

Kulthorn Kirby Public Company Limited and  
its subsidiaries  
Report and consolidated financial statements  
31 December 2016

## **Independent Auditor's Report**

To the Shareholders of Kulthorn Kirby Public Company Limited

### **Opinion**

I have audited the accompanying consolidated financial statements of Kulthorn Kirby Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2016, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of Kulthorn Kirby Public Company Limited for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Kulthorn Kirby Public Company Limited and its subsidiaries and of Kulthorn Kirby Public Company Limited as at 31 December 2016, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

### **Basis for Opinion**

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

### **Key Audit Matters**

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

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

Key audit matters and how audit procedures respond for each matter are described below.

*Revenue recognition*

The revenue amount is material and has a significant impact to the financial statements as the Group has a large number of both local and export sales. In addition, the economic slowdown and the current environmental concern have directly resulted in more intense competition in the manufacture and distribution of compressor industry. Therefore, I have a special attention to the revenue recognition of the Group.

I examined the revenue recognition of the Group by assessing and testing the Company's internal controls with respect to the revenue cycle by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls. I applied a sampling method to select sales to assess whether revenue recognition was consistent with the conditions of sales and in compliance with the Company's policy. On a sampling basis, I examined supporting documents for actual sales transactions occurring during the year and near the end of the accounting period. I reviewed credit notes that the Company had issued after the period end as well as performed analytical procedures to detect possible irregularities in sales transactions throughout the period.

*Allowance for diminution in value of inventory*

Estimating the net realisable value of inventory, as disclosed in the Note 5 and Note 9 to the financial statements, is an area of significant management judgment, particularly with regard to the estimation of provision for the lower of cost and net realisable value, slow-moving and obsolete inventory. This requires detailed analysis of the product life cycle, the fluctuation of material's price, the competitive environment, economic circumstances and the situation within the industry. There is a risk with respect to the amount of provision set aside for diminution in the value of inventory.

I assessed and tested the internal controls of the Company relevant to the determination of provision for diminution in the value of inventory by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls. In addition, I assessed the method and the assumptions applied by management in determining such provision. The procedures that I performed included:

- Gaining an understanding of the basis applied in determining the provision for diminution in value of inventory and reviewing the consistency of the application of that basis, and the rationale for the recording of specific provisions.
- Comparing the inventory holding periods and inventory movements to identify product lines with indicators of lower than normal inventory turnover.
- Comparing proceeds from sales transactions occurring after the date of the financial statements with the cost of inventory for each product.
- Comparing historical data of actual losses on sales and write-offs of inventory with the provision for diminution in value of inventory recorded at the preceding year-end.

#### *Investments in subsidiaries*

The Company recorded allowance for impairment loss on investments in subsidiaries amounting to Baht 783 million in the separate financial statements as disclosed in Note 10 to the financial statements. The consideration of value of investments, especially for impairment assessment, is a significant accounting estimate requiring the management to exercise a high degree of judgement in forecasting of business and operation results, and setting an appropriate discount rate as well as other significant assumptions. There are thus risks with respect to the value of investment in subsidiaries.

I assessed the management's consideration regarding the impairment on investment in subsidiaries by gaining an understanding of management's decision-making process of the selected financial models and testing the significant assumptions applied by management in preparing estimates of the cash flows expected to be realised from such investments, by comparing those assumptions with information from both internal and external sources and comparing past cash flow projections to actual operating results in order to evaluate the exercise of management judgement in estimating the cash flow projections. I also evaluated the discount rate applied by management through analysis of the average cost of capital and other information of the Company and of the industry, tested the calculation of the realisable value from those investments using the selected financial model. I also considered the impact of changes in key assumptions on those realisable values of cash flow projection.

**Other Information**

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

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

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

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

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

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

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

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

## **Auditor's Responsibilities for the Audit of the Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Miss Satida Ratananurak.

Satida Ratananurak  
Certified Public Accountant (Thailand) No. 4753

EY Office Limited  
Bangkok: 22 February 2017



**Kulthorn Kirby Public Company Limited and its subsidiaries**

**Statements of financial position**

**As at 31 December 2016**

(Unit: Baht)

	Note	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
		<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
<b>Assets</b>					
<b>Current assets</b>					
Cash and cash equivalents	7	316,890,747	173,031,297	251,942,913	112,585,141
Trade and other receivables	8	1,823,548,154	2,083,897,699	1,057,856,584	1,269,126,096
Short-term loans to related parties	6	-	-	156,137,389	213,575,749
Inventories	9	2,327,112,970	2,437,768,790	1,402,491,219	1,438,905,008
VAT receivable		53,047,960	80,147,540	34,282,042	55,937,964
Other current assets		46,285,909	84,198,796	14,790,585	16,047,728
<b>Total current assets</b>		<u>4,566,885,740</u>	<u>4,859,044,122</u>	<u>2,917,500,732</u>	<u>3,106,177,686</u>
<b>Non-current assets</b>					
Investments in subsidiaries	10	-	-	2,834,372,497	2,634,372,497
Property, plant and equipment	11	3,019,407,338	3,192,293,839	1,322,220,886	1,394,532,835
Goodwill on business combination	12	-	-	-	-
Other intangible assets	13	75,270,674	82,186,964	27,367,880	28,652,975
Deferred tax assets	23	83,230,429	79,929,341	33,375,736	30,235,434
Other non-current assets		2,112,378	3,342,683	991,649	1,548,149
<b>Total non-current assets</b>		<u>3,180,020,819</u>	<u>3,357,752,827</u>	<u>4,218,328,648</u>	<u>4,089,341,890</u>
<b>Total assets</b>		<u>7,746,906,559</u>	<u>8,216,796,949</u>	<u>7,135,829,380</u>	<u>7,195,519,576</u>

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

**Kulthorn Kirby Public Company Limited and its subsidiaries**

**Statements of financial position (continued)**

**As at 31 December 2016**

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2016	2015	2016	2015
<b>Liabilities and shareholders' equity</b>					
<b>Current liabilities</b>					
Bank overdrafts and short-term loans from					
financial institutions	14	2,801,694,296	3,660,060,111	1,269,636,302	2,170,431,046
Trade and other payables	15	1,003,573,813	1,138,199,528	988,146,520	1,158,737,129
Short-term loans from related parties	6	-	-	887,025,617	619,287,755
Current portion of long-term loans	16	200,000,000	263,200,000	200,000,000	263,200,000
Current portion of liabilities under					
financial lease agreements	17	67,705,489	67,996,136	13,164,875	15,405,992
Dividend payable		848,301	805,588	844,260	801,547
Income tax payable		6,844,585	26,395,962	-	23,350,029
Other current liabilities	18	32,306,579	61,665,268	14,860,337	41,106,088
<b>Total current liabilities</b>		<b>4,112,973,063</b>	<b>5,218,322,593</b>	<b>3,373,677,911</b>	<b>4,292,319,586</b>
<b>Non-current liabilities</b>					
Long-term loans, net of current portion	16	800,000,000	-	800,000,000	-
Liabilities under financial lease agreements,					
net of current portion	17	125,689,955	186,930,692	8,976,981	18,890,240
Provision for long-term employee benefits	19	170,277,895	162,017,694	81,801,126	77,914,836
<b>Total non-current liabilities</b>		<b>1,095,967,850</b>	<b>348,948,386</b>	<b>890,778,107</b>	<b>96,805,076</b>
<b>Total liabilities</b>		<b>5,208,940,913</b>	<b>5,567,270,979</b>	<b>4,264,456,018</b>	<b>4,389,124,662</b>

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

**Kulthorn Kirby Public Company Limited and its subsidiaries**

**Statements of financial position (continued)**

**As at 31 December 2016**

(Unit: Baht)

	Note	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
		<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
<b>Shareholders' equity</b>					
Share capital	20				
Registered					
1,200,000,000 ordinary shares of Baht 1 each		<u>1,200,000,000</u>	<u>1,200,000,000</u>	<u>1,200,000,000</u>	<u>1,200,000,000</u>
Issued and fully paid up					
1,200,000,000 ordinary shares of Baht 1 each		1,200,000,000	1,200,000,000	1,200,000,000	1,200,000,000
Share premium		700,000,000	700,000,000	700,000,000	700,000,000
Retained earnings					
Appropriated - statutory reserve	21	120,000,000	120,000,000	120,000,000	120,000,000
Unappropriated		321,138,042	437,835,087	851,373,362	786,394,914
Other components of shareholders' equity		<u>196,827,604</u>	<u>191,690,883</u>	<u>-</u>	<u>-</u>
<b>Total shareholders' equity</b>		<u>2,537,965,646</u>	<u>2,649,525,970</u>	<u>2,871,373,362</u>	<u>2,806,394,914</u>
<b>Total liabilities and shareholders' equity</b>		<u>7,746,906,559</u>	<u>8,216,796,949</u>	<u>7,135,829,380</u>	<u>7,195,519,576</u>
		-	-	-	-

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

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Directors

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**Kulthorn Kirby Public Company Limited and its subsidiaries**

**Statements of comprehensive income**

**For the year ended 31 December 2016**

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2016	2015	2016	2015
<b>Profit or loss:</b>					
<b>Revenues</b>					
Sales and service income	6, 24	8,665,887,862	10,544,381,527	4,945,268,351	6,406,994,627
Other income					
Income from scrap sales	6	168,902,584	219,144,543	112,863,995	158,069,583
Interest income	6	1,176,163	868,433	7,892,075	15,388,710
Dividend income	6, 10	4,523	6,293	143,754,523	135,056,281
Others		15,844,833	6,516,818	21,205,931	17,909,967
<b>Total revenues</b>		<b>8,851,815,965</b>	<b>10,770,917,614</b>	<b>5,230,984,875</b>	<b>6,733,419,168</b>
<b>Expenses</b>					
Cost of sales and services	6	8,011,603,678	9,747,455,660	4,583,216,317	5,757,058,836
Selling expenses		87,154,720	162,835,271	38,290,680	102,335,259
Administrative expenses		446,764,644	391,993,086	209,969,238	191,803,297
Loss on exchange		11,860,450	18,194,757	6,681,267	14,841,899
<b>Total expenses</b>		<b>8,557,383,492</b>	<b>10,320,478,774</b>	<b>4,838,157,502</b>	<b>6,066,039,291</b>
<b>Profit before finance cost and income tax expenses</b>		<b>294,432,473</b>	<b>450,438,840</b>	<b>392,827,373</b>	<b>667,379,877</b>
Finance cost		(186,841,093)	(210,801,814)	(125,344,996)	(145,587,972)
<b>Profit before income tax expenses</b>		<b>107,591,380</b>	<b>239,637,026</b>	<b>267,482,377</b>	<b>521,791,905</b>
Income tax expenses	23	(44,288,515)	(27,257,833)	(22,504,019)	(19,051,103)
<b>Profit for the year</b>		<b>63,302,865</b>	<b>212,379,193</b>	<b>244,978,358</b>	<b>502,740,802</b>
<b>Other comprehensive income:</b>					
<i>Other comprehensive income to be reclassified</i>					
<i>to profit or loss in subsequent periods:</i>					
Exchange differences on translation of					
financial statements in foreign currency		5,136,721	3,595,627	-	-
Other comprehensive income to be reclassified					
to profit or loss in subsequent periods - net of income tax		5,136,721	3,595,627	-	-
<i>Other comprehensive income not to be reclassified</i>					
<i>to profit or loss in subsequent periods:</i>					
Actuarial loss	19	-	(30,662,151)	-	(14,661,811)
Less: Income tax effect		-	4,731,850	-	2,604,712
Other comprehensive income not to be reclassified					
to profit or loss in subsequent periods - net of income tax		-	(25,930,301)	-	(12,057,099)
<b>Other comprehensive income for the year</b>		<b>5,136,721</b>	<b>(22,334,674)</b>	<b>-</b>	<b>(12,057,099)</b>
<b>Total comprehensive income for the year</b>		<b>68,439,586</b>	<b>190,044,519</b>	<b>244,978,358</b>	<b>490,683,703</b>
<b>Basic earnings per share</b>					
Profit attributable to equity holders of the Company	25	0.053	0.191	0.204	0.452

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

**Kulthorn Kirby Public Company Limited and its subsidiaries**

**Cash flow statements**

**For the year ended 31 December 2016**

(Unit: Baht)

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
<b>Cash flows from operating activities</b>				
Profit before tax	107,591,380	239,637,026	267,482,377	521,791,905
Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities:				
Depreciation and amortisation	494,203,314	567,050,179	219,206,477	277,021,852
Allowance for impairment loss on property, plant and equipment	-	973,535	-	-
Allowance for doubtful accounts and other provision	30,413,106	277,163	7,821,505	-
Reduction of inventory to net realisable value	17,232,199	41,735,069	31,533,219	24,757,495
Gain on sales of property, plant and equipment	(82,647)	(788,697)	(786,688)	(819,616)
Loss on write-off fixed assets	3,753,294	24,810	-	-
Transfer fixed assets to expenses	2,000,000	1,280,000	2,000,000	-
Write-off withholding tax	841,102	1,455,209	224,841	-
Dividend income	(4,523)	(6,293)	(143,754,523)	(135,056,281)
Deferred interest	14,438,367	15,590,420	1,947,107	3,012,839
Provision for long-term employee benefits	17,503,950	9,843,144	8,299,960	2,884,185
Unrealised (gain) loss on exchange	14,607,582	(39,448,504)	7,441,805	(12,242,677)
Interest expenses	157,795,834	180,599,729	115,351,406	134,538,181
Profit from operating activities before changes in operating assets and liabilities	860,292,958	1,018,222,790	516,767,486	815,887,883
Operating assets (increase) decrease				
Trade and other receivables	237,179,962	105,898,154	211,625,064	(234,134,264)
Inventories	93,423,621	180,801,176	4,880,570	(217,414,412)
Other current assets	73,524,778	33,366,733	27,683,776	28,050,332
Other non-current assets	1,230,305	(227,251)	556,500	(80,000)
Operating liabilities increase (decrease)				
Trade and other payables	(133,623,738)	(347,253,919)	(172,835,059)	(76,080,442)
Other current liabilities	(35,846,203)	1,929,476	(26,512,225)	28,121,388
Cash flows from operating activities	1,096,181,683	992,737,159	562,166,112	344,350,485
Cash paid for long-term employee benefits	(9,243,749)	(9,211,172)	(4,413,670)	(2,649,090)
Cash paid for interest expenses	(158,178,285)	(181,190,411)	(117,062,839)	(131,438,316)
Cash paid for income tax	(76,757,406)	(26,507,777)	(53,989,902)	(10,307,806)
<b>Net cash flows from operating activities</b>	<b>852,002,243</b>	<b>775,827,799</b>	<b>386,699,701</b>	<b>199,955,273</b>

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

**Kulthorn Kirby Public Company Limited and its subsidiaries**

**Cash flow statements (continued)**

**For the year ended 31 December 2016**

(Unit: Baht)

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
<b>Cash flows from investing activities</b>				
Acquisition of property, plant and equipment and intangible assets	(331,543,738)	(229,975,148)	(203,489,317)	(131,589,523)
Proceeds from sales of property, plant and equipment	5,413,947	1,127,123	65,876,200	998,962
Dividend income	4,523	6,293	143,754,523	135,056,281
Decrease in short-term loans to related parties	-	-	57,438,360	23,481,817
Cash paid for additional investment in subsidiaries	-	-	(200,000,000)	(200,000,000)
<b>Net cash flows used in investing activities</b>	<u>(326,125,268)</u>	<u>(228,841,732)</u>	<u>(136,420,234)</u>	<u>(172,052,463)</u>
<b>Cash flows from financing activities</b>				
Increase (decrease) in bank overdrafts and short-term loans from financial institutions	(875,347,947)	(94,631,952)	(917,825,376)	276,590,243
Increase in short-term loans from related parties	-	-	267,737,862	115,676,860
Repayment of long-term loans	(263,200,000)	(371,500,000)	(263,200,000)	(371,500,000)
Proceeds from sales and lease back of machineries	-	35,650,000	-	-
Cash paid for liabilities under financial lease agreements	(83,782,250)	(85,198,346)	(17,676,984)	(18,759,008)
Proceed from long-term loan from financial institutions	1,000,000,000	-	1,000,000,000	-
Cash received from increase share capital	-	400,000,000	-	400,000,000
Dividend paid	(179,957,197)	(499,871,727)	(179,957,197)	(499,871,727)
<b>Net cash flows used in financing activities</b>	<u>(402,287,394)</u>	<u>(615,552,025)</u>	<u>(110,921,695)</u>	<u>(97,863,632)</u>
<b>Increase (decrease) in translation adjustments</b>	<u>20,269,869</u>	<u>(7,665,197)</u>	<u>-</u>	<u>-</u>
<b>Net increase (decrease) in cash and cash equivalents</b>	<u>143,859,450</u>	<u>(76,231,155)</u>	<u>139,357,772</u>	<u>(69,960,822)</u>
Cash and cash equivalents at beginning of year	<u>173,031,297</u>	<u>249,262,452</u>	<u>112,585,141</u>	<u>182,545,963</u>
<b>Cash and cash equivalents at end of year</b>	<u>316,890,747</u>	<u>173,031,297</u>	<u>251,942,913</u>	<u>112,585,141</u>
<b>Supplement cash flows information</b>				
1) Non-cash related transaction for investing activities				
Net increase (decrease) in trust receipts and other accounts payable for purchases of fixed assets	1,896,038	1,490,407	3,246,061	(1,834,715)
2) Non-cash related transaction for financing activities				
Dividend payable	848,301	805,588	844,260	801,547
Assets acquired under financial lease agreements	7,812,501	2,832,753	3,575,501	-

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

Kulthorn Kirby Public Company Limited and its subsidiaries

Statements of changes in shareholders' equity

For the year ended 31 December 2016

(Unit: Baht)

<b>Consolidated financial statements</b>								
		<u>Other components of shareholders' equity</u>						
		<u>Other comprehensive</u>						
		<u>income</u>						
					<u>Exchange</u>			
					differences on	Surplus		
					translation of	from business	Total other	
					financial	combination	components of	
					statements in	under common	shareholders'	
		<u>Retained earnings</u>			<u>foreign currency</u>	<u>control</u>	<u>equity</u>	
		<u>Issued and</u>	<u>Share premium</u>	<u>Appropriated</u>	<u>Unappropriated</u>	<u>Total</u>		
		<u>share capital</u>			<u>shareholders'</u>			<u>shareholders'</u>
				<u>equity</u>			<u>equity</u>	
<b>Balance as at 1 January 2015</b>	1,000,000,000	500,000,000	100,000,000	271,386,195	(19,802,693)	207,897,949	188,095,256	2,059,481,451
Profit for the year	-	-	-	212,379,193	-	-	-	212,379,193
Other comprehensive income for the year	-	-	-	(25,930,301)	3,595,627	-	3,595,627	(22,334,674)
Total comprehensive income for the year	-	-	-	186,448,892	3,595,627	-	3,595,627	190,044,519
Increase in share capital (Note 20)	200,000,000	200,000,000	-	-	-	-	-	400,000,000
Retained earnings transferred to statutory reserve (Note 21)	-	-	20,000,000	(20,000,000)	-	-	-	-
<b>Balance as at 31 December 2015</b>	<u>1,200,000,000</u>	<u>700,000,000</u>	<u>120,000,000</u>	<u>437,835,087</u>	<u>(16,207,066)</u>	<u>207,897,949</u>	<u>191,690,883</u>	<u>2,649,525,970</u>
<b>Balance as at 1 January 2016</b>	1,200,000,000	700,000,000	120,000,000	437,835,087	(16,207,066)	207,897,949	191,690,883	2,649,525,970
Profit for the year	-	-	-	63,302,865	-	-	-	63,302,865
Other comprehensive income for the year	-	-	-	-	5,136,721	-	5,136,721	5,136,721
Total comprehensive income for the year	-	-	-	63,302,865	5,136,721	-	5,136,721	68,439,586
Dividend paid (Note 28)	-	-	-	(179,999,910)	-	-	-	(179,999,910)
<b>Balance as at 31 December 2016</b>	<u>1,200,000,000</u>	<u>700,000,000</u>	<u>120,000,000</u>	<u>321,138,042</u>	<u>(11,070,345)</u>	<u>207,897,949</u>	<u>196,827,604</u>	<u>2,537,965,646</u>

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

**Kulthorn Kirby Public Company Limited and its subsidiaries**

**Statements of changes in shareholders' equity (continued)**

**For the year ended 31 December 2016**

(Unit: Baht)

	<b>Separate financial statements</b>				Total shareholders' equity
	Issued and fully paid-up share capital	Share premium	Retained earnings		
			Appropriated	Unappropriated	
<b>Balance as at 1 January 2015</b>	1,000,000,000	500,000,000	100,000,000	315,711,211	1,915,711,211
Profit for the year	-	-	-	502,740,802	502,740,802
Other comprehensive income for the year	-	-	-	(12,057,099)	(12,057,099)
Total comprehensive income for the year	-	-	-	490,683,703	490,683,703
Increase in share capital (Note 20)	200,000,000	200,000,000	-	-	400,000,000
Retained earnings transferred to statutory reserve (Note 21)	-	-	20,000,000	(20,000,000)	-
<b>Balance as at 31 December 2015</b>	<u>1,200,000,000</u>	<u>700,000,000</u>	<u>120,000,000</u>	<u>786,394,914</u>	<u>2,806,394,914</u>
<b>Balance as at 1 January 2016</b>	1,200,000,000	700,000,000	120,000,000	786,394,914	2,806,394,914
Profit for the year	-	-	-	244,978,358	244,978,358
Other comprehensive income for the year	-	-	-	-	-
Total comprehensive income for the year	-	-	-	244,978,358	244,978,358
Dividend paid (Note 28)	-	-	-	(179,999,910)	(179,999,910)
<b>Balance as at 31 December 2016</b>	<u>1,200,000,000</u>	<u>700,000,000</u>	<u>120,000,000</u>	<u>851,373,362</u>	<u>2,871,373,362</u>

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



# Kulthorn Kirby Public Company Limited and its subsidiaries

## Notes to consolidated financial statements

For the year ended 31 December 2016

### 1. General information

Kulthorn Kirby Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. The Company is principally engaged in the manufacture and distribution of hermetic compressors. The registered address of the Company is 126 Soi Chalongsong 31, Chalongsong Road, Khwaeng Lamplatew, Khet Latkrabang, Bangkok.

### 2. Basis of preparation

2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Profession Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development dated 28 September 2011, issued under the Accounting Act B.E. 2543.

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

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

### 2.2 Basis of consolidation

a) The consolidated financial statements include the financial statements of Kulthorn Kirby Public Company Limited (“the Company”) and the following subsidiary companies (“the subsidiaries”):

Subsidiary companies	Nature of business	Country of incorporation	Percentage of shareholding	
			2016 Percent	2015 Percent
<u>Subsidiaries held by the Company</u>				
Kulthorn Kirby Foundry Company Limited	Manufacturing and sales of iron castings for compressor parts and automotives parts	Thailand	100	100
Kulthorn Premier Company Limited	Manufacturing and sales of hermetic compressors for compressor parts	Thailand	100	100
Kulthorn Steel Company Limited	Slitting of electrical steel for compressor	Thailand	100	100
Kulthorn Materials and Controls Company Limited	Manufacturing and sales of enameled copper wires and thermostat used in air conditioners and refrigerators	Thailand	100	100

Subsidiary companies	Nature of business	Country of incorporation	Percentage of shareholding	
			2016 Percent	2015 Percent
<u>Subsidiaries held directly and indirectly by Kulthorn Materials and Controls Company Limited</u>				
Kulthorn Metal Products Company Limited	Manufacture and sell forging, machining and heat treatment metal parts	Thailand	100	100
Suzhou Kulthorn Magnet Wire Company Limited (held by Phelps Dodge Suzhou Holdings, Inc.)	Manufacture and sell enameled copper wire	China	100	100

- b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.
- c) Subsidiaries are fully consolidated, from the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
- d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
- e) The assets and liabilities in the financial statements of overseas subsidiary companies are translated into Baht using the exchange rate prevailing at the end of reporting period, and revenues and expenses are translated using monthly average exchange rates. The resulting differences are shown under the caption of "Exchange differences on translation of financial statements in foreign currency" in the statements of changes in shareholders' equity.
- f) Material balances and transactions between the Company and its subsidiary companies have been eliminated from the consolidated financial statements.

**2.3** The separate financial statements present investments in subsidiaries under the cost method.

### **3. New financial reporting standards**

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

During the year, the Company and subsidiaries have adopted the revised (revised 2015) and new financial reporting standards and accounting treatment guidance issued by the Federation of Accounting Professions which become effective for fiscal years beginning on or after 1 January 2016. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards, with most of the changes directed towards revision of wording and terminology, and provision of interpretations and accounting guidance to users of standards. The adoption of these financial reporting standards does not have any significant impact on the Company and its subsidiaries' financial statements.

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

During the current year, the Federation of Accounting Professions issued a number of the revised financial reporting standards and interpretations (revised 2016) and new accounting treatment guidance which is effective for fiscal years beginning on or after 1 January 2017. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards revision of wording and terminology, and provision of interpretations and accounting guidance to users of standards.

The management of the Company and its subsidiaries believe that the revised financial reporting standards and interpretations and new accounting treatment guidance will not have any significant impact on the financial statements when they are initially applied. However, one standard involves changes to key principles, which are summarised below.

#### **TAS 27 (revised 2016) Separate Financial Statements**

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

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

## **4. Significant accounting policies**

### **4.1 Revenue recognition**

#### *Sales of goods*

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

#### *Rendering of services*

Service revenue is recognised when services have been rendered taking into account the stage of completion.

#### *Interest income*

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

#### *Dividends*

Dividends are recognised when the right to receive the dividends is established.

### **4.2 Cash and cash equivalents**

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

### **4.3 Trade accounts receivable**

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

### **4.4 Inventories**

Finished goods, work in process and raw materials are valued at the lower of cost (under the first-in, first-out method) and net realisable value. Cost of finished goods and work in process includes cost of materials, labour and overheads.

#### 4.5 Investments

- a) Investments in available-for-sale securities are stated at fair value. Changes in the fair value of these securities are recorded in other comprehensive income, and will be recorded in profit or loss when the securities are sold.
- b) Investments in the subsidiaries are accounted for in the separate financial statements using the cost method.

The fair value of marketable securities is based on the latest bid price of the last working day of the year as quoted on the Stock Exchange of Thailand.

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

In the event the Company reclassifies investments from one type to another, such investments will be readjusted to their fair value as at the reclassification date. The difference between the carrying amount of the investments and the fair value on the date of reclassification are recorded in profit or loss or recorded as other components in shareholders' equity, depending on the type of investment that is reclassified.

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

#### 4.6 Property, plant and equipment and depreciation

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

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

Land improvement and plant	-	10, 20	years
Machineries	-	5, 8, 10, 15	years
Plant equipment	-	5	years
Furniture, fixtures and office equipment	-	3, 5, 10	years
Motor vehicles	-	5	years

Depreciation attributed to the original cost portion included in determining income.

No depreciation is provided for land and construction in progress.

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

#### 4.7 Intangible assets

Intangible assets acquired through business combination are initially recognised at their fair value on the date of business acquisition while intangible assets acquired in other cases are recognised at cost. Following the initial recognition, the intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses (if any).

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

A summary of the intangible assets with finite useful lives is as follows:

	<u>Useful lives</u>
Computer software	3 - 10 years

#### 4.8 Goodwill

Goodwill is initially recorded at cost, which equals to the excess of cost of business combination over the fair value of the net assets acquired. If the fair value of the net assets acquired exceeds the cost of business combination, the excess is immediately recognised as gain in profit or loss.

Goodwill is carried at cost less any accumulated impairment losses. Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the Company's cash generating units (or group of cash-generating units) that are expected to benefit from the synergies of the combination. The Company estimates the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised in profit or loss. Impairment losses relating to goodwill cannot be reversed in future periods.

#### 4.9 Warranty reserve

Warranty reserve is estimated by reference to actual warranty expenses incurred and calculated at a percentage of cost of sales and quantities of products under warranty.

#### **4.10 Related party transactions**

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

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

#### **4.11 Long-term leases**

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

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

#### **4.12 Foreign currencies**

The consolidated and separate financial statements are presented in Baht, which is also the Company's functional currency. Items of each entity included in the consolidated financial statements are measured using the functional currency of that entity.

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

Gains and losses on exchange are included in determining income.

#### **4.13 Impairment of assets**

At the end of each reporting period, the Company and its subsidiaries perform impairment reviews in respect of the property, plant and equipment, intangible assets and other assets whenever events or changes in circumstances indicate that an asset may be impaired. The Company and its subsidiaries also carry out annual impairment reviews in respect of goodwill. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount. In determining 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. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by a valuation model that, based on information available, reflects the amount that the Company and its subsidiaries could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

An impairment loss is recognised in profit or loss.

In the assessment of asset impairment, if there is any indication that previously recognised impairment losses may no longer exist or may have decreased, the Company and its subsidiaries estimates the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The increased carrying amount of the asset attributable to a reversal of an impairment loss shall not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at a revalued amount, in which case the reversal, which exceeds the carrying amount that would have been determined, is treated as a revaluation increase.



#### **4.14 Employee benefits**

##### **Short-term employee benefits**

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

##### **Post-employment benefits and other long-term employee benefits**

###### *Defined contribution plans*

The Company and its employees, and subsidiaries and their employees, have jointly established a provident fund. The fund is monthly contributed by employees and by the Company and the subsidiaries. The fund's assets are held in a separate trust fund and the Company and the subsidiaries' contributions are recognised as expenses when incurred.

###### *Defined benefit plans and other long-term employee benefits*

The Company and its subsidiaries have obligations in respect of the severance payments they must make to employees upon retirement under labor law and other employee benefit plan. The Company and its subsidiaries treat these severance payment obligations as a defined benefit plan. In addition, the Company and its subsidiaries provide other long-term employee benefit plan, namely long service awards.

The obligation under the defined benefit plan and other long-term employee benefit plans is determined by a professionally qualified independent actuary based on actuarial techniques, using the Projected Unit Credit Method.

Actuarial gain and loss arising from post-employment benefits are recognised immediately in other comprehensive income.

Actuarial gain and loss arising from other long-term benefits are recognised immediately in profit and loss.

#### **4.15 Provisions**

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

#### **4.16 Income tax**

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

##### **Current tax**

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

##### **Deferred tax**

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

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

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

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

#### **4.17 Derivatives**

##### **Forward exchange contracts**

At each reporting date, the Company and its subsidiaries recognise the changes in fair value of forward exchange rate for the undue foreign exchange forward contracts as revenue or expense in the profit or loss.

#### **4.18 Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Company and its subsidiaries apply a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Company and its subsidiaries measure fair value using valuation technique that are appropriate in the circumstances and maximise 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 categories 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 Company and its subsidiaries determine whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

#### **5. Significant accounting judgements and estimates**

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

##### **Leases**

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

**Allowance for doubtful accounts**

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

**Allowance for diminution in inventory value**

In determining allowance for diminution in inventory value, the management needs to exercise judgement and make estimates based upon, among other things, market conditions and the condition of the inventory.

**Impairment of investments**

The Company treats investments as impaired when there has been a significant or prolonged decline in the fair value below their cost or where other objective evidence of impairment exists. The determination of what is “significant” or “prolonged” requires judgement of the management.

**Property, plant and equipment/Depreciation**

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

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

**Deferred tax assets**

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

**Warranty reserve**

In determining warranty reserve, the management needs to exercise judgement to make estimate, based upon historical warranty expense data and the quantities of products under warranty.

**Post-employment benefits under defined benefit plans and other long-term employee benefits**

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

## Litigation

The subsidiary companies have contingent liabilities as a result of litigation. The subsidiaries' management has used judgement to assess of the results of the litigation in which they believe that the provisions made as at the end of reporting period would be sufficient.

## 6. Related party transactions

During the years, the Company and its subsidiaries had significant business transactions with related parties mainly in respect of purchases and sales of goods. Such transactions, which have been concluded on commercial terms and bases agreed upon in the ordinary course of business between the Company and those related parties, are summarised below.

(Unit: Million Baht)

	For the years ended 31 December				Pricing policy
	Consolidated financial statements		Separate financial statements		
	2016	2015	2016	2015	
<i>Transactions with subsidiary companies (eliminated from the consolidated financial statements)</i>					
Purchases of goods	-	-	1,182	1,718	Market price
Sales and service income and scraps sales	-	-	207	359	Approximate market price
Dividend income	-	-	144	135	At the declared rate
Interest expenses	-	-	28	25	Interest rate at 0.25 - 5.80 percent per annum
Interest income	-	-	7	15	Interest rate at 3.25 - 5.80 percent per annum
Other income	-	-	13	11	Mutually agreed price as stipulated in the contract
Rental income	-	-	3	3	Mutually agreed price as stipulated in the contract
Sales of fixed assets	-	-	61	1	Mutually agreed price
Other expenses	-	-	1	1	Mutually agreed price as stipulated in the contract
<i>Transactions with related companies</i>					
Sales and service income and scraps sales	591	598	323	358	Approximate market price
Purchases of goods	70	84	68	77	Market price
Rental expenses	19	15	5	2	Mutually agreed price as stipulated in the contract
Other expenses	14	11	8	6	Mutually agreed price as stipulated in the contract
Other income	1	1	1	1	Mutually agreed price as stipulated in the contract

The balances of the accounts as at 31 December 2016 and 2015 between the Company and those related parties are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
<b><u>Trade and other receivables - related parties (Note 8)</u></b>				
Subsidiary companies	-	-	41,453	104,894
Related companies (related by common director/shareholder)	105,827	111,327	49,762	64,860
<b>Trade and other receivables - related parties</b>	<b>105,827</b>	<b>111,327</b>	<b>91,215</b>	<b>169,754</b>
<b><u>Trade and other payables - related parties (Note 15)</u></b>				
Subsidiary companies	-	-	341,275	535,401
Related companies (related by common director/ shareholder)	26,356	30,143	17,956	18,524
<b>Total trade and other payables - related parties</b>	<b>26,356</b>	<b>30,143</b>	<b>359,231</b>	<b>553,925</b>

### **Short-term loans to and short-term loans from related parties**

As at 31 December 2016 and 2015, the balance of short-term loans between the Company and its subsidiaries, and the movement are as follows:

(Unit: Thousand Baht)

	Separate financial statements			
	Balance as at 31 December 2015	Increase during the year	Decrease during the year	Balance as at 31 December 2016
<b><u>Short-term loans to subsidiary</u></b>				
Kulthorn Materials and Controls Co., Ltd.	208,000	156,000	(208,000)	156,000
<b>Total</b>	<b>208,000</b>	<b>156,000</b>	<b>(208,000)</b>	<b>156,000</b>

(Unit: Thousand Baht)

	Separate financial statements			
	Balance as at 31 December 2015	Increase during the year	Decrease during the year	Balance as at 31 December 2016
<b><u>Short-term loans from subsidiaries</u></b>				
Kulthorn Metal Product Co., Ltd.	30,000	-	(6,500)	23,500
Kulthorn Premier Co., Ltd.	475,000	153,000	(13,000)	615,000
<b>Total</b>	<b>505,000</b>	<b>153,000</b>	<b>(19,500)</b>	<b>638,500</b>

On 1 August 2013, the Company entered into Liquidity Management Agreement (Cash Sweep) with its subsidiaries' to balance out cash shortfalls and surpluses of each company. The Company assigns a commercial bank to transfer the balance of the Company and its subsidiaries to the specified accounts in accordance with the terms and condition set forth in the agreement, for liquidity management purposes under terms and conditions of the Agreement.

Each transfer of balances from one account to another account will be treated as lending between the Company and its subsidiaries and interest will be calculated at agreed rate as stipulated in the Agreement.

As at 31 December 2016 and 2015, the Company and its subsidiaries had outstanding short-term loans from the above agreement as follows:

	(Unit: Thousand Baht)	
	<u>2016</u>	<u>2015</u>
<b><u>Short-term loans to related parties</u></b>		
Kulthorn Metal Product Co., Ltd.	137	5,576
<b>Total short-term loans to related parties</b>	<u>137</u>	<u>5,576</u>
<b><u>Short-term loans from related parties</u></b>		
Kulthorn Premier Co., Ltd.	73,701	66,796
Kulthorn Kirby Foundry Co., Ltd.	160,914	37,463
Kulthorn Steel Co., Ltd.	6,629	5,045
Kulthorn Materials and Controls Co., Ltd.	7,282	4,984
<b>Total short-term loans from related parties</b>	<u>248,526</u>	<u>114,288</u>

### **Directors and management's remuneration**

During the years ended 31 December 2016 and 2015, the Company and its subsidiaries had employee benefit expenses payable to their directors and management as below:

(Unit: Million Baht)

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Short-term employee benefits	44	54	21	22
Post-employment benefits	2	1	1	1
Total	<u>46</u>	<u>55</u>	<u>22</u>	<u>23</u>

### **Guarantee obligations with related parties**

The Company and its subsidiaries have outstanding guarantee obligations with its related parties, as described in Note 29.4 to the financial statements.

## **7. Cash and cash equivalents**

(Unit: Thousand Baht)

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Cash	3,627	719	3,123	169
Bank deposits	313,264	172,312	248,820	112,416
Total	<u>316,891</u>	<u>173,031</u>	<u>251,943</u>	<u>112,585</u>

As at 31 December 2016, bank deposits in savings accounts carried interests at the rate between 0.10 and 0.63 percent per annum (2015: between 0.35 and 0.75 percent per annum).



## 8. Trade and other receivables

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
<u>Trade receivables - related parties</u>				
Not yet due	74,499	74,481	48,665	100,864
Overdue				
Less than 3 months	21,214	25,818	12,208	17,948
3 - 6 months	370	6,336	1,307	4,565
6 - 12 months	3,842	-	3,416	-
Over 12 months	4,741	3,539	-	-
Total trade receivables - related parties	104,666	110,174	65,596	123,377
<u>Trade receivables - unrelated parties</u>				
Not yet due	1,324,810	1,451,682	796,783	899,786
Overdue				
Less than 3 months	302,412	480,641	152,827	189,148
3 - 6 months	33,560	21,828	7,099	3,887
6 - 12 months	19,290	9,191	15	4,901
Over 12 months	74,138	16,301	15,596	245
Total	1,754,210	1,979,643	972,320	1,097,967
Less: Allowance for doubtful debts	(39,825)	(9,412)	(8,240)	(418)
Total trade receivables - unrelated parties	1,714,385	1,970,231	964,080	1,097,549
Total trade receivables - net	1,819,051	2,080,405	1,029,676	1,220,926
<u>Other receivables</u>				
Other receivables - related parties	1,161	1,153	25,619	46,377
Others	3,336	2,340	2,562	1,823
Total other receivables	4,497	3,493	28,181	48,200
Total trade and other receivables - net	1,823,548	2,083,898	1,057,857	1,269,126

## 9. Inventories

(Unit: Thousand Baht)

Consolidated financial statements						
	Cost		Reduce cost to net realisable value		Inventories - net	
	2016	2015	2016	2015	2016	2015
	Finished goods	803,847	1,063,052	(92,060)	(102,806)	711,787
Work in process	460,260	460,517	(19,430)	(8,142)	440,830	452,375
Raw materials	1,168,906	1,016,435	(40,176)	(23,486)	1,128,730	992,949
Goods in transit	45,766	32,199	-	-	45,766	32,199
<b>Total</b>	<b>2,478,779</b>	<b>2,572,203</b>	<b>(151,666)</b>	<b>(134,434)</b>	<b>2,327,113</b>	<b>2,437,769</b>

(Unit: Thousand Baht)

Separate financial statements						
	Cost		Reduce cost to net realisable value		Inventories - net	
	2016	2015	2016	2015	2016	2015
	Finished goods	466,472	568,935	(30,802)	(25,221)	435,670
Work in process	321,876	303,349	(13,124)	(5,465)	308,752	297,884
Raw materials	652,854	614,638	(35,678)	(17,385)	617,176	597,253
Goods in transit	40,893	54	-	-	40,893	54
<b>Total</b>	<b>1,482,095</b>	<b>1,486,976</b>	<b>(79,604)</b>	<b>(48,071)</b>	<b>1,402,491</b>	<b>1,438,905</b>

During the current year, the Company and its subsidiaries reduced cost of inventories by Baht 17.2 million (The Company only: Baht 31.5 million) (2015: Baht 41.7 million in the consolidated financial statements and Baht 24.8 million in the separate financial statements) to reflect the net realisable value. This was included in cost of sales.

## 10. Investments in subsidiaries

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

Company's name	Paid-up capital		Shareholding percentage		Cost		(Unit: Thousand Baht) Dividend received during	
	2016	2015	2016	2015	2016	2015	the year	
			(%)	(%)			2016	2015
Kulthorn Kirby Foundry Company Limited	575,000	575,000	100	100	739,999	739,999	143,750	119,050
Kulthorn Premier Company Limited	1,260,000	1,260,000	100	100	1,936,751	1,936,751	-	-
Kulthorn Steel Company Limited	400,000	400,000	100	100	399,999	399,999	-	16,000
kulthorn Materials and Controls Company Limited	650,000	450,000	100	100	540,630	340,630	-	-
<b>Total</b>					<b>3,617,379</b>	<b>3,417,379</b>	<b>143,750</b>	<b>135,050</b>
Less: Allowance for impairment loss on investments in subsidiaries					(783,007)	(783,007)	-	-
<b>Total investments in subsidiaries - net</b>					<b>2,834,372</b>	<b>2,634,372</b>	<b>143,750</b>	<b>135,050</b>

On 24 February 2016, the Board of Directors' Meeting of the Company No. 1/2016 passed a resolution to increase of the registered capital in Kulthorn Materials and Controls Co., Ltd., a subsidiary company in which the Company has 100 percent shareholding, of Baht 200 million (2 million ordinary shares of Baht 100 each) from Baht 450 million (4.5 million ordinary shares of Baht 100 each) to Baht 650 million (6.5 million ordinary shares of Baht 100 each). The Company paid for the incremental of share capital totaling Baht 200 million on 17 May 2016. The subsidiary company registered the increase of its share capital with the Ministry of Commerce on 31 May 2016.

## 11. Property, plant and equipment

(Unit: Thousand Baht)

	Consolidated financial statements							Total	
	Land improvement		Machineries	Plant equipment	Furniture, fixtures and office equipment		Motor vehicles		Construction in progress
	Land	and plant							
<b>Cost</b>									
As at 1 January 2015	349,728	1,831,865	7,590,647	1,168,319	178,205	138,617	189,711	11,447,092	
Additions	-	425	13,176	7,050	6,027	4,536	192,761	223,975	
Transfer in (out)	-	13,356	75,062	37,777	5,575	3,559	(136,610)	(1,281)	
Disposals/write-off	-	-	(31)	(694)	(3,899)	(7,243)	-	(11,867)	
Translation adjustments	-	10,885	18,525	-	490	357	-	30,257	
As at 31 December 2015	349,728	1,856,531	7,697,379	1,212,452	186,398	139,826	245,862	11,688,176	
Additions	-	77	13,386	8,655	5,806	7,143	301,773	336,840	
Transfer in (out)	-	81,874	73,073	30,572	3,507	7,644	(196,772)	(102)	
Disposals/write-off	-	-	(6,086)	-	(507)	(9,627)	(2,935)	(19,155)	
Translation adjustment	-	(17,522)	(29,921)	-	(757)	(559)	-	(48,759)	
As at 31 December 2016	349,728	1,920,960	7,747,831	1,251,679	194,447	144,427	347,928	11,957,000	
<b>Accumulated depreciation</b>									
As at 1 January 2015	-	1,033,380	5,623,362	1,023,856	141,544	107,427	-	7,929,569	
Disposals/ write-off	-	-	(31)	(495)	(3,734)	(7,243)	-	(11,503)	
Depreciation for the year	-	82,688	390,261	55,474	16,548	11,462	-	556,433	
Translation adjustment	-	4,867	14,341	-	400	285	-	19,893	
As at 31 December 2015	-	1,120,935	6,027,933	1,078,835	154,758	111,931	-	8,494,392	
Disposals/ write-off	-	-	(2,924)	-	(453)	(4,694)	-	(8,071)	
Depreciation for the year	-	82,508	325,039	50,225	14,702	10,741	-	483,215	
Translation adjustment	-	(8,665)	23,658	-	(642)	(468)	-	(33,433)	
As at 31 December 2016	-	1,194,778	6,326,390	1,129,060	168,365	117,510	-	8,936,103	
<b>Allowance for impairment loss:</b>									
As at 1 January 2015	-	-	-	-	-	-	(517)	(517)	
Increase during the year	-	-	(973)	-	-	-	-	(973)	
As at 31 December 2015	-	-	(973)	-	-	-	(517)	(1,490)	
As at 31 December 2016	-	-	(973)	-	-	-	(517)	(1,490)	
<b>Net book value</b>									
As at 31 December 2015	349,728	735,596	1,668,473	133,617	31,640	27,895	245,345	3,192,294	
As at 31 December 2016	349,728	726,182	1,420,468	122,619	26,082	26,917	347,411	3,019,407	
<b>Depreciation for the year</b>									
2015 (Baht 531 million included in manufacturing cost, and the balance in administrative expenses)								556,433	
2016 (Baht 453 million included in manufacturing cost, and the balance in administrative expenses)								483,215	

(Unit: Thousand Baht)

	Separate financial statements							Total
	Land improvement		Machineries	Plant equipment	Furniture, fixtures and office equipment		Construction in progress	
	Land	and plant			vehicles			
<b>Cost</b>								
As at 1 January 2015	221,024	624,690	3,554,943	785,572	84,799	64,211	51,721	5,386,960
Additions	-	-	130	1,863	2,921	628	117,923	123,465
Transfer in (out)	-	730	26,356	21,913	2,263	1,822	(53,084)	-
Disposals/write-off	-	-	-	(184)	(2,381)	(2,365)	-	(4,930)
As at 31 December 2015	221,024	625,420	3,581,429	809,164	87,602	64,296	116,560	5,505,495
Additions	-	-	-	175	1,957	4,691	201,010	207,833
Transfer in (out)	-	8,862	28,214	18,608	2,876	7,644	(66,204)	-
Disposals/write-off	-	(70,508)	-	-	-	(9,134)	(2,085)	(81,727)
As at 31 December 2016	221,024	563,774	3,609,643	827,947	92,435	67,497	249,281	5,631,601
<b>Accumulated depreciation</b>								
As at 1 January 2015	-	341,664	2,658,320	723,458	69,660	48,910	-	3,842,012
Depreciation for the year	-	25,456	207,254	26,850	8,489	5,651	-	273,700
Disposals/write-off	-	-	-	(4)	(2,381)	(2,365)	-	(4,750)
As at 31 December 2015	-	367,120	2,865,574	750,304	75,768	52,196	-	4,110,962
Depreciation for the year	-	25,459	154,170	23,945	6,666	5,204	-	215,444
Disposals/write-off	-	(12,775)	-	-	-	(4,251)	-	(17,026)
As at 31 December 2016	-	379,804	3,019,744	774,249	82,434	53,149	-	4,309,380
<b>Net book value</b>								
As at 31 December 2015	221,024	258,300	715,855	58,860	11,834	12,100	116,560	1,394,533
As at 31 December 2016	221,024	183,970	589,899	53,698	10,001	14,348	249,281	1,322,221
<b>Depreciation for the year</b>								
2015 (Baht 265 million included in manufacturing cost, and the balance in administrative expenses)								273,700
2016 (Baht 207 million included in manufacturing cost, and the balance in administrative expenses)								215,444

The Company and its subsidiaries pledged their land and buildings thereon, of which net book value amounted to approximately Baht 752 million (The Company's: Baht 404 million), with financial institutions as collateral to secure loans as discussed in Note 16.

In addition, the Company and its subsidiaries have entered into negative pledge memorandums, which are part of the short-term credit facility agreements with 3 financial institutions. Under these memorandums, the Company and its subsidiaries are not allowed to dispose, transfer, mortgage or provide any lien on their land and buildings thereon and machinery, except to use as collateral for the syndicated loans to pay off the debts to those financial institutions as discussed in Note 14.

As at 31 December 2016, certain items of building improvement and equipment of the Company and its subsidiaries were fully depreciated but are still in use. The gross carrying amount, before deducting accumulated depreciation, of those assets amounted to Baht 5,128.2 million (The Company only: Baht 3,107.7 million) (2015: Baht 4,511.0 million in the consolidated financial statements and Baht 2,755.2 million in the separate financial statements).

As at 31 December 2016, the Company and its subsidiaries had machineries, vehicles and equipment with net book values of Baht 153.5 million (The Company only: Baht 80.3 million) (2015: Baht 174.5 million in the consolidated financial statements and Baht 104.2 million in the separate financial statements) which were acquired under financial lease agreements.

## 12. Goodwill on business combination

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	2016	2015
Goodwill on business combination	37,620	37,620
Less: Accumulated impairment loss	(37,620)	(37,620)
Net book value	<u>-</u>	<u>-</u>

## 13. Intangible assets

The net book value of intangible assets, computer software, as at 31 December 2016 and 2015 is presented below.

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
As at 31 December 2016		
Cost	144,796	66,650
Less: Accumulated amortisation	(69,525)	(39,282)
Net book value	<u>75,271</u>	<u>27,368</u>
As at 31 December 2015		
Cost	140,993	64,172
Less: Accumulated amortisation	(58,806)	(35,519)
Net book value	<u>82,187</u>	<u>28,653</u>

A reconciliation of the net book value of intangible assets for the years 2016 and 2015 is presented below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		Financial statements	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Net book value at beginning of year	82,187	82,174	28,653	25,685
Acquisition during the year	4,412	10,324	2,478	6,289
Transfer from fixed assets (Note 11)	102	-	-	-
Amortisation	(10,988)	(10,617)	(3,763)	(3,321)
Translation adjustment	(442)	306	-	-
Net book value at end of year	<u>75,271</u>	<u>82,187</u>	<u>27,368</u>	<u>28,653</u>

#### 14. Bank overdrafts and short-term loans from financial institutions

	Interest rate (percent per annum)	(Unit: Thousand Baht)			
		Consolidated		Separate	
		financial statements		financial statements	
		<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Bank overdrafts	7.38	14,900	24,452	-	-
Short-term loans	4.00 - 4.20	545,689	767,849	250,689	576,849
Trust receipts	3.24 - 7.00	1,434,558	1,786,424	468,571	922,031
Packing credit	3.92 - 5.65	806,547	1,081,335	550,376	671,551
Total		<u>2,801,694</u>	<u>3,660,060</u>	<u>1,269,636</u>	<u>2,170,431</u>

As at 31 December 2015, bank overdrafts and short-term loans from financial institutions of the Company and its subsidiaries are secured by a mortgage and negative pledge of their land, building and machinery.

From September to October 2016, the Company and its subsidiaries cancelled the existing Credit Facility Agreement and entered into a new short-term Credit Facility Agreements with three financial institutions to obtain working capital, contingent and hedging facilities totaling Baht 5,625 million and USD 35 million. Under the agreement, the Company and its subsidiaries are required to comply with certain conditions, including maintaining interest bearing debt to EBITDA plus extraordinary item and non-cash items ratio not exceeding 5:1 for the consolidated financial statements and debt to equity ratio for the consolidated financial statements not exceeding 2.75:1. In addition, the Company and its subsidiaries are not allowed to dispose, transfer, mortgage or provide any lien on their assets, both existing and to be acquired in the future, except to use as collateral for the syndicated loans to pay off the debts to those financial institutions.

## 15. Trade and other payables

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2016	2015	2016	2015
Trade payables - related parties	18,028	18,487	322,591	496,881
Trade payables - unrelated parties	724,386	823,633	492,946	466,572
Other payables - related parties	7,948	11,656	33,999	52,921
Other payables - unrelated parties	153,318	173,195	93,550	96,530
Accrued interest expenses to related parties	-	-	2,641	4,123
Accrued interest expenses to unrelated parties	2,288	2,737	1,015	1,244
Accrued expenses - related parties	380	-	-	-
Accrued expenses - unrelated parties	97,226	108,491	41,405	40,466
<b>Total trade and other payables</b>	<b>1,003,574</b>	<b>1,138,199</b>	<b>988,147</b>	<b>1,158,737</b>

## 16. Long-term loans

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2016	2015	2016	2015
Long-term loans	1,000,000	263,200	1,000,000	263,200
Less: current portion	(200,000)	(263,200)	(200,000)	(263,200)
<b>Long-term loans, net of current portion</b>	<b>800,000</b>	<b>-</b>	<b>800,000</b>	<b>-</b>

During 2010, the Company and its subsidiaries entered into a Credit Facility Agreement with two commercial banks to obtain loan facilities including long-term loan facility, working capital facility, and contingent facility and hedging facility.

In November 2010, the Company drawdown Baht 2,400 million loan from the banks, the loan shall be repaid within the year 2015. The repayment of the principal is to be made in 21 quarterly installments, of Baht 100 million each for the 1st quarter, the 3rd quarter, and the 4th quarter of each year and Baht 200 million for the 2nd quarter of each year, with the first installment to be paid in December 2010.

In April 2011, the Company and its subsidiaries entered into the First Amendment to Credit Facilities Agreement to obtain additional credit facilities. The Company drawdown additional Baht 200 million loan from the banks.



In December 2011, the Company and its subsidiaries entered into the Second Amendment and Novation Agreement to Credit Facility Agreement, in order to make a new commercial bank be the Acceding Lender for the existing Credit Facility Agreement and the Company and its subsidiaries obtained additional credit facilities including long-term loan of Baht 200 million. The additional long-term loan amount was drawdown in year 2012, and to be repaid within year 2015 by 16 quarterly installments, of Baht 12.5 million each. The first installment is to be paid in March 2012.

In September 2014, the Company and its subsidiaries entered into the Third Amendment to Credit Facilities Agreement in order to extend the repayment period. The loan shall be repaid within the year 2016. The repayment of the principal is to be made in 9 quarterly installments, of Baht 74.3 million each for the 1st quarter, the 3rd quarter, and the 4th quarter of each year, Baht 140.3 million for the 2nd quarter of each year and Baht 48.6 million for the 3rd quarter of 2016, with the first installment to be paid in September 2014.

In April 2015, the Company and its subsidiaries entered into the Fourth Amendment to Credit Facilities Agreement in order to decrease the amount of existing credit facility.

The loan is subject to interest at the rate with reference to THBFIX+3%, and interest is to be paid on a monthly basis. The loan is guaranteed by the mortgage and pledge of the Company's and subsidiaries' property, plant and machinery.

Under the loan agreement, the Company and its subsidiaries have to comply with certain conditions including maintaining interest bearing debt to EBITDA ratio not exceeding 5:1 for the consolidated financial statements, debt to equity ratio for the consolidated financial statements not exceeding 5:1 in Financial Year 2010; 4:1 in Financial Year 2011; 3.5:1 in Financial Year 2012; and 2.75:1 from 1 January 2013 onwards, current ratio for consolidated financial statements not less than 1:1, and debt service coverage ratio for the consolidated financial statements not less than 1.2:1.

As at 17 December 2015, the Company and its subsidiaries received the waiver letter for maintain covenant ratio from all lenders for the year ended 31 December 2015. The Company and its subsidiaries have to comply with certain conditions including maintaining current ratio for consolidated financial statements not less than 0.95:1. As at 31 December 2015, the Company and its subsidiaries could maintain all conditions in the waiver letter and the loan agreement.

The Company and its subsidiaries had fully paid such long-term loan in September 2016 and had already redeemed their property, plant and machinery from the financial institutions.

On 16 December 2016, the Company and its subsidiaries entered into a new Credit Facility Agreement with three financial institutions to obtain long-term syndicated loan facility amounting to Baht 2,000 million.

In December 2016, the Company drew down a Baht 1,000 million loan from banks, and the loan shall be repaid within the year 2021. The repayment of the principal is to be made in 20 quarterly installments, of Baht 50 million each, with the first installment to be paid in March 2017.

The loan is subject to interest at the rate with reference to THBFIX+3%, and interest is to be paid on a monthly basis. The loan is guaranteed by mortgage of the Company's and its subsidiaries' properties and plant thereon.

Under the new loan agreement, the Company and its subsidiaries have to comply with certain conditions including maintaining interest bearing debt to EBITDA plus extraordinary item and non-cash items ratio for the consolidated financial statements not exceeding 5:1 and debt to equity ratio for the consolidated financial statements not exceeding 2.75:1.

As at 31 December 2016, the Company and its subsidiaries was able to maintain and comply with all conditions as specified in the loan agreement.

#### 17. Liabilities under financial lease agreements

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2016	2015	2016	2015
Liabilities under financial lease agreements	212,770	287,710	23,588	37,237
Less: Deferred interest expenses	(19,375)	(32,783)	(1,446)	(2,941)
Total	193,395	254,927	22,142	34,296
Less: Portion due within one year	(67,705)	(67,996)	(13,165)	(15,406)
Liabilities under financial lease agreements, net of current portion	<u>125,690</u>	<u>186,931</u>	<u>8,977</u>	<u>18,890</u>

The Company and its subsidiaries have entered into the finance lease agreements for rental of machineries and motor vehicles for use in their operation, whereby they are committed to pay rental on a monthly basis. The terms of the agreements are generally between 3 and 5 years.

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

(Unit: Million Baht)

	As at 31 December 2016					
	Consolidated financial statements			Separate financial statements		
	Less than 1 year			Less than 1 year		
	1-5 years	Total	1-5 years	Total		
Future minimum lease payments	78	134	212	14	10	24
Deferred interest expenses	(10)	(9)	(19)	(1)	(1)	(2)
Present value of future minimum lease payments	68	125	193	13	9	22

(Unit: Million Baht)

	As at 31 December 2015					
	Consolidated financial statements			Separate financial statements		
	Less than 1 year			Less than 1 year		
	1-5 years	Total	1-5 years	Total		
Future minimum lease payments	82	206	288	17	20	37
Deferred interest expenses	(14)	(19)	(33)	(2)	(1)	(3)
Present value of future minimum lease payments	68	187	255	15	19	34

## 18. Other current liabilities

The outstanding balances of warranty reserve as at 31 December 2016 and 2015 which are included in other current liabilities in the statement of financial position are as follow:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
Warranty reserve	13,500	38,920	12,687	37,691

## 19. Provision for long-term employee benefits

Provision for long-term employee benefits, which represents compensations payable to employees' retirement and long service awards, was as follows:

(Unit: Thousand Baht)

	Consolidated financial statements					
	Retirement benefits		Long service awards		Total	
	plan		plan			
	2016	2015	2016	2015	2016	2015
<b>Provision for long-term employee benefits at beginning of year</b>	157,677	123,357	4,341	7,366	162,018	130,723
Included in profit or loss:						
Current service cost	12,338	9,021	860	1,265	13,198	10,286
Interest cost	4,193	3,848	113	212	4,306	4,060
Actuarial gain arising from						
Financial assumptions changes	-	-	-	(1,507)	-	(1,507)
Experience adjustments	-	-	-	(2,995)	-	(2,995)
Included in other comprehensive income:						
Actuarial loss arising from						
Financial assumptions changes	-	8,698	-	-	-	8,698
Experience adjustments	-	21,964	-	-	-	21,964
Benefits paid during the year	(8,471)	(9,211)	(773)	-	(9,244)	(9,211)
<b>Provision for long-term employee benefits at end of year</b>	<b>165,737</b>	<b>157,677</b>	<b>4,541</b>	<b>4,341</b>	<b>170,278</b>	<b>162,018</b>

(Unit: Thousand Baht)

	Separate financial statements					
	Retirement benefits		Long service awards		Total	
	plan		plan			
	2016	2015	2016	2015	2016	2015
<b>Provision for long-term employee benefits at beginning of year</b>	73,574	55,652	4,341	7,366	77,915	63,018
Included in profit or loss:						
Current service cost	5,295	3,871	860	1,265	6,155	5,136
Interest cost	2,032	2,038	113	212	2,145	2,250
Actuarial gain arising from						
Financial assumptions changes	-	-	-	(1,507)	-	(1,507)
Experience adjustments	-	-	-	(2,995)	-	(2,995)
Included in other comprehensive income:						
Actuarial loss arising from						
Financial assumptions changes	-	4,109	-	-	-	4,109
Experience adjustments	-	10,553	-	-	-	10,553
Benefits paid during the year	(3,641)	(2,649)	(773)	-	(4,414)	(2,649)
<b>Provision for long-term employee benefits at end of year</b>	<b>77,260</b>	<b>73,574</b>	<b>4,541</b>	<b>4,341</b>	<b>81,801</b>	<b>77,915</b>

Line items in profit or loss under which long-term employee benefit expenses are recognised are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	2016	2015	2016	2015
Cost of sales	13,657	6,599	6,146	2,367
Selling and administrative expenses	3,847	3,245	2,154	517
Total expense recognised in profit or loss	17,504	9,844	8,300	2,884

The Company and its subsidiaries expect to pay Baht 10.7 million of long-term employee benefits during the next year (Separate financial statements: Baht 6.6 million) (2015: Baht 15.1 million, separate financial statements: Baht 6.9 million).

As at 31 December 2016, the weighted average duration of the liabilities for long-term employee benefit is 13 years (Separate financial statements: 13 years) (2015: 13 years, separate financial statements: 13 years).

Significant actuarial assumptions used for the valuation are as follows:

(Unit: percent per annum)

	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
Discount rate	2.9	2.9	2.9	2.9
Future salary increase rate (depending on age)	5.0 - 8.0	5.0 - 8.0	5.0 - 8.0	5.0 - 8.0

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2016 and 2015 are summarised below:

(Unit: Million Baht)

As at 31 December 2016

	Consolidated financial statements		Separate financial statements	
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%
Discount rate	(12.1)	13.8	(5.7)	6.5
Future salary increase rate	13.0	(11.7)	6.1	(5.5)

(Unit: Million Baht)

As at 31 December 2015

	Consolidated financial statements		Separate financial statements	
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%
Discount rate	(11.8)	13.5	(5.6)	6.4
Future salary increase rate	12.8	(11.5)	6.0	(5.4)

## 20. Share capital

On 23 April 2015, the Annual General Meeting of the Company's shareholders No. 36/2558 passed resolutions approval of an increase in the Company's share capital from Baht 1,000 million (1,000 million ordinary shares of Baht 1 each) to Baht 1,200 million (1,200 million ordinary shares of Baht 1 each) through the issuance of 200 million ordinary shares with a par value of Baht 1 each to the existing shareholders pursuant to their shareholdings in the Company at the proportion of 5 existing shares to 1 new share at the subscription price of Baht 2 per share. The Company had registered the increase in its registered and paid-up share capital with the Ministry of Commerce on 10 June 2015.

## 21. Statutory reserve

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

## 22. Expenses by nature

Significant expenses classified by nature are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Raw materials and consumables used	7,263,269	8,974,747	3,318,093	4,643,582
Changes in inventories of finished goods and work in progress	259,462	(61,795)	83,936	(157,444)
Salaries, wages and other employee benefits	999,417	1,048,260	514,390	556,429
Depreciation and amortisation expenses	494,203	567,050	219,207	277,022
Net loss (gain) on exchange	11,860	18,195	6,681	14,842
Rental expenses	36,256	34,682	9,108	7,754

## 23. Income tax

Income tax expenses for the years ended 31 December 2016 and 2015 are made up as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
<b>Current income tax:</b>				
Current income tax charge	47,852	42,551	25,645	33,162
<b>Deferred tax:</b>				
Relating to origination and reversal of temporary differences	(3,564)	(15,293)	(3,141)	(14,111)
<b>Income tax expenses reported in the statement of comprehensive income</b>	<u>44,288</u>	<u>27,258</u>	<u>22,504</u>	<u>19,051</u>

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2016 and 2015 are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Deferred tax relating to actuarial loss	-	(4,732)	-	(2,605)

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

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Accounting profit before tax	107,591	239,637	267,482	521,792
Applicable tax rate	20, 25%	20, 25%	20%	20%
Accounting profit before tax multiplied by income tax rate	21,518	47,927	53,496	104,358
Effects of:				
Promotional privileges (Note 24)	(14,386)	(19,668)	(4,318)	(12,322)
Dividend income not subject to tax	-	-	(28,751)	(27,011)
Non-deductible expenses	11,383	10,847	4,813	3,345
Additional expense deductions allowed	(18,106)	(16,365)	(3,696)	(4,522)
Loss carry forward	(84)	(46,730)	-	(40,720)
Others	2,153	(2,984)	960	(4,077)
Total	(19,040)	(74,900)	(30,992)	(85,307)
Unrecognised tax loss	41,810	54,231	-	-
<b>Income tax expenses reported in the statement of comprehensive income</b>	<u>44,288</u>	<u>27,258</u>	<u>22,504</u>	<u>19,051</u>



The components of deferred tax assets are as follows:

	(Unit: Thousand Baht)			
	Statements of financial position			
	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
<b>Deferred tax assets</b>				
Allowance for doubtful accounts	8,696	3,100	1,648	84
Allowance for diminution in value of inventories	29,672	26,887	15,921	9,614
Warranty reserve	2,261	6,866	2,098	6,696
Provision for long-term employee benefits	27,856	25,048	13,709	13,841
Others	14,745	18,028	-	-
<b>Total</b>	<b>83,230</b>	<b>79,929</b>	<b>33,376</b>	<b>30,235</b>

As at 31 December 2016, the Company and its subsidiaries have unused tax losses totaling Baht 599.5 million (2015: Baht 534.8 million). No deferred tax assets have been recognised on these amounts as the Company and its subsidiaries believe future taxable profits may not be sufficient to allow utilisation of the unused tax losses.

The unused tax losses amounting to Baht 599.5 million will expire by the year 2021.

## 24. Promotional privileges

24.1 The Company has been granted certain promotional privileges according to the Investment Promotion Act B.E. 2520 as approved by the Board of Investment with significant privileges as follows:

	Certificate No. 1421(2)/2552	Certificate No. 1987(2)/2554
1. Promotional privileges for	Manufacturing of compressors for air condition and refrigerator	Manufacturing of compressors for air condition and refrigerator
2. The significant privileges are		
2.1 Exemption of corporate income tax on net profit from promotional operation which does not exceed 100 percent of investment, excluding land and working capital for a period of 5 years. In case that the Company has loss during the exemption of corporate income tax on net income, it can carry forward loss from operations to offset against income after exemption period, for a period of 5 years commencing as from the expiration of exemption period.	From 2 February 2010 until 1 February 2015	From 1 July 2013 until 1 July 2018
2.2 Exemption from import duty on raw materials and essential materials imported for use specifically in producing for export for a period of 1 year as from the date of first import.	Granted	Granted
2.3 Exemption from import duty on imported machinery as approved by the Board.	Granted	Granted
2.4 Dividend paid from those investment promoted operations which are exempted from corporate income tax are in turn exempted from inclusion in the determination of income tax.	Granted	Granted
3. Date of first earning operating income.	2 February 2010	1 July 2013

The Company has to comply with certain conditions and restrictions specified under the promotion certificates.

Sales of the Company amounting to approximately Baht 4,945 million (2015: Baht 6,407 million) for the year ended 31 December 2016 included revenue from manufacturing and sales derived from promoted operations of approximately Baht 856 million (2015: Baht 716 million).

**24.2** Kulthorn Kirby Foundry Co., Ltd., a subsidiary company, has been granted the privileges for certain specified category of products under the Investments Promotion Act B.E. 2520 as approved by the Board of Investment with significant privileges as follows:

	Certificate No. 2127(2)/2548
1. Promotional privileges for	Manufacturing of casting iron parts
2. The significant privileges are	
2.1 Exemption of corporate income tax on net earnings for the period of 8 years commencing as from the date of earning operating income. In case that the Company has loss during the exemption of corporate income tax on net income, it can carry forward loss from operations to offset against income after exemption period, for a period of 5 years commencing as from the expiration of exemption period.	From 8 July 2012 until 7 July 2020
2.2 Dividend paid from those investment promoted operations which are exempted from corporate income tax are in turn exempted from inclusion in the determination of income tax.	Granted
2.3 Exemption from import duty on imported machinery as approved by the Board.	Granted
3. Date of first earning operating income	8 July 2012

The subsidiary company has to comply with certain conditions and restrictions specified under the promotion certificates.

**24.3** Kulthorn Premier Co., Ltd., a subsidiary company, has been granted promotional privileges under the Investment Promotion Act B.E. 2520, as approved by the Board of Investment for certificate with outstanding significant privileges as follow:

	Certificate No.
	2167(2)/2550
1. Promotional privileges for	Manufacturing of compressors for refrigerator
2. The significant privileges are	
2.1 Exemption of corporate income tax on net income from the promoted operation which does not exceed 100 percent of investment, excluding land and working capital for a period of 8 years commencing as from the date of earning first operating income. In case that the Company has loss during the exemption of corporate income tax on net income, it can carry forward loss from operations to offset against income after exemption period, for a period of 5 years commencing as from the expiration of exemption period.	From 14 January 2008 until 13 January 2016
2.2 Dividend paid from those investment promoted operations which are exempted from corporate income tax are in turn exempted from inclusion in the determination of income tax.	Granted
2.3 A fifty percent reduction of corporate income tax on its net income.	for a period of 5 years after the corporate income tax exemption expired as discussed in 2.1
2.4 Permission to double deduct the costs of transportation, electricity and water supply for corporate income tax purpose commencing as from the date of first earning operating income.	For a period of 10 years commencing as from the date of first earning operating income.
2.5 Permission to deduct 25 percent of the cost of installation and construction of facilities, in addition to normal depreciation charges.	Granted
2.6 Exemption from import duty on raw materials and essential materials imported for use specifically in producing for export.	For a period of 5 years commencing as from the date of first import.
2.7 Seventy-five percent reduction of import duty on raw materials and essential materials imported for use specifically in production for domestic sales, for a period of 1 year commencing from the date of first importation.	Granted
2.8 Exemption from import duty on items imported for re-export, for a period of 5 years commencing from the date of first importation.	Granted
3. Date of first earning operating income	14 January 2008

The subsidiary company has to comply with certain conditions and restrictions specified under the promotion certificates.

**24.4** Kulthorn Material and Controls Co., Ltd., a subsidiary company, has been granted the following tax privileges for certain specified category of products under the Investments Promotion Act B.E. 2520 as approved by the Board of Investment for certificate with outstanding significant privileges as follows:

	Certificate No.
	1204(2)/2551
1. Promotional privileges for	Manufacturing of enameled metal wire product Type 5.3
2. The significant privileges are	
2.1 Exemption of corporate income tax on net profit from promotional operation which does not exceed 100 percent of investment, excluding land and working capital for a period of 6 years commencing as from the date of earning first operating income.	From 10 January 2012 until 9 January 2018
2.2 Exemption from import duty on raw materials and essential materials imported for use specifically in producing for export for a period of 1 year as from the date of first import.	Granted
2.3 Exemption from import duty on imported machinery as approved by the Board.	Granted
2.4 Dividend paid from those investment promoted operations which are exempted from corporate income tax are in turn exempted from inclusion in the determination of income tax.	Granted
3. Date of first earning operating income.	10 January 2012

The subsidiary company has to comply with certain conditions and restrictions specified under the promotion certificates.

**24.5** Kulthorn Metal Products Co., Ltd., a subsidiary company, has been granted the following tax privileges for certain specified category of products under the Investment Promotion Act B.E. 2520 as approved by the Board of Investment with significant privileges as follows:

	Certificate No.	
	1797(2)/2549	1968(2)/2550
1. Promotional privileges for	Steels forging and sintered product	Heat treatment product
2. The significant privileges are		
2.1 Exemption of corporate income tax on net profit from promotional operation which does not exceed 100 percent of investment, excluding land and working capital for a period of 8 years.  In case that the Company has loss during the exemption of corporate income tax on net income, it can carry forward loss from operations to offset against income after exemption period, for a period of 5 years commencing as from the expiration of exemption period.	From 4 May 2006 until 3 May 2014	From 25 June 2007 until 24 June 2015
2.2 Exemption from import duty on raw materials and essential materials imported for use specifically in producing for export for a period of 1 year as from the date of first import.	Granted	Granted
2.3 Exemption from import duty on imported machinery as approved by the Board for the machinery produced from	1995	1996
2.4 Dividend paid from those investment promoted operations which are exempted from corporate income tax are in turn exempted from inclusion in the determination of income tax.	Granted	Granted
3. Date of first earning operating income	4 May 2006	25 June 2007

The subsidiary company has to comply with certain conditions and restrictions specified under the promotion certificates.

## 25. Earnings per share

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

The following table sets forth the computation of basic earnings per share:

	Profit for the year		Weighted average number of ordinary shares		Earnings per share	
	<u>2016</u> (Thousand Baht)	<u>2015</u> (Thousand Baht)	<u>2016</u> (Thousand shares)	<u>2015</u> (Thousand shares)	<u>2016</u> (Baht)	<u>2015</u> (Baht)
<u>Consolidated financial statements</u>						
<b>Basic earnings per share</b>						
Profit attributable to equity holders of the Company	63,303	212,379	1,200,000	1,112,329	0.053	0.191
<u>Separate financial statements</u>						
<b>Basic earnings per share</b>						
Profit attributable to equity holders of the Company	244,978	502,741	1,200,000	1,112,329	0.204	0.452

## 26. Segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance.

For management purposes, the Company and its subsidiaries are organised into business units based on their products and services and have four reportable segments as follows:

1. Compressors and parts
2. Enameled wire
3. Steel sheet
4. Steel coil center

No operating segments have been aggregated to form the above reportable operating segments.

The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and total assets on a basis consistent with that used to measure operating profit or loss and total assets in the financial statements.

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

The following tables present revenue, profit (loss) and total assets information regarding the Company and its subsidiaries' operating segments for the years ended 31 December 2016 and 2015:

(Unit: Thousand Baht)

	Compressors and parts	Enameled wire	Steel sheet	Steel coil center	Others	Total reportable segments	Adjustments and eliminations	Consolidated
<b>Year ended 31 December 2016</b>								
Revenue from external customers	5,573,951	1,214,907	906,179	896,166	74,685	8,665,888	-	8,665,888
Inter-segment revenue	189,467	455,029	430,739	357,977	91,036	1,524,248	(1,524,248)	-
Interest income	33,889	331	10	188	1,590	36,008	(34,832)	1,176
Interest expense	(126,718)	(60,501)	(14,819)	(1,700)	(3,328)	(207,066)	34,832	(172,234)
Depreciation and amortisation	(289,308)	(70,817)	(35,492)	(82,152)	(24,865)	(502,634)	8,431	(494,203)
Income tax revenue (expenses)	(12,821)	(9,088)	(5,812)	(15,923)	93	(43,551)	(737)	(44,288)
Unrealised gain (loss) on exchange	(110)	242	63	7	(61)	141	-	141
<b>Segment profit (loss)</b>	<b>138,052</b>	<b>(92,462)</b>	<b>25,530</b>	<b>108,911</b>	<b>(30,172)</b>	<b>149,859</b>	<b>(86,556)</b>	<b>63,303</b>
<b>Segment total assets</b>	<b>8,718,606</b>	<b>1,776,697</b>	<b>1,105,506</b>	<b>912,169</b>	<b>199,161</b>	<b>12,712,139</b>	<b>(4,965,232)</b>	<b>7,746,907</b>
Additions (decrease) to non-current assets other than financial instruments and deferred tax assets	66,621	(10,449)	100,944	(89,399)	(13,715)	54,002	(235,035)	(181,033)



(Unit: Thousand Baht)

	Compressors and parts	Enameled wire	Steel sheet	Steel coil center	Others	Total reportable segments	Adjustments and eliminations	Consolidated
<b>Year ended 31 December 2015</b>								
Revenue from external customers	7,229,973	1,333,942	997,773	897,072	85,622	10,544,382	-	10,544,382
Inter-segment revenue	316,532	792,405	590,764	510,136	145,006	2,354,843	(2,354,843)	-
Interest income	40,838	323	10	20	55	41,246	(40,378)	868
Interest expense	(149,364)	(71,080)	(11,077)	(3,592)	(1,455)	(236,568)	40,378	(196,190)
Depreciation and amortisation	(349,685)	(76,483)	(34,017)	(85,578)	(29,533)	(575,296)	8,246	(567,050)
Income tax revenues (expenses)	(18,066)	2,563	51	(10,346)	266	(25,532)	(1,726)	(27,258)
Unrealised gain (loss) on exchange	7,838	2,959	3,300	(7)	174	14,264	-	14,264
<b>Segment profit (loss)</b>	<b>496,618</b>	<b>(264,054)</b>	<b>3,889</b>	<b>68,083</b>	<b>2,405</b>	<b>306,941</b>	<b>(94,562)</b>	<b>212,379</b>
<b>Segment total assets</b>	<b>8,935,038</b>	<b>1,916,721</b>	<b>873,622</b>	<b>1,025,185</b>	<b>229,333</b>	<b>12,979,899</b>	<b>(4,763,102)</b>	<b>8,216,797</b>
Additions (decrease) to non-current assets other than financial instruments and deferred tax assets	(1,090)	59,720	887	(78,296)	(23,970)	(42,749)	(281,722)	(324,471)

## Geographic information

Revenue from external customers is based on locations of the customers.

	(Unit: Thousand Baht)	
	<u>2016</u>	<u>2015</u>
Revenue from external customers		
Thailand	5,480,552	6,208,513
Hong Kong	1,650,106	2,168,593
China	226,640	240,843
Indonesia	160,051	281,334
Saudi Arabia	54,237	78,614
Others	1,094,302	1,566,485
Total	<u>8,665,888</u>	<u>10,544,382</u>
Non-current assets (other than financial instruments and deferred tax assets)		
Thailand	2,900,640	3,050,197
China	196,150	227,627
Total	<u>3,096,790</u>	<u>3,277,824</u>

## Major customers

For the year 2016, the Company and its subsidiaries have revenue from two major customers in amount of Baht 1,643.1 million and Baht 990.8 million, arising from sales by the compressors and parts segment, enameled wire segment and steel coil center segment (2015: Baht 2,168.6 million derived from one major customer, arising from sales by the compressors and parts segment).

## 27. Provident fund

The Company and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Both employees and the Company contribute to the fund monthly at the rate of 3 - 7 percent of basic salary. The fund, which is managed by Local Asset Management Company, will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2016 of the Company and its subsidiaries amounting to approximately Baht 20.2 million (2015: Baht 19.4 million) the Company only: Baht 8.4 million (2015: Baht 7.9 million) were recognised as expenses.

## 28. Dividends

<u>Dividends</u>	<u>Approved by</u>	<u>Total dividends (Million Baht)</u>	<u>Dividend per share (Baht)</u>
Final dividends for 2015	Annual General Meeting of the shareholders on 23 April 2016	180	0.15
Total for 2016		180	0.15

## 29. Commitment and contingent liabilities

### 29.1 Capital commitments

As at 31 December 2016, the Company and its subsidiaries have capital commitments of approximately Baht 0.4 million (2015: Baht 89.5 million) (the Company only: nil (2015: Baht 81.1 million)), relating to acquisition of machinery and equipment.

### 29.2 Operating lease commitments

The Company and its subsidiaries have entered into several lease agreements in respect of the lease of land, motor vehicles, and office equipment. The terms of the agreements are generally between 1 and 3 years.

As at 31 December 2016 and 2015, future minimum lease payments required under these operating leases contracts were as follows:

	(Unit: Million Baht)			
	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
<u>Payable:</u>				
In up to 1 year	30.2	29.0	5.1	5.4
In over 1 and up to 3 years	26.3	51.8	3.4	8.5

### 29.3 Long-term service commitments

- a) As at 31 December 2016 and 2015, the Company and its subsidiaries have commitments relating to service agreements payable in the future as follows:

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
<u>Payable:</u>				
In up to 1 year	8.5	14.4	2.8	4.7
In over 1 year	0.1	4.4	-	2.7

- b) A subsidiary entered into technical support license and royalty agreement with an overseas company. Under the agreement, the subsidiary is obliged to pay license and royalty fee to that company at the rate stipulated in the agreement. The agreement has been in effect since 15 July 2004 and shall continue unless cancelled by either party.

As at 31 December 2016, the subsidiary has outstanding royalty fees amounting to approximately Baht 17.6 million (2015: Baht 17.6 million) which was included in other current liabilities.

- c) The Company and its subsidiary have commitments related to sales commissions payable to sale agents at the rate stipulated in the agreements or rate agreed between parties.

### 29.4 Guarantees

- a) As at 31 December 2016, the Company and Kulthorn Materials and Controls Company Limited have contingent liability relating to the guarantee of credit facility of Suzhou Kulthorn Megnet Wire Co., Ltd. to an oversea branch of a commercial bank amounting to RMB 60 million or equivalent to Baht 313 million (2015: RMB 67 million or equivalent to Baht 376.8 million).
- b) As at 31 December 2016, there were outstanding bank guarantees of approximately Baht 78.8 million (2015: Baht 79.9 million) (the Company only: Baht 19.7 million (2015: Baht 21.7 million)) issued by the banks on behalf of the Company and its subsidiaries in respect of certain performance bonds as required in the normal course of business of the Company and its subsidiaries. These included letter of guarantee to guarantee electricity usage amounting to Baht 77.3 million (2015: Baht 77.3 million) (the Company only: Baht 19.6 million (2015: Baht 19.6 million)), and to guarantee import duty and others amounting to Baht 1.4 million (2015: Baht 2.6 million) (the Company only: Baht 0.1 million (2015: Baht 2.1 million)).

## 29.5 Litigation

During the year 2016, a foreign subsidiary was sued for compensation from damages caused by production delays arising from a strike staged by subsidiary's employees during September 2014, amounting to RMB 2 million. The subsidiary filed a counterclaim against that company. Currently, the case has yet to be finalised and remains under consideration in a local court.

## 30. Fair values hierarchy

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

		(Unit: Million Baht)			
		As of 31 December 2016			
		Consolidated		Separated	
		financial statements		financial statements	
		Level 1	Level 2	Level 1	Level 2
<b>Financial liabilities measured at fair value</b>					
Derivatives					
	Foreign currency forward contracts	-	0.4	-	0.1
		(Unit: Million Baht)			
		As of 31 December 2015			
		Consolidated		Separated	
		financial statements		financial statements	
		Level 1	Level 2	Level 1	Level 2
<b>Financial assets measured at fair value</b>					
Derivatives					
	Foreign currency forward contracts	-	6.2	-	0.2
<b>Liabilities for which fair value are disclosed</b>					
	Copper swap contract	0.7	-	-	-

## **31. Financial instruments**

### **31.1 Financial risk management**

The Company and its subsidiaries' financial instruments, as defined under Thai Accounting Standard No. 107 "Financial Instrument: Disclosure Presentations", principally comprise cash and cash equivalents, trade and other receivables, trade and other payables, and short-term and long-term loans. The financial risks associated with these financial instruments and how they are managed is described below.

#### ***Credit risk***

The Company and its subsidiaries are exposed to credit risk primarily with respect to trade and other receivables. The management of the Company and its subsidiaries manage the risk by adopting appropriate credit control policies and procedures and therefore do not expect to incur material financial losses. In addition, the Company and its subsidiaries do not have high concentration of credit risk since they have a large customer base. The maximum exposure to credit risk is limited to the carrying amounts of receivables and other receivables as stated in the statement of financial position.

#### ***Interest rate risk***

The Company and its subsidiaries' exposure to interest rate risk relates primarily to their cash at banks, bank overdrafts, short-term and long-term borrowings. However, since most of the Company and its subsidiaries' financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate, the interest rate risk is expected to be minimal.

Significant financial assets and liabilities as at 31 December 2016 and 2015 classified by type of interest rates are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date if this occurs before the maturity date.

(Unit: Million Baht)

## Consolidated financial statements as at 31 December 2016

	Fixed interest rates		Floating	Non-	Total	Effective
	Within		Interest	interest		interest
	1 year	1-5 years	rate	bearing		rate
						(% per annum)
<b>Financial assets</b>	-	-	291	26	317	0.10 - 0.63
Cash and cash equivalents	-	-	-	1,824	1,824	-
Trade and other receivables	-	-	291	1,850	2,141	
<b>Financial liabilities</b>						
Bank overdrafts and short-term loans from financial institutions	2,787	-	15	-	2,802	3.24 - 7.38
Trade and other payables	-	-	-	1,004	1,004	-
Liabilities under financial lease agreements	68	126	-	-	194	2.55 - 13.38
Long-term loans	-	-	1,000	-	1,000	THBFIX+3%
	2,855	126	1,015	1,004	5,000	

(Unit: Million Baht)

## Consolidated financial statements as at 31 December 2015

	Fixed interest rates		Floating	Non-	Total	Effective
	Within		Interest	interest		interest
	1 year	1-5 years	rate	bearing		rate
						(% per annum)
<b>Financial assets</b>						
Cash and cash equivalents	-	-	136	37	173	0.35 - 0.75
Trade and other receivables	-	-	-	2,084	2,084	-
	-	-	136	2,121	2,257	
<b>Financial liabilities</b>						
Bank overdrafts and short-term loans from financial institutions	3,636	-	24	-	3,660	2.00 - 7.38
Trade and other payables	-	-	-	1,138	1,138	-
Liabilities under financial lease agreements	68	187	-	-	255	2.55 - 13.38
Current portion of long-term loans	-	-	263	-	263	THBFIX+3%
	3,704	187	287	1,138	5,316	

(Unit: Million Baht)

## Separate financial statements as at 31 December 2016

	Fixed interest rates		Floating Interest rate	Non- interest bearing	Total	Effective interest rate  (% per annum)
	Within 1 year	1-5 years				
	<b>Financial assets</b>					
Cash and cash equivalents	-	-	251	1	252	0.37 - 0.63
Trade and other receivables	-	-	-	1,058	1,058	-
Short-term loans to related parties	156	-	-	-	156	3.25 - 5.8
	156	-	251	1,059	1,466	
<b>Financial liabilities</b>						
Bank overdrafts and short-term loans from financial institutions	1,270	-	-	-	1,270	3.24 - 5.20
Trade and other payables	-	-	-	988	988	-
Short-term loans from related parties	887	-	-	-	887	0.25 - 5.8
Liabilities under financial lease agreements	13	9	-	-	22	5.02 - 7.7
Long-term loans	-	-	1,000	-	1,000	THBFIX+3%
	2,170	9	1,000	988	4,167	

Unit: Million Baht)

## Separate financial statements as at 31 December 2015

	Fixed interest rates		Floating Interest rate	Non- interest bearing	Total	Effective interest rate  (% per annum)
	Within 1 year	1-5 years				
	<b>Financial assets</b>					
Cash and cash equivalents	-	-	112	1	113	0.37 - 0.63
Trade and other receivables	-	-	-	1,269	1,269	-
Short-term loans to related parties	214	-	-	-	214	3.25 - 5.80
	214	-	112	1,270	1,596	
<b>Financial liabilities</b>						
Bank overdrafts and short-term loans from financial institutions	2,170	-	-	-	2,170	2.00 - 5.10
Trade and other payables	-	-	-	1,159	1,159	-
Short-term loans from related parties	619	-	-	-	619	0.25 - 5.80
Liabilities under financial lease agreements	15	19	-	-	34	5.02 - 7.70
Current portion of long-term loans	-	-	263	-	263	THBFIX+3%
	2,804	19	263	1,159	4,245	



## Foreign currency risk

The Company and its subsidiaries' exposure to foreign currency risk arises mainly from trading transactions that are denominated in foreign currencies.

The balances of financial assets and liabilities denominated in foreign currency of the Company and its subsidiaries are summarised below.

Foreign currency	As at 31 December 2016					
	Consolidated financial statements		Separate financial statements		Exchange rate	
	Financial assets	Financial liabilities	Financial assets	Financial liabilities	Buying	Selling
	(Million)	(Million)	(Million)	(Million)	(Baht per one foreign currency unit)	
US dollar	17	27	15	18	35.6588	36.0025
Japanese yen	-	2	-	0.1	0.3046	0.3113
Euro	-	0.2	-	0.1	37.3791	38.1362
RMB	-	-	-	9	5.0831	5.2165

Foreign currency	As at 31 December 2015					
	Consolidated financial statements		Separate financial statements		Exchange rate	
	Financial assets	Financial liabilities	Financial assets	Financial liabilities	Buying	Selling
	(Million)	(Million)	(Million)	(Million)	(Baht per one foreign currency unit)	
US dollar	28	19	18	5	35.9233	36.2538
Japanese yen	1	84	-	81	0.2965	0.3028

## Forward exchange contracts

The Company and its subsidiaries had outstanding forward exchange contracts with maturities less than one year as follows:

Foreign currency	As at 31 December 2016					
	Consolidated financial statements					
	Bought amount	Sold amount	Contractual maturity date	Contractual exchange rate		
	(Million)	(Million)		Bought amount	Sold amount	
(Baht per one foreign currency unit)						
US Dollar	-	0.9	7 March - 21 June 2017	-	34.68 - 35.80	

Foreign currency	As at 31 December 2015					
	Consolidated financial statements					
	Bought amount	Sold amount	Contractual maturity date	Contractual exchange rate		
	(Million)	(Million)		Bought amount	Sold amount	
(Baht per one foreign currency unit)						
US Dollar	13.4	-	3 February - 20 June 2016	35.04 - 36.33	-	

As at 31 December 2016

Separate financial statements					
Foreign currency	Bought	Sold	Contractual maturity date	Contractual exchange rate	
	amount	amount		Bought amount	Sold amount
	(Million)	(Million)		(Baht per one foreign currency unit)	
US Dollar	-	0.6	19 - 21 June 2017	-	35.66 - 35.80

As at 31 December 2015

Separate financial statements					
Foreign currency	Bought	Sold	Contractual maturity date	Contractual exchange rate	
	amount	amount		Bought amount	Sold amount
	(Million)	(Million)		(Baht per one foreign currency unit)	
US Dollar	0.7	-	3 February - 20 June 2016	35.04 - 36.04	-

### Commodity hedge agreements

Subsidiary companies had outstanding copper swap/future of which details are presented below.

As at 31 December 2015

Type of goods	Quantity	Maturity date	Contract price	Market price
	(Ton)		(per ton)	(per ton)
Copper	50	January 2016	RMB 39,100	RMB 36,740

As at 31 December 2015, fair value of copper hedging contracts with financial institution is lower than trade date of Baht 0.7 million.

### 31.2 Fair values of financial instruments

Since the majority of the Company and its subsidiaries' financial assets and financial liabilities bear floating interest rates or fixed interest rates, which are close to market rate, their fair value is not expected to be materially different from the amounts presented in the statement of financial position.

The estimate fair value of derivatives is as follows:

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	As at 31 December 2016	As at 31 December 2015	As at 31 December 2016	As at 31 December 2015
	Fair value	Fair value	Fair value	Fair value
	Loss	Gain	Loss	Gain
<b>Derivatives</b>				
Forward exchange contracts	(0.4)	6.2	(0.1)	0.2

The methods and assumptions used by the Company and its subsidiaries in estimating the fair value of financial instruments are as follows:

- a) For financial assets and liabilities which have short-term maturity, including cash and cash equivalents, accounts receivable and short-term loans to related parties, accounts payable and short-term loans from financial institutions and related parties, their carrying amounts in the statement of financial position approximate their fair value.
- b) For long-term loans carrying interest approximate to the market rate, their carrying amounts in the statement of financial position approximates their fair value.
- c) For derivatives, their fair value has been determined by using a discounted future cash flow model and a valuation model technique. Most of the inputs used for the valuation are observable in the relevant market, such as spot rates of foreign currencies, yield curves of the respective currencies and interest rate yield curves. The Company and its subsidiaries had considered the counterparty credit risk when determining the fair value of derivatives.

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

### 32. Capital management

The primary objective of the Company's capital management is to ensure that it has appropriate financial structure and preserves the ability to continue its business as a going concern.

The Company manages its capital position with reference to its debt-to-equity ratio in order to comply with a condition in a long-term loan agreement with financial institutions, which requires the Company to maintain a debt-to-equity ratio of consolidated financial statements not more than 2.75:1.

The Company's capital used to calculate above financial ratio includes shareholders' equity plus unrealised loss in inventory, exchange rate and derivative instruments in the consolidated financial statements.

No changes were made in the objectives, policies or processes during the years ended 31 December 2016 and 2015.

**33. Events after the reporting period**

On 22 February 2017, the Board of Directors' Meeting of the Company No. 1/2017 passed a resolution to approve a dividend payment for the year 2016 from retained earnings of the Company which paid corporate income tax of 20 percent at the rate of Baht 0.1 per share for 1,200 million ordinary shares, totaling Baht 120 million. The schedule of the dividend payment is on 18 May 2017. However, such dividend payment is subject to the approval of the Annual General Meeting of the shareholders, which is to be held on 20 April 2017.

**34. Approval of financial statements**

These financial statements were authorised for issue by the Company's authorised Directors on 22 February 2017.