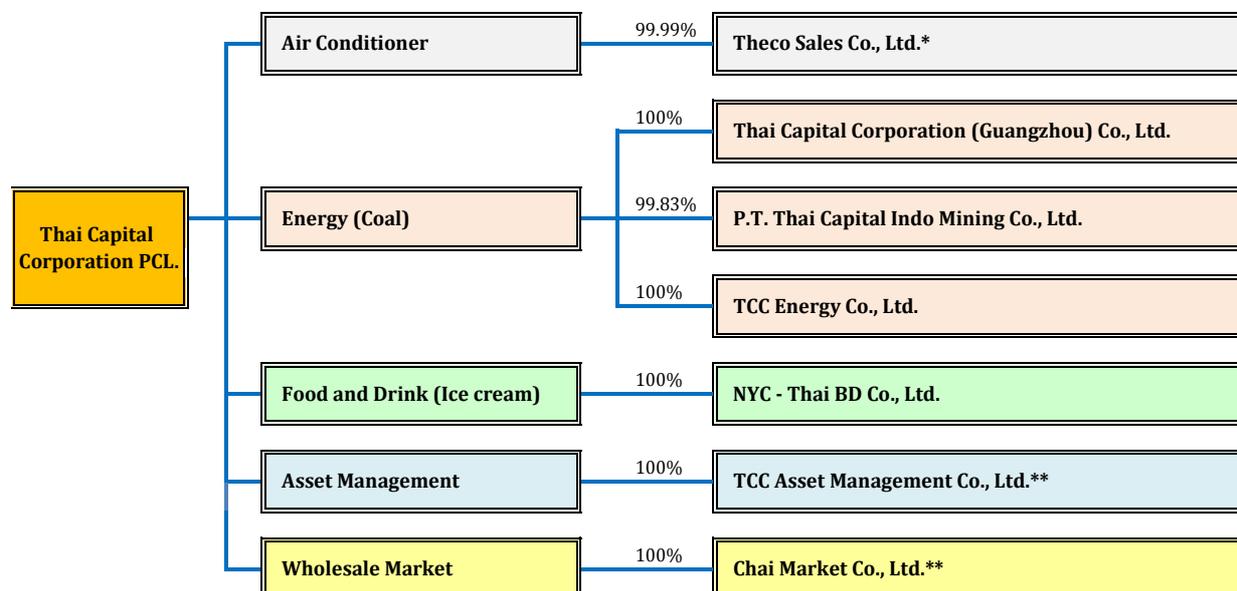
- The Board of Director Meeting No. 3/2017 held on April 17, 2017 resolved to establish subsidiary companies as following Chai Market Co., Ltd. (“CMC”) with the registered capital of Baht 400 Million, the Company will hold 100% of the shares.
- The Extraordinary General Meeting of Shareholders No. 1/2017 held on June 29, 2017 resolved to the important subject as below;
  - Approved the amendment of the Company's Articles of Association on Supervision and Management of Subsidiaries and Associated Companies
  - Approved the acquisition of assets and connected transaction for purchased the land and constructions thereon at the amount of THB 600,000,000.00 from Far East Knitting & Spinning Co., Ltd. and the development costs of Nakhon Chai Si Market Project of not greater than THB 190,000,000.00, totaling not greater than THB 790,000,000 by CMC.

#### **Year 2018**

- The Annual General Meeting of Shareholders for the year 2018 held on April 25, 2018 resolved to the important subject as below;
  - Approved the issuance and allocation of the right offering of the Company's Warrant No. 5 (TCC-W5) with a total amount not exceeding 98,416,620 units to existing shareholders at the ratio of 13 existing ordinary shares of 1 unit of warrant for free, by 1 unit of warrant will be entitled to purchase 1 new ordinary share at the price of Baht 0.50 per share.
  - Approved the increase of the Company's registered capital from Baht 905,146,410.50 to Baht 954,354,720.50 by issuing the new ordinary shares 98,416,620 shares at the par value of Baht 0.50 per share.
  - Approved the amendment of Clause 4 of the Memorandum of Association of the Company regarding the registered capital to reflect the increase of the Company's registered capital.
  - Approved the allocation not exceeding 98,416,620 newly issued ordinary shares for the exercise of warrant to accommodate the exercising of Warrant No. 5 (TCC-W5).
  - Approved the amendment to Articles 4 and 33 of the Company's Articles of Association to be in line with the present data and Section 100 of the Public Limited Companies Act B.E. 2535 (1992) as amended by the Order of the Head of the National Council for Peace and Order (NCPO). 21/2560, Dated 4 April, 2017

## The Company's Group Structure

As at December 31, 2018 the Company has 7 subsidiaries, in which the Company directly holds a stake of more than 50 percent of the paid-up capital as follows.



**Remark :**

\* Ceased operations following the resolution of the Board of Directors Meeting No. 7/2008

\*\* Has not operated such business because during on the process preparing the management and construction

## Business entity of the Company and its Subsidiaries

The Company mainly operates investment business and has the policy for separate the subsidiaries operation by type of business as following; energy business, food and drink business and asset management business. The Company appointed the Company's executives as to the directors of the subsidiary companies to define Company's mission, vision, and business strategies that could maximize the profitability of each business unit.

## Relationship with the Major Shareholder

The Company's group sells coal and ice cream to Far East Knitting and Spinning Co., Ltd. and You & I Group Co., Ltd. respectively, the both company have the major shareholder is "Chaivikrai Group" which is also the major shareholder of the Company that transactions were for the normal business operation of the Company and applied normal commercial terms in the same fashion as what ought to be done by a reasonable person in the similar situation, and were done on an arm's length basis. There was no transfer of benefits between the company and individuals with potential conflict of interest. (Details are shown in the chapter "Connected Transactions").

## Nature of Business

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The structure of revenue of the Company in year 2016-2018 as below;

Line Business	by	Holding (%)	2018		2017		2016	
			Million Baht	%	Million Baht	%	Million Baht	%
Revenue from sale coal	TCC, TCCE	100	1,318.34	99.30	1,276.07	98.62	1,058.68	98.74
Revenue from sale ice-cream	NYC	100	9.32	0.70	17.86	1.38	13.59	1.27
<b>Total</b>			<b>1,327.66</b>	<b>100.00</b>	<b>1,293.93</b>	<b>100.00</b>	<b>1,072.28</b>	<b>100.00</b>

### 2.1 Energy Business (Coal)

#### Type of Product or Service

Coal is a kind of combustible sedimentary rock, comprising the main component that is carbon compound of not less than 50% by weight or 70% by quantity. Coal begins from naturally changing in the plant matters decomposing and accumulating in the basin or swamp for hundred million years ago. At the time the crust of the Earth changes such as earthquake, erupting volcano, or more accumulating sediment. The sedimentary deposits therefore are more affected by pressure and heat under the World. This humus becomes the various kinds of coals.

The nature of coals will be hard substance without unique forms of crystal. Generally, they come in dark tones from brown to jet-black colors. With the properties of Coal can ignite, the mainly utilized as fuel for industries and electricity production.

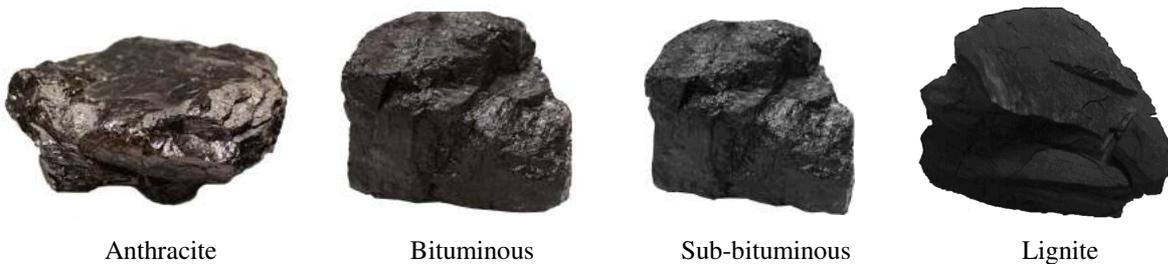
Coals can be categorized into various classifications. The more popular system of classifications is the classification, The American Society for Testing Materials (ASTM) defines the property values for coals as criteria for coal classifications such as Anthracite, Bituminous, Sub-bituminous and Lignite. The general properties of coal ranking the high level are the high quantity of carbon, high-heating, and low hydrogen and oxygen. Meanwhile the coal ranking the low level is of the low quantity of carbon, but high hydrogen and oxygen. Each level is subdivided according to the different chemical properties and Calorific Value.

The table for compare the quality of each type of coal

Type of coal	Calorific Value (Kcal / Kg)	Moisture (%)	Ash (%)	Sulfur (%)
Anthracite	6,500-8,000	5-8	5-12	0.1-1.0
Bituminous	5,500-6,500	8-15	1-12	0.1-1.5
Sub-bituminous	4,500-5,500	24-30	1-20	0.1-1.5
Lignite	3,000-4,000	30-38	15-20	2.0-5.0

Types of coal can be summarized as follows;

- 1) **Anthracite** is a type of coal classified in the highest rank and deemed as the best quality coal. It's shining, black, and flashing. The carbon content of anthracite is up to 90% or more. Its humidity is much low and the Calorific Value is high. This type is hard-combustible and less smoking. Anthracite usually is used to be fuel source in order to generate the household heat, and in glass industry, chemical industry, etc.
- 2) **Bituminous** is black and shiny with the carbon content of approximately 80-90 percent. Bituminous is appropriate for use as a substituted product for fuel oil in the boilers of many types of industrial factories for instance, food manufacturers and paper manufacturers.
- 3) **Sub-Bituminous** is dark-brown to black coal. Its matter is wax-like soft, not very solid. The carbon content of sub-bituminous is around 71-77%, but low sulfur. This type of coal is almost used as fuel for electricity production or industries.
- 4) **Lignite**, a type of coal with little plant remains, is dark-brown to black coal. The carbon quantity is rather low, and the sulfur is high. The humidity is up to 30-70%. Lignite almost is used as fuel and regarded the low-quality coal.



Type of coals which company distributes is Bituminous/Sub-Bituminous, as non-sized coal (0-50 mm), dust (0-5 mm and 0-10 mm) and nut (10-25 mm and 25-50 mm). Bituminous coal has Calorific value is high, moisture, ash and sulfur are low, so has the pollution environment much low, the industry is turning to coal as a replacement fuel.

Coal is utilized rather widely from several hundred years to the present due to its sources spread aboard the World and is of the large quantity. Coal utilization was very popular after the Industrial Revolution in English. In 1973, much more popular than before, the oil price shock occurred and resulted in the coal was more used as fuel instead of oil, both for electricity production and industries. Coal is regarded as the power source inferior to the petroleum oil and natural gas. The

countries possessing the coal source should be deemed that they are highly stable in energy such Indonesia, Russia, China, Germany, and Australia, etc.

Coal is mainly utilized as fuel for electricity production and industries such as steel, cement, lime, and others. It will be less investment than the direct electricity usage. In general, it will be fuel for activities such as water boiling to send the steam to spin the turbine of electricity production or sent the steam to bake such as rubber baking or wood baking, etc.

Other than the direct combustion, the coal can be converted to be other fuel forms through the coal liquefaction or coal gasification. Coal is utilized as clean fuel in order to reduce the pollution from utilizing the coal as fuel. Under the coal conversion process, acidic or toxic gas can be separated. By-product substances obtained from coal can be utilized in other ways such as sulfur used for sulfuric acid and gypsum production, ammonia used as fertilizer for agriculture, coal ash used for building material production, etc.

## **Marketing and Competition**

### Marketing Policy

The Company values the importance of maintaining its quality standard of products and services continues to build good relationship with its customers and maintains its existing customer base. Meanwhile the Company continually adjusts its marketing policy to cope with the market conditions in order to boost its sale up.

### Distribution and distribution channels

Customer group targets of the Company are domestic customers using bituminous coal for energy production. It consists of industrial plants ranging from small to large industrial plants such as cement, paper, food, textile industry etc. The distribution coal is direct sale; the Company must to import large coal for screen sizing of coal according to each customer's requirements.

### Domestic Coal Market Outlook and Competition

Overall national energy consumption continued to rise in line with Thailand's economic growth (GDP), with increasing trend of coal importation. Currently, there are approximately 20 operators of domestic coal business. The competition is high, especially in term of pricing. However, for the large industrial enterprises, the purchase is done in large quantities and continual. Coal business operators must maintain sufficient amount of coal inventory to meet the volume and continuity as per these customers' requirement and therefore, requires sufficient funds and a storage facility which could be a major drawback of small coal business operators. The Company currently has 2 warehouses with the capacity to store over 200,000 tons of coal in total and a capacity of 3,000 tons production per day, and adequate funds to invest. Thus, the Company is deemed to have the potential to compete well in the market.

Table Showing Statistics of the Country's Lignite and Coal Procurement from 2014-2018

Unit: Thousand Tons

	2014	2015	2016	2017	2018
Mae Mo (EGAT)	17,140	14,588	16,450	15,843	14,443
Other	842	562	529	416	409
<b>Domestic Supply</b>	<b>17,982</b>	<b>15,150</b>	<b>16,979</b>	<b>16,259</b>	<b>14,852</b>
Coal Imports	20,933	21,932	21,772	22,189	23,728
<b>Nationwide</b>	<b>38,915</b>	<b>37,082</b>	<b>38,751</b>	<b>38,448</b>	<b>38,580</b>

Source : Energy Policy Planning and Office, Ministry of Energy

According to statistics on the country's coal procurement over the past 5 years, coal imports were found to have increased from 20.93 million tons in 2014 to 23.73 million tons in 2018, or increase of 13.38 percent. Consequently, the ratio of coal procurement from foreign sources increased successively from 54% in 2014 to 61 percent in 2018. This is opposite to the procurement of coal from domestic sources, of which lignite amounted to 17.98 million tons in 2014 and decreased to only 14.85 million tons in 2018, an decrease of 17.41 percent from decreasing domestic lignite production, either at Mae Moh mine or other sources.

#### Use of Coal/ Lignite in Thailand

Overall, the domestic coal market was found to have slightly decreased usage quantity. In 2018, Thailand's coal usage amounted to approximately 38.32 million tons, a decrease from the previous year by 0.42 percent, divided as 59.66 percent for electricity generation or 22.86 million tons, a decrease from the previous year by 3.67 percent, and 40.34 percent for other manufacturing industries, or 15.46 million tons, an increase from the previous year by 4.81 percent.

Table: National Consumption of Lignite and Imported Coal for 2014-2018

	Volume (million tons)					Growth (%)
	2014	2015	2016	2017	2018	
<b>Lignite consumption</b>	<b>18.38</b>	<b>15.10</b>	<b>16.95</b>	<b>16.30</b>	<b>14.59</b>	<b>-10.49</b>
Electricity (EGAT)	17.02	14.48	16.41	15.90	14.17	-10.88
Industry	1.36	0.62	0.54	0.40	0.42	5.00
<b>Coal consumption</b>	<b>20.94</b>	<b>21.93</b>	<b>21.77</b>	<b>22.18</b>	<b>23.73</b>	<b>6.99</b>
Electricity (SPP and IPP)	8.60	8.21	8.36	7.83	8.69	10.98
Industry	12.34	13.72	13.41	14.35	15.04	4.81
<b>Overall needs</b>	<b>39.32</b>	<b>37.03</b>	<b>38.72</b>	<b>38.48</b>	<b>38.32</b>	<b>-0.42</b>

Source : Energy Policy Planning and Office, Ministry of Energy

If considerations are based on coal type, the total amount of coal import in 2018 was 23.73 million tons, an increase by 6.99 percent from the previous year. Accordingly, this is divided into coal used in various industries by 15.04 million tons or 63.38 percent and 8.69 million tons or 36.62 percent for use as fuel for private sector electricity production.

Meanwhile, total lignite usage in 2018 amounted to 14.59 million tons, a decrease from the previous year by 10.49 percent, 14.17 million tons of which are used in the electricity production of the Electricity Generating Authority of Thailand (EGAT) or 97.13 percent, while the remaining 0.42 million tons or 2.88 percent are used in various industries.

#### Trend of using lignite / coal in the country 2019

From Thai economic projections, The Office of the National Economic and Social Development Council expected that the Thai economy in 2019 will grow by 3.5-4.5 percent with significant supporting factors from the expansion of the global economy and world trade volume, which will support the continued expansion of exports of goods and services, the momentum from spending and public investment is likely to be good, private investment continued to expand well including the income base of the people in the economic system has improved.

The Energy Policy and Planning office estimates the country's energy demand in 2019 under the assumption that the primary energy demand in 2019 increased by 2.4 percent compared to 2018 due to the increase in energy consumption of almost all types except for the use of natural gas which is likely to decrease according to the reduced demand for electricity and the growth of power plants that produce electricity for their own use and / or direct sales (Independent Power Supply: IPS) while all other types of energy consumption increase by the amount of coal / lignite consumption will increase 3.3 percent.

In addition, from the report of the situation of the Thai mining industry in 2018 and the trend in 2019 present by Department of Primary Industries and Mines predict that the trend of lignite production in 2019 should shrink due to the lignite production of the Mae Moh mine which has a production ratio of more than 95 percent of the whole country according to the power development plan of Thailand 2015-2036 has planned the electricity production of 2019 by using lignite as fuel at about 15 million tons which is reduced from 17 million tons in 2018, causing the overall lignite production in the country to shrink.

#### **Sourcing of Products**

Currently, most of the company's coal supply comes from mines in Indonesia. Because Indonesia has a lot of coal resources which has quality according to customer's requirement. Furthermore when considering the cost of transportation from the source to customers is worth. Most of all the Company imports bituminous coal because those correspond to customer's demand.

For supply the coal from other mines, the Company will be survey quality from each mines and has assign the agencies who have proficiency and knowledge for inspection including carbon, moisture, ashes and sculpture including the inventory of each mines. If the result of inspection pass the criteria set by the Company, the Company will be make an order contract with that distributor.

The Company currently has 2 warehouses with the capacity to store over 200,000 tons of coal in total and a capacity of 3,000 tons production per day. In order to for make confidence to customer that the company has enough inventory for delivery to customers on condition and on time.

The process of import is as follows.

- Selection of coal mines and coal suppliers that are reliable and inspects the quality of products according to the market demand.
- Coal is transported by ocean vessels to Thailand and will legitimately pass legal procedures and customs clearance.
- Partial volume of imported coal will be shipped to the customer directly, and some will be stored in warehouses for sorting coal sizes to meet customers' needs.
- The coal will be delivered to customers according to the customers' requirements, using a truck as a vehicle to transport.

### **Environmental impact**

Coal sourcing process includes inbound transportation, sizing, piling, of which is the impact controlling is as follows:

- In the process of inbound transportation which includes maritime and river transportation, the Company chooses the reliable and high quality service providers. While transporting, coal is entirely covered. In addition, the Company liaises with the service providers to set out the measures to ensure minimum effect of coal flowed into the sea or river.
- In the process of sizing and piling, the Company has built the shelter covering the sizing machines and grown trees along the ridge surrounding the manufacturing area to detect noise and dust from leaking outside. For the coal piled outside the building, the Company covers the coal with a canvas or plant shading and uses water sprinkle system to prevent dust from spreading. And in order to prevent water pollution, the Company has built a pond and ditches around sizing plant and warehouse to prevent water contaminated by coal from flowing directly outward.

## **2. Food and Beverage Business (Ice-cream)**



## **Type of Product or Service**

“Emack and Bolio’s” is a brand of premium ice-cream, established in year 1975 at Boston, Massachusetts, USA. By Mr. Robert Rooke. The company has been licensed to open the first branch in Thailand at 2014. The prominent point of product is an ice cream super premium. It offers little water and air inside the ice-cream so its taste is creamy and intense. In addition there are various sorts of ingredients into ice cream to make the ice cream more special. The main products are ice cream & yogurt, hot fudge sauce, smoothies, ice cream pizzas and ice cream cake etc.

## **Marketing and Competition**

### Marketing Policy

The Company has the strategies sale and marketing as follow;

- Service with good product and develop new product and menu continually
- Provide the best service to customers with the highest satisfaction.
- Open the branch in shopping center, business centers and community centers.
- Provide promotion activity continually for make the memorability in the brand to customer.
- Public the information via various Medias which are match with the target customers continually.

### Distribution and distribution channels

The distribution channel dividing into 2 main channels as follow;

- Retail via shop (branch)

The target customers for retail channels mostly are Thai customers between 12-35 years old, have the revenue at level B+ above including the foreign tourists. Most locations are located in shopping centers, business centers, and community centers. Customers who come to buy ice cream via shop can eat ice cream in the shop (Dine in) and take home. Currently, there are 2 branches as follow; EmQuartier and Siam Center,

- Wholesale via business to business (B2B) and event

The target customers for wholesale channels are mostly Premium Buffet, Fine Dining and Bakery and Café in shopping center, the restaurant in the hotel and community mall. The target customer are the family and working age, have the revenue earning at B+ above who have behavior eat ice cream after have meal at the restaurant.

### Industrial and Competitive Condition

The mostly weather of Thailand are hot and the competitive of business and the customer changed their behavior to eat ice cream according to their needs or opportunities and various reasons

such as personal favorite, meeting, relax or dessert after have meal. For reasons above make to ice cream does not dessert eat in the summer only. And from survey by Kasikorn Research Center Co., Ltd. founded that the consumption rate of ice cream average at 1.7 liter/person/year, that is very small proportion as compare with other countries that have opportunities to growth in this business in Thailand. The market share of premium ice cream mostly is Swensen's and Häagen-Dazs.

### **Sourcing of Products**

The Company import ice cream from USA of 100%. The other ingredient for topping order pass domestic distributor.

### **2.3 Asset Management Business**

The asset management business was operated by TCC Asset Management Co., Ltd. ("AMC"), established on March 28, 2016 with registered capital of Baht 25 Million, now fully-paid. The Company holds the shares of 100% of paid-up capital. The company has not started operation in 2018 since it was in process of business setup.

### **2.4 Wholesale Market Business**

The wholesale market business was operated by Chai Market Co., Ltd. ("CMC"), established on April 19, 2017 with registered capital of Baht 400 Million, now fully-paid. The Company holds the shares of 100% of paid-up capital. The company has not operated this business in year 2018 because it was in process of construction.

# Risk Factors

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## 1. Operational Risks in Energy Business (Coal)

- 1) Risks from variability of the coal price

Major cost components of the Company are coal and freight, which may fluctuate according to certain factors being volatility of oil prices, and demand and supply. To mitigate such risk, the Company enters into forward contracts for partial sale and purchase of coal and regularly keeps track of directions or trends of coal prices in the world market.

- 2) The risk of importing coal from Indonesia

The import coal from Indonesia, there may be risks regarding unstable quality and quantity, which are typical risks for this business. The Company manages such risks by building good relationship with the suppliers in Indonesia.

- 3) Environmental risk

Due to the fact that the Company operates sourcing and distribution of coal where the related processes may lead to certain environmental risks. The Company implements certain measures to mitigate such risks and explained in the section of Corporate Governance.

## 2. Operational Risks in Food and Beverage Business (Ice-cream)

- 1) Risk from cannot find the location for open the new branch

In the present, there are an increasing number of new entrepreneurs entering in the food and beverage industry, as a result has a highly competitive business. The opening of new branches in an advantageous and potential location is the main factor that will drive the Company to grow continuously. The impact of the competition is quite high, making it difficult to find space for opening a store or branch. The Company may be having the risk of finding locations for open the new branch or can open but cannot achieve sales target or not worth the investment.

However, the Company has the policy for opening the new branches for analyst the feasibility of investment and return on investment in each area to be consistent with the economic conditions, demand of customer in the present including has the team to following the performance of each branch closely to acknowledge the problems and obstacles in the operation and take the information to adjust the business plan in accordance with the situation and make decision to open other branches.

- 2) Risk from failure to find leased space and to renew the leased space under a condition deemed appropriate by the Company

The choosing location in the form of renting space for new potential stores and in areas where have target customers group is in the part of factor that will drive the Company to grow continuously, most of the lease agreements offer a lease term of three years at a time. From an increasing number of new entrepreneurs entering in the food and beverage industry, as a result has a highly competitive business. Failure to renew the lease agreement may affect the Company's operation.

However the Company had a warm and long-lasting relationship with the lessors. Together with its excellent rent payment track record, its compliance with the lease agreements, the fact that it has never had problem with the lessors and that it has the lease agreements renewed all the time.

### 3) Risk from the shortage operational employees

The Company's business is a service business which heavily relies upon people as its driving force. Therefore, failure to recruit new staff to accommodate expansion or to replace resigning staff in a timely fashion will materially affect the Company's service and operation. For to close the risk from the shortage operational employees, the Company has the policy of mitigating such risks, take care the employee of all level, capable staffs are given a chance to rise along their career in the future and takes a great care by giving employees fair remunerations and welfare.

## **3. Financial Risks**

### 1) Risk from fluctuation of exchange rate

In the event that the Company uses foreign currency (US Dollars) to pay for Coal and freight, while the Company's sales are domestic and quoted in Baht, the Company is exposed to fluctuation of exchange rate if Baht depreciates which would lead to higher import costs. However the Company mitigated such risk by buying Forward Contract.

### 2) Risk from interest rate

Currently, the company has used credit facilities from financial institutions so the Company may has risk from the fluctuations interest rate in the future, it will be affect the operations and cash flow of the Company. However the Company has managed the risk from interest rate to low level by follow the trend of interest rate of world and domestic in the present and future continually.

### 3) Risk from uncollectible accounts receivable (credit risk)

Some customers of the Company may encounter liquidity problems which may have an impact on their settlement. In order to mitigate the risk, the Company implements robust internal control over customer selection process and accounts receivable management.

## Securities and Shareholders

### 1. Registered Capital and Paid-up Capital :

Registered Capital and Paid-up Capital as at December 31, 2018 as follow:

Registered Capital	954,354,720.50	Baht
Divided into Ordinary Shares	1,908,709,441	Shares
Paid-up Capital	639,708,177.50	Baht
Divided into Ordinary Shares	1,279,416,355	Shares
Par Value	0.50	Baht

The Company has not other types of shares with rights or conditions different from the ordinary shares.

#### Security in Focus

Symbol of Security	TCC
Market	Stock Exchange of Thailand (SET)
Industry	Resources
Sector	Energy & Utilities

### 2. Shareholders

First top ten major shareholders as at December 31, 2018

No.	Shareholders' Name	No. of Ordinary Shares	% of Total Shares
<b>1</b>	<b>Chaivikrai Family</b>		
1.1	Ms. Yupin Chaivikrai	161,641,758	12.63
1.2	Ms. Pornpin Chaivikrai	119,000,000	9.30
1.3	Ms. Sopin Chaivikrai	74,290,000	5.81
	<b>Total amount of Chaivikrai Family</b>	<b>354,931,758</b>	<b>27.74</b>
2	Ms. Vilai Charoenvitoo	100,400,000	7.85
3	Mr. Rachaitossawan Laothavornwong	75,000,000	5.86
4	Ms. Natsuree Lertchairat	62,700,000	4.90
5	Ms. Angkana Patamaworrawat	62,000,000	4.85
6	Ms. Nuntana Jittsrisunun	61,000,000	4.77
7	Ms. Supanee Chaikulwattana	58,790,000	4.60
8	Mrs. Nisana Bansarntrakul	37,000,000	2.89

No.	Shareholders' Name	No. of Ordinary Shares	% of Total Shares
9	Ms. Supatra Thanabut	25,030,042	1.96
10	Mr. Somchai Numsricharoensook	15,208,800	1.19
	Total Top Ten Shareholders	852,060,600	66.60
	Total Remaining Shareholders	427,355,755	33.40
	<b>Total Paid-Up Shares</b>	<b>1,279,416,355</b>	<b>100.00</b>

### 3. Issuance of Other Securities

As at December 31, 2018 the Company has the convertible securities which are warrants that have been issued to the existing shareholders with the details below:

#### 1) The Warrant of Thai Capital Corporation PCL. No. 3 (TCC-W3)

Issuance and Offering Date	:	April 2, 2012
Category	:	Registered and transferable
Term of Warrant	:	10 years from the date issuance and offering Number
of Warrants Issued	:	92,208,961 Units
Number of Warrants Offered	:	92,208,576 Units
Offering Price	:	0.00 Baht
Exercise Ratio	:	Warrant 1 Unit per ordinary share 1.23886 share (right adjusted)
Exercise Price	:	0.807 Baht per share (right adjusted)
Exercise Date	:	The last business day of March, June, September and December of each year
Final Exercise Date	:	April 1, 2022

#### 2) The Warrant of Thai Capital Corporation PCL. No. 4 (TCC-W4)

Issuance and Offering Date	:	May 15, 2013
Category	:	Registered and transferable
Term of Warrant	:	10 years from the date issuance and offering Number
of Warrants Issued	:	369,800,031 Units
Number of Warrants Offered	:	369,779,804 Units
Offering Price	:	0.00 Baht
Exercise Ratio	:	Warrant 1 Unit per ordinary share 1.10801 share (right adjusted)
Exercise Price	:	0.903 Baht per share (right adjusted)
Exercise Date	:	The last business day of March, June, September and December of each year
Final Exercise Date	:	May 14, 2023

### 3) The Warrant of Thai Capital Corporation PCL. No. 5 (TCC-W5)

Issuance and Offering Date	:	May 25, 2018
Category	:	Registered and transferable
Term of Warrant	:	10 years from the date issuance and offering Number
of Warrants Issued	:	98,416,620 Units
Number of Warrants Offered	:	98,408,417 Units
Offering Price	:	0.00 Baht
Exercise Ratio	:	Warrant 1 Unit per ordinary share 1 share (right adjusted)
Exercise Price	:	0.50 Baht per share (right adjusted)
Exercise Date	:	The last business day of July of each year
Final Exercise Date	:	May 24, 2028

The Annual General Shareholders Meeting for the year 2016 held on March 30, 2016 approved approve the dividend payment to shareholders in the amount of Baht 0.08 per share, totaling Baht 102,351,900.24. The dividend payment falls in one of the terms and conditions of TCC-W2, TCC-W3 and TCC-W4 that the Company is required to adjust the exercise price and ratio of the warrants when the Company pays cash dividend at the amount higher than 80 percent of net profit after tax for maintain the interests of the shareholders not to be devalue than ever. The Company adjusted the exercise ratio and exercise price of TCC-W2, TCC-W3 and TCC-W4 as follow;

Symbol of Securities	Before Right Adjustment		After Right Adjustment	
	Exercise Ratio (Unit : Share)	Exercise Price (Baht)	Exercise Ratio (Unit : Share)	Exercise Price (Baht)
TCC-W3	1 : 1.14249	0.875	1 : 1.23886	0.807
TCC-W4	1 : 1.00000	1.000	1 : 1.10801	0.903

The results of the exercise of warrants (TCC-W3, TCC-W4 and TCC-W5) as at December 31, 2018 as follows.

Symbol of Securities	Number of Warrant			Number of Shares for the Exercise	Number of remaining shares reserved	Final Exercise Date
	Number of Offered	Number of Exercise	Remaining			
TCC-W3	92,208,576	6,212	92,202,364	113,670,379	113,670,379	April 1, 2022
TCC-W4	369,779,804	441,062	369,338,742	410,679,996	410,662,684	May 14, 2023
TCC-W5	98,408,417	0	98,408,417	98,416,620	98,416,620	May 24, 2018

# Dividend Policy

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## **Thai Capital Corporation Public Company Limited**

The Board of Directors may consider the annual dividend payment of the Company. It must be approved by the shareholders meeting. Except for interim dividend payment, the Board of Directors have authorized to approve interim dividend payment when they see that the Company has enough profit for to do that and should be inform the next Shareholders' for acknowledge.

The Company has the policy to pay out at least 40% of net profit after tax (of the separate financial statement) as dividend. The rate may be adjusted as deemed appropriate, considering that there are no other requisites and that the payment has no significant effect on the normal operation of the company.

## **Subsidiary**

The Company does not have a fixed dividend policy and therefore the dividend payment is considered based on its financial performance in each year and resolutions shareholder meeting.

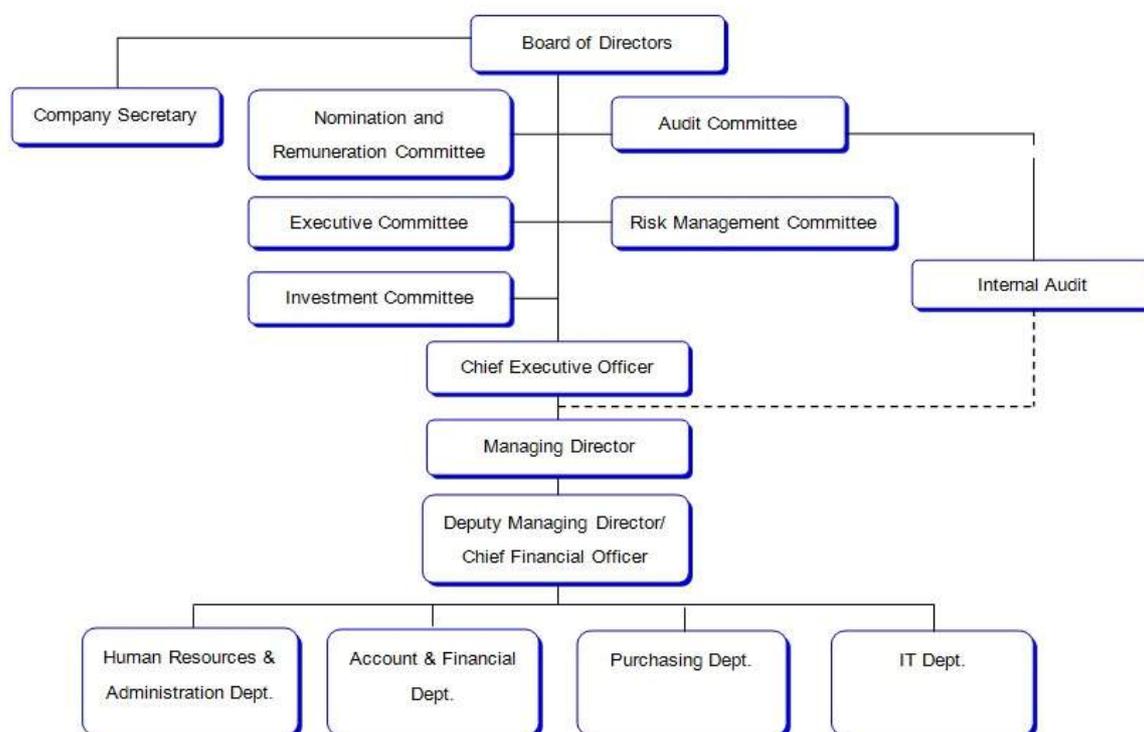
# Management Structure

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The management structure of the Company including;

- 1) The Board of Directors
- 2) The Sub-committees 5 committee as below; Audit Committee, Executive Committee, Risk Management, Nomination and Remuneration Committee and Investment Committee.
- 3) The Chief Executive Officer is the top management of company.

The management structure of the Company as at 31 December 2018 is as follows:



## 1. Board of Directors

As at December 31, 2018 the Board of Directors has 9 persons, divided into;

- Non – Member of the Executive Director 6 persons, in this number has the independent director 3 person
- Member of the Executive Director 3 persons

<b>Name – Surname</b>	<b>Position</b>	<b>No. of Meetings / No. of Attendance</b>
1. Mr. Munsin Chaivikrai	Chairman	5/1
2. Ms. Yupin Chaivikrai	- Vice Chairman - Member of Investment Committee	5/2
3. Mr. Kittisak Chaivikrai	Vice Chairman	5/5
4. Mr. Charoenchai Chaivikrai	- Director - Chairman of Executive Committee - Member of Nomination and Remuneration Committee - Member of Risk Management Committee - Chairman of Investment Committee - Chief Executive Officer	5/5
5. Mr. Boon-anant Srikhao	- Director - Executive Director - Member of Nomination and Remuneration Committee - Member of Risk Management Committee - Member of Investment Committee - Managing Director	5/5
6. Mr. Songyos Noppaprach	- Independent Director - Member of Audit Committee - Member of Nomination and Remuneration Committee	5/5
7. Dr. Thanakorn Wangpipatwong	- Independent Director - Chairman of Audit Committee - Chairman of Nomination and Remuneration Committee	5/5
8. Mr. Kamphol Patana-anukul	- Director - Executive Director - Member of Risk Management Committee - Member of Investment Committee - Chief Financial Officer	5/5
9. Mr. Nuttirutt Wanwimonphong (His name was “Mr. Vasu Siriyong”)	- Independent Director - Member of Audit Committee	5/5

#### **Duties and Responsibilities of the Board of Directors**

- 1) To perform duties according to Public Company Act of 1992 and any other laws which designate such duties and responsibilities as that of Directors of a listed company
- 2) To perform duties according to the law, objectives and article of Association of the Company, including the resolutions of the Shareholders Meeting
- 3) To establish major business policies for the Company which include financial policy, funding policy, fund management policy and risk management policy

- 4) To determine business policy, financial policy, funding policy, capital management policy, and risk management policy for the management to implement.
- 5) To have the power to designate and change authorized directors
- 6) To provide good corporate governance and ensure achievement of goal or in excess thereof; and to provide corrective measure to overcome the obstructions that may hinder such achievement
- 7) To arrange for reports on general information and financial statement to shareholders and stakeholders that are accurate, complete, transparent and according to the law
- 8) To acknowledge significant audit notes and provide corrective measures in case of material deficiency

According to the Company's Articles of Association, the company's Board of Directors has the authority to make decision and monitor company's operations, except for the following where the Board of Directors must be authorized by the shareholders' meeting before proceeding:

- A. Matters which, according to the law, require resolutions of the shareholders' meeting
- B. the connected transaction with the value exceeding the criteria established by the Stock Exchange of Thailand ("SET").
- C. the purchase and sale of core assets with the value exceeding the criteria established by SET.

#### **Authorized Directors**

Mr. Charoenchai Chaivikrai, Ms. Yupin Chavikrai, and Mr. Boon-anant Srikhao are authorized Directors with 2 out of 3 signatures with an affix of the company seal forms legal binding.

## **2. Management**

As at December 31, 2018, the Management has 3 executive directors are as follow;

<b>Name – Surname</b>		<b>Position</b>
1. Mr. Charoenchai	Chaivikrai	Chief Executive Officer
2. Mr. Boon-anant	Srikhao	Managing Director
3. Mr. Kamphol	Patana-anukul	Chief Financial Officer

## **3. Company Secretary**

The Board of Directors resolved to appoint Ms. Phawinee Treekanjananan as a Company Secretary on August 11, 2016.

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

The company secretary shall perform his or her duties in accordance with section 89/15 and section 89/16 of Securities and Exchange Act (No.4) B.E. 2551, which come into force on August 31,

2008. The company secretary shall perform his or her duties with responsibilities, care, honesty and in compliance with laws, Article of Association and Objective of the Company, resolution of the Board of Director, and resolution of the shareholders' meeting. In performing this duty, the Company Secretary has the following duties and responsibilities:

- 1) Preparing and keeping the following documents of the Company:
  - Register of the Company's directors.
  - Meeting notification letter and minutes of the Board of Directors meeting including annual reports.
  - Meeting notification letter and minutes of the shareholders meeting.
- 2) Keep reports on stake holding submitted by directors or executives according to section 89/14 and submit to the chairman of the board and chairman of Audit Committee within 7 working days from the date receiving such report by the Company.
- 3) Perform other duties as specified by the Capital Markets Supervisory Board.

Additionally, the company secretary has duties assigned by the Company (or the board) as follows:

- 1) Provide preliminary advice and recommendations pertaining to legal, regulatory, and governance issues and practices related to the Board and Board Committees.
- 2) Organize the meetings of Shareholders, the Board of Directors.
- 3) Coordinate with the company's internal departments to follow the resolutions of the Board of Directors and shareholders' meeting.
- 4) Coordinate with regulatory agencies such as the Stock Exchange of Thailand and be responsible for the disclosure and report information to the public and regulatory agencies with accuracy, complete and in accordance with laws.
- 5) Arrange new director orientation.
- 6) Perform other duties as assigned by the Company.

#### **4. Remuneration of Directors and Management**

The Remuneration of directors and sub-committee for the year 2018 has been carefully considered by the Board of Directors and approved by the Annual General Meeting of Shareholders for the year 2018 held on April 25, 2018 as per Board of Directors' proposal. The basis for remuneration was determined by the roles and responsibilities of the directors, comparison with listed companies in the same industry, and the operating results of the Company and current economic conditions.

The remuneration of the Board of Directors and Sub-Committee for the year 2018 is as follow;

##### **1) Fixed Remuneration**

- Chairman	252,000	Baht per year
- Chairman of the Audit Committee	252,000	Baht per year
- Vice Chairman	150,000	Baht per year
- Independent Director	150,000	Baht per year

- Member of the Audit Committee	204,000	Baht per year
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## 2) Meeting Allowance

- Chairman	12,500	Baht per time
- Chairman of the Audit Committee	12,500	Baht per time
- Chairman of the Nomination and Remuneration Committee	12,500	Baht per time
- Director	10,000	Baht per time
- Independent Director	10,000	Baht per time
- Member of the Audit Committee	10,000	Baht per time
- Member of the Nomination and Remuneration Committee	10,000	Baht per time

## 3) Bonus To be allocated by the Board of Directors.

Total Remuneration not exceeding 4,000,000 Baht per year

## 4.1 Remuneration in Cash

### 1) Remuneration of the Directors

Including fixed remuneration and meeting allowance, with pay by number of attendance. Therefore the Company pays the meeting allowance to the independent director who was attendance with executive directors of Baht 10,000 per person per time.

### 2) Remuneration of the Management

In the year 2018, the Company paid remuneration for management which includes salary, bonus and social security fund totaling of Baht 10,671,000.

## 4.2 Others Remuneration

### 1) Others Remuneration of the Director and Management

- None -

### 2) Others Remuneration of Management

The Company set up a provident fund where the Company contributes for management at a rate of 3% of salary. In the year 2018, the Company contributed provident fund for management of 3 persons totaling of Baht 165,960.

**The Summary of Remuneration of Directors for the year 2018**

Name of Director	Position	Remuneration of Directors for the year 2018 (Baht)								Total of Remuneration
		Fixed Remuneration	Meeting Allowance						Shareholders Meeting	
			Board of Directors	Audit Committee	Executive Committee	Nomination & Remuneration Committee	Risk Management Committee	Investment Committee		
1. Mr. Munsin Chaivikrai	Chairman	252,000	-	-	-	-	-	-	-	<b>252,000</b>
2. Ms. Yupin Chaivikrai	- Vice Chairman - Member of Investment Committee	150,000	20,000	-	-	-	-	-	10,000	<b>180,000</b>
3. Mr. Kittisak Chaivikrai	Vice Chairman	150,000	60,000	-	-	-	-	-	10,000	<b>220,000</b>
4. Mr. Charoenchai Chaivikrai	- Director - Chairman of Executive Committee - Member of Nomination and Remuneration Committee - Member of Risk Management Committee - Chairman of Investment Committee	-	60,000	-	-	-	-	-	10,000	<b>70,000</b>

Name of Director	Position	Remuneration of Directors for the year 2018 (Baht)								
		Fixed Remuneration	Meeting Allowance							Total of Remuneration
			Board of Directors	Audit Committee	Executive Committee	Nomination & Remuneration Committee	Risk Management Committee	Investment Committee	Shareholders Meeting	
	- Chief Executive Officer									
5. Mr. Boon-anant Sirkhao	- Director - Member of Nomination and Remuneration Committee - Member of Risk Management Committee - Member of Investment Committee - Executive Director - Managing Director	-	60,000	-	-	-	-	-	10,000	<b>70,000</b>
6. Mr. Songyos Noppaprach	- Independent Director - Member of Audit Committee - Member of Nomination and	354,000	60,000	50,000	-	-	-	-	10,000	<b>474,000</b>

Name of Director	Position	Remuneration of Directors for the year 2018 (Baht)								
		Fixed Remuneration	Meeting Allowance							Total of Remuneration
			Board of Directors	Audit Committee	Executive Committee	Nomination & Remuneration Committee	Risk Management Committee	Investment Committee	Shareholders Meeting	
	Remuneration Committee									
7. Dr. Thanakorn Wangpipatwong	- Independent Director - Chairman of Audit Committee - Chairman of Nomination and Remuneration Committee	402,000	60,000	62,500	-	-	-	-	10,000	<b>534,500</b>
8. Mr. Kamphol Patana-anukul	- Director - Executive Director - Member of Risk Management Committee - Member of Investment Committee - Chief Financial Officer	-	60,000	-	-	-	-	-	10,000	<b>70,000</b>
9. Mr. Nutthirutt Wanwimonphong	- Independent Director - Member of	354,000	60,000	50,000	-	-	-	-	10,000	<b>464,000</b>

Name of Director	Position	Remuneration of Directors for the year 2018 (Baht)								
		Fixed Remuneration	Meeting Allowance							Total of Remuneration
			Board of Directors	Audit Committee	Executive Committee	Nomination & Remuneration Committee	Risk Management Committee	Investment Committee	Shareholders Meeting	
	Audit Committee									
<b>Total of Remuneration</b>		<b>1,662,000</b>	<b>440,000</b>	<b>162,500</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>80,000</b>	<b>2,334,500</b>

## 5. Personal

As at December 31, 2018 the Company and its subsidiary had the total staff of 57 persons, in the year 2018 the Company paid remuneration for staff which include salary, wages, overtime pay, allowance, bonus, social security fund, provident fund and medical bill totaling of Baht 25,656,507.

<b>Level</b>	<b>TCC</b>	<b>TCCE</b>	<b>NYC</b>	<b>Total</b>
Management Staff (Person)	2	1	0	3
Operation Staff (Person)	0	12	7	19
Staff in the Head Office (Person)	7	25	3	35
<b>Total of Staff (Person)</b>	<b>9</b>	<b>38</b>	<b>10</b>	<b>57</b>
<b>Remuneration of Staff (Million Baht)</b> <i>(Including salary, wages, overtime pay, allowance, bonus, social security fund and medical bill etc.)</i>	<b>4,556,369</b>	<b>18,548,167</b>	<b>2,533,971</b>	<b>25,656,507</b>

During the last 3 years, there has not been any case of significant change in number of employees or labor disputes.

**The Information of Directors, Managements, Controlling Shareholders and Company Secretary**

Name – Surname / Position / Date of appointment	Age (Year)	Education / Seminar	Holding (Shares) (Dec. 31, 2018)	Relation with the family during director and management	Experience and Position		
					Time	Position	Department / Company name / Type of Business
1. Mr. Munsin Chaivikrai - Chairman  Date of Appointment: August 13, 2009	68	- Undergrad Degree Sitabutr Bamrung school	- None -	- Older brother of Mr. Charoenchai - Father of Mr. Kittisak and Ms. Yupin - Father in Law of Mr. Boon-anant	2009 – Present  1973 – Present	Chairman  - Chairman - Authorized Director	Thai Capital Corporation PCL. / Holding Company Far East Knitting & Spinning Co., Ltd. / Production and Distribution Knitting & Spinning
2. Ms. Yupin Chaivikrai - Vice Chairman - Member of Investment Committee - Authorized Director  Date of Appointment: June 21, 2006	41	- Master of Science in Accounting, Strayer University, USA. - Bachelor of Business Administration in Accounting, Assumption University (ABAC) - Director Accreditation Program (DAP) 56/2006 - Directors Certification Program (DCP) 210/2015	161,641,758 Shares or 12.63%	- Daughter of Mr. Munsin - Elder sister of Mr. Kittisak - Granddaughter of Mr. Charoenchai	2016 – Present  2016 – 2017 2014 – Present  2006 – Present  2002 – Present	- Director - Authorized Director  - Director - Authorized Director - Chairman - Chief Executive Officer - Authorized Director - Vice Chairman - Member of Investment Committee - Authorized Director Executive Vice President	NYC – Thai BD Co., Ltd. / Import and Distributor Ice cream under the trademark “Emack and Bolio’s” TCC Asset Management Co., Ltd./ Asset Management You & I Group Co., Ltd. / Restaurant  Thai Capital Corporation PCL. / Holding Company  Far East Knitting & Spinning Co., Ltd. / Production and Distribution Knitting & Spinning

Name – Surname / Position / Date of appointment	Age (Year)	Education / Seminar	Holding (Shares) (Dec. 31, 2018)	Relation with the family during director and management	Experience and Position		
					Time	Position	Department / Company name / Type of Business
		<ul style="list-style-type: none"> <li>- Financial Statements for Directors (FSD) 29/2015</li> <li>- Successful Formulation &amp; Execution of Strategy (SFE) 27/2016</li> <li>- Role of the Chairman Program (RCP) 39/2016</li> </ul>					
<p>3. Mr. Kittisak Chaivikrai</p> <p>- Vice Chairman</p> <p>Date of Appointment: August 10, 2007</p>	45	<ul style="list-style-type: none"> <li>- Master Degree of Accounting The George Washington University, USA.</li> <li>- Bachelor Degree of Business Administration, The George Washington University, USA.</li> <li>- Director Accreditation Program (DAP) 54/2006</li> </ul>	- None -	<ul style="list-style-type: none"> <li>- Son of Mr. Munsin</li> <li>- Older brother of Ms. Yupin</li> <li>- Grandson of Mr. CharoENCHAI</li> </ul>	<p>2017 – Present</p> <p>2016 – Present</p> <p>2007 – Present</p> <p>2007 – Present</p> <p>1999 – Present</p>	<ul style="list-style-type: none"> <li>- Director</li> <li>- Authorized Director</li> <li>- Director</li> <li>- Authorized Director</li> <li>Vice Chairman</li> <li>- Director</li> <li>- Authorized Director</li> <li>Deputy Managing Director</li> </ul>	<p>Chai Market Co., Ltd. / Wholesale Market</p> <p>TCC Energy Co., Ltd. / Distribution Coal</p> <p>Thai Capital Corporation PCL. / Holding Company</p> <p>Theco Sales Co., Ltd. / Sales of spare parts of air conditioner, cooler and heater for all types of vehicle, home, building</p> <p>Far East Knitting &amp; Spinning Co., Ltd. / Production and Distribution Knitting &amp; Spinning</p>

Name – Surname / Position / Date of appointment	Age (Year)	Education / Seminar	Holding (Shares) (Dec. 31, 2018)	Relation with the family during director and management	Experience and Position		
					Time	Position	Department / Company name / Type of Business
4. Mr. Charoenchai Chaivikrai - Director - Chairman of Executive Committee - Member of Nomination and Remuneration Committee - Chairman of Risk Management Committee - Chairman of Investment Committee - Chief Executive Officer - Authorized Director  Date of Appointment: July 25, 2008	60	- Undergrad Degree Suksa Wattana School - Director Accreditation Program (DAP) 78/2009	- None -	- Elder brother of Mr. Munsin - Uncle of Mr. Kittisak and Ms. Yupin	2016 – Present  2008 – Present  1973 – Present	- Director - Executive Director - Authorized Director  - Director - Chairman of the Executive Committee - Member of the Nomination and Remuneration Committee - Chairman of the Risk Management Committee - Chairman of the Investment Committee - Chief Executive Officer - Authorized Director  - Chief Executive Officer - Authorized Director	TCC Energy Co., Ltd. / Distribution Coal  Thai Capital Corporation PCL. / Holding Company  Far East Knitting & Spinning Co., Ltd. / Production and Distribution Knitting & Spinning
5. Mr. Boon-anant Srikhao - Director - Executive Director - Member of the Nomination and Remuneration Committee	43	- Master Degree of Engineering, Construction Project Management University of Manchester Institute of Science and Technology	423,652 Shares or 0.03%	- Son in Law of Mr. Munsin	2017 – Present  2016 – Present  2016 – Present	- Director - Authorized Director  - Director - Authorized Director  - Director - Managing Director - Authorized Director	Chai Market Co., Ltd. / Whosale Market TCC Asset Management Co., Ltd./ Asset Management TCC Energy Co., Ltd. / Distribution Coal

Name – Surname / Position / Date of appointment	Age (Year)	Education / Seminar	Holding (Shares) (Dec. 31, 2018)	Relation with the family during director and management	Experience and Position		
					Time	Position	Department / Company name / Type of Business
<ul style="list-style-type: none"> <li>- Member of Risk Management Committee</li> <li>- Member of Investment Committee</li> <li>- Managing Director</li> <li>- Authorized Director</li> </ul> <p>Date of Appointment: February 2, 2009</p>		(UMIST) <ul style="list-style-type: none"> <li>- Bachelor of Engineering (Civil Engineering), Thammasat University</li> <li>- Directors Certification Program (DCP) 208/2015</li> </ul>			2013 – Present  2012 – Present  2009 – Present	<ul style="list-style-type: none"> <li>- Director</li> <li>- Executive Director</li> <li>- Authorized Director</li> <li>- Director</li> <li>- Executive Director</li> <li>- Authorized Director</li> <li>- Director</li> <li>- Executive Director</li> <li>- Member of the Nomination and Remuneration Committee</li> <li>- Member of Risk Management Committee</li> <li>- Member of Investment Committee</li> <li>- Managing Director</li> <li>- Authorized Director</li> </ul>	P.T. Thai Capital Indo Mining / Sale of solid fuel, liquid fuel, gas and relevance products Thai Capital Corporation (Guangzhou) / Consulting on coal business Thai Capital Corporation PCL. / Holding Company
6. Dr. Thanakorn Wangpipatwong* <ul style="list-style-type: none"> <li>- Independent Director</li> <li>- Chairman of Audit Committee</li> <li>- Chairman of Nomination and Remuneration Committee</li> </ul>	47	<ul style="list-style-type: none"> <li>- Doctor of Philosophy (Information Technology), King Mongkut's University of Technology Thonburi</li> <li>- Master of Science (Computer Science) Texas A&amp;M</li> </ul>	- None -	- None -	2016 - Feb.2019  2016 – 2017	<ul style="list-style-type: none"> <li>- Independent Director</li> <li>- Chairman of Audit Committee</li> <li>- Chairman of Nomination and Remuneration Committee</li> <li>Managing Director</li> </ul>	Thai Capital Corporation PCL. / Holding Company  iCE Consulting Co., Ltd. / Service and sale computer program

Name – Surname / Position / Date of appointment	Age (Year)	Education / Seminar	Holding (Shares) (Dec. 31, 2018)	Relation with the family during director and management	Experience and Position		
					Time	Position	Department / Company name / Type of Business
Date of Appointment: March 16, 2016		University, USA. - Bachelor of Science (Computer Science) Bangkok University, - Directors Certification Program (DCP) 229/2016			2014 – 2015	Strategic IT Consultant	Uawithya Machinery Co., Ltd. / Distribution quarry equipment and commercial explosives
7. Mr. Songyos Noppaprach - Independent Director - Member of Audit Committee - Member of Nomination and Remuneration Committee  Date of Appointment: August 13, 2015	76	- Bachelor Degree, B.A.Language Institute of India - Directors Accreditation Program (DAP) 27/2004	- None -	- None -	2015 – Present  2004 – 2015 2001 – 2003  1996 – 2000  1990 - 1995	- Independent Director - Member of Audit Committee - Member of Nomination and Remuneration Committee  Independent Consultant Consultant of Invigorating Thai Business Managing Director  Executive Director	Thai Capital Corporation PCL. / Holding Company   Ministry of Industry / Government Sector Mitsubishi Corporation Cambodia Ltd, / Production and Distribution Electronic Mitsubishi Corporation (Thailand) Co., Ltd. / Production and Distribution Electronic
8. Mr. Kamphol Patana-anukul - Director - Executive Director	41	- Bachelor Degree of Business Administration, Accounting,	- None -	- None -	2016 – Present	- Director - Authorized Director	NYC – Thai BD Co., Ltd. / Import and Distributor Ice cream under the trademark “Emack and Bolio’s”

Name – Surname / Position / Date of appointment	Age (Year)	Education / Seminar	Holding (Shares) (Dec. 31, 2018)	Relation with the family during director and management	Experience and Position		
					Time	Position	Department / Company name / Type of Business
<ul style="list-style-type: none"> <li>- Member of Risk Management Committee</li> <li>- Member of Investment Committee</li> <li>- Chief Financial Office</li> </ul> <p>Date of Appointment: March 30, 2016</p>		<ul style="list-style-type: none"> <li>Assumption University (ABAC)</li> <li>- Certified Public Account (CPA) of Thailand, Federation of Accounting Professions</li> <li>- Company Secretary Program (CSP) 65/2015</li> <li>- Directors Certification Program (DCP) 229/2016</li> </ul>			<ul style="list-style-type: none"> <li>2016 – Present</li> <li>2013 – Present</li> <li>2011 – 2013</li> <li>2008 – 2011</li> <li>2005 – 2007</li> <li>1999 - 2008</li> </ul>	<ul style="list-style-type: none"> <li>- Director</li> <li>- Executive Director</li> <li>- Authorized Director</li> <li>- Director</li> <li>- Executive Director</li> <li>- Member of the Risk Management Committee</li> <li>- Member of the Investment Committee</li> <li>- Chief Financial Office</li> <li>Senior Regional Accounting Manager</li> <li>Corporate Accounting Manager</li> <li>Audit Manager</li> <li>Audit Manager</li> </ul>	<ul style="list-style-type: none"> <li>TCC Asset Management Co., Ltd./ Asset Management</li> <li>Thai Capital Corporation PCL. / Holding Company</li> <li>Red Planet Hotel Co., Ltd. / Hotel</li> <li>Bangkok Hospital Medical / Hospital</li> <li>Pricewaterhouse Coopers LLP, USA / Consultant</li> <li>Price Waterhouse Coopers ABAS Ltd. / Consultant</li> </ul>
<p>8. Mr. Nuttirutt Wanwimonphong</p> <ul style="list-style-type: none"> <li>- Independent Director</li> <li>- Member of Audit Committee</li> </ul> <p>Date of Appointment: November 24, 2016</p>	43	<ul style="list-style-type: none"> <li>- Master Degree of Business Administration, Chulalongkorn University.</li> <li>- Bachelor Degree of Engineering, King Mongkut's University of Technology North</li> </ul>	- None -	- None -	<ul style="list-style-type: none"> <li>2018 - Present</li> <li>2016 – Present</li> </ul>	<ul style="list-style-type: none"> <li>- Independent Director</li> <li>- Member of Audit Committee</li> <li>- Chairman of Nomination and Remuneration Committee</li> <li>- Independent Director</li> <li>- Member of Audit Committee</li> </ul>	<ul style="list-style-type: none"> <li>Heng Leasing Co., Ltd. / Leasing</li> <li>Thai Capital Corporation PCL. / Holding Company</li> </ul>

Name – Surname / Position / Date of appointment	Age (Year)	Education / Seminar	Holding (Shares) (Dec. 31, 2018)	Relation with the family during director and management	Experience and Position		
					Time	Position	Department / Company name / Type of Business
		<ul style="list-style-type: none"> <li>- Directors Certification Program (DCP) 238/2560</li> <li>- Advanced Audit Committee Program (AACP) 26/2560</li> <li>- Audit Core Training (Workshop) #1, Federation of Accounting Professions</li> <li>- Orientation Course – CFO Focus on Financial Reporting #5, Federation of Accounting Professions</li> </ul>			2012 – Present  2010 – 2017  2006 - 2010	Senior Consultant  Key Value  Senior Financial Analyst	Business Incaution Center, National Science and Technology / Government Sector Candor Consultant Co., Ltd. / Property Value Hemaraj Land And Development PCL. / Land Development
10. Ms. Phawinee Treekanjananan Company Secretary  Date of Appointment: August 11, 2016	34	<ul style="list-style-type: none"> <li>- Bachelor Degree of Business Administration, Ramkhamhaeng University</li> <li>- Advances for Corporate Secretaries , Thai Listed Companies Association</li> </ul>	- None -	- None -	2015 – Present  2012 – 2015  2008 – 2012	Company Secretary  Company Secretary  Staff of Company Secretary Department	Thai Capital Corporation PCL. / Holding Company Porn Prom Metal PCL. / Distribution Copper and Brass Thanasiri Group PCL. / Property Development

**Remark :** \* Dr. Thanakorn Wangpipatwong resigned from the position on February 5, 2019

# Corporate Governance

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## 1. Corporate Governance Policy

The Board of Directors values the importance of running a business under the principles of good corporate governance to encourage transparency, fairness, accountability and promote confidence from shareholders, investors, and all stakeholders. The Company has prepared the Corporate Governance Policy and Business Ethics and Code of Conduct for executives and employees to use as guidelines. The Company' bases its principles of corporate governance on best practices of the Stock Exchange of Thailand ("SET") which is also consistent with ASEAN CG Scorecard, which covers five categories as follows:

Section 1	Right of Shareholders
Section 2	Equitable Treatment of Shareholders
Section 3	Role of Stakeholders
Section 4	Disclosure and Transparency
Section 5	Responsibilities of the Board of Directors

The details of the above matter can be seen on the company's website  
<http://www.thaicapital.co.th/>

## 2. Sub-committees

The Sub-committees 5 committee as below; Audit Committee, Executive Committee, Risk Management, Nomination and Remuneration Committee and Investment Committee.

### 2.1 Audit Committee

As at December 31, 2018, the Audit Committee has 3 independent directors are as follow;

Name – Surname	Position	No. of Meetings / No. of Attendance
1. Dr. Thanakorn Wangpipatwong	Chairman of Audit Committee	5/5
2. Mr. Songyos Noppaprach	Member of Audit Committee	5/5
3. Mr. Nuttirutt Wanwimonphong	Member of Audit Committee	5/5

Therefore, the Audit Committee does not involve in management of the Company and is not an employee of the Company. It should be noted that Dr. Thanakorn Wangpipatwong, Chairman of the Audit Committee and Mr. Nuttirutt Wanwimonphong who have knowledge and experience in accounting.

### ***Duties and Responsibilities of Audit Committee***

- 1) ensure that the Company's financial report accurately and sufficiently discloses the information by coordinating with the auditor and the executives responsible for the preparation of the financial statement both quarterly and annually, During the course of auditing, the Audit Committee may request the auditor to review or audit any transactions as deemed necessary.
- 2) To ensure, together with the auditor and the internal auditor, that the Company has a suitable and effective internal audit system, and to approve the appointment, transfer, and termination of the Company's internal auditor.
- 3) To consider and propose the appointment of auditor as well as remuneration of auditor, The auditor shall be appointed on the basis of credibility, resourcefulness, amount of work commissioned to such audit office and the experience of the auditor that has been appointed.
- 4) To consider and disclose the Company's information regarding connected transactions or conflicts of interest, if any, in an accurate and complete manner.
- 5) To perform duties as assigned by the Board of Directors and agreed by the Audit Committee such as to review financial management and risk management policies; to review the management performance in terms of good business ethics; to review together with the management the reports that disclose significant transactions to the public such as the analysis report of the management.
- 6) To prepare and arrange the Audit Committee's activity report and disclose it in the Annual Report, The report must be certified by the Chairman of the Audit Committee and the detail shall include:
  - A. Opinion regarding preparation process and disclosure of information in the financial statement on its accuracy, completeness and trustworthiness.
  - B. Opinion regarding the sufficiency of internal control system.
  - C. Reasons to support the appointment of the auditor.
  - D. Opinion on the Company's operation in accordance with the Securities and Exchange Act, Regulations set by SET or any other laws relating to the business of the Company.
  - E. Any other reports that the shareholders and investors should be informed, under the duties and responsibilities assigned by the Board of Directors.

### **2.2 Nomination and Remuneration Committee**

As at December 31, 2018, the Nomination and Remuneration Committee has 4 directors are as follow;

<b>Name – Surname</b>	<b>Position</b>	<b>No. of Meetings / No. of Attendance</b>
1. Dr. Thanakorn Wangpipatwong	Chairman of Nomination and Remuneration Committee	2/2
2. Mr. Songyos Noppaprach	Member of Nomination and Remuneration Committee	2/2
3. Mr. Charoenchai Chaivikrai	Member of Nomination and Remuneration Committee	2/2

Name – Surname	Position	No. of Meetings / No. of Attendance
4. Mr. Boon-anant Srikhao	Member of Nomination and Remuneration Committee	2/2

***Duties and Responsibilities of Nomination and Remuneration Committee***

- 1) To determine the qualifications of the directors in accordance with the structure, size, and composition of the Board of Directors.
- 2) To nominate and propose candidates who are qualified as the directors for consideration by the Board of Directors.
- 3) To determine the suitable remuneration structure of the directors.
- 4) To set up the criteria for the Managing Director’s performance appraisal and present to the Board of Directors for consideration.
- 5) To determine the annual remuneration for the directors and Managing Director.
- 6) To consider the terms and conditions in case of new securities (or warrants) offered to directors and employees (ESOP), if any.

**2.3 Executive Committee**

As at December 31, 2018, the Executive Committee has 3 directors are as follow;

Name – Surname	Position	No. of Meetings / No. of Attendance
1. Mr. Charoenchai Chaivikrai	Chairman of Executive Committee	2/2
2. Mr. Boon-anant Srikhao	Member of Executive Committee	2/2
3. Mr. Kamphol Patana-anukul	Member of Executive Committee	2/2

***Duties and Responsibilities of Executive Committee***

Duties and Responsibilities of the Executive Committee are to administer the Company’s general business practice and management. Its duties and responsibilities are also to set the policies, business plans, budget, management structure, and power of management authorities, as well as the criteria in conducting the Company’s business that complies with the economic environment and propose to the Board of Directors for consideration and approval and/or endorsement. The Executive Committee shall investigate and monitor the Company’s performance to ensure the compliance with the prescribed policies. Major duties and responsibilities of the Executive Committee are as follows:

- 1) To set policy, direction, strategy, and core management structure regarding the Company’s business conduct and submit to the Board of Directors for approval.
- 2) To set business plan, budget, and management authorities and submit to the Board of Directors for approval.
- 3) To consider the Company’s investment project and submit to the Board of Directors for approval.

- 4) To approve important investment expenditures prescribed in the annual budget as assigned by the Board of Directors or investment expenditures that are already approved in principle by the Board of Directors.
- 5) To approve procurement, negotiation, and entering into contracts, agreement or other documents in accordance with the Company's Authority Matrix which is approved by the Board of Directors.
- 6) To act as the management's advisory committee in the matter of financial policy, marketing, operation and other administrative duties.
- 7) To approve the opening or closing of the bank deposit account, to specify the authorized person who shall withdraw money from the Company's account, as well as to handle the matters concerning the bank deposit account.
- 8) To conduct any necessary operations to support and protect the Company's benefits.

According to the regulations of the Securities and Securities Exchange Commission ("SEC") and SET, the authorities of the Executive Committee shall not include the approval of transactions that member of the Executive Committee or other persons may have interests or conflict of interests of any nature with the Company or its subsidiaries (if any).

***Duties and Responsibilities of Chief Executive Officer***

- 1) To devise the mission, objective, guideline and policy, and to provide good corporate governance according to the guideline or principle approved by the Board of Directors.
- 2) To study and explore the opportunities to expand the Company's business in such a way that will maximize benefits and return to the shareholders, and propose to the Board of Directors.
- 3) To consider and comment on the annual budget proposed by the President/Managing Director before its submission to the Board of Directors, and to control the expenses in ensuring that they fall within the budget limit already approved by the Board of Directors.
- 4) To approve expenditure or disbursements of projects or investments or trading of the Company's fixed assets in accordance with the resolution of the Board of Directors.
- 5) To approve purchasing, hiring, contract bindings, payments or any other entries into legal deeds related to normal business operation of the Company or according to the resolution of the Board of Directors.
- 6) To approve appointment, employment, relocation, salary rate, salary raise and termination of employment of management, from department manager level and above.
- 7) To have authorized power to act on behalf or be the representative of the Company to outside parties in related business and in a way that benefits the Company.
- 8) To have authorized power to sign and certify documents, applications and forms as well as to seek permission and approval from the government agencies related to the objectives of the Company, and to appoint others to act on behalf. However, exception must be made to the latter, in the case that the appointed person may be a connected person or have conflict of interest with the business of the Company.
- 9) To have authorized power to file complaint, charge or prosecute persons involved in corruption, embezzlement, theft or engaged in any other acts that result in a loss of benefits or cause substantial damage to the Company.
- 10) To consider meeting agendas before proposing for approval from the Board of Directors.

## 2.4 Risk Management Committee

As at December 31, 2018, the Risk Management Committee has 3 directors are as follow;

Name – Surname	Position	No. of Meetings / No. of Attendance
1. Mr. Charoenchai Chaivikrai	Chairman of Risk Management Committee	1/1
2. Mr. Boon-anant Srikhao	Member of Risk Management Committee	1/1
3. Mr. Kamphol Patana-anukul	Member of Risk Management Committee	1/1

### *Duties and Responsibilities of Risk Management Committee*

- 1) The Risk Management Committee shall have the authority to summon each business unit/department of the Company to disclose information in writing or invite the management and officers to attend a meeting with the Risk Management Committee to verbally clarify or provide information on the related risks and their responsibilities as deemed appropriate by the Risk Management Committee. The invited management and officers can inquire or request for information which will be considered a part of their responsibilities in cooperating with the Risk Management Committee.
- 2) The Risk Management Committee has the authority to engage any Company's business unit to carry out any tasks or operations as deemed necessary to achieve its duties, or any other special duties that the Board of Directors exclusively assigns.
- 3) To consider and express its opinion on the risk management policy and framework.
- 4) To consider and express its opinion on determination of the level of acceptable risks, and the risk tolerance level of the Company prior to proposing to the Board of Directors.
- 5) To acknowledge, consider, and express its opinion on the risk assessment, risk management measures, and action plans to mitigate the residual risks of the Company to ensure that the Company's risk management is adequate and appropriate.
- 6) To oversee and support the risk management of the Company to ensure its success. To propose preventive actions and means to mitigate the risk to an acceptable level. To follow up on risk management plans continually to ensure that the risks are adequately and appropriately managed.
- 7) To advise and support the Board of Directors, management and staff on the enterprise risk management as well as promote and encourage the continuous and consistent improvement and development of risk management within the organization.
- 8) To administer and support the review and revision of risk management policy and framework at least on an annual basis to ensure that such policy and framework is still relevant and appropriate for the business as a whole and for the Company's risk management activities.
- 9) To report on the significant risks of the Company as well as risks status, risk management guideline, progress, and results of risk management to the Board of Directors.
- 10) To express its opinion and recommend on engaging services of third parties for an independent consultancy and advice in regards to the scope and operations of the risk management staff.

- 11) To communicate and coordinate regarding risks and internal control with the Audit Committee at least once a year.

## 2.5 Investment Committee

As at December 31, 2018, the Investment Committee has 4 directors are as follow;

Name – Surname		Position	No. of Meetings / No. of Attendance
1. Mr. Charoenchai	Chaivikrai	Chairman of the Investment Committee	1/1
2. Mr. Boon-anant	Srikhao	Member of the Investment Committee	1/1
3. Ms. Yupin	Chaivikrai	Member of the Investment Committee	1/1
4. Mr. Kamphol	Patana-anukul	Member of the Investment Committee	1/1

### *Duties and Responsibilities of Investment Committee*

- 1) Set out strategies, goals, investment plans and budget, return on investment, and other benefits from the investment to increase productivity and growth of the company.
- 2) Consider potential investment projects proposed by the management team in order that the investment aligns and is consistent with the policy and objectives of the company by, taking into account, the return on investment and risk factors which shall be managed to a level that is acceptable.
- 3) Monitor, follow up, and evaluate projects that have been approved for investment. And report to the Board of Directors.

## 3. Nomination and Appointment of Directors and Management

### 3.1 Independent Director

#### *Composition and Nomination of the Independent Director*

The Company set up the composition of the Board of Directors in accordance with the regulation of the SEC which requires at least 1 out of 3 of the Directors to be Independent Directors with a minimum of 3 persons. The Company set the nomination criteria in accordance with that determined by SEC as detailed bellows:

- 1) Holding shares not exceeding 1 percent of the total shares with voting rights of its parent company, its subsidiary, its associated company or potential conflicting juristic person (provided that any shares held by his or her related person as stipulated in section 258 of securities laws (No.4) 2008 must be taken into account).
- 2) Not being (at present) nor having been (2 years prior to appointment) an executive director (including the director who has the same responsibility as management and authorized director except for the signature in transactions approved by the Board of Directors and joint signing with other directors), employee, officer, monthly paid advisor or controlling person of the Company, its parent company, its subsidiary, its associated

company, its parallel subsidiary (subsidiary of the same holding company) or potential conflicting juristic person.

- 3) Not being a person related by blood or by registration under laws such as father, mother, spouse, sibling and child, including spouse of child of executive, major shareholder, controlling person or such other persons who will be nominated to take up the position of executive or controlling person of the Company or its subsidiary.
- 4) Not having (at present) nor having had (2 years prior to appointment) a business relationship with the Company, its parent company, its subsidiary, its associated company or potential conflicting juristic person that might interfere his or her use of independent discretion, including not being (at present) nor having been (2 years prior to appointment) a major shareholder, a director who is not an independent director, or an executive of a person who has a business relationship with the Company, its parent company, its subsidiary, its associated company or potential conflicting juristic person with transaction value equal to or more than 3 percent of net tangible assets (NTA) of the Company. The calculation of such transaction value must include the transaction incurred during 1 year prior to the date entering into the business relationship with the same person. The aforementioned business relationship includes any trading transaction in the ordinary course of business, taking or granting a lease of real property, any transaction relating to assets or services, and granting or acceptance of financial assistance.
- 5) Not being (at present) nor having been (2 years prior to appointment) an auditor of the Company, its parent company, its subsidiary, its associated company or potential conflicting juristic person as well as not being a major shareholder, a director who is not an independent director, an executive, or a managing partner of the auditing firm employing an auditor of the Company, its parent company, its subsidiary, its associated company or potential conflicting juristic person.
- 6) Not being (at present) nor having been (2 years prior to appointment) any professional service providers, including a legal advisor or a financial advisor, obtaining service fees of more than baht two million per annum from the Company, its subsidiary, its associated company or potential conflicting juristic person. If a professional service provider is a juristic person, this will include a major shareholder, a director who is not an independent director, an executive or a managing partner of such professional service provider.
- 7) Not being a director appointed to represent any director of the Company, a major shareholder or a shareholder who is a related person to the Company's major shareholder.
- 8) Not operating the same business and being in a significant competition with the Company, its subsidiary or associated company. Not holding significant shares in the Partnership, being an Executive Director, an employee, or a consultant receiving fixed salary, or holding more than 1% of the total number of shares with voting rights of the other company operating the business of the same nature and being in significant competition with the Company, its subsidiary or associated company.
- 9) Not having any other characteristic which makes him or her incapable of expressing an independent opinion with regard to the Company's operation.

## **3.2 Director and Senior Executive**

### ***Composition and Nomination of the Director***

Composition and selection, appointment, dismissal or termination from the position of the Company's Director is prescribed in the Company's article of association which can be concluded as follows.

- 1) The Company's Board of Directors comprises at least 5 members and not less than half of the Directors must reside in Thailand. All Directors must meet the qualification required by law.
- 2) The annual meeting of shareholders shall elect members of the Board of Directors in accordance with the following criteria and procedures.
  - A. Each shareholder shall have one vote for each share he/she holds.
  - B. Each shareholder shall exercise all votes in electing one or many persons to be Directors, provided that a vote shall not be divisible.
  - C. Persons who receive the highest votes are, in descending order, elected to the Board of Directors until the required number is met. In the case that two or more candidates have an equality of votes but exceed the number of Directors which the meeting of shareholders is to appoint, the presiding Chairman will cast the deciding vote.
- 3) At every annual general meeting, one-third of the Directors, or if the number is not a multiple of three, then the number nearest to one-third shall retire from the office. The Directors retiring on the first and second year after the registration of the company shall be drawn by lots. In every subsequent year, the directors who have been longest in office shall retire. Directors whose terms expire may be re-elected.
- 4) In case of vacancy due to reasons other than expiry of service terms, the Board of Directors shall choose any person who is qualified and not subject to prohibition by law as a replacement director at the next meeting of the Board of Directors, except in the case that the remaining term of office of such director is less than two months. The replacement director shall hold the office only for the remaining term of the director whom he/she replaces. The resolution of the Board of Directors must be passed by votes of not less than three-fourth of the number of the remaining directors.
- 5) In appointment of the Director, Nomination and Remuneration Committee, which comprises 2 Independent Directors from out of 4 Committee members, is responsible for considering the qualified candidate by considering the structure, size, and composition of the Board of Directors, and proposing him/her to the Board of Directors for further proposing in the Shareholders' meeting. Nomination and Remuneration Committee also allows the Director and shareholder to propose a qualified candidate.
- 6) The meeting of shareholders may pass a resolution to dismiss the director before the expiration of his/her service term with the votes of at least three-fourth of the number of attendant shareholders entitles to vote and at least one half of shares held by the attendant shareholders entitled to vote.

### ***Composition and Nomination of Audit Committee***

The Audit Committee members shall be qualified, respectable individuals from outside of the Company and are selected and appointed by the Board of Directors as Independent Directors and

Audit Committee members. One of the three committee members shall be appointed as Chairman of the Audit Committee. One director must have knowledge or experience in accounting or finance, and have consistent knowledge of events affecting the changes in the Company's financial report in order to increase the efficiency of the Audit Committee. The Audit Committee shall hold office on a three-year term.

When the term of service expires or there is any circumstance causing any member to be unable to hold office until expiration, thus making the number of committee members to be lower than three persons, the Board of Directors or the shareholders' meeting should appoint the new member to fill up the vacancy immediately or not later than three months from the date of vacancy to ensure the continual performance of the Audit Committee.

#### ***Composition and Nomination of Nomination and Remuneration Committee***

The Company shall appoint the Nomination and Remuneration Committee which consists of not less than 3 members. At least half of the members, including the Chairman of the Nomination and Remuneration Committee, must be the independent directors. The Nomination and Remuneration Committee shall hold office on a three-year term.

In case of vacancy because of completion of term, or for other reasons than completion of term, the Board of Directors shall appoint a qualified person as a replacement member within 90 days to ensure that the composition of the Nomination and Remuneration Committee complies with the requirement of the Board of Directors.

#### ***Composition and Nomination of Executive Committee***

The Executive Committee is appointed by the Board of Directors.

#### ***Composition and Nomination of Risk Management Committee***

The Board of Directors shall appoint the Risk Management Committee which consists of Director and/or Executive of not less than 3 members. One member must have knowledge or experience in finance, accounting, or risk management. The Risk Management Committee shall hold office on a three-year term.

In case of vacancy because of completion of term, or for other reasons than completion of term, the Board of Directors shall appoint a qualified person as a replacement member to ensure that the composition of the Risk Management Committee complies with the requirement of the Board of Directors. The replacement member shall hold the office only for the remaining term of the member whom he/she replaces.

#### ***Composition and Nomination of Investment Committee***

The Investment Committee is appointed by the Board of Directors

### ***Composition and Nomination of the Top Executive***

In appointment of the Chief Executive Officer and Managing Director, Nomination and Remuneration Committee is responsible for considering the qualified candidate who has knowledge, skills, and experience which are beneficial to the Company, understand the Company's business thoroughly, and is capable of managing the Company to achieve objectives and goals set by the Board of Directors. The Nomination and Remuneration Committee will then propose the candidate to the Board of Directors for consideration.

#### **4. Overseeing the operations of its subsidiaries and associated companies**

In order to comply with a regulatory mechanism that allows control and management responsibility for the operations of its subsidiaries and associated companies and maintain the benefits of the investment company. The Board is sending a person to represent the company as directors in subsidiaries and associated companies. The appointed person must ensure the best interests of the subsidiaries or associates. The Company has granted the right to the appointed person to vote on the matter which must be approved by the Board of Directors. The company will send a representative to the Board of Directors in subsidiaries or associates according to the shareholding structure and ownership.

Besides, in the case of a subsidiary, it is required that the appointed person must ensure that its subsidiaries apply regulations in respect of connected transactions, the acquisition or disposition of assets, significant transactions, and the practices relating to the disclosure and transactions in the same manner as the parent company, as well as to oversee the storage and accounting records of the subsidiary companies to monitor and obtain information to prepare the consolidated financial statements by the deadline.

The Company does not has agreement between the company and other shareholders in the management of its subsidiaries and associated companies that have significant operations, or control, or profit sharing other than normal return based on shareholding ratio.

#### **5. Supervision of Inside Information Usage**

The Company has a strict policy on supervision of inside information usage and has a written policy on this matter in the Code of Business Ethics for Directors, Executives, and Employees disclosed in the Annual Report and the Company's website and requires Director, Executive, and Employee to comply. The Company's guidelines on this policy are as follows.

- 1) It is an obligation of Directors, Executives and employees to acknowledge the announcement published by SEC which requires Directors and Executives to prepare the report on changes of their ownerships of the Company's stock to SEC, in accordance with Section 59 of the Securities and Securities Exchange Act B.E.2535, within 3 days after buying, selling, or transferring of those stocks. Information must be copied to the Company Secretary to prepare a summary of the information of each Director and Executive and report to the Board of Directors for acknowledgement in the Board of Directors' meeting. In addition, penalty for violating or not complying with such regulation is informed to the Directors, Executives, and employees.

- 2) The Company prohibits its Directors, Executives, and Employees to disclose financial information or other information of the Company which may have an impact on Company's stock price to outsiders. Directors, Executives and Employees must stop buying or selling of the Company's stock 1 month prior to the day that the Company discloses of Company's financial statements or other related information to general public and must not buy or sell Company's stock until after 24 hours after such disclosure. Violation of this regulation will result in penalty the Company deems appropriate which includes, but not limited to, cooperating with relevant supervisory agencies to undertake necessary legal actions.

The mentioned guideline has been approved by the Board of Directors.

**The Details of Change in Ownerships of the Company's Stock of Directors and Top Executives in the year 2018.**

No.	Name	Position	TCC shares held as of Dec. 31, 2018	TCC shares held as of Dec. 31, 2017	Increase / (Decrease) in TCC shares held in 2018	Percentage of shares held (%)
1	Mr. Munsin Chaivikrai	Chairman of the Board	-	-	-	-
	Spouse and minor children		-	-	-	-
2	Miss Yupin Chaivikrai	Vice Chairman	161,641,758	161,641,758	-	12.63
	Spouse and minor children		-	-	-	-
3	Mr. Kittisak Chaivikrai	Director	-	-	-	-
	Spouse and minor children		-	-	-	-
4	Mr. Charoenchai Chaivikrai	Director Chief Executive Officer	-	-	-	-
	Spouse and minor children		58,790,000	55,600,000	3,190,000	4.60
5	Mr. Boon-anant Srikhao	Director Managing Director	423,652	423,652	-	0.03
	Spouse and minor children		74,290,000	74,290,000	-	5.81
6	Mr. Songyos Noppaprach	Independent Director	-	-	-	-
	Spouse and minor children		-	-	-	-
7	Dr. Thanakorn Wangpipatwong	Independent Director	-	-	-	-
	Spouse and minor children		-	-	-	-
8	Mr. Kamphol Patana-anukul	Director Chief Financial Officer	-	-	-	-
	Spouse and minor children		-	-	-	-

**The Details of Change in Ownerships of the Company's Stock of Directors and Top Executives in the year 2018.**

No.	Name	Position	TCC shares held as of Dec. 31, 2018	TCC shares held as of Dec. 31, 2017	Increase / (Decrease) in TCC shares held in 2018	Percentage of shares held (%)
9	Mr. Nuttirutt Wanwimonphong	Independent Director	-	-	-	-
	Spouse and minor children		-	-	-	-

## **6. Audit Fee**

### **6.1 Audit Fee**

In the year 2018, the Company paid audit fee for auditor of Siam Truth Audit Co., Ltd. amounting of Baht 1,230,000 (Company and its subsidiaries), excluding other auditing expenses such as travelling expenses, overtime pay, stamp etc.

### **6.2 Non - Audit Fee**

In the year 2018, the Company and its subsidiaries did not pay the Non - Audit fee for auditor and related individual.

## **7. Compliance with the principles of corporate governance.**

The Company adheres to good corporate governance principles are as follow;

### **1) Rights of Shareholders**

The Company must recognize shareholders' rights, such as the right to attend and vote in shareholders' meetings, the right to approve dividend payment and the right to specify remuneration for directors; and non-statutory rights such as disclosure of information and news to shareholders via the Company's website.

#### ***Shareholders' Meeting***

In order to encourage and facilitate the shareholders. This includes institutional investors have joined the shareholder meeting of the Company. The Company set the scheduled and meeting place where are the shareholders can attend the meeting. In the year 2018, the Company the Annual General Meeting for the year on April 25, 2018 at 10.00 hrs. at the Infinity Room, 7th Floor, AETAS Lumpini, 1030/4 Rama IV Road, Thung Maha Mek, Sathorn, Bangkok.

In regards to shareholders' meetings, minor shareholders are allowed to propose the meeting agendas and the names of candidates for the directors to the Company in advance. The Board of Directors sets various criteria such as the shareholding percentage of the shareholder eligible for proposal, details of supporting information for consideration, various channels for information submission, and the submission deadline. All relevant information will be published through the channel of the SET and details of the said criteria are also available on the Company's website. The Company's meeting invitation document contains supporting information for each agenda and various proxy forms as well as a list of independent directors in case that any shareholders would like to assign proxy to attend the meeting on their behalves with no conditions which make the proxy granting difficult. The Company also posts the meeting invitation and related attachments on its website in advance of the meeting.

At the Annual General Meeting of Shareholders, all members of the Board of Directors shall attend the meeting unless having inevitable matter. The meeting Chair, who is also Chairman of the Board of Directors will inform all the attendees about regulations governing the meeting, enabled the

shareholders to use their right to elect each individual director, as well as allowed the shareholders to express their opinions and pose any inquiries relating to the meeting or the Company. Furthermore, the Company has encouraged the shareholders to send their questions to the Company in advance via the Company's email.

The Company has policy in facilitating and promoting the shareholders, including investment institutions, to attend the shareholders' meeting by determining the meeting place to which is convenient for the shareholders to travel, enclosing the map and suggestion in traveling as well as the contact number in case of any questions. In additions, the Company prepares the invitation letter in both Thai and English for the shareholders and investment institutions to exercise their rights in attending the meeting or granting proxy with ease. The Company publishes the news regarding the meeting in the newspaper for 3 days consecutively before the meeting to remind the shareholders of and promote the meeting.

At the Annual General Meeting of Shareholders, all members of the Board of Directors shall attend the meeting unless having inevitable matter. At the beginning of the meeting, the Chairman of the meeting will inform all the attendees about regulations governing the meeting, enabled the shareholders to use their right to elect each individual director, as well as allowed the shareholders to express their opinions and pose any inquiries relating to the meeting or the Company. Furthermore, the Company has encouraged the shareholders to send their questions to the Company in advance via the Company's email. After the Company's Annual General Meeting of Shareholders, the meeting minutes shall be prepared for dissemination through the Company's website within 14 days.

With regards to control of usage of internal information, the Board of Directors has a policy to prevent directors, executives, and employees from using internal information they may acquire through their status for their own or other persons' benefits. Details of this policy are presented under the section "Supervision of inside Information Usage". In addition, the Company has prescribed measures and procedures on the approval of connected transactions between the Company and its stakeholders or relevant parties to ensure that the directors who have conflicts of interest or participated in such transactions do not have the right to vote in the decision making process.

## **2) Equitable Treatment of Shareholders**

The Company values the importance of equitable treatment of all shareholders including major shareholders, minor shareholders, investment institutions, or foreign investors by doing the following:

The Company allows minor shareholders to propose the meeting agendas and the names of candidates for the directors. The Company announces various criteria for consideration publicly via SET website and the Company's website. Proposal made by the minor shareholder will be considered by the Nomination and Remuneration Committee and proposed to the Board of Directors to further consider putting in as the Shareholders' Meeting agenda. In addition, the minor shareholders can suggest or express their opinion or file complaints to the Independent Directors or the Company Secretary and can request for the Company's information or express their opinion via Investor Relations.

### **3) Role of Stakeholders**

The Company realizes the importance and gives due care to all groups of stakeholders both inside and outside the Company, such as the shareholders, employees, customers, suppliers and competitors with respect to their legal rights, as well as undertakes responsibility for the society and the public. The Board of Directors therefore stipulates a code of business ethics as guidelines for the Board of Directors, the management team and employees in their operations. It is the duty and responsibility of everyone to comply with this code. The synopsis is as follows:

#### ***Treatment of Employees***

The Company realizes the importance of every employee and set the clear and concrete policy regarding this matter as follows:

#### **Compensation and welfare of the employee**

The Company pays compensation with rate that is deemed proper, fair, consistent with the same business industry, and consistent with the Company's results of operation both short-term and long-term, as well as provides various welfare for instance, overtime, bonus, allowance, social security fund, and provident fund (Company's portion), healthcare, and annual leave.

#### **Safety and Health**

The Company stresses the importance of occupational health and safety by assigning a person directly responsible for Safety and Environment for the factories. There are measures to check the safety of workplaces on a regular basis. Fire extinguishers were installed and fire exits were established, and fire control demonstrations and fire drills were arranged every year for the factory and fire drills are participated for the head office. The operating manual for construction sites was formulated. The practices and statistics of accident, absence, or illness from work are disclosed. In the year 2018, there was no absence from work accident.

#### **Developing Knowledge, Ability, and Potential of Employees**

The Company has policy regarding development of the Company's personnel which forms part of the Corporate Governance with the guideline for practice as follows:

- 1) Conducting in-house training by the instructors who are expertises in such topics for instance, Risk Management Training.
- 2) Promoting external training by sending out employees to attend courses with an objective to develop their professional knowledge and potential for instance, various accounting courses conducted by the Federation of Accounting Professions or other private instructors.
- 3) Preparing employees manual which lays out rules and regulations required, and communicating to all employees.

In addition, the Company values on the job training by having a supervisor giving knowledge and training necessary skills to new personnel of the Company.

### ***Treatment of Shareholders***

As mentioned in subjects 7, 1) Rights of Shareholders and 2) Equitable Treatment of Shareholders

### ***Treatment of Customers***

The Company stresses the importance of customer satisfaction and confidence by consistently providing customers with high quality products and services at reasonable prices while maximizing customers' benefits with integrity and honesty.

### ***Treatment of Competitors***

The Company competes fairly with all business competitors under the justified framework of complying with a good business competition practice with morality and not damaging the reputation of its competitors by making false accusations.

### ***Treatment of Creditors***

The Company has a policy relating to fair treatment and responsibility to the creditors by adhering to operating business with principle and discipline to build trust with the creditors. The Company strictly complies with the mutually agreed terms and conditions in settlement of the debt and interest thereon (if any) and full holds itself responsible for any collateral. In case of any potential breach of the agreed terms and conditions, the Company will inform the creditors in advance to collectively find solutions.

### ***No Infringement of Intellectual Property or Copyright***

The Company values no Infringement of Intellectual Property or Copyright and setting the policy that all employees must respect the rights of the owner of the intellectual property or copyright, and must use of information and communication technology under the terms of the law and regulation of the Company With due care.

### ***Social and Public Responsibility***

The Company emphasizes the importance of the social and public responsibility through its compliance with laws and related regulations, management of environment issues, and adoption of safety measures for business operations. With regards to environment, the Company has determined measures to reduce environmental impact at the job sites and the maintenance yard. Furthermore, the Company has promoted the resources and energy saving campaign among employees through reduction in use of electricity, water, and fuel. The Company places importance on providing supporting activities to the community around the Head Office and Petchburi factory with key activities in 2013 such as providing monetary support for the Children's Day activities and other merit making ceremonies held in Nong Chumpon, Khao Yoi, Petchaburi.

All stakeholders may report or send complaints on the matters which may damage the Company, or if their rights are violated to the Board of Directors. In addition, the Company has Whistle Blowing policy whereby if anyone discovers any illegal or unethical acts, inaccurate financial reports or weak internal control systems, they can inform these through the Independent Directors and Audit Committee or Company's secretary. The Company will protect the informants by keeping their name as confidential. The Independent Directors and Audit Committee will then examine the submitted information and report it to the Board of Directors.

All stakeholders can communicate such matters to the Board of Directors through Independent Directors and Audit Committee via e-mail or through Company's Secretary via telephone, e-mail, or mail as detailed below:

*Through Independent Directors and Audit Committee :*

E-mail: songyos@thaicapital.co.th  
nutthirutt.w@thaicapital.co.th  
vithawat.v@thaicapital.co.th

*Through Company Secretary*

Company's Secretary  
Thai Capital Corporation PCL.  
87/2 CRC Tower Building, 45th Floor, All Seasons Place,  
Wireless Road, Lumpini, Pathumwan, Bangkok 10330  
Tel. 02-685-3600 Ext. 801, 300  
Fax. 02-865-3607  
E-mail address: kamphol@thaicapital.co.th; phawinee.t@thaicapital.co.th

**4) Disclosure and Transparency**

The Company discloses all of its important information, both financial and non-financial, via the Company's website. This includes information about the organization, corporate governance policy, shareholding structure, structure of the Board of Directors and its Committees, as well as news inside and outside the organization, which is mostly available in Both Thai and English. Shareholders and investors are also provided easy access to the Company's website to download the Annual Report, the Annual Registration Statement (Form 56-1) and the financial statements. In addition, the Company sets up an investor relations unit to communicate with shareholders, investors, and securities analysts equally.

The Company values importance of the disclosure of information to investors so that they are provided with accurate and transparent information thoroughly. The Company therefore set the Investor Relations to be responsible for liaising with the investors and shareholders. The Investor Relations can be contacted at e-mail: info@thaicapital.co.th or at:

- 1) Mr. Kamphol Patana-anukul,  
Tel: 02-685-3600 Ext. 801  
Email: kamphol@thaicapital.co.th or

- 2) Ms. Phawinee Treekanjananan  
Tel: 02-685-3600 Ext. 300  
E-mail: phawinee.t@thaicapital.co.th

## **5) Responsibilities of the Board of Directors**

As at December 31, 2018 The Board of Directors has the directors 9 directors divided to 3 Independent Directors, 3 Executive Directors and 3 Non - Executive Directors. The structure of the Board of Directors consists of directors with extensive knowledge and experience in various fields relating to the Company's business, e.g. accounting, finance and banking, marketing, economics, corporate governance and engineering.

The Board of Directors directly appoints 5 sub-committees being Audit Committee who are all the Independent Directors, Nomination and Remuneration Committee, Executive Committee, Risk Management Committee and Investment Committee. All sub-committees have a scope of authority, responsibility and qualifications as specified by the Board of Directors and report directly to the Board on a quarterly basis. The Independent Directors also regularly hold a meeting with no participation from the Company's executive management.

The Board of Directors approves the Company's vision, mission and income projection of the following year as well as an annual investment budget. The Board of Directors also revises standards of corporate governance, code of business ethics for Directors, Executives, and employees, risk management policy and transactions that may cause conflicts of interest (if any), and expresses opinions on the adequacy of the internal control system. Board of Directors, sub-committees, and individual Director will perform self-assessment on his/her operating performance.

Policy and criteria on payment of directors' remuneration are determined by the Board of Directors and approved by the shareholders. Considerations for remuneration are based on comparison with the industry and the Company's operating results. The Board of Directors also sets remuneration for sub-committees except for the Executive Committee member and Risk Management Committee member which receive Remuneration as the Company's employee.

### *Chairman of the Board of Directors*

The Board of Directors selects Chairman of the Board of Directors from the Director but must not be the same person as the Chief Executive Officer or Managing Director. Their roles are clearly segregated where the Chairman of the Board of Directors does not take part in the day-to-day operation and is not a member of any committee of specific matters. The roles related to policies, follow-up and appraisal and management are segregated. The Chairman of the Board of Directors must exhibit strong leadership and play the key role in ensuring the efficient operation of the Board of Directors, is independent from the management, assists in determine the smooth running of the meeting of the Board and the Shareholders' meeting, and ensuring that the Directors abide by the Corporate Governance Policy and the Code of Business Ethics, and perform duties independently under the policies established by the Board of Directors.

### Board of Directors Meetings

The Board of Directors will determine the dates of its meetings over a year in advance, as well as set a clear agenda to be discussed each month. Special meetings (urgent) will be held if the need arises. The Board received copies of their invitations, minutes of meeting drafts, and information pertaining to agenda items at least 5 days before each meeting was held.

The Chief Executive Officer and Managing Director are normally responsible for setting the Meeting Agenda. However, Directors are entitled to make suggestions as well. High-level Executives and members of management are invited to attend the meetings and provide useful information directly to the Board. Exceptions to this are when agenda items concern specific issues related to special committees, which need to be given independent consideration or meeting for Non-Member of the Executive Directors.

The Chairman is responsible for and presides over meetings, providing every Director with an opportunity to openly voice his/her opinions. Meeting resolutions are then decided by a majority vote. Each Director is entitled to one vote except for anyone who has conflicts of interest with the agenda item being discussed. In the event that the final vote ends in a tie, the Chairman will cast the deciding vote. After the conclusion of the meeting, the Company Secretary is responsible for preparing the meeting minutes and presenting them at the following meeting for approval.

### Policy and practice on Holding Director Position in Other Companies

Directors as well as Executives being Chief Executive Officer, Managing Director, and Executive Vice President must not operate the same business and being in a significant competition with the Company, or holding ownership or being a Director in a partnership or a private company or other institution that operate same business as the Company's or being in competition with the Company, regardless of whose benefit from such actions; himself/herself or others unless he/she notifies such information to the shareholders before the appointment. And in order to comply with good governance guideline, Directors, Executives being Chief Executive Officer, Managing Director, and Executive Vice President shall not hold Director Position in more than 5 listed companies or limited companies established under the Public Limited Company Act B.E.2535 or Civil and Commercial Code. And the Directors must notify the Company immediately for any direct or indirect interests in the Company's business operation or changes in ownership of the Company's or related companies' shares or securities.

### Directors and Executives Development

The Company values the importance of Directors and Executives Development and has a policy to continually develop knowledge and ability as follows:

- New Director; The Company conducts orientation for the new Director of the Company and meeting with the Executives so that the Director and inquire on the extensive information related to Company's business and related rules and regulations.
- Existing Director; Directors are knowledgeable, skilled, and they are constantly seeking more information about developments in the Company's industry. The Company is supportive in providing extra training to Directors to help them better perform their

duties such as the training courses conducted by the Thai Institute of Directors (“IOD”) or other courses relevant to the Company’s business. Majority of the Company’s Directors have completed the essential training courses conducted by IOD.

#### Performance Assessment of the Board of Directors

The Company requires the annual performance evaluation of the Board of Directors. These reviews are made to assess the working operations, problems and obstacles that had been dealt with over the year. Two types of assessment are performed: assessments on the Board as a whole including all sub-committees (Audit Committee, Nomination and Remuneration Committee, Executive Committee, and Risk Management Committee), and individual self-assessments. The self assessment guideline prepared by the SET, which is deemed appropriate by the Board of Directors, is used. The 6 key topics of the assessments are as follows:

- 1) Structure and Qualification of the Board of Directors/Committee
- 2) Roles, Duties, and Responsibilities of the Board of Directors/Committee
- 3) Meeting of the Board of Directors/Committee
- 4) Acting on Duties of the Board of Directors/Committee
- 5) Relationship with the Management
- 6) Self Development of the Directors and Executives

Operating under the principle of good governance, the Company was rated by agencies related to the corporate governance in the year 2018 as follows:

- 1) According to the assessment of the Annual General Meeting for the year 2018, held by the Investors Association Thailand, companies rated with scored 90-99 out of 100 were **"Excellent"** .



- 2) Survey on Corporate Governance of Listed Companies for the year 2018, organized by the Thailand Institute of Thailand listed companies. The company has been assessed as one of the 241 companies that have been scored at a **“Very Good”** level (**Very Good CG Scoring**) from the report on corporate governance of listed companies for the year 2018 When compared to the maximum and average overall rating of listed companies, from a total of 657 companies surveyed, the company's overall score was higher than the overall average score of all companies.



# Corporate Social Responsibilities

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## 1. Policy Overview

The company is committed to developing business with social responsibility. The company has business operations with social responsibility (Corporate Social Responsibility: CSR), which are detailed below:

### 1) Undertaking with fairness

The company is committed to conduct business fairly and ethically, emphasize on respecting law and regulations of the society, be politically neutral. The company is committed to leading the foundation of quality and performance by building credibility with customers, investors and other stakeholders in order to add value and promote the sustainable growth of the organization, as well as the management principles in accordance with standard universal principles which shall also be beneficial to Thai society. All mentioned were for the Company to achieve and sustain excellence in moral values.

### 2) Anti-Corruption

The Board has a policy on banning anti-corruption and bribery by setting out the written guidelines in ethics and business ethics for directors, executives and employees, including the policy on not receiving gifts, assets or other benefits from business partners. The Board also promotes the training to educate the employees on the anti-corruption. There is a process to assess the risk of fraud designated as part of the internal audit and is in charge by Risk Management Committee.

The Company also provides a channel to report misconduct (Whistle Blowing) with the aim for all employees to jointly help monitor/oversee to ensure compliance with the principles of corporate governance and business ethics. The Company supports reporting on practices that is contrary to good faith or suspected violation of the principles. All complaints are treated as confidential and the complainants will be protected.

### 3) Respect for Human Rights

The Company focuses on basic human rights to promote respect for the rights and freedoms of non-discrimination, no gender discrimination, no racist, and no use of illegal labor.

### 4) To treat workers fairly

The Company has oversight and treats workers fairly in terms of wages, welfare, quality of life, work safety and hygiene in the work environment. As disclosed in The role of stakeholders As part of the Employees.

## **5) Respond to Customer**

The company focuses on quality production with maximum security to maximize customer satisfaction and is sincere to handle customer complaints, as well as fixing problems that may arise from production and/or services with an aim to maintain lasting relationships with customers.

## **6) Caring for the environment**

The company has a clear environmental policy and shall be strictly abided by. The Board encourages communication to educate employees on environmental issues. The policy is part of the corporate governance and disclosure practices guidelines to be noted by employees at all levels with an emphasis on practical, legal and environmental standards. The company has embarked on a campaign to help employees save resources and energy, for instance, electricity, water and oil.

## **7) Development of a community or society.**

The Company will consider the needs of the community and provide assistance for those who are involved in the local establishment and promote and encourage employee participation, volunteer work and activities with the community, as disclosed in the subject. The role of stakeholders In terms of social practices.

## **8) The innovation and innovation diffusion, which was operating with social responsibility and environmental stakeholders.**

- None –

## **2. Implementation and reporting.**

The company has established a Corporate Social Responsibility Annual Report for the year 2018. This report is based on the guidelines for reporting on the social responsibility of the business conducted by the Stock Exchange of Thailand. Article 8, which covers the principles, including Running the business fairly, Anti-Corruption, Respect human rights, Treat workers fairly, Being responsible for consumers, Caring for the environment, Community and social development, and Innovation and the dissemination of innovation.

In addition to operating responsibly towards society as mentioned above, the company focuses on environmental issues that may arise from the operations. The core operation process of the company includes inbound transportation, sizing, piling, and outbound transport. This may have an impact on the environment since coal may leak into the sea or river, and there may be dust spreading around the plant, warehouse, and transportation routes. The Company has measures to mitigate such impacts as follows:

- In the process of inbound transportation which includes maritime and river transportation, the Company chooses the reliable and high quality service providers. While transporting, coal is entirely covered. In addition, the Company liaises with the service providers to set out the measures to ensure minimum effect of coal flowed into the sea or river.

- In the process of sizing and piling, the Company has built the shelter covering the sizing machines and grown trees along the ridge surrounding the manufacturing area to detect noise and dust from leaking outside. For the coal piled outside the building, the Company covers the coal with a canvas or slan and uses water sprinkle system to prevent dust from spreading. And in order to prevent water pollution, the Company has built a pond and ditches around sizing plant and warehouse to prevent water contaminated by coal from flowing directly outward.
- On the outbound transportation, the Company uses the reliable top-tier logistics providers with an emphasis on entirely covering of canvas over the transported coal.

### **3. The business impact of social responsibility.**

In 2018, no business operations of the Company and its subsidiaries that affected society and the environment and / or businesses that violated the law with regards to the principles of Article 8.

### **4. Activities to benefit society and the environment (After Process).**

The Company is committed to conducting business with social responsibility and collective. In compliance with the relevant laws or regulations. As well as support activities that benefit society and the surrounding community.

- Grant to Support Children's Day organized by the SAO. Nong Chumphon 1,500 Baht.
- Cash Donation to Wat Phra Borommathat (Royal Monastery), Nakhon Chum, Kamphaeng Phet 10,000 Baht.

### **5. Protection has been involved in corrupt**

The Board of Directors has established a policy prohibiting bribery and anti-corruption to the business interests of the company. There are written guidelines including as a part of business ethics and codes of conduct for directors, executives and employees, which have been approved by the Board of Directors. The company has measures to prevent involvement with corruption as follows:

- 1) The Company communicates to both executives and employees by requiring them to carry out all processes in strict legal framework. If an error occurs in the process due to negligence, they shall be legally punished by the government. The Company will not attempt lobbying for acquittal.
- 2) The Company provides channels to report if they see any violations, fraud, or corruption with protection measures to the reporters.

The details of the policies and actions related to the prevention of fraud and corruption have been disclosed on the company website. <http://www.thaicapital.co.th/>

# Internal Control and Risk Management

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## 1. Board of Directors' Evaluation on Company's Internal Controls

At the Board of Director Meeting No. 1/2019 held on February 28, 2019 in which the Independent Director 3 members of the Audit Committee was also in attendance, the Board of Directors assessed the adequacy of internal control system of the year 2018 based on the Audit Committee's report duly considered at the Meeting No. 1/2019 in the same day, which the Audit Committee has reviewed the assessment form of Year 2018 and considered the reports of the Internal Audit Department and the external auditor. The auditor has mutually agreed that no significant operational faults were identified in 2018. The Board of Director deemed that the internal control system of the Company was appropriate and adequate. However, the Audit Committee has adopted policy to improve company' internal control system for higher standard.

## 2. Opinion of the Audit Committee where it Differs from the opinion of the Board of Directors

- None –

## 3. Chief of the Internal Audit Operation

The Company has realized the importance of the internal control system. The Company has appointed an external audit office, BK-IA&IC Co., Ltd. to audit the Company since the second half of 2007 until now to review and assess company's internal control system. The BK-IA&IC Co., Ltd. appointed **Boonnee Kusolsopit**, Partner and Chief Audit Executive is a main person responsible for performing the internal audit work of the company.

After due consideration of the qualifications of BK-IA&IC Co., Ltd. The Audit Committee opined that the firm was qualified for performing such duties as the firm has demonstrated independence and experiences in audits more than 10 years. Furthermore, the Company appointed Mr. Kamphol Patana-anukul to coordinate with such outsource auditor.

The consideration on appointment, transfer, and terminate the internal auditor must be approved by the Audit Committee.

## Connected Transactions

In doing business, the Company has related-party transactions with its subsidiary. Information and details of the related-party transactions are disclosed in Note 4 of the Financial Statements for the year ended December 31, 2018 and additionally disclosed the comparative connected transactions for the year ended December 31, 2017 as follows:

Individual / Corporation with Potential Conflict	Relationship	Nature of Transactions	Amount (Million Baht)		Rationale
			2018	2017	
<p>Far East Knitting Industry Co., Ltd. (“FAR EAST”)</p> <p>Type of Business: Production and Distribution Knitting &amp; Spinning</p>	<p>FAR EAST is the business of Chaivikrai Family, which have the directors and major shareholders are the same group with the Company as follow;</p> <p><b>1. Mr. Munsin Chaivikrai</b> - Hold director position in the Company - Hold director and share in FAR EAST 9.99%</p> <p><b>2. Ms. Yupin Chaivikrai</b> - Hold director and share in the Company 12.63% - Hold director and share in FAR EAST 10.00%</p>	<p>1. Revenue from Sales 2. Trade Receivables 3. Purchase of land and building 4. Payable from purchase of assets</p>	<p>11.21 20.08 - 1.33</p>	<p>31.21 16.52 600.00 131.42</p>	<p>Selling the product by the Company and TCC Energy Co., Ltd., (“TCCE”), subsidiary of the Company, import and distribution coal.</p> <p>The Company and TCCE sold coal to FAR EAST to use in a normal business operation, has compared the selling price with other supplier. The selling prices were quoted using Cost plus margin and were in line with market prices.</p> <p>In addition, Chai Market Co., Ltd. (“CMC”), subsidiary of the Company purchased land and building from Far East to operate wholesale Market. The purchasing price of assets were appropriate. In accordance with the opinion of the independent financial advisor.</p>

Individual / Corporation with Potential Conflict	Relationship	Nature of Transactions	Amount (Million Baht)		Rationale
			2018	2017	
	<p><b>3. Mr. Charoenchai Chaivikrai</b> - Hold director in the Company - Hold director and share in FAR EAST 8.33%</p> <p><b>4. Mr. Kittisak Chaivikrai</b> - Hold director in the Company - Hold director and share in FAR EAST 10.00%</p> <p><b>5. Ms. Pornpin Chaivikrai</b> - Share in the Company - share in FAR EAST 10.00%</p> <p><b>6. Ms. Sopin Chaivikrai</b> - Share in the Company - share in FAR EAST 10.00%</p>				
<p>You and I Group Co., Ltd. (“YOU &amp; I”)</p> <p>Type of Business: Restaurant</p>	<p>YOU &amp; I is the business of Ms. Yupin Chaivikrai who is the director and major shareholder of the Company</p>	<p>1. Revenue from Sales 2. Trade Receivables 3. Administrative Expenses</p>	<p>3.41 0.29 0.05</p>	<p>2.83 0.69 -</p>	<p>Selling the product by NYC – Thai BD Co., Ltd. (“NYC”), subsidiary of the Company, import and distribution ice cream under the trademark “Emack and Bolio’s”</p> <p>NYC sold ice cream to YOU &amp; I to use in a normal business operation, has compared the selling price with other supplier. The selling prices were quoted using Cost plus margin and were in line with market prices.</p>

On February 28, 2019 the Audit Committee considered the connected transactions for the year ended December 31, 2018 and expressed its opinion that such transactions were for the normal business operation of the Company and applied normal commercial terms in the same fashion as what ought to be done by a reasonable person in the similar situation, and were done on an arm's length basis. There was no transfer of benefits between the company and individuals with potential conflict of interest.

### **Measures or Procedures on the Approval of the Connected Transactions**

The Board of Directors has supervised the Company to ensure compliance with the Securities and Securities Exchange Act, rules, notifications, orders, or regulations prescribed by SET including the regulations regarding the disclosure of information on the connected transaction and the acquisition or disposition of the Company's asset. If the Company enters into a connected transaction with person who may have conflict, interest, or may cause conflict of interest in the future, the Audit Committee shall advise on the necessity of the transaction and suitability of its price. The advice would base on the terms and conditions of the normal business practice in the market and the price would be compared with the market price. In case that the Audit Committee does not have skill to consider the particular connected transaction, the Company shall appoint the independent expert or the Company's external auditor to provide comments on that transaction to be used for the decision of the Board of Directors, and/or the Audit Committee and/or the shareholders whatever the case may be. The Company shall disclose the connected transactions in the note accompanying the financial statements that are audited or reviewed by the Company's external auditor.

The Company has complied with the regulations of SET and its amendments regarding the connected transaction and/or the acquisition and disposition of asset of the listed company as well as the disclosure of information to the Company's shareholders, general investors, and relevant agencies including SET. The regulations also include the approval from the Board of Directors' Meeting and/or The meeting of shareholders as prescribed by SET. In addition, directors or shareholders who have conflicts of interest or participate in such transactions do not have the right to vote in the decision making process.

### **Policy or Trend on the Connected Transaction Including the Acquisition and Disposition of Asset in the Future**

The company set a policy for connected transactions in the future that they must be done in accordance with the normal business operations of the Company. No unfair transfer of the Company's benefit to shareholders, Board of Directors, or other related parties. The Audit Committee will consider the reasonableness of the transaction and the pricing conditions and terms of the transaction that they are in line with normal business of the Company and the prices are comparable with outsiders. Party with conflict of interest will not involve in the approval of such transactions. The audit committee will approve the transactions and propose to the Board of Directors for further approval.

The Board of Directors Will comply with the regulations relating to Securities and Securities Exchange, or regulations of SET as well as the regulations relating to the disclosure of information about the connected transaction, the acquisition or disposition of core assets of the Company or its subsidiary, and Accounting Standards set by the Federation of Accounting Professions. The Company will disclose the transactions in the notes to the financial statements which are audited by the statutory auditors.

## Management's Discussion and Analysis

The consolidated and separate financial statements of Company and its subsidiaries for the year ended December 31, 2018, 2017 and 2016 was audited by Mr. Kraisit Silapamongkonkul CPA License No.9429 which expressed an unqualified opinion. The financial statement presents fairly, in all material respects, the consolidated financial position of Company and its subsidiaries as at December 31, 2018 and its financial performance and cash flows for the year ended in accordance with Thai Generally Accepted Accounting Principles.

### 1. Overall Performance Overview

#### Thai Capital Corporation Public Company Limited and its subsidiaries Statements of Income

Unit : Million Baht

	2018	%	2017	%	2016	%
Revenues from sales	1,327.66	100.00%	1,293.93	100.00%	1,072.28	100.00%
Cost of sales	1,190.08	89.64%	1,172.23	90.59%	919.25	85.73%
<b>Gross Profit</b>	137.58	10.36%	<b>121.70</b>	<b>9.41%</b>	<b>153.03</b>	<b>14.27%</b>
Other income	8.49	0.64%	9.48	0.73%	18.61	1.74%
Selling expenses	(73.19)	(5.51%)	(89.39)	(6.91%)	(95.79)	(8.93%)
Administrative expense	(55.13)	(4.15%)	(99.82)	(7.71%)	(60.83)	(5.67%)
Financial costs	(2.39)	(0.18%)	(0.45)	(0.03%)	(0.02)	(0.00%)
Tax income (expense)	(11.28)	(0.85%)	(1.94)	(0.15%)	(6.58)	(0.61%)
<b>Profit (loss) for the year</b>	4.08	0.31%	<b>(60.42)</b>	<b>(4.67%)</b>	<b>8.42</b>	<b>0.79%</b>
Profit (loss) attributable to minority interest	-	0.00%	-	0.00%	-	0.00%
<b>Profit (loss) attributable to Equity holders of the parent</b>	4.08	0.31%	<b>(60.42)</b>	<b>(4.67%)</b>	<b>8.42</b>	<b>0.79%</b>
Basic earnings (loss) per share	0.0032		(0.0472)		0.0066	
Diluted earnings (loss) per share	0.0032				0.0060	

**Thai Capital Corporation Public Company Limited and its subsidiaries**  
**Statements of Comprehensive Income**

*Unit : Million Baht*

	<b>2018</b>	<b>%</b>	<b>2017</b>	<b>%</b>	<b>2016</b>	<b>%</b>
<b>Profit (loss) for the year</b>	<b>4.08</b>	<b>0.31%</b>	<b>(60.42)</b>	<b>(4.67%)</b>	<b>8.42</b>	<b>0.79%</b>
Other comprehensive Income (loss):						
Items that will never be reclassified to profit of loss						
Defined benefit plan actuarial gains (losses)	0.00	0.00%	0.00	0.00%	1.23	0.11%
Income tax relating to defined benefit plan actuarial gains (losses)						
Defined benefit plan actuarial gains (losses)	0.00	0.00%	0.00	0.00%	(0.24)	(0.02%)
	0.00	0.00%	0.00	0.00%	0.99	0.09%
Items that are or may be reclassified to profit or loss						
Foreign currency translation differences for Foreign operations	(1.02)	(0.08%)	(1.93)	(0.15%)	0.16	0.01%
	(1.02)	(0.08%)	(1.93)	(0.15%)	0.16	0.01%
Other comprehensive income (loss) for the year – net of tax	(1.02)	(0.08%)	(1.93)	(0.15%)	1.15	0.11%
Total comprehensive Income (loss) for the year	3.06	0.23%	(62.35)	(4.82%)	9.57	0.89%

**Thai Capital Corporation Public Company Limited and its subsidiaries**  
**Statements of Financial Position**

*Unit : Million Baht*

	<b>2018</b>	<b>%</b>	<b>2017</b>	<b>%</b>	<b>2016</b>	<b>%</b>
<b>Assets</b>						
<b>Current assets</b>						
Cash and cash equivalents	13.41	1.37%	39.40	3.45%	134.88	14.72%
Current investments	0.02	0.00%	0.02	0.00%	124.85	13.63%
Trade and other receivables, net	113.04	11.56%	224.51	19.67%	349.52	38.15%
Current portion of long – term loan	0.81	0.08%	0.03	0.00%	2.21	0.24%
Inventories, net	116.45	11.91%	137.57	12.05%	79.11	8.63%
Other current assets	2.34	0.24%	3.34	0.29%	2.41	0.26%
<b>Total current assets</b>	<b>246.07</b>	<b>25.16%</b>	<b>404.87</b>	<b>35.47%</b>	<b>692.98</b>	<b>75.64%</b>
<b>Non – Current assets</b>						
Restricted investments	0.84	0.09%	0.84	0.07%	67.14	7.33%
Other long-term loan	0.49	0.05%	-	0.00%	0.03	0.00%
Property, plant and equipment, net	717.81	73.39%	715.94	62.73%	119.89	13.09%
Goodwill	-	0.00%	-	0.00%	17.62	1.92%
Intangible asset, net	7.12	0.73%	8.28	0.73%	9.42	1.03%
Deferred tax assets	2.62	0.27%	5.99	0.52%	5.70	0.62%
Other non-current assets	3.19	0.33%	5.44	0.48%	3.43	0.37%
<b>Total non-current assets</b>	<b>732.07</b>	<b>74.84%</b>	<b>736.49</b>	<b>64.53%</b>	<b>223.23</b>	<b>24.36%</b>
<b>Total assets</b>	<b>978.14</b>	<b>100.00%</b>	<b>1,141.36</b>	<b>100.00%</b>	<b>916.21</b>	<b>100.00%</b>

**Thai Capital Corporation Public Company Limited and its subsidiaries**  
**Statements of Financial Position (Continue)**

*Unit : Million Baht*

	<b>2018</b>	<b>%</b>	<b>2017</b>	<b>%</b>	<b>2016</b>	<b>%</b>
<b>Liabilities</b>						
<b>Current liabilities</b>						
Short-term loans from financial institutions	90.65	9.27%	39.71	3.48%	-	0.00%
Trade and other payables	76.06	7.78%	299.65	26.25%	49.76	5.43%
Current portion of liabilities under finance leases	0.02	0.00%	0.09	0.01%	0.08	0.01%
Income tax payable	4.22	0.43%	0.45	0.04%	3.55	0.39%
Other current liabilities	0.93	0.10%	0.55	0.05%	0.55	0.06%
<b>Total current liabilities</b>	<b>173.63</b>	<b>17.75%</b>	<b>340.45</b>	<b>29.83%</b>	<b>53.94</b>	<b>5.89%</b>
<b>Non-current liabilities</b>						
Long – term liabilities under finance leases	-	0.00%	0.02	0.00%	0.10	0.01%
Employee benefit obligations	3.44	0.35%	2.70	0.24%	2.06	0.22%
Other non – current liabilities	0.26	0.03%	0.44	0.04%	0.01	0.00%
<b>Total non – current liabilities</b>	<b>3.70</b>	<b>0.38%</b>	<b>3.16</b>	<b>0.28%</b>	<b>2.17</b>	<b>0.24%</b>
<b>Total liabilities</b>	<b>177.33</b>	<b>18.13%</b>	<b>343.61</b>	<b>30.11%</b>	<b>56.11</b>	<b>6.12%</b>
<b>Shareholders' equity</b>						
<u>Authorized share capital</u>	<u>954.35</u>		<u>905.15</u>		<u>905.15</u>	
Fully paid - up	639.71	65.40%	639.71	56.05%	639.71	69.82%
Premium on ordinary shares	197.49	20.19%	197.49	17.30%	197.49	21.56%
Retained earnings	(29.74)	(3.04%)	(33.82)	(2.96%)	26.60	2.90%
Other component of shareholders' equity	(6.65)	(0.68%)	(5.63)	(0.49%)	(3.70)	(0.40%)
<b>Total shareholders' equity</b>	<b>800.81</b>	<b>69.89%</b>	<b>797.75</b>	<b>69.89%</b>	<b>860.10</b>	<b>93.88%</b>
<b>Total liabilities and shareholders' equity</b>	<b>978.14</b>	<b>100.00%</b>	<b>1,141.36</b>	<b>100.00%</b>	<b>916.21</b>	<b>100.00%</b>

**Thai Capital Corporation Public Company Limited and its subsidiaries**  
**Statements of Cash Flows**

*Unit : Million Baht*

	<b>2018</b>	<b>2017</b>	<b>2016</b>
Net cash provided by (used in) operating activities	(62.82)	143.52	(176.83)
Net cash provided by (used in) investing activities	(12.40)	(276.70)	354.24
Net cash provided by (used in) financing activities	50.25	39.63	(113.24)
Exchange differences on translating financial statements	(1.02)	(1.93)	0.16
<b>Cash and cash equivalent increase (Decrease), Net</b>	<b>(25.99)</b>	<b>(95.48)</b>	<b>64.33</b>
<b>Cash and cash equivalents at beginning of the year</b>	<b>39.40</b>	<b>134.88</b>	<b>70.55</b>
<b>Cash and cash equivalents at end of the year</b>	<b>13.41</b>	<b>39.40</b>	<b>134.88</b>

## Financial Ratio

	Unit	2018	2017	2016
<b>Liquidity Ratio</b>				
Current ratio	Times	1.42	1.19	12.85
Quick ratio	Times	0.75	0.79	11.38
Cash Flows liquidity ratio	Times	(0.24)	0.73	(3.06)
Account receivable turnover	Times	7.87	4.51	4.15
Collection period	Days	46.38	80.93	87.95
Inventory turnover	Times	9.37	10.82	11.18
Average number of days sales	Days	38.95	33.73	32.65
Account payables turnover	Times	6.34	6.71	17.17
Payment period	Days	57.57	54.40	21.26
Cash Cycle	Days	27.76	60.26	99.34
<b>Profitability Ratio</b>				
Gross profit margin	%	10.36	9.41	14.27
Operating profit margin	%	0.31	(4.67)	0.79
Other revenue margin	%	0.64	0.73	1.74
Cash flows from operating activities-to-net profit	%	(1,539.71)	(237.54)	(2,100.12)
Net profit margin	%	0.31	(4.67)	0.79
Return on Equity - ROE	%	0.51	(7.29)	0.93
<b>Efficiency Ratio</b>				
Return On Assets – ROA	%	0.38	(5.87)	0.87
Return On Fixed Assets	%	0.57	(14.46)	7.15
Total Assets Turnover	Times	1.26	1.27	1.13
<b>Financial Policy Ratio</b>				
Total debt-to-total assets ratio	Times	0.18	0.30	0.06
Debt to Equity ratio	Times	0.22	0.43	0.06

## 2. Analysis of operations and financial position. Significant changes

### 1) Overview of Operating Results

Thai Capital Corporation Public Company Limited and its subsidiaries (“The Group”) operates in 3 businesses primarily include sale of coal and steel, sale of ice cream and wholesale market. The Group’s business segment information and reconciliation of reportable segment profit or loss for the years ended December 31, 2018 and 2017 was as follows:

	<i>Baht</i>					
	Sale of coal, palm shell and steel		Sale of ice cream		Total	
	2018	2017	2018	2017	2018	2017
<b>Revenue from sales</b>	<b>1,318,345,464</b>	<b>1,276,072,000</b>	<b>9,316,644</b>	<b>17,859,609</b>	<b>1,327,662,108</b>	<b>1,293,931,609</b>
Cost of sales	(1,184,388,897)	(1,163,532,631)	(5,692,607)	(8,697,721)	(1,190,081,504)	(1,172,230,352)
<b>Gross profit</b>	<b>133,956,567</b>	<b>112,539,369</b>	<b>3,624,037</b>	<b>9,161,888</b>	<b>137,580,604</b>	<b>121,701,257</b>
Other income					8,489,129	9,483,935
Selling expenses					(73,190,001)	(89,396,192)
Administrative expenses					(55,135,956)	(99,817,557)
Finance costs					(2,383,196)	(454,284)
<b>Profit (loss) before income tax</b>					<b>15,360,580</b>	<b>(58,482,841)</b>
Tax expense					(11,275,879)	(1,936,931)
<b>Profit (loss) for the year</b>					<b>4,084,701</b>	<b>(60,419,772)</b>

The Group had net profit for 2018 totaling 4.08 Million Baht or 0.31% of total revenues decreased from net loss of previous year 60.42 Million Baht. The results of each business year 2018 are as follows;

### 2) Operating Results for the Past Year

#### ➤ Revenue

In 2018 the Group had revenue from sale of coal and steel 1,318.34 Million Baht, increasing from previous year 42.27 Million Baht or 3.31%.

In 2018 the Group had revenue from sale of ice cream 9.32 Million Baht, decreasing from previous year 8.54 Million Baht or 47.82%

#### ➤ Cost of sales and Expenses

In 2018 the Group had cost of sales from sale coal and steel totaled 1,184.39 Million Baht, increasing from previous year totaled 20.86 Million Baht or 1.79%. The gross profit margin of coal and steel business for 2018 was 10.16%, increasing from previous year of 8.82%.

Selling expenses of sale coal and steel in 2018 totaled 65.35 Million Baht, decreasing from previous year 8.79 Million Baht or 11.86%. For selling expenses per sales revenue in 2018 was 4.96%, decreasing from previous year 5.81%.

In 2018 the Group had cost of sales from ice cream totaled 5.69 Million Baht, decreasing from previous year 3.01 Million Baht or 34.60% and the gross profit margin of ice cream was 33.84% which has a gross profit margin of 51.29%.

Selling expenses of sale ice cream in 2018 totaled 9.32 Million Baht, decreasing from previous year 8.54 Million Baht or 47.82% including space rental, utility expenses and marketing expenses. The mostly of expenses were the fixed expenses.

The Group had administrative expenses in 2018 totaled 55.14 Million Baht, decreasing from previous year 44.68 Million Baht or 44.76%, the main expenses which increased previous year is the expense about associated with the study and establishment of agricultural wholesale market business which does not appear such expenses this year.

The Group had other revenue in 2018 totaled 8.49 Million Baht, decreasing from previous year 0.99 Million Baht and had tax expense in 2018 totaled 11.28 Million Baht, increasing from previous year 9.34 Million Baht.

➤ **Net Profit**

The Company had net loss for 2018 totaled 4.08 Million Baht, increasing from previous year which had loss for the year equal to 60.42 million baht, amounting to 64.50 million baht or increasing was 106.75%. The Group had earnings per share was 0.0032 Baht/share.

➤ **Return on Equity**

The Return on Equity of the Group in 2018 was 0.51%, decreasing from previous year of 7.29.

**3) Financial Position**

➤ **Asset**

Total Assets in the year 2018 amounting to 978.14 Million Baht, decreasing from previous year 163.22 Million Baht, due to the following factors:

Cash	Decreased	(25.99)	Million Baht
Trade account receivables, net	Decreased	(111.47)	Million Baht
Inventories	Increased	58.46	Million Baht

The decreasing of Cash and Current investments and the increasing of property, plant and equipment had mainly factor from investment in wholesale market business. For trade account receivables, net was decreased because the Company has a policy to control the payment of customers' debt in accordance with the company's policy.

➤ **Liabilities and Shareholders' equity**

Total amount Liabilities in 2018 totaled 177.33 Million Baht, decreasing from previous year 166.28 Million, by the main factor of such decline because the group paying off the land price payable in the agricultural wholesale market business 130.09 million baht.

As at 31 December 2018 had shareholders' equity 800.81 Million Baht, increasing from previous year 3.06 Million Baht, due to the net profit in 2018 which was the cause of shareholders' equity was increased 4.08 Million Baht including the exchange differences on translating financial statements which was the cause of shareholders' equity was decreased 1.02 Million Baht.

➤ **Liquidity**

The Group had high liquidity as the mentioned in the subject **No.4); Financial Ratio Analysis.**

➤ **Sources of Capital**

As at 31 December 2018, the Company's capital structure including liabilities totaled 177.33 Million Baht and shareholders' equity totaled 800.81 Million Baht or calculated as debt per equity ratio was 0.22 times.

**4) Financial Ratio Analysis**

➤ **Significant Liquidity Ratio**

○ **Current Ratio**

In 2018, the Group had current ratio 1.42 times, increasing from previous year 1.19 times, as a result of the group's good operating results able to pay most of the debt of the agricultural wholesale market business project this year.

○ **Collection Period**

In 2018, the Group had collection period 46.38 days, faster than previous year 34.55 days.

○ **Average Number of Days Sales**

In 2018, the Group had average number of days sales 38.95 days, which was similar to previous year which had average number of days sales 33.73 days, due to the Group remains focused on inventory management at an appropriate level and does not keep inventory too long.

- **Payment Period**

In 2018, the Group had average payment period 57.57 days, slower than previous year 3.17 days

- **Significant Profitability Ratio**

- **Gross Profit Margin**

In 2018, the Group had gross profit margin 10.36%, increasing from previous year 9.41% due to continuous reduce cost as mentioned in profit and cost of sales analysis.

- **Net Profit Margin**

In 2018, the Group had net loss margin of 0.31% increasing from previous year which had expenses about investment in wholesale market.

- **Return on Equity**

In 2018, the Group had return on equity of 07.51%, increasing from previous year ( 7.29% ) due to operating results as above mentioned.

- **Significant Efficiency Ratio**

- **Return on Assets**

In 2018, the Group had return on assets 0.38 increasing from previous year (5.87%) due to operating results as above mentioned.

- **Significant Financial ratio**

- **Debt to Equity Ratio**

In 2018, the Group had debt to equity 0.22 times, shorter than previous year which had 0.43 times.

### **3. Factor or situation possibly affecting significantly on the Company financial position or business operation in the future.**

#### **1) Coal Price Fluctuations**

World oil price is one of significant factors which may affect to coal price and it tends to continue to fluctuation which can affect coal purchasing price and selling price in the future.

## **2) Exercises of Warrants**

If warrant holders exercise TCC-W3, TCC-W4 and TCC-W5 result in increasing in capital for investment and normal operation.

## The Audit Committee’s Report for the year 2018

The Audit Committee of Thai Capital Corporation Public Company Limited comprises 3 Independent Directors including Mr. Thanakorn Wangpipatwong as the Chairman of the Chairman of the Audit Committee, Mr. Songyos Noppaprach and Mr. Nuttirutt Wanwimonphong. The Member of the Audit Committee has knowledge, professions and experience in accounting, finance, marketing, legal, organizational management, as well as coal business.

The Audit Committee conducted duties and responsibilities assigned by Board of Directors. During the year 2018, the audit committees held 5 meetings which were attended by all members as follows;

Name – Surname	Position	No. of Meetings / No. of Attendance
1. Dr. Thanakorn Wangpipatwong <sup>1)</sup>	Chairman of Audit Committee	5/5
2. Mr. Songyos Noppaprach	Member of Audit Committee	5/5
3. Mr. Nuttirutt Wanwimonphong <sup>2)</sup>	Member of Audit Committee	5/5

*Remark : 1) Dr. Thanakorn Wangpipatwong resigned from the position on February 5, 2019.*

*2) Mr Nuttirutt Wanwimonphong, his name was Mr. Vasu Siringing.*

The Audit Committee has been meeting with senior executive’s involved, internal auditor and auditors. The results of the review of the Audit Committee are significant as follows;

**Reviewed financial statements:** the committee reviewed the reliability of financial statements and suitability of accounting principles for quarterly and annual financial statements for the year 2018 with the auditor and management to ensure that the quality evaluation results in its financial report is appropriately prepared and complied with generally accepted accounting standard. Financial information and statements are accurately reliable and disclosed properly and accurately on timely basis as per related regulations. This includes the consideration on adoption of new Thai Accounting Standards (“TAS”), new Thai Financial Reporting Standards (“TFRS”), new Thai Standard Interpretations (“TSIC”) and new Thai Financial Reporting Interpretations (“TFRIC”) which may have an impact on the Company’s Accounting’s policy. Additionally, the Audit Committee had a separated private meeting with external auditor without the presence of executive management to ensure that external auditor performed an independent process.

**Reviewed related transactions:** the committee reviewed the disclosure of the Company’s and its subordinated company’s related transactions which might cause the conflict of interest among stakeholders. The result was that the related transactions were complied with ordinary business practices and good governance regulation of SET.

**Reviewed the internal control operation:** the committee reviewed the suitability of the internal control in 2017 and considered the reports of the Internal Audit and the external auditor. The auditor expressed an opinion of similar fashion that no significant deficiencies were identified in

2017. In conclusion, the internal control of the Company was reasonable adequate. However, the Audit Committee will ensure that the Company will continue to improve its internal control.

**Monitored the internal audit:** The committee considered and approved scope and plan of the internal audit for 2018 and considered results thereon. The internal auditor directly reported to the Audit Committee for the independency of the Internal Auditor.

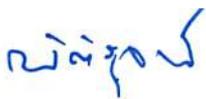
**Review of risk management:** The committee revisited with the management on risk management process of the Company, follow up on the process, propose the Company on the efficient way of the risk management process to ensure that the Company continuously maintains the risk management and consider preventive method and manage significant risks of the business both current and in the future as well as determine the way to improve the process.

**Ensure the Company complies with the rules and regulations of SET and other related regulations:** Additionally, the committee reviewed the Company to follow the regulations of SEC and SET and the other regulation related to its business regularly for the maximum of the effectiveness and the efficiency. It also included the business conduct to stakeholders with the purpose of fairness, transparency and good governance to create the reliability to all investors and stakeholders.

**Consider the elections of the auditors of the Company:** The committee considered the elections of the auditors for year 2019 by reviewing the qualification, professional experiences, and the appropriateness of audit fee and has a resolution to propose to Board of Directors to ask for the approval of AGM2019 to appoint Mr. Bunging Pichayaprasat, CPA License No. 7147 or Mr. Kraisit Silapamongkonkul, CPA License No. 9429 or Miss Khaymanundt Chaichuen, CPA License No. 8260 of Siam Truth Audit Co., Ltd. as the auditor for 2019 of the Company.

February 28, 2019

On behalf of the Audit Committee



(Mr. Nuttirutt Wanwimonphong)

Member of Audit Committee

## Report on the Board of Director's Responsibilities for Financial Statements

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The Board of Directors of Thai Capital Corporation Public Company Limited has provided the financial statements showing the Company's financial position and business Operation result for the year 2018 under the Public Limited Companies Act B.E.2535 (A.D. 1992) and Rules and Regulations of SET. The Board of Directors is responsible for the company financial statements presented in this annual report. The Board of Directors confirms that the aforementioned financial statements are in accordance with Thai Generally Accepted Accounting Principles, Using appropriate accounting policy consistently employed by the Company as well as applying careful judgment and best estimation. Important information is adequately disclosed in the notes to financial statements.

The Board of Directors has provided and maintained an efficient internal control system to ensure that accounting records are accurate, complete and adequate to protect its assets and uncover weaknesses in order to prevent fraud or materially irregular operations.

The Company's financial statement was audited by external auditor of Siam Truth Audit Co., Ltd. In auditing process, managements provided the information and documents to support auditor for reviewing and express an opinion in accordance with Thai Standards on Auditing, whose comments are readily included in the Auditor's Report in this annual report.

The Board of Directors has appointed an Audit Committee, which consists of non-Executive Directors responsible for the quality of financial statements, internal control system and law compliance, whose comments are readily included in the Audit Committee Report in this annual report

From the above procedures, The Board of Directors is of the opinion that the financial statements presented fairly, in all material respects, the consolidated and separate financial statements for the year ended December 31, 2018 in accordance with Thai Financial Reporting Standards.



(Mr. Munsin Chaivikrai)  
Chairman of the Board of Directors



(Mr. Charoenchai Chaivikrai)  
Chief Executive Officer

# Auditor's Report

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## 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.

<i>The key audit matter</i>	<i>Audit procedures</i>
<p><b><i>Investment in wholesale food market project</i></b></p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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 estimations.</p>	<p>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:</p> <ul style="list-style-type: none"> <li>- assessing and testing the appropriateness of the variables and estimations comprising the market price of other assets</li> <li>- 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;</li> </ul> <p>testing the calculation for the impairment on land with constructions;</p> <p>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.</p>

### **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 AND ITS SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2018

*Baht*

	Note	Consolidated financial statements		Separate financial statements	
		2018	2017	2018	2017
<b>Assets</b>					
<b>Current assets</b>					
Cash and cash equivalents	5	13,405,149	39,401,622	1,118,170	10,711,564
Current investments	6	20,297	20,000	-	-
Trade and other receivables	4, 7	113,041,634	224,508,666	27,283,450	9,505,324
Current portion of loan to other company	11	811,832	31,395	-	31,395
Short-term loan to related party	4	-	-	197,802,712	46,936,562
Inventories	8	116,451,814	137,565,122	-	-
Other current assets		2,344,720	3,346,444	19,877	370,411
<b>Total current assets</b>		<b>246,075,446</b>	<b>404,873,249</b>	<b>226,224,209</b>	<b>67,555,256</b>
<b>Non-current assets</b>					
Restricted investments	9	840,000	840,000	-	-
Investments in subsidiaries	4, 10	-	-	755,647,624	765,383,840
Long-term loan to other company	11	488,229	-	-	-
Property, plant and equipment	4, 13	717,813,893	715,941,470	2,430,088	3,918,083
Intangible assets	14	7,124,752	8,276,063	6,679,673	7,635,153
Deferred tax assets	15	2,623,563	5,986,917	-	3,467,913
Other non-current assets		3,181,894	5,443,945	1,546,845	2,282,692
<b>Total non-current assets</b>		<b>732,072,331</b>	<b>736,488,395</b>	<b>766,304,230</b>	<b>782,687,681</b>
<b>Total assets</b>		<b>978,147,777</b>	<b>1,141,361,644</b>	<b>992,528,439</b>	<b>850,242,937</b>

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

THAI CAPITAL CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2018

Baht

	Note	Consolidated financial statements		Separate financial statements	
		2018	2017	2018	2017
<b>Liabilities and shareholders' equity</b>					
<b>Current liabilities</b>					
Short-term loans from financial institutions	16	90,653,008	39,715,313	-	-
Trade and other payables	4, 17	76,059,293	299,647,500	38,586,557	19,984,524
Short-term loans from related parties	4	-	-	169,101,760	36,769,228
Short-term loans from other company	18	1,748,217	-	-	-
Current portion of liabilities under finance leases		16,176	91,052	16,176	91,052
Income tax payable		4,220,368	446,487	-	-
Other current liabilities		936,643	545,341	75,778	75,778
<b>Total current liabilities</b>		<b>173,633,705</b>	<b>340,445,693</b>	<b>207,780,271</b>	<b>56,920,582</b>
<b>Non-current liabilities</b>					
Long-term liabilities under finance leases		-	16,176	-	16,176
Employee benefit obligations	19	3,436,274	2,709,968	344,689	243,860
Other non-current liabilities		263,000	438,100	-	-
<b>Total non-current liabilities</b>		<b>3,699,274</b>	<b>3,164,244</b>	<b>344,689</b>	<b>260,036</b>
<b>Total liabilities</b>		<b>177,332,979</b>	<b>343,609,937</b>	<b>208,124,960</b>	<b>57,180,618</b>
<b>Shareholders' equity</b>					
Share capital	20				
Authorized share capital					
1,908,709,441 ordinary shares in year 2018 and 1,810,292,821 ordinary shares in year 2017					
Baht 0.50 par value		954,354,721	905,146,411	954,354,721	905,146,411
Issued and paid-up share capital					
1,279,416,355 ordinary shares in year 2018 and 1,279,416,065 ordinary shares in year 2017					
fully paid-up		639,708,178	639,708,033	639,708,178	639,708,033
Premium on share capital		197,494,104	197,494,020	197,494,104	197,494,020
Retained earnings (deficit)					
Appropriated to legal reserve	22	9,828,921	9,828,921	9,828,921	9,828,921
Unappropriated		(39,567,512)	(43,652,213)	(62,627,724)	(53,968,655)
Other component of shareholders' equity		(6,648,893)	(5,627,054)	-	-
<b>Total shareholders' equity</b>		<b>800,814,798</b>	<b>797,751,707</b>	<b>784,403,479</b>	<b>793,062,319</b>
<b>Total liabilities and shareholders' equity</b>		<b>978,147,777</b>	<b>1,141,361,644</b>	<b>992,528,439</b>	<b>850,242,937</b>

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

THAI CAPITAL CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF INCOME

FOR THE YEAR ENDED DECEMBER 31, 2018

Baht

	Note	Consolidated financial statements		Separate financial statements	
		2018	2017	2018	2017
<b>Revenue from sales</b>	4	<b>1,327,662,108</b>	<b>1,293,931,609</b>	<b>60,190,434</b>	<b>12,287,170</b>
Cost of sales	4, 23	(1,190,081,504)	(1,172,230,352)	(51,527,642)	(10,963,968)
<b>Gross profit</b>		<b>137,580,604</b>	<b>121,701,257</b>	<b>8,662,792</b>	<b>1,323,202</b>
Other income	4	8,489,129	9,483,935	19,843,269	10,797,378
Selling expenses	23	(73,190,001)	(89,396,192)	(3,782,934)	(616,765)
Administrative expenses	4, 23	(55,135,956)	(99,817,557)	(29,906,935)	(80,815,866)
Finance costs		(2,383,196)	(454,284)	(7,348)	(16,855)
<b>Profit (loss) before income tax</b>		<b>15,360,580</b>	<b>(58,482,841)</b>	<b>(5,191,156)</b>	<b>(69,328,906)</b>
Tax expense	15, 25	(11,275,879)	(1,936,931)	(3,467,913)	(123,570)
<b>Profit (loss) for the year</b>		<b>4,084,701</b>	<b>(60,419,772)</b>	<b>(8,659,069)</b>	<b>(69,452,476)</b>
<b>Earnings (loss) per share</b>					
Basic earnings (loss) per share		0.0032	(0.0472)	(0.0068)	(0.0543)
Weighted average number of ordinary shares (shares)		1,279,416,243	1,279,416,065	1,279,416,243	1,279,416,065

THAI CAPITAL CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED DECEMBER 31, 2018

*Baht*

	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
<b>Profit (loss) for the year</b>	<b>4,084,701</b>	<b>(60,419,772)</b>	<b>(8,659,069)</b>	<b>(69,452,476)</b>
<b>Other comprehensive loss:</b>				
<b>Items that are or may be reclassified to profit or loss</b>				
Foreign currency translation differences for foreign operations	(1,021,839)	(1,928,784)	-	-
<b>Other comprehensive loss</b>	<b>(1,021,839)</b>	<b>(1,928,784)</b>	<b>-</b>	<b>-</b>
<b>Total comprehensive income (loss)</b>	<b>3,062,862</b>	<b>(62,348,556)</b>	<b>(8,659,069)</b>	<b>(69,452,476)</b>

THAI CAPITAL CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES  
 STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY  
 FOR THE YEAR ENDED DECEMBER 31, 2018

*Baht*

Consolidated financial statements							
			Retained earnings (deficit)		Other component of shareholders' equity		
			Appropriated	Unappropriated	Other comprehensive loss		
	Note	Issued and paid-up share capital	Premium on share capital		Exchange differences on translating financial statements	Total	
<b>Balance as at January 1, 2017</b>		<b>639,708,033</b>	<b>197,494,020</b>	<b>9,828,921</b>	<b>16,767,559</b>	<b>(3,698,270)</b>	<b>860,100,263</b>
Total comprehensive loss		-	-	-	(60,419,772)	(1,928,784)	(62,348,556)
<b>Balance as at December 31, 2017</b>		<b>639,708,033</b>	<b>197,494,020</b>	<b>9,828,921</b>	<b>(43,652,213)</b>	<b>(5,627,054)</b>	<b>797,751,707</b>
Increase in ordinary shares	21	145	84	-	-	-	229
Total comprehensive income (loss)		-	-	-	4,084,701	(1,021,839)	3,062,862
<b>Balance as at December 31, 2018</b>		<b>639,708,178</b>	<b>197,494,104</b>	<b>9,828,921</b>	<b>(39,567,512)</b>	<b>(6,648,893)</b>	<b>800,814,798</b>

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

**THAI CAPITAL CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES**

**STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**

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

*Baht*

	Note	Separate financial statements			Total
		Issued and paid-up share capital	Premium on ordinary shares	Retained earnings (deficit) Appropriated Unappropriated	
<b>Balance as at January 1, 2017</b>		<b>639,708,033</b>	<b>197,494,020</b>	<b>9,828,921</b> <b>15,483,821</b>	<b>862,514,795</b>
Total comprehensive loss		-	-	- (69,452,476)	(69,452,476)
<b>Balance as at December 31, 2017</b>		<b>639,708,033</b>	<b>197,494,020</b>	<b>9,828,921</b> <b>(53,968,655)</b>	<b>793,062,319</b>
Increase in ordinary shares	21	145	84	- -	229
Total comprehensive loss		-	-	- (8,659,069)	(8,659,069)
<b>Balance as at December 31, 2018</b>		<b>639,708,178</b>	<b>197,494,104</b>	<b>9,828,921</b> <b>(62,627,724)</b>	<b>784,403,479</b>

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

THAI CAPITAL CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2018

Baht

	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
<b>Cash flows from operating activities</b>				
<b>Profit (loss) before income tax</b>	<b>15,360,580</b>	<b>(58,482,841)</b>	<b>(5,191,156)</b>	<b>(69,328,906)</b>
Adjustments to reconcile profit (loss) before income tax to cash generated (paid) from operating activities				
Depreciation and amortization	13,984,337	14,940,205	2,454,273	6,337,773
Doubtful accounts (reversal)	(7,637,774)	10,640,264	(9,062,810)	7,969,860
Loss from devaluation of inventories (reversal)	(3,209,652)	29,809	-	-
Loss from impairment of assets and written-off of assets	2,536,640	1,041,154	1,209,849	25,662
Loss from impairment of investments in subsidiaries	-	-	9,736,216	44,696,623
Loss from impairment of goodwill	-	17,622,071	-	-
Loss on sales of assets	33,681	478,745	-	315,410
Dividend incomes	-	(857,200)	-	(857,200)
Interest income	(449,110)	(914,474)	(248,872)	(1,380,080)
Finance cost	2,383,196	454,284	7,348	16,855
Unrealized (gain) loss on exchange rate	1,349	1,451	(570,840)	(1,527,815)
Gain on sales and revaluation of investments	-	(7,458,140)	-	(7,458,140)
<b>Cash flow before changes in working capital</b>	<b>23,003,247</b>	<b>(22,504,672)</b>	<b>(1,665,992)</b>	<b>(21,189,958)</b>
<b>Changes in working capital</b>				
Trade and other receivables	114,434,085	74,438,596	(8,488,748)	133,289,835
Inventories	24,322,960	(58,482,905)	-	-
Other current assets	1,001,725	(938,773)	350,534	342,671
Other non-current assets	1,642,836	(926,675)	6,100	(90,592)
Trade and other payables	(223,629,909)	158,119,825	19,184,635	797,549
Other current liabilities	391,304	(1,985)	-	(83,900)
Employee benefit obligations	726,306	652,827	100,829	94,515
Other non-current liabilities	(98,437)	4,200	-	-
<b>Cash generated (paid) from operations</b>	<b>(58,205,883)</b>	<b>150,360,438</b>	<b>9,487,358</b>	<b>113,160,120</b>
Income tax paid	(4,618,779)	(6,414,024)	(480,101)	(1,090,312)
<b>Net cash provided by (used in) operating activities</b>	<b>(62,824,662)</b>	<b>143,946,414</b>	<b>9,007,257</b>	<b>112,069,808</b>

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

THAI CAPITAL CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2018

Baht

	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
<b>Cash flows from investing activities</b>				
(Increase) decrease in current investments	(297)	132,289,675	-	132,309,675
Short-term loan to related parties	-	-	(150,866,150)	(111,924,820)
Cash received from short-term loan to related parties	-	-	-	215,891,379
Long-term loan to other company	(1,500,000)	-	-	-
Cash received from long-term loan to other company	231,333	2,211,514	31,395	2,211,514
Restricted investments	-	66,295,216	-	67,135,216
Investments in subsidiaries	-	-	-	(571,999,955)
Purchase of property, plant and equipment	(11,347,841)	(480,571,927)	(10,800)	(246,958)
Purchase of intangible assets	(5,500)	(30,500)	-	-
Sale of assets	7,944	1,072,006	-	99,248,057
Dividend received	-	901,519	-	901,519
Interest received	210,795	1,132,987	10,565	2,562,749
<b>Net cash used in investing activities</b>	<b>(12,403,566)</b>	<b>(276,699,510)</b>	<b>(150,834,990)</b>	<b>(163,911,624)</b>
<b>Cash flows from financing activities</b>				
Increase in short-term loans from financial institutions	50,937,694	39,715,313	-	-
Increase in short-term loans from other company	1,748,217	-	-	-
Cash received from short-term loan from related parties	-	-	139,216,150	133,844,408
Repayment for short-term loan from related parties	-	-	(6,883,618)	(97,075,180)
Repayment for liabilities under finance leases	(91,052)	(81,545)	(91,052)	(81,545)
Increase in ordinary shares	229	-	229	-
Divident payment	(22)	(7,560)	(22)	(7,560)
Finance costs paid	(2,341,472)	(423,029)	(7,348)	(16,855)
<b>Net cash provided by financing activities</b>	<b>50,253,594</b>	<b>39,203,179</b>	<b>132,234,339</b>	<b>36,663,268</b>
<b>Net decrease in cash and cash equivalents</b>	<b>(24,974,634)</b>	<b>(93,549,917)</b>	<b>(9,593,394)</b>	<b>(15,178,548)</b>
Cash and cash equivalents at beginning of the year	39,401,622	134,880,323	10,711,564	25,890,112
Exchange differences on translating financial statements	(1,021,839)	(1,928,784)	-	-
<b>Cash and cash equivalents at end of the year</b>	<b>13,405,149</b>	<b>39,401,622</b>	<b>1,118,170</b>	<b>10,711,564</b>

**THAI CAPITAL CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2018**

**1. GENERAL INFORMATION**

Thai Capital Corporation Public Company Limited (“the Company”) is incorporated in Thailand and has its registered office at 87/2 CRC Tower, 45th Floor, All Seasons Place, Wireless Road, Lumpini, Phatumwan, Bangkok.

The Company was listed on the stock Exchange of Thailand on April 29, 1991.

The Group is engaged in three principal businesses as follows:

- Distribution of coal, palm shell and steel.
- Distribution of ice cream.
- Distribution of wholesale food market.

The financial statements have been approved for issue by the Company’s Board of Directors on February 28, 2019.

**2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS**

The financial statements are prepared in accordance with Thai Financial Reporting Standards (“TFRS”), including the related interpretations and guidelines promulgated by the Federation of Accounting Professions (“FAP”) and the financial reporting requirements of the Securities and Exchange Commission.

The FAP has issued the notifications, mandating the use of Thai Accounting Standards (“TAS”), Thai Financial Reporting Standards (“TFRS”), Thai Standard Interpretations (“TSIC”), Thai Financial Reporting Interpretations (“TFRIC”) (revised 2017) and Accounting Guidance (“AG”), which are effective for the financial statements, which its accounting period beginning on or after January 1, 2018.

During the year, the Group have adopted new and revised TFRS which are effective for the accounting period beginning on or after January 1, 2018. These TFRS were aimed at alignment with the corresponding International Financial Reporting Standards, with most of the changes directed towards revision and clarification of interpretations and accounting guidance and disclosures in the notes to the financial statements to users of TFRS. The adoption of these TFRS does not have any significant impact on the financial statements of the Group.

The financial statements are presented in Thai Baht, which is the Group’s functional currency. The preparation of these financial statements is in Thai and English language and issued for Thai reporting purposes.

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.

## **BASIS OF PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS**

The consolidated financial statements consisted of the financial statements of the Group as follow:

Subsidiaries	Located in	Business type	<i>Percent</i>	
			Percentage of holding	
			2018	2017
Theco Sales Co., Ltd.	Thailand	Distribute of air conditioner (Ceased operations)	99.99	99.99
Thai Capital Corporation (Guangzhou) Co., Ltd.	People's Republic of China	Consultant on coal business (Ceased operations temporarily)	100.00	100.00
P.T. Thai Capital Indo Mining Co., Ltd.	Republic of Indonesia	Sale of solid fuel, liquid fuel and gas (Ceased operations temporarily)	99.83	99.83
TCC Energy Co., Ltd.	Thailand	Sale of coal, plam shell and steel	100.00	100.00
TCC Asset Management Co., Ltd.	Thailand	Asset Management (Not yet operated)	100.00	100.00
NYC-Thai BD Co., Ltd.	Thailand	Distribute of ice cream	100.00	100.00
Chai Market Co., Ltd.	Thailand	Wholesale market	100.00	100.00

All significant intercompany transactions and accounts are eliminated in preparing the consolidated financial statements.

The preparations of the consolidated financial statements have been based on the same accounting policies for the same or similar accounting transactions or accounting events.

Subsidiaries are an entity controlled by the Company. The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that significantly affect the amount of its returns. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

### **New and revised Thai Financial Reporting Standards not yet effective**

During the year, the FAP issued a number of revised and new financial reporting standards and interpretations (revised 2018) including new accounting guidance, which are effective for fiscal years beginning on or after 1 January 2019. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards revision and clarification of interpretations and accounting guidance and disclosures in the notes to the financial statements to users of TFRS.

The financial reporting standard TFRS 15 Revenue from Contracts with Customers, which is effective for fiscal years beginning on or after January 1, 2019, and a set of 5 financial reporting

standards related to financial instruments, which are effective for fiscal years beginning on or after 1 January 2020. Key principles of these standards are summarised below.

### **IFRS 15 Revenue from Contracts with Customers**

IFRS 15 establishes a comprehensive framework for determining the revenue recognition at an amount that reflects the consideration to which the Group expects to be entitled in exchange for transferring goods or services. Revenue should be recognized when (or as) the Group transfers control over goods or services to a customer, measured at the amount to which the Group expects to be entitled.

This IFRS replaces the existing revenue recognition standards as follows:

- TAS 11 (revised 2017) Construction Contracts,
- TAS 18 (revised 2017) Revenue,
- TSIC 31 (revised 2017) Revenue-Barter Transactions Involving Advertising Services,
- TFRIC 13 (revised 2017) Customer Loyalty Programmes,
- TFRIC 15 (revised 2017) Agreements for the Construction of Real Estate, and
- TFRIC 18 (revised 2017) Transfers of Assets from Customers.

### **Thai Financial Reporting Standards related to financial instruments**

The set of IFRSs related to financial instruments consists of five TAS, IFRS and TFRIC as follow:

- TAS 32 Financial Instruments: Presentation
- IFRS 7 Financial Instruments: Disclosures
- IFRS 9 Financial Instruments
- TFRIC 16 Hedges of a Net Investment in a Foreign Operation
- TFRIC 19 Extinguishing Financial Liabilities with Equity Instruments

These IFRSs related to financial instruments make stipulations relating to the classification of financial instruments and their measurement at fair value or amortised cost (taking into account the type of instrument, the characteristics of the contractual cash flows and the Group's business model), calculation of impairment using the expected credit loss method, and hedge accounting. These include stipulations regarding the presentation and disclosure of financial instruments.

This IFRS replaces the TAS, IFRS, TSIC and accounting guidance ("AG") as follows:

- TAS 101 Bad and Doubtful Debts
- TAS 103 Disclosures in the Financial Statements of Bank and Similar Financial Institutions
- TAS 104 (revised 2016) Accounting for Troubled Debt Restructuring
- TAS 105 (revised 2016) Accounting for Investment in Debts and Equity securities
- TAS 106 Accounting for Investment Companies
- TAS 107 (revised 2016) Financial Instruments: Disclosure and Presentation
- TSIC for Asset Transferred by Debtors for Debt Settlement
- AG for derecognition of financial assets and financial liabilities
- AG for insurance business to designation of financial instruments at fair value through profit or loss

At present, the management of the Group is evaluating the impact of this standard to the financial statements in the year when it is adopted.

### **3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

#### **The measurement bases used in preparing the financial statements**

Other than those disclosed elsewhere in the summary of significant accounting policies and other notes to the financial statements, the financial statements are prepared on the historical cost basis.

#### **Revenues**

Revenue excludes value added taxes and is arrived at after deduction of trade discounts.

Revenue is recognized in the statement of income when the significant risks and rewards of ownership have been transferred to the buyer. No revenue is recognized if there is continuing management involvement with the goods or there are significant uncertainties regarding recovery of the consideration due, associated costs or the probable return of goods.

Revenue from services is recognized when services are rendered.

Revenue from rental

Revenue from rental is recognized to the statement of income by the straight-line method over the term of the agreement.

Interest income

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

Dividend received

Dividend received is recognized as income when the Group has the right to receive dividends.

Other income

Other income is recognized on an accrual basis.

#### **Expenses**

Operating leases

Payments made under operating leases are recognized in the statement of income on a straight-line basis over the term of the lease. Lease incentives received are recognized in the statement of income as an integral part of the total lease payments made. Contingent rentals are charged to the statement of income in the accounting period in which they are incurred.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

The interest component of finance lease payments is recognized in the statement of income using the effective interest rate method.

Expenses are recognized on an accrual basis.

## **Employee benefits**

### Short-term benefits

The Group recognizes salaries, wages, bonus and social security contribution as expenses when incurred.

### Post-employment benefits – defined contribution plan

The Group operates a provident fund that is a defined contribution plan. The assets of which are held in a separate trust fund. The provident fund is funded by payments from employees and the Group Contributions to the provident fund and obligations to defined contribution plan are charged to the statement of income in the period to which they relate.

### Post-employment benefits – defined benefit plan

The employee benefit obligations in relation to the severance payment under the labor law and the group's define the additional are recognized as a charge to results of operations over the employee's service period. It is calculated by the estimation of the amount of future benefit to be earned by the employee in return for the service provided to the Group through the service period up to the retirement age and the amount is discounted to determine the present value. The reference discount rate is the yield rate of government bonds as at the reporting date. The calculation is based on the actuarial technique using the Projected Unit Credit Method.

When the employee benefits are improved, the portion of the increased benefit relating to past service rendered by employee is recognized in the statement of income on a straight-line basis over the average period until the benefits become vested.

When the actuarial assumptions are changed, the Group recognizes all actuarial gains (losses) immediately in other comprehensive income.

### Termination benefits

The Group recognizes termination benefits as a liability and expense when the Group terminates the employment of an employee or group of employees before the normal retirement date.

## **Income tax**

Income tax expense for the year comprises current and deferred tax. Current and deferred tax are recognised in profit or loss except to the extent that they relate to items recognised directly in shareholders' equity or in other income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the end of reporting period date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, using tax rates enacted or substantively enacted at the end of reporting period date.

In determining the amount of current and deferred tax, the Group takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. The Group believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax law and prior experience. This assessment relies on estimates

and assumptions and may involve a series of judgements about future events. New information may become available that causes the Group to change their judgement regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax assets and liabilities, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Deferred tax assets are reviewed at the end of reporting period date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

### **Cash and cash equivalents**

Cash and cash equivalents are cash on hand, current deposits and savings deposits, cash at bank with an original maturity of 3 months and short-term investments with high liquidity excluded deposits at bank on obligation.

### **Current investments**

Current investments are fixed deposits with maturities not over one year and investments in marketable securities are stated at fair value as at the end of reporting period. Any changes in value are recognized in the statement of income.

The fair value of investment units is determined from their net asset values.

Gains and losses on disposals of investments are recorded upon disposals. The cost of securities on disposal is average cost method.

### **Trade and other receivables**

Trade and other receivables are stated at their invoice value less allowance for doubtful accounts.

The Group records allowance for doubtful accounts that is provided for the estimated losses that may be incurred in collection of receivables.

In determined an allowance for doubtful accounts, the management needs to make judgment for estimated losses for each outstanding debtor. The allowances for doubtful accounts are determined through a combination of analysis of debt aging, collection experience, and taking into account change in the current economic conditions. However, the use of different estimates and assumptions could affect the amounts of allowances for receivable losses and adjustments to the allowances may therefore be required in the future.

## **Inventories**

Inventories are stated at the lower of cost and net realizable value. Cost is calculated as follows;

Coal and palm shell	- the first in – first out method
Ice cream	- the average cost method

Cost comprises of all costs of purchases, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realizable value is the estimated selling price in the ordinary course of business less the costs to make the sale.

The Group records allowance for devaluation of inventories is made for all deteriorated, damaged, obsolete and slow-moving inventories.

## **Investments in subsidiaries**

Investments in subsidiaries in the separate financial statements are accounted for using the cost method less allowance for impairment loss (if any).

## **Investment property**

Investment property is the property held for earning rental income, or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Investment property is stated at cost less accumulated depreciation and allowance for impairment.

Cost includes expenditure that is directly attributable to the acquisition of the investment properties. The cost of self-constructed investment properties includes the cost of materials and direct labour, and other costs directly attributable to bringing the investment properties to a working condition for its intended use and capitalised borrowing costs.

Depreciation is charged to profit or loss on a straight-line basis over the estimated useful lives of each property. The estimated useful lives are as follows:

	<i>years</i>
Building	20

Depreciation is included in determining income and no depreciation is provided on land.

## **Subsequent costs**

The cost of replacing a part of an item of property and plant is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company, and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property and plant are recognized in profit or loss as incurred.

## **Reclassification to property and plant**

When the use of an investment properties changes such that it is reclassified as property and plant, its carrying amount at the date of reclassification becomes its cost for subsequent accounting.

## Property, plant and equipment

### Owned assets

Land is stated at cost. Plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labor, any other costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located, and capitalized borrowing costs. Purchased software that is integral to the functionality of the related equipment is capitalized as part of that equipment.

When parts of an item of property, plant and equipment have different consumption patterns or useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized net within other income or other expenses in profit or loss.

### Subsequent costs

The cost of replacing a part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property, plant and equipment are recognized in profit or loss as incurred.

### Depreciation

Depreciation is calculated based on the depreciable amount of plant and equipment, which is the cost of an asset, or other amount substituted for cost, less its residual value.

Depreciation is charged to profit or loss on a straight-line basis over the estimated useful lives of each component of an item of assets. The estimated useful lives are as follows:

	<i>years</i>
Buildings	5 and 20
Machinery and factory equipment	5 and 10
Office equipment	3 and 5
Vehicles	5

Depreciation for the finance lease assets is charged as expense for each accounting period. The depreciation method for leased assets is consistent with that for depreciable assets that are owned by the Group.

For the Group, no depreciation is provided on land or assets under construction.

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

## **Intangible asset**

Intangible assets that are acquired by the Group, which have finite useful lives, are stated at cost less accumulated amortization and accumulated impairment losses.

### Subsequent expenditure

Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognized in profit or loss as incurred.

### Amortization

Amortization is calculated based on the cost of the asset, or other amount substituted for cost, less its residual value.

Amortization is recognized in profit or loss on a straight-line basis over the estimated useful lives of intangible assets, other than goodwill, from the date that they are available for use, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset.

The estimated useful lives are as follows:

	<i>years</i>
Software	5 and 10

For the Group, no amortization is provided on assets under development.

Amortization methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

## **Impairment of assets**

The carrying amounts of the Group's assets are reviewed at each reporting period to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated. For goodwill and intangible assets that have indefinite useful lives or are not yet available for use, the recoverable amount is estimated each year at the same time.

An impairment loss is recognized if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. The impairment loss is recognized in profit or loss unless it reverses a previous revaluation credited to equity, in which case it is charged to equity.

When a decline in the fair value of an available-for-sale financial asset has been recognized directly in equity and there is objective evidence that the value of the asset is impaired, the cumulative loss that had been recognized directly in equity is recognized in profit or loss even though the financial asset has not been derecognized. The amount of the cumulative loss that is recognized in profit or loss is the difference between the current fair value and acquisition cost, less any impairment loss on that financial asset previously recognized in profit or loss.

### Calculation of recoverable amount

The recoverable amount of a non-financial asset is the greater of the asset's value in use and fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

### Reversals of impairment

An impairment loss in respect of financial asset is reversed if the subsequent increase in recoverable amount can be related objectively to an event occurring after the impairment loss was recognized in profit or loss.

An impairment loss in respect of goodwill is not reversed. Impairment losses recognized in prior periods in respect of other non-financial assets are assessed at each reporting period for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of accumulated depreciation or accumulated amortisation, if no impairment loss had been recognised.

## **Foreign currencies**

### Functional and presentation currency

The financial statements of each entity within the Group are presented in the functional currency which is the currency of the primary economic environment in which the entity operates. The financial statements of the Group are presented in the presentation currency as Thai Baht in accordance with the regulatory requirements in Thailand. The functional currency of the Company and its subsidiaries in Thailand is Thai Baht, whereas the functional currencies of foreign operations are Renminbi and Rupiah.

### Foreign currency transactions

Transactions in foreign currencies are translated into the functional currencies using the exchange rate at the date of transactions.

Monetary assets and liabilities denominated in foreign currencies at the end of reporting period date are translated into the functional currency using the exchange rate at the end of reporting period date. Gain or loss on translating is recognized in profit or loss.

Non-monetary assets and liabilities measured at cost in foreign currencies at the end of reporting period date are translating into the functional currency using the exchange rate at the date of transaction.

### Translation of the Group's financial statements

The financial statements of the Group are translated into the presentation currency using the following exchange rate:

- The Group's assets and liabilities are translated at the closing rate as at the end of reporting period date.
- The Group's revenues and expenses are translated at the average exchange rates during the years which are approximate the exchange rates at the dates of transactions; and
- Share capital is translated at historical rates.

Exchange differences on translating financial statements are recognized in the other comprehensive income and presented in the exchange differences as a separate component of shareholders' equity until the disposal of the foreign operations.

## **Finance lease**

The Group recognised finance leases as assets and liabilities in the consolidated statement of financial position at amounts equal to the fair value of the leased property or, if lower, the present value of the minimum lease payments, each determined at the inception of the lease. Lease payments are apportioned between the finance charge and the reduction of the outstanding liabilities. The finance charge is allocated to the periods during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

## **Dividends**

Dividend and interim dividend payment are recorded in the financial statements in the period in which they are approved by Shareholders' meeting and Board of Directors' meeting.

## **Provisions**

A provision is recognized in the statement of financial position when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

The Group is obligated to remove decoration and fixtures and restore the rental spaces before returning them to the lessors at the end of the rental agreements. The Group records a provision for decommissioning whenever it is highly probable that an obligation will arise as a result of a past event and the amount of the obligation can be reliably estimated. In estimating of decommissioning costs, the management exercises judgement in predicting future decommissioning costs, discount rate and economic useful lives of the assets.

## **Premium on share**

According to the Section 51 of the Public Limited Companies Act B.E. 2535 requires companies to set aside share subscriptions received in excess of the par value of the shares issued to a reserve account ("Premium on share capital"). Share premium is not available for dividend distribution.

## **Basic earnings (loss) per share**

Basic earnings (loss) per share is calculated by dividing profit (loss) for the years by the weighted average number of ordinary shares issued and paid-up during the years.

For the years ended December 31, 2018 and 2017 were as follows:

	<i>Baht</i>			
	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
Profit (loss) for the years	4,084,701	(60,419,772)	(8,659,069)	(69,452,476)
<b>Weighted average number of ordinary shares (shares)</b>				
Issued ordinary shares the beginning of year	1,279,416,065	1,279,416,065	1,279,416,065	1,279,416,065
Effect of shares issued	178	-	178	-
Weighted average number of ordinary shares	<u>1,279,416,243</u>	<u>1,279,416,065</u>	<u>1,279,416,243</u>	<u>1,279,416,065</u>
Basic earnings (loss) per share	<u>0.0032</u>	<u>(0.0472)</u>	<u>(0.0068)</u>	<u>(0.0543)</u>

### **Diluted earnings (loss) per share**

Diluted earnings (loss) per share is calculated by dividing the profit (loss) of ordinary shareholders by the sum of the weighted average number of ordinary shares outstanding during the years plus the weighted average number of shares to be issued for the exercise of all dilutive potential ordinary shares into ordinary shares, without any consideration. The calculation assumes that the holders will exercise dilutive potential ordinary shares into ordinary shares when the exercise price is lower than fair value of ordinary shares. However, the average fair value of the Company's ordinary shares for the year ended December 31, 2018, is lower than the exercise price. Therefore, the Company does not include the result of equivalent ordinary shares for calculating diluted profit (loss) per shares.

### **Fair value measurement**

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

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

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

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

#### 4. TRANSACTIONS WITH RELATED PARTIES

The Company had transactions with related parties. These parties are related through common shareholders and/or directorships or close members of the family of an individual. The significant transactions with related parties as included in the financial statements were determined at prices in line occurring in the normal course of business based on the market price in general or the price as stipulated in the agreement if no market price exists.

Significant transactions with related parties for the years ended December 31, 2018 and 2017 were as follows:

	<i>Baht</i>			
	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
<b>Subsidiaries</b>				
Theco Sales Co., Ltd.				
Other income	-	-	-	22,430
P.T. Thai Capital Indo Mining Co., Ltd.				
Administrative expenses	-	-	1,949,522	2,038,266
TCC Energy Co., Ltd.				
Management fee income	-	-	21,000,000	15,737,742
Interest income	-	-	-	658,880
Purchase goods	-	-	40,143,362	5,100,238
Transfer of property, plant and equipment	-	-	-	98,933,061
NYC-Thai BD Co., Ltd.				
Interest income	-	-	-	123,585
Administrative expenses	-	-	15,836	30,300
<b>Related companies</b>				
Far East Knitting & Spining Co., Ltd.				
Revenue from sales	11,214,428	31,205,408	-	-
Purchase of land and building	-	600,000,000	-	-
You and I Group Co., Ltd.				
Revenue from sales	3,368,159	2,830,276	-	-
Revenue from sales of asset	45,000	-	-	-
<b>Related person</b>				
Revenue from sales	-	5,660	-	-

The significant balances of assets and liabilities with related parties as at December 31, 2018 and 2017 were as follows:

	<i>Baht</i>			
	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Trade receivables				
Theco Sales Co., Ltd.	-	-	15,504,439	15,504,439
Far East Knitting & Spining Co., Ltd.	20,082,610	16,522,119	-	-
You and I Group Co., Ltd.	292,752	685,121	-	-
<b>Total</b>	<b>20,375,362</b>	<b>17,207,240</b>	<b>15,504,439</b>	<b>15,504,439</b>
<b>Less: Allowance for doubtful accounts</b>	<b>(4,823,686)</b>	<b>-</b>	<b>(15,504,439)</b>	<b>(15,504,439)</b>
Trade receivables - net	<u>15,551,676</u>	<u>17,207,240</u>	<u>-</u>	<u>-</u>
Other receivables				
Theco Sales Co., Ltd.	-	-	1,461,111	1,380,909
Thai Capital Corporation (Guangzhou) Co., Ltd.	-	-	1,086,424	922,361
P.T. Thai Capital Indo Mining Co., Ltd.	-	-	-	42,269
TCC Energy Co., Ltd.	-	-	9,562,106	5,936,813
TCC Asset Management Co., Ltd.	-	-	675	157,711
Chai Market Co., Ltd.	-	-	2,540,326	1,823,940
You and I Group Co., Ltd.	49,200	-	-	-
<b>Total</b>	<b>49,200</b>	<b>-</b>	<b>14,650,642</b>	<b>10,264,003</b>
<b>Less: Allowance for doubtful accounts</b>	<b>-</b>	<b>-</b>	<b>(2,547,535)</b>	<b>(1,966,503)</b>
Other receivables - net	<u>49,200</u>	<u>-</u>	<u>12,103,107</u>	<u>8,297,500</u>
Investments in subsidiaries (see note 10)	-	-	755,647,624	765,383,840
Trade payables				
TCC Energy Co., Ltd.	-	-	15,512,659	-
Payable from purchase of assets				
Far East Knitting & Spining Co., Ltd. (see note 13)	<u>1,327,379</u>	<u>131,415,379</u>	<u>-</u>	<u>-</u>
Other payables				
Thai Capital Corporation (Guangzhou) Co., Ltd.	-	-	167,433	177,699
P.T. Thai Capital Indo Mining Co., Ltd.	-	-	18,314,398	16,937,191
TCC Energy Co., Ltd.	-	-	-	400,533
Related persons	2,794,386	-	-	-
<b>Total</b>	<b>2,794,386</b>	<b>-</b>	<b>18,481,831</b>	<b>17,515,423</b>

### Short-term loans to related party

Short-term loans to related party in the separate financial statement as at December 31, 2018 and 2017 consisted of:

	<i>Baht</i>	
	2018	2017
Chai Market Co., Ltd.	197,802,712	46,936,562

Movements of short-term loans to related party in the separate financial statement for years ended December 31, 2018 and 2017 were as follows:

	<i>Baht</i>	
	2018	2017
Beginning balance	46,936,562	145,891,379
Increase	150,866,150	116,936,562
Decrease	-	(215,891,379)
Ending balance	197,802,712	46,936,562

The Company had short-term loans to Chai Market Co., Ltd., without agreement, no interest charged and unsecured.

### Short-term loans from related parties

Short-term loans from related parties in the separate financial statement as at December 31, 2018 and 2017 consisted of:

	<i>Baht</i>	
	2018	2017
TCC Energy Co., Ltd.	139,113,566	6,017,289
TCC Asset Management Co., Ltd.	23,550,000	23,000,000
P.T. Thai Capital Indo Mining Co., Ltd.	6,438,194	7,751,939
Total	169,101,760	36,769,228

Movements of short-term loans from related parties in the separate financial statement for year ended December 31, 2018 and 2017 were as follows:

	<i>Baht</i>	
	2018	2017
Beginning balance	36,769,228	-
Increase	139,216,150	133,844,408
Decrease	(6,883,618)	(97,075,180)
Ending balance	169,101,760	36,769,228

The Company had short-term loans from TCC Energy Co., Ltd. and TCC Asset Management Co., Ltd. without agreement, no interest charged and unsecured.

The Company had short-term loans from P.T. Thai Capital Indo Mining Co., Ltd. with agreement, no interest charged and unsecured.

### **Significant agreement**

Chai Market Co., Ltd. entered into the purchase land including construction agreement with Far East Knitting & Spining Co., Ltd. in the amount of Baht 600 million and had already paid in the amount of Baht 598.67 million, The subsidiary got the assets ownership on August 23, 2017 (see note 13).

On December 22, 2017, the Group repaid the payable for purchase of assets in the amount of Baht 39.67 million, by offsetting with trade account receivables - related company.

### **Key management personnel compensation**

Key management personnel compensation for the years ended December 31, 2018 and 2017 consisted of:

	<i>Baht</i>			
	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Short-term benefits	11,407,988	16,660,826	7,123,539	9,408,165
Long-term benefits	383,715	191,710	183,929	87,345
Total	<u>11,791,703</u>	<u>16,852,536</u>	<u>7,307,468</u>	<u>9,495,510</u>

### **Directors' remuneration**

Directors' remuneration represents benefits paid to the director of the Company in accordance with Section 90 of the Public Company Limited Act, exclusive of salaries and related benefit payable to directors who hold executive positions.

For the year ended December 31, 2018, directors' remuneration was in the amount of Baht 2.19 million (year 2017: Baht 2.51 million).

### **Transfer of coal business segment**

During the year 2016, the Group had been restructured by transferring the coal business segment of the Company to TCC Energy Co., Ltd. (the subsidiary).

During the year 2016,

The Company had disposed its inventories, including transferred the personnel to the subsidiary.

The subsidiary had leased the Company's assets related to coal business segment comprising of land, building, machinery and factory equipment.

The Company's assets related to coal business segment were reclassified from land and building account to the investment property in the separate financial statements.

During the year 2017,

The assets related to coal business segment had been sold to the subsidiary at their carrying amount (investment property and equipment) including the obligation from liability securities comprising of land, building, machinery and factory equipment (see notes 12 and 13).

The Company has charged cost from asset utilization and operating expenses as follows:

Since July 2016 to January 2017, the service rendered was charged at the actual cost incurred plus margin, totaling Baht 12.98 million.

Since February 2017 to May 2017, the service rendered was monthly charged at the rate of Baht 1.80 million.

Since June 2017 to March 2018, the service rendered was monthly charged at the rate of Baht 1 million.

Since April 2018 to December 2018, the service rendered was monthly charged at the rate of Baht 2 million.

Service income was included in the related party transactions at the actual cost incurred plus margin and the contract value.

The above income was presented in the statement of income under the account “other income” at the netted amount of service income and the actual cost incurred.

#### **Co-guarantee for liabilities with related parties**

As at December 31, 2018, had co-guarantee liabilities as follows:

##### **The Company**

The Company has guaranteed liabilities for purchase of goods of the subsidiary in the amount of Baht 60 million without compensation.

The Company had guaranteed for credit facilities from financial institutions of the TCC Energy Co., Ltd without compensation (see note 15).

The Company has guaranteed credit facilities from sales of trade receivables, which is a transfer of rights of the TCC Energy Co., Ltd (see note 18).

##### **Subsidiaries**

The director of the subsidiaries had mortgaged land including existing construction as collateral for credit facilities from financial institutions of the subsidiaries without compensation (see note 16).

## Nature of relationship

Name	Country	Relation	Type of relation
Theco Sales Co., Ltd.	Thailand	Subsidiary	Direct holding
Thai Capital Corporation (Guangzhou) Co., Ltd.	People's Republic of China	Subsidiary	Direct holding
P.T. Thai Capital Indo Mining Co., Ltd.	Republic of Indonesia	Subsidiary	Direct holding
TCC Energy Co., Ltd.	Thailand	Subsidiary	Direct holding
TCC Asset Management Co., Ltd.	Thailand	Subsidiary	Direct holding
NYC-Thai BD Co., Ltd.	Thailand	Subsidiary	Direct holding
Chai Market Co., Ltd.	Thailand	Subsidiary	Direct holding
Far East Knitting & Spining Co., Ltd.	Thailand	Related company	Management and/or shareholders are family
You and I Group Co., Ltd.	Thailand	Related company	Management and/or shareholders are family

## Bases of measurement for intercompany revenues and expenses

	Pricing policies
Purchase of goods	Stipulate in the agreement
Sale of goods	Market Price / stipulate in the agreement
Sale of assets	Book value/ stipulate in the agreement
Management fee income	Actual cost incurred plus margin and the contract value
Interest income	Referred to the commercial bank's interest rate
Purchase of assets	Stipulate in the agreement at referred the appraisal value of independent appraiser
Administrative expenses	Stipulate in the agreement

## 5. CASH AND CASH EQUIVALENTS

Cash and cash equivalents as at December 31, 2018 and 2017 consisted of:

	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Cash	384,710	503,678	113,713	144,187
Cash at banks	13,020,439	38,897,944	1,004,457	10,567,377
Total	13,405,149	39,401,622	1,118,170	10,711,564

*Baht*

## 6. CURRENT INVESTMENTS

Current investments as at December 31, 2018 and 2017 consisted of:

	<i>Baht</i>	
	Consolidated financial statements	
	2018	2017
Fixed deposits	20,297	20,000

Trading securities

Movements of trading securities for the year ended December 31, 2017 were as follows:

	<i>Baht</i>
	Consolidated and separate financial statements
Current investments at the beginning of year	124,851,535
Purchases during the year	783,211,021
Sales during the year	(915,520,696)
Gain on sales and revaluation of investments	7,458,140
Current investments at the end of year	-

## 7. TRADE AND OTHER RECEIVABLES

Trade and other receivables as at December 31, 2018 and 2017 consisted of:

	<i>Baht</i>			
	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Trade receivables	128,786,803	250,303,625	45,522,670	40,947,528
<b>Less:</b> Allowance for doubtful accounts	(20,623,655)	(28,261,430)	(31,303,686)	(40,947,528)
Trade receivables - net	108,163,148	222,042,195	14,218,984	-
Other receivables				
Accrued income	327,309	32,574	1,558,307	1,320,000
Advance payment	3,095,261	542,570	18,000	95,670
Prepaid expenses	1,067,919	1,636,758	705,052	1,290,043
Others	1,368,618	1,562,409	14,311,262	10,073,954
Total	5,859,107	3,774,311	16,592,621	12,779,667
<b>Less:</b> Allowance for doubtful accounts	(980,621)	(1,307,840)	(3,528,155)	(3,274,343)
Other receivables - net	4,878,486	2,466,471	13,064,466	9,505,324
Trade and other receivables - net	113,041,634	224,508,666	27,283,450	9,505,324

As at December 31, 2018, trade receivables of the subsidiary in the amount of Baht 2.18 million were discounted to a factoring company. In case the factoring company did not receive from such trade receivables, the subsidiary agreed to redeem such trade receivable from the factoring company (see note 18).

Movements of allowance for doubtful accounts for the years ended December 31, 2018 and 2017 were as follows:

	<i>Baht</i>			
	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Beginning balance	29,569,270	19,263,848	44,221,871	36,252,012
<b>Add (less) Doubtful accounts (reversal)</b>	(7,637,574)	10,305,422	(9,062,610)	7,969,859
<b>Less Written of bad debt</b>	(327,420)	-	(327,420)	-
Ending balance	<u>21,604,276</u>	<u>29,569,270</u>	<u>34,831,841</u>	<u>44,221,871</u>

As at December 31, 2018 and 2017, the Group had outstanding balances of trade receivables aged by number of months as follows:

	<i>Baht</i>			
	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
<b>Trade receivables - other company</b>				
Current	48,812,930	80,255,440	8,075,679	-
Overdue				
Not over 3 months	41,644,633	124,579,196	4,291,635	-
Over 6 months up to 12 months	1,443	9,193,052	-	6,675,910
Over 12 months	17,952,435	19,068,697	33,155,356	34,271,618
Total	<u>108,411,441</u>	<u>233,096,385</u>	<u>45,522,670</u>	<u>40,947,528</u>
<b>Trade receivables - related party</b>				
Current	2,843,793	4,734,278	-	-
Overdue				
Not over 3 months	6,755,416	5,569,350	-	-
Over 6 months up to 12 months	6,742,138	6,903,612	-	-
Over 12 months	4,034,015	-	-	-
Total	<u>20,375,362</u>	<u>17,207,240</u>	<u>-</u>	<u>-</u>
<b>Grand total</b>	<u>128,786,803</u>	<u>250,303,625</u>	<u>45,522,670</u>	<u>40,947,528</u>

## 8. INVENTORIES

Inventories as at December 31, 2018 and 2017 consisted of:

	<i>Baht</i>	
	Consolidated financial statements	
	2018	2017
Coal	111,962,386	142,211,069
Palm shell	6,656,682	-
Ice cream	3,155,984	3,886,943
Total	121,775,052	146,098,012
<b>Less:</b> Allowance for devaluation of inventories	(5,323,238)	(8,532,890)
Inventories - net	<u>116,451,814</u>	<u>137,565,122</u>

For the years ended December 31, 2018 and 2017 movements of allowance for devaluation of inventories were as follows:

	<i>Baht</i>	
	Consolidated financial statements	
	2018	2017
Beginning balance	8,532,890	8,503,081
<b>Add (less) :</b> Loss from devaluation of inventories (reversal)	(3,209,652)	29,809
Ending balance	<u>5,323,238</u>	<u>8,532,890</u>

## 9. RESTRICTED INVESTMENTS

Restricted investments as at December 31, 2018 and 2017 consisted of:

	<i>Baht</i>		Collateral / Commitments
	Consolidated financial statements		
	2018	2017	
Government bonds	<u>840,000</u>	<u>840,000</u>	Letters of guarantee for electricity

## 10. INVESTMENTS IN SUBSIDIARIES

Investments in subsidiaries in separate financial statements as at December 31, 2018 and 2017 consisted of:

Subsidiaries	Holding (%)		Paid-up share capital		Cost		Allowance for impairment		Net	
	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
	<i>Baht</i>									
Theco Sales Co., Ltd.	99.99	99.99	10,000,000	10,000,000	9,999,300	9,999,300	(9,999,300)	(9,999,300)	-	-
Thai Capital Corporation (Guangzhou) Co., Ltd.	100.00	100.00	2,440,178	2,440,178	2,440,178	2,440,178	(2,440,178)	(2,440,178)	-	-
P.T. Thai Capital Indo Mining Co., Ltd.	99.83	99.83	30,162,915	30,162,915	30,110,130	30,110,130	(8,495,135)	(7,442,898)	21,614,995	22,667,232
TCC Energy Co., Ltd.	100.00	100.00	300,000,000	300,000,000	299,999,985	299,999,985	-	-	299,999,985	299,999,985
TCC Asset Management Co., Ltd.	100.00	100.00	25,000,000	25,000,000	25,000,000	25,000,000	-	-	25,000,000	25,000,000
NYC-Thai BD Co., Ltd.	100.00	100.00	42,000,000	42,000,000	60,930,885	60,930,885	(51,898,211)	(43,214,232)	9,032,674	17,716,653
Chai Market Co., Ltd.	100.00	100.00	400,000,000	400,000,000	399,999,970	399,999,970	-	-	399,999,970	399,999,970
Total					828,480,448	828,480,448	(72,832,824)	(63,096,608)	755,647,624	765,383,840

Movements of allowance for impairment of investments in subsidiaries for the years ended December 31, 2018 and 2017 were as follows:

	2018	<i>Baht</i> 2017
Beginning balance	63,096,608	18,399,985
<b>Add:</b> Loss on impairment	9,736,216	44,696,623
Ending balance	<u>72,832,824</u>	<u>63,096,608</u>

The Company provided an allowance for impairment of investments in subsidiaries based on the net book value in the financial statements of such subsidiaries.

#### **Chai Market Co., Ltd.**

The Board of Directors' Meeting held on April 17, 2017 passed a resolution approving incorporated "Chai Market Co.,Ltd." (Subsidiary) with the authorized share capital in the amount of Baht 400 million, divided into 40 million ordinary shares with the par value of Baht 10 each, which the Company's shareholding is 100 percent. The subsidiary had paid-up its share capital.

The establishment of these company was registered with the Ministry of Commerce on April 19, 2017.

#### **TCC Energy Co., Ltd.**

The Board of Directors' Meeting held on May 19, 2017 passed a resolution to approve the payment of shares remained in the amount of Baht 150 million.

The subsidiary had already registered paid-up of its share capital with the Ministry of Commerce on June 22, 2017.

#### **NYC-Thai BD Co., Ltd.**

In year 2017

The Company invest in increasing of ordinary shares of NYC-Thai BD Co., Ltd. in the amount of Baht 22 million (see note 20).

The mentioned goodwill was fully impaired of investments of NYC-Thai BD Co., Ltd. due to the operation of such the Subsidiary did not meet at the Group's expectation.

## 11. LOAN TO OTHER COMPANY

Loan to other company as at December 31, 2018 and 2017 consisted of:

	<i>Baht</i>			
	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	2018	2017	2018	2017
Loan to other company	1,300,061	31,395	-	31,395
<b>Less:</b> Current portion	(811,832)	(31,395)	-	(31,395)
Long-term loan to other company	488,229	-	-	-

TCC Energy Co., Ltd. had loan to a company (“the borrower”) in the amount of Baht 1.50 million, with a monthly repayment of principal and interest which would be completed within 24 month determining period from November 16, 2018 to November 30, 2020 and interest rate charged at 15% per annum. The borrower had pledged their truck registration and the post-dated cheque in full amount as collateral.

## 12. INVESTMENT PROPERTY

Movements of investment property for the year ended December 31, 2017 were as follows:

	<i>Baht</i>		
	<u>Separate financial statements</u>		
	Land	Buildings	Total
<b>Cost</b>			
At January 1, 2017	27,091,616	100,306,380	127,397,996
Disposals / transfer out	(27,091,616)	(100,306,380)	(127,397,996)
At December 31, 2017	-	-	-
<b>Accumulated depreciation</b>			
At January 1, 2017	-	38,129,283	38,129,283
Depreciation	-	2,030,435	2,030,435
Disposals / transfer out	-	(40,159,718)	(40,159,718)
At December 31, 2017	-	-	-
<b>Net book value</b>			
At December 31, 2017	-	-	-

	<i>Millions Baht</i>
	<u>Separate financial statements</u>
Depreciation for the year ended December 31, 2017 were included in administrative expenses	2.03

During the year 2017

The Company sold assets for the coal business to the subsidiary (see note 4).

### 13. PROPERTY, PLANT AND EQUIPMENT

Movements of property, plant and equipment for the years ended December 31, 2018 and 2017 were as follows:

*Baht*

	Consolidated financial statements						Total
	Land	Buildings	Machinery and factory equipment	Office equipment	Vehicles	Work in progress	
<b>Cost</b>							
At January 1, 2017	27,091,616	108,390,912	41,629,423	18,381,381	12,184,526	-	207,677,858
Purchases / transfer in	450,000,000	997,800	73,900	874,605	-	160,466,000	612,412,305
Disposals / transfer out	-	(1,753,600)	(3,006,555)	(295,193)	(2,893,657)	-	(7,949,005)
Exchange differences	-	-	-	(5,997)	-	-	(5,997)
At December 31, 2017	477,091,616	107,635,112	38,696,768	18,954,796	9,290,869	160,466,000	812,135,161
Purchases / transfer in	13,257,000	-	131,400	133,369	-	2,783,102	16,304,871
Disposals / transfer out	-	(2,099,992)	(7,500)	(788,903)	(26,000)	-	(2,922,395)
Exchange differences	-	-	-	(11,313)	-	-	(11,313)
At December 31, 2018	490,348,616	105,535,120	38,820,668	18,287,949	9,264,869	163,249,102	825,506,324

## Consolidated financial statements

	Land	Buildings	Machinery and factory equipment	Office equipment	Vehicles	Work in progress	Total
<b>Accumulated depreciation</b>							
At January 1, 2017	-	40,604,392	33,530,933	9,779,213	3,872,875	-	87,787,413
Depreciation	-	6,592,637	3,394,247	2,617,484	1,163,535	-	13,767,903
Disposals / transfer out	-	(764,286)	(2,890,425)	(312,080)	(1,390,289)	-	(5,357,080)
Exchange differences	-	-	-	(4,545)	-	-	(4,545)
At December 31, 2017	-	46,432,743	34,034,755	12,080,072	3,646,121	-	96,193,691
Depreciation	-	6,139,691	3,014,616	2,606,690	1,082,200	-	12,843,197
Disposals / transfer out	-	(884,146)	(1,376)	(654,464)	(23,207)	-	(1,563,193)
Exchange differences	-	-	-	(9,964)	-	-	(9,964)
At December 31, 2018	-	51,688,288	37,047,995	14,022,334	4,705,114	-	107,463,731
<b>Allowance for impairment</b>							
At December 31, 2017	-	-	-	-	-	-	-
Loss on impairment	-	-	-	228,700	-	-	228,700
At December 31, 2018	-	-	-	228,700	-	-	228,700
<b>Net book value</b>							
At December 31, 2017	477,091,616	61,202,369	4,662,013	6,874,724	5,644,748	160,466,000	715,941,470
At December 31, 2018	490,348,616	53,846,832	1,772,673	4,265,615	4,559,755	163,249,102	717,813,893

## Separate financial statements

	Machinery and factory equipment	Office equipment	Vehicles	Total
<b>Cost</b>				
At January 1, 2017	41,629,423	12,425,257	10,906,769	64,961,449
Purchases / transfer in	-	246,958	-	246,958
Disposals / transfer out	(41,629,423)	(997,440)	(9,538,545)	(52,165,408)
At December 31, 2017	-	11,674,775	1,368,224	13,042,999
Purchases / transfer in	-	10,800	-	10,800
Disposals / transfer out	-	-	-	-
At December 31, 2018	-	11,685,575	1,368,224	13,053,799
<b>Accumulated depreciation</b>				
At January 1, 2017	33,530,933	8,444,882	3,642,288	45,618,103
Depreciation	1,484,970	1,338,502	497,897	3,321,369
Disposals / transfer out	(35,015,903)	(957,272)	(3,841,381)	(39,814,556)
At December 31, 2017	-	8,826,112	298,804	9,124,916
Depreciation	-	1,275,150	223,645	1,498,795
Disposals / transfer out	-	-	-	-
At December 31, 2018	-	10,101,262	522,449	10,623,711
<b>Net book value</b>				
At December 31, 2017	-	2,848,663	1,069,420	3,918,083
At December 31, 2018	-	1,584,313	845,775	2,430,088

	<i>Millions Baht</i>			
	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
Depreciation for the years ended December 31, were included in				
- Cost of sales	8.19	10.79	0.05	1.57
- Administrative expenses	4.65	3.00	1.45	1.75
Total	<u>12.84</u>	<u>13.79</u>	<u>1.50</u>	<u>3.32</u>
As at December 31, The gross carrying amount fully depreciated that still in use	<u>26.31</u>	<u>25.11</u>	<u>5.76</u>	<u>5.48</u>

During the year 2017, the Company has sold the machinery and factory equipment to the subsidiary (see note 4).

The subsidiary had mortgaged land including existing construction and to be constructed in the future as collateral for bank overdraft and short-term loans from financial institutions (see notes 4 and 16).

On April 19, 2017, Chai Market Co., Ltd. (“the Buyer”) entered into the sale and purchase agreement with Far East Knitting & Spining Co., Ltd. (see note 4) (“Seller”) to purchase land with constructions of Baht 600 million, divided into land valued of Baht 450 million and the constructions valued of Baht 150 million, for the purpose of the wholesale food market business.

	As at December 31, 2018		
	<i>Millions Baht</i>		
	Parties	Period	The rate of lease per month
Property lease agreement (lessee)			
The Company	Other company	3 years	0.08
The Company	Other company	Until termination contract	0.10

## 14. INTANGIBLE ASSET

Movements of intangible asset for the years ended December 31, 2018 and 2017 were as follows:

	<i>Baht</i>	
	Consolidated financial statements	Separate financial statements
	Software	Software
<b>Cost</b>		
At January 1, 2017	13,447,480	12,534,915
Additions / transfer in	30,500	-
Disposals / transfer out	-	-
At December 31, 2017	13,477,980	12,534,915
Additions / transfer in	130,100	-
Transfer / adjust	(124,600)	-
Disposals / transfer out	(109,364)	(80,000)
At December 31, 2018	13,374,116	12,454,915
<b>Accumulated amortization</b>		
At January 1, 2017	4,029,635	3,913,794
Amortization	1,172,282	985,968
Disposals / transfer out	-	-
At December 31, 2017	5,201,917	4,899,762
Amortization	1,141,140	955,479
Transfer / adjust	35,497	-
Disposals / transfer out	(129,190)	(79,999)
At December 31, 2018	6,249,364	5,775,242
<b>Net book value</b>		
At December 31, 2017	8,276,063	7,635,153
At December 31, 2018	7,124,752	6,679,673

	<i>Millions Baht</i>			
	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Amortization for the years ended December 31, were included in				
- selling expenses	0.05	-	-	-
- administrative expenses	1.09	1.17	0.96	0.99
Total	1.14	1.17	0.96	0.99

## 15. DEFERRED TAX

Deferred tax as at December 31, 2018 and 2017 consisted of:

	<i>Baht</i>			
	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Deferred tax assets	2,623,563	5,986,917	-	3,467,913

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

	<i>Baht</i>				
	Consolidated financial statements				
	January 1, 2017	Profit	December 31, 2017	Profit (loss)	December 31, 2018
<b>Deferred tax assets</b>					
Trade and other receivables	3,591,202	162,557	3,753,759	(2,789,022)	964,737
Inventories	1,700,616	-	1,700,616	(660,107)	1,040,509
Provisions	411,428	121,114	532,542	85,775	618,317
Total	5,703,246	283,671	5,986,917	(3,363,354)	2,623,563
	<i>Baht</i>				
	Separate financial statements				
	January 1, 2017	Profit (loss)	December 31, 2017	Loss	December 31, 2018
<b>Deferred tax assets</b>					
Trade and other receivables	3,561,614	(133,021)	3,428,593	(3,428,593)	-
Provisions	29,869	9,451	39,320	(39,320)	-
Total	3,591,483	(123,570)	3,467,913	(3,467,913)	-

## 16. SHORT-TERM LOANS FROM FINANCIAL INSTITUTIONS

Short-term loans from financial institutions as at December 31, 2018 and 2017 consisted of:

	<i>Baht</i>	
	Consolidated financial statements	
	2018	2017
Promissory notes	90,653,008	39,715,313

As at December 31, 2018 and 2017, the Group has credit facilities from financial institution the details were as follows:

Type of credit	<i>Millions Baht</i>		<i>% per annum</i> Referred interest rate
	Credit lines		
	Consolidated financial statements		
	2018	2017	
Bank overdrafts	5	5	MOR
Foreign currency forward	80	80	MLR/Libor
Trust receipt/Letter of credit/ Promissory notes/Discount promissory notes/ Bill receiveable under letter of credit	111	80	MLR/Libor

TCC Energy Co., Ltd. had mortgaged certain of land including existing constructions as collateral for credit facilities from financial institution and the loans are also fully guaranteed by the Company (see notes 4 and 13), the directors of the Company had mortgaged certain of land including existing constructions as collateral for credit facilities from financial institution without compensation.

## 17. TRADE AND OTHER PAYABLES

Trade and other payables as at December 31, 2018 and 2017 consisted of:

	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
				<i>Baht</i>
Trade payables	61,703,376	150,900,231	16,326,686	-
Accrued expenses	5,748,411	7,603,743	2,100,401	1,561,844
Payable from purchase of assets (see note 4)	1,327,379	131,415,379	-	-
Others	7,280,127	9,728,147	20,159,470	18,422,680
Total	14,355,917	148,747,269	22,259,871	19,984,524
Grand total	76,059,293	299,647,500	38,586,557	19,984,524

## 18. SHORT-TERM LOANS FROM OTHER COMPANY

Short-term loans from other company as at December 31, 2018 consisted of:

	<i>Baht</i>
	Consolidated financial statements
Factoring (trade receivables discounted)	1,748,217

The subsidiary has credit facilities from the trade receivables discounted, which is a transfer of rights, amount of Baht 10 million (see note 7), with interest rate at 8.50% per annum. The Company had guaranteed for credit facilities fully of the subsidiary (see note 4).

## 19. EMPLOYEE BENEFIT OBLIGATIONS

Employee benefit obligations as at December 31, 2018 and 2017 consisted of:

	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
				<i>Baht</i>
Post-employment benefit plan				
Present value of obligations	3,436,274	2,709,968	344,689	243,860
Employee benefit obligations	3,436,274	2,709,968	344,689	243,860

Movements of the present value of employee benefit obligations for the years ended December 31, 2018 and 2017 were as follows:

	<i>Baht</i>			
	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
<b>Post-employment benefit plan</b>				
Employee benefit obligations as at January 1,	2,709,968	2,057,141	243,860	149,345
Included in profit or loss:				
Current service cost	637,694	585,563	92,857	89,631
Interest cost	88,612	67,264	7,972	4,884
Employee benefit obligations as at December 31,	<u>3,436,274</u>	<u>2,709,968</u>	<u>344,689</u>	<u>243,860</u>

The Group made defined benefit plan in accordance with severance payment as the labor law which entitled retired employee within work service period in various rates, such as more than 10 years to receive severance payment not less than 300 days or 10 months of the last month salary.

Principal actuarial assumptions in the consolidated and separate financial statement as at December 31, 2018 and 2017 (expressed as weighted averages) as follows:

	<i>Percent</i>
Discount rate	3.27
Salary increase rate	5
Turnover rate	0 - 17

The actuarial assumption of discount rate is estimated from weighted average of yield rate of government bonds as at the end of reporting date that reflects the estimated timing of benefit payments.

The actuarial assumption of mortality rate for reasonable estimation of probability of retirement in the future is estimated from mortality table in year 2008.

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at December 31, 2018 are summarised below:

	<i>Baht</i>	
	Increase	Decrease
Discount rate (1% Movement)	(439,000)	524,745
Salary increase rate (1% Movement)	582,476	(490,444)
Turnover rate (1% Movement)	(476,166)	236,531

## 20. SHARE CAPITAL AND DIVIDEND PAYMENT

### The Company

The Ordinary General Meeting of Shareholders held on April 25, 2018, passed the resolutions to approve as follows:

- Issuance and offering the fifth warrants (TCC-W5) with a total amount not exceeding 98,416,620 units to the existing shareholders at the exercise ratio of 13 existing ordinary shares per 1 unit of warrant, without value.

1 unit of warrant will be exercised at a price of Baht 0.50 per share.

- The increase of registered share capital from Baht 905,146,410.50 to Baht 954,354,720.50 by issuing new ordinary shares of 98,416,620 shares, with the par value of Baht 0.50 each to reserve for the right adjustment of the holders of the fifth warrants (TCC-W5).

The Company had already registered the increase of its registered share capital with the Ministry of Commerce on May 16, 2018.

### Subsidiary

The Extraordinary General Meeting of Shareholders of NYC-Thai BD Co., Ltd. (“Subsidiary”) held on June 14, 2017, a special resolution was passed to increase registered capital from Baht 20 million to Baht 60 million by issuing new 4 million ordinary shares at the par value of Baht 10 each. The subsidiary had paid-up the increase of its share capital of Baht 5.50 each, totaling in the amount of Baht 22 million.

The subsidiary had already registered the increase of its share capital with the Ministry of Commerce on June 20, 2017.

## 21. WARRANTS

The detail of warrants were summarized as follow:

### The third warrants to be exercised to the new ordinary share (TCC-W3)

Type of warrant	: The Warrant to be exercised to the new ordinary share of Thai Capital Corporation Public Company Limited No.3 (“the third warrants” or “TCC-W3”)
Category	: Registered and transferable
The offering price	: Baht 0.00
Terms of the warrant	: 10 years from the date of issuance and offering
Issueing and offering date	: April 2, 2012
Exercise ratio	: 1 warrant per 1.23886 ordinary shares (right adjusted)
Exercise price	: Baht 0.807 per share
Exercise period	: The last business day of March, June, September and December each year until the date of expiration of the warrants.
The last exercise date	: April 1, 2022
Expiration date	: April 1, 2022

#### **The fourth warrants to be exercised to the new ordinary share (TCC-W4)**

Type of warrant	:	The Warrant to be exercised to the new ordinary share of Thai Capital Corporation Public Company Limited No.4 (“the fourth warrants” or “TCC-W4”)
Category	:	Registered and transferable
The offering price	:	Baht 0.00
Terms of the warrant	:	10 years from the date of issuance and offering
Issuing and offering date	:	May 15, 2013
Exercise ratio	:	1 warrant per 1.10801 ordinary share
Exercise price	:	Baht 0.903 per share
Exercise period	:	The last business day of March, June, September and December each year until the date of expiration of the warrants.
The last exercise date	:	May 14, 2023
Expiration date	:	May 14, 2023

#### **The fifth warrants to be exercised to the new ordinary share (TCC-W5)**

Type of warrant	:	The Warrant to be exercised to the new ordinary share of Thai Capital Corporation Public Company Limited No.5 (“the fifth warrants” or “TCC-W5”)
Category	:	Registered and transferable
The offering price	:	Baht 0.00
Terms of the warrant	:	10 years from the date of issuance and offering
Issuing and offering date	:	May 25, 2018
Exercise ratio	:	1 warrant per 1 ordinary share
Exercise price	:	Baht 0.50 per share
Exercise period	:	The last business day of July each year until the date of expiration of the warrants.
The last exercise date	:	May 24, 2028
Expiration date	:	May 24, 2028

Changes of the warrants during the year were as follows:

Type of warrants	Outstanding	New warrants			Outstanding
	December 31, 2017	issued	Exercised during	Expired during	December 31, 2018
TCC-W2	4,815,540	-	(230)	(4,815,310)	-
TCC-W3	92,202,364	-	-	-	92,202,364
TCC-W4	369,338,742	-	-	-	369,338,742
TCC-W5	-	98,408,417	-	-	98,408,417
Total	466,356,646	98,408,417	(230)	(4,815,310)	559,949,523

## 22. LEGAL RESERVE

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

## 23. EXPENSES BY NATURE

Significant expenses by nature for the years ended December 31, 2018 and 2017 consisted of:

	<i>Baht</i>			
	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Changes in inventories	24,322,960	(58,482,905)	-	-
Purchase of goods	1,109,021,360	1,176,212,281	51,472,915	10,652,818
Cost of importing	41,062,812	33,442,804	-	311,150
Salaries, wages and other related benefits	42,242,908	49,195,160	14,190,258	12,202,957
Depreciation and amortization	13,984,337	14,940,205	259,109	273,007
Commission and sales promotion expenses	18,548,470	4,500,106	877,408	-
Other rental and service expenses	14,417,896	19,067,172	454,235	402,178
Consulting and service expenses	17,856,273	28,540,934	1,616,874	9,649,929
Transportation expenses	34,761,242	42,264,941	2,808,202	597,140
Loss from impairment of assets and written-off assets	2,570,321	19,141,970	10,946,065	45,037,695
Doubtful accounts (reversal)	(7,637,774)	10,640,264	(9,062,810)	7,969,860

## 24. PROVIDENT FUND

The Group and its employees jointly registered a provident fund scheme under the Provident Fund Act B.E. 2530. The Fund is contributed to by both the employees and the Group. The Fund is managed by TISCO Asset Management Company Limited and will be paid to the employees upon termination in accordance with the rules of the Fund. In the year 2018, the Group contributed in the amount of Baht 0.55 million (year 2017: Baht 0.14 million).

## 25. INCOME TAX

Income tax of the Group for the years ended December 31, 2018 and 2017 was calculated at a rate specified by the Revenue Department on net earnings after adjusting certain conditions according to the Revenue Code. The Group recorded the corporate income tax as expense for the years and recorded the accrued portion as liabilities in the statements of financial position.

### Foreign Subsidiaries

#### Thai Capital Corporation (Guangzhou) Co., Ltd.

Current income tax is calculated based on statutory income tax of the People's Republic of China at the rate of 25%. There was no tax effect in other comprehensive income.

#### P.T. Thai Capital Indo Mining Co., Ltd.

Current income tax is calculated based on statutory income tax of the Republic of Indonesia at the rate of 25%. There was no tax effect in other comprehensive income.

Tax expense for the years ended December 31, 2018 and 2017 consisted of:

	<i>Baht</i>			
	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
<b>Current tax expense</b>				
Current year	7,912,525	2,220,601	-	-
<b>Deferred tax expense</b>				
Movements in temporary differences	3,363,354	(283,671)	3,467,913	123,570
Tax expense	<u>11,275,879</u>	<u>1,936,930</u>	<u>3,467,913</u>	<u>123,570</u>

### Reconciliation of effective tax rate

	Consolidated financial statements			
	2018		2017	
	Tax rate (%)	<i>Baht</i>	Tax rate (%)	<i>Baht</i>
Profit (loss) before income tax		15,360,580		(58,482,841)
Income tax using the corporate tax rate	20	3,072,116	20	(11,696,568)
Expenses not deductible for tax purposes		4,690,499		12,836,745
Addition expenses deductible for tax purposes		(2,300)		(14,391)
Loss carry forward		2,293,065		6,248,255
Effects of elimination entries on consolidation		(2,140,855)		(5,153,440)
Current tax	52	7,912,525	4	2,220,601
Movement in temporary differences		3,363,354		(283,671)
Tax expense	73	<u>11,275,879</u>	3	<u>1,936,930</u>

	Separate financial statements			
	2018		2017	
	Tax rate (%)	<i>Baht</i>	Tax rate (%)	<i>Baht</i>
Loss before income tax		<u>(5,191,156)</u>		<u>(69,328,906)</u>
Income tax using the corporate tax rate	20	(1,038,231)	20	(13,865,781)
Expenses not deductible for tax purposes		524,717		11,069,984
Addition expenses deductible for tax purposes		-		(13,391)
Loss carry forward		<u>513,514</u>		<u>2,809,188</u>
Current tax	-	-	-	-
Movement in temporary differences		<u>3,467,913</u>		<u>123,570</u>
Tax expense	67	<u><u>3,467,913</u></u>	-	<u><u>123,570</u></u>

## 26. SEGMENT INFORMATION

Operating segment information is reported in a manner consistent maker in order to make decisions about the allocation of resources to the segment and assess its performance. The chief operating decision maker has been identified as the directors of the Company.

The Group operates in both domestic and foreign. However, for the years ended December 31, 2018 and 2017, the Group has only revenues from domestic.

The Group operates the three business primarily include sale of coal, palm shell and steel, sale of ice cream and wholesale food market. The Group's business segment information and reconciliation of reportable segment profit or loss for the years ended December 31, 2018 and 2017 was as follows:

	Sale of coal, palm shell and steel		Sale of ice cream		Total	
	2018	2017	2018	2017	2018	2017
<b>Revenue from sales</b>	<b>1,318,345,464</b>	<b>1,276,072,000</b>	<b>9,316,644</b>	<b>17,859,609</b>	<b>1,327,662,108</b>	<b>1,293,931,609</b>
Cost of sales	<u>(1,184,388,897)</u>	<u>(1,163,532,631)</u>	<u>(5,692,607)</u>	<u>(8,697,721)</u>	<u>(1,190,081,504)</u>	<u>(1,172,230,352)</u>
<b>Gross profit</b>	<b>133,956,567</b>	<b>112,539,369</b>	<b>3,624,037</b>	<b>9,161,888</b>	<b>137,580,604</b>	<b>121,701,257</b>
Other income					8,489,129	9,483,935
Selling expenses					(73,190,001)	(89,396,192)
Administrative expenses					(55,135,956)	(99,817,557)
Finance costs					<u>(2,383,196)</u>	<u>(454,284)</u>
<b>Profit (loss) before income tax</b>					<b>15,360,580</b>	<b>(58,482,841)</b>
Tax expense					<u>(11,275,879)</u>	<u>(1,936,931)</u>
<b>Profit (loss) for the year</b>					<u><u>4,084,701</u></u>	<u><u>(60,419,772)</u></u>

### Information about major customers

In the year 2018, the Group has revenue from a major customer in the amount of Baht 755.74 million from sale of coal segment. (year 2017: a major customer in the amount of Baht 524.71 million).

Significant assets and liabilities as at December 31, 2018 and 2017 consisted of:

	Sale of coal, palm shell and steel		Sale of ice cream		wholesale food market		<i>Thousands Baht</i> Total	
	2018	2017	2018	2017	2018	2017	2018	2017
<b>Assets</b>								
Cash and cash equivalents	12,091	34,353	1,282	4,905	32	144	13,405	39,402
Trade and other receivables	109,551	223,251	697	1,068	2,794	190	113,042	224,509
Inventories	113,417	133,708	3,035	3,857	-	-	116,452	137,565
Restricted investments	840	840	-	-	-	-	840	840
Property, plant and equipment	87,503	97,683	3,805	7,792	626,506	610,466	717,814	715,941
Intangible assets	6,684	7,635	441	641	-	-	7,125	8,276
Deferred tax assets	2,624	5,987	-	-	-	-	2,624	5,987
<b>Liabilities</b>								
Short-term loans from financial institutions	90,653	39,715	-	-	-	-	90,653	39,715
Trade and other payables	71,299	164,689	590	1,455	4,170	133,504	76,059	299,648
Short-term loans from other company	1,748	-	-	-	-	-	1,748	-
Income tax payable	4,220	446	-	-	-	-	4,220	446
Employee benefit obligations	3,436	2,710	-	-	-	-	3,436	2,710

## 27. COMMITMENTS AND CONTINGENT LIABILITIES

As at December 31, 2018, the Group had commitments and contingent liabilities as follows:

### The Company

27.1 Letter of guarantee for purchase of goods of the subsidiary in the amount of Baht 60 million.

27.2 Commitments for payment under agreement as follows:

27.2.1 The office rental and services contract, future minimum lease payments as follows:

	<i>Millions Baht</i>
Within 1 year	3.40
More than 1 year but not over 5 years	0.99

27.2.2 The advisory agreement with other parties in the amount of Baht 0.05 million per month, and with related party in amount of USD 5,000 per month.

### Subsidiaries

27.3 Commitments for payment under agreement as follows:

27.3.1 The office rental and services contract, future minimum lease payments as follows:

	<i>Millions Baht</i>
Within 1 year	3.49
More than 1 year but not over 3 years	0.93

27.3.2 The office rental and services contract with a monthly service of Baht 0.11 million.

27.3.3 The security services contract with a monthly service of Baht 0.14 million.

27.3.4 The services contract with a monthly service of Baht 0.01 million.

27.3.5 The consultants contract in the amount of Baht 1.55 million.

27.3.6 The rental and warehouse services agreement at the rate charging from the quantity of goods deposited.

27.3.7 The royalty agreement at the price as stipulated in the agreement.

## 28. DISCLOSURE OF FINANCIAL INSTRUMENTS

### 28.1 Capital Management

The Board of Directors' policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board monitors the return on capital, which the Group defines as result from operating activities divided by total shareholders' equity and also monitors the level of dividends to ordinary shareholders.

### 28.2 Accounting policies

The details of significant accounting policies and methods used for classification of financial assets and financial liabilities including valuation, basis of recognition of income and expenses are disclosed in note 3.

### 28.3 Financial risk management policies

The Group is exposed to fluctuations in interest rates and foreign exchange rates in the market and the risks from default of the agreements by counterparties. The Group had risk management policies as follows:

#### 28.3.1 Interest rate risk

Interest rate risk is the fluctuation of the market interest rate in the future that will affect the Group's operations and cash flows. The Group has interest rate risk from cash and deposits at banks and short-term loans from financial institutions the financial assets and financial liabilities fluctuate based on the market rate. In addition, the Group has not engaged in any hedging contracts related to interest rates.

#### 28.3.2 Foreign currency risk

The Group's exchange rate risk primarily involves the purchases and sales of goods in foreign currencies. As at December 31, 2018 and 2017, the Group had assets and liabilities in foreign currencies as follows:

Currencies	<i>Millions</i>							
	Consolidated financial statements				Separate financial statements			
	2018		2017		2018		2017	
Assets	Liabilities	Assets	Liabilities	Assets	Liabilities	Assets	Liabilities	
US Dollars	0.01	-	0.01	-	0.04	0.35	0.04	0.30
Rupiah	3.64	-	1.34	-	1.34	2,917.34	1.34	2,917.34
Renminbi	-	-	-	-	0.01	0.04	-	0.04
HK dollar	0.01	-	0.01	-	-	-	-	-
VND	5.93	-	5.93	-	2.22	-	2.22	-
KHR	0.01	-	0.01	-	0.01	-	0.01	-
JPY	0.05	-	0.05	-	-	-	-	-

### **28.3.3 Credit risk – trade receivables**

The Group has a policy to hedge credit risk from trade receivables by forming a conservative credit policy and by determining the receipt from the sales of goods and service. Therefore, the Group expects that the loss from the collection of those trade receivables should not exceed the allowance for doubtful accounts.

### **28.4 Fair value**

Most of the financial assets are cash and cash equivalent, current investments, trade and other receivables. Most of the financial liabilities are short-term loans from financial institutions and trade and other payables and short-term loans from other company. The carrying amount of the financial assets and financial liabilities are not significantly different from their fair value.



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