

TRC Construction Public Company Limited
and its subsidiaries
Review report and interim financial statements
For the three-month period ended 31 March 2015



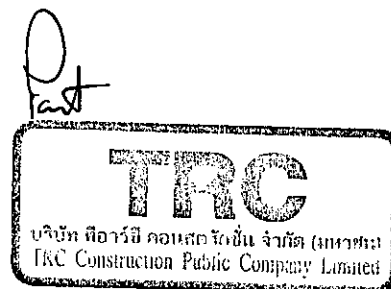
Independent Auditor's Report on Review of Interim Financial Information

To the Shareholders of TRC Construction Public Company Limited

I have reviewed the accompanying consolidated statement of financial position of TRC Construction Public Company Limited and its subsidiaries as at 31 March 2015, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity, and cash flows for the three-month period then ended, as well as the condensed notes to the consolidated financial statements. I have also reviewed the separate financial information of TRC Construction Public Company Limited for the same period. Management is responsible for the preparation and presentation of this interim financial information in accordance with Thai Accounting Standard 34 *Interim Financial Reporting*. My responsibility is to express a conclusion on this interim financial information based on my review.

Scope of review

I conducted my review in accordance with Thai Standard on Review Engagements 2410, *Review of Interim Financial Information Performed by the Independent Auditor of the Entity*. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Thai Standards on Auditing and consequently does not enable me to obtain assurance that I would become aware of all significant matters that might be identified in an audit. Accordingly, I do not express an audit opinion.



Conclusion

Based on my review, nothing has come to my attention that causes me to believe that the accompanying interim financial information is not prepared, in all material respects, in accordance with Thai Accounting Standard 34 *Interim Financial Reporting*.



Pimjai Manitkajohnkit
Certified Public Accountant (Thailand) No. 4521

EY Office Limited
Bangkok: 12 May 2015



TRC Construction Public Company Limited and its subsidiaries

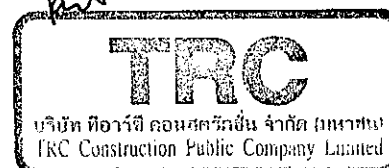
Statement of financial position

As at 31 March 2015

(Unit: Thousand Baht)

| | | Consolidated financial statements | | Separate financial statements | |
|---|-------------|-----------------------------------|-------------------------|-------------------------------|-------------------------|
| | <u>Note</u> | <u>31 March 2015</u> | <u>31 December 2014</u> | <u>31 March 2015</u> | <u>31 December 2014</u> |
| | | (Unaudited but reviewed) | (Audited) | (Unaudited but reviewed) | (Audited) |
| Assets | | | | | |
| Current assets | | | | | |
| Cash and cash equivalents | 3 | 780,360 | 606,657 | 657,598 | 455,659 |
| Current investments | | - | 37 | - | 37 |
| Trade and other receivables | 2, 4 | 427,545 | 876,686 | 314,358 | 724,579 |
| Unbilled receivable | | 565,039 | 396,200 | 565,039 | 379,839 |
| Accounts receivable - retention under construction contracts | | 93,163 | 77,597 | 92,874 | 72,633 |
| Advances paid to subcontractors under construction contracts | | 36,159 | 10,791 | 31,829 | 8,150 |
| Construction in progress | | 8,932 | 16,140 | 3,888 | 16,107 |
| Construction supplies | 5 | 14,324 | 18,653 | 14,324 | 18,653 |
| Short-term loans to related parties | 2 | - | - | 86,715 | 36,668 |
| Withholding tax deducted at source | | 30,885 | 28,666 | 14,417 | 14,417 |
| Other current assets | | 34,448 | 32,479 | 30,006 | 26,934 |
| Total current assets | | 1,990,855 | 2,063,906 | 1,811,048 | 1,753,676 |
| Non-current assets | | | | | |
| Restricted deposits at financial institutions | 6 | 32,717 | 34,543 | 12,003 | 13,673 |
| Investments in subsidiaries | 7 | - | - | 175,715 | 175,412 |
| Investments in joint ventures | 8 | 2,445 | 2,445 | 2,376 | 2,376 |
| Other long-term investments | 9 | 100,000 | 50,000 | - | - |
| Property, plant and equipment | 10 | 459,885 | 455,000 | 434,231 | 425,450 |
| Intangible assets | | 8,658 | 8,833 | 8,356 | 8,520 |
| Deferred tax assets | | 22,001 | 11,800 | 8,770 | 8,650 |
| Other non-current assets | | 3,370 | 4,086 | 3,173 | 3,892 |
| Total non-current assets | | 629,076 | 566,707 | 644,624 | 637,973 |
| Total assets | | 2,619,931 | 2,630,613 | 2,455,672 | 2,391,649 |

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



TRC Construction Public Company Limited and its subsidiaries

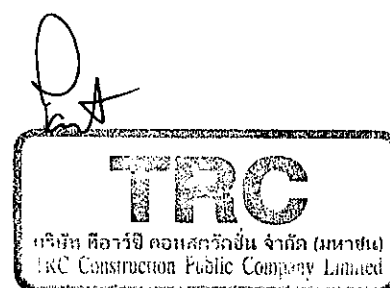
Statement of financial position (continued)

As at 31 March 2015

(Unit: Thousand Baht)

| | Note | Consolidated financial statements | | Separate financial statements | |
|--|-------|-----------------------------------|------------------|-------------------------------|------------------|
| | | 31 March 2015 | 31 December 2014 | 31 March 2015 | 31 December 2014 |
| | | (Unaudited but reviewed) | (Audited) | (Unaudited but reviewed) | (Audited) |
| Liabilities and shareholders' equity | | | | | |
| Current liabilities | | | | | |
| Trade and other payables | 2, 11 | 420,078 | 458,390 | 367,035 | 384,016 |
| Unbilled payable | | 395,496 | 337,903 | 385,968 | 310,510 |
| Unearned construction revenue | | 2,494 | 149,396 | - | 149,396 |
| Accounts payable - retention under construction contracts | | 29,778 | 27,732 | 19,345 | 16,722 |
| Advances received from customers under construction contracts | | 148,306 | 105,389 | 148,224 | 105,307 |
| Current portion of long-term loans | 12 | 24,000 | 26,000 | 24,000 | 26,000 |
| Provision for liabilities under construction projects | 13 | 38,139 | 34,323 | 19,210 | 19,660 |
| Current portion of liabilities under finance lease agreements | | 44 | 101 | - | - |
| Income tax payable | | 12,436 | 8,360 | 12,436 | 8,360 |
| Other current liabilities | | 34,680 | 55,761 | 28,944 | 49,073 |
| Total current liabilities | | 1,105,451 | 1,203,355 | 1,005,162 | 1,069,044 |
| Non-current liabilities | | | | | |
| Long-term loans - net of current portion | 12 | - | 4,500 | - | 4,500 |
| Provision for long-term employee benefits | | 26,084 | 25,048 | 24,640 | 23,588 |
| Provision for litigation | 21.1 | 20,000 | 20,000 | 20,000 | 20,000 |
| Total non-current liabilities | | 46,084 | 49,548 | 44,640 | 48,088 |
| Total liabilities | | 1,151,535 | 1,252,903 | 1,049,802 | 1,117,132 |

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



TRC Construction Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 March 2015

(Unit: Thousand Baht)

| | | Consolidated financial statements | | Separate financial statements | |
|---|-------------|-----------------------------------|-------------------------|-------------------------------|-------------------------|
| | <u>Note</u> | <u>31 March 2015</u> | <u>31 December 2014</u> | <u>31 March 2015</u> | <u>31 December 2014</u> |
| | | (Unaudited but reviewed) | (Audited) | (Unaudited but reviewed) | (Audited) |
| Shareholders' equity | | | | | |
| Share capital | 14 | | | | |
| Registered | | | | | |
| 851,029,737 ordinary shares of Baht 0.50 each | | 425,515 | 425,515 | 425,515 | 425,515 |
| Issued and paid-up | | | | | |
| 826,152,710 ordinary shares of Baht 0.50 each | | | | | |
| (31 December 2014: 822,613,706 ordinary shares of | | | | | |
| Baht 0.50 each) | | 413,076 | 411,307 | 413,076 | 411,307 |
| Share premium | 14 | 293,704 | 280,461 | 293,704 | 280,461 |
| Capital reserve for share-based payment | 15 | 24,276 | 25,957 | 24,276 | 25,957 |
| Subscription received in advance from | | | | | |
| exercise of warrants | 15 | 13,286 | 10,723 | 13,286 | 10,723 |
| Retained earnings | | | | | |
| Appropriated - statutory reserve | | | | | |
| The Company | | 41,131 | 41,131 | 41,131 | 41,131 |
| Subsidiary | | 2,644 | 2,644 | - | - |
| Unappropriated | | 683,697 | 605,991 | 620,397 | 504,938 |
| Other components of shareholders' equity | | 4,893 | 5,588 | - | - |
| Equity attributable to owners of the Company | | 1,476,707 | 1,383,802 | 1,405,870 | 1,274,517 |
| Non-controlling interests of the subsidiaries | | (8,311) | (6,092) | - | - |
| Total shareholders' equity | | 1,468,396 | 1,377,710 | 1,405,870 | 1,274,517 |
| Total liabilities and shareholders' equity | | 2,619,931 | 2,630,613 | 2,455,672 | 2,391,649 |

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

Directors



(Unaudited but reviewed)

TRC Construction Public Company Limited and its subsidiaries

Income statement

For the three-month period ended 31 March 2015

(Unit: Thousand Baht)

| | | Consolidated financial statements | | Separate financial statements | |
|--|------|-----------------------------------|----------|-------------------------------|---------|
| | Note | 2015 | 2014 | 2015 | 2014 |
| Revenues | | | | | |
| Construction services income | 2 | 774,056 | 726,462 | 736,161 | 459,949 |
| Interest income | 2 | 2,269 | 129 | 3,954 | 530 |
| Other income | 2 | 3,960 | 1,660 | 2,750 | 1,054 |
| Total revenues | | 780,285 | 728,251 | 742,865 | 461,533 |
| Expenses | | | | | |
| Cost of construction services | 2 | 602,196 | 607,908 | 527,667 | 378,905 |
| Administrative expenses | | 82,882 | 73,738 | 70,025 | 49,902 |
| Total expenses | | 685,078 | 681,646 | 597,692 | 428,807 |
| Profit before share of loss from investment in joint venture, finance cost, and income tax expense | | | | | |
| Share of loss from investments in joint venture | 8 | - | (1,771) | - | - |
| Profit before finance cost and income tax expenses | | | | | |
| Finance cost | 2 | (440) | (1,431) | (193) | (837) |
| Profit before income tax expenses | | 94,767 | 43,403 | 144,980 | 31,889 |
| Income tax expenses | 16 | (19,440) | (10,007) | (29,521) | (7,231) |
| Profit for the period | | 75,327 | 33,396 | 115,459 | 24,658 |
| Profit attributable to: | | | | | |
| Equity holders of the Company | | 77,706 | 34,953 | 115,459 | 24,658 |
| Non-controlling interests of the subsidiaries | | (2,379) | (1,557) | | |
| | | 75,327 | 33,396 | | |
| (Unit: Baht) | | | | | |
| Earnings per share | 17 | | | | |
| Basic earnings per share | | | | | |
| Profit attributable to equity holders of the Company | | 0.02 | 0.01 | 0.03 | 0.01 |
| Diluted earnings per share | | | | | |
| Profit attributable to equity holders of the Company | | 0.02 | - | 0.03 | - |

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



(Unaudited but reviewed)

TRC Construction Public Company Limited and its subsidiaries

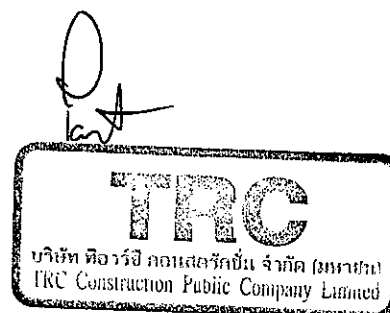
Statement of comprehensive income


For the three-month period ended 31 March 2015

(Unit: Thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|---|-----------------------------------|---------|-------------------------------|--------|
| | 2015 | 2014 | 2015 | 2014 |
| Profit for the period | 75,327 | 33,396 | 115,459 | 24,658 |
| Other comprehensive income: | | | | |
| Other comprehensive income to be reclassified to profit or loss in subsequent periods: | | | | |
| Exchange differences on translation of financial statements in foreign currency - net of income tax | (535) | (416) | - | - |
| Net other comprehensive income to be reclassified to profit or loss in subsequent periods | (535) | (416) | - | - |
| Other comprehensive income for the period | (535) | (416) | - | - |
| Total comprehensive income for the period | 74,792 | 32,980 | 115,459 | 24,658 |
| Total comprehensive income attributable to: | | | | |
| Equity holders of the Company | 77,011 | 34,480 | 115,459 | 24,658 |
| Non-controlling interests of the subsidiaries | (2,219) | (1,500) | | |
| | 74,792 | 32,980 | | |

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





 บริษัท อีซีพี จำกัด (มหาชน)

 Construction Public Company Limited

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

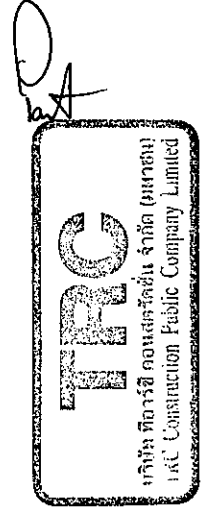
(Unaudited but reviewed)

TRC Construction Public Company Limited and its subsidiaries
Statement of changes in shareholders' equity
For the three-month period ended 31 March 2015

(Unit: Thousand Baht)

| Separate financial statements | | | | | | | | | |
|--|----------------------------------|---------------|--|--|----------------------------------|----------------|----------------------------------|----------------|-----------|
| Note | Issued and paid-up share capital | Share premium | Capital reserve for share-based payment transactions | Subscription received in advance from exercise of warrants | Retained earnings | | Total shareholders' equity | | |
| | | | | | Appropriated - Statutory reserve | Unappropriated | Appropriated - Statutory reserve | Unappropriated | |
| Balance as at 1 January 2014 | 408,293 | 257,909 | 8,240 | - | 38,258 | 292,958 | 38,258 | 292,958 | 1,005,658 |
| Profit for the period | - | - | - | - | - | 24,658 | - | 24,658 | 24,658 |
| Total comprehensive income for the period | - | - | - | - | - | 24,658 | - | 24,658 | 24,658 |
| Share-based payment transaction | - | - | 4,120 | - | - | - | - | - | 4,120 |
| Balance as at 31 March 2014 | 408,293 | 257,909 | 12,360 | - | 38,258 | 317,616 | 38,258 | 317,616 | 1,034,436 |
| Balance as at 1 January 2015 | 411,307 | 280,461 | 25,957 | 10,723 | 41,131 | 504,938 | 41,131 | 504,938 | 1,274,517 |
| Profit for the period | - | - | - | - | - | 115,459 | - | 115,459 | 115,459 |
| Total comprehensive income for the period | - | - | - | - | - | 115,459 | - | 115,459 | 115,459 |
| Increase in capital from exercise of warrants | 14 | 1,769 | (4,289) | (10,723) | - | - | - | - | - |
| Subscription received in advance from exercise of warrants | 15 | - | - | 13,286 | - | - | - | - | 13,286 |
| Share-based payment transactions | 15 | - | 2,608 | - | - | - | - | - | 2,608 |
| Balance as at 31 March 2015 | 413,076 | 293,704 | 24,276 | 13,286 | 41,131 | 620,397 | 41,131 | 620,397 | 1,405,870 |

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



(Unaudited but reviewed)

TRC Construction Public Company Limited and its subsidiaries

Cash flow statement

For the three-month period ended 31 March 2015

(Unit: Thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|---|-----------------------------------|---------------|-------------------------------|----------------|
| | 2015 | 2014 | 2015 | 2014 |
| Cash flows from operating activities | | | | |
| Profit before tax | 94,767 | 43,403 | 144,980 | 31,889 |
| Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities | | | | |
| Depreciation and amortisation | 14,130 | 11,518 | 10,114 | 5,844 |
| Allowance for doubtful debt | - | - | 1,016 | - |
| Unrealised gain on exchange rate | (2,189) | (2,186) | (2,171) | (2,185) |
| Gain on disposal of equipments | (2,778) | - | (2,778) | - |
| Loss on write-off of equipments | 26 | 54 | 24 | 14 |
| Share of loss from investments in joint venture | - | 1,771 | - | - |
| Expense for share - based payment transactions | 2,608 | 4,120 | 2,305 | 3,761 |
| Provision for liabilities under construction projects | 5,127 | 800 | 371 | 800 |
| Provision for long-term employee benefits | 1,221 | 1,417 | 1,052 | 1,107 |
| Interest income | (2,269) | (129) | (3,954) | (530) |
| Interest expenses | 6 | 596 | - | 294 |
| Profit from operating activities before changes in operating assets and liabilities | 110,649 | 61,364 | 150,959 | 40,994 |
| (Increase) decrease in operating assets | | | | |
| Trade and other receivables | 441,982 | (129,759) | 411,184 | (88,703) |
| Unbilled receivables | (169,943) | 166,205 | (186,304) | 196,887 |
| Accounts receivable - retention | (15,566) | (19,951) | (20,241) | (15,569) |
| Advance paid to subcontractors under construction contracts | (25,185) | (2,377) | (23,496) | (578) |
| Construction in progress | 7,208 | (35,887) | 12,219 | (35,910) |
| Construction supplies | 4,329 | 35,004 | 4,329 | 35,004 |
| Other current assets | (1,969) | (3,309) | (3,072) | (1,268) |
| Other non-current assets | 716 | 338 | 719 | 361 |
| Increase (decrease) in operating liabilities | | | | |
| Trade and other payables | (36,194) | 15,705 | (14,825) | 25,429 |
| Unbilled payables | 57,593 | 98,114 | 75,458 | 68,728 |
| Unearned construction revenue | (146,438) | (33,488) | (148,932) | (33,488) |
| Accounts payable - retention | 2,046 | 3,147 | 2,623 | 2,146 |
| Advances received from customers under construction contracts | 42,917 | (73,029) | 42,917 | (69,313) |
| Provision for liabilities under construction projects | (1,311) | (446) | (821) | (241) |
| Other current liabilities | (21,081) | 15,797 | (20,129) | 12,370 |
| Provision for long-term employee benefits | (189) | (375) | - | - |
| Cash flows from operating activities | 249,564 | 97,053 | 282,588 | 136,849 |
| Cash paid for income tax | (27,784) | (16,734) | (25,565) | (14,174) |
| Net cash flows from operating activities | 221,780 | 80,319 | 257,023 | 122,675 |

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



(Unaudited but reviewed)

TRC Construction Public Company Limited and its subsidiaries

Cash flow statement (continued)

For the three-month period ended 31 March 2015

(Unit: Thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|---|-----------------------------------|-----------------|-------------------------------|-----------------|
| | 2015 | 2014 | 2015 | 2014 |
| Cash flows from investing activities | | | | |
| Decrease in current investments | 37 | - | 37 | - |
| Decrease in restricted deposits at financial institution | 1,826 | 5,045 | 1,670 | 4,902 |
| Increase in short-term loans to related party | - | - | (50,047) | - |
| Cash paid for investing in joint venture | - | (2,376) | - | (2,376) |
| Cash paid for purchase of other long-term investment | (50,000) | - | - | - |
| Interest income | 10,521 | 2,931 | 3,275 | 100 |
| Cash received from disposal of equipment | 15,945 | - | 15,945 | - |
| Cash paid for purchase of equipment, construction in progress and intangible assets | (32,443) | (59,760) | (32,333) | (57,484) |
| Net cash flows used in investing activities | (54,114) | (54,160) | (61,453) | (54,858) |
| Cash flows from financing activities | | | | |
| Increase (decrease) in bank overdrafts and short-term loans from banks | - | 11,733 | - | - |
| Repayment of long-term loans | (6,500) | (3,250) | (6,500) | (3,250) |
| Cash received from short-term loans from related party | - | - | - | 120,000 |
| Repayment of short-term loans from related party | - | - | - | (120,000) |
| Subscription received in advance from exercise of warrants | 13,286 | - | 13,286 | - |
| Interest expenses | (423) | (1,384) | (417) | (1,082) |
| Decrease in liabilities under finance lease agreements | (57) | (62) | - | - |
| Net cash flows from (used in) financing activities | 6,306 | 7,037 | 6,369 | (4,332) |
| Decrease in translation adjustment | (269) | (76) | - | - |
| Net increase in cash and cash equivalents | 173,703 | 33,120 | 201,939 | 63,485 |
| Cash and cash equivalents at beginning of the period | 606,657 | 195,563 | 455,659 | 38,166 |
| Cash and cash equivalents at end of the period (Note 3) | 780,360 | 228,683 | 657,598 | 101,651 |

Supplemental cash flows information

Non-cash items consist of

Purchase of equipment and construction in progress

that have yet to be paid

Interest expenses recorded as cost of project

| | | | |
|-------|-------|-------|-------|
| 7,159 | 7,639 | 7,037 | 5,920 |
| 413 | 748 | 413 | 748 |

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



TRC Construction Public Company Limited and its subsidiaries

Notes to interim financial statements

For the three-month period ended 31 March 2015

1. General information

1.1 Corporate information

TRC Construction Public Company Limited ("the Company") is a public company incorporated and domiciled in Thailand. The Company is principally engaged in construction service and its registered address is No. 8, Soi Sukhapiban 5 Soi 32, Kwang Tha Raeng, Khet Bang Khen, Bangkok.

1.2 Basis for the preparation of interim financial statements

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

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

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

1.3 Basis of consolidation

These consolidated interim financial statements are prepared on the same basis as that applied for the preparation of the consolidated financial statements for the year ended 31 December 2014, with there being no changes in the structure of shareholding in subsidiaries during the current period, except for the establishment of CR3 and Sahakarn Joint Venture Company Limited, as described in Note 7.



1.4 New accounting standards

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

TAS 19 (revised 2014) Employee Benefits

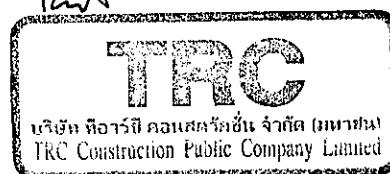
This revised standard requires that the entity recognise actuarial gains and losses immediately in other comprehensive income while the former standard allowed the entity to recognise such gains and losses immediately in either profit or loss or other comprehensive income, or to recognise them gradually in profit or loss.

This revised standard does not have any impact on the financial statements as the Company and its subsidiaries already recognise actuarial gains and losses immediately in other comprehensive income.

TFRS 10 Consolidated Financial Statements

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

This standard does not have any impact on the Company's and its subsidiaries' financial statements.



TFRS 11 Joint Arrangements

TFRS 11 supersedes TAS 31 *Interests in Joint Ventures*. This standard requires an entity investing in any other entity to determine whether the entity and other investors have joint control in the investment. When joint control exists, there is deemed to be a joint arrangement and the entity then needs to apply judgement to assess whether the joint arrangement is a joint operation or a joint venture and to account for the interest in the investment in a manner appropriate to the type of joint arrangement. If it is a joint operation, the entity is to recognise its shares of assets, liabilities, revenue and expenses of the joint operation, in proportion to its interest, in its separate financial statements. If it is a joint venture, the entity is to account for its investment in the joint venture using the equity method in the financial statements in which the equity method is applied or the consolidated financial statements (if any), and at cost in the separate financial statements.

This standard does not have any impact on the financial statements since the Company and its subsidiaries already apply the equity method to account for the investment in a joint venture.

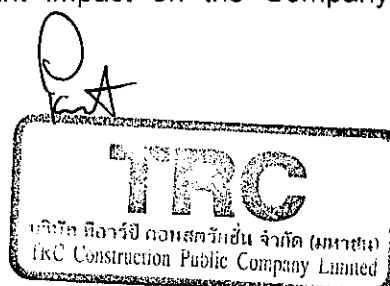
TFRS 12 Disclosure of Interests in Other Entities

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

TFRS 13 Fair Value Measurement

This standard provides guidance on how to measure fair value and stipulates disclosures related to fair value measurement. Entities are to apply the guidance under this standard if they are required by other financial reporting standards to measure their assets or liabilities at fair value. The effects of the adoption of this standard are to be recognised prospectively.

This standard does not have any significant impact on the Company's and its subsidiaries' financial statements.



(Unaudited but reviewed)

1.5 Significant accounting policies

The interim financial statements are prepared using the same accounting policies and methods of computation as were used for the financial statements for the year ended 31 December 2014, except for the changes in accounting policies as a result of the adoption of new and revised standards, as discussed in note 1.4.

2. Related party transactions

During the periods, the Company and its subsidiaries had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Company, its subsidiaries and those related parties.

(Unit: Thousand Baht)

| For the three-month periods ended 31 March | | | | | Transfer Pricing Policy |
|---|---------|----------------------|---------|-----|-----------------------------|
| Consolidated | | Separate | | | |
| financial statements | | financial statements | | | |
| 2015 | 2014 | 2015 | 2014 | | |
| <u>Transactions with subsidiary companies</u> | | | | | |
| (eliminated from the consolidated financial statements) | | | | | |
| Cost of construction services | - | - | 54 | 13 | Cost plus margin |
| Interest income | - | - | 2,043 | 448 | At rate of 3.5% - 7.0% p.a. |
| Other income | - | - | 26 | 48 | Cost plus margin |
| Interest expense | - | - | - | 294 | At rate of 3.0% p.a. |
| <u>Transactions with related parties</u> | | | | | |
| Construction service income | 285,667 | - | 285,667 | - | Cost plus margin |
| Rental income | 1,305 | - | 1,305 | - | Contract price |

As at 31 March 2015 and 31 December 2014, the balances of the accounts between the Company, its subsidiaries and those related companies are as follows:

(Unit: Thousand Baht)

| | Consolidated | | Separate | |
|---|----------------------|------------------|----------------------|------------------|
| | financial statements | | financial statements | |
| | 31 March 2015 | 31 December 2014 | 31 March 2015 | 31 December 2014 |
| Trade and other receivables - related parties (Note 4) | | | | |
| Subsidiary companies | - | - | 6,916 | 5,784 |
| Joint venture | 73,081 | 298,150 | 73,081 | 298,150 |
| Shareholder of subsidiary | 24,094 | 24,094 | - | - |
| Related party (related by co-director) | 1,340 | - | 1,340 | - |
| Total | 98,515 | 322,244 | 81,337 | 303,934 |
| Trade and other payables - related party (Note 11) | | | | |
| Subsidiary companies | - | - | 5,993 | 5,120 |
| Total | - | - | 5,993 | 5,120 |



(Unaudited but reviewed)

Short-term loans to related parties

As at 31 March 2015 and 31 December 2014, the balance of loans between the Company and related companies and the movements are as follows:

(Unit: Thousand Baht)

| Short-term loans | Related by | Separate financial statements | | | | |
|------------------------------------|--------------------|-------------------------------|---------------|----------|------------|---------------|
| | | Balance as at | | | | Balance as at |
| | | 31 December | Exchange rate | | | 31 March |
| | | 2014 | Increase | Decrease | adjustment | 2015 |
| TRC Investment Limited | Subsidiary company | 1,669 | 52 | - | (5) | 1,716 |
| TRC International Limited | Subsidiary company | 34,999 | 50,000 | - | - | 84,999 |
| TRC Engineering LLC | Subsidiary company | 63,068 | - | - | - | 63,068 |
| Total | | 99,736 | 50,052 | - | (5) | 149,783 |
| Less: Allowance for doubtful debts | | (63,068) | - | - | - | (63,068) |
| Net | | 36,668 | 50,052 | - | (5) | 86,715 |

Short-term loans to related party carry interest at rates of 3.5% - 7.0% per annum (31 December 2014: 3.5% - 7.0% per annum) and due for repayment on demand.

Directors and management's benefits

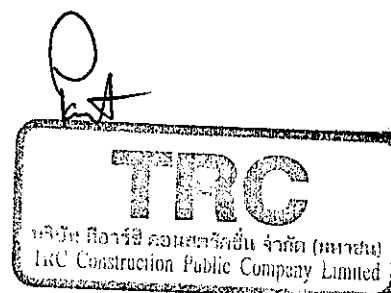
During the three-month periods ended 31 March 2015 and 2014, the Company and its subsidiaries had employee benefit expenses of their directors and management as below.

(Unit: Thousand Baht)

| | Consolidated | | Separate | |
|------------------------------|----------------------|-------|----------------------|-------|
| | financial statements | | financial statements | |
| | 2015 | 2014 | 2015 | 2014 |
| Short-term employee benefits | 6,539 | 5,534 | 6,389 | 5,384 |
| Post-employment benefits | 615 | 420 | 615 | 420 |
| Share - based payment | 289 | 391 | 289 | 391 |
| Total | 7,443 | 6,345 | 7,293 | 6,195 |

Guarantee obligations with related parties

The Company has outstanding guarantee obligations with its related parties, as described in Note 20.4.



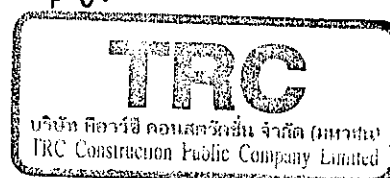
(Unaudited but reviewed)

3. Cash and cash equivalents

| | Consolidated | | (Unit: Thousand Baht) | |
|------------------------------------|----------------------|-------------|-----------------------|-------------|
| | financial statements | | Separate | |
| | 31 March | 31 December | 31 March | 31 December |
| | 2015 | 2014 | 2015 | 2014 |
| Cash | 2,497 | 2,242 | 369 | 358 |
| Deposits at financial institutions | 672,263 | 304,415 | 551,629 | 205,301 |
| Investment in bill of exchanges | 105,600 | 300,000 | 105,600 | 250,000 |
| Total | 780,360 | 606,657 | 657,598 | 455,659 |

4. Trade and other receivables

| | Consolidated | | (Unit: Thousand Baht) | |
|--|----------------------|-------------|-----------------------|-------------|
| | financial statements | | Separate | |
| | 31 March | 31 December | 31 March | 31 December |
| | 2015 | 2014 | 2015 | 2014 |
| <u>Trade accounts receivable - related parties</u> | | | | |
| Aged on the basis of due dates | | | | |
| Not yet due | - | 167,900 | - | 167,900 |
| Past due | | | | |
| Up to 3 months | 67,968 | 125,822 | 67,968 | 125,822 |
| Total trade accounts receivable - related parties, net | 67,968 | 293,722 | 67,968 | 293,722 |
| <u>Trade accounts receivable - unrelated parties</u> | | | | |
| Aged on the basis of due dates | | | | |
| Not yet due | 168,896 | 519,454 | 156,021 | 401,630 |
| Past due | | | | |
| Up to 3 months | 150,135 | 20,780 | 71,135 | 12,817 |
| Over 12 months | 17,020 | 17,178 | 4,383 | 4,383 |
| Total trade accounts receivable - unrelated parties | 336,051 | 557,412 | 231,539 | 418,830 |
| Less: Allowance for doubtful debt | (16,311) | (16,311) | (4,383) | (4,383) |
| Translation adjustment | (709) | (867) | - | - |
| Total trade accounts receivable - unrelated parties, net | 319,031 | 540,234 | 227,156 | 414,447 |
| Total trade accounts receivable - net | 386,999 | 833,956 | 295,124 | 708,169 |



(Unaudited but reviewed)

(Unit: Thousand Baht)

| | Consolidated | | Separate | |
|--|----------------------|---------------------|----------------------|---------------------|
| | financial statements | | financial statements | |
| | 31 March 2015 | 31 December 2014 | 31 March 2015 | 31 December 2014 |
| <u>Other receivables</u> | | | | |
| Advance to related parties | 30,547 | 28,522 | 13,657 | 11,525 |
| Interest receivable from related parties | - | - | 13,147 | 11,106 |
| Others | 9,999 | 14,208 | 5,865 | 6,198 |
| Total other receivables | 40,546 | 42,730 | 32,669 | 28,829 |
| Less: Allowance for doubtful debt | | | | |
| - related parties | - | - | (13,435) | (12,419) |
| Total other receivables - net | 40,546 | 42,730 | 19,234 | 16,410 |
| Total trade and other receivables - net | 427,545 | 876,686 | 314,358 | 724,579 |

The Company and the subsidiary transferred rights to receive payment under construction contracts to secure the credit facilities with financial institutions. Pledged trade accounts receivable amounting to Baht 205 million included in the trade accounts receivable balance as at 31 March 2015 (the Company only: Baht 174 million) (31 December 2014: Baht 690 million, the Company only: Baht 623 million).

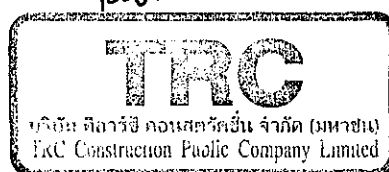
5. Construction supplies

(Unit: Thousand Baht)

| | Consolidated / Separate financial statements | | | | | |
|-----------------------|--|----------|--------------------|----------|-----------------------------|----------|
| | | | Reduce cost to net | | | |
| | Cost | | realizable value | | Construction supplies - net | |
| | 31 | 31 | 31 | 31 | 31 | 31 |
| | March | December | March | December | March | December |
| | 2015 | 2014 | 2015 | 2014 | 2015 | 2014 |
| Construction supplies | 20,072 | 24,401 | (5,748) | (5,748) | 14,324 | 18,653 |
| Total | 20,072 | 24,401 | (5,748) | (5,748) | 14,324 | 18,653 |

6. Restricted deposits at financial institutions

These represent saving deposit and fixed deposits pledged with financial institutions to secure credit facilities and bank guarantee facilities issued by the bank on behalf of the Company and subsidiaries, as described in Note 20.3.



7. Investments in subsidiaries

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

| Company's name | Nature of business | Country of incorporation | Paid-up capital | | Shareholding percentage | | Cost method | |
|--|--|---------------------------|------------------|------------------|-------------------------|------------------|---------------|------------------|
| | | | 31 March 2015 | 31 December 2014 | 31 March 2015 | 31 December 2014 | 31 March 2015 | 31 December 2014 |
| | | | | | (%) | (%) | (Baht) | (Baht) |
| Sahakarn Wisavakorn Company Limited | Construction services - basic infrastructure | Thailand | 200,000,000 Baht | 200,000,000 Baht | 99.99 | 99.99 | 320,786,390 | 320,483,605 |
| TRC Investment Limited* | Holding company | The Republic of Mauritius | 1 USD | 1 USD | 100.00 | 100.00 | 32 | 32 |
| Total | | | | | | | 320,786,422 | 320,483,637 |
| Less: Allowance for loss on impairment of investment | | | | | | | (145,071,416) | (145,071,416) |
| Total investments in subsidiaries - net | | | | | | | 175,715,006 | 175,412,221 |

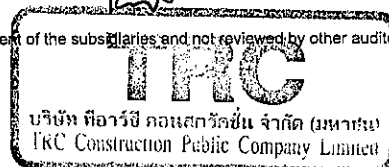
The change in cost of investments in subsidiaries is from the Company issues warrants to purchase ordinary shares to director and/or employees of subsidiary.

On 30 March 2015, the Meeting No. 4/2015 of the Company's Board of Directors passed a resolution approving an increase in the registered capital and the issued and paid-up capital of Sahakarn Wisavakorn Company Limited, which is the Company's subsidiary, from Baht 200 million to Baht 500 million, through the issuance of an additional 30 million ordinary shares to be offered to existing shareholder at an offer price of Baht 10 each, representing a total investment of Baht 300 million. On 16 April 2015, Sahakarn Wisavakorn Company Limited arranged the Annual General Meeting of shareholders to approve the increase in the registered capital and registered the resolution to increase the registered capital with the Ministry of Commerce on 27 April 2015. The additional capital has not yet been called up.

Details of investments in subsidiaries which are held by the Company's subsidiaries are as follows:

| Company's name | Nature of business | Country of incorporation | Paid-up capital | | Shareholding percentage | | Cost method | |
|--|-----------------------|--------------------------|--------------------|--------------------|-------------------------|------------------|---------------|------------------|
| | | | 31 March 2015 | 31 December 2014 | 31 March 2015 | 31 December 2014 | 31 March 2015 | 31 December 2014 |
| | | | | | (%) | (%) | (Baht) | (Baht) |
| <u>Held by Sahakarn Wisavakorn Company Limited</u> | | | | | | | | |
| CR3 and Sahakarn Joint Venture Company Limited* | Construction services | Thailand | - | - | 50.97 | - | - | - |
| <u>Held by TRC Investment Limited</u> | | | | | | | | |
| TRC International Limited* | Investor | Hong Kong | 10 HKD | 10 HKD | 100.00 | 100.00 | 33 | 33 |
| <u>Held by TRC International Limited</u> | | | | | | | | |
| TRC Middle East LLC | Construction services | Sultanate of Oman | 150,000 Omani Rial | 150,000 Omani Rial | 70.00 | 70.00 | 12,322,330 | 12,322,330 |
| TRC Engineering LLC | Construction services | Sultanate of Oman | 250,000 Omani Rial | 250,000 Omani Rial | 70.00 | 70.00 | 13,654,506 | 13,654,506 |
| Total | | | | | | | 25,976,869 | 25,976,869 |
| Less: Allowance for loss on impairment of investment | | | | | | | (13,654,506) | (13,654,506) |
| Total investments in subsidiaries which are held by the Company's subsidiaries - net | | | | | | | 12,322,363 | 12,322,363 |

* The financial statements of these subsidiaries were prepared by the management of the subsidiaries and not reviewed by other auditors.



(Unaudited but reviewed)

On 5 March 2015, Sahakarn Wisavakorn Company Limited, which is the Company's subsidiary, established CR3 and Sahakarn Joint Venture Company Limited, holds 51% of the new subsidiary's capital and representing an investment of Baht 0.51 million. On 30 March 2015, the Meeting No. 4/2015 of the Company's Board of Directors passed a resolution approving an increase in the registered capital and the issued and paid-up capital of CR3 and Sahakarn Joint Venture Company Limited from Baht 1 million to Baht 500 million through the issuance of an additional 4.99 million ordinary shares to be offered to existing shareholder at an offer price of Baht 100 each, representing a total investment of Baht 499 million, with Sahakarn Wisavakorn Company Limited entitled to purchase 51 percent of these, representing an investment of Baht 254.49 million. On 17 April 2015, CR3 and Sahakarn Joint Venture Company Limited arranged the Annual General Meeting of shareholders to approve the increase in the registered capital and registered the resolution to increase in registered capital with the Ministry of Commerce on 27 April 2015. The additional capital has not yet been called up.

8. Investments in joint ventures

Details of investments in joint ventures are as follows:

(Unit: Thousand Baht)

| Consolidated financial statements | | | | | | | | | |
|--|--------------------|-------------------------|-------------|----------|-------------|---|-------------|---|---------|
| Jointly controlled entity | Nature of business | Shareholding percentage | | Cost | | Carrying amounts based on equity method | | Share of loss from investments in joint venture | |
| | | 31 March | 31 December | 31 March | 31 December | 31 March | 31 December | During the three-month periods ended 31 March | |
| | | 2015 | 2014 | 2015 | 2014 | 2015 | 2014 | 2015 | 2014 |
| | | (%) | (%) | | | | | | |
| | | | | | | | | | |
| <u>Held by the Company</u> | | | | | | | | | |
| Sinopec-TRC Joint Venture | Construction | 30 | 30 | 2,376 | 2,376 | 2,376 | 2,376 | - | (1,771) |
| <u>Held by Sahakarn Wisavakorn Company Limited</u> | | | | | | | | | |
| The Joint Venture of SSP* | Construction | 40 | 40 | 1,092 | 1,092 | 69 | 69 | - | - |
| Total | | | | 3,468 | 3,468 | 2,445 | 2,445 | - | (1,771) |
| Less: Allowance for loss on impairment of investment | | | | (1,092) | (1,092) | - | - | | |
| Total investment in joint venture - net | | | | 2,376 | 2,376 | 2,445 | 2,445 | | |

* Under liquidation process

The consolidated financial statements for the three-month period ended 31 March 2015 do not include share of loss on investment in Sinopec-TRC Joint Venture because, during the period, the Company subcontracts a part of the operation from which the operating income is included in the consolidated financial statements.



(Unaudited but reviewed)

9. Other long-term investments

Details of other long-term investments as presented in consolidated financial statements are as follows:

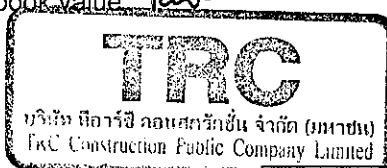
| Company's name | Nature of business | Country of incorporation | Paid-up capital | | Shareholding percentage | | Cost method | |
|--|--|--------------------------|------------------|-----------------|-------------------------|-------------|-------------|-------------|
| | | | 31 March | 31 December | 31 March | 31 December | 31 March | 31 December |
| | | | 2015 | 2014 | 2015 | 2014 | 2015 | 2014 |
| | | | | | (%) | (%) | (Baht) | (Baht) |
| <u>Held by TRC Investment Limited</u> | | | | | | | | |
| Asia Africa Energy Limited | Holding company | Hong Kong | 64 USD | 64 USD | 5.00 | 5.00 | 2,010 | 2,010 |
| Rainbow Power Integrated Concept Limited | Development and investment in natural gas sector | Nigeria | 6,957 USD | 6,957 USD | 8.00 | 8.00 | 243,518 | 243,518 |
| <u>Held by TRC International Limited</u> | | | | | | | | |
| ASEAN Potash Mining Public Company Limited | Mining industries | Thailand | 100,000,000 Baht | 50,000,000 Baht | 4.40 | 3.50 | 100,000,000 | 50,000,000 |
| Total | | | | | | | 100,245,528 | 50,245,528 |
| Less: Allowance for loss on impairment of investment | | | | | | | (245,528) | (245,528) |
| Total other long-term investments - net | | | | | | | 100,000,000 | 50,000,000 |

On 6 January 2015, TRC International Limited (TRCI), which is the Company's subsidiary, increased its investment in ASEAN Potash Mining Public Company Limited (APMC) by purchased additional 250,000 ordinary shares from its shareholders at Baht 200 per share, a total of Baht 50 million. As a result, shareholding of TRCI in APMC increased to 4.48% of the Company's paid-up capital. In January 2015, APMC issued and offered additional ordinary shares to the shareholders. As a result, the shareholding of TRCI in APMC decreased to 4.40%.

10. Property, plant and equipment

Movements of the property, plant and equipment account during the three-month period ended 31 March 2015 are summarised below.

| | (Unit: Thousand Baht) | |
|--|-----------------------|----------------------|
| | Consolidated | Separate |
| | financial statements | financial statements |
| Net book value as at 1 January 2015 | 455,000 | 425,450 |
| Acquisitions during period - at cost | 31,918 | 31,765 |
| Disposal during period - net book value at disposals date | (13,167) | (13,167) |
| Write - off during period - net book value at write - off date | (26) | (24) |
| Depreciation for the period | (13,799) | (9,793) |
| Translation adjustment | (41) | - |
| Net book value as at 31 March 2015 | 459,885 | 434,231 |



(Unaudited but reviewed)

As at 31 March 2015 and 31 December 2014, the Company has mortgaged land which has book value amounting to Baht 100 million with banks to be collateral against credit facilities received from the banks.

11. Trade and other payables

(Unit: Thousand Baht)

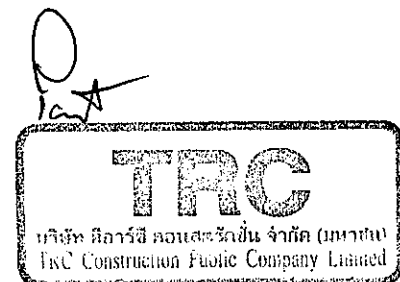
| | Consolidated | | Separate | |
|--------------------------------|----------------------|---------------------|----------------------|---------------------|
| | financial statements | | financial statements | |
| | 31 March 2015 | 31 December 2014 | 31 March 2015 | 31 December 2014 |
| Trade accounts payable - | | | | |
| unrelated parties | 334,326 | 357,265 | 286,179 | 294,860 |
| Advances from related parties | - | - | 5,993 | 5,120 |
| Fixed assets payable | 7,159 | 7,939 | 7,037 | 7,862 |
| Accrued expenses | 78,593 | 93,186 | 67,826 | 76,174 |
| Total trade and other payables | 420,078 | 458,390 | 367,035 | 384,016 |

12. Long-term loan

(Unit: Thousand Baht)

| | Consolidated/Separate financial statements | |
|--|--|------------------|
| | 31 March 2015 | 31 December 2014 |
| Long-term loan from financial institutions | 24,000 | 30,500 |
| Less: Current portion | (24,000) | (26,000) |
| Long-term loan, net | - | 4,500 |

Long-term credit facilities of the Company are guaranteed by the Company's land, as described in Note 10. The loan was obtained to fund the construction of the new office building of the Company. The loan carried interest at the rate of MLR minus 1.25% per annum. The loan agreement contained covenants as specified in the agreements pertaining to matters such as maintaining certain debt to equity and debt service coverage ratios according to the agreements.



(Unaudited but reviewed)

13. Provision for liabilities under construction projects

(Unit: Thousand Baht)

| | Consolidated financial statements | | | |
|--|-----------------------------------|--------------|-----------|---------|
| | Loss on | | | |
| | Warranties | construction | Penalties | Total |
| As at 1 January 2015 | 28,911 | 244 | 5,168 | 34,323 |
| Increase during the period | - | 5,000 | 371 | 5,371 |
| Decrease from occurrence of actual expense | (1,311) | - | - | (1,311) |
| Reversal of provisions | - | (244) | - | (244) |
| As at 31 March 2015 | 27,600 | 5,000 | 5,539 | 38,139 |

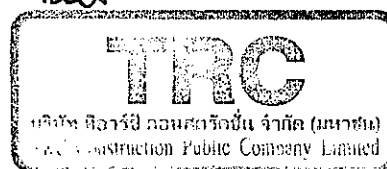
(Unit: Thousand Baht)

| | Separate financial statements | | | |
|--|-------------------------------|--------------|-----------|--------|
| | Loss on | | | |
| | Warranties | construction | Penalties | Total |
| As at 1 January 2015 | 19,660 | - | - | 19,660 |
| Increase during the period | - | - | 371 | 371 |
| Decrease from occurrence of actual expense | (821) | - | - | (821) |
| As at 31 March 2015 | 18,839 | - | 371 | 19,210 |

14. Share capital

Movements in the issued and paid-up ordinary share during the three-month period ended 31 March 2015 are summarised as below.

| Description | Paid-up share capital | | Premium | Registration date with the |
|--------------------------------------|-----------------------|-----------------|-----------------|----------------------------|
| | Number | Amount | on ordinary | Ministry of |
| | of shares | | shares | Commerce |
| | (Thousand shares) | (Thousand Baht) | (Thousand Baht) | |
| At the beginning of the period | 822,614 | 411,307 | 280,461 | |
| Increase due to exercise of warrants | | | | |
| ESOP-W2 No. 3 | 3,539 | 1,769 | 13,243 | 7 January 2015 |
| At the end of the period | 826,153 | 413,076 | 293,704 | |



15. Warrants / Capital reserve for share - based payment transactions

On 1 July 2014, the Company issues and allocates of 31,598,200 No. 2 warrants under the Employee Stock Option Plan (ESOP-W2) to the directors and/or employees of the Company and/or its subsidiary. Details are as follows:

| | | |
|-----------------------------------|---|--|
| Type | : | Named and non-transferable |
| Offering price per unit | : | Baht 0.00 |
| Maturity of warrants | : | 3 years from the date of issuance of warrants |
| Exercise price | : | Baht 4.70 per share |
| Conversion ratio | : | 1 ordinary share per 1 warrant. The exercise ratio may be changed following the conditions for adjustment of right. |
| Conditions and period of exercise | : | 1) Exercises of the warrants can be made on last day of every quarter, the first exercise date is 30 June 2014 and the final exercise date is 30 June 2016. 2) Each time the warrants are exercised, the warrant holders can exercise not more than 12.5% of their allocated warrants. 3) The unexercised warrants can be accumulated to exercise during the next exercise period, until maturity of the warrants. |
| Other conditions | : | If the warrant holders resign or are otherwise no longer directors and/or employees of the Company and/or its subsidiary, the warrant holders have to return the outstanding warrants to the Company, and the Board of Directors of the Company can re-allot the warrants to other directors and/or employees. |

The estimated fair value of each share option granted is Baht 0.88. This was calculated using the Black-Scholes-Merton Model. The model inputs were the share price at price determination date of Baht 3.12, exercise price of Baht 4.70, expected volatility of 65.44%, expected dividend yield of 2.72%, life of share options of 3 years, and a risk-free interest rate of 3.01%.



(Unaudited but reviewed)

On 24 April 2014, the Annual General Meeting of the Company's shareholders for the year 2014 passed a resolution to change the exercise price of warrants from Baht 4.70 per share to Baht 3.03 per share. From the amendment of the exercise price of warrants, the estimated fair value of each share option granted changed to Baht 1.21. This was calculated using the Black-Scholes-Merton Model. The model inputs were the share price at price amendment date of Baht 3.38, exercise price of Baht 3.03, expected volatility of 63.18%, expected dividend yield of 1.65%, life of share options of 2 years, and a risk-free interest rate of 2.22%.

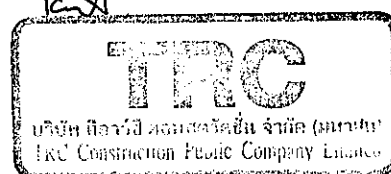
During the three-month period ended 31 March 2015, the Company and its subsidiary recorded expenses of the ESOP amounting to Baht 3 million (The Company only: Baht 2 million) (2014 : Baht 4 million, the Company only: Baht 4 million) as personnel expenses, together with a corresponding increase in capital reserve for share-based payment transactions in shareholders' equity.

Movements in the number of warrants, ESOP during the period are as follows:

| | | |
|--------------------------------|-------------------|-------|
| At the beginning of the period | 21,591,908 | Units |
| Exercised No. 4 | (4,384,936) | Units |
| Cancelled | <u>(262,500)</u> | Units |
| At the end of the period | <u>16,944,472</u> | Units |

As at 31 March 2015, the Company cancelled accumulated 702,895 warrants due to the resignation of employees who were warrant holders. According to the conditions of ESOP-W2 allocation, the employees who resigned shall not entitled to exercise the remaining warrants. However, such warrants can be re-allocated by the Management Committee.

On 31 March 2015, the fourth exercise date, the warrant holders exercised 4,384,936 warrants to purchase 4,384,936 ordinary shares at Baht 3.03 each. The Company recorded the total of Baht 13.3 million received as a result of the exercise of such warrants under the caption "Subscription received in advance from exercise of warrants", presenting it under shareholders' equity in the statement of financial position. The Company registered the above increase in its paid up share capital with the Ministry of Commerce on 2 April 2015. The Stock Exchange of Thailand approved the additional ordinary shares as a listed securities as from 8 April 2015.



16. Income tax

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

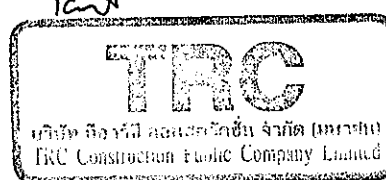
Income tax expenses for the three-month periods ended 31 March 2015 and 2014 are made up as follows:

| | (Unit: Thousand Baht) | | | |
|---|-----------------------|---------------|----------------------|--------------|
| | Consolidated | | Separate | |
| | financial statements | | financial statements | |
| | 2015 | 2014 | 2015 | 2014 |
| Current income tax: | | | | |
| Interim corporate income tax charge | 29,641 | 10,329 | 29,641 | 7,564 |
| Deferred tax: | | | | |
| Relating to origination and reversal | | | | |
| of temporary differences | (10,201) | (322) | (120) | (333) |
| Income tax expense reported in the | | | | |
| statement of income | <u>19,440</u> | <u>10,007</u> | <u>29,521</u> | <u>7,231</u> |

17. Earnings per share

Basic earnings per share is calculated by dividing profit for the period attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the period, after adjusting the number of ordinary shares in proportion to the change in the number of shares as a result of the change in par value, and the distribution of the stock dividend in accordance with the resolutions of the Annual General Meeting of the Company's shareholders held on 29 April 2015, as discussed in Note 23. Since these changes in share capital incurred after the end of the reporting period but before the financial statements were authorised for issue, the number of ordinary shares of the prior period used for the calculation, as presented for comparative purposes, has been adjusted in proportion to the change in the number of shares, as if the shares comprising such stock dividends had been issued at the beginning of the earliest period reported.

Diluted 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 plus the weighted average number of ordinary shares which would need to be issued to convert all dilutive potential ordinary shares into ordinary shares. The calculation assumes that the conversion took place either at the beginning of the period or on the date the potential ordinary shares were issued.



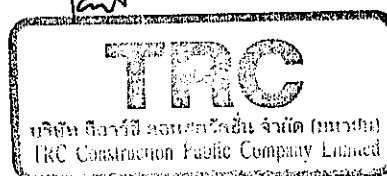
(Unaudited but reviewed)

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

| Consolidated financial statements | | | | | |
|---|------------------|---|--------------------|--------------------|--------------------|
| For the three-month period ended 31 March | | | | | |
| Profit for the period | | Weighted average number of ordinary shares | | Earnings per share | |
| 2015 | 2014 | 2015 | 2014 | 2015 | 2014 |
| Thousand Baht | Thousand Baht | Thousand shares | Thousand shares | Baht | Baht (Restated) |
| Basic earnings per share | | | | | |
| Profit attributable to equity holders | | | | | |
| of the parent | | | | | |
| 77,706 | 34,953 | 4,136,418* | 4,082,934 | 0.02 | 0.01 |
| Effect of dilute potential ordinary shares | | | | | |
| Warrants (ESOP-W2) | | | | | |
| - | | 97,454 | | | |
| Diluted earnings per share | | | | | |
| Profit of ordinary shareholders assuming | | | | | |
| the conversion of diluted potential ordinary | | | | | |
| shares | | | | | |
| 77,706 | | 4,233,872 | | 0.02 | |
| Separate financial statements | | | | | |
| For the three-month period ended 31 March | | | | | |
| Profit for the period | | Weighted average number of ordinary shares | | Earnings per share | |
| 2015 | 2014 | 2015 | 2014 | 2015 | 2014 |
| Thousand Baht | Thousand Baht | Thousand shares | Thousand shares | Baht | Baht (Restated) |
| Basic earnings per share | | | | | |
| Profit attributable to equity holders | | | | | |
| of the parent | | | | | |
| 115,459 | 24,658 | 4,136,418* | 4,082,934 | 0.03 | 0.01 |
| Effect of dilute potential ordinary shares | | | | | |
| Warrants (ESOP-W2) | | | | | |
| - | | 97,454 | | | |
| Diluted earnings per share | | | | | |
| Profit of ordinary shareholders assuming | | | | | |
| the conversion of diluted potential ordinary | | | | | |
| shares | | | | | |
| 115,459 | | 4,233,872 | | 0.03 | |

* Included ordinary share for exercise warrant as at 31 March 2015

There is no disclosure of diluted earnings per share from the effect of ESOP-W2 warrants in the financial statements for the three-month period ended 31 March 2014 since the exercise aggregated amounts of price and the fair value of warrants exceeded the fair value of the Company's ordinary shares.



18. Contracts in progress

As at 31 March 2015, the aggregate amount of construction cost incurred and recognised profits or losses to date for contracts in progress of the Company and its subsidiaries was approximately Baht 7,281 million (Separate financial statements: Baht 4,875 million), gross amounts due from customers for contracts in progress were approximately Baht 574 million (Separate financial statements: Baht 569 million), and gross amounts due to customers for contracts in progress were approximately Baht 151 million (Separate financial statements: Baht 148 million).

19. Segment information

The Company and its subsidiaries are organised into business units based on its products and services. During the current period, the Company and its subsidiaries have not changed the organization of their reportable segments.

The following tables present revenue and profit information regarding the Company and its subsidiaries' operating segments in the consolidated financial statements for the three-month periods ended 31 March 2015 and 2014, respectively.

(Unit: Thousand Baht)

| | For the three-month period ended 31 March 2015 | | | | | | |
|---|--|-----------------------|-----------------|--------------------------------|-------------------|------------------------------------|---------------|
| | Pipeline system | Engineering system | Civil work | Sales and other services | Total Segments | Adjustments and eliminations | Consolidated |
| External customers | 450,494 | - | 37,895 | - | 488,389 | - | 488,389 |
| Joint Venture | 285,667 | - | - | - | 285,667 | - | 285,667 |
| Depreciation | (11,200) | - | (2,599) | - | (13,799) | - | (13,799) |
| Administrator expense | (69,386) | - | (5,259) | - | (74,645) | - | (74,645) |
| Segment profit (loss) | 132,790 | - | (43,891) | - | 88,899 | 79 | 88,978 |
| Other income | | | | | | | 3,960 |
| Interest revenue | | | | | | | 2,269 |
| Interest expense | | | | | | | (440) |
| Profit before income tax expense | | | | | | | 94,767 |
| Income tax expense | | | | | | | (19,440) |
| Profit for the period | | | | | | | 75,327 |



(Unaudited but reviewed)

(Unit: Thousand Baht)

For the three-month period ended 31 March 2014

| | Pipeline system | Engineering system | Civil work | Sales and other services | Total Segments | Adjustments and eliminations | Consolidated |
|--|--------------------|-----------------------|---------------|--------------------------------|-------------------|------------------------------------|---------------|
| External customers | 549,489 | 6,930 | 170,043 | - | 726,462 | - | 726,462 |
| Depreciation | (8,946) | (85) | (2,256) | - | (11,287) | - | (11,287) |
| Administrator expense | (56,601) | (716) | (9,454) | - | (66,771) | - | (66,771) |
| Segment profit | 32,321 | 70 | 12,365 | - | 44,756 | 60 | 44,816 |
| Other income | | | | | | | 1,660 |
| Interest revenue | | | | | | | 129 |
| Interest expense | | | | | | | (1,431) |
| Share of loss from investment in joint venture | | | | | | | (1,771) |
| Profit before income tax expense | | | | | | | 43,403 |
| Income tax expense | | | | | | | (10,007) |
| Profit for the period | | | | | | | 33,396 |

Transfer prices between business segments are as set out in Note 2.

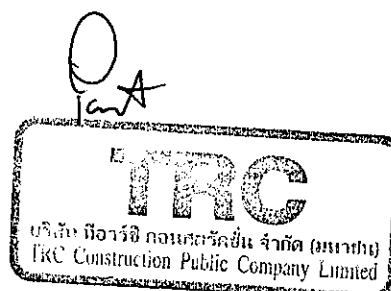
20. Commitments and contingent liabilities

20.1 Purchase construction materials and subcontracted work commitments

As at 31 March 2015, the Company and the subsidiary have outstanding commitments of Baht 614 million, USD 10 million and Euro 1 million in respect of purchase construction materials and subcontracted work (the Company only: Baht 562 million, USD 10 million and Euro 1 million) (31 December 2014: Baht 688 million, USD 1 million and Euro 2 million, the Company only: Baht 621 million, USD 1 million and Euro 2 million).

20.2 Operating lease commitments

The Company and its subsidiary have entered into lease agreements in respect of the lease of land, office building space, motor vehicles and equipment. The terms of the agreements are generally between 1 and 5 years.



(Unaudited but reviewed)

Future minimum lease payments required under these non-cancellable operating lease contracts were as follows.

| | Consolidated | | Separate | |
|-----------------------------|----------------------|-------------|----------------------|-------------|
| | financial statements | | financial statements | |
| | 31 March | 31 December | 31 March | 31 December |
| | 2015 | 2014 | 2015 | 2014 |
| Payable: | | | | |
| In up to 1 year | 6 | 10 | 6 | 9 |
| In over 1 and up to 5 years | 4 | 5 | 4 | 5 |

20.3 Bank guarantees

The bank guarantees issued by banks on behalf of the Company and the subsidiary in respect of certain performance bonds as required in the normal course of business were as follows.

| | Consolidated | | Separate | |
|---|-------------------------------------|-------------------------------------|-----------------------------------|-------------------------------------|
| | financial statements | | financial statements | |
| | 31 March | 31 December | 31 March | 31 December |
| | 2015 | 2014 | 2015 | 2014 |
| Guarantee of construction contract and bidding | Baht 907 million USD 3 million | Baht 934 million USD 5 million | Baht 790 million USD 3 million | Baht 779 million USD 5 million |
| Guarantee of advance payment bond and retention | Baht 140 million | Baht 279 million | Baht 117 million | Baht 261 million |
| Guarantee of others | Baht 28 million | Baht 31 million | Baht 8 million | Baht 8 million |
| Total | Baht 1,075 million USD 3 million | Baht 1,244 million USD 5 million | Baht 915 million USD 3 million | Baht 1,048 million USD 5 million |

20.4 Guarantees

As at 31 March 2015, the Company has commitment from guarantee of credit facilities of the subsidiaries totaling USD 1 million. (31 December 2014: USD 1 million).

21. Litigations

21.1 On 6 December 2011, a government agency submitted a letter to a bank to seize the bank guarantee for a tender of Baht 20 million that the Company had placed with that bank, since the government agency considered the Company to have been unable to perform in accordance with the tender.



(Unaudited but reviewed)

On 29 December 2011, the Company sued that government agency and its associates (the Party) through the Central Administrative Court, seeking an order to the Party to return the bank guarantee and pay damages amounting to Baht 27.5 million plus interest at a rate of 7.5% per annum and the bank guarantee fees, from the date of the lawsuit until settlement is made. The Company believes that the Company is not to blame for its inability to perform in accordance with the tender since a law prohibited construction in accordance with the tender. In addition, the Company submitted a temporary protection request to the Central Administrative Court, to ask the Court to order protection of the bank guarantee until the Court judges this case.

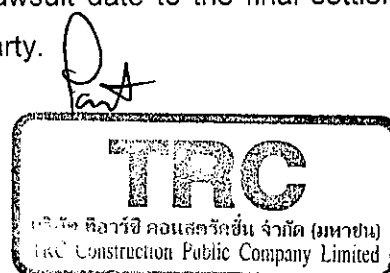
On 3 February 2012, the Central Administrative Court dismissed the request for protection of the bank guarantee, based on the bank's right to decide whether or not the bank guarantee should be released. However, the Company has the right to submit an appeal of the decision with the Supreme Administrative Court.

The Company's management noted that this litigation is still under consideration by the Central Administrative Court and the case is not final. The Central Administrative Court will render its judgment on May 2015. However, for the prudent reasons, as at 31 March 2015 and 31 December 2014, the Company recorded provision for the related contingent liability amounting to Baht 20 million in the Company's financial statements.

21.2 On 24 May 2011, a private company (the Party) lodged a civil lawsuit against a subsidiary for breach of an agreement to manufacture goods, claiming damages amounting to Baht 17.5 million, with interest at a rate of 7.5% per annum from the date of the lawsuit until settlement is completed.

On 21 September 2011, the subsidiary provided testimony to the Civil Court, denying the allegations in the lawsuit of the Party and requesting the Court to dismiss the suit and order the Party to pay the subsidiary's billing for work done under the contract, amounting to Baht 10.9 million.

On 21 September 2014, the Civil Court finalised its judgement and ordered the subsidiary to pay damages claimed to the Party at the amount of Baht 11.01 million, with 7.5% interest per annum from the lawsuit date to the final settlement date, and pay Baht 0.1 million of court fee for the Party.



(Unaudited but reviewed)

The subsidiary has filed an appeal on judgment of the Civil Court because its subsidiary and the party have entered into a memorandum agreement to terminate subcontract agreement between subsidiary and the Party as a compromise agreement. As a result, the parties agreed to waive benefits. Each party shall responsible for their part without claiming to any liability or joint liability between them and/or interchangeable with third party liability. The plaintiff has waived argument. As a result, the subsidiary and the prosecution agreed to settle the dispute together.

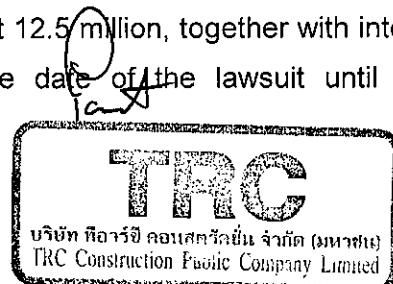
The subsidiary has filed an appeal against the judgment of the Civil Court. It believed that it can fight the Party with facts and matter of laws. It therefore did not recognise provisions for contingent liabilities.

- 21.3 On 4 December 2007, a subsidiary lodged a lawsuit with the Central Administrative Court against a government agency (the Party), requesting an order for the Party to settle the Baht 7.7 million that the Party advanced to the subsidiary to perform work under the agreement against damages of Baht 13.4 million, and to pay the subsidiary damages of Baht 6.1 million with interest at a rate of 7.5% per annum, from the date of the lawsuit until settlement is completed. However, the Party submitted its testimony to the Central Administrative Court on 20 August 2008, noting that the damages claimed exceeded actual damage, and that the third claim compensation report, dated 16 July 2008, noted that the board of the Party had approved payment of claims to the subsidiary amounting to Baht 0.8 million, and the subsidiary thus returned an amount of Baht 6.8 million to the Party.

Facts of the case between the subsidiary and the Party have been amended a number of times.

On 20 April 2010, the Party submitted its latest testimony to the Central Administrative Court regarding the bank guarantee fee for the advance payment amounting to Baht 0.1 million, and petitioned the Court to dismiss the lawsuit and order the subsidiary to pay the Baht 7.7 million that the Party advanced to the subsidiary to perform work under the agreement.

On 24 January 2012, the subsidiary lodged its latest amended lawsuit with the Central Administrative Court, petitioning the Court to order the Party to settle the Baht 7.7 million that the Party advanced to the subsidiary against damages of Baht 19.4 million, and to pay the subsidiary damages of Baht 12.5 million, together with interest at a rate of 7.5% per annum calculated from the date of the lawsuit until settlement is completed.



(Unaudited but reviewed)

In response, the Party lodged a statement of opposition to the lawsuit brought by the subsidiary and petitioned the Court to dismiss the suit and order the subsidiary to return the advance.

On 31 July 2012, the Central Administrative Court rendered its judgment, whereby the subsidiary is to receive Baht 3.3 million and return an amount of Baht 4.4 million to the Party. The subsidiary appealed the court's decision to the Supreme Administrative Court on 29 August 2012.

Because the case is not yet finalised, the subsidiary has not yet recorded the transactions in the financial statements.

21.4 On 24 April 2008, a private company and its associates (the Party) lodged the Administrative Court of Instance against the Company and its associates for its infringed, claiming damages amounting to Baht 6 million, with interest at a rate of 7.5% per annum from the date of the lawsuit until settlement is completed.

On 29 May 2012, the Administrative Court of Instance rendered its judgment to dismiss the suit. But on 20 June 2013, the Party submitted an appeal of the decision with the Supreme Administrative Court. On 9 August 2013, the Company submitted its testimony against the appeal and petitioned the Court to dismiss the suit.

The case is still being considered by the Supreme Administrative Court. The Company's management believes that there will be no significant losses to the Company as a result of this litigation and so the Company did not set aside provision for contingent liabilities in its books of account.

22. Foreign currency assets and liabilities

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

| Consolidated financial statements/ Separate financial statements | | | | | | |
|--|------------------|-----------|-----------------------|-----------|------------------------------------|----------|
| Foreign currency | Financial assets | | Financial liabilities | | Average exchange rate | |
| | 31 | 31 | 31 | 31 | 31 | 31 |
| | March | December | March | December | March | December |
| | 2015 | 2014 | 2015 | 2014 | 2015 | 2014 |
| | (Million) | (Million) | (Million) | (Million) | (Baht per 1 foreign currency unit) | |
| US dollar | 3 | 3 | 1 | 1 | 32.5551 | 32.9630 |
| Euro | - | - | 2 | - | 35.2178 | 40.5030 |



23. Events after the reporting period

On 29 April 2015, the Annual General Meeting of the Company's shareholders passed the following significant resolutions:

23.1 Approved a change in the par value of the ordinary shares, from Baht 0.50 to Baht 0.125 each, increasing the number of registered ordinary shares from 851.0 million shares to 3,404.1 million shares and the number of the issued and paid-up shares from 830.5 million shares (Including 4.4 million newly issued shares due to the 4th Exercise of ESOP-W2) to 3,322.2 million shares. The Company registered the change in the par value and number of shares with the Ministry of Commerce on 6 May 2015.

23.2 Approved the following allocations of the Company's legal reserve and payment of dividend from the operating results of the year 2014:

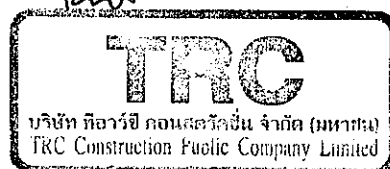
- Allocate Baht 2.9 million to the legal reserve.
- Pay a dividend payment of up to Baht 115.4 million or at a rate of not exceeding Baht 0.034722 per share, in two parts as detailed below:
 - 1) A cash dividend of Baht 0.034722 per share or a total of up to Baht 11.6 million.
 - 2) A share dividend with a total value of up to Baht 103.8 million, through the issue of up to 830.5 million ordinary shares with a par value of Baht 0.125 per share to be distributed at a rate of 1 dividend share for every 4 existing shares, equivalent to a dividend of Baht 0.031250 per share.

The payment of cash dividend and stock dividend is scheduled to be made on 28 May 2015.

23.3 Approved the issuance and offering of debentures in an amount not exceeding Baht 500 million.

23.4 Approved the issuance of up to Baht 2,000 million of debentures to be offered by way of private placement. These are senior, unsecured debentures to be settle in one payment upon maturity, with a tenor not exceeding 5 years from the issuance date.

23.5 Approved the issuance of warrants to purchase the newly issued ordinary shares of TRC (the "TRC-W1" or the "Warrants1") for allocation to investors who subscribe the Company's debenture with an aggregate of up to 675.0 million units to be offered by way of private placement at an offer price of Baht 0.40, with an exercise ratio of 1 unit of TRC-W1 per 1 new ordinary share.



(Unaudited but reviewed)

- 23.6 Approved a decrease in the registered capital of the Company from Baht 425.5 million to Baht 423.7 million by cancelling the 14.2 million ordinary shares with a par value of Baht 0.125 each which had not yet been issued and were excessing to requirements for the exercise of the ESOP-W2. The Company registered the decrease of its registered capital at the Ministry of Commerce on 7 May 2015.
- 23.7 Approved the issuance and offering of up to 330.5 million new shares with a par value of Baht 0.125 each, through private placements under a general mandate. The offering price will not be lower than the par value of the Company's share and not lower than 90% of the market price on the date on which the Board of Directors pass resolution to issue and offer the shares by way of private placement.
- 23.8 Approved an increase in the registered capital from Baht 423.7 million to Baht 655.4 million through the issuance of an additional 1,852.9 million ordinary shares with a par value of Baht 0.125 each, to be allocated as follows:
- 830.5 million shares to be reserved for the distribution of the stock dividend, as described in Note 23.2
 - 675.0 million shares to be reserved for the exercise of the warrants, as described in Note 23.5
 - Up to 330.5 million shares to be reserved for the additional capital to be issued by private placement under a general mandate, as described in Note 23.7
 - Up to 16.9 million shares with a par value of Baht 0.125 each to be reserved for the support ESOP-W2's rights adjustment due to the distribution of the stock dividend (total 84.7 million shares reserved for exercise of ESOP-W2).

On 8 May 2015, the Company registered with the Ministry of Commerce the increase in its registered capital to Baht 655.4 million, or 5,242.9 million shares, and in its issued and paid-up capital to Baht 415.3 million, or 3,322.2 million shares.

There was also a right adjustment to ESOP-W2 as a result of the par split and stock dividend payment, in accordance to the conditions of ESOP-W2. The ESOP-W2's rights adjustment was as follows:



(Unaudited but reviewed)

| | Before ESOP-W2's right adjustment (Par Baht 0.50/Share) | After the par split and before the first XD date | The first XD date onwards |
|-----------------------|--|--|------------------------------|
| Exercise Price (Baht) | 3.03 | 0.7575 | 0.6060 |
| Exercise Ratio | 1 Unit : 1 Share | 1 Unit : 4 Shares | 1 Unit : 5 Shares |

24. Approval of interim financial statements

These interim financial statements were authorised for issue by the Company's Board of Directors on 12 May 2015.

