Lam Soon (Thailand) 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 Lam Soon (Thailand) Public Company Limited

I have reviewed the accompanying consolidated statement of financial position of Lam Soon (Thailand) Public Company Limited and its subsidiaries as at 31 March 2015, the related consolidated statements of 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 Lam Soon (Thailand) 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.

#### **Emphasis of matter**

I draw attention to Note 12 to the financial statements regarding a permit from the Royal Forest Department granted to a subsidiary for the exploitation or inhabitation in the National Reserved Forests which had expired in January 2015. The subsidiary has used the land of 13,030 rai for palm oil plantation. The subsidiary is requesting the government unit to grant a permit to exploit or inhabit in such land, and the request is under the consideration of such government unit. My conclusion is not qualified in respect of this matter.

Kamontip Lertwitworatep
Certified Public Accountant (Thailand) No. 4377

EY Office Limited Bangkok: 15 May 2015

# Lam Soon (Thailand) Public Company Limited and its subsidiaries Statements of financial position

## As at 31 March 2015

(Unit: Thousand Baht)

|                                     |      | Consolidated fin | ancial statements | Separate financial statements |                  |  |
|-------------------------------------|------|------------------|-------------------|-------------------------------|------------------|--|
|                                     |      | As at            | As at             | As at                         | As at            |  |
|                                     | Note | 31 March 2015    | 31 December 2014  | 31 March 2015                 | 31 December 2014 |  |
|                                     |      | (Unaudited       | (Audited)         | (Unaudited                    | (Audited)        |  |
|                                     |      | but reviewed)    | (Restated)        | but reviewed)                 |                  |  |
| Assets                              |      |                  |                   |                               |                  |  |
| Current assets                      |      |                  |                   |                               |                  |  |
| Cash and cash equivalents           | 3    | 181,488          | 212,800           | 54,678                        | 27,893           |  |
| Trade and other receivables         | 2, 4 | 1,096,706        | 902,094           | 929,275                       | 816,939          |  |
| Short-term loans to related parties | 2    | -                | -                 | -                             | -                |  |
| Inventories                         | 5    | 1,295,208        | 1,294,624         | 737,677                       | 629,345          |  |
| Other current assets                | •    | 44,069           | 38,502            | 15,920                        | 12,453           |  |
| Total current assets                | •    | 2,617,471        | 2,448,020         | 1,737,550                     | 1,486,630        |  |
| Non-current assets                  |      |                  |                   |                               |                  |  |
| Investment in associated company    | 6    | -                | -                 | -                             | -                |  |
| Investments in subsidiaries         | 7    | -                | -                 | 1,312,871                     | 1,312,491        |  |
| Investments in joint venture        | 8    | 40,660           | 39,684            | -                             | -                |  |
| Other long-term investments         |      | 4,036            | 3,940             | 4,036                         | 3,940            |  |
| Long-term loan to unrelated party   | 9    | 63,000           | -                 | -                             | -                |  |
| Investment properties               | 10   | 85,324           | 86,530            | 7,842                         | 8,261            |  |
| Property, plant and equipment       | 11   | 2,158,971        | 2,085,550         | 669,672                       | 608,464          |  |
| Cost of forest land rights and      |      |                  |                   |                               |                  |  |
| cost of palm plantation             | 12   | 211,665          | 212,051           | 233                           | 236              |  |
| Goodwill                            |      | 196,376          | 196,376           | -                             | -                |  |
| Intangible assets                   |      | 8,514            | 8,270             | 5,565                         | 5,065            |  |
| Deferred tax assets                 |      | 44,098           | 35,605            | 8,983                         | 8,181            |  |
| Other non-current assets            |      | 15,482           | 7,570             | 518                           | 518              |  |
| Total non-current assets            |      | 2,828,126        | 2,675,576         | 2,009,720                     | 1,947,156        |  |
| Total assets                        | :    | 5,445,597        | 5,123,596         | 3,747,270                     | 3,433,786        |  |

# Lam Soon (Thailand) Public Company Limited and its subsidiaries Statements of financial position (continued)

As at 31 March 2015

(Unit: Thousand Baht)

|  | _        | Consolidated fin | ancial statements | Separate financial statements |                  |  |
|--|----------|------------------|-------------------|-------------------------------|------------------|--|
|  |          | As at            | As at             | As at                         | As at            |  |
|  | Note     | 31 March 2015    | 31 December 2014  | 31 March 2015                 | 31 December 2014 |  |
|  |          | (Unaudited       | (Audited)         | (Unaudited                    | (Audited)        |  |
|  |          | but reviewed)    | (Restated)        | but reviewed)                 |                  |  |
| Liabilities and shareholders' equity         |          |                  |                   |                               |                  |  |
| Current liabilities                          |          |                  |                   |                               |                  |  |
| Short-term loans from financial institutions | 13       | 1,375,000        | 1,230,000         | 310,000                       | 140,000          |  |
| Trade and other payables                     | 2, 14    | 562,867          | 429,034           | 509,012                       | 414,468          |  |
| Short-term loan from related party           | 2        | -                | 10,000            | -                             | -                |  |
| Current portion of long-term loan            | 15       | 100,000          | 100,000           | -                             | -                |  |
| Income tax payable                           |          | 65,218           | 41,317            | 35,074                        | 22,680           |  |
| Other current liabilities                    | <u>-</u> | 76,608           | 89,249            | 38,258                        | 51,386           |  |
| Total current liabilities                    | -        | 2,179,693        | 1,899,600         | 892,344                       | 628,534          |  |
| Non-current liabilities                      |          |                  |                   |                               |                  |  |
| Long-term loan - net of current portion      | 15       | 50,000           | 75,000            | -                             | -                |  |
| Provision for long-term employee benefits    | -        | 62,353           | 55,133            | 34,935                        | 30,454           |  |
| Total non-current liabilities                | -        | 112,353          | 130,133           | 34,935                        | 30,454           |  |
| Total liabilities                            |          | 2,292,046        | 2,029,733         | 927,279                       | 658,988          |  |

# Lam Soon (Thailand) Public Company Limited and its subsidiaries Statements of financial position (continued)

## As at 31 March 2015

(Unit: Thousand Baht)

| _   | Consolidated fin | ancial statements | Separate financial statements |                  |  |
|---|------------------|-------------------|-------------------------------|------------------|--|
|   | As at            | As at             | As at                         | As at            |  |
|   | 31 March 2015    | 31 December 2014  | 31 March 2015                 | 31 December 2014 |  |
|   | (Unaudited       | (Audited)         | (Unaudited                    | (Audited)        |  |
|   | but reviewed)    | (Restated)        | but reviewed)                 |                  |  |
| Shareholders' equity                          |                  |                   |                               |                  |  |
| Share capital                                 |                  |                   |                               |                  |  |
| Registered                                    |                  |                   |                               |                  |  |
| 820,000,000 ordinary shares of Baht 1 each    | 820,000          | 820,000           | 820,000                       | 820,000          |  |
| Issued and fully paid-up                      |                  |                   |                               |                  |  |
| 820,000,000 ordinary shares of Baht 1 each    | 820,000          | 820,000           | 820,000                       | 820,000          |  |
| Paid-in surplus                               |                  |                   |                               |                  |  |
| Share premium                                 | 241,970          | 241,970           | 241,970                       | 241,970          |  |
| Premium on treasury stock                     | 5,269            | 5,269             | 5,269                         | 5,269            |  |
| Retained earnings                             |                  |                   |                               |                  |  |
| Appropriated - statutory reserve              | 103,071          | 103,071           | 82,000                        | 82,000           |  |
| Unappropriated                                | 1,648,749        | 1,582,268         | 1,670,298                     | 1,625,182        |  |
| Other components of shareholders' equity      | 1,439            | 1,362             | 454                           | 377              |  |
| Equity attributable to owners of the Company  | 2,820,498        | 2,753,940         | 2,819,991                     | 2,774,798        |  |
| Non-controlling interests of the subsidiaries | 333,053          | 339,923           |                               |                  |  |
| Total shareholders' equity                    | 3,153,551        | 3,093,863         | 2,819,991                     | 2,774,798        |  |
| Total liabilities and shareholders' equity    | 5,445,597        | 5,123,596         | 3,747,270                     | 3,433,786        |  |

| Directors |
|-----------|

## Statements of comprehensive income

#### For the three-month period ended 31 March 2015

(Unit: Thousand Baht except earnings per share expressed in Baht)

|   | Consolidated finan | ·          | Separate financial statements         |                 |  |  |
|---|--------------------|------------|---------------------------------------|-----------------|--|--|
| <u>Note</u>   | 2015               | 2014       | 2015                                  | 2014            |  |  |
| <u>Note</u>   | 2013               | (Restated) | <u>2015</u>                           | 2014            |  |  |
| Profit or loss:   |                    | (Notialou) |                                       |                 |  |  |
| Revenues  |                    |            |                                       |                 |  |  |
| Sales   | 2,149,381          | 2,087,408  | 1,683,172                             | 1,816,404       |  |  |
| Other income  | 23,287             | 14,427     | 29,143                                | 26,610          |  |  |
| Total revenues  | 2,172,668          | 2,101,835  | 1,712,315                             | 1,843,014       |  |  |
| Expenses  |                    |            | · · · · · · · · · · · · · · · · · · · | · ·             |  |  |
| Cost of sales   | 1,870,695          | 1,860,907  | 1,519,432                             | 1,718,650       |  |  |
| Selling expenses  | 156,240            | 143,019    | 103,360                               | 104,411         |  |  |
| Administrative expenses   | 59,608             | 54,351     | 31,366                                | 31,490          |  |  |
| Total expenses  | 2,086,543          | 2,058,277  | 1,654,158                             | 1,854,551       |  |  |
| Profit (loss) before share of profit (loss) from                  |                    |            | -                                     | _               |  |  |
| investment in joint venture, finance cost                         |                    |            |                                       |                 |  |  |
| and income tax expenses   | 86,125             | 43,558     | 58,157                                | (11,537)        |  |  |
| Share of profit (loss) from investment in                         |                    |            |                                       |                 |  |  |
| joint venture 8   | 976                | (35)       | <u> </u>                              | -               |  |  |
| Profit (loss) before finance cost                                 |                    |            |                                       |                 |  |  |
| and income tax expenses   | 87,101             | 43,523     | 58,157                                | (11,537)        |  |  |
| Finance cost  | (11,160)           | (13,085)   | (1,473)                               | (2,478)         |  |  |
| Profit (loss) before income tax expenses                          | 75,941             | 30,438     | 56,684                                | (14,015)        |  |  |
| Income tax expenses 16  | (15,955)           | (4,008)    | (11,573)                              | 1,177           |  |  |
| Profit (loss) for the period                                      | 59,986             | 26,430     | 45,111                                | (12,838)        |  |  |
| Other common bounding in common                                   |                    |            |                                       |                 |  |  |
| Other comprehensive income:                                       |                    |            |                                       |                 |  |  |
| Other comprehensive income to be reclassified to                  |                    |            |                                       |                 |  |  |
| profit or loss in subsequent periods  Gain on changes in value of |                    |            |                                       |                 |  |  |
| available-for-sale investments                                    | 06                 | 22         | 06                                    | 22              |  |  |
| Income tax reffect 16   | 96<br>(19)         | (5)        | 96<br>(19)                            | 22              |  |  |
| Other comprehensive income to be reclassified to                  | (19)               | (5)        | (19)                                  | (5)             |  |  |
| profit or loss in subsequent periods                              |                    |            |                                       |                 |  |  |
| - net of income tax   | 77                 | 17         | 77                                    | 17              |  |  |
| Other comprehensive income for the period                         | 77                 | 17         | 77                                    | <u>17</u><br>17 |  |  |
| Total comprehensive income for the period                         | 60,063             | 26,447     | 45,188                                | (12,821)        |  |  |
| rotal comprehensive income for the period                         | 00,003             | 20,441     | 40,100                                | (12,021)        |  |  |

## Statements of comprehensive income (continued)

## For the three-month period ended 31 March 2015

(Unit: Thousand Baht)

|   |      | Consolidated fina | ancial statements | Separate financial statements |             |  |
|---|------|-------------------|-------------------|-------------------------------|-------------|--|
|   | Note | <u>2015</u>       | <u>2014</u>       | <u>2015</u>                   | <u>2014</u> |  |
|   |      |                   | (Restated)        |                               |             |  |
| Profit or loss attributable to:               |      |                   |                   |                               |             |  |
| Equity holders of the Company                 |      | 66,476            | 16,991            | 45,111                        | (12,838)    |  |
| Non-controlling interests of the subsidiaries |      | (6,490)           | 9,439             |                               |             |  |
|   |      | 59,986            | 26,430            |                               |             |  |
|   |      |                   |                   |                               |             |  |
| Total comprehensive income attributable to:   |      |                   |                   |                               |             |  |
| Equity holders of the Company                 |      | 66,553            | 17,008            | 45,188                        | (12,821)    |  |
| Non-controlling interests of the subsidiaries |      | (6,490)           | 9,439             |                               |             |  |
|   |      | 60,063            | 26,447            |                               |             |  |
|   |      |                   |                   |                               |             |  |
| Basic earnings per share                      | 17   |                   |                   |                               |             |  |
| Profit (loss) attributable to equity holders  |      |                   |                   |                               |             |  |
| of the Company                                |      | 0.08              | 0.02              | 0.06                          | (0.02)      |  |

# Lam Soon (Thailand) Public Company Limited and its subsidiaries Cash flow statements

## For the three-month period ended 31 March 2015

(Unit: Thousand Baht)

|   | Canadidated finan  | acial atatamanta | Separate financial statements |             |  |  |
|---|--------------------|------------------|-------------------------------|-------------|--|--|
|   | Consolidated finar |                  |                               |             |  |  |
|   | <u>2015</u>        | <u>2014</u>      | <u>2015</u>                   | <u>2014</u> |  |  |
|   |                    | (Restated)       |                               |             |  |  |
| Cash flows from operating activities                    |                    |                  |                               |             |  |  |
| Profit (loss) before tax                                | 75,941             | 30,438           | 56,684                        | (14,015)    |  |  |
| Adjustments to reconcile profit (loss) before tax to    |                    |                  |                               |             |  |  |
| net cash provided by (paid from) operating activities:  |                    |                  |                               |             |  |  |
| Depreciation and amortisation                           | 60,755             | 66,154           | 20,987                        | 20,272      |  |  |
| Share of (profit) loss from investment in joint venture | (976)              | 35               | -                             | -           |  |  |
| Increase (decrease) in allowance for                    |                    |                  |                               |             |  |  |
| doubtful accounts                                       | (408)              | 3,060            | (382)                         | -           |  |  |
| Increase (decrease) in allowance for diminution         |                    |                  |                               |             |  |  |
| in inventory value                                      | 2,002              | (8,956)          | 300                           | -           |  |  |
| Decrease in allowance for impairment loss of assets     | -                  | (2,131)          | -                             | -           |  |  |
| Gain on disposals of property, plant and equipment      | (292)              | (92)             | (23)                          | (374)       |  |  |
| Loss on write-off of cost of palm plantation            | 118                | -                | -                             | -           |  |  |
| Unrealised loss (gain) on exchange                      | 664                | 1,036            | (98)                          | (155)       |  |  |
| Dividend received from other company                    | (78)               | -                | (78)                          | -           |  |  |
| Provision for long-term employee benefits               | 8,033              | 9,595            | 4,481                         | 5,973       |  |  |
| Interest expenses                                       | 10,444             | 12,347           | 983                           | 1,978       |  |  |
| Profit from operating activities before changes in      |                    |                  |                               |             |  |  |
| operating assets and liabilities                        | 156,203            | 111,486          | 82,854                        | 13,679      |  |  |
| Decrease (increase) in operating assets                 |                    |                  |                               |             |  |  |
| Trade and other receivables                             | (194,928)          | 1,100            | (111,956)                     | 14,744      |  |  |
| Inventories   | 283                | (153,213)        | (108,632)                     | (154,498)   |  |  |
| Other current assets                                    | (4,777)            | (745)            | (2,909)                       | (1,314)     |  |  |
| Other non-current assets                                | (7,970)            | 4,112            | -                             | -           |  |  |
| Increase (decrease) in operating liabilities            |                    |                  |                               |             |  |  |
| Trade and other payables                                | 113,746            | (1,382)          | 77,057                        | (17,373)    |  |  |
| Other current liabilities                               | (12,685)           | (8,943)          | (13,123)                      | (11,537)    |  |  |
| Provision for long-term employee benefits               | (813)              | (2,099)          | <u> </u>                      | (88)        |  |  |
| Cash from (used in) operating activities                | 49,059             | (49,684)         | (76,709)                      | (156,387)   |  |  |
| Cash paid for interest expenses                         | (10,650)           | (12,056)         | (975)                         | (1,902)     |  |  |
| Cash paid for income tax                                | (1,273)            | (1,155)          | (558)                         | (552)       |  |  |
| Net cash from (used in) operating activities            | 37,136             | (62,895)         | (78,242)                      | (158,841)   |  |  |
| ·   |                    |                  |                               |             |  |  |

## Cash flow statements (continued)

For the three-month period ended 31 March 2015

(Unit: Thousand Baht)

|  | Consolidated finan | cial statements | Separate financial statements |             |
|--|--------------------|-----------------|-------------------------------|-------------|
|  | <u>2015</u>        | <u>2014</u>     | <u>2015</u>                   | <u>2014</u> |
|  |                    | (Restated)      |                               |             |
| Cash flows from investing activities                 |                    |                 |                               |             |
| Increase in investment in subsidiary                 | (380)              | -               | (380)                         | -           |
| Increase in long-term loan to unrelated party        | (63,000)           | -               | -                             | -           |
| Dividend received from other company                 | 78                 | -               | 78                            | -           |
| Acquisitions of property, plant and equipment        | (107,609)          | (33,173)        | (64,028)                      | (9,680)     |
| Increase in cost of palm plantation                  | (7,153)            | (9,926)         | -                             | -           |
| Proceeds from disposals of property,                 |                    |                 |                               |             |
| plant and equipment                                  | 308                | 2,378           | 38                            | 374         |
| Increase in intangible assets                        | (681)              | (1,442)         | (681)                         | (192)       |
| Net cash used in investing activities                | (178,437)          | (42,163)        | (64,973)                      | (9,498)     |
| Cash flows from financing activities                 |                    |                 |                               |             |
| Increase in short-term loans from                    |                    |                 |                               |             |
| financial institutions                               | 145,000            | 88,560          | 170,000                       | 180,000     |
| Decrease in short-term loan from related party       | (10,000)           | -               | -                             | -           |
| Repayment of long-term loans                         | (25,000)           | (67,140)        | -                             | (15,000)    |
| Dividend paid  | (11)               | <u>-</u>        | <u>-</u>                      |             |
| Net cash from financing activities                   | 109,989            | 21,420          | 170,000                       | 165,000     |
| Net increase (decrease) in cash and                  |                    |                 |                               |             |
| cash equivalents                                     | (31,312)           | (83,638)        | 26,785                        | (3,339)     |
| Cash and cash equivalents at beginning of the period | 212,800            | 225,216         | 27,893                        | 46,880      |
| Cash and cash equivalents at end of the period       |                    |                 |                               |             |
| (Note 3)   | 181,488            | 141,578         | 54,678                        | 43,541      |
|  |                    |                 |                               |             |
| Supplementary disclosures of cash flows information  | on                 |                 |                               |             |
| Non-cash transactions                                |                    |                 |                               |             |
| Acquisitions of plant and equipment                  |                    |                 |                               |             |
| that have not been paid                              | 30,311             | 6,068           | 23,167                        | 764         |
| Transferred palm nursery to inventory account        | 2,869              | 8,163           | -                             | -           |

Statements of changes in shareholders' equity

For the three-month period ended 31 March 2015

(Unit: Thousand Baht)

| ·   |               |         |                |                       |                    |                    |                |               |                 |                  |               |
|---|---------------|---------|----------------|-----------------------|--------------------|--------------------|----------------|---------------|-----------------|------------------|---------------|
|   |               |         | Equit          | y attributable to the | e owners of the Co | mpany              |                |               |                 |                  |               |
|   |               |         |                |                       |                    | Other compone      | ents of equity |               |                 |                  |               |
|   |               |         |                |                       |                    | Other              |                |               |                 |                  |               |
|   |               |         |                |                       |                    | comprehensive      | Other changes  |               |                 |                  |               |
|   |               |         |                |                       |                    | income             | by the owners  |               |                 |                  |               |
|   |               |         |                |                       |                    | Surplus (deficit)  |                |               |                 | Equity           |               |
|   |               |         |                |                       |                    | on changes         | Surplus from   | Total other   | Total equity    | attributable to  |               |
|   | Issued and    |         |                | Retained earnings     |                    | in value of        | change in      | components of | attributable to | non-controlling  | Total         |
|   | paid up       | Share   | Premium on     | Appropriated -        |                    | available-for-sale | shareholding   | shareholders' | shareholders of | interests of     | shareholders' |
|   | share capital | premium | treasury stock | statutory reserve     | Unappropriated     | investments        | in subsidiary  | equity        | the Company     | the subsidiaries | equity        |
| Balance as at 1 January 2014              | 820,000       | 241,970 | 5,269          | 103,071               | 1,349,238          | (545)              | 985            | 440           | 2,519,988       | 331,843          | 2,851,831     |
| Profit for the period                     | -             | -       | -              | -                     | 16,991             | -                  | -              | -             | 16,991          | 9,439            | 26,430        |
| Other comprehensive income for the period |               | -       | _              |                       | _                  | 17                 | -              | 17            | 17              |                  | 17            |
| Total comprehensive income for the period | -             | -       | -              | -                     | 16,991             | 17                 | -              | 17            | 17,008          | 9,439            | 26,447        |
| Reversal of prior year dividend           |               | -       | -              | -                     | 12                 |                    |                | _             | 12              | _                | 12            |
| Balance as at 31 March 2014               | 820,000       | 241,970 | 5,269          | 103,071               | 1,366,241          | (528)              | 985            | 457           | 2,537,008       | 341,282          | 2,878,290     |

Statements of changes in shareholders' equity (continued)

For the three-month period ended 31 March 2015

(Unit: Thousand Baht)

| -   |               | Consolidated financial statements |                |                   |                   |                    |                   |               |                 |                  |               |  |
|---|---------------|-----------------------------------|----------------|-------------------|-------------------|--------------------|-------------------|---------------|-----------------|------------------|---------------|--|
| <u>-</u>                                  |               |                                   |                | Equity attributa  | ble to the owners | of the Company     |                   |               |                 |                  |               |  |
|   |               |                                   |                |                   |                   | Othe               | r components of e | equity        |                 |                  |               |  |
|   |               |                                   |                |                   |                   | Other              |                   |               |                 |                  |               |  |
|   |               |                                   |                |                   |                   | comprehensive      | Other changes     |               |                 |                  |               |  |
|   |               |                                   |                |                   |                   | income             | by the owners     |               |                 |                  |               |  |
|   |               |                                   |                |                   |                   | Surplus            |                   |               |                 | Equity           |               |  |
|   |               |                                   |                |                   |                   | on changes         | Surplus from      | Total other   | Total equity    | attributable to  |               |  |
|   | Issued and    |                                   |                | Retained          | earnings          | in value of        | change in         | components of | attributable to | non-controlling  | Total         |  |
|   | paid up       | Share                             | Premium on     | Appropriated -    |                   | available-for-sale | shareholding      | shareholders' | shareholders of | interests of     | shareholders' |  |
| <u>-</u>                                  | share capital | premium                           | treasury stock | statutory reserve | Unappropriated    | investments        | in subsidiary     | equity        | the Company     | the subsidiaries | equity        |  |
| Balance as at 1 January 2015              | 820,000       | 241,970                           | 5,269          | 103,071           | 1,582,268         | 377                | 985               | 1,362         | 2,753,940       | 339,923          | 3,093,863     |  |
| Profit (loss) for the period              | -             | -                                 | -              | -                 | 66,476            | -                  | -                 | -             | 66,476          | (6,490)          | 59,986        |  |
| Other comprehensive income for the period |               | -                                 |                |                   | _                 | 77                 | _                 | 77            | 77              |                  | 77            |  |
| Total comprehensive income for the period | -             | -                                 | -              | -                 | 66,476            | 77                 | -                 | 77            | 66,553          | (6,490)          | 60,063        |  |
| Reversal of prior year dividend           | -             | -                                 | -              | -                 | 5                 | -                  | -                 | -             | 5               | -                | 5             |  |
| Acquisition of investment in subsidiary   |               |                                   |                |                   |                   |                    |                   |               |                 |                  |               |  |
| from non-controlling interests            | -             | -                                 |                | _                 | -                 |                    | _                 | _             |                 | (380)            | (380)         |  |
| Balance as at 31 March 2015               | 820,000       | 241,970                           | 5,269          | 103,071           | 1,648,749         | 454                | 985               | 1,439         | 2,820,498       | 333,053          | 3,153,551     |  |

Statements of changes in shareholders' equity (continued)

For the three-month period ended 31 March 2015

(Unit: Thousand Baht)

|   |               |               |                | Separate finar    | ncial statements |                    |                |               |
|---|---------------|---------------|----------------|-------------------|------------------|--------------------|----------------|---------------|
|   |               |               |                |                   |                  | Other compon       | ents of equity |               |
|   |               |               |                |                   |                  | Other              |                |               |
|   |               |               |                |                   |                  | comprehensive      |                |               |
|   |               |               |                |                   |                  | income             |                |               |
|   |               |               |                |                   |                  | Surplus (deficit)  |                |               |
|   |               |               |                |                   |                  | on changes         | Total other    |               |
|   | Issued and    |               |                | Retained          | earnings         | in value of        | components of  | Total         |
|   | paid up       |               | Premium on     | Appropriated -    |                  | available-for-sale | shareholders'  | shareholders' |
|   | share capital | Share premium | treasury stock | statutory reserve | Unappropriated   | investments        | equity         | equity        |
| Balance as at 1 January 2014              | 820,000       | 241,970       | 5,269          | 82,000            | 1,506,288        | (545)              | (545)          | 2,654,982     |
| Loss for the period                       | -             | -             | -              | -                 | (12,838)         | -                  | -              | (12,838)      |
| Other comprehensive income for the period |               |               |                |                   |                  | 17                 | 17             | 17            |
| Total comprehensive income for the period | -             | -             | -              | -                 | (12,838)         | 17                 | 17             | (12,821)      |
| Reversal of prior year dividend           |               |               |                |                   | 12               |                    |                | 12            |
| Balance as at 31 March 2014               | 820,000       | 241,970       | 5,269          | 82,000            | 1,493,462        | (528)              | (528)          | 2,642,173     |

Statements of changes in shareholders' equity (continued)

For the three-month period ended 31 March 2015

(Unit: Thousand Baht)

|   |               | Separate financial statements |                |                   |                |                    |                |               |  |  |
|---|---------------|-------------------------------|----------------|-------------------|----------------|--------------------|----------------|---------------|--|--|
|   |               |                               |                |                   |                | Other compon       | ents of equity |               |  |  |
|   |               |                               |                |                   |                | Other              |                |               |  |  |
|   |               |                               |                |                   |                | comprehensive      |                |               |  |  |
|   |               |                               |                |                   |                | income             |                |               |  |  |
|   |               |                               |                |                   |                | Surplus            |                |               |  |  |
|   |               |                               |                |                   |                | on changes         | Total other    |               |  |  |
|   | Issued and    |                               |                | Retained          | earnings       | in value of        | components of  | Total         |  |  |
|   | paid up       |                               | Premium on     | Appropriated -    |                | available-for-sale | shareholders'  | shareholders' |  |  |
|   | share capital | Share premium                 | treasury stock | statutory reserve | Unappropriated | investments        | equity         | equity        |  |  |
| Balance as at 1 January 2015              | 820,000       | 241,970                       | 5,269          | 82,000            | 1,625,182      | 377                | 377            | 2,774,798     |  |  |
| Profit for the period                     | -             | -                             | -              | -                 | 45,111         | -                  | -              | 45,111        |  |  |
| Other comprehensive income for the period |               |                               |                |                   |                | 77                 | 77             | 77            |  |  |
| Total comprehensive income for the period | -             | -                             | -              | -                 | 45,111         | 77                 | 77             | 45,188        |  |  |
| Reversal of prior year dividend           |               |                               |                |                   | 5              |                    | <u> </u>       | 5             |  |  |
| Balance as at 31 March 2015               | 820,000       | 241,970                       | 5,269          | 82,000            | 1,670,298      | 454                | 454            | 2,819,991     |  |  |

Lam Soon (Thailand) 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

Lam Soon (Thailand) Public Company Limited is a public company incorporated and domiciled in Thailand. Its major shareholder is Lam Soon Holding Company Limited, which was incorporated in Thailand. The Company is principally engaged in the manufacture and distribution of palm oil. The registered office of the Company is at 64, Soi Bangna-Trad 25, Bangna, 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, 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

The interim consolidated financial statements include the financial statements of Lam Soon (Thailand) Public Company Limited (herein after called "the Company") and its subsidiaries (herein after called "the subsidiaries"), which were incorporated in Thailand, and have been prepared on the same basis as that applied for the consolidated financial statements for the year ended 31 December 2014. There have been no changes in the composition of the group during the current period.

#### 1.4 New financial reporting standards

During the period, the Company has 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's 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 existing standard allows 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.

As a result of the adoption of this standard, a subsidiary has had to change the method used to account for its investment in a joint venture from the proportionate consolidation method to the equity method. The Company has restated the prior period's financial statements, presented as comparative information, to reflect the effect of the change. The cumulative effect of changes in accounting policies is presented in Note 1.6 to the financial statements.

#### 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.

## 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 to the financial statements.

# 1.6. Cumulative effects of changes in accounting policies due to the adoption of new financial reporting standards

As described in Note 1.4 and Note 1.5 to the financial statements, during the current period, the Company has changed some of their accounting policies, as a result of the adoption of new and revised financial reporting standards.

The amounts of adjustments affecting the statements of financial position and the statements of comprehensive income are summarised below.

|  | (Unit: Thousand Baht)  |
|--|------------------------|
|  | As at 31 December 2014 |
|  | Consolidated           |
|  | financial statements   |
| Statements of financial position:                          |                        |
| Increase in investment in joint venture                    | 39,684                 |
| Decrease in current assets                                 | 26,014                 |
| Decrease in non-current assets                             | 19,025                 |
| Decrease in current liabilities                            | 4,493                  |
| Decrease in non-current assets                             | 862                    |
|  | (Unit: Thousand Baht)  |
|  | For the three-month    |
|  | period ended           |
|  | 31 March 2014          |
|  | Consolidated           |
|  | financial statements   |
| Statements of comprehensive income                         |                        |
| Profit or loss:  |                        |
| Increase in share of loss from investment in joint venture | 35                     |
| Decrease in revenue  | 599                    |
| Decrease in expense  | 634                    |

## 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 based agreed upon between the Company and those related parties.

(Unit: Million Baht)

|                                     | For the three-month periods ended 31 March |             |             |             |                                       |  |  |
|-------------------------------------|--|-------------|-------------|-------------|---------------------------------------|--|--|
|                                     | Conso                                      | lidated     | Sepa        | arate       |                                       |  |  |
|                                     | financial s                                | tatements   | financial s | statements  | Pricing policy                        |  |  |
|                                     | <u>2015</u>                                | <u>2014</u> | <u>2015</u> | <u>2014</u> |                                       |  |  |
| Transactions with subsidiaries      |  |             |             |             |                                       |  |  |
| (eliminated from the consolidated   |  |             |             |             |                                       |  |  |
| financial statements)               |  |             |             |             |                                       |  |  |
| Purchase of raw material            | -  | -           | 184.1       | 151.0       | Market price on the contract date     |  |  |
| Purchase of goods and services      | -  | -           | 179.2       | 209.1       | Market price less fixed margin        |  |  |
| Sales of goods and services         | -  | -           | 0.3         | 0.3         | Market price                          |  |  |
| Rental income                       | -  | -           | 0.5         | 0.5         | Market price/Contract price           |  |  |
| Selling and administrative service  | -  | -           | 19.1        | 18.5        | Actual charge                         |  |  |
| income                              |  |             |             |             |                                       |  |  |
| Transactions with related companies | <u>S</u>                                   |             |             |             |                                       |  |  |
| Sales of goods                      | 10.6                                       | 7.9         | -           | -           | Price approximates market price       |  |  |
| Purchase of goods                   | 0.7  | 0.4         | -           | -           | Selling price less marketing expenses |  |  |
|                                     |  |             |             |             | and profit margin                     |  |  |
| Interest expenses                   | -  | 0.2         | -           | -           | THBFIX + 0.50% per annum              |  |  |
| Transactions with jointly           |  |             |             |             |                                       |  |  |
| controlled entity of subsidiary     |  |             |             |             |                                       |  |  |
| Land rental income                  | 0.3  | 0.3         | -           | -           | Agreed between the parties            |  |  |
| Purchase of oil palm seeds and      | 4.0  | 4.0         | -           | -           | Market price                          |  |  |
| fresh fruit bunch                   |  |             |             |             |                                       |  |  |

The balances of accounts as at 31 March 2015 and 31 December 2014 between the Company and the related parties are detailed as follows:

|   |              |             | (Unit:               | Thousand Baht) |  |
|---|--------------|-------------|----------------------|----------------|--|
|   | Consolidated |             | Separate             |                |  |
|   | financial    | statements  | financial statements |                |  |
|   | 31 March     | 31 December | 31 March             | 31 December    |  |
|   | 2015         | 2014        | 2015                 | 2014           |  |
|   |              |             | (Restated)           |                |  |
| Trade and other receivables - related parties (No | ote 4)       |             |                      |                |  |
| Subsidiaries                                      | -            | -           | 18,489               | 14,162         |  |
| Associated company                                | 452          | 452         | -                    | -              |  |
| Related companies (related by common              |              |             |                      |                |  |
| shareholders)                                     | 25,745       | 25,619      |                      | 5              |  |
| Total trade and other receivables - related       |              |             |                      |                |  |
| parties   | 26,197       | 26,071      | 18,489               | 14,167         |  |
| Less: Allowance for doubtful accounts             | (20,780)     | (20,780)    |                      |                |  |
| Total trade and other receivables - related       |              |             |                      |                |  |
| parties - net                                     | 5,417        | 5,291       | 18,489               | 14,167         |  |
| Short-term loans to related parties               |              |             |                      |                |  |
| Associated company                                | 40,286       | 40,286      | -                    | -              |  |
| Related companies (related by common              |              |             |                      |                |  |
| shareholders)                                     | 5,325        | 5,325       |                      |                |  |
| Total short-term loans to related parties         | 45,611       | 45,611      | -                    | -              |  |
| Less: Allowance for doubtful accounts             | (45,611)     | (45,611)    |                      |                |  |
| Total short-term loans to related parties - net   |              |             |                      | <u> </u>       |  |
| Trade and other payables - related parties (Note  | : 14)        |             |                      |                |  |
| Subsidiaries                                      | -            | -           | 129,724              | 140,208        |  |
| Related companies (related by common              |              |             |                      |                |  |
| shareholders)                                     | 1,091        | 699         |                      | -              |  |
| Total trade and other payables - related parties  | 1,091        | 699         | 129,724              | 140,208        |  |
| Short-term loan from related party                |              |             |                      |                |  |
| Related company (related by major shareholder)    |              | 10,000      |                      |                |  |
| Total short-term loan from related party          |              | 10,000      | -                    |                |  |

Movements in short-term loan from related party during the three-month period ended 31 March 2015 are summarised below.

(Unit: Thousand Baht)

|                       |                   | Consoli       | dated financial sta | itements      |
|-----------------------|-------------------|---------------|---------------------|---------------|
|                       |                   | Balance as at | Decrease            | Balance as at |
|                       |                   | 31 December   | during the          | 31 March      |
| Company's name        | Related by        | 2014          | period              | 2015          |
| Lam Soon Holding Co., |                   |               |                     |               |
| Ltd.                  | Major shareholder | 10,000        | (10,000)            |               |
| Total                 |                   | 10,000        | (10,000)            |               |

#### Short-term loans to related parties

Short-term loans to associated and related companies of subsidiary carry interest at a rate of 7% per annum and are repayable on demand. Recognition of interest on these loans as income on an accrual basis has ceased from the date the Central Bankruptcy Court accepted the bankruptcy suits which the subsidiary brought against the associated and related companies. Currently, this case is in state of the Legal Execution Department.

#### Short-term loan from related party

Short-term loan from related company of subsidiary carries interest at a rate of THBFIX + 0.50% per annum and is repayable on demand.

#### Selling and administrative service income

On 7 November 2011, the Company and Universal Food Public Company Limited ("UFC"), a subsidiary, entered into a memorandum related to the agency agreement (dated 27 February 2006) whereby both parties agreed to change the terms and conditions on dealer compensation to comply with the general practice in the industry. The Company and UFC had on 29 December 2011 agreed to extend the agreement for another 5 years, starting from 1 January 2012 and expiring on 31 December 2016.

#### Directors and management's benefits

During the three-month period ended 31 March 2015 and 2014, the Company and its subsidiaries have short-term employee benefits, post-employment benefits and other long-term benefits payable to their directors and management totaling Baht 39.5 million and Baht 36.4 million, respectively (the Company only: Baht 24.1 million and Baht 21.9 million, respectively).

## 3. Cash and cash equivalents

As at 31 March 2015 and 31 December 2014, cash and cash equivalents consist of the following:

|                                     |           |             | (Unit                | : Thousand Baht) |  |
|-------------------------------------|-----------|-------------|----------------------|------------------|--|
|                                     | Consc     | olidated    | Separate             |                  |  |
| _                                   | financial | statements  | financial statements |                  |  |
|                                     | 31 March  | 31 December | 31 March             | 31 December      |  |
| _                                   | 2015      | 2014        | 2015                 | 2014             |  |
|                                     |           | (Restated)  |                      |                  |  |
| Cash                                | 5,393     | 3,863       | 2,113                | 1,017            |  |
| Bank deposits                       | 176,095   | 208,937     | 52,565               | 26,876           |  |
| Investment in Bank of Thailand Bond | -         |             |                      |                  |  |
| Total                               | 181,488   | 212,800     | 54,678               | 27,893           |  |

As at 31 March 2015, bank deposits in savings account, fixed deposits and investment in Bank of Thailand Bond carried interest between 0.13 and 0.75 percent per annum (31 December 2014: between 0.10 and 1.25 percent per annum).

## 4. Trade and other receivables

|   |   | olidated   | (Unit: Thousand Baht<br>Separate<br>financial statements |                  |  |
|---|---|------------|--|------------------|--|
|   | financial statements  31 March 31 December  2015 2014 |            | 31 March 2015  | 31 December 2014 |  |
| Trade receivables - related parties  Aged on the basis of due dates |   | (Restated) |  |                  |  |
| Not yet due Past due  | 5,404   | 1,013      | 17   | 17               |  |
| Up to 3 months 6 - 12 months  | -   | 4,260<br>- | -  | -                |  |
| Over 12 months Total  | <u>452</u><br>5,856                                   | 5,725      | 17   |                  |  |
| Less: Allowance for doubtful accounts                               | (452)   | (452)      |  |                  |  |
| Total trade receivables - related parties - net                     | 5,404   | 5,273      | 17   | 17               |  |

|   |           | olidated<br>statements | (Unit: Thousand Baht) Separate financial statements |             |  |
|---|-----------|------------------------|---|-------------|--|
|   | 31 March  | 31 December            | 31 March  | 31 December |  |
|   | 2015      | 2014                   | 2015  | 2014        |  |
|   |           | (Restated)             |   |             |  |
| Trade receivables - unrelated parties             |           |                        |   |             |  |
| Aged on the basis of due dates                    |           |                        |   |             |  |
| Post dated cheques receivable                     | 43,670    | 43,909                 | 43,670  | 43,909      |  |
| Cheque returned                                   | 14,130    | 13,792                 | 9,166   | 8,828       |  |
| Not yet due                                       | 824,529   | 715,650                | 704,342   | 664,764     |  |
| Past due  |           |                        |   |             |  |
| Up to 3 months                                    | 203,148   | 124,651                | 158,098   | 89,940      |  |
| 3 - 6 months                                      | 7,361     | 2,647                  | 251   | 625         |  |
| 6 - 12 months                                     | 3,994     | 5,068                  | 82  | 179         |  |
| Over 12 months                                    | 29,698    | 28,714                 | 2,326   | 2,846       |  |
| Total   | 1,126,530 | 934,431                | 917,935   | 811,091     |  |
| Less: Allowance for doubtful accounts             | (42,819)  | (43,227)               | (10,436)  | (10,818)    |  |
| Total trade receivables - unrelated parties - net | 1,083,711 | 891,204                | 907,499   | 800,273     |  |
| Total trade receivables - net                     | 1,089,115 | 896,477                | 907,516   | 800,290     |  |
|   |           |                        |   |             |  |
| Other receivables                                 |           |                        |   |             |  |
| Other receivables - related parties               | 13        | 16                     | 6,594   | 5,483       |  |
| Other receivables - unrelated parties             | 4,832     | 4,196                  | 3,287   | 2,499       |  |
| Accrued income - related parties                  | -         | -                      | 11,878  | 8,667       |  |
| Accrued income - unrelated parties                | 2,165     | 927                    | -   | -           |  |
| Advances - related parties                        | 20,328    | 20,328                 | -   | -           |  |
| Advances - unrelated parties                      | 581       | 478                    | -   | -           |  |
| Total   | 27,919    | 25,945                 | 21,759  | 16,649      |  |
| Less: Allowance for doubtful accounts             | (20,328)  | (20,328)               | -   | <u>-</u>    |  |
| Total other receivables - net                     | 7,591     | 5,617                  | 21,759  | 16,649      |  |
| Total trade and other receivables - net           | 1,096,706 | 902,094                | 929,275   | 816,939     |  |
|   |           |                        |   |             |  |

## 5. Reduction of inventory to net realisable value

Movements in the reduction of inventory to net realisable value account during the three-month period ended 31 March 2015 are summarised below.

| (Unit: Thousand Baht) |
|-----------------------|
|-----------------------|

| · · · · · · · · · · · · · · · · · · · | •                                 |
|---------------------------------------|-----------------------------------|
| Consolidated                          | Separate                          |
| financial                             | financial                         |
| statements                            | statements                        |
| 25,249                                | 107                               |
|                                       |                                   |
| 2,002                                 | 300                               |
| 27,251                                | 407                               |
|                                       | financial statements 25,249 2,002 |

# 6. Investment in associated company

|                       | Nature of | Country of    |                | ncial statements |            |               |
|-----------------------|-----------|---------------|----------------|------------------|------------|---------------|
| Company's name        | business  | incorporation | Paid-u         | o capital        | Shareholdi | ng percentage |
|                       |           |               | 31 March       | 31 December      | 31 March   | 31 December   |
|                       |           |               | 2015           | 2014             | 2015       | 2014          |
|                       |           |               | (Million Baht) | (Million Baht)   | (%)        | (%)           |
| Union Fresh Co., Ltd. | Dormant   | Thailand      | 30             | 30               | 40         | 40            |

(Unit: Thousand Baht)

|                       | Consolidated financial statements |          |                        |          |                  |          |               |           |
|-----------------------|-----------------------------------|----------|------------------------|----------|------------------|----------|---------------|-----------|
|                       |                                   |          | Allowance for          |          | Carrying         | amounts  | Carrying      | g amounts |
|                       |                                   |          | diminution in value of |          | based on         | cost     | bas           | ed on     |
| Company's name        | C                                 | ost      | investment             |          | ent method - net |          | equity method |           |
|                       | 31                                | 31       | 31                     | 31       | 31               | 31       | 31            | 31        |
|                       | March                             | December | March                  | December | March            | December | March         | December  |
|                       | 2015                              | 2014     | 2015                   | 2014     | 2015             | 2014     | 2015          | 2014      |
| Union Fresh Co., Ltd. | 12,000                            | 12,000   | (12,000)               | (12,000) |                  | -        |               |           |

#### 7. Investments in subsidiaries

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

(Unit: Thousand Baht)

|  | Shareholding                     |             |          |             |          |             |
|--|----------------------------------|-------------|----------|-------------|----------|-------------|
| Company's name   | Paid-up share capital percentage |             |          | C           | ost      |             |
|  | 31 March                         | 31 December | 31 March | 31 December | 31 March | 31 December |
|  | 2015                             | 2014        | 2015     | 2014        | 2015     | 2014        |
|  |                                  |             | Percent  | Percent     |          |             |
| United Palm Oil Industry                               |                                  |             |          |             |          |             |
| Public Company Limited                                 | 324,050                          | 324,050     | 69.96    | 69.96       | 748,344  | 748,344     |
| Universal Food Public                                  |                                  |             |          |             |          |             |
| Company Limited  | 525,000                          | 525,000     | 98.83    | 98.76       | 585,623  | 585,243     |
| Total  |                                  |             |          |             |          | 1,333,587   |
| Less: Allowance for diminution in value of investments |                                  |             |          |             |          | (21,096)    |
| Total investments in subsidiaries - net                |                                  |             |          |             |          | 1,312,491   |

As at 31 March 2015, the fair value of the investment in United Palm Oil Industry Public Company Limited, calculated based on the latest bid price of the shares on the last trading day of the period as quoted on the Stock Exchange of Thailand and in proportion to the Company's shareholding, was approximately Baht 2,131 million (31 December 2014: Baht 2,256 million).

## 8. Investment in joint venture

#### 8.1 Details of investment in joint venture

Investment in joint venture represents investment in entity which is jointly controlled by the subsidiary and other company. Details of this investment are as follows:

(Unit: Thousand Baht)

|                           |   | Consolidated financial statements |          |          |          |               |                |  |
|---------------------------|---|-----------------------------------|----------|----------|----------|---------------|----------------|--|
|                           | Nature of                                     |                                   |          |          |          | Carrying amo  | ounts based on |  |
| Jointly controlled entity | business                                      | Shareholding percentage           |          | Cost     |          | equity method |                |  |
|                           |   | 31 March                          | 31       | 31 March | 31       | 31 March      | 31             |  |
|                           |   | 2015                              | December | 2015     | December | 2015          | December       |  |
|                           |   |                                   | 2014     |          | 2014     |               | 2014           |  |
|                           |   | %                                 | %        |          |          |               | (Restated)     |  |
| Siam Elite Palm Co., Ltd. | Production and distribution of oil palm seeds | 50                                | 50       | 25,000   | 25,000   | 40,660        | 39,684         |  |
|                           | on pann seeds                                 |                                   |          |          |          |               |                |  |

| Total | 25,000 | 25,000 | 40,660 | 39,684 |
|-------|--------|--------|--------|--------|
|       |        |        |        |        |

## 8.2 Share of profit (loss)

During the three-month period ended 31 March 2015 and 2014, the subsidiary had recognised its share of profit (loss) from investment in the joint venture in the consolidated financial statements as follows:

#### 9. Long-term loan to unrelated party

As at 31 March 2015, a subsidiary of subsidiary had long-term loan to other company of Baht 63 million. The loan has no collateral and carries interest at a rate of THBFIX + 1% per annum and is repayable at the end of June and December each year.

## 10. Investment properties

Movements in the investment property account during the three-month period ended 31 March 2015 are summarised below.

(Unit: Thousand Baht) Consolidated Separate financial financial statements statements Balance as at 31 December 2014 86,530 8,261 (1,206)(419)Depreciation for the period 85,324 7,842 Balance as at 31 March 2015

As at 31 March 2015, the allowance for impairment loss on investment properties - land and building of the subsidiary was Baht 46.5 million (31 December 2014: Baht 46.5 million).

## 11. Property, plant and equipment

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

|  |              | (Unit: Thousand Baht) |
|--|--------------|-----------------------|
|  | Consolidated | Separate              |
|  | financial    | financial             |
|  | statements   | statements            |
| Net book value as at 31 December 2014        | 2,085,550    | 608,464               |
| Acquisitions during the period - at cost     | 127,925      | 81,607                |
| Disposals during the period - net book value |              |                       |
| at disposal date                             | (16)         | (15)                  |
| Depreciation for the period                  | (54,560)     | (20,384)              |
| Interest capitalised to assets               | 72           |                       |
| Net book value as at 31 March 2015           | 2,158,971    | 669,672               |

During the current period, the subsidiary capitalised interest amounting to Baht 0.1 million (2014: Baht 0.2 million) to the costs of plant enlargement and machinery installation. These borrowing costs arose on loans obtained for general purpose but used in these projects, and were determined based on the weighted average interest rate of these loans between 3.01% and 3.14% per annum (2014: 3.23% and 3.40% per annum).

## 12. Cost of forest land rights and cost of palm plantation

Movements in the cost of forest land rights and cost of palm plantation account during the three-month period ended 31 March 2015 are summarised below.

|   | (Unit        | t: Thousand Baht) |
|---|--------------|-------------------|
|   | Consolidated | Separate          |
|   | financial    | financial         |
|   | statements   | statements        |
| Net book value as at 31 December 2014           | 212,051      | 236               |
| Acquisitions during the period - at cost        | 7,153        | -                 |
| Disposals during the period - net book value at |              |                   |
| disposal date                                   | (118)        | -                 |
| Amortisation for the period                     | (4,552)      | (3)               |
| Transferred to inventory account                | (2,869)      |                   |
| Net book value as at 31 March 2015              | 211,665      | 233               |

A permit from the Royal Forest Department granted to a subsidiary for the exploitation or inhabitation in the National Reserved Forests had expired in January 2015. The subsidiary has used the land of 13,030 rai for palm oil plantation. The subsidiary is requesting the government unit to grant a permit to exploit or inhabit in such land, and the request is under the consideration of such government unit.

## 13. Short-term loans from financial institutions

|                        |                     | (Unit: Thousand Bah |             |              |                      |          |  |
|------------------------|---------------------|---------------------|-------------|--------------|----------------------|----------|--|
|                        | Interest rate       |                     | Conso       | Consolidated |                      | Separate |  |
|                        | (percent per annum) |                     | financial s | tatements    | financial statements |          |  |
|                        |                     | 31                  | 31          |              |                      | 31       |  |
|                        | 31                  | December            | 31          | December     | 31                   | December |  |
|                        | March 2015          | 2014                | March 2015  | 2014         | March 2015           | 2014     |  |
| Short-term loans from  |                     |                     |             |              |                      |          |  |
| financial institutions | 2.15 - 4.65         | 2.30 - 4.75         | 1,375,000   | 1,230,000    | 310,000              | 140,000  |  |
| Total                  |                     |                     | 1,375,000   | 1,230,000    | 310,000              | 140,000  |  |

There is no collateral on short-term loans from financial institutions of the Company and its subsidiary.

## 14. Trade and other payables

|  |                      |            | (Unit:               | Thousand Baht) |  |
|--|----------------------|------------|----------------------|----------------|--|
|  | Conso                | olidated   | Separate             |                |  |
|  | financial            | statements | financial statements |                |  |
|  | 31 March 31 December |            | 31 March             | 31 December    |  |
|  | 2015                 | 2014       | 2015                 | 2014           |  |
|  |                      | (Restated) |                      |                |  |
| Trade payables - related parties           | 663                  | -          | 129,714              | 140,195        |  |
| Trade payables - unrelated parties         | 371,326              | 245,652    | 268,886              | 172,367        |  |
| Other payables - related parties           | 421                  | 457        | -                    | -              |  |
| Other payables - unrelated parties         | 61,788               | 50,582     | 40,849               | 31,664         |  |
| Advance received from related parties      | 7                    | 242        | 10                   | 13             |  |
| Other payables for purchase of machineries | 30,311               | 9,923      | 23,167               | 5,588          |  |
| Accrued expenses                           | 98,351               | 122,178    | 46,386               | 64,641         |  |
| Total trade and other payables             | 562,867              | 429,034    | 509,012              | 414,468        |  |

## 15. Long-term loan

(Unit: Thousand Baht) Consolidated Separate financial statements financial statements 31 March 31 December 31 March 31 December 2015 2014 2015 2014 Long-term loan 150,000 175,000 (100,000)(100,000)Less: Current portion 50,000 75,000 Long-term loan - net of current portion

Movements in the long-term loan account during the three-month period ended 31 March 2015 are summarised below.

|                                    | (Uı          | nit: Thousand Baht) |
|------------------------------------|--------------|---------------------|
|                                    | Consolidated | Separate            |
|                                    | financial    | financial           |
|                                    | statements   | statements          |
| Balance as at 31 December 2014     | 175,000      | -                   |
| Less: Repayments during the period | (25,000)     |                     |
| Balance as at 31 March 2015        | 150,000      |                     |
|                                    |              |                     |

The loan is unsecured.

The loan agreement contains covenant that requires the subsidiary to maintain the proportion of shareholding of the major shareholders.

#### 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 Bah |                         |         |  |  |
|---|-------------------------|---------------------|-------------------------|---------|--|--|
|   | Consolidated            |                     | Separate                |         |  |  |
|   | financial statements    |                     | financial statements    |         |  |  |
|   | <u>2015</u> <u>2014</u> |                     | <u>2015</u> <u>2014</u> |         |  |  |
| Current income tax:                           |                         |                     |                         |         |  |  |
| Interim corporate income tax charge           | 24,467                  | 5,906               | 12,394                  | -       |  |  |
| Deferred tax:                                 |                         |                     |                         |         |  |  |
| Relating to origination temporary differences | (8,512)                 | (1,898)             | (821)                   | (1,177) |  |  |
| Income tax expenses reported in the profit    |                         |                     |                         |         |  |  |
| or loss                                       | 15,955                  | 4,008               | 11,573                  | (1,177) |  |  |

The amounts of income tax relating to each component of other comprehensive income for the three-month periods ended 31 March 2015 and 2014 are as follows:

|   | (Unit: Thousand |             |                      |             |  |  |
|---|-----------------|-------------|----------------------|-------------|--|--|
|   | Consolidated    |             | Separate             |             |  |  |
|   | financial sta   | atements    | financial statements |             |  |  |
|   | <u>2015</u>     | <u>2014</u> | <u>2015</u>          | <u>2014</u> |  |  |
| Deferred tax relating to the changes in |                 |             |                      |             |  |  |
| value of available-for-sale investments | 19              | 5           | 19                   | 5           |  |  |

## 17. Earnings per share

Basic earnings (loss) per share is calculated by dividing profit (loss) 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.

|  | For the three-month periods ended 31 March |             |                               |             |  |  |  |
|--|--|-------------|-------------------------------|-------------|--|--|--|
|  | Consol                                     | idated      | Separate financial statements |             |  |  |  |
|  | financial s                                | tatements   |                               |             |  |  |  |
|  | <u>2015</u>                                | <u>2014</u> | <u>2015</u>                   | <u>2014</u> |  |  |  |
| Profit (loss) for the period attributable to |  |             |                               |             |  |  |  |
| equity holders of the Company                |  |             |                               |             |  |  |  |
| (Thousand Baht)                              | 66,476                                     | 16,991      | 45,111                        | (12,838)    |  |  |  |
| Weighted average number of ordinary          |  |             |                               |             |  |  |  |
| shares (Thousand shares)                     | 820,000                                    | 820,000     | 820,000                       | 820,000     |  |  |  |
| Basic earnings (loss) per share (Baht)       | 0.08                                       | 0.02        | 0.06                          | (0.02)      |  |  |  |

## 18. Operating segment Information

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

The following tables present revenue and profit information regarding the Company's and its subsidiaries' operating segments for the three-month periods ended 31 March 2015 and 2014.

(Unit: Million Baht)

| Canadidated for the | throo month nori | ods ended 31 March |
|---------------------|------------------|--------------------|
|                     |                  |                    |

|                               | Manufacture and distribution |                           |             |                 |             |             |             |             |             |             |
|-------------------------------|------------------------------|---------------------------|-------------|-----------------|-------------|-------------|-------------|-------------|-------------|-------------|
|                               | Palr                         | Palm oil Processed fruits |             | Adjustments and |             |             |             |             |             |             |
|                               | prod                         | lucts                     | and veg     | etables         | Total se    | egments     | elimina     | ations      | Conso       | lidated     |
|                               | <u>2015</u>                  | <u>2014</u>               | <u>2015</u> | <u>2014</u>     | <u>2015</u> | <u>2014</u> | <u>2015</u> | <u>2014</u> | <u>2015</u> | <u>2014</u> |
| Revenue                       |                              |                           |             |                 |             |             |             |             |             |             |
| External customers            | 1,666                        | 1,628                     | 483         | 460             | 2,149       | 2,088       | -           | -           | 2,149       | 2,088       |
| Inter-segment                 | 184                          | 151                       | 179         | 209             | 363         | 360         | (363)       | (360)       |             |             |
| Total revenue                 | 1,850                        | 1,779                     | 662         | 669             | 2,512       | 2,448       | (363)       | (360)       | 2,149       | 2,088       |
| Operating results             |                              |                           |             |                 |             |             |             |             |             |             |
| Segment profit                | 130                          | 125                       | 149         | 105             | 279         | 230         | -           | (3)         | 279         | 227         |
| Unallocated income and exp    | enses                        |                           |             |                 |             |             |             |             |             |             |
| Other income                  |                              |                           |             |                 |             |             |             |             | 23          | 14          |
| Selling expenses              |                              |                           |             |                 |             |             |             |             | (156)       | (143)       |
| Administrative expenses       |                              |                           |             |                 |             |             |             |             | (60)        | (55)        |
| Share of profit from investme | ent in joint                 | venture                   |             |                 |             |             |             |             | 1           | -           |
| Finance cost                  |                              |                           |             |                 |             |             |             |             | (11)        | (13)        |
| Profit before income tax expe | enses                        |                           |             |                 |             |             |             |             | 76          | 30          |
| Income tax expenses           |                              |                           |             |                 |             |             |             |             | (16)        | (4)         |
| Profit for the period         |                              |                           |             |                 |             |             |             |             | 60          | 26          |

The following tables present segment assets of the Company's and its subsidiaries' operating segments as at 31 March 2015 and 31 December 2014.

(Unit: Million Baht)

|                        | Manufacture and distribution |                  | Adjustments |              |              |
|------------------------|------------------------------|------------------|-------------|--------------|--------------|
|                        | Palm oil                     | Processed fruits | Total       | and          |              |
|                        | products                     | and vegetables   | segments    | eliminations | Consolidated |
| Segment assets         |                              |                  |             |              |              |
| As at 31 March 2015    | 5,282                        | 1,409            | 6,691       | (1,245)      | 5,446        |
| As at 31 December 2014 | 4,949                        | 1,405            | 6,354       | (1,230)      | 5,124        |

## 19. Commitments and contingent liabilities

## 19.1 Capital commitments

As at 31 March 2015, the Company and its subsidiaries had capital commitments relating to the construction of buildings and purchase of machineries, equipment and motor vehicles amounting to approximately Baht 135 million, Euro 1 million, Singapore Dollar 0.5 million, US Dollar 0.9 million, and Japanese Yen 0.2 million, totaling Baht 226.1 million (the Company only: Baht 68 million, Euro 1 million, Singapore Dollar 0.5 million, US Dollar 0.9 million, and Japanese Yen 0.2 million, totaling Baht 159.1 million).

## 19.2 Operating lease commitments

The Company and its subsidiaries have entered into several lease agreements in respect of the lease of office building space, equipment and motor vehicles. The terms of the agreements are generally between 1 and 5 years. Operating lease agreements are non-cancelable.

As at 31 March 2015, future minimum lease payments required under these non-cancellable operating lease contracts were as follows:

|                                  |                     | (Unit: Million Baht)         |  |
|----------------------------------|---------------------|------------------------------|--|
|                                  | Consolidated        | Separate financial statement |  |
|                                  | financial statement |                              |  |
| Payable:                         |                     |                              |  |
| In up to 1 year                  | 24.6                | 5.1                          |  |
| In over 1 year and up to 5 years | 64.0                | 0.8                          |  |

## 19.3 Long-term service commitments

Under the agreement with a foreign shareholder in relation to the use of trademark in the production and distribution of oil palm seed, the jointly controlled entity of a subsidiary is obliged to pay royalty calculated as a percentage of the net annual sales of the products, as defined in the agreement. The jointly controlled entity and such foreign shareholder are also required to comply with conditions stipulated in the contract.

#### 19.4 Guarantees

As at 31 March 2015, there were outstanding bank guarantees of approximately Baht 18.1 million issued by the banks on behalf of the Company and its subsidiaries to guarantee electricity usage and others (the Company only: Baht 9.1 million).

#### 19.5 Contingent liabilities

(1) In 2004, a subsidiary received a letter of invitation from the Agricultural Land Reform Office (ALRO) concerning the issue of land overlapping with ALRO land. On 6 October 2004, the subsidiary attended a fact-finding consultation meeting with the ALRO and handed over various relevant documents for use by ALRO in considering this issue.

On 15 October 2005, the subsidiary submitted related documents to Agricultural Land Reform Office to verify the right over the land.

Consequently, Agricultural Land Reform Office sent a letter to the subsidiary regarding the distribution of land. The land of 4,994.10 rai had been distributed. However, the subsidiary found that the distribution of the land of about 1,459 rai, with the cost of land and the net book value of the oil palm on such land as at 31 March 2015 totalling Baht 10 million, was in conflict with the subsidiary's land title deed. The subsidiary is in a process to prepare the documents to submit to Agricultural Land Reform Office to nullify the status of being land under Sor Por Kor.

(2) On 11 April 2008, a subsidiary met with the working committee responsible for reviewing practical methods and negotiations for distributing land belonging to holders of large plots in land reform areas to farmers, which had been set up by the Surat Thani Land Reform Commission. The purpose of meeting was to find a practical solution to the land issue arising as a result of the subsidiary holding land amounting to approximately 1,210 rai in designated forest areas and another 276 rai in land reform areas. These land plots represent 3 percent of the total planted area of the subsidiary. The 276 rai in land reform areas represents a large landholding and a holding in excess of the area that can be owned under Section 30 of the Land Reform for Agriculture Act.

On 29 August 2008, the subsidiary entered into a memorandum of negotiation, agreeing to transfer land in land reform areas to the custody of ALRO for development for agricultural use; with the subsidiary signalling its intention to allow ALRO to take approximately 80 rai of land into the land reform program. However, on 17 March 2009, the subsidiary received notice from ALRO to vacate a total of approximately 133 rai of land in land reform areas and demolish all construction thereon, within 30 days from receipt of the notice, since the subsidiary has no land ownership documents. The cost of this land and the net book value of the palm plantation development on such land amounted to approximately Baht 0.2 million. The subsidiary has already set aside full allowance for impairment loss on the cost of these assets in 2009.

At present, the subsidiary is in the process of negotiating with the relevant government agencies concerning the land in designated forest areas.

(3) In 2008, the subsidiary received notification from the Surat Thani Provincial Office of Natural Resources, ordering it to enter into a memorandum of acknowledgement and consent to comply with the conditions of the Forestry Department regulation concerning permission to exploit National Reserved Forest land B.E. 2548, to lodge an application for permission to gather forest produce in accordance with Section 15 of the National Reserved Forest Act B.E. 2507, and to pay official royalty fees at the rate of 10 percent of the market price of oil palm and forest maintenance fees, at a rate of double the official royalty fees, when harvesting the oil palm crops planted. On 6 August 2009, the subsidiary entered into a memorandum of acknowledgement and consent to comply with the conditions stipulated by the Forestry Department. On 18 December 2009, the subsidiary lodged an application for permission to gather forest produce in a National Reserved Forest.

On 8 July 2014, a permit from the Royal Forest Department granted to a subsidiary for the exploitation in the National Reserved Forests expired. As a result, the royalties payable to the Royal Forest Department are terminated. On 11 December 2014, the subsidiary entered into a lease agreement for half of the land that was under the expired permit for land exploitation. The agreement is effective from 9 July 2014 to 8 July 2029.

## 20. Financial instruments

#### 20.1 Foreign currency assets and liabilities

The Group's financial assets and liabilities denominated in foreign currencies as at 31 March 2015 are summarised below.

|                  | Financial | Financial                       | Average exchange rate              |
|------------------|-----------|---------------------------------|------------------------------------|
| Foreign currency | assets    | liabilities as at 31 March 2015 |                                    |
|                  | (Million) | (Million)                       | (Baht per 1 foreign currency unit) |
| US dollars       | 3.2       | 0.8                             | 32.5551                            |
| Euro             | 0.1       | 0.2                             | 35.2178                            |

## 20.2 Forward exchange contracts

As at 31 March 2015, the Company and its subsidiary had outstanding forward exchange contracts, of which details are presented below.

| Foreign currency | Sold amount | Contractual exchange rate of sold amount | Maturity date         |  |
|------------------|-------------|--|-----------------------|--|
|                  | (Million)   | (Baht per 1 foreign currency unit)       |                       |  |
| US dollars       | 0.1         | 32.68                                    | Within September 2015 |  |

#### 20.3 Fair value of financial instruments

The Company and its subsidiaries use the market approach to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards, except that the cost approach or income approach is used when there is no active market or when a quoted market price is not available.

#### Fair value hierarchy

In applying the above-mentioned valuation techniques, the Company and its subsidiaries endeavor to use relevant observable inputs as much as possible. TFRS 13 Fair Value Measurement establishes a fair value hierarchy categorising such inputs into three levels 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

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

Consolidated and separate financial statements

Level 1 Level 2 Level 3 Total

Financial assets measured at fair value

Available-for-sale investments

Equity instruments 4,036 - - 4,036

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

#### 21. Events after the reporting period

- 21.1 On 24 April 2015, the Annual General Meeting of the Company's shareholders passed a resolution to approve a dividend payment in respect of the 2014 profit to the Company's shareholders at Baht 0.20 per share, totaling Baht 164 million, which will be paid to the shareholders on 18 May 2015. Such dividend will be recorded in the second quarter of 2015.
- 21.2 On 24 April 2015, the Annual General Meeting of the subsidiary's shareholders passed a resolution to approve a final dividend payment in respect of October to December 2014 profit at Baht 0.15 per share, totaling Baht 49 million, which will be paid to the shareholders on 18 May 2015. Such dividend will be recorded in the second quarter of 2015.

#### 22. Approval of interim financial statements

These interim financial statements were authorised for issue on 15 May 2015 by the Company's audit committees under authority delegated by the board of directors of the Company.